TSX: SPB **May 10, 2022**

Superior Plus Corp. Announces First Quarter Results and Increases 2022 Adjusted EBITDA Guidance

Superior Plus Corp. ("Superior") (TSX:SPB) announced today its financial and operating results for the first quarter ended March 31, 2022. Unless otherwise expressed, all financial figures are expressed in Canadian dollars.

- ***Q1 2022 Adjusted EBITDA[1] was $250.4 million, an 18% increase compared to 2021***
- ***Q1 2022 Net earnings from continuing operations of $141.0 million compared to $75.4 million in 2021***
- ***Superior is increasing its 2022 Adjusted EBITDA Guidance range to $425 million to $465 million***
- ***Total acquisitions announced or acquired in 2022 is $493 million, including the $302 million acquisition of Kamps Propane and Kiva Energy Inc.***
- ***Superior's Leverage Ratio[1] was 4.0x as at March 31, 2022, which is within the targeted Leverage Ratio range of 3.5x to 4.0x***
- ***Q1 2022 U.S. Propane Distribution sales volumes of 618 million litres, a 13% increase from 2021***
- ***Q1 2022 Canadian Propane Distribution sales volumes of 779 million litres, a 9% increase from 2021***

[1] Adjusted EBITDA and Leverage Ratio are not standardized measures under International Financial Report Standards ("IFRS"). See "Non-GAAP Financial Measures and Reconciliations" section below.

"We achieved an 18% increase in Adjusted EBITDA and 16% increase in EBITDA from operations[2], driven by contribution from our acquisitions completed in the past 12 months, colder weather, higher margins and improved demand related to easing of COVID-19 restrictions," said Luc Desjardins, President and Chief Executive Officer. "Based on our first quarter results and the expected contribution from the acquisition of the propane distribution assets of Quarles Petroleum Inc., we are increasing our Adjusted EBITDA guidance range to $425 million to $465 million. Our EBITDA from operations of $251.6 million was also a record for the Energy Distribution business in the first quarter, demonstrating the success of our recent acquisitions and the improved commercial demand."

[2] EBITDA from operations is not a standardized measure under IFRS. See "Non-GAAP Financial Measures and Reconciliations" section below.

Ms. Beth Summers, Executive Vice President and Chief Financial Officer added, "From a financial perspective, we are well-positioned to execute our growth strategy with ample liquidity following our successful common equity issuance for gross proceeds of $288 million. We have further reduced our debt and expect to fund future acquisitions using cash flow from operations and incremental debt."

Financial Highlights:

- Net earnings from continuing operations of $141.0 million in the first quarter increased $65.6 million or 87% over the first quarter of 2021 primarily due to higher gross profit related to increased sales volumes and increased average margins, lower finance expense and higher gains on derivatives and foreign currency translation of borrowings, partially offset by higher selling, distribution and administration costs ("SD&A") and income tax expense.
- Superior achieved first quarter Adjusted EBITDA of $250.4 million, a $38.8 million or 18% increase over the prior year quarter primarily due to higher EBITDA from operations in U.S. propane distribution ("U.S. Propane") and Canadian Propane distribution ("Canadian Propane") and lower corporate costs[3], partially offset by lower realized gains on foreign exchange hedging contracts.
- Adjusted Operating Cash Flow ("AOCF") before transaction and other costs[3] during the first quarter was $232.4 million, a $47.1 million or 25% increase compared to the prior year quarter primarily due to higher Adjusted EBITDA, lower interest expense and lower current income tax expense. AOCF before transaction and other costs per share was $1.13, an increase of $0.23 per share or 26% primarily due to the increase in AOCF before transaction and other costs.
- Superior's Leverage Ratio for the trailing twelve months ended March 31, 2022, was 4.0x, which is within Superior's target range of 3.5x to 4.0x.
- Superior is increasing its Adjusted EBITDA guidance range from the previously disclosed guidance range of $410 million to $450 million to a range of $425 million to $465 million. The increase in the Adjusted EBITDA guidance range is due to the first quarter results and the expected contribution from the acquisition of the propane distribution assets of Quarles Petroleum Inc. Average weather for the remainder of 2022 is anticipated to be consistent with the five-year average for the U.S. and Canada.

[3] Corporate costs and AOCF before transaction and other costs are not standardized measures under IFRS. See "Non-GAAP Financial Measures and Reconciliations" section below.

Divisional Financial Highlights:

- U.S. Propane Adjusted EBITDA from operations of $162.9 million, increased $22.8 million or 16% from the prior year quarter primarily due to the contribution from acquisitions completed in the last twelve months and higher average margins. Average weather, as measured by degree days, across markets where U.S. propane operates for the first quarter of 2022 was 3% colder than the prior year quarter and 5% colder than the five-year average.
- Canadian Propane Adjusted EBITDA of $88.7 million, increased $12.4 million or 16% from the prior year quarter primarily due to higher average margins related to stronger wholesale propane fundamentals and higher sales volumes related to improved commercial and wholesale customer demand and colder weather. Average weather across Canada for the first quarter of 2022, as measured by degree days was 8% colder than the prior year and 3% colder than the five-year average.
- Corporate costs for the first quarter of 2022 were $2.7 million, a $7.6 million decrease compared to the prior year quarter due to lower long-term incentive plan costs related to share price decline in the current quarter. In

the first quarter of 2022, Superior had realized gains on foreign currency hedging contracts of $1.5 million, a decrease of $4.0 million compared to the prior year quarter due to the average hedge rate of the foreign exchange contracts and the strengthening of the Canadian dollar.

Strategic Developments and Acquisition Update

- On March 8, 2022, Superior acquired the retail propane distribution assets of Reid Gas for an aggregate purchase price of approximately US$1.3 million (C$1.7 million) before adjustments for working capital.
- On March 23, 2022, Superior acquired all the issued and outstanding shares of Kamps Propane and Kiva Energy for an aggregate purchase price of approximately US$240 million (C$302 million) before adjustments for working capital.
- On March 28, 2022, Superior entered into an agreement to acquire the retail propane distribution and refined fuels assets of Quarles Petroleum Inc. (the "Quarles assets") for an aggregate purchase price of approximately US$145 million (C$180 million) before adjustments for working capital. This transaction is subject to customary regulatory and commercial closing conditions and is anticipated to close by June 30, 2022.
- On April 1, 2022, Superior acquired the assets of Heartland Industries for an aggregate purchase price of approximately US$7.1 million (C$8.9 million) before adjustments for working capital.
- On April 6, 2022, Superior closed its previously announced bought deal equity offering and issued 25,670,300 common shares ("Shares") at a price of $11.20 per Share (the "Offering Price"), for aggregate gross proceeds of approximately $288 million (the "Offering"). Superior used the net proceeds of the Offering to reduce existing indebtedness under the revolving credit facility.
- On May 5, 2022, Superior finalized the definitive agreement with the Charbone Corporation to distribute green hydrogen for commercial and industrial customers in Quebec.

Financial Overview

		Three Months Ended March 31		
(millions of dollars, except per share amounts)		**2022**		2021
Revenue		**1,170.4**		839.5
Gross Profit		**393.9**		349.1
Net earnings from continuing operations		**141.0**		75.4
Net earnings from continuing operations attributable to Superior per share, diluted [3]	**$**	**0.68**	$	0.36
EBITDA from operations [1]		**251.6**		216.4
Adjusted EBITDA [1]		**250.4**		211.6
Net cash flows from operating activities		**121.8**		126.1
Net cash flows from operating activities per share, diluted [3]	**$**	**0.59**	$	0.61
AOCF before transaction and other costs [1][2]		**232.4**		185.3
AOCF before transaction and other costs per share, diluted [1][2][3]	**$**	**1.13**	$	0.90
AOCF [1]		**225.3**		175.9
AOCF per share, basic and diluted [1][3]	**$**	**1.09**	$	0.85
Cash dividends declared on common shares		**31.7**		31.7
Cash dividends declared per share	**$**	**0.18**	$	0.18

(1) EBITDA from operations, Adjusted EBITDA, AOCF before transaction and other costs, and AOCF are not standardized measures under IFRS. See "Non-GAAP Financial Measures and Reconciliations".
(2) Transaction and other costs for the three months ended March 31, 2022 and 2021 are related to acquisition activity, restructuring and the integration of acquisitions and the divestiture of the Specialty Chemical segment. See "Transaction and Other Costs" for further details.
(3) The weighted average number of shares outstanding for the three months ended March 31, 2022 was 206.0 million (three months March 31, 2021 was 206.0 million). The weighted average number of shares assumes the exchange of the preferred shares into common shares. There were no other dilutive instruments with respect to AOCF per share and AOCF before transaction and other costs per share for the three months ended March 31, 2022 and 2021.

Segmented Information

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
EBITDA from operations(1)		
U.S. Propane Distribution Adjusted EBITDA(1)	**162.9**	140.1
Canadian Propane Distribution Adjusted EBITDA(1)	**88.7**	76.3
	251.6	216.4

(1) EBITDA from operations and Adjusted EBITDA are not standardized measures under IFRS. See "Non-GAAP Financial Measures and Reconciliations" section below. Comparative figures have been restated to exclude the results of the Specialty Chemicals segment as a result of the announced divestiture and subsequent closing of the transaction. See the unaudited consolidated financial statements and notes thereto as at and for the quarters ended March 31, 2022 and 2021.

Debt and Leverage Update

Superior is focused on managing both Total Net Debt and its Leverage Ratio. Superior's Leverage Ratio at March 31, 2022 was 4.0x, modestly higher than 3.9x at December 31, 2021 primarily due to the increase in Total Net Debt, partially offset by the increase in Pro Forma Adjusted EBITDA. Pro forma the application of the net proceeds from the equity issuance of approximately $275 million, the Leverage Ratio would be 3.4x, which is modestly below the targeted range of 3.5x to 4.0x. The acquisition of the Quarles assets is expected to increase the Leverage Ratio to the lower end of the targeted range of 3.5x to 4.0x as the acquisition of the Quarles assets is anticipated to be funded primarily with borrowings from the revolving credit facility.

MD&A and Financial Statements

Superior's MD&A, the unaudited Interim Consolidated Financial Statements and the Notes to the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 provide a detailed explanation of Superior's operating results. These documents are available online at Superior's website at www.superiorplus.com under the Investor Relations section and on SEDAR under Superior's profile at www.sedar.com.

Virtual Annual General Meeting

We are holding our annual meeting in a virtual-only format so shareholders may attend and participate in the annual meeting via live webcast on Tuesday, May 10, 2022 at 4:00 PM EDT. Please see Superior's website at www.superiorplus.com for detailed instructions.

2022 First Quarter Conference Call

Superior will be conducting a conference call and webcast for investors, analysts, brokers and media representatives to discuss the First Quarter Results at 10:30 a.m. EDT on Wednesday, May 11, 2022. To participate in the call, dial:

1-844-389-8661. Internet users can listen to the call live, or as an archived call on Superior's website at www.superiorplus.com under the Events section.

Non-GAAP Financial Measures and Reconciliations

Throughout this news release, Superior has identified certain terms that it uses that are not standardized measures under International Financial Reporting Standards ("Non-GAAP Financial Measures"), and therefore may not be comparable to similar financial measures disclosed by other issuers. Reconciliations of these Non-GAAP Financial Measures to the most directly comparable financial measures in Superior's annual financial statements are provided below. Certain additional disclosures for these Non-GAAP Financial Measures, including an explanation of the composition of these financial measures, how they provide useful information to an investor and any additional purposes management uses for them are incorporated by reference from the "Non-GAAP Financial Measures and Reconciliations" section in Superior's First Quarter 2022 MD&A dated May 10, 2022, available on www.sedar.com

	Propane Distribution				
For the Three Months Ended March 31, 2022	**U.S.**	**Canada**	**Results from operations**	**Corporate**	**Total**
Earnings (loss) from continuing operations before income taxes	**128.2**	**69.1**	**197.3**	**(10.2)**	**187.1**
Adjust for:					
Amortization and depreciation included in selling, distribution and administrative costs	**32.9**	**18.5**	**51.4**	**0.2**	**51.6**
Finance expense	**1.3**	**0.9**	**2.2**	**13.8**	**16.0**
EBITDA	**162.4**	**88.5**	**250.9**	**3.8**	**254.7**
Loss (gain) on disposal of assets and other	**0.2**	**(1.2)**	**(1.0)**	**–**	**(1.0)**
Transaction, restructuring and other costs	**3.9**	**0.2**	**4.1**	**3.0**	**7.1**
Unrealized gains on derivative financial instruments	**(3.6)**	**1.2**	**(2.4)**	**(8.0)**	**(10.4)**
Adjusted EBITDA	**162.9**	**88.7**	**251.6**	**(1.2)**	**250.4**
Adjust for:					
Current income tax expense	**–**	**–**	**–**	**(1.7)**	**(1.7)**
Transaction, restructuring and other costs	**(3.9)**	**(0.2)**	**(4.1)**	**(3.0)**	**(7.1)**
Interest expense	**(0.9)**	**(0.9)**	**(1.8)**	**(14.5)**	**(16.3)**
AOCF	**158.1**	**87.6**	**245.7**	**(20.4)**	**225.3**

	Propane Distribution				
For the Three Months Ended March 31, 2021	U.S.	Canada	Results from operations	Corporate	Total
Earnings from continuing operations before income taxes	106.3	55.5	161.8	(60.0)	101.8
Adjust for:					
Amortization and depreciation included in selling, distribution and administrative costs	30.6	17.8	48.4	0.1	48.5
Finance expense	1.2	0.9	2.1	60.2	62.3
EBITDA	138.1	74.2	212.3	0.3	212.6
Loss (gain) on disposal of assets and other	0.1	(0.7)	(0.6)	–	(0.6)
Transaction, restructuring and other costs	3.0	3.3	6.3	3.1	9.4
Unrealized losses on derivative financial instruments(1)	(1.1)	(0.5)	(1.6)	(8.2)	(9.8)
Adjusted EBITDA	140.1	76.3	216.4	(4.8)	211.6

Adjust for:					
Current income tax expense	–	–	–	(4.3)	(4.3)
Transaction, restructuring and other costs	(3.0)	(3.3)	(6.3)	(3.1)	(9.4)
Interest expense	(0.7)	(1.1)	(1.8)	(20.2)	(22.0)
AOCF	136.4	71.9	208.3	(32.4)	175.9

(1) Unrealized gains (losses) on derivative financial instruments includes the realized foreign exchange gain on the settlement of the US$350 million senior notes of $20 million, see Note 13 of the unaudited condensed consolidated financial statements.

Total Net Debt to Adjusted EBITDA Leverage Ratio and Pro Forma Adjusted EBITDA

Adjusted EBITDA for the Total Net Debt to Adjusted EBITDA Leverage Ratio is defined as Adjusted EBITDA calculated on a 12-month trailing basis giving pro forma effect to acquisitions and dispositions adjusted to the first day of the calculation period ("Pro Forma Adjusted EBITDA"). Pro Forma Adjusted EBITDA is used by Superior to calculate its Total Net Debt to Adjusted EBITDA Leverage Ratio.

To calculate the Total Net Debt to Adjusted EBITDA Leverage Ratio divide the sum of borrowings before deferred financing fees and lease liabilities by Pro Forma Adjusted EBITDA. The Total Net Debt to Adjusted EBITDA Leverage Ratio is used by Superior and investors to assess its ability to service debt.

(in millions)	**March 31 2022**	December 31 2021
Current borrowings	**20.9**	11.4
Current lease liabilities	**47.2**	44.9
Non-current borrowings	**1,687.2**	1,444.9
Non-current lease liabilities	**153.5**	129.6
	1,908.8	1,630.8
Add back deferred financing fees and discounts	**20.9**	22.1
Deduct cash and cash equivalents	**(44.1)**	(28.4)
Net debt	**1,885.6**	1,624.5
Adjusted EBITDA for the year ended 2021	**398.4**	398.4
Adjusted EBITDA for the quarter ended 2022	**250.4**	–
Adjusted EBITDA for the quarter ended 2021	**(211.6)**	–
Pro-forma adjustment	**35.2**	18.4
Pro-forma Adjusted EBITDA for the year ended	**472.4**	416.8
Leverage Ratio	**4.0x**	3.9x

Forward Looking Information

Certain information included herein is forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking information may include statements regarding the objectives, business strategies to achieve those objectives, expected financial results (including those in the area of risk management), economic or market conditions, and the outlook of or involving Superior, Superior LP and its businesses. Such information is typically identified by words such as "anticipate", "believe", "continue", "estimate", "expect", "plan", "forecast", “future”, “outlook, “guidance”, “may”, “project”, “should”, “strategy”, “target”, “will” or similar expressions suggesting future outcomes.

Forward-looking information in this document includes: future financial position, expected 2022 Adjusted EBITDA, the anticipated closing of the acquisition of the Quarles assets and the associated timing, the expected contribution from the acquisition of the Quarles assets, pro forma Leverage Ratio after the close of the acquisition of the Quarles assets, funding of the Quarles assets using borrowings from the revolving credit facility, expectations related to the funding of future acquisitions using cash flow from operations and incremental debt, commercial demand recovery in the second half of 2022, and average weather for the remainder of 2022 consistent with the five-year average.

Forward-looking information is provided for the purpose of providing information about management’s expectations and plans about the future and may not be appropriate for other purposes. Forward-looking information herein is based on various assumptions and expectations that Superior believes are reasonable in the circumstances. No assurance can be given that these assumptions and expectations will prove to be correct. Those assumptions and expectations are based on information currently available to Superior, including information obtained from third party industry analysts and other third party sources, and the historic performance of Superior’s businesses and businesses it has acquired. Such assumptions include the satisfaction of the conditions to closing, including receipt of required regulatory approvals for the acquisition of the Quarles assets, obtaining the expected synergies from the Kamps acquisition and other acquisitions consistent with historical averages at approximately 25% over the relevant period, no material divestitures, anticipated financial performance, current business and economic trends, the amount of future dividends paid by Superior, business prospects, utilization of tax basis, regulatory developments, currency, exchange and interest rates, future commodity prices relating to the oil and gas industry, future oil rig activity levels, trading data, cost estimates, our ability to obtain financing on acceptable terms, expected net working capital and capital expenditure requirements of Superior or Superior LP, and the assumptions set forth under the “Financial Outlook” sections of our MD&A. The forward looking information is also subject to the risks and uncertainties set forth below.

By its very nature, forward-looking information involves numerous assumptions, risks and uncertainties, both general and specific. Should one or more of these risks and uncertainties materialize or should underlying assumptions prove incorrect, as many important factors are beyond our control, Superior’s or Superior LP’s actual performance and financial results may vary materially from those estimates and intentions contemplated, expressed or implied in the forward-looking information. These risks and uncertainties include incorrect assessments of value when making acquisitions, increases in debt service charges, the loss of key personnel, the anticipated impact of the COVID-19 pandemic and the related public health restrictions, fluctuations in foreign currency and exchange rates, inadequate insurance coverage, liability for cash taxes, counterparty risk, compliance with environmental laws and regulations, reduced customer demand, operational risks involving our facilities, force majeure, labour relations matters, our ability to access external sources of debt and equity capital, and the risks identified in (i) our MD&A under the heading “Risk Factors” and (ii) Superior’s most recent Annual Information Form. The preceding list of assumptions, risks and uncertainties is not exhaustive.

When relying on our forward-looking information to make decisions with respect to Superior, investors and others should carefully consider the preceding factors, other uncertainties and potential events. Any forward-looking information is provided as of the date of this document and, except as required by law, neither Superior nor Superior

LP undertakes to update or revise such information to reflect new information, subsequent or otherwise. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

For more information about Superior, visit our website at www.superiorplus.com or contact:

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF 2022 FIRST QUARTER RESULTS
MAY 10, 2022

This Management's Discussion and Analysis (MD&A) contains information about the performance and financial position of Superior Plus Corp. (Superior) as at and for the three months ended March 31, 2022 and 2021, as well as forward-looking information about future periods. The information in this MD&A is current to May 10, 2022, and should be read in conjunction with Superior's unaudited condensed consolidated financial statements and notes thereto as at and for the three months ended March 31, 2022 and 2021.

The accompanying unaudited condensed consolidated financial statements of Superior were prepared by and are the responsibility of Superior's management. Superior's unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021 were prepared in accordance with International Accounting Standards (IAS) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (IASB).

All financial amounts in this MD&A are expressed in millions of Canadian dollars except where otherwise noted. All tables are for the three months ended March 31 of the period indicated, unless otherwise stated. This MD&A includes forward-looking statements and assumptions. See "Forward-Looking Information" for more details.

Overview of Superior

Superior is a distributor and marketer of propane and distillates and related products and services. Superior holds 99.9% of Superior Plus LP (Superior LP), a limited partnership formed between Superior General Partner Inc. (Superior GP) as general partner and Superior as limited partner. Superior owns 100% of the shares of Superior GP and Superior GP holds 0.1% of Superior LP. The cash flow of Superior is solely dependent on the results of Superior LP and is derived from the allocation of Superior LP's income to Superior by means of partnership allocations.

Superior, through its ownership of Superior LP and Superior GP, has two operating segments: U.S. Propane Distribution, and Canadian Propane Distribution. The U.S. Propane Distribution segment distributes propane gas and liquid fuels primarily in the Eastern United States, as well as the Midwest and California. The Canadian Propane Distribution segment includes the Canadian retail propane distribution business and the wholesale natural gas liquid marketing businesses with operations located in Canada and the Western United States. The previously disclosed Specialty Chemicals segment was divested on April 9, 2021, see the Basis of Presentation and Divestiture section below for further details.

Non-GAAP Financial Measures

Throughout the MD&A, Superior has used the following terms that are not defined under International Financial Reporting Standards (IFRS), but are used by management to evaluate the performance of Superior and its businesses: adjusted operating cash flow (AOCF), AOCF before transaction, restructuring and other costs, earnings before interest, taxes, depreciation and amortization (EBITDA) from operations, Adjusted EBITDA, Operating Costs, Interest expense, Net Debt, Leverage Ratio, Interest Expense, Pro Forma Adjusted EBITDA and Adjusted Gross Profit. These measures may also be used by investors, financial institutions and credit rating agencies to assess Superior's performance and ability to service debt. Non-GAAP financial measures do not have standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Securities regulations require that Non-GAAP and other financial measures are clearly defined, explained and certain of these measures are reconciled to their most directly comparable measure presented in the (primary) financial statements. Except as otherwise indicated, these Non-GAAP financial measures are calculated and disclosed on a consistent basis from period to period. Specific items may only be relevant in certain periods.

The intent of using Non-GAAP financial measures is to provide additional useful information to investors and analysts; the measures do not have standardized meaning under IFRS. The measures should not, therefore, be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Non-GAAP financial measures differently. See "Non-GAAP Financial Measures and Reconciliations" for more information about these measures.

Forward-Looking Information

Certain information included herein is forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking information may include statements regarding the objectives, business strategies to achieve those objectives, expected financial results (including those in the area of risk management), economic or market conditions, and the outlook of or involving Superior, Superior LP and its businesses. Such information is typically identified by words such as "anticipate", "believe", "continue", "estimate", "expect", "plan", "forecast", "future", "outlook", "guidance", "may", "project", "should", "strategy", "target", "will" or similar expressions suggesting future outcomes.

