SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of May 2021

TC Energy Corporation
(Commission File No. 1-31690)

TransCanada PipeLines Limited
(Commission File No. 1-8887)

(Translation of Registrants' Names into English)

450 - 1 Street S.W., Calgary, Alberta, T2P 5H1, Canada
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F o Form 40-F ☑

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

Exhibits 13.1 and 13.2 to this report, furnished on Form 6-K, shall be incorporated by reference into each of the following Registration Statements under the Securities Act of 1933, as amended: Form S-8 (File Nos. 333-5916, 333-8470, 333-9130, 333-151736, 333-184074, 333-227114 and 333-237979), Form F-3 (File Nos. 33-13564 and 333-6132), Form F-4 (File No. 333-252004) and Form F-10 (File Nos. 333-151781, 333-161929, 333-208585, 333-235546, 333-250988, 333-252123 and 333-253333).

Exhibits 31.1, 31.2, 32.1, 32.2 and 99.1 to this report, furnished on Form 6-K, are furnished, not filed, and will not be incorporated by reference into any registration statement filed by the registrants under the Securities Act of 1933, as amended.

Explanatory Note

TransCanada PipeLines Limited ("TransCanada PipeLines") is a wholly owned subsidiary of TC Energy Corporation ("TC Energy"). TransCanada PipeLines is relying on the continuous disclosure documents filed by TC Energy pursuant to an exemption from the requirements of National Instrument 51-102 - Continuous Disclosure Obligations and as provided in the decision of the Alberta Securities Commission and Ontario Securities Commission in *Re TransCanada Corporation, 2019 ABASC 1*, issued on January 3, 2019. Consistent with the exemptive relief, information contained in this Form 6-K is that provided by TC Energy.

EXHIBIT INDEX

13.1	Management’s Discussion and Analysis of Financial Condition and Results of Operations of TC Energy Corporation as at and for the period ended March 31, 2021.
13.2	Consolidated comparative interim unaudited financial statements of TC Energy Corporation for the period ended March 31, 2021 (included in TC Energy Corporation's First Quarter 2021 Quarterly Report to Shareholders).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	A copy of the registrant's news release of May 7, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 7, 2021

TC ENERGY CORPORATION
TRANSCANADA PIPELINES LIMITED

By: /s/ Donald R. Marchand
Donald R. Marchand
Executive Vice-President, Strategy & Corporate Development and Chief Financial Officer

By: G. Glenn Menuz
G. Glenn Menuz
Vice-President and Controller

Quarterly report to shareholders

First quarter 2021

Financial highlights

(millions of $, except per share amounts)	three months ended March 31 2021	2020
Income		
Revenues	**3,381**	3,418
Net (loss)/income attributable to common shares	**(1,057)**	1,148
per common share – basic and diluted	**($1.11)**	$1.22
Comparable EBITDA	**2,492**	2,535
Comparable earnings	**1,108**	1,109
per common share	**$1.16**	$1.18
Cash flows		
Net cash provided by operations	**1,666**	1,723
Comparable funds generated from operations	**2,023**	2,094
Capital spending[1]	**1,885**	2,269
Dividends declared		
Per common share	**$0.87**	$0.81
Basic common shares outstanding (millions)		
– weighted average for the period	**953**	939
– issued and outstanding at end of period	**979**	940

1 Includes capacity capital expenditures, maintenance capital expenditures, capital projects in development and contributions to equity investments.

Management's discussion and analysis

May 6, 2021

This management's discussion and analysis (MD&A) contains information to help the reader make investment decisions about TC Energy Corporation (TC Energy). It discusses our business, operations, financial position, risks and other factors for the three months ended March 31, 2021, and should be read with the accompanying unaudited Condensed consolidated financial statements for the three months ended March 31, 2021, which have been prepared in accordance with U.S. GAAP.

This MD&A should also be read in conjunction with our December 31, 2020 audited Consolidated financial statements and notes and the MD&A in our 2020 Annual Report. Capitalized abbreviated terms that are used but not otherwise defined herein are defined in our 2020 Annual Report. Certain comparative figures have been adjusted to reflect the current period's presentation.

FORWARD-LOOKING INFORMATION

We disclose forward-looking information to help the reader understand management's assessment of our future plans and financial outlook, and our future prospects overall.

Statements that are **forward-looking** are based on certain assumptions and on what we know and expect today and generally include words like **anticipate, expect, believe, may, will, should, estimate** or other similar words.

Forward-looking statements in this MD&A include information about the following, among other things:
- our financial and operational performance, including the performance of our subsidiaries
- expectations about strategies and goals for growth and expansion
- expected cash flows and future financing options available, including portfolio management
- expected dividend growth
- expected access to and cost of capital
- expected costs and schedules for planned projects, including projects under construction and in development
- expected capital expenditures, contractual obligations, commitments and contingent liabilities
- expected regulatory processes and outcomes
- expected outcomes with respect to legal proceedings, including arbitration and insurance claims
- the expected impact of future tax and accounting changes
- expected industry, market and economic conditions
- the expected impacts of COVID-19.

Forward-looking statements do not guarantee future performance. Actual events and results could be significantly different because of assumptions, risks or uncertainties related to our business or events that happen after the date of this MD&A.

Our forward-looking information is based on the following key assumptions, and subject to the following risks and uncertainties:

Assumptions

- regulatory decisions and outcomes
- planned and unplanned outages and the use of our pipeline, power and storage assets
- integrity and reliability of our assets
- anticipated construction costs, schedules and completion dates
- access to capital markets, including portfolio management
- expected industry, market and economic conditions
- inflation rates and commodity prices
- interest, tax and foreign exchange rates
- nature and scope of hedging
- expected impact of COVID-19.

Risks and uncertainties

- our ability to successfully implement our strategic priorities and whether they will yield the expected benefits
- our ability to implement a capital allocation strategy aligned with maximizing shareholder value
- the operating performance of our pipeline, power and storage assets
- amount of capacity sold and rates achieved in our pipeline businesses
- the amount of capacity payments and revenues from our power generation assets due to plant availability
- production levels within supply basins
- construction and completion of capital projects
- cost and availability of labour, equipment and materials
- the availability and market prices of commodities
- access to capital markets on competitive terms
- interest, tax and foreign exchange rates
- performance and credit risk of our counterparties
- regulatory decisions and outcomes of legal proceedings, including arbitration and insurance claims
- our ability to effectively anticipate and assess changes to government policies and regulations, including those related to the environment and COVID-19
- our ability to realize the value of tangible assets and contractual recoveries from impaired assets, including the Keystone XL pipeline project
- competition in the businesses in which we operate
- unexpected or unusual weather
- acts of civil disobedience
- cyber security and technological developments
- economic conditions in North America as well as globally
- global health crises, such as pandemics and epidemics, including COVID-19 and the unexpected impacts related thereto.

You can read more about these factors and others in this MD&A and in other reports we have filed with Canadian securities regulators and the SEC, including the MD&A in our 2020 Annual Report.

As actual results could vary significantly from the forward-looking information, you should not put undue reliance on forward-looking information and should not use future-oriented information or financial outlooks for anything other than their intended purpose. We do not update our forward-looking statements due to new information or future events, unless we are required to by law.

FOR MORE INFORMATION

You can find more information about TC Energy in our Annual Information Form (AIF) and other disclosure documents, which are available on SEDAR (www.sedar.com).

NON-GAAP