Forward-looking information in this document includes: future financial position, consolidated and business segment outlooks, 2022 Adjusted EBITDA guidance range, the duration and anticipated impact of the COVID-19 pandemic, estimates of the impact COVID-19 may have on our operations, the markets for our products and our financial results, expected Leverage ratio, business strategy and objectives, development plans and programs, organic growth, weather, economic activity in Western Canada, product pricing and sourcing, volumes and pricing, wholesale propane market fundamentals, exchange rates, expected synergies from acquisitions, expected seasonality of demand, long-term incentive plan accrual estimates and future economic conditions.

Forward-looking information is provided for the purpose of providing information about management's expectations and plans about the future and may not be appropriate for other purposes. Forward-looking information herein is based on various assumptions and expectations that Superior believes are reasonable in the circumstances. No assurance can be given that these assumptions and expectations will prove to be correct. Those assumptions and expectations are based on information currently available to Superior, including information obtained from third party industry analysts and other third-party sources, and the historic performance of Superior's businesses. Such assumptions include anticipated financial performance, current business and economic trends, the amount of future dividends paid by Superior, business prospects, utilization of tax basis, regulatory developments, currency, exchange and interest rates, future commodity prices relating to the oil and gas industry, future oil rig activity levels, trading data, cost estimates, our ability to obtain financing on acceptable terms and statements regarding net working capital and capital expenditure requirements of Superior or Superior LP, the assumptions set forth under the "Financial Outlook" sections in this MD&A. The forward-looking information is also subject to the risks and uncertainties set forth below.

By its very nature, forward-looking information involves numerous assumptions, risks and uncertainties, both general and specific. Should one or more of these risks and uncertainties materialize or should underlying assumptions prove incorrect, as many important factors are beyond our control, Superior's or Superior LP's actual performance and financial results may vary materially from those estimates and intentions contemplated, expressed or implied in the forward-looking information. These risks and uncertainties include risk relating to satisfaction of the conditions to and completion of the acquisition of the propane and distillate distribution assets of Quarles Petroleum Inc., incorrect assessments of value when making acquisitions, increases in debt service charges, the loss of key personnel, the anticipated impact of the COVID-19 pandemic and the economic recession, fluctuations in foreign currency and exchange rates, inadequate insurance coverage, liability for cash taxes, counterparty risk, compliance with environmental laws and regulations, reduced customer demand, operational risks involving our facilities, force majeure, labour relations matters, our ability to access external sources of debt and equity capital, and the risks identified in (i) this MD&A under "Risk Factors to Superior" and (ii) Superior's most recent Annual Information Form. The preceding list of assumptions, risks and uncertainties is not exhaustive.

When relying on Superior's forward-looking information to make decisions with respect to Superior, investors and others should carefully consider the preceding factors, other uncertainties and potential events. Any forward-looking information is provided as of the date of this document and, except as required by law, neither Superior nor Superior LP undertakes to update or revise such information to reflect new information, subsequent or otherwise. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

Basis of Presentation

On April 9, 2021, Superior announced the completion of the sale of its Specialty Chemicals business. For 2021, Superior presents the results of operations from this business as a discontinued operation, see Note 3 in the audited consolidated financial statements for the year ended December 31, 2021. The Specialty Chemicals segment operated as a distinct segment, and has no impact on the operations of the Energy Distribution segments. This MD&A reflects the results of continuing operations, unless otherwise noted.

FINANCIAL OVERVIEW - GAAP FINANCIAL INFORMATION

Consolidated Statement of Net Earnings

	Three Months Ended March 31	
(millions of dollars, except per share amounts)	**2022**	2021
Revenue	**1,170.4**	839.5
Cost of sales (includes products and services)	**(776.5)**	(490.4)
Gross profit	**393.9**	349.1
Expenses		
Selling, distribution and administrative costs ("SD&A")	**(237.5)**	(221.0)
Finance expense	**(16.0)**	(62.3)
Gain on derivatives and foreign currency translation of borrowings	**46.7**	36.0
	(206.8)	(247.3)
Earnings before income taxes	**187.1**	101.8
Income tax expense	**(46.1)**	(26.4)
Net earnings from continuing operations	**141.0**	75.4
Net earnings from discontinued operations, net of tax expense	**–**	8.7
Net earnings	**141.0**	84.1
Net earnings from continuing operations attributable to:		
Superior	**135.1**	69.5
Non-controlling interest	**5.9**	5.9
Net earnings per share from continuing operations attributable to Superior		
Basic and diluted	**0.68**	0.36
Net earnings per share attributable to Superior		
Basic and diluted	**0.68**	0.41
Cash flows from operating activities	**121.8**	126.1
Cash flows from operating activities, per share (1)	**0.59**	0.61

(1) The weighted average number of shares outstanding for the three months ended March 31, 2022 and March 31, 2021 was 206.0 million. The weighted average number of shares assumes the exchange of the preferred shares into common shares. There were no other dilutive instruments for the three months ended March 31, 2022 and 2021.

Non-GAAP Financial Information

The following summary contains Non-GAAP financial information. The intent of this Non-GAAP financial information is to provide additional useful information to investors and analysts as they exclude non-cash items and expenses related to acquisitions. These measures do not have standardized meanings under IFRS and should not be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Non-GAAP financial measures differently. See "Non-GAAP Financial Measures and Reconciliations" on page 25 for more information about these measures.

Summary of AOCF

	Three Months Ended March 31	
(millions of dollars except per share amounts)	**2022**	2021
US Propane Distribution Adjusted EBITDA (1)	**162.9**	140.1
Canadian Propane Distribution Adjusted EBITDA (1)	**88.7**	76.3
EBITDA from operations (1)	**251.6**	216.4
Corporate operating costs (1)	**(2.7)**	(10.3)
Realized gains on foreign currency hedging contracts (2)	**1.5**	5.5
Adjusted EBITDA (1)	**250.4**	211.6
Interest expense (3)	**(16.3)**	(22.0)
Current income tax expense (1) (3)	**(1.7)**	(4.3)
AOCF before transaction, restructuring and other costs (1)	**232.4**	185.3
Transaction, restructuring and other costs (4)	**(7.1)**	(9.4)
AOCF (1)	**225.3**	175.9
AOCF per share before transaction, restructuring and other costs (4)(5)	**$1.13**	$0.90
AOCF per share (5)	**$1.09**	$0.85
Dividends declared per common share	**$0.18**	$0.18

(1) These amounts are Non-GAAP financial measures, see "Non-GAAP financial measures and reconciliations" on page 25 for more information.

(2) Realized gains on foreign currency hedging contracts are reconciled to gains (losses) on derivatives and foreign currency translation of borrowings, see "Non-GAAP financial measures and reconciliations" on page 25 for more information.

(3) Interest expense is the sum of interest on borrowings and interest on lease liability. Current income tax expense forms part of the total income tax expense, see Note 16 of the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021.

(4) Transaction, restructuring and other costs are related to acquisition activities and the restructuring and integration of acquisitions. See "Transaction, restructuring and other Costs" for further details. These expenses are included in SD&A and are disclosed in Note 16 of the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021.

(5) The weighted average number of shares outstanding for the three months ended March 31, 2022 and three months ended March 31, 2021 was 206.0 million. The weighted average number of shares assumes the exchange of the preferred shares into common shares. There were no other dilutive instruments for the three months ended March 31, 2022 and 2021.

AOCF Reconciled to Cash Flows from Operating Activities [1]

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
Cash flows from operating activities	**121.8**	126.1
Non-cash interest expense (income), loss on redemption, net of interest on vendor note [2]	**(0.3)**	40.3
Changes in non-cash operating working capital	**92.0**	42.7
Income taxes paid	**9.2**	8.0
Interest paid	**20.3**	47.9
Current income tax expense [2]	**(1.7)**	(4.3)
Finance expense recognized in net earnings	**(16.0)**	(62.3)
	225.3	198.4
Less results of AOCF from Discontinued operations [3]	**–**	(22.5)
AOCF[1]	**225.3**	175.9

(1) AOCF is a Non-GAAP measure. See "Non-GAAP financial measures and reconciliations" on page 25 for more information.
(2) This information is provided in Note 16 of the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021.
(3) AOCF from discontinued operations is the sum of revenue, cost of sales and SD&A, see Note 4 of the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021. SD&A has been adjusted for loss on disposal of assets of $nil million (2021 - $0.5 million).

RECENTLY COMPLETED AND ANNOUNCED TRANSACTIONS

On March 8, 2022, Superior acquired the retail propane distribution assets of Reid Gas for an aggregate purchase price of approximately US$1.3 million (C$1.7 million) before adjustments for working capital.

On March 23, 2022, Superior acquired all the issued and outstanding shares of Kamps Propane and Kiva Energy for an aggregate purchase price of approximately US$240 million (C$302 million) before adjustments for working capital.

On March 28, 2022, Superior entered into an agreement to acquire the retail propane distribution and refined fuels assets of Quarles Petroleum Inc. ("Quarles") for an aggregate purchase price of approximately US$145 million (C$180 million) before adjustments for working capital. This transaction is subject to customary regulatory and commercial closing conditions and is anticipated to close by June 30, 2022.

On April 1, 2022, Superior acquired the assets of Heartland Industries for an aggregate purchase price of approximately US$7.1 million (C$8.9 million) before adjustments for working capital.

On April 6, 2022, Superior closed its previously announced bought deal equity offering and issued 25,670,300 common shares ("Shares") at a price of $11.20 per Share (the "Offering Price"), for aggregate gross proceeds of approximately $288 million (the "Offering"). The Offering was sold on a bought deal basis to a syndicate of underwriters and was made under Superior's short form base shelf prospectus dated May 25, 2021. The terms of the Offering are described in a prospectus supplement dated March 30, 2022, which was filed with securities regulators in each of the provinces and territories of Canada.

Superior used the net proceeds of the Offering to reduce existing indebtedness under the revolving credit facility.

Q1 2022 Financial Results Compared to the Prior Year Quarter

The net earnings from continuing operations were $141.0 million, compared to $75.4 million in the prior year quarter. The increase is primarily due to higher gross profit, lower finance expense and a higher gain on derivatives and foreign currency translation of borrowings partially offset by higher SD&A and income tax expense. Basic and diluted earnings per share from continuing operations attributable to Superior was $0.68 per share an increase of $0.32 from $0.36 per share in the prior year quarter. The increase is due to the aforementioned reasons.

Net earnings from discontinued operations was $8.7 million in the prior year quarter and relates to the disposal of the Specialty Chemical segment which occurred on April 9, 2021.

Revenue was $1,170.4 million, an increase of $330.9 million or 39% from the prior year quarter due to higher revenue in both the U.S. Propane Distribution ("U.S. Propane") and Canadian Propane Distribution ("Canadian Propane") segments. U.S. Propane revenue was $633.6 million, an increase of $179.2 million or 39% due to higher wholesale propane prices and higher volumes related to acquisitions completed in the current and prior year. Canadian Propane revenue was $549.5 million, an increase of $153.8 million or 39% due primarily to higher wholesale propane prices and higher sales volumes. Due to the nature of Superior's operating model, the impact of commodity price volatility can be passed on to the customer.

Consolidated gross profit was $393.9 million, an increase of $44.8 million from $349.1 million in the prior year quarter primarily due to higher U.S. Propane and Canadian Propane gross profit. U.S. Propane gross profit increased primarily due to the impact of completed acquisitions in the current and prior year and the impact of margin management related to higher commodity prices compared to the prior year. Canadian Propane gross profit increased primarily due to stronger wholesale propane market fundamentals within the supply portfolio management business and higher sales volumes, partially offset by a decrease in sales of carbon offset credits. For U.S. Propane and Canadian Propane gross profit, realized gains and losses related to Superior's commodity risk management are not included in gross profit. These realized gains and losses are reported as part of gains and losses on derivatives and foreign currency translation of borrowings.

SD&A was $237.5 million, an increase of $16.5 million or 7% from the prior year quarter, primarily due to an increase in U.S. Propane SD&A and to a lesser extent Canadian Propane SD&A, partially offset by a decrease in Corporate SD&A. U.S. Propane SD&A were $149.0 million, an increase of $21.8 million or 17% from $127.2 million in the prior year quarter primarily due to the impact of completed acquisitions and to a lesser extent increased costs due to rising commodity prices and inflation, partially offset by lower incentive plan costs. Canadian Propane SD&A were $82.6 million an increase of $2.3 million or 3% from $80.3 million in the prior year quarter due to the lower benefits from the CEWS program recorded in the current year compared to the prior year quarter, higher volume related expenses and higher costs due to rising commodity prices and inflation, partially offset by lower transaction and incentive plan costs. Corporate SD&A were $5.9 million, a decrease of $7.6 million or 56% from $13.5 million in the prior year quarter primarily due to lower incentive plan costs related to the decline in the share price compared to the prior year quarter.

Finance expense was $16.0 million, a decrease of $46.3 million or 74% from $62.3 million in the prior year quarter. The decrease is primarily due to early call premiums and non-cash financing expenses related to the redemption of the US$350 million senior unsecured notes in the prior year quarter, interest earned on the Vendor Note and lower interest expense on borrowings. Interest expenses decreased due to lower average interest rates related to the refinancing of the senior unsecured notes in 2021 and to a lesser extent the impact the timing of acquisitions has on the average outstanding debt balances.

Gains on derivative and foreign currency translation of borrowings consists of unrealized gains (losses) on derivative financial instruments and foreign currency translation of borrowings, net of realized gains (losses) on derivative financial instruments and realized gains (losses) on settlement of U.S. denominated borrowings. The gain on derivatives and foreign currency translation of borrowings was $46.7 million for the three months ended March 31, 2022, an increase of $10.7 million compared to a gain of $36.0 million in the prior year quarter. The increase was mainly related to changes in market prices of commodities, timing of maturities of underlying financial instruments and changes in foreign exchange rates relative to amounts hedged. For additional details, refer to Note 13 of the unaudited condensed consolidated financial statements.

Total income tax expense of $46.1 million was $19.7 million higher than the prior year quarter's expense of $26.4 million. Current income tax expense was $1.7 million, a decrease of $2.6 million from the prior year quarter's expense of $4.3 million. The decrease is primarily due to the timing of acquisitions and the tax basis of assets acquired. This was more than offset by a deferred income tax expense of $44.4 million, an increase of $22.3 million from the prior year quarter's expense of $22.1 million primarily due to increase in earnings.

Q1 2022 Non-GAAP Financial Results Compared to the Prior Year Quarter

The following summary contains Non-GAAP financial information. The intent of this Non-GAAP financial information is to provide additional useful information to investors and analysts as they exclude non-cash items and expenses related to acquisitions. These measures do not have standardized meanings under IFRS and should not be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Non-GAAP financial measures differently. See "Non-GAAP Financial Measures and Reconciliations" on page 25 for more information about these measures.

Adjusted EBITDA for the first quarter was $250.4 million, an increase of $38.8 million or 18% compared to the prior year quarter Adjusted EBITDA of $211.6 million. The increase is primarily due to higher EBITDA from operations and to a lesser extent lower corporate costs, partially offset by a lower realized gain on foreign currency hedging contracts. EBITDA from operations increased $35.2 million or 16% compared to the prior year quarter primarily due to higher U.S. Propane Adjusted EBITDA and to a lesser extent higher Canadian Propane Adjusted EBITDA. U.S. Propane Adjusted EBITDA was $162.9 million, an increase of $22.8 million or 16% primarily due to the impact of acquisitions completed in the current and prior year. Canadian Propane Adjusted EBITDA was $88.7 million, an increase of $12.4 million or 16% primarily due to stronger propane wholesale market fundamentals compared to the prior year quarter and higher sales volumes. Corporate administrative costs were $2.7 million compared to $10.3 million in the prior year quarter. The decrease is primarily due to lower incentive plan costs than in the prior year due to the decline in Superior's share price compared to the prior year quarter. Superior realized gains on foreign currency hedging contracts of $1.5 million compared to a gain of $5.5 million in the prior year quarter due to lower average hedge rates relative to changes in exchange rates and a decrease in amounts hedged as a result of the sale of the Specialty Chemicals segment.

AOCF before transaction, restructuring and other costs was $232.4 million, an increase of $47.1 million or 25% from the prior year quarter of $185.3 million. The increase from the prior year is primarily due to higher Adjusted EBITDA discussed above, lower interest expense and lower current taxes. Interest expense decreased by $5.7 million or 26% primarily to due to lower average debt balances and lower average interest rates. Current income tax expense decreased by $2.6 million due to the timing of acquisitions and the impact of the tax basis of assets acquired on the current income tax expense. AOCF per share before transaction, restructuring and other costs assuming the conversion of preferred shares was $1.13 per share, an increase of $0.23 per share or 26% from the prior year quarter AOCF per share of $0.90 per share.

AOCF for the three months ended March 31, 2022 was $225.3 million, an increase of $49.4 million or 28% from the prior year AOCF of $175.9 million due to the increased AOCF before transaction, restructuring and other costs discussed above and to a lesser extent, lower transaction, restructuring and other costs. AOCF per share for three months ended March 31, 2022 was $1.09 per share assuming the conversion of the preferred shares, an increase of $0.24 per share or 28% from the prior year quarter AOCF per share of $0.85 per share. Transaction, restructuring and other costs for the three months ended March 31, 2022 was $7.1 million, a decrease of $2.3 million from prior year quarter of $9.4 million.

RESULTS OF SUPERIOR'S OPERATING SEGMENTS

Superior's operating segments consists of U.S. Propane and Canadian Propane.

U.S. PROPANE DISTRIBUTION

U.S. Propane Distribution's operating results:

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
Revenue	**633.6**	454.4
Cost of Sales	**(385.9)**	(238.4)
Gross profit	**247.7**	216.0
Realized gains on derivatives related to commodity risk management (2)	**27.2**	17.6
Adjusted gross profit(1)	**274.9**	233.6
Selling, distribution and administrative costs	**(149.0)**	(127.2)
Add back (deduct):		
Amortization and depreciation included in selling, distribution and administrative costs(3)	**32.9**	30.6
Transaction, restructuring and other costs(3)	**3.9**	3.0
Loss on disposal of assets and other(3)	**0.2**	0.1
Operating costs(1)	**(112.0)**	(93.5)
Adjusted EBITDA(1)	**162.9**	140.1
Add back (deduct):		
Loss on disposal of assets and other (3)	**(0.2)**	(0.1)
Transaction, restructuring and other costs (3)	**(3.9)**	(3.0)
Amortization and depreciation included in selling, distribution and administrative costs	**(32.9)**	(30.6)
Unrealized gains on derivative financial instruments (2)	**3.6**	1.1
Finance expense (3)	**(1.3)**	(1.2)
Earnings before income tax	**128.2**	106.3

(1) Adjusted Gross Profit, Adjusted EBITDA and Operating Costs are Non-GAAP financial measures. See "Non-GAAP financial measures and reconciliations" on page 25 for more information.

(2) Realized gains (losses) on derivatives related to commodity risk management are reconciled to gains (losses) on derivatives and foreign currency translation of borrowings, see "Non-GAAP financial measures and reconciliations" on page 25 for more information.

(3) The sum of the above amounts and the balances included in the Canadian Propane and the corporate segments are included in SD&A and are disclosed in Note 16 or Note 21 of the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021.

Revenue for the three months ended March 31, 2022 was $633.6 million, an increase of $179.2 million from the prior year quarter primarily due to the higher wholesale propane and distillate prices and the impact of acquisitions completed in the current and prior year. Wholesale supply prices were higher than the prior year due to an increase in average West Texas Intermediate ("WTI") crude oil prices and the impact of rail and transportation supply constraints. WTI crude oil prices increased in Q1 2022 compared to the prior year quarter due to the lower global supply related to impacts from the conflict in Ukraine and higher global demand related to the easing of COVID-19 restrictions.

U.S. Propane Adjusted Gross Profit

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
Propane distribution [(1)]	**241.5**	211.0
Realized gain on derivatives related to commodity risk management [(1)]	**27.2**	17.6
Adjusted gross profit related to propane distribution	**268.7**	228.6
Other services [(1)]	**6.2**	5.0
Adjusted gross profit [(2)]	**274.9**	233.6

(1) The sum of propane distribution and other services agrees to segment disclosure in the annual consolidated financial statements. Realized gains (losses) are derivatives related to commodity risk management and are reconciled to Gains (losses) on derivatives and foreign currency translation of borrowings, see "Non-GAAP financial measures and reconciliations" on page 25 for more information.
(2) Adjusted gross profit from operations is a Non-GAAP financial measure. See "Non-GAAP financial measures and reconciliations" on page 25 for more information.

Adjusted gross profit related to propane distribution for the three months ended March 31, 2022 was $268.7 million, an increase of $40.1 million or 18% from the prior year quarter primarily due to higher sales volumes and higher average sales margins.

Total sales volumes were 618 million litres, an increase of 71 million litres or 13% primarily due to the impact of acquisitions completed in the current and prior year quarter. Sales volumes are highest in the first and fourth quarters due to the demand from heating end-use customers. Average weather, as measured by degree days, across markets where U.S. propane operates for 2022 was 3% colder than the prior year quarter and 5% colder than the five-year average. Residential sales volumes increased by 20 million litres or 6% from the prior year quarter due primarily to the impact of acquisitions completed in the past twelve months, partially offset by the impact of focusing on higher margin propane customers and timing of deliveries as the weather entering the quarter was much warmer than the prior comparable quarter. Commercial volumes increased by 30 million litres or 15% compared to the prior year primarily due to the impact of acquisitions completed in the past twelve months, partially offset by the timing of deliveries. Wholesale volumes increased by 21 million litres primarily due to the sales coming from the acquisitions, partially offset by lower customer demand.

U.S. Propane average sales margins were 43.5 cents per litre, an increase of 1.7 cents from 41.8 cents per litre in the prior year quarter primarily due to effective margin management in a fluctuating price environment and the impact of focusing on higher margin propane customers.

Other services gross profit primarily includes equipment rental, installation, repair and maintenance charges. Other services gross profit was $6.2 million, an increase of 24% over the prior year quarter primarily due to the acquisitions completed in the current and prior year.

U.S. Propane Distribution Sales Volumes
End-Use Application (1)(2)

	Three Months Ended March 31	
(millions of litres)	**2022**	2021
Residential	**362**	342
Commercial	**225**	195
Wholesale	**31**	10
Total	**618**	547

U.S. Propane Distribution Sales Volumes
Volumes by Region (1)

	Three Months Ended March 31	
(millions of litres)	**2022**	2021
Northeast	**435**	449
Southeast	**96**	50
Midwest	**48**	35
West	**39**	13
Total	**618**	547

(1) Includes heating oil, propane, diesel and gasoline sold in over twenty-two states in the following regions: **Northeast region** consists of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, Pennsylvania, New Jersey, Delaware, Maryland, Virginia; **Southeast region** consists of North Carolina, South Carolina, Georgia, Tennessee, Florida, Alabama; **Midwest region** consists of Ohio, Michigan, Minnesota; **West region** consists primarily of California.

Operating Costs and Selling, Distribution and Administrative Costs

Operating costs were $112.0 million, an increase of $18.5 million or 20% over the prior year quarter primarily due to the impact of acquisitions, and to a lesser extent higher fuel costs and the impact of inflation on operating costs, partially offset by cost-saving initiatives, lower long-term incentive plan costs and synergies.

SD&A includes amortization, depreciation and transaction, restructuring and other costs whereas operating costs exclude these expenses and is used in the determination of Adjusted EBITDA. SD&A was $149.0 million, an increase of $21.8 million or 17% over the prior year quarter. The increase is consistent with operating costs and includes higher depreciation and amortization as a result of a higher asset base associated with acquisitions and slightly higher transaction, restructuring and other costs.

Earnings

Earnings before tax of $128.2 million, an increase of $21.9 million over the prior year quarter was primarily due to higher gross profit partially offset by higher SD&A as described above and higher gains on derivative financial instruments.

Financial Outlook

U.S. Propane Adjusted EBITDA in 2022 is anticipated to be higher than 2021. The increase is due to the full year contribution from acquisitions completed in the prior year, the assumption of normal weather, the realization of additional synergies, cost-saving initiatives, the contribution from the Kamps acquisition that recently closed and the contribution from Quarles that is expected to close in the second quarter of 2022, partially offset by the impact of inflationary pressures on operating costs, the impact of increased commodity costs on margins and to a lesser extent the impact of the stronger Canadian dollar on the translation of U.S. denominated EBITDA. Average weather for 2022 in the Eastern U.S. and California, as measured by degree days, for the remainder of 2022 is anticipated to be consistent with the five-year average.

In addition to the significant assumptions referred to above, refer to "Forward-Looking Information" and "Risk Factors to Superior" for a detailed review of significant business risks affecting the Propane Distribution businesses.

CANADIAN PROPANE DISTRIBUTION

Canadian Propane Distribution's operating results:

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
Revenue	**549.5**	395.7
Cost of Sales	**(403.3)**	(262.6)
Gross profit	**146.2**	133.1
Realized gains on derivatives related to commodity risk management [(2)]	**7.6**	3.1
Adjusted gross profit[(1)]	**153.8**	136.2
Selling, distribution and administrative costs	**(82.6)**	(80.3)
Add back (deduct):		
Amortization and depreciation included in selling, distribution and administrative costs [(3)]	**18.5**	17.8
Transaction, restructuring and other costs [(3)]	**0.2**	3.3
Gain on disposal of assets and other [(3)]	**(1.2)**	(0.7)
Operating costs[(1)]	**(65.1)**	(59.9)
Adjusted EBITDA[(1)]	**88.7**	76.3
Add back (deduct):		
Gain on disposal of assets and other[(3)]	**1.2**	0.7
Transaction, restructuring and other costs[(3)]	**(0.2)**	(3.3)
Amortization and depreciation included in selling, distribution and administrative costs[(3)]	**(18.5)**	(17.8)
Unrealized gains (losses) on derivative financial instruments[(2)]	**(1.2)**	0.5
Finance expense[(3)]	**(0.9)**	(0.9)
Earnings before income tax	**69.1**	55.5

(1) Adjusted Gross Profit, Adjusted EBITDA and Operating Costs are Non-GAAP financial measures. See "Non-GAAP financial measures and reconciliations" on page 25 for more information.

(2) Realized gains (losses) are derivatives related to commodity risk management and are reconciled to gains (losses) on derivatives and foreign currency translation of borrowings, see "Non-GAAP financial measures and reconciliations" on page 25 for more information.

(3) The sum of the above amounts and the balances included in the U.S. Propane and the corporate segments are included in SD&A and are disclosed in Note 16 or Note 21 of the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021.

Revenue for the three months ended March 31, 2022 was $549.5 million, an increase of $153.8 million from the prior year quarter primarily due to higher wholesale propane prices, and to a lesser extent higher sales volumes. Wholesale supply prices were higher than the prior year due to an increase in average West Texas Intermediate ("WTI") crude oil prices and the impact of rail and transportation supply constraints. WTI crude oil prices increased in Q1 2022 compared to the prior year quarter due to the lower global supply related to impacts from the conflict in Ukraine and higher global demand related to the easing of COVID-19 restrictions.

Canadian Propane Adjusted Gross Profit

	Three Months March 31	
(millions of dollars)	**2022**	2021
Propane distribution [1]	**142.1**	129.1
Realized gains on derivatives related to commodity risk management	**7.6**	3.1
Adjusted gross profit related to propane distribution	**149.7**	132.2
Other services[1]	**4.1**	4.0
Adjusted gross profit[2]	**153.8**	136.2

[1] The sum of propane distribution and other services agrees to segment disclosure in the annual consolidated financial statements. Realized gains (losses) are derivatives related to commodity risk management and are reconciled to gains (losses) on derivatives and foreign currency translation of borrowings, see "Non-GAAP financial measures and reconciliations" on page 25 for more information.

[2] Adjusted gross profit from operations is a Non-GAAP financial measure. See "Non-GAAP financial measures and reconciliations" on page 25 for more information.

Adjusted gross profit related to propane distribution was $149.7 million, an increase of $17.5 million, from the prior year quarter primarily due to stronger wholesale propane market fundamentals compared to the prior year quarter and higher sales volumes, partially offset by lower carbon offset credit sales.

Total sales volumes were 779 million litres, an increase of 62 million litres or 9%, primarily due to increased wholesale volumes. Average weather across Canada for the three months ended March 31, 2022, as measured by degree days was 8% colder than the prior year quarter and 3% colder than the five-year average. Residential sales volumes increased by 11 million litres or 15% due to the colder weather and to a lesser extent the impact of acquisitions completed in the prior year quarter. Commercial sales volumes increased by 31 million litres or 11% due primarily to the colder weather than the prior year quarter, higher oilfield demand and improved demand related to the continued easing of COVID-19 restrictions. Wholesale propane volumes increased by 20 million litres or 6% compared to the prior year quarter due to colder weather, the easing of COVID-19 restrictions, and to a lesser extent sales and marketing efforts to grow third-party wholesale propane sales.

Average propane sales margins were 19.2 cents per litre, an increase of 0.8 cents from 18.4 cents per litre in the prior year quarter due primarily to stronger wholesale propane market fundamentals, partially offset by the impact of selling less carbon offset credits than the prior year quarter.

Other services gross profit primarily includes equipment rental, installation, repair and maintenance and customer minimum use charges. Other services gross profit was $4.1 million, which is consistent with the prior year gross profit of $4.0 million.

Canadian Propane Distribution Sales Volumes
Volumes by End-Use Application

	Three Months Ended March 31	
(millions of litres)	**2022**	2021
Residential	**85**	74
Commercial	**320**	289
Wholesale	**374**	354
	779	717

(1) Canadian Propane volumes by end user were condensed to be consistent with US Propane Distribution.

Canadian Propane Distribution Sales Volumes
Volumes by Region (1)

	Three Months Ended March 31	
(millions of litres)	**2022**	2021(2)
Western Canada	**234**	216
Eastern Canada	**233**	205
Atlantic Canada	**54**	49
United States	**258**	247
Total	**779**	717

(1) Regions: Western Canada region consists of British Columbia, Alberta, Saskatchewan, Manitoba, Yukon and Northwest Territories; Eastern Canada region consists of Ontario (including Northwest Ontario) and Quebec; Atlantic Canada region consists of New Brunswick, Newfoundland & Labrador, Nova Scotia and Prince Edward Island. United States region consists primarily of California, Colorado, Delaware, Illinois, Kansas, Maine, Maryland, Michigan, Minnesota, Montana, Nevada, New Hampshire, New York, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Texas, Utah and Washington.
(2) Prior year volumes have been reclassified to conform with current year presentation.

Operating Costs and Selling, Distribution and Administrative Costs

Operating costs were $65.1 million, an increase of $5.2 million or 9% compared to the prior year quarter. The increase in operating costs was primarily due to the impact of the lower CEWS benefit recorded compared to the prior year quarter, higher volume related costs and to a lesser extent higher costs associated with increased commodity costs and inflation, partially offset by lower long-term incentive plan costs. Canadian Propane recorded $2.2 million in benefits related to the CEWS program during the three months ended March 31, 2022 (2021 - $5.2 million).

SD&A includes amortization, depreciation and transaction, restructuring and other costs whereas operating costs exclude these expenses and is used in the determination of Adjusted EBITDA. SD&A was $82.6 million, an increase of $2.3 million or 3% over the prior year quarter. SD&A increased for the above reasons, as well as higher depreciation and amortization costs as a result of a higher asset base partially offset by lower transaction, restructuring and other costs .

Earnings

Earnings before income tax was $69.1 million, an increase of $13.6 million over the prior year quarter, for the above reasons partially offset by the impact of an unrealized loss on derivatives in the current year compared to an unrealized gain in the prior year quarter.

Financial Outlook

Canadian Propane Adjusted EBITDA in 2022 is anticipated to be slightly higher than 2021 as the impact of the first quarter earnings, the contribution from the wholesale propane business included in the Kamps acquisition ("Kiva Energy Inc."), and to a lesser extent an increase in commercial volumes, partially offset by the decrease in CEWS benefits in 2022 compared to the prior year, reduced sales of carbon offset credits and the impact of inflation on operating costs. Average weather as measured by degree days for the remainder of 2022 is expected to be consistent with the five-year average.

In addition to the significant assumptions referred to above, refer to "Forward-Looking Information" and "Risk Factors to Superior" for a detailed review of significant business risks affecting the Canadian Propane Distribution business.

CONSOLIDATED CAPITAL EXPENDITURE SUMMARY

Superior classifies its capital expenditures into three main categories: efficiency, process improvement and growth-related; maintenance capital; and investment in leased vehicles.

Efficiency, process improvement and growth-related expenditures include expenditures such as the acquisition of new customer equipment to facilitate growth, system upgrades and initiatives to facilitate improvements in customer service. These capital expenditures are discretionary and non-recurring.

Maintenance capital expenditures include required regulatory spending on tank refurbishments, and any other required expenditures related to maintaining operations.

Investment in leased assets generally includes vehicles to support growth and replace aging vehicles, renewing railcar leases in the wholesale business and timing of renewing property leases.

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
Efficiency, process improvement and growth-related	**7.9**	8.1
Maintenance capital	**7.3**	7.5
	15.2	15.6
Proceeds on disposition of assets	**(2.1)**	(1.9)
Property, plant and equipment acquired through acquisition[2]	**76.9**	17.7
Total net capital expenditures	**90.0**	31.4
Investment in leased vehicles net of proceeds from refinanced vehicles[2]	**4.5**	3.7
Investment in other leased assets[2]	**1.5**	1.0
Total expenditures including finance leases[1]	**96.0**	36.1

(1) The amounts disclosed in the consolidated statements of cash flows for the three months ended March 31, 2022 and 2021 is made up of the sum of these amounts and the cash flows used in investing activities related to discontinued operations.

(2) Property, plant and equipment acquired through acquisitions is disclosed in Note 5 of the unaudited condensed consolidated financial statements. Investment in leased assets net of proceeds from refinanced vehicles is calculated by using the lease additions from continuing operations disclosed in Note 12 and subtracting the proceeds received from vehicle refinancing of $nil for the first quarter of 2022 and 2021.

Efficiency, process improvement and growth-related expenditures of $7.9 million decreased modestly over the prior year quarter primarily due to timing of integration activity related to acquisitions.

Maintenance capital expenditures of $7.3 million decreased modestly primarily due to timing of expenditures.

Property, plant and equipment acquired through acquisition is the allocation of fair value to acquired assets.

Superior entered into $4.5 million of leased vehicles net of proceeds from refinancing previously acquired vehicles for the three months ended March 31, 2022 compared to $3.7 million in the prior year quarter. The increase is primarily due to timing of acquiring vehicles under leases. Other leased assets of $1.5 increased from the prior year quarter mainly due to the renewal of property leases.

Capital expenditures were funded from a combination of operating cash flow and borrowing under the revolving-term bank credit facilities and credit provided through lease liabilities.

CORPORATE OPERATING COSTS AND SD&A

Corporate operating costs for the three months ended March 31, 2022 were $2.7 million a decrease of $7.6 million or 74% compared to $10.3 million in the prior year quarter. The decrease is primarily due to a decrease in long-term incentive plan costs compared to the prior year quarter as a result of a decrease in the share price.

Corporate administration costs included in Adjusted EBITDA exclude depreciation, amortization and transaction, restructuring and other costs. Corporate SD&A were $5.9 million, a decrease of $7.6 million or 56% from $13.5 million in the prior year quarter primarily due to the decrease in incentive plan costs.

FINANCE AND INTEREST EXPENSE

Finance expense was $16.0 million, a decrease of $46.3 million, compared to $62.3 million in the prior year quarter. The decrease is primarily due to $32.7 million in early call premiums and non-cash financing expenses related to the redemption of the US$350 million senior unsecured notes and lower average interest rates, and to a lesser extent, recording interest earned on the Vendor Note, net of finance expense.

Interest expense included in AOCF excludes interest earned on the Vendor Note, premiums and other losses on the redemption of senior unsecured notes and the unwinding of discounts on decommissioning liabilities and non-cash financing expenses. Interest expense was $16.3 million, a decrease of $5.7 million, compared to $22.0 million in the prior year. The decrease is due to lower average debt balances and lower average interest rates. Debt balances are lower for the reasons noted above and average interest rates are lower as a result of refinancing the senior unsecured notes.

TRANSACTION, RESTRUCTURING AND OTHER COSTS

Superior's transaction, restructuring and other costs have been categorized together and excluded from segmented results. The table below summarizes these costs:

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
Total transaction, restructuring and other costs	**7.1**	9.4

For the three months ended March 31, 2022, Superior incurred $7.1 million in costs related primarily to the acquisition and integration of tuck-in acquisitions. The costs in the prior year quarter related primarily to the acquisition and integration of acquisitions and the costs related to the sale of the Specialty Chemicals segment.

INCOME TAXES

Consistent with prior periods, Superior recognizes a provision for income taxes for its subsidiaries that are subject to current and deferred income taxes, including Canadian, U.S., Hungary and Luxembourg income tax.

Total income tax expense for the three months ended March 31, 2022 of $46.1 million, was comprised of $1.7 million cash income tax expense and $44.4 million deferred income tax expense. This compares to a total income tax expense of $26.4 million in the prior year quarter, which consisted of cash income tax expense of $4.3 million and $22.1 million deferred income tax expense.

Cash income taxes for the three months ended March 31, 2022 were $1.7 million (2021 – $4.3 million), consisting of income taxes in Canada of $1.4 million (2021 – $1.8 million), in the U.S. of $0.3 million (2021 – $1.9 million), and in Luxembourg of $nil (2021 – $0.6 million). Deferred income tax expense for the three months ended March

31, 2022 was $44.4 million (2021 – $22.1 million), resulting in a net deferred income tax liability of $167.2 million as at March 31, 2022.

FINANCIAL OUTLOOK

Superior is updating the 2022 Adjusted EBITDA guidance of $410 million to $450 million to a range of $425 million to $465 million, which increases the midpoint from $430 million to $445 million. Superior is increasing the range due to the first quarter results, and to a lesser extent, the expected contribution from the Quarles acquisition.

Achieving Superior's Adjusted EBITDA depends on the operating results of its segments. In addition to the operating results of Superior's segments, significant assumptions underlying the achievement of Superior's 2022 guidance are:

- Weather for the remainder of 2022 is expected to be consistent with the average temperature for the last five years based on heating degree days;
- Economic growth activity in Canada and the U.S. is expected to increase as a result of further easing of COVID restrictions and no further lockdowns. Economic growth could be impacted by inflation and/or higher interest rates used to control inflation;
- Superior is expected to continue to attract capital and obtain financing on acceptable terms;
- Superior is updating its estimate on the maintenance and non-recurring capital expenditures net of disposals and including vehicle leases to be in the range of $130 million to $150 million in 2022 which raises the midpoint by $10 million due to the completed acquisitions;
- Superior is substantively hedged for its estimated U.S. dollar exposure for 2022, and due to the hedge position, a change in the Canadian to U.S, dollar exchange rate for 2022 would not have a material impact to Superior.
- The foreign currency exchange rate between the Canadian dollar and U.S. dollar is expected to average $0.80 in 2022 on all unhedged foreign currency transactions;
- Financial and physical counterparties are expected to continue fulfilling their obligations to Superior;
- Regulatory authorities are not expected to impose any new regulations impacting Superior; and
- Canadian and U.S. based current income tax expense are expected to be in the range of $5 million to $10 million for 2022 based on existing statutory income tax rates and the ability to use available tax basis.

U.S. Propane Distribution

- Wholesale propane prices are not anticipated to significantly affect demand for propane and related services;
- Continue to realize synergies from acquisitions primarily through supply chain efficiencies, margin management improvements and operational expense savings;
- The assumed closing of the Quarles transaction at the end of the second quarter; and
- Continue to implement cost-saving initiatives related to workforce optimization.

Canadian Propane Distribution

- Wholesale propane market fundamentals related to basis differentials for the remainder of 2022 are anticipated to be consistent with 2021;
- Wholesale propane prices are not anticipated to significantly affect demand for propane and related services;
- Commercial and wholesale volumes are anticipated to increase as a result of the easing of COVID-19 restrictions; and
- Operating costs are expected to be higher due to the benefit from CEWS ending and will be partially offset by continuous improvement initiatives.

In addition to Superior's significant assumptions detailed above, refer to "Forward-Looking Information", and for a detailed review of Superior's significant business risks, refer to "Risk Factors to Superior". Results may differ from these assumptions.

Liquidity and Capital Resources

Debt Management Update

Superior is focused on managing both Net debt and its Leverage Ratio. Superior's Leverage Ratio as at March 31, 2022 was 4.0x, slightly higher than the 3.9x at December 31, 2021. The Leverage Ratio is slightly higher due to higher Net debt, partially offset by higher Pro forma Adjusted EBITDA. Net debt is higher than December 31, 2021 as a result of the closing of the Kamps Propane acquisition on March 23, 2022. Pro forma Adjusted EBITDA is higher due to the increase in Adjusted EBITDA in the first quarter of 2022 compared to the prior year quarter and the impact of the Kamps acquisition completed during the quarter. Pro forma the application of the net proceeds of approximately $275.0 million from the equity issuance, which closed on April 6, the Leverage Ratio would be 3.4x.

Net Debt, Pro forma Adjusted EBITDA and Leverage Ratio are Non-GAAP measures, see "Non-GAAP financial measures and reconciliations" on page 25.

Borrowing

Superior's revolving syndicated bank facility ("credit facility"), term loans, lease obligations and other debt (collectively "borrowing") before deferred financing fees from continuing operations was $1,929.7 million as at March 31, 2022, an increase of $276.8 million from $1,652.9 million as at December 31, 2021. The increase is primarily due to the Kamps acquisition that was completed during the quarter partially offset by the cashflow generated from operations in the quarter.

Superior's total and available sources of credit are detailed below:

	As at March 31, 2022			
(millions of dollars)	Total Amount	Borrowing	Letters of Credit Issued	Amount Available
Revolving term bank credit facilities[(1)]	750.0	421.9	31.8	296.3
Senior unsecured notes[(1)]	1,250.3	1,250.3	–	–
Deferred consideration and other	56.8	56.8	–	–
Lease liabilities	200.7	200.7	–	–
Total	**2,257.8**	**1,929.7**	**31.8**	**296.3**

[(1)] Revolving term bank credit facilities and term loan balances are presented before deferred financing fees, see Note 11 of the unaudited condensed consolidated financial statements.

Net Working Capital

Consolidated net working capital was $161.9 million as at March 31, 2022, an increase of $151.8 million from $10.1 million as at December 31, 2021. The increase from December 31, 2021 is primarily due to timing of customer receipts compared to the timing of supplier payments. Net working capital is defined in the unaudited condensed consolidated financial statements and notes thereto as at and for the three months ended March 31, 2022 and 2021. See Note 21.

Compliance

In accordance with the credit facility, Superior must maintain certain covenants and ratios that represent Non-GAAP financial measures. Superior was in compliance with its lender covenants as at March 31, 2022, and the covenant details are found in the credit facility documents filed in the System for Electronic Document Analysis and Retrieval ("SEDAR").

Pension Plans

As at March 31, 2022, Superior's defined benefit pension plans had an estimated net defined benefit going concern surplus of approximately $4.0 million (December 31, 2021 – surplus $4.1 million) and a net pension solvency surplus of approximately $4.8 million (December 31, 2021 – surplus $5.0 million). Funding requirements by applicable pension legislation are based upon going concern and solvency actuarial assumptions. These assumptions differ from the going concern actuarial assumptions found in Superior's year end audited consolidated financial statements.

Contractual Obligations and Other Commitments[3]

	April 1 to March 31,							
	2022 - 2023	**2023 - 2024**	**2024 - 2025**	**2025 - 2026**	**2026 - 2027**	**2027 - 2028**	**Thereafter**	**Total**
Borrowings before deferred financing fees and discounts [1]	20.9	15.0	10.5	6.4	425.1	0.8	1,250.3	1,729.0
Lease liabilities [2]	47.2	35.3	32.1	20.1	15.6	7.7	42.7	200.7
Non-cancellable, low-value, short-term leases and leases with variable lease payments [2]	3.8	1.1	0.4	–	–	–	–	5.3
Equity derivative contracts [1]	13.9	4.2	1.8	1.4	–	–	–	21.3
US dollar foreign currency forward sales contracts [1]	149.6	78.0	30.0	9.0	6.0	–	–	272.6
USD/CAD call options[1]	7.0	9.0	27.0	–	–	–	–	43.0
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts [1]	99.2	5.8	0.3	–	–	–	–	105.3

(1) See Notes 11 and 13 of the March 31, 2022 unaudited condensed consolidated financial statements.
(2) See note 12 of the March 31, 2022 unaudited condensed consolidated financial statements. Operating leases comprise Superior's off-balance-sheet obligations and are contracts that do not meet the definition of a lease under IFRS 16 or are exempt.
(3) Does not include the impact of financial derivatives.

In the normal course of business, Superior is subject to lawsuits and claims. Superior believes the resolution of these matters will not have a material adverse effect, individually or in the aggregate, on Superior's liquidity, consolidated financial position or results of operations. Superior records costs as they are incurred or when they become determinable.

SHAREHOLDERS' CAPITAL

As at March 31, 2022, the following shares were issued and outstanding:

	Common shares		Preferred shares	
	Issued number (Millions)	**Share capital**	**Issued number (Millions)**	**Equity Attributable to NCI**
Balance as at December 31, 2021	176.0	$2,350.3	0.3	$328.6
Balance as at March 31, 2022	**176.0**	**$2,350.3**	**0.3**	**$325.1**

Dividends Declared to Common Shareholders
Dividends declared to Superior's common shareholders depend on its cash flow from operating activities with consideration for Superior's changes in working capital requirements, investing activities and financing activities. See "Summary of AOCF" for 2022, above, and "Summary of Cash Flow" for additional details.

Dividends declared to common shareholders for three months ended March 31, 2022 were $31.7 million or $0.18 per common share consistent with the prior year quarter. Dividends to shareholders are declared at the discretion of Superior's Board of Directors.

Superior has a Dividend Reinvestment and Optional Share Purchase Plan ("DRIP") that was currently suspended and will remain in place should Superior elect to reactivate the DRIP, subject to regulatory approval, at a future date.

Dividends Declared to Preferred Shareholders

Dividends to preferred shareholders for the three months ended March 31 2022 were $5.9 million or $22.7 per preferred shares consistent with the prior year quarter.

SUMMARY OF CASH FLOW

Superior's primary sources and uses of cash are detailed below:

	Three Months Ended March 31	
(millions of dollars)	**2022**	2021
Cash flows from operating activities	**121.8**	126.1
INVESTING ACTIVITIES		
Acquisitions, net of cash acquired	**(287.4)**	(34.7)
Purchase of property, plant and equipment and intangible assets	**(15.2)**	(23.0)
Proceeds on disposal of property, plant and equipment	**2.1**	1.9
Cash flows used in investing activities	**(300.5)**	(55.8)
FINANCING ACTIVITIES		
Proceeds of revolving term bank credit facilities and other debt	**860.4**	641.3
Repayment of revolving term bank credit facilities and other debt	**(618.5)**	(895.4)
Principal repayment of lease obligations	**(9.6)**	(15.5)
Redemption of 7% senior unsecured debentures	**–**	(472.3)
Issuance of 4.5% senior unsecured notes	**–**	753.7
Debt issue costs on credit facility	**–**	(11.3)
Dividends paid to shareholders	**(37.6)**	(37.7)
Cash flows used in financing activities	**194.7**	(37.2)
Net increase in cash and cash equivalents from continuing operations	**16.0**	33.1
Cash and cash equivalents, beginning of the period	**28.4**	24.1
Effect of translation of foreign currency-denominated cash and cash equivalents	**(0.3)**	(2.0)
Cash and cash equivalents, end of the period	**44.1**	55.2

Cash flows from operating activities for the three months ended March 31, 2022 was $121.8 million, a decrease of $4.3 million, from the prior year quarter. The decrease is primarily a result of changes in non-cash working capital, and the impact of the divestiture of the Specialty Chemicals business, partially offset by lower finance expense.

Cash flows used in investing activities were $300.5 million, an increase of $244.7 million from the prior year quarter due primarily to the closing of Kamps acquisition partially offset by a lower capital expenditure due to the divestiture of the Specialty Chemicals business.

Cash flows from financing activities were $194.7 million, an increase of $231.9 million from the prior year quarter, primarily due to the timing of acquisitions in the current year quarter.

FINANCIAL INSTRUMENTS – RISK MANAGEMENT

Derivative and non-financial derivatives are used by Superior to manage its exposure to fluctuations in foreign currency exchange rates, interest rates, share-based compensation and commodity prices. Superior assesses the inherent risks of these instruments by grouping derivative and non-financial derivatives related to the exposures these instruments mitigate. Superior's policy is not to use derivative or non-financial derivative instruments for speculative purposes. Superior does not formally designate its derivatives as hedges and, as a result, Superior does not apply hedge accounting and is required to designate its derivatives and non-financial derivatives as held for trading.

As at March 31, 2022, Superior has hedged approximately 119% of estimated U.S. dollar exposure for calendar 2022 and approximately 61% for calendar 2023. A summary of the notional amounts of Superior's U.S. dollar forward contracts and options for the rolling twelve months is provided in the table below.

	April 1 to March 31,							
	2022 - 2023	**2023 - 2024**	**2024 - 2025**	**2025 - 2026**	**2026 - 2027**	**2027 - 2028**	**Thereafter**	**Total**
USD-foreign currency forward sales contracts	149.6	78.0	30.0	9.0	6.0	–	–	272.6
USD/CAD call options[i]	7.0	9.0	27.0	–	–	–	–	43.0
Net average external US$/CDN$ exchange rate	1.30	1.32	1.31	1.30	1.31	–	–	1.31

[i] *USD/CAD call options expire in December 2023 and 2024 with strikes ranging from 1.28 to 1.47.*

For additional details on Superior's financial instruments, including the amount and classification of gains and losses recorded, summary of fair values, notional balances, effective rates and terms, and significant assumptions used in the calculation of the fair value of Superior's financial instruments, see Note 13 to the unaudited condensed consolidated financial statements for the three months ended March 31, 2022.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures (DC&P) are designed by or under the supervision of Superior's President and Chief Executive Officer (CEO) and the Executive Vice President and Chief Financial Officer (CFO) in order to provide reasonable assurance that all material information relating to Superior is communicated to them by others in the organization as it becomes known and is appropriately disclosed as required under the continuous disclosure requirements of securities legislation and regulation. In essence, these types of controls are related to the quality, reliability and transparency of financial and non-financial information that is filed or submitted under securities legislation and regulation. The CEO and CFO are assisted in this responsibility by a Disclosure Committee, which is composed of senior leadership of Superior. The Disclosure Committee has established procedures so that it becomes aware of any material information affecting Superior in order to evaluate and discuss this information and determine the appropriateness and timing of its public release.

Internal Controls over Financial Reporting (ICFR) are also designed by or under the supervision of Superior's CEO and CFO and effected by Superior's Board of Directors, management and other personnel in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluation of controls can provide absolute assurance that all control issues within a company have been detected. Accordingly, Superior's disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of the corporation's disclosure control system are met.

Changes in Internal Controls over Financial Reporting
No changes were made in Superior's ICFR that have materially affected, or are reasonably likely to materially affect, Superior's ICFR in the three months ended March 31, 2022. However, management continues the process of harmonizing and integrating acquired businesses on to Superior's existing information technology platform.

Effectiveness
An evaluation of the design effectiveness of Superior's DC&P and ICFR was conducted as at March 31, 2022 by and under the supervision of Superior's management, including the CEO and CFO. Based on this evaluation, the CEO and CFO have concluded that Superior's DC&P and ICFR were designed effectively at March 31, 2022 with the following exception:

Section 3.3(1) of National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, states that a company may limit its design of disclosure controls and procedures and internal controls over financial reporting for a business that it acquired not more than 365 days before the end of the financial period to which the certificate relates. Under this section, Superior's CEO and CFO have limited the scope of the design, and subsequent evaluation, of DC&P and ICFR to exclude controls, policies and procedures of Freeman Propane effective June 16, 2021 and Kamps effective March 23, 2022. Summary financial information pertaining to these acquisitions that was included in the unaudited condensed consolidated financial statements of Superior as at March 31, 2022, is as follows:

(millions of Canadian dollars)	**Three Months Ended March 31, 2022**
Sales	59.4
Net income for the period	13.2

	March 31, 2022
Current assets	74.1
Non-current assets	556.5
Current liabilities	63.9
Non-current liabilities	86.3

Government Grants
In response to the impact of COVID-19 on the Canadian economy, the Government of Canada implemented the CEWS program from March 15, 2020 to October 23, 2021. The CEWS program offers qualifying organizations government assistance in the form of a payroll subsidy to offset the cost of employees. The payroll subsidy was recognized as an offset to salary expense as follows:

	Three Months Ended March 31	
	2022	2021
Discontinued operations	–	1.4
Selling, distribution and administrative costs	**2.2**	5.2
Total	**2.2**	6.6

There are no unfulfilled conditions attached to this government assistance.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES
Superior's audited consolidated financial statements were prepared in accordance with IFRS. The significant accounting policies are described in the audited consolidated financial statements for the year ended December 31, 2021. Certain of these accounting policies, as well as estimates made by management in applying such policies, are

recognized as critical because they require management to make subjective or complex judgments about matters that are inherently uncertain. Superior's critical accounting estimates relate to the allowance for doubtful accounts, employee future benefits, deferred income tax assets and liabilities, the valuation of financial and non-financial derivatives, asset impairments, the purchase price allocation for business combinations and the assessment of potential provision for asset retirement obligations.

Recent Accounting Pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or the International Financial Reporting Interpretations Committee effective for accounting periods beginning on or after January 1, 2022, or latter periods.

Amendments to IAS 37, Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), "Onerous Contracts – Costs of Fulfilling a Contract"

On May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments to IAS 37 apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract as well as costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. These amendments had no significant impact on the condensed consolidated financial statements of Superior.

Reference to the Conceptual Framework - Amendments to IFRS 3

The Board added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 Levies, if incurred separately. At the same time, the Board decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements.

The amendments are effective for annual reporting periods beginning on or after 1 January 2022 and apply prospectively. The amendments had no significant impact on the audited consolidated financial statements.

Amendments to IAS 1, Presentation of Financial Statements ("IAS 1"), to Clarify Requirements for Classifying Liabilities as Current or Non-current

On January 23, 2020, the IASB issued amendments to IAS 1 (the "amendments") to clarify the requirements for classifying liabilities as current or non-current. More specifically:

- The amendments specify that the conditions which exist at the end of the reporting period are those which will be used to determine if a right to defer settlement of a liability exists.
- Management expectations about events after the balance sheet date, for example on whether a covenant will be breached, or whether early settlement will take place, are not relevant.
- The amendments clarify the situations that are considered settlement of a liability.

The new guidance will be effective for annual periods starting on or after January 1, 2023. Superior is monitoring and in the process of assessing the impacts of the amendments on the audited consolidated financial statements.

Amendments to IAS 8, Accounting Policies, Changes in Accounting estimates and Errors ("IAS 8"), to introduce a definition of accounting estimates

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of ‘accounting estimates’. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments to IAS 8 are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed. The amendments to IAS 8 are not expected to have a material impact on the audited consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2, Disclosure of Accounting Policies
In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

Superior is currently assessing the impact of the amendments to IAS 1 and IFRS Practice Statement 2 to determine the impact they will have on the Superior’s accounting policy disclosures in the audited consolidated financial statements.

Amendments to IAS 12, Income taxes (“IAS 12”), Deferred Tax related to Assets and Liabilities arising from a Single Transaction
In May 2021, the IASB issued amendments to IAS 12, to require companies to recognise deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. A temporary difference that arises on initial recognition of an asset or liability is not subject to the initial recognition exemption if that transaction gave rise to equal amounts of taxable and deductible temporary differences. The amendments to IAS 12 are effective for annual reporting periods beginning on or after 1 January 2023. Earlier application is permitted.

The Company is currently assessing the impact that the amendments to IAS 12 will have on the Company’s right-of-use assets, lease liabilities and decommissioning obligations.

Superior has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

QUARTERLY FINANCIAL AND OPERATING INFORMATION

IFRS Measures

(millions of dollars, except per share amounts)	**Q1 2022**	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
Revenue	**1,170.4**	824.9	362.6	365.6	839.5	561.9	256.8	305.6
Gross profit	**393.9**	281.9	132.6	149.1	349.1	277.5	120.7	169.3
Net earnings (loss) from continuing operations	**141.0**	13.8	(35.9)	(36.1)	75.4	87.9	(26.1)	(0.1)
Per share, basic	**$0.68**	0.04	(0.24)	(0.24)	0.36	0.42	(0.18)	–
Per share, diluted	**$0.68**	0.04	(0.24)	(0.24)	0.36	0.42	(0.18)	–
Net working capital (deficit) [(1)]	**161.9**	10.1	(111.5)	(65.1)	36.9	22.3	(14.9)	(0.8)

[(1)] Net working capital is comprised of trade and other receivables, prepaid expenses and deposits and inventories, less trade and other payables, contract liabilities, and dividends payable.

Non-GAAP Financial Measures [(1)]

(millions of dollars, except per share amounts)	**Q1 2022**	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
Adjusted EBITDA	**250.4**	142.2	13.0	31.6	211.6	144.1	10.8	39.1
AOCF before transaction, restructuring and other costs	**232.4**	131.6	(4.8)	9.0	185.3	134.0	(12.7)	14.5
Per share, basic	**$1.13**	0.64	(0.02)	0.04	0.90	0.65	(0.06)	0.08
Per share, diluted	**$1.13**	0.64	(0.02)	0.04	0.90	0.65	(0.06)	0.08
AOCF	**225.3**	123.3	(11.7)	4.7	175.9	125.5	(17.2)	9.5
Per share, basic	**$1.09**	0.60	(0.06)	0.02	0.85	0.61	(0.09)	0.05
Per share, diluted	**$1.09**	0.60	(0.06)	0.02	0.85	0.61	(0.09)	0.05

[(1)]Adjusted EBITDA, AOCF before transaction, restructuring and other costs, AOCF and the related per share amounts, are Non-GAAP financial measures, see " Non-GAAP financial measures and reconciliations" on page 25.

Fluctuations in Superior's individual quarterly results is subject to seasonality. Sales typically peak in the first quarter when approximately one-third of annual propane and other refined fuels sales volumes and gross profits are generated due to the demand of heating from end-use customers. They then decline through the second and third quarters, rising seasonally again in the fourth quarter with heating demand. In addition, acquisitions and divestitures may impact quarterly results. For information on acquisitions see Note 5 in the March 31, 2022 unaudited condensed consolidated financial statements.

Volumes

	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
U.S. propane sales volumes (millions of litres)	**618**	400	168	212	547	386	155	190
Canadian propane sales volumes (millions of litres)	**779**	643	352	392	717	608	341	360

U.S propane sales by end-use application are as follows:

(millions of litres)	**Q1 2022**	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
Residential	**362**	224	61	97	342	224	59	97
Commercial	**225**	170	103	110	195	155	91	88
Wholesale	**31**	6	4	5	10	7	5	5
Total	**618**	400	168	212	547	386	155	190

Canadian propane sales by end-use application are as follows:

(millions of litres)	**Q1 2022**	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
Residential	**85**	59	20	27	74	58	20	27
Commercial	**320**	262	149	170	289	254	150	161
Wholesale	**374**	322	183	195	354	296	171	172
Total	**779**	643	352	392	717	608	341	360

NON-GAAP FINANCIAL MEASURES AND RECONCILIATIONS

Throughout the MD&A, Superior has used the following terms that are not defined by IFRS, but are used by management to evaluate the performance of Superior and its business. These measures may also be used by investors, financial institutions and credit rating agencies to assess Superior's performance and ability to service debt. Non-GAAP financial measures do not have standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Securities regulations require that Non-GAAP financial measures be clearly defined, qualified and reconciled to their most comparable IFRS financial measures. Except as otherwise indicated, these Non-GAAP financial measures are calculated and disclosed on a consistent basis from period to period. Specific items may only be relevant in certain periods.

The intent of Non-GAAP financial measures is to provide additional useful information to investors and analysts, and the measures do not have any standardized meaning under IFRS. The measures should not, therefore, be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Non-GAAP financial measures differently. Investors should be cautioned that AOCF, EBITDA from operations, and Adjusted EBITDA should not be construed as alternatives to net earnings, cash flow from operating activities or other measures of financial results determined in accordance with GAAP as an indicator of Superior's performance.

Management has included the impact of CEWS in the determination of its Non-GAAP Financial Measures as management believes this benefit forms part of the net impact of COVID-19 on the financial results of Superior. Non-GAAP financial measures are identified and defined as follows:

AOCF and AOCF per Share

AOCF is equal to cash flow from operating activities as defined by IFRS, adjusted for changes in non-cash working capital, other expenses, non-cash interest expense, current income taxes and finance costs. Superior may deduct or include additional items in its calculation of AOCF; these items would generally, but not necessarily, be related to acquiring businesses, integration activities, restructuring provisions and other costs associated with the acquisition and integration of businesses and could distort the analysis of trends in business performance. Excluding these items does not imply they are non-recurring. AOCF and AOCF per share are presented before and after transaction, restructuring and other costs.

AOCF per share before transaction, restructuring and other costs is calculated by dividing AOCF before transaction, restructuring and other costs by the weighted average number of shares outstanding assuming the conversion of preferred shares into common shares. AOCF per share is calculated by dividing AOCF by the weighted average number of shares outstanding.

AOCF is a performance measure used by management and investors to evaluate Superior's ongoing performance of its businesses and ability to generate cash flow. AOCF represents cash flow generated by Superior that is available for, but not necessarily limited to, changes in working capital requirements, investing activities and financing activities.

The seasonality of Superior's individual quarterly results must be assessed in the context of annualized AOCF. Adjustments recorded by Superior as part of its calculation of AOCF include, but are not limited to, the impact of the seasonality of Superior's businesses, principally the Propane Distribution segments, by adjusting for non-cash working capital items, thereby eliminating the impact of the timing between the recognition and collection/payment of Superior's revenue and expenses, which can differ significantly from quarter to quarter.

Interest expense
Interest expense included in AOCF is equal to finance expense as defined by IFRS, adjusted for unwinding of discount on debentures, borrowing and decommissioning liabilities and other non-cash items, interest earned on Vendor Note and premiums and other losses on redemption of senior unsecured notes.

Adjusted current tax recovery
Adjusted current tax recovery is included in AOCF and is equal to the current tax expense as defined by IFRS, adjusted for a current tax recovery associated with the divestiture. The current tax recovery is a result of the discontinued operations presentation that resulted in a current tax expense being recorded in the results from discontinued operations and a current tax recovery related to continuing operations.

Adjusted EBITDA
Adjusted EBITDA represents earnings before interest, taxes, depreciation, amortization, losses (gains) on disposal of assets, finance expense, restructuring costs, transaction, restructuring and other costs, and unrealized gains (losses) on derivative financial instruments. Adjusted EBITDA is used by Superior and investors to assess its consolidated results and ability to service debt. Adjusted EBITDA is reconciled to earnings before income taxes.

Adjusted EBITDA is a significant performance measure used by management and investors to evaluate Superior's ongoing performance of its businesses. Adjusted EBITDA is also used as one component in determining short-term incentive compensation for certain management employees.

The seasonality of Superior's individual quarterly results must be assessed in the context of annualized Adjusted EBITDA.

EBITDA from operations
EBITDA from operations is defined as the sum of US Propane Adjusted EBITDA and Canadian Propane Adjusted EBITDA. Management uses EBITDA from operations to set targets for Superiors' operating segments (including annual guidance and variable compensation targets). EBITDA from operations, US Propane Adjusted EBITDA and Canadian Propane Adjusted EBITDA is reconciled to earnings before income taxes.

Reconciliation of net earnings to EBITDA, Adjusted EBITDA and AOCF
The below information is derived from Note 16 Supplemental Disclosure of the Consolidated Statements of Net Earnings, Note 21 Reportable Segment Information and Note 14 Income Taxes of the unaudited condensed consolidated financial statements as at and for the three months ended March 31, 2022 and 2021.

For the Three Months Ended March 31, 2022	Propane Distribution U.S.	Propane Distribution Canada	Results from operations	Corporate	Total
Earnings (loss) from continuing operations before income taxes	128.2	69.1	197.3	(10.2)	187.1
Adjust for:					
Amortization and depreciation included in selling, distribution and administrative costs	32.9	18.5	51.4	0.2	51.6
Finance expense	1.3	0.9	2.2	13.8	16.0
EBITDA	162.4	88.5	250.9	3.8	254.7
Loss (gain) on disposal of assets and other	0.2	(1.2)	(1.0)	–	(1.0)
Transaction, restructuring and other costs	3.9	0.2	4.1	3.0	7.1
Unrealized gains on derivative financial instruments	(3.6)	1.2	(2.4)	(8.0)	(10.4)
Adjusted EBITDA	162.9	88.7	251.6	(1.2)	250.4
Adjust for:					
Current income tax expense	–	–	–	(1.7)	(1.7)
Transaction, restructuring and other costs	(3.9)	(0.2)	(4.1)	(3.0)	(7.1)
Interest expense	(0.9)	(0.9)	(1.8)	(14.5)	(16.3)
AOCF	158.1	87.6	245.7	(20.4)	225.3

For the Three Months Ended March 31, 2021	Propane Distribution U.S.	Propane Distribution Canada	Results from operations	Corporate	Total
Earnings from continuing operations before income taxes	106.3	55.5	161.8	(60.0)	101.8
Adjust for:					
Amortization and depreciation included in selling, distribution and administrative costs	30.6	17.8	48.4	0.1	48.5
Finance expense	1.2	0.9	2.1	60.2	62.3
EBITDA	138.1	74.2	212.3	0.3	212.6
Loss (gain) on disposal of assets and other	0.1	(0.7)	(0.6)	–	(0.6)
Transaction, restructuring and other costs	3.0	3.3	6.3	3.1	9.4
Unrealized losses on derivative financial instruments(1)	(1.1)	(0.5)	(1.6)	(8.2)	(9.8)
Adjusted EBITDA	140.1	76.3	216.4	(4.8)	211.6
Adjust for:					
Current income tax expense	–	–	–	(4.3)	(4.3)
Transaction, restructuring and other costs	(3.0)	(3.3)	(6.3)	(3.1)	(9.4)
Interest expense	(0.7)	(1.1)	(1.8)	(20.2)	(22.0)
AOCF	136.4	71.9	208.3	(32.4)	175.9

(1) Unrealized gains (losses) on derivative financial instruments includes the realized foreign exchange gain on the settlement of the US$350 million senior notes of $20 million, see Note 13 of the unaudited condensed consolidated financial statements.

Adjusted Gross Profit

Adjusted gross profit represents revenue less cost of sales adjusted for realized gains and losses on commodity derivative instruments related to risk management. Managements uses Adjusted Gross Profit to set margin targets and measure results. Unrealized gains and losses on commodity derivative instruments are excluded as a result of the customer contract not being included in the determination of the fair value for this risk management activity.

Reconciliation of gross profit to adjusted gross profit

For the Three Months Ended March 31, 2022	Propane Distribution U.S.	Propane Distribution Canada	Total
Gross Profit	**247.7**	**146.2**	**393.9**
Realized gains on derivatives related to commodity risk management	**27.2**	**7.6**	**34.8**
Adjusted gross profit	**274.9**	**153.8**	**428.7**

For the Three Months Ended March 31, 2021	Propane Distribution U.S.	Propane Distribution Canada	Total
Gross Profit	216.0	133.1	349.1
Realized gains on derivatives related to commodity risk management	17.6	3.1	20.7
Adjusted gross profit	233.6	136.2	369.8

Realized gains (losses) on derivatives related to commodity risk management and foreign currency hedging contracts reconcile to total gains (losses) as follows:

Reconciliation of realized gains (losses) on derivatives to total gains (losses)

For the Three Months Ended March 31, 2022	Propane Distribution U.S.	Propane Distribution Canada	Results from Operations	Corporate	Total
Realized gains on derivatives related to commodity risk management	**27.2**	**7.6**	**34.8**	**–**	**34.8**
Realized gains on foreign currency hedging contracts	**–**	**–**	**–**	**1.5**	**1.5**
Realized gains included in AOCF	**27.2**	**7.6**	**34.8**	**1.5**	**36.3**
Unrealized gains (losses) on derivatives related to commodity risk management	**3.6**	**(1.2)**	**2.4**	**–**	**2.4**
Unrealized gains on foreign currency hedging	**–**	**–**	**–**	**3.4**	**3.4**
Unrealized losses on equity derivative contracts	**–**	**–**	**–**	**(2.9)**	**(2.9)**
Unrealized losses on contingent consideration	**–**	**–**	**–**	**(0.4)**	**(0.4)**
Unrealized foreign exchange gain on US dollar debt and lease liabilities	**–**	**–**	**–**	**7.9**	**7.9**
Unrealized gains (losses) excluded in AOCF	**3.6**	**(1.2)**	**2.4**	**8.0**	**10.4**
Total gains on derivatives and foreign currency translation of borrowings	**30.8**	**6.4**	**37.2**	**9.5**	**46.7**

For the Three Months Ended March 31, 2021	Propane Distribution U.S.	Canada	Results from Operations	Corporate	Total
Realized gains on derivatives related to commodity risk management	17.6	3.1	20.7	–	20.7
Realized gains on foreign currency hedging contracts	–	–	–	5.5	5.5
Realized foreign exchange gain on U.S. dollar debt	–	–	–	20.0	20.0
Realized gains included in AOCF	17.6	3.1	20.7	25.5	46.2
Unrealized gains on derivatives related to commodity risk management	1.1	0.5	1.6	–	1.6
Unrealized loss on foreign currency hedging contracts	–	–	–	(0.4)	(0.4)
Unrealized gains on equity derivative contracts	–	–	–	2.8	2.8
Unrealized foreign exchange loss on US dollar debt and lease liabilities	–	–	–	(14.2)	(14.2)
Unrealized gains (losses) excluded in AOCF	1.1	0.5	1.6	(11.8)	(10.2)
Total gain on derivatives and foreign currency translation of borrowings	18.7	3.6	22.3	13.7	36.0

Operating Costs

Operating costs for the US and Canadian Propane Distribution segments include wages and benefits for employees, drivers, service and administrative labour, fleet maintenance and operating costs, freight and distribution expenses excluded from cost of sales, along with the costs associated with owning and maintaining land, buildings and equipment, such as rent, repairs and maintenance, environmental, utilities, insurance and property tax costs. Operating costs exclude gains or losses on disposal of assets, depreciation and amortization, transaction, restructuring and integration costs.

Operating costs are defined as SD&A expenses adjusted for amortization and depreciation, gains or losses on disposal of assets and transaction, restructuring and other costs.

Corporate operating costs include wages and benefits for employees, professional fees and other costs associated with the corporate function. Corporate operating costs are defined as SD&A expenses related to the corporate office adjusted for amortization and depreciation, gains or losses on disposal of assets and transaction, restructuring and other costs.

Reconciliation of SD&A to Operating Costs

For the Three Months Ended March 31, 2022	Propane Distribution U.S.	Propane Distribution Canada	Results from operations	Corporate	Total
Selling, distribution and administrative expense	**149.0**	**82.6**	**231.6**	**5.9**	**237.5**
Amortization and depreciation included in selling, distribution and administrative costs	**(32.9)**	**(18.5)**	**(51.4)**	**(0.2)**	**(51.6)**
Transaction, restructuring and other costs	**(3.9)**	**(0.2)**	**(4.1)**	**(3.0)**	**(7.1)**
Loss on disposal of assets and other	**(0.2)**	**1.2**	**1.0**	**–**	**1.0**
Operating Costs	**112.0**	**65.1**	**177.1**	**2.7**	**179.8**

For the Three Months Ended March 31, 2021	Propane Distribution U.S.	Propane Distribution Canada	Results from operations	Corporate	Total
Selling, distribution and administrative expense	127.2	80.3	207.5	13.5	221.0
Amortization and depreciation included in selling, distribution and administrative costs	(30.6)	(17.8)	(48.4)	–	(48.4)
Transaction, restructuring and other costs	(3.0)	(3.3)	(6.3)	(3.1)	(9.4)
Loss on disposal of assets and other	(0.1)	0.7	0.6	–	0.6
Operating Costs	93.5	59.9	153.4	10.4	163.8

Net Debt, Pro Forma Adjusted EBITDA and Leverage Ratio

Pro Forma Adjusted EBITDA, Net debt and Leverage ratio are Non-GAAP financial measures. Superior uses Pro Forma Adjusted EBITDA and Net debt to calculate its Leverage ratio. This ratio is used by Superior, investors and other users of financial information to assess its ability to service debt.

Pro Forma Adjusted EBITDA is Adjusted EBITDA calculated on a 12-month trailing basis giving pro forma effect to acquisitions and dispositions adjusted to the first day of the calculation period. Pro Forma Adjusted EBITDA is used by Superior to calculate its Leverage Ratio.

Net Debt is calculated by the sum of borrowings before deferred financing fees and lease liabilities reduced by Superior cash and cash equivalents. Net Debt is used by Superior to calculate its Leverage Ratio.

Leverage ratio is determined by dividing Superior's Net Debt by their Pro Forma Adjusted EBITDA.

Reconciliation of Net debt and Pro Forma Adjusted EBITDA

(in millions)	**March 31 2022**	December 31 2021
Current borrowings	**20.9**	11.4
Current lease liabilities	**47.2**	44.9
Non-current borrowings	**1,687.2**	1,444.9
Non-current lease liabilities	**153.5**	129.6
	1,908.8	1,630.8
Add back deferred financing fees and discounts	**20.9**	22.1
Deduct cash and cash equivalents	**(44.1)**	(28.4)
Net debt	**1,885.6**	1,624.5
Adjusted EBITDA for the year ended 2021	**398.4**	398.4
Adjusted EBITDA for the quarter ended 2022	**250.4**	–
Adjusted EBITDA for the quarter ended 2021	**(211.6)**	–
Pro-forma adjustment	**35.2**	18.4
Pro-forma Adjusted EBITDA for the year ended	**472.4**	416.8
Leverage Ratio	**4.0x**	3.9x

RISK FACTORS TO SUPERIOR

The risks factors and uncertainties detailed below are a summary of Superior's assessment of its material risk factors as detailed in Superior's most recent Annual Information Form ("AIF") under "Risks associated with our business" which is filed on the Canadian Securities Administrators' website, www.sedar.com, and on Superior's website, www.superiorplus.com. The AIF describes some of the most material risks to Superior's business by type of risk: financial; strategic; operational; and legal.

General risks to Superior are as follow:

Catastrophic Events, Natural Disasters, Severe Weather and Disease
Superior may be negatively impacted to varying degrees by a number of events which are beyond our control, including cyber-attacks, unauthorized access, energy blackouts, pandemics, terrorist attacks, acts of war, earthquakes, hurricanes, tornados, fires, floods, ice storms or other natural or manmade catastrophes. While we engage in emergency preparedness, including business continuity planning, to mitigate risks, such events can evolve very rapidly and their impacts can be difficult to predict. As such, there can be no assurance that in the event of such a catastrophe that our operations and ability to carry on business will not be disrupted. The occurrence of such events may not release us from performing our obligations to third parties. A catastrophic event, including an outbreak of infectious disease, a pandemic or a similar health threat, such as the evolving 2019 Novel Coronavirus outbreak, or fear of any of the foregoing, could adversely impact us by causing operating or supply chain delays and disruptions, labour shortages, expansion project delays and facility shutdowns which could have a negative impact on our ability to conduct our business and increase our costs. In addition, liquidity and volatility, credit availability and market and financial conditions generally could change at any time as a result. Any of these events in isolation or in combination, could have a material negative impact on our financial condition, operating results and cash flows.

Cash Dividends to Shareholders are Dependent on the Performance of Superior LP
Superior depends entirely on the operations and assets of Superior LP. Superior's ability to make dividend payments to its shareholders depends on Superior LP's ability to make distributions on its outstanding limited partnership units, as well as on the operations and business of Superior LP.

There is no assurance regarding the amount of cash to be distributed by Superior LP or generated by Superior LP and, therefore, there is no assurance regarding funds available for dividends to shareholders. The amount distributed in respect of the limited partnership units will depend on a variety of factors including, without limitation, the performance of Superior LP's operating businesses, the effect of acquisitions or dispositions on Superior LP, and other factors that may be beyond the control of Superior LP or Superior. In the event significant sustaining capital expenditures are required by Superior LP or the profitability of Superior LP declines, there would be a decrease in the amount of cash available for dividends to shareholders and such decrease could be material.

Superior's dividend policy and the distribution policy of Superior LP are subject to change at the discretion of the Board of Directors of Superior or the Board of Directors of Superior General Partner Inc., the general partner of Superior LP, as applicable. Superior's dividend policy and the distribution policy of Superior LP are also limited by contractual agreements including agreements with lenders to Superior and its affiliates and by restrictions under corporate law.

Additional Shares
In the event the Board of Directors of Superior decides to issue additional common shares, preferred shares or securities convertible into common shares, existing shareholders may suffer significant dilution.

Access to Capital
The credit facilities and U.S. notes of Superior LP contain covenants that require Superior LP to meet certain financial tests and that restrict, among other things, the ability of Superior LP to incur additional debt, dispose of assets or pay dividends/distributions in certain circumstances. These restrictions may preclude Superior LP from returning capital or making distributions on the limited partnership units.

The payout by Superior LP of substantially all of its available cash flow means that capital expenditures to fund growth opportunities can only be made in the event that other sources of financing are available. Lack of access to such additional financing could limit the future growth of the business of Superior LP and, over time, have a material adverse effect on the amount of cash available for dividends to shareholders.

To the extent that external sources of capital, including public and private markets, become limited or unavailable, Superior's and Superior LP's ability to make the necessary capital investments to maintain or expand the current business and to make necessary principal payments and debenture redemptions under its term credit facilities may be impaired.

Interest Rates
Superior maintains floating interest rate exposure through a combination of floating interest rate borrowing and uses derivative instruments at times, to mitigate this risk. Demand for a significant portion of Propane Distribution's sales are affected by general economic trends. Generally speaking, when the economy is strong, interest rates increase, as does demand from Superior's customers, thereby increasing Superior's sales and its ability to pay higher interest costs. The opposite is also true. In this way, there is a common relationship among economic activity levels, interest rates and Superior's ability to pay higher or lower rates. Increased interest rates will, however, affect Superior's borrowing costs, which will have an adverse effect.

Foreign Exchange Risk
A portion of Superior's net cash flow is denominated in U.S. dollars. Accordingly, fluctuations in the Canadian/U.S. dollar exchange rate can impact profitability. Superior attempts to mitigate this risk with derivative financial instruments.

Changes in Legislation and Expected Tax Profile
There can be no assurance that income tax laws, rules or associated regulations applicable to Superior, given the number of jurisdictions in which Superior operates, will not be changed, interpreted or administered in a manner which adversely affects Superior and its shareholders. In addition, there can be no assurance that the tax agencies in the jurisdictions that Superior operates in will agree with how Superior calculates its income for tax purposes or that

these various tax agencies referenced herein will not change their administrative practices to the detriment of Superior or its shareholders.

Acquisitions and Divestitures

Superior may not be able to find or buy appropriate acquisition targets on economically acceptable terms. Superior's acquisition agreements will contain certain representations, warranties and indemnities from the respective vendors subject to certain applicable limitations and thresholds and Superior will conduct due diligence prior to completion of such acquisitions. If, however such representations and warranties are inaccurate or limited in applicability or if any liabilities that are discovered exceed such limits or are not covered by the representations, warranties or indemnities, or the applicable vendors default in their obligations or if certain liabilities are not identified in such agreements, Superior could become liable for any such liabilities which may have an adverse effect on Superior. In addition, there may be liabilities or risks that were not discovered in such due diligence investigations which could have an adverse effect on Superior.

Acquiring complementary businesses is required to optimally execute Superior's business strategy. Distribution systems, technologies, key personnel or businesses of companies Superior acquires may not be effectively assimilated into its business, or its alliances may not be successful. There is also no assurance regarding the completion of a planned acquisition as Superior may be unable to obtain shareholder approval for a planned acquisition or Superior may be unable to obtain government and regulatory approvals required for a planned acquisition, or required government and/or regulatory approvals may result in delays. There may be penalties associated with not completing a planned acquisition. Superior may not be able to successfully complete certain divestitures on satisfactory terms, if at all. Divestitures may reduce Superior's total revenue and net earnings by more than the sales price. The terms and conditions, representations, warranties and indemnities, if any, associated with divestiture activity may hold future risks.

As part of the material terms of the Specialty Chemical divestiture, a Vendor Note of $125 million was issued by the buyer. Its principal amount and accrued and unpaid interest are due October 2026. The collectability of the amounts owed to Superior is subject to the going concern of the buyer. As of March 31, 2022, Superior does not have any concerns about the financial strength of the buyer. Superior will continuously monitor the credit risk associated with this Vendor Note. Based on the current valuation, Superior has estimated a liability of $2.4 million related to the contingent consideration included in the divestiture. The fair value has been calculated based on an estimate of the EBITDA during the thirty-six-months subsequent to the divestiture. This estimate is subject to change and will be updated as new information becomes available.

Information Technology and Cyber Security

Superior utilizes a number of information technology systems for the management of its business and the operation of its facilities. The reliability and security of these systems is critical. If the functioning of these systems is interrupted or fails and cannot be restored quickly, or if the technologies are no longer supported, Superior's ability to operate its facilities and conduct its business could be affected. Superior has continued to mature its approach to technology planning. Superior continually assesses and monitors its cyber security risk. In an effort to mitigate such risks, Superior has employed a fully managed third party cyber security service that deploys industry leading technology, conducted comprehensive employee training and utilizes monitoring software to protect its systems.

Although the technology systems Superior utilizes are intended to be secure and Superior has employed various methods to mitigate cyber risks, there is still a risk that an unauthorized third party could access the systems. Such a security breach could lead to a number of adverse consequences, including but not limited to, the unavailability, disruption or loss of key functions within Superior's control systems and the unauthorized disclosure, corruption or loss of sensitive company, customer or personal information. Superior attempts to prevent such breaches through the implementation of various technology security measures, segregation of control systems from its general business network, engaging skilled consultants and employees to manage Superior's technology applications, conducting periodic audits and adopting policies and procedures as appropriate.

Competition
Propane is sold in competition with other energy sources such as natural gas, electricity and fuel oil, some of which are less costly on an energy-equivalent basis. While propane is usually more cost-effective than electricity, electricity is a major competitor in most areas. Fuel oil is also used as a residential, commercial and industrial source of heat and, in general, is less costly on an equivalent-energy basis, although operating efficiencies, environmental and air quality factors help make propane competitive with fuel oil. Except for certain industrial and commercial applications, propane is generally not competitive with natural gas in areas with natural gas service. Other alternative energy sources such as compressed natural gas, methanol and ethanol are available or could be further developed and could have an impact on the future of the propane industry in general and Canadian propane distribution in particular. The trend towards increased conservation measures and technological advances in energy efficiency may have a detrimental effect on propane demand and Canadian Propane Distribution's sales. Increases in the cost of propane encourage customers to reduce fuel consumption and to invest in more energy efficient equipment, reducing demand. Propane commodity prices are affected by crude oil and natural gas commodity prices.

Automotive propane demand depends on propane pricing, the market's acceptance of propane conversion options and the availability of infrastructure. Superior Propane has strategic partnerships with companies focused on after-market conversion technologies. This segment has been impacted by the development of more fuel efficient and complicated engines which increase the cost of converting engines to propane and reduce the savings per kilometre driven.

Competition in the U.S. propane distribution business' markets generally occurs on a local basis between large, full-service, national marketers and smaller, independent local marketers. Marketers primarily compete based on price and service and tend to operate in close proximity to customers, typically within a 60-kilometer marketing radius from a central depot, in order to minimize delivery costs and provide prompt service.

Volume Variability, Weather Conditions and Economic Demand
Weather, general economic conditions and the volatility in the cost of propane affect propane market volumes. Weather influences the demand for propane, primarily for home and facility heating uses and also for agricultural applications, such as crop drying.

Harsh weather can create conditions that exacerbate demand for propane, impede the transportation and delivery of propane, or restrict the ability of Superior to obtain propane from its suppliers. Such conditions may also increase Superior's operating costs and may reduce customers demand for propane, any of which may have an adverse effect on Superior. Conversely, low prices tend to make customers less price sensitive and less focused on their consumption volume.

Spikes in demand caused by weather or other factors can stress the supply chain and hamper Superior's ability to obtain additional quantities of propane. Transportation providers (railways and trucking companies) have limited ability to provide resources in times of extreme peak demand. Changes in propane supply costs are normally passed through to customers, but timing lags (between when Superior purchases the propane and when the customer purchases the propane) may result in positive or negative gross margin fluctuations.

For U.S. propane distribution, demand from end-use heating applications is predictable. Weather and general economic conditions, however, affect distillates and propane market volumes. Weather influences the immediate demand, primarily for heating, while longer-term demand declines due to economic conditions as customer's trend towards conservation and supplement heating with alternative sources such as electricity and to a lesser extent wood pellets and solar energy.

Demand, Supply and Pricing
Superior offers its customers various fixed-price propane and heating oil programs. In order to mitigate the price risk from offering these services, Superior uses its physical inventory position, supplemented by forward commodity transactions with various third parties having terms and volumes substantially the same as its

customer's contracts. In periods of high propane price volatility, the fixed-price programs create exposure to over or under-supply positions as the demand from customers may significantly exceed or fall short of supply procured. In addition, if propane prices decline significantly subsequent to customers signing up for a fixed-price program, there is a risk that customers will default on their commitments. Current unit margins may not be sustainable if market conditions change significantly.

Political uncertainties

Unforeseen political events, legal proceedings or political uncertainty in markets where we own and operate assets, sell or transport our products and may look to for further growth of our businesses may create economic uncertainty or otherwise impact our operations and have a negative impact on our financial performance. An uncertain political environment may arise from frequent changes in governments and related governmental priorities and policies, political conflict or the implementation, or threat, of protectionist measures. In addition, political outcomes in the markets in which we operate may also result in legal uncertainty and potentially divergent national, state and/or provincial laws and regulations, which can contribute to general economic uncertainty. Such uncertainty could cause disruptions to our businesses, including affecting the business of and/or our relationships with our customers and suppliers.

Currently there is uncertainty resulting from the on-going legal proceedings related to the continuing operations of the Line 5 Pipeline in Michigan which we utilize to transport natural gas liquids in our businesses. The Line 5 Pipeline delivers light oil and natural gas liquids to Michigan, Ohio, Ontario and elsewhere. If these proceedings result in a disruption of service, this could have an adverse effect on Superior's ability to service customer demand and have a negative impact on our financial condition, operating results and cash flows.

Transportation network disruptions

Both of Superior's business segments rely on rail as a mode of delivering product and/or receiving materials and goods across Canada and the US to service customer demand. Due to the integrated nature of North America's freight transportation infrastructure, Superior's operations may be negatively affected by service disruptions with their transportation provider or other transportation links such as railroads that interchange with our transportation provider(s). A significant prolonged service disruption of one or more of these entities could have an adverse effect on Superior's ability to carry on its business and service customer demand and on our results of operations. Service disruptions can be caused by, but are not limited to, severe weather and natural disasters such as extreme cold or heat, flooding, droughts, fires, hurricanes and earthquakes as well as labour disruptions and political disruptions, which include protests and intentional blockades and acts of terrorism.

Current Economic Conditions

During the first quarter of 2020, the rapid outbreak of the novel strain of the coronavirus, specifically identified as the COVID-19 pandemic, caused governments worldwide to enact emergency measures and restrictions to combat the spread of the virus. These measures and restrictions, which include the implementation of travel bans, mandated and voluntary business closures, self-imposed and mandatory quarantine periods, isolation orders and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. Superior monitors applicable government relief programs to determine if Superior qualifies to participate in them.

COVID-19 has also resulted in a significant decrease on global demand for crude oil. In addition to the impact of COVID-19, production levels during March and April of 2020 by OPEC+ countries, contributed to excess global supply and caused the price of oil to be exceptionally volatile. Propane is a derivative of natural gas processing and oil refining, so continued volatility in the price of oil could lead to disruptions in the supply of propane if the production of oil and natural gas is further curtailed.

The future impact of these events on liquidity, volatility, credit availability and market and financial conditions generally, could change at any time. The duration and ultimate impact on the economy are unknown at this time, and, as a result, it is difficult to estimate the longer-term impact on our operations and the markets for our products.

At the current time, we expect an impact to our business as it relates to our customers that operate in industries governments have classified as non-essential and customers required to operate at reduced capacities. During the quarter ended March 31, 2022, the impact of these events caused a decrease in sales volumes and sales prices for our Canadian Propane Distribution operating segment and to a lesser extent our U.S. Propane Distribution operating segment. Management has taken steps to reduce capital and selling, distribution and administrative costs to minimize the impact these events have had on our business. The impact of COVID-19 on the Canadian Propane Distribution segment has been lessened by the CEWS recorded.

Superior's operating segments provide essential services in all provinces, states and territories in which Superior operates. In response to COVID-19, and in-line with recommendations from local health authorities, enhanced operating procedures and protocols were instituted to protect our employees and customers and to maintain our sites and facilities to even higher levels of cleanliness.

Management is continuing to monitor these situations and may be required to take further actions that may materially alter operations.

Health, Safety and Environment

Superior's operations are subject to the risks associated with handling, storing and transporting propane in bulk. To mitigate risks, Superior has established a comprehensive environmental, health and safety protection program. It consists of an environmental policy, codes of practice, periodic self-audits, employee training, quarterly and annual reporting and emergency prevention and response.

The U.S. propane distribution business, through a centralized safety and environment management system, ensures that safety practices and regulatory compliance are an important part of its business. The storage and delivery of refined fuels pose the risk of spills which could adversely affect the soil and water of storage facilities and customer properties.

Superior's fuel distribution businesses are based and operate in Canada and the United States and, as a result, such operations could be affected by changes to laws, rules or policies which could either be more favourable to competing energy sources or increase compliance costs or otherwise negatively affect the operations of Propane Distribution in comparison with such competing energy sources. Any such changes could have an adverse effect on the operations of Propane Distribution.

Employee and Labour Relations

Approximately 2% of the U.S. propane distribution business employees and 19% of Superior's Canadian propane distribution business employees are unionized. Collective bargaining agreements are renegotiated in the normal course of business. While labour disruptions are not expected, there is always risk associated with the renegotiation process that could have an adverse impact on Superior.

Superior Plus Corp.
Condensed Consolidated Balance Sheets

(Unaudited, millions of Canadian dollars)	Note	As at March 31 2022	As at December 31 2021[i]
Assets			
Current Assets			
Cash and cash equivalents		**44.1**	28.4
Trade and other receivables	**6**	**393.8**	319.4
Prepaids and deposits		**77.2**	52.8
Inventories	**7**	**111.6**	111.5
Other current financial assets	**13**	**58.4**	52.6
Total Current Assets		**685.1**	564.7
Non-current Assets			
Property, plant and equipment	**5**	**1,132.5**	1,078.1
Intangible assets	**5**	**517.6**	441.3
Goodwill	**5**	**1,477.3**	1,320.9
Notes receivable and other investments	**4**	**132.3**	130.5
Employee future benefits		**8.2**	7.0
Deferred tax assets	**14**	**10.8**	10.8
Other non-current financial assets	**13**	**7.8**	8.8
Total Non-current Assets		**3,286.5**	2,997.4
Total Assets		**3,971.6**	3,562.1
Liabilities and Equity			
Current Liabilities			
Trade and other payables	**9**	**390.9**	440.5
Contract liabilities		**17.3**	20.6
Lease liabilities	**12**	**47.2**	44.9
Borrowings	**11**	**20.9**	11.4
Dividends payable		**12.5**	12.5
Other current financial liabilities	**13**	**9.8**	7.1
Total Current Liabilities		**498.6**	537.0
Non-current Liabilities			
Lease liabilities	**12**	**153.5**	129.6
Borrowings	**11**	**1,687.2**	1,444.9
Other liabilities	**10**	**35.9**	16.0
Provisions	**8**	**9.9**	10.3
Employee future benefits		**7.4**	6.8
Deferred tax liabilities	**14**	**178.0**	101.7
Other non-current financial liabilities	**13**	**3.4**	3.6
Total Non-current Liabilities		**2,075.3**	1,712.9
Total Liabilities		**2,573.9**	2,249.9
Equity			
Capital		**2,350.3**	2,350.3
Deficit		**(1,316.1)**	(1,419.5)
Accumulated other comprehensive earnings		**38.4**	52.8
Non-controlling interest		**325.1**	328.6
Total Equity	**15**	**1,397.7**	1,312.2
Total Liabilities and Equity		**3,971.6**	3,562.1

[i] Restated, see Note 2(b).

See accompanying Notes to the Unaudited Condensed Consolidated Financial statements.

Superior Plus Corp.
Condensed Consolidated Statements of Changes in Equity

(Unaudited, millions of Canadian dollars)	Share Capital (Note 15)	Contributed Surplus	**Total Capital**	**Deficit**	**Accumulated Other Comprehensive Earnings**	**Non-controlling Interest (Note 15)**	**Total**
As at January 1, 2022	**2,349.1**	**1.2**	**2,350.3**	**(1,419.5)**	**52.8**	**328.6**	**1,312.2**
Net earnings for the period	**–**	**–**	**–**	**135.1**	**–**	**5.9**	**141.0**
Unrealized foreign currency loss on translation of foreign operations	**–**	**–**	**–**	**–**	**(14.8)**	**(3.5)**	**(18.3)**
Actuarial defined-benefit gain	**–**	**–**	**–**	**–**	**0.5**	**–**	**0.5**
Income tax expense on other comprehensive loss	**–**	**–**	**–**	**–**	**(0.1)**	**–**	**(0.1)**
Total comprehensive earnings (loss)	**–**	**–**	**–**	**135.1**	**(14.4)**	**2.4**	**123.1**
Dividends and dividend equivalent declared to common shareholders	**–**	**–**	**–**	**(31.7)**	**–**	**–**	**(31.7)**
Dividends to non-controlling interest shareholders	**–**	**–**	**–**	**–**	**–**	**(5.9)**	**(5.9)**
As at March 31, 2022	**2,349.1**	**1.2**	**2,350.3**	**(1,316.1)**	**38.4**	**325.1**	**1,397.7**
As at January 1, 2021	2,349.1	1.2	2,350.3	(1,475.6)	74.5	330.9	1,280.1
Net earnings for the period	–	–	–	78.2	–	5.9	84.1
Unrealized foreign currency loss on translation of foreign operations	–	–	–	–	(19.1)	(4.3)	(23.4)
Actuarial defined-benefit gain	–	–	–	–	14.3	–	14.3
Income tax expense on other comprehensive loss	–	–	–	–	(3.6)	–	(3.6)
Total comprehensive earnings (loss)	–	–	–	78.2	(8.4)	1.6	71.4
Dividends and dividend equivalent declared to common shareholders	–	–	–	(31.7)	–	–	(31.7)
Dividends to non-controlling interest shareholders	–	–	–	–	–	(5.9)	(5.9)
As at March 31, 2021	2,349.1	1.2	2,350.3	(1,429.1)	66.1	326.6	1,313.9

See accompanying Notes to the Unaudited Condensed Consolidated Financial statements.

Superior Plus Corp.
Condensed Consolidated Statements of Net Earnings and Total Comprehensive Earnings

(Unaudited, millions of Canadian dollars, except per share amounts)	Note	Three Months Ended March 31 2022	2021
Revenue	**16, 19**	**1,170.4**	839.5
Cost of sales (includes products and services)	**16**	**(776.5)**	(490.4)
Gross profit		**393.9**	349.1
Expenses			
Selling, distribution and administrative costs	**16, 17**	**(237.5)**	(221.0)
Finance expense	**16**	**(16.0)**	(62.3)
Gain on derivatives and foreign currency translation of borrowings	**13, 16**	**46.7**	36.0
		(206.8)	(247.3)
Earnings before income taxes	**16**	**187.1**	101.8
Income tax expense	**14**	**(46.1)**	(26.4)
Net earnings from continuing operations	**16**	**141.0**	75.4
Net earnings from discontinued operations, net of tax expense	**4**	**–**	8.7
Net earnings		**141.0**	84.1
Net earnings attributable to:			
Superior		**135.1**	78.2
Non-controlling interest		**5.9**	5.9
Net earnings per share from continuing operations attributable to Superior			
Basic and diluted	**18**	**0.68**	0.36
Net earnings per share attributable to Superior			
Basic and diluted	**18**	**0.68**	0.41
Other comprehensive earnings (loss)			
Items that may be reclassified subsequently to net earnings			
Unrealized foreign currency loss on translation of foreign operations		**(18.3)**	(23.4)
Items that will not be reclassified to net earnings			
Actuarial defined-benefit gain		**0.5**	14.3
Income tax expense on other comprehensive loss		**(0.1)**	(3.6)
Other comprehensive loss for the period		**(17.9)**	(12.7)
Total comprehensive earnings for the period		**123.1**	71.4
Total comprehensive earnings for the period attributable to:			
Superior		**120.7**	69.8
Non-controlling interest		**2.4**	1.6

See accompanying Notes to the Unaudited Condensed Consolidated Financial statements.

Superior Plus Corp.
Condensed Consolidated Statements of Cash Flows

(Unaudited, millions of Canadian dollars)	Note	Three Months Ended March 31 2022	2021
OPERATING ACTIVITIES			
Net earnings for the period		**141.0**	84.1
Adjustments for:			
Depreciation included in selling, distribution and administrative costs		**24.8**	25.8
Depreciation of right-of-use assets included in selling, distribution and administrative costs		**8.0**	7.1
Depreciation and amortization included in discontinued operations		**–**	9.6
Amortization of intangible assets included in selling, distribution and administrative costs		**18.8**	15.6
Gain on disposal of assets, impairments, and other non-cash items		**(1.0)**	(1.1)
Unrealized gain on financial and non-financial derivatives and foreign exchange gain on U.S. Dollar debt and lease liabilities, including discontinued	**13, 4**	**(10.4)**	(10.4)
Finance expense recognized in net earnings, including discontinued operations		**16.0**	64.3
Income tax expense recognized in net earnings, including discontinued operations	**14**	**46.1**	29.7
Changes in non-cash operating working capital and other	**20**	**(92.0)**	(42.7)
Cash flows from operating activities before income taxes and interest paid		**151.3**	182.0
Income taxes paid		**(9.2)**	(8.0)
Interest paid		**(20.3)**	(47.9)
Cash flows from operating activities		**121.8**	126.1
INVESTING ACTIVITIES			
Acquisitions, net of cash acquired	**5**	**(287.4)**	(34.7)
Purchase of property, plant and equipment and intangible assets	**21**	**(15.2)**	(23.0)
Proceeds on disposal of property, plant and equipment		**2.1**	1.9
Cash flows used in investing activities		**(300.5)**	(55.8)
FINANCING ACTIVITIES			
Proceeds of revolving term bank credit facilities and other debt		**860.4**	641.3
Repayment of revolving term bank credit facilities and other debt		**(618.5)**	(895.4)
Principal repayment of lease obligations		**(9.6)**	(15.5)
Redemption of 7% senior unsecured debentures	**11**	**–**	(472.3)
Issuance of 4.5% senior unsecured notes	**11**	**–**	753.7
Debt issue costs credit facility		**–**	(11.3)
Dividends paid to shareholders		**(37.6)**	(37.7)
Cash flows from (used in) financing activities		**194.7**	(37.2)
Net increase in cash and cash equivalents from continuing operations		**16.0**	33.1
Cash and cash equivalents, beginning of the period		**28.4**	24.1
Effect of translation of foreign currency-denominated cash and cash equivalents		**(0.3)**	(2.0)
Cash and cash equivalents, end of the period		**44.1**	55.2

See accompanying Notes to the Unaudited Condensed Consolidated Financial statements.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, tabular amounts in millions of Canadian dollars, except per share amounts)

1. ORGANIZATION

Superior Plus Corp. ("Superior" or the "Company") is a diversified business corporation, incorporated under the *Canada Business Corporations Act*. The registered office is located at Suite 401, 200 Wellington Street West, Toronto, Ontario. Superior's investment in Superior Plus LP is financed by share capital. Superior is a publicly traded company with its common shares trading on the Toronto Stock Exchange under the exchange symbol SPB.

These unaudited condensed consolidated financial statements were authorized for issue by the Board of Directors on May 10, 2022.

Reportable Operating Segments

Superior operates two reportable operating segments: Canadian Propane Distribution and United States ("U.S.") Propane Distribution. The Canadian Propane Distribution segment includes the Canadian retail business and wholesale business with operations in Canada and California. The U.S. Propane Distribution segment distributes propane gas and liquid fuels along the Eastern U.S., and into the Midwest and California. In prior years, Superior included its Specialty Chemicals business as an operating segment; however, this segment was divested on April 9, 2021 and its net earnings have been reported as a discontinued operation, see Note 4.

References to Energy Distribution in the notes below refers to both Canadian Propane Distribution and U.S. Propane Distribution because of the inherent similarities of the businesses.

2. BASIS OF PRESENTATION

(a) Preparation of unaudited Condensed Consolidated Financial Statements

The accompanying unaudited condensed consolidated financial statements were prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") using accounting policies Superior adopted in its annual consolidated financial statements as at and for the year ended December 31, 2021, except for the adoption of new standards effective as of January 1, 2022 (see 2(c)). The unaudited condensed consolidated financial statements were prepared on a going concern basis.

The unaudited condensed consolidated financial statements were prepared on the historical cost basis, except for the revaluation of certain financial instruments and incorporate the accounts of Superior and its subsidiaries. Subsidiaries are all entities over which Superior has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The results of subsidiaries are included in Superior's consolidated statements of net earnings and total comprehensive earnings from date of acquisition, or in the case of disposals, up to the effective date of disposal. Where Superior's interest is less than 100 percent, the interest attributable to outside shareholders is reflected in non-controlling interest ("NCI"). A subsidiary of Superior has outstanding cumulative preference shares that are classified as equity and are held by non-controlling interest. Superior computes its share of net earnings after deducting for the dividend entitlement on these NCI on preference shares. The NCI is translated using exchange rates prevailing at the end of each reporting period with the foreign exchange translation included in other comprehensive earnings for the period.

All transactions and balances between Superior and Superior's subsidiaries are eliminated upon consolidation. The assets and liabilities of Superior's foreign operations are translated using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences are recognized in other comprehensive earnings for the period.

If Superior loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

(b) Reclassification of Comparative Figures

During the three months ended March 31, 2022, Superior adjusted the purchase price allocation for certain acquisitions that were completed in the prior year. As disclosed in Note 5, Superior has restated the balance sheet as at December 31, 2021 to record the impact of the adjusted purchase allocations as if the accounting for the business combination had been completed at the acquisition date. The unaudited condensed consolidated statements of changes in equity, net earnings and total comprehensive earnings and cash flows for the three months ended March 31, 2021 remain unchanged since the acquisition occurred subsequent to March 31, 2021.

(c) Significant Accounting Judgments, Estimates and Assumptions

The preparation of Superior's unaudited condensed consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors deemed reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The areas involving a higher degree of judgment or complexity, or where assumptions and estimates are significant to the unaudited condensed consolidated financial statements are consistent with those disclosed in Superior's 2021 annual consolidated financial statements, except for the following:

COVID-19

The outbreak of the novel strain of the coronavirus in the first quarter of 2020, specifically identified as the COVID-19 pandemic, has caused governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. COVID-19 did not significantly impact the carrying values of the Company's assets and liabilities as at March 31, 2022. At this time, given the continued uncertainty surrounding COVID-19, it is not possible to reliably estimate the full impact this will have on Superior's financial position and operating results. Certain expenses were eligible under the Canadian Emergency Wage Subsidy ("CEWS") program instituted by the Government of Canada. The CEWS program allowed Superior to recover a portion of eligible employee costs incurred, see Note 16. The Government of Canada continues to make amendments to the CEWS program and Superior does not expect to make any future claims. Judgments, estimates and assumptions made by management during the preparation of these unaudited condensed consolidated financial statements may also change as conditions related to COVID-19 change. Changes in assumptions including, but not limited to, foreign exchange rates, interest rates and commodity prices could impact the measurement of items including derivative and non-derivative instruments, allowance for doubtful accounts, provisions and employee future benefits.

(d) Changes in Accounting Policies and Disclosures

Amendments to IAS 37, Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), "Onerous Contracts – Costs of Fulfilling a Contract"

On May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments to IAS 37 apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract as well as costs of contract management and supervision).

General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. These amendments had no significant impact on the unaudited condensed consolidated financial statements of Superior.

Reference to the Conceptual Framework – Amendments to IFRS 3

The Board added an exception to the recognition principle of IFRS 3 to avoid the issue of potential "day 2" gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21, "Levies", if incurred separately. At the same time, the Board decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements. These amendments had no significant impact on the unaudited condensed consolidated financial statements of Superior.

Several amendments and interpretations apply for the first time in 2022, but do not have an impact on the unaudited condensed consolidated financial statements of Superior.

(e) Standards Issued But Not Yet Effective

Amendments to IAS 1, *Presentation of Financial Statements* ("IAS 1"), to Clarify Requirements for Classifying Liabilities as Current or Non-current

On January 23, 2020, the IASB issued amendments to IAS 1 (the "amendments") to clarify the requirements for classifying liabilities as current or non-current. More specifically:

- The amendments specify that the conditions that exist at the end of the reporting period are those which will be used to determine if a right to defer settlement of a liability exists.
- Management expectations about events after the balance sheet date, for example, on whether a covenant will be breached, or whether early settlement will take place, are not relevant.
- The amendments clarify the situations that are considered settlement of a liability.

The new guidance will be effective for annual periods starting on or after January 1, 2023. Superior is monitoring and in the process of assessing the impacts of the amendments on the consolidated financial statements

Amendments to IAS 8 , Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8"), to Introduce a Definition of Accounting Estimates

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of "accounting estimates". The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments to IAS 8 are effective for annual reporting periods beginning on or after January 1, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments to IAS 8 are not expected to have a material impact on the consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2, Disclosure of Accounting Policies

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2, *Making Materiality Judgments*, in which it provides guidance and examples to help entities apply materiality judgments to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their "significant" accounting policies with a requirement to disclose their "material" accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to IAS 1 are applicable for annual periods beginning on or after January 1, 2023 with earlier application permitted. Since the amendments to the

Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

The Company is currently assessing the impact of the amendments to IAS 1 and IFRS Practice Statement 2 to determine the impact they will have on the Company's accounting policy disclosures.

Amendments to IAS 12, *Income taxes* ("IAS 12"), Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction

In May 2021, the IASB issued amendments to IAS 12, to require companies to recognize deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. A temporary difference that arises on initial recognition of an asset or liability is not subject to the initial recognition exemption if that transaction gave rise to equal amounts of taxable and deductible temporary differences. The amendments to IAS 12 are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

The Company is currently assessing the impact that the amendments to IAS 12 will have on the Company's right-of-use assets, lease liabilities and decommissioning obligations.

Superior has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

3. SEASONALITY OF OPERATIONS

Sales typically peak in the first quarter when approximately one-third of annual propane and other refined fuels sales volumes and gross profits are generated due to the demand of heating from end-use customers. They then decline through the second and third quarters, rising seasonally again in the fourth quarter with heating demand. Similarly, net working capital is typically at seasonal highs during the first and fourth quarters, and normally declines to seasonal lows in the second and third quarters. Net working capital is also significantly influenced by wholesale propane prices and other refined fuels.

For the 12 months ended March 31, 2022, Superior reported gross profit of $957.5 million (March 31, 2021 − $916.6 million) and net earnings (loss) of $127.2 million (March 31, 2021 − $137.1 million) from continuing operations.

4. DISCONTINUED OPERATIONS

On April 9, 2021, Superior completed the previously announced sale of its Specialty Chemicals business for total consideration of $725 million (the "Transaction"). Superior received $600 million in cash proceeds, less a working capital adjustment of $17.0 million and $125 million in the form of a 6% unsecured note ("Vendor Note"). The principal amount of the Vendor Note and accrued and unpaid interest are due October 9, 2026. The purchase price is subject to adjustment based on the average EBITDA of the business for the three consecutive 12-month periods following the closing date. If the average EBITDA, adjusted to remove the impact of IFRS 16, is higher than $115 million, the purchase price will be increased by multiplying the difference by 4.5 and the buyer will issue an additional note to Superior, up to a maximum of $100 million, which includes accumulated interest. The note will bear interest at the same rate as the Vendor Note and interest will accrue from the closing date. If the average EBITDA, adjusted to remove the impact of IFRS 16, is lower than $100 million, the purchase price will be decreased by multiplying the difference by 4.5 and a note will be issued by the seller up to a maximum of $100 million, which includes accumulated interest. The note will bear interest at the same rate as the Vendor Note and interest will accrue from the closing date. The fair value of the contingent consideration at April 9, 2021 was estimated to be a liability of $1.4 million is included on the balance sheet, as part of other non-current financial liabilities; see Note 13 for the fair value as at March 31, 2022. Changes in the fair value of the contingent consideration are recorded in the consolidated statements of net earnings as part of the gain on derivatives and foreign currency translation of borrowings while interest earned on the vendor note is recorded net of finance expense; see Notes 13 and 16 of the unaudited condensed consolidated financial statements, respectively.

The Transaction included all assets and liabilities Superior held in its Specialty Chemical operating segment. Management has presented the results of the Specialty Chemicals operating segment as a discontinued operation and no longer presents these results in the Reportable Segment Information note. The consideration received exceeded the carrying amount of the net assets and therefore, no impairment was required to be recorded.

Net earnings from discontinued operations reported in the consolidated statements of net earnings for the three months ended March 31, 2021 are as follows:

	Three Months Ended March 31 2021
Revenue	144.6
Cost of sales	(92.8)
Depreciation included in COS	(5.6)
Gross profit	46.2
Expenses	
SD&A costs, including a loss on disposal of $0.5 million (March 31, 2020 - $2.3 million)	(28.8)
Depreciation included in SD&A	(1.0)
Depreciation of right-of-use asset included in SD&A	(2.9)
Amortization of intangible assets included in SD&A	(0.1)
Finance expense	(2.0)
Unrealized gain on foreign currency translation of leases	0.6
	(34.2)
Net earnings from discontinued operations before income taxes	12.0
Current income tax expense	(0.8)
Deferred income tax expense	(2.5)
Net earnings from discontinued operations	8.7
Other comprehensive earnings from discontinued operations	
Items that may be reclassified subsequently to net earnings	
Unrealized foreign currency loss on translation of foreign operations	1.0
Items that will not be reclassed to net earnings	
Actuarial defined-benefit gain	14.0
Income tax expense on other comprehensive earnings loss	(3.5)
Other comprehensive loss related to discontinued operations	11.5
Total comprehensive earnings related to discontinued operations	20.2

Cash flows from discontinued operations reported in the consolidated statements of cash flows for the three months ended March 31, 2021 are as follows:

	Three Months Ended March 31 2021
Cash flows from operating activities	11.8
Cash flows used in investing activities	(7.4)
Cash flows used in financing activities	(6.7)
Cashflows from discontinued operations	(2.3)

5. ACQUISITIONS

	Kamps Propane	Other
Year of acquisition	**2022**	**2022**
Accounts receivable	**46.3**	**0.2**
Prepaid expenses	**3.4**	**–**
Inventories	**17.5**	**0.1**
Right-of-use assets	**23.5**	**–**
Property, plant and equipment	**52.0**	**1.4**
Intangible assets	**96.7**	**0.2**
Trade and other payables and contract liabilities	**(28.2)**	**–**
Long-term debt and lease liabilities	**(54.7)**	**–**
Other liabilities	**(18.0)**	**–**
Deferred tax liabilities	**(33.3)**	**–**
Net identifiable assets and liabilities	**105.2**	**1.9**
Consideration transferred		
Fair value of deferred consideration	**–**	**0.6**
Cash paid on acquisition[(i)]	**272.7**	**1.3**
Total consideration transferred	**272.7**	**1.9**
Goodwill arising on acquisition	**167.5**	**–**

[(i)] Consideration paid for Kamps Propane after total working capital adjustments of approximately $29.3 million is cash paid of $284.4 million net of estimated recovery of $11.7 million.

The acquisition costs directly attributable to the above acquisitions were expensed and are included in selling, distribution and administrative costs. The goodwill recognized represents the expected synergies from operations and the intangible assets that do not qualify for separate recognition. Goodwill arising on acquisition is deductible for tax purposes unless otherwise noted.

If the 2022 acquisitions had occurred on January 1, 2022, revenue and net earnings from continuing operations for the three months ended March 31, 2022 would have increased by $171.2 million and $7.0 million, respectively.

The purchase price allocations discussed below, are considered preliminary, and as a result, may be adjusted during the 12-month period following the acquisition once all the required information pertaining to the ownership, remaining useful lives and a quantification of tanks, cylinders, vehicles and intangibles is obtained and assessed. Superior has allocated the purchase price to the identified assets and liabilities based on fair value estimates using current information available. The amounts presented are based on their estimated fair value and management expects that any further changes will relate to finalizing the fair value of property, plant and equipment, intangible assets and goodwill.

Kamps Propane, Inc., High Country Propane, Inc., Pick Up Propane, Inc., Competitive Capital, Inc., Propane Construction and Meter Services, and Kiva Energy, Inc. (collectively, "Kamps Propane")

On March 23, 2022, Superior acquired all the issued and outstanding shares of Kamps Propane and Kiva Energy for an aggregate purchase price of approximately US$240 million (C$302 million) before adjustments for working capital of approximately US$23.2 million (C$29.3 million). Goodwill arising on this acquisition forms part of the U.S. Propane Distribution segment. The goodwill recognized is not deductible for income tax purposes.

Subsequent to the acquisition date, the acquisition contributed revenue and net earnings of $17.8 million and $nil million, respectively, to the U.S. Propane Distribution segment for the three months ended March 31, 2022.

Other acquisitions

During the three months ended March 31, 2022, the Company closed a business acquisition for a total consideration of approximately US$1.3 million (C$1.7 million) before working capital adjustments. Total net assets nearly equalled the total consideration paid, hence, no goodwill has resulted in this transaction.

Subsequent to the acquisition date, the acquisition contributed revenue and net earnings of $0.1 million and $nil million, respectively, to the U.S. Propane Distribution segment for the three months ended March 31, 2022.

Acquisition in 2021

Hopkins Propane

During the three months ended March 31, 2022, the estimated purchase price was updated from the prior estimate, as a result, adjustments were made to the purchase price allocation and balances of intangible assets, goodwill and trade and other payables as at December 31, 2021 were restated accordingly. Intangible assets increased by $0.4 million primarily due to updating the estimated fair value of customer relationships and cash paid on acquisition increased by $1.7 million due to adjustments to working capital. These changes resulted in a net increase to goodwill in the amount of $1.3 million.

6. TRADE AND OTHER RECEIVABLES

A summary of trade and other receivables is as follows:

	March 31 2022	December 31 2021
Trade receivables, net of allowances	**365.6**	300.1
Accounts receivable – other[i]	**28.2**	19.3
Trade and other receivables	**393.8**	319.4

[i] This balance consists of accounts receivable related indirect tax, final settlements related to acquisitions and other miscellaneous balances.

Pursuant to their respective terms, trade receivables, before the deduction for an allowance for doubtful accounts, are aged as follows:

	March 31 2022	December 31 2021
Current	**240.9**	211.0
Past due less than 90 days	**115.2**	84.6
Past due over 90 days	**23.2**	17.4
Trade receivables	**379.3**	313.0

Superior's trade receivables are stated after deducting an allowance of $13.7 million as at March 31, 2022 (December 31, 2021 - $12.9 million). The movement in the allowance for doubtful accounts is as follows:

	March 31 2022	December 31 2021
Allowance for doubtful accounts, January 1	**(12.9)**	(12.0)
Impairment losses recognized on receivables	**(4.1)**	(8.0)
Amounts written off during the period as uncollectible	**1.4**	6.4
Impact of divestiture (Note 4)	**–**	1.0
Amounts recovered	**0.1**	0.5
Foreign exchange impact and other	**1.8**	(0.8)
Allowance for doubtful accounts, end of the period	**(13.7)**	(12.9)

7. INVENTORIES

A summary of inventories is as follows:

	March 31 2022	December 31 2021
Propane, heating oil and other refined fuels	**93.3**	97.9
Propane retailing materials, supplies, appliances and other	**18.3**	13.6
	111.6	111.5

8. PROVISIONS

A summary of provisions is as follows:

	Restructuring	Decommissioning	Other	Total
Balance as at December 31, 2021	2.1	7.4	3.6	13.1
Utilization	**(0.3)**	**–**	**(0.8)**	**(1.1)**
Unwinding of discount	**–**	**(0.3)**	**–**	**(0.3)**
Net foreign currency exchange difference	**(0.1)**	**–**	**–**	**(0.1)**
Balance as at March 31, 2022	**1.7**	**7.1**	**2.8**	**11.6**

	March 31 2022	December 31 2021
Current (Note 9)	**1.7**	2.8
Non-current	**9.9**	10.3
	11.6	13.1

Superior is subject to various claims and potential claims in the normal course of business, but the Company does not expect the ultimate settlement of any of these to have a material effect on its financial results. The outcomes of all the proceedings and claims against Superior are subject to future resolution that includes the uncertainties of litigation. It is not possible for Superior to predict the result or magnitude of the claims due to the various factors and uncertainties involved in the legal process. Based on information currently known to Superior, it is not probable that the ultimate resolution of any proceedings and claims, individually or in total, will have a material effect on the unaudited condensed consolidated statements of net earnings and total comprehensive earnings or unaudited condensed consolidated balance sheets. If it becomes probable that Superior is liable, Superior will record a provision in the period the change in probability occurs, and the resulting impact could be material to the unaudited condensed consolidated statements of net earnings and total comprehensive earnings or unaudited condensed consolidated balance sheets.

9. TRADE AND OTHER PAYABLES

A summary of trade and other payables is as follows:

	March 31 2022	December 31 2021
Trade payables	**259.4**	297.0
Provisions (Note 8)	**1.7**	2.8
Accrued liabilities and other payables	**103.3**	105.6
Current taxes payable	**13.9**	12.6
Share-based payments, current portion	**12.6**	22.5
Trade and other payables	**390.9**	440.5

10. OTHER LIABILITIES

A summary of other liabilities is as follows:

	March 31 2022	December 31 2021
Quebec cap and trade payable	**6.5**	4.2
California cap and trade payable	**26.7**	6.0
Nova Scotia cap and trade payable	**1.9**	1.8
Share-based payments and others	**0.8**	4.0
Other liabilities	**35.9**	16.0

Superior operates in California, Nova Scotia, and Quebec, and is required to participate in the respective government cap and trade programs, which requires Superior to settle any liability with compliance instruments at the end of each compliance period. Intangible assets are recorded when compliance instruments are purchased, and cap and trade liabilities are recorded upon the import of propane. These are included in the consolidated statements of cash flows net of the liability that has been accrued related to cap and trade as part of changes in non-cash working capital.

11. BORROWINGS

A summary of borrowings is as follows:

	Year of Maturity	Effective Rate	**March 31 2022**	December 2021
Revolving Term Bank Credit Facilities [1]				
Bankers' Acceptances ("BA")	2026	Floating BA rate plus 1.70%	**80.0**	35.0
Canadian Prime Rate Loan (Prime and Swing line)	2026	Prime rate plus 0.70%	**0.5**	10.0
LIBOR Loans (US$0.4 million; 2021 – US$93.0 million)	2026	Floating LIBOR rate plus 1.70%	**341.4**	117.5
U.S. Base Rate Loans (Prime and Swing line) (US $nil million; 2021 – US$14.0 million)	2026	U.S. Prime rate plus 0.70%	**–**	17.7
			421.9	180.2
Other Debt				
Deferred consideration	2022-2026	1.74%-8.74%	**36.5**	40.0
Other line of credit and term loans [4]	2022-2031	various	**20.3**	–
			56.8	40.0
Senior Unsecured Notes				
Senior unsecured notes [3]	2028	4.250%	**500.0**	500.0
Senior unsecured notes [2]	2029	4.500%	**750.3**	758.2
			1,250.3	1,258.2
Total borrowings before deferred financing fees			**1,729.0**	1,478.4
Deferred financing fees and discounts			**(20.9)**	(22.1)
Total borrowings before current maturities			**1,708.1**	1,456.3
Current maturities			**(20.9)**	(11.4)
Total non-current borrowings			**1,687.2**	1,444.9

(1) As at March 31, 2022, Superior had $31.8 million of outstanding letters of credit (December 31, 2021 – $30.1 million) and $323.9 million of outstanding financial guarantees on behalf of its businesses (December 31, 2021 – $325.8 million). The fair value of Superior's revolving term bank credit facilities, other debt, letters of credit, and financial guarantees approximates their carrying value as a result of the market-based interest rates and the short-term nature of the underlying debt instruments. On April 9, 2021, Superior extended and restated its syndicated credit facility with 10 lenders, with no material changes to the financial covenants to May 8, 2026. The credit facilities are secured by substantially all of the assets of Superior. The lender commitments remain at $750.0 million and can be expanded to $1,050.0 million on condition that no event of default has occurred and lender consent is provided.

(2) On March 11, 2021, Superior's subsidiaries, Superior Plus LP and Superior General Partner Inc. issued at par US$600 million of 4.5% senior unsecured notes due March 15, 2029, and redeemed in full Superior's US$350 million senior unsecured notes at a redemption price of 107.444% plus accrued and unpaid interest, if any, to but excluding the redemption date. The fair value of the outstanding US$600 million senior unsecured notes is $705.5 million (December 31, 2021 – $779.7 million) based on prevailing market prices. Upon redemption of the US$350 million senior unsecured note, a net foreign exchange translation gain of $5.8 million was recognized, see Note 13. There was an unrealized foreign exchange translation loss on the US$600 million senior unsecured note of $7.9 million for the quarter ended March 31, 2022 (quarter ended March 31, 2021 – $nil million).

(3) On May 18, 2021, Superior's wholly owned subsidiary, Superior Plus LP, has completed a private placement of CDN$500 million of 4.25% senior unsecured notes, at par value, due May 18, 2028, which are guaranteed by Superior and certain of its subsidiaries. The proceeds from the notes issuance along with borrowing under its credit facility and cash on hand were used to redeem the CDN$400 million of 5.25% senior unsecured notes and the CDN $370 million of 5.125% senior unsecured notes, at the respective prescribed rates in their indentures along with accrued and unpaid interest. The fair value of the 4.25% senior unsecured note based on prevailing market rates is $471.9 million (December 31, 2021 – $503.4 million).

(4) The debt balance was assumed by Superior as part of the acquisition of Kamps Propane consisting of a $5.0 million (US$4.0 million) bank line of credit that bears interest at floating LIBOR rate plus 1.20% and was repaid in April 2022; $11.3 million (US$9.1 million) in term bank loans bearing interest at floating LIBOR rate plus 2.10%, due between 2025 and 2026, and $4.0 million (US$3.1 million) in term bank loans bearing interest at 1.25% to 6.5% due between 2023 to 2028.

Repayment requirements of borrowings before deferred financing fees are as follows:

April 1, 2022 – March 31, 2023	20.9
April 1, 2023 – March 31, 2024	15.0
April 1, 2024 – March 31, 2025	10.5
April 1, 2025 – March 31, 2026	6.4
April 1, 2026 – March 31, 2027	425.1
April 1, 2027 – March 31, 2028	0.8
Thereafter	1,250.3
Total	**1,729.0**

12. LEASING ARRANGEMENTS

The lease liabilities by operating segment are as follows:

	Propane Distribution			
	Canada	U.S.	Corporate	Total
Lease liabilities as at December 31, 2021	77.9	95.5	1.1	174.5
Lease liabilities assumed as part of a business combination	**–**	**31.4**	**–**	**31.4**
Additions	**3.1**	**2.9**	**–**	**6.0**
Finance expense on lease liabilities	**0.9**	**0.9**	**–**	**1.8**
Lease payments	**(5.8)**	**(5.5)**	**(0.1)**	**(11.4)**
Impact of changes in foreign exchange rates and other	**(0.8)**	**(0.8)**	**–**	**(1.6)**
Lease liabilities as at March 31, 2022	**75.3**	**124.4**	**1.0**	**200.7**

	March 31 2022	December 31 2021
Current portion of lease liabilities	**47.2**	44.9
Non-current portion of lease liabilities	**153.5**	129.6
Total lease liabilities	**200.7**	174.5

Included in the above lease liabilities, as at March 31, 2022, are vehicle and other fleet lease obligations of $93.6 million (December 31, 2021 - $90.1 million). The assets related to the vehicle and fleet lease obligations are included in right-of-use assets included in property, plant and equipment.

The present value of lease payments are as follows:

	Minimum Rental Payments		**Present Value of Minimum Rental Payments**	
	March 31 2022	December 31 2021	**March 31 2022**	December 31 2021
Not later than one year	**50.6**	48.4	**47.2**	44.9
Later than one year and not later than five years	**120.8**	106.6	**103.1**	90.0
Later than five years	**67.7**	53.1	**50.4**	39.6
Less: future finance charges	**(38.4)**	(33.6)	**–**	–
Present value of minimum rental payments	**200.7**	174.5	**200.7**	174.5

Future minimum lease payments under non-cancellable, low-value, short-term leases and leases with variable lease payments are summarized below.

	March 31 2022	December 31 2021
Not later than one year	**3.8**	2.7
Later than one year and not later than five years	**1.5**	0.6
	5.3	3.3

13. FINANCIAL INSTRUMENTS

IFRS requires disclosure around fair value and specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect Superior's market assumptions. These two types of input create the following fair value hierarchy:

- *Level 1* – Quoted prices in active markets for identical instruments.
- *Level 2* – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- *Level 3* – Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are determined by reference to quoted bid or ask prices, as appropriate, in the most advantageous active market for that instrument to which Superior has immediate access (Level 1). Where bid and ask prices are unavailable, Superior uses the closing price of the instrument's most recent transaction. In the absence of an active market, Superior estimates fair values based on prevailing market rates (bid and ask prices, as appropriate) for instruments with similar characteristics and risk profiles or internal or external valuation models, such as discounted cash flow analysis using, to the extent possible, observable market-based inputs (Level 2). Superior uses internally developed methodologies and unobservable inputs to determine the fair value of some financial instruments when required (Level 3).

Fair values determined using valuation models require assumptions concerning the amount and timing of estimated future cash flows and discount rates. In determining those assumptions, Superior looks primarily to available readily observable external market inputs including forecast commodity price curves, interest rate yield curves, currency rates and price and rate volatilities as applicable.

All financial and non-financial derivatives are designated as fair value through profit or loss ("FVTPL") upon their initial recognition.

For items that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing their classification at the end of each reporting period. During the three months ended March 31, 2022, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

				As at March 31, 2022
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Foreign currency forward contracts, net sale	**16.0**	**–**	**–**	**16.0**
Equity derivative contract	**–**	**2.4**	**–**	**2.4**
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts	**–**	**47.8**	**–**	**47.8**
Total assets	**16.0**	**50.2**	**–**	**66.2**
Liabilities				
Foreign currency forward contracts, net sale	**0.8**	**–**	**–**	**0.8**
Equity derivative contract	**–**	**1.5**	**–**	**1.5**
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts	**–**	**8.5**	**–**	**8.5**
Contingent consideration (Note 4)	**–**	**–**	**2.4**	**2.4**
Total liabilities	**0.8**	**10.0**	**2.4**	**13.2**
Total net assets (liabilities)	**15.2**	**40.2**	**(2.4)**	**53.0**
Current portion of assets	**8.2**	**50.2**	**–**	**58.4**
Current portion of liabilities	**0.3**	**9.5**	**–**	**9.8**

				As at December 31, 2021
	Level 1	Level 2	Level 3	Total
Assets				
Foreign currency forward contracts, net sale	13.0	–	–	13.0
Equity derivative contract	–	4.3	–	4.3
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts	–	44.1	–	44.1
Total assets	13.0	48.4	–	61.4
Liabilities				
Foreign currency forward contracts, net sale	1.4	–	–	1.4
Cross-currency interest rate swaps	–	0.5	–	0.5
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts	–	6.8	–	6.8
Contingent consideration (Note 4)	–	–	2.0	2.0
Total liabilities	1.4	7.3	2.0	10.7
Total net assets (liabilities)	11.6	41.1	(2.0)	50.7
Current portion of assets	5.3	47.3	–	52.6
Current portion of liabilities	0.3	6.8	–	7.1

The following table outlines quantitative information about how the fair values of these financial and non-financial assets and liabilities are determined, including valuation techniques and inputs used:

Description	Notional	Term	Effective Rates	Valuation Technique(s) and Key Input(s)
Level 1 fair value hierarchy:				
Foreign currency forward contracts	US$272.6	2022–2026	$1.31	Quoted bid prices in the active market.
Foreign currency options USD/CAD calls	US$43	2022–2024	$1.21 – $1.47	Quoted bid prices in the active market.
Level 2 fair value hierarchy:				
Equity derivative contracts	C$21.3	2022–2025	$10.55	Discounted cash flows – Future cash flows are estimated based on the share price.
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts	143.1 USG(i)	2022–2025	$0.72 – $2.46	Quoted bid prices for similar products in an active market.
Level 3 fair value hierarchy:				
Contingent consideration	C$100(ii)	2022–2026		Weighted average EBITDA outcomes based on scenarios using current and future earnings assumptions such as foreign exchange rates, average price assumptions and forecasted demand.

(i) *Millions of United States gallons (“USG”) purchased.*

(ii) *Maximum adjustment including 6% interest.*

Superior’s realized and unrealized financial instrument gains (losses) for the three months ended March 31, 2022 and 2021 are as follows:

	Three Months Ended March 31					
	2022			2021		
Description	**Realized Gain**	**Unrealized Gain (Loss)**	**Total**	Realized Gain	Unrealized Gain (Loss)	Total
Foreign currency forward contracts – net sale foreign currency options, USD/CAD calls	**1.5**	**3.4**	**4.9**	5.5	(0.4)	5.1
Equity derivative contracts	**–**	**(2.9)**	**(2.9)**	–	2.8	2.8
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts	**34.8**	**2.4**	**37.2**	20.7	1.6	22.3
Total gains on financial and non-financial derivatives	**36.3**	**2.9**	**39.2**	26.2	4.0	30.2
Foreign exchange loss on contingent consideration	**–**	**(0.4)**	**(0.4)**	–	–	–
Foreign exchange gain (loss) on U.S. dollar debt and lease liabilities	**–**	**7.9**	**7.9**	20.0	(14.2)	5.8
Total gains (losses)	**36.3**	**10.4**	**46.7**	46.2	(10.2)	36.0

The following summarizes Superior’s classification and measurement of financial assets and liabilities:

	Classification	Measurement
Financial assets		
Cash and cash equivalents	Loans and receivables	Amortized cost
Trade and other receivables	Loans and receivables	Amortized cost
Derivative assets, including contingent consideration	FVTPL	Fair Value
Notes and finance lease receivable	Loans and receivables	Amortized cost
Financial liabilities		
Trade and other payables	Other liabilities	Amortized cost
Dividends payable	Other liabilities	Amortized cost
Borrowings	Other liabilities	Amortized cost
Derivative liabilities, including contingent consideration	FVTPL	Fair Value

The fair value of cash and cash equivalents, trade and other receivables, trade and other payables, dividends payable and revolving term bank credit facilities correspond to the respective carrying amounts due to their short-term nature and/or the interest rate on the asset is commensurate with market interest rates for the type of asset with similar duration and credit risk. The fair value of senior unsecured notes disclosed in Note 11 are determined by quoted market prices (Level 2 fair value hierarchy). The fair value of the note receivable is approximately $126.4 million based on changes in market interest rates commensurate with this type of asset with a similar duration and credit risk. This estimate is subject to change and will be updated as new information becomes available (Level 3 fair value hierarchy).

Offsetting of Financial Instruments

Financial assets and liabilities are offset and the net amount reported on the consolidated balance sheets when Superior currently has a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. In the normal course of business, Superior enters into various master netting agreements or other similar arrangements that do not meet the criteria for offsetting, but do, however, still allow for the related amount to be set off in certain circumstances, such as bankruptcy or the termination of contracts. As at March 31, 2022 and 2021, Superior has not recorded any amount against other current and non-current financial liabilities.

Financial Instruments – Risk Management

Market Risk
Financial derivatives and non-financial derivatives are used by Superior to manage its exposure to fluctuations in foreign currency exchange rates, interest rates and commodity prices. Superior assesses the inherent risks of these instruments by grouping financial and non-financial derivatives according to the exposures these instruments mitigate. Superior's policy is not to use financial derivative or non-financial derivative instruments for speculative purposes. Superior does not formally designate its derivatives as hedges and, as a result, Superior does not apply hedge accounting and is required to designate its financial derivatives and non-financial derivatives as held for trading.

Energy Distribution enters into various propane forward purchase and sale agreements to manage the economic exposure of its wholesale customer supply contracts. Energy Distribution monitors its fixed-price propane positions on a daily basis to monitor compliance with established risk management policies. Energy Distribution maintains a substantially balanced fixed-price propane position in relation to its wholesale customer supply commitments.

Superior, on behalf of its operating divisions, enters into foreign currency forward contracts to manage the economic exposure of its operations to movements in foreign currency exchange rates. Energy Distribution contracts a portion of its fixed-price natural gas, and propane purchases and sales in U.S. dollars and enters into forward U.S.-dollar purchase contracts to create an effective Canadian-dollar fixed-price purchase cost. Superior enters into U.S.-dollar forward sales contracts on an ongoing basis to mitigate the impact of foreign exchange fluctuations on sales margins on production from its Canadian plants that is sold in U.S. dollars. Interest expense on Superior's U.S.-dollar debt is also used to mitigate the impact of foreign exchange fluctuations.

Superior manages its overall liquidity risk in relation to its general funding requirements by utilizing a mix of short-term and long-term debt instruments. Superior reviews its mix of short-term and long-term debt instruments on an ongoing basis to ensure it is able to meet its liquidity requirements.

Credit Risk
Superior utilizes a variety of counterparties in relation to its financial derivative and non-financial derivative instruments in order to mitigate its counterparty risk. Superior assesses the creditworthiness of its significant counterparties at the inception and throughout the term of a contract. Superior is also exposed to customer credit risk. Energy Distribution deals with a large number of small customers, thereby reducing this risk. Energy Distribution actively monitors the creditworthiness of its commercial customers. Overall, Superior's credit quality is enhanced by its portfolio of customers, which is diversified across geographical (primarily Canada and the U.S.) and end-use (primarily commercial, residential and industrial) markets.

Allowances for doubtful accounts and past due receivables are reviewed by Superior as at each consolidated balance sheet date. Superior updates its estimate of the allowance for doubtful accounts based on the evaluation of the recoverability of trade and other receivables with each customer, considering historical collection trends of past due accounts, current economic conditions and future forecasts. Trade and other receivables are written off once it is determined they are uncollectible.

As part of the material terms of the divestiture disclosed in Note 4, a Vendor Note of $125 million was issued by the buyer. Its principal amount and accrued and unpaid interest are due October 2026. The collectability of the amounts owed to Superior is subject to the going concern of the buyer. As at March 31, 2022, Superior does not have any concerns about the financial strength of the buyer. Superior will continuously monitor the credit risk associated with this Vendor Note.

Based on the valuation as at March 31, 2022, Superior has estimated a liability of $2.4 million (2021 – $2.0 million) related to this contingent consideration. The fair value has been calculated based on an estimate of the EBITDA during the thirty-six-months subsequent to the divestiture. If Superior's EBITDA assumptions used to value the contingent consideration were increased by 5% or decreased by 5% the fair value would increase by approximately $3.4 million (three months ended March 31, 2021 – $nil million) and decrease by approximately $6.3 million (three months ended March 31, 2021 – $nil million), respectively. This estimate is subject to change and will be updated as new information becomes available.

Liquidity Risk
Liquidity risk is the risk that Superior cannot meet a demand for cash or fund an obligation as it comes due. Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price.

To ensure it is able to react to contingencies and investment opportunities quickly, Superior maintains sources of liquidity at the corporate and subsidiary levels. The main sources of liquidity are cash and other financial assets, the undrawn committed revolving term bank credit facility, equity markets and debenture markets.

Superior is subject to the risks associated with debt financing, including the ability to refinance indebtedness at maturity. Superior believes these risks are mitigated through the use of long-term debt secured by high quality assets, maintaining debt levels that in management's opinion are appropriate, and by diversifying maturities over an extended period. Superior also seeks to include in its agreements terms that protect it from liquidity issues of counterparties that might otherwise affect liquidity.

Equity Price Risk
Equity price risk is the risk of volatility in earnings as a result of volatility in Superior's share price. Superior has equity price risk exposure to shares that it issues under various forms of share-based compensation programs, which affect earnings when outstanding units are revalued at the end of each reporting period. Superior uses equity derivatives to manage volatility derived from its share-based compensation program.

As at March 31, 2022, Superior estimates that a 10% increase in its share price would have resulted in a $2.2 million increase in earnings due to the revaluation of equity derivative contracts.

Superior's contractual obligations associated with its financial liabilities are as follows:

	April 1 to March 31,							
	2022 - 2023	**2023 - 2024**	**2024 - 2025**	**2025 - 2026**	**2026 - 2027**	**2027 - 2028**	**Thereafter**	**Total**
Borrowings before deferred financing fees and discounts	20.9	15.0	10.5	6.4	425.1	0.8	1,250.3	1,729.0
Lease liabilities	47.2	35.3	32.1	20.1	15.6	7.7	42.7	200.7
Non-cancellable, low-value, short-term leases and leases with variable lease payments	3.8	1.1	0.4	–	–	–	–	5.3
USD-foreign currency forward sales contracts	149.6	78.0	30.0	9.0	6.0	–	–	272.6
USD/CAD call options[i]	7.0	9.0	27.0	–	–	–	–	43.0
Equity derivative contracts	13.9	4.2	1.8	1.4	–	–	–	21.3
Propane, WTI, butane, heating oil and diesel wholesale purchase and sale contracts – Energy Distribution	99.2	5.8	0.3	–	–	–	–	105.3

[i] *USD/CAD call options expire in December 2023 and 2024 with strikes ranging from 1.28 to 1.47.*

Superior's contractual obligations are considered normal-course operating commitments and do not include the impact of mark-to-market fair values on financial and non-financial derivatives. Superior expects to fund these obligations through a combination of cash flows from operations, proceeds on revolving term bank credit facilities and proceeds on the issuance of share capital. Superior's financial instruments' sensitivities are consistent as at March 31, 2022 and 2021.

14. INCOME TAXES

Consistent with prior periods, Superior recognizes a provision for income taxes for its subsidiaries that are subject to current and deferred income taxes, including Canadian, U.S. income taxes, Hungary and Luxembourg income taxes.

Total income tax expense, composed of current income taxes and deferred income taxes for the three months ended March 31, 2022, was $1.7 million and $44.4 million, respectively, compared to $4.3 million and $22.1 million in the comparative periods. For the three months ended March 31, 2022, deferred income tax expense, recorded within net earnings from continuing operations was $44.4 million, with a corresponding total net deferred income tax liability of $167.2 million as at March 31, 2022 (December 31, 2021 – $90.9 million net deferred income tax liability). Tax balances as at March 31, 2021 exclude deferred tax assets and liabilities associated with the Specialty Chemicals business, see Note 4.

15. TOTAL EQUITY

Superior is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares.

Common Shares

The holders of common shares are entitled to dividends if, as and when, declared by the Board of Directors; to one vote per share at shareholders' meetings; and upon liquidation, dissolution or winding up of Superior to receive pro rata the remaining property and assets of Superior, subject to the rights of any shares having priority over the common shares, of which the preferred shares of Superior Plus US Holdings are outstanding. See preferred shares issued by a subsidiary further below.

	Issued Number of Common Shares (Millions)	Total Capital Attributable to Common Shareholders	Equity Attributable to Common Shareholders
As at December 31, 2021	176.0	2,350.3	983.6
Net earnings for the year	–	–	**135.1**
Other comprehensive loss	–	–	**(14.4)**
Dividends declared to common shareholders	–	–	**(31.7)**
As at March 31, 2022	**176.0**	**2,350.3**	**1,072.6**

Preferred Shares of Superior Plus US Holdings (the "Preferred Shares")

The Preferred Shares issued by Superior's subsidiary entitle the holders to a cumulative dividend of 7.25% per annum through to the end of Superior's second fiscal quarter in 2027. If dividends are paid on the common shares, Superior is required to pay the dividend in cash on the Preferred Shares, otherwise, the Preferred Share dividends can be paid or accrued at Superior's option. In the event that Superior declares a dividend on its common shares in excess of $0.06 per month, the holders of the Preferred Shares shall be entitled to an equivalent amount. Superior has the option to redeem all, but not less than all, the Preferred Shares at a date that is seven years after the issue date with not less than 30 days prior written notice to the holders of the Preferred Shares. The preferred shares can be redeemed at US$1,000 per share plus accrued and unpaid dividends. If Superior does not redeem the Preferred Shares, the dividend rate increases by 0.75% per annum for the next four years to a maximum of 10.25%. If the dividends are not paid in cash, the cumulative dividend increases by 1.0% per annum to a maximum of 14.25%.

The Preferred Shares may be exchanged, at the holder's option, into 30 million common shares of Superior ("Common Shares") or at Superior's option, on or after the third anniversary of the issue date if the volume-weighted average price of Superior's Common Shares during the then preceding 30 consecutive trading day period, converted to U.S. dollars at the applicable exchange rate, must be greater than 145% of the exchange price. On an as-exchanged basis, the investment currently represents approximately 15% of the diluted outstanding Common Shares. The exchange price of the Preferred Shares will be subject to adjustment from time to time in accordance with the terms of the Preferred Shares. These potential adjustments relate primarily to accrued and unpaid dividends, increased or additional dividends to common shareholders, in instances where there is a share split, share consolidation or a reorganization, the participation rate on the dividend reinvestment plan is greater than 35% and if Common Shares are issued below market value.

Holders of Preferred Shares will be entitled to vote on an as-exchanged basis for all matters on which holders of Superior's Common Shares vote, and to the greatest extent possible, will vote with the holders of Common Shares as a single class.

In the event of any liquidation, winding up or dissolution of Superior, the holders of Preferred Shares are entitled to receive prior, and in preference to, any distribution to the holders of Common Shares, an amount equal to the greater of a liquidation rate per share of US$1,400 plus accrued and unpaid dividends or the amount receivable had the preferred shares been converted to Common Shares immediately prior to the liquidation event. In the event that upon liquidation or dissolution, the assets and funds of Superior are insufficient to permit the payment to the holders of Preferred Shares of the full preferential amounts, then the entire assets and funds of Superior legally available for distribution are to be distributed ratably among the holders of Preferred Shares in proportion to the full preferential amount each is otherwise entitled to receive. After the distributions described above have been paid in full, the remaining assets of Superior available for distribution shall be distributed pro-rata to the holder of Common Shares.

Dividends declared to preferred shareholders for the three months ended March 31, 2022 were US$4.7 million (C$5.9 million) or US$18.1 (C$22.7) per preferred share (three months ended March 31, 2021 - US$4.7 million (C$5.9 million) or US$18.1 (C$22.7) per preferred share).

NCI	**Issued Number of Preferred Shares (Millions)**	**Equity Attributable to NCI**
As at December 31, 2021	0.3	328.6
Net earnings for the year	–	**5.9**
Other comprehensive loss, allocated to non-controlling interest	–	**(3.5)**
Dividends to preferred shareholders	–	**(5.9)**
As at March 31, 2022	**0.3**	**325.1**

16. SUPPLEMENTAL DISCLOSURE OF UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF NET EARNINGS

	Three Months Ended March 31	
	2022	2021
Revenue		
Revenue from products[iii]	**1,148.1**	821.2
Revenue from the rendering of services	**16.2**	13.8
Tank and equipment rental	**6.1**	4.5
	1,170.4	839.5
Cost of sales		
Cost of products and services[i]	**(775.1)**	(488.8)
Low value, short-term and variable lease payments	**(1.4)**	(1.6)
	(776.5)	(490.4)
Selling, distribution and administrative costs		
Other selling, distribution and administrative costs	**(47.8)**	(36.8)
Restructuring, transaction and other costs	**(7.1)**	(9.4)
Employee costs[ii]	**(104.2)**	(105.3)
Vehicle operating costs	**(24.0)**	(19.0)
Facilities maintenance expense	**(2.7)**	(2.1)
Depreciation of right-of-use assets	**(8.0)**	(7.1)
Depreciation included in selling, distribution and administrative costs	**(24.8)**	(25.8)
Amortization of intangible assets	**(18.8)**	(15.6)
Low value, short-term and variable lease payments	**(0.7)**	(0.5)
Gain on disposal of assets	**1.0**	0.6
Realized loss on the translation of U.S.- denominated net working capital	**(0.4)**	–
	(237.5)	(221.0)
Finance expense		
Interest on borrowings	**(14.5)**	(20.2)
Interest earned on Vendor Note	**1.9**	–
Interest on lease liability	**(1.8)**	(1.8)
Premium and other losses on redemption of senior unsecured notes	**–**	(32.7)
Unwinding of discount on decommissioning liabilities and non-cash financing expenses	**(1.6)**	(7.6)
	(16.0)	(62.3)
Gains on derivatives and foreign currency translation of borrowings		
Realized gain on financial and non-financial derivatives and foreign currency	**36.3**	46.2
Unrealized gain (loss) on financial and non-financial derivatives and foreign currency translation	**10.4**	(10.2)
	46.7	36.0
Earnings before income taxes	**187.1**	101.8
Income tax expense		
Current income tax expense	**(1.7)**	(4.3)
Deferred income tax expense	**(44.4)**	(22.1)
	(46.1)	(26.4)
Net earnings from continuing operations	**141.0**	75.4

(i) During three months ended March 31, 2022, the cost of products and services includes inventory write-down of $1.0 million (three months ended March 31, 2021 - $1.0 million).
(ii) Expense is shown net of the CEWS subsidy, see Note 17.
(iii) Included in revenue from products are the sale of carbon credit of $1.7 million during the three months ended March 31, 2022 (three months ended March 31, 2021 - $4.3 million).

17. GOVERNMENT GRANT

In response to COVID-19, the Government of Canada implemented the Canadian Emergency Wage Subsidy program. The CEWS program offers qualifying organizations government assistance in the form of a payroll subsidy to offset the cost of employees. The payroll subsidy was recognized as an offset to salary expense. For the three months ended March 31, 2022, Superior recorded $2.2 million (March 31, 2021 – $5.2 million) as a reduction to selling, distribution and administration costs and $nil million related to discontinued operations for the three months ended March 31, 2022 (March 31, 2021 – $1.4 million).

There are no unfulfilled conditions attached to this government assistance.

18. NET EARNINGS PER SHARE, BASIC AND DILUTED

	Three Months Ended March 31	
Net earnings per share from continuing operations	**2022**	2021
Basic		
Net earnings from continuing operations attributable to common shareholders	**135.1**	69.5
Dividends declared to common shareholders	**31.7**	31.7
Excess earnings allocated to common shareholders	**88.3**	32.1
Total earnings allocated to common shareholders	**120.0**	63.8
Weighted average shares outstanding (millions) – basic	**176.0**	176.0
Net earnings from continuing operations per share attributable to common shareholders	**$0.68**	$0.36
Diluted		
Net earnings from continuing operations attributable to common shareholders assuming preferred shares convert	**141.0**	75.4
Weighted average common shares outstanding (millions) assuming preferred shares convert	**206.0**	206.0
	$0.68	$0.37
Net earnings per share from continuing operations attributable to common shareholders	**$0.68**	$0.36

Net earnings per share from discontinued operations	Three Months Ended March 31 2022	2021
Basic		
Net earnings attributable to common shareholders	–	8.7
Weighted average shares outstanding (millions) – basic	–	176.0
Net earnings per share from discontinued operations attributable to common shareholders	**$–**	$0.05
Diluted		
Net earnings attributable to common shareholders for the year	–	8.7
Weighted average common shares outstanding (millions) assuming preferred shares convert	–	206.0
	$–	$0.04
Net earnings per share from discontinued operations attributable to common shareholders	**$–**	$0.04

Net earnings per share	Three Months Ended March 31 2022	2021
Basic		
Net earnings attributable to common shareholders	**135.1**	78.2
Dividends declared to common shareholders	**31.7**	31.7
Excess earnings allocated to common shareholders	**88.3**	39.7
Total earnings allocated to common shareholders	**120.0**	71.4
Weighted average shares outstanding (millions) – basic	**176.0**	176.0
Net earnings per share attributable to common shareholders	**$0.68**	$0.41
Diluted		
Net earnings attributable to common shareholders	**141.0**	84.1
Weighted average common shares outstanding (millions) assuming preferred shares convert	**206.0**	206.0
	$0.68	$0.41
Net earnings per share attributable to common shareholders	**$0.68**	$0.41

Superior uses the two-class method to compute net earnings per common share attributable to common shareholders because Superior's preferred shares are participating equity securities. For the purpose of computing earnings per share the preferred shares are considered participating because they contractually entitle the holders to participate in dividends with ordinary shares according to a predetermined formula (Note 15). The two-class method requires earnings for the period to be allocated between common shares and preferred shares based upon their respective rights to receive distributed and undistributed earnings.

Under the two-class method, the basic and diluted earnings per share are computed as follows:

a) earnings or loss attributable to Superior's common shareholders is adjusted (earnings reduced and a loss increased) by the amount of dividends declared in the period for each class of shares and by the contractual amount of dividends that must be paid for the period.

b) the remaining earnings or loss is allocated to Superior's common shares and participating equity instruments to the extent that each instrument shares in earnings as if all of the earnings or loss for the period had been distributed. The total earnings or loss allocated to each class of equity instrument is determined by adding together the amount allocated for dividends and the amount allocated for a participation feature.

c) the total amount of earnings or loss allocated to each class of equity instrument is divided by the weighted-average number of outstanding instruments (and dilutive potential common shares for diluted earnings per share) to which the earnings are allocated to determine the earnings per share for the instrument.

No such adjustment to earnings is made during periods with a net loss, as the holders of the preferred shares have no obligation to fund losses. The two-class equity method is performed on each period presented in reference to that period's earnings or loss. Consequently, the sum of the four quarters' earnings per share data will not necessarily equal the annual earnings per share data.

19. DISAGGREGATION OF REVENUE

Revenue is disaggregated by primary geographical market, type of customer and major product and services lines.

Three Months Ended March 31, 2022				**Propane Distribution**
	Canada	**U.S.**	**Inter-segment**	**Total**
Revenue from sale of products	**391.8**	**769.0**	**(12.7)**	**1,148.1**
Revenue from services	**4.2**	**12.0**	**–**	**16.2**
Tank and equipment rental	**1.4**	**4.7**	**–**	**6.1**
Total revenue	**397.4**	**785.7**	**(12.7)**	**1,170.4**

Three Months Ended March 31, 2021				Propane Distribution
	Canada	U.S.	Inter-segment	Total
Revenue from sale of products	281.4	550.4	(10.6)	821.2
Revenue from services	4.3	9.5	–	13.8
Tank and equipment rental	1.5	3.0	–	4.5
Total revenue	287.2	562.9	(10.6)	839.5

20. SUPPLEMENTAL DISCLOSURE OF NON-CASH OPERATING WORKING CAPITAL CHANGES

	Three Months Ended March 31	
	2022	2021
Changes in non-cash operating working capital and other		
Trade and other receivables, and prepaids and deposits	**(34.5)**	(5.3)
Inventories	**16.6**	12.9
Trade and other payables and other liabilities	**(74.1)**	(50.3)
	(92.0)	(42.7)

21. REPORTABLE SEGMENT INFORMATION

Superior operates two continuing operating segments: Canadian Propane Distribution and U.S. Propane Distribution. The Canadian Propane Distribution segment includes the Canadian retail business and wholesale business with operations in Canada and California. The U.S. Propane Distribution segment distributes propane gas and liquid fuels along the Eastern U.S., and into the Midwest and California.

Superior's Chief Operating Decision Maker, the President, reviews the operating results, assesses performance, and makes capital allocation decisions with respect to the Canadian Propane Distribution, U.S. Propane Distribution and the corporate office. Therefore, Superior has presented these as operating segments for financial reporting purposes in accordance with IFRS 8, *Operating Segments*.

Three Months Ended March 31, 2022	**U.S. Propane Distribution**	**Canadian Propane Distribution**	**Corporate**	**Total Segments**	**Inter–segment**	**Consolidated**
Revenue						
External customers	**633.6**	**536.8**	**–**	**1,170.4**	**–**	**1,170.4**
Inter-segment[(i)]	**–**	**12.7**	**–**	**12.7**	**(12.7)**	**–**
Total revenue	**633.6**	**549.5**	**–**	**1,183.1**	**(12.7)**	**1,170.4**
Cost of sales (includes products and services)[(i)]	**(373.2)**	**(403.3)**	**–**	**(776.5)**	**–**	**(776.5)**
Inter-segment[(i)]	**(12.7)**	**–**	**–**	**(12.7)**	**12.7**	**–**
Gross profit	**247.7**	**146.2**	**–**	**393.9**	**–**	**393.9**
Expenses						
Depreciation included in selling, distribution and administrative costs	**(15.0)**	**(9.8)**	**–**	**(24.8)**	**–**	**(24.8)**
Depreciation of right-of-use assets included in selling, distribution and administrative costs	**(4.4)**	**(3.5)**	**(0.1)**	**(8.0)**	**–**	**(8.0)**
Amortization of intangible assets included in selling, distribution and administrative costs	**(13.5)**	**(5.2)**	**(0.1)**	**(18.8)**	**–**	**(18.8)**
Selling, distribution and administrative costs	**(116.1)**	**(64.1)**	**(5.7)**	**(185.9)**	**–**	**(185.9)**
Finance expense	**(1.3)**	**(0.9)**	**(13.8)**	**(16.0)**		**(16.0)**
Gains on derivatives and foreign currency translation of borrowings	**30.8**	**6.4**	**9.5**	**46.7**	**–**	**46.7**
	(119.5)	**(77.1)**	**(10.2)**	**(206.8)**	**–**	**(206.8)**
Earnings (loss) before income taxes	**128.2**	**69.1**	**(10.2)**	**187.1**	**–**	**187.1**
Income tax expense	**–**	**–**	**(46.1)**	**(46.1)**	**–**	**(46.1)**
Net earnings (loss) from continuing operations	**128.2**	**69.1**	**(56.3)**	**141.0**	**–**	**141.0**

(i) *Inter–segment revenues and cost of sales are eliminated upon consolidation and reflected in the "inter–segment" column.*

Three Months Ended March 31, 2021	U.S. Propane Distribution	Canadian Propane Distribution	Corporate	Total Segments	Inter–segment	Consolidated
Revenue						
External customers	454.4	385.1	–	839.5	–	839.5
Inter-segment(i)	–	10.6	–	10.6	(10.6)	–
Total revenue	454.4	395.7	–	850.1	(10.6)	839.5
Cost of sales (includes products and services)(i)	(227.8)	(262.6)	–	(490.4)	–	(490.4)
Inter-segment(i)	(10.6)	–	–	(10.6)	10.6	–
Gross profit	216.0	133.1	–	349.1	–	349.1
Expenses						
Depreciation included in selling, distribution and administrative costs	(16.5)	(9.3)	–	(25.8)	–	(25.8)
Depreciation of right-of-use assets included in selling, distribution and administrative costs	(3.7)	(3.4)	–	(7.1)	–	(7.1)
Amortization of intangible assets included in selling, distribution and administrative costs	(10.4)	(5.1)	(0.1)	(15.6)	–	(15.6)
Selling, distribution and administrative costs	(96.6)	(62.5)	(13.4)	(172.5)	–	(172.5)
Finance expense	(1.2)	(0.9)	(60.2)	(62.3)	–	(62.3)
Gains on derivatives and foreign currency translation of borrowings	18.7	3.6	13.7	36.0	–	36.0
	(109.7)	(77.6)	(60.0)	(247.3)	–	(247.3)
Earnings (loss) before income	106.3	55.5	(60.0)	101.8	–	101.8
Income tax expense	–	–	(26.4)	(26.4)	–	(26.4)
Net earnings (loss) from continuing operations	106.3	55.5	(86.4)	75.4	–	75.4

(i) *Inter–segment revenues and cost of sales are eliminated upon consolidation and reflected in the "inter–segment" column.*

Net Working Capital, Total Assets, Total Liabilities and Purchase of Property, Plant and Equipment

	U.S. Propane Distribution	Canadian Propane Distribution	Specialty Chemicals[ii]	Corporate	Total
As at March 31, 2022					
Net working capital[i]	**101.5**	**82.7**	**–**	**(22.3)**	**161.9**
Total assets	**2,828.3**	**906.5**	**–**	**236.8**	**3,971.6**
Total liabilities	**558.9**	**288.8**	**–**	**1,726.2**	**2,573.9**
As at December 31, 2021					
Net working capital[i]	(14.3)	73.8	–	(49.4)	10.1
Total assets[ii]	2,152.1	1,211.8	–	198.2	3,562.1
Total liabilities[ii]	488.9	307.6	–	1,453.4	2,249.9
For the three months ended March 31, 2022					
Purchase of property, plant and equipment and intangible assets	**8.2**	**7.0**	**–**	**–**	**15.2**
For the three months ended March 31, 2021					
Purchase of property, plant and equipment and intangible assets	8.7	6.9	7.4	–	23.0

(i) Net working capital is composed of trade and other receivables, prepaids and deposits, and inventories, less trade and other payables, contract liabilities and dividends payable.
(ii) The Specialty Chemicals segment has been shown as discontinued operations as of March 31, 2021, see Note 4.
(iii) Restated, see Note 2(b)

22. GEOGRAPHICAL INFORMATION

	U.S.	Canada	Other	Total Consolidated
Revenue for the three months ended March 31, 2022	**785.6**	**384.8**	**–**	**1,170.4**
Property, plant and equipment as at March 31, 2022	**596.2**	**338.6**	**–**	**934.8**
Right-of-use assets as at March 31, 2022	**128.6**	**69.1**	**–**	**197.7**
Intangible assets as at March 31, 2022	**392.8**	**124.8**	**–**	**517.6**
Goodwill as at March 31, 2022	**1,142.9**	**334.4**	**–**	**1,477.3**
Total assets as at March 31, 2022	**2,652.8**	**1,296.9**	**21.9**	**3,971.6**
Revenue for the three months ended March 31, 2021	562.9	276.6	–	839.5
Property, plant and equipment as at December 31, 2021	557.5	336.3	–	893.8
Right-of-use assets as at December 31, 2021	108.7	75.6	–	184.3
Intangible assets as at December 31, 2021[i]	312.4	128.9	–	441.3
Goodwill as at December 31, 2021[i]	986.5	334.4	–	1,320.9
Total assets as at December 31, 2021[i]	2,269.0	1,271.4	21.7	3,562.1

(i) Restated, see Note 2(b).

23. SUBSEQUENT EVENTS

On March 28, 2022, Superior entered into an agreement to acquire the retail propane distribution and refined fuels assets of Quarles Petroleum Inc. for an aggregate purchase price of approximately US$145 million (C$180 million) before adjustments for working capital. Superior made an advance payment of US$8.1 million (C$10.1 million) that was included in prepaids and deposits. This transaction is subject to customary regulatory and commercial closing conditions and is anticipated to close by June 30, 2022.

On April 1, 2022, Superior acquired the assets of Heartland Industries for an aggregate purchase price of approximately US$7.1 million (C$8.9 million) before adjustments for working capital.

On April 6, 2022, Superior closed its previously announced bought deal equity offering of 25,670,300 common shares ("Shares") at a price of $11.20 per Share (the "Offering Price"), for aggregate gross proceeds of approximately $288 million (the "Offering"). The Offering included 3,348,300 Shares issued pursuant to the exercise in full by the underwriters of their over-allotment option. The Offering was sold on a bought deal basis to a syndicate of underwriters and was made under Superior's short form base shelf prospectus dated May 25, 2021. The terms of the Offering are described in a prospectus supplement dated March 30, 2022, which was filed with securities regulators in each of the provinces and territories of Canada.

Superior used the net proceeds of the Offering to reduce existing indebtedness under the revolving credit facility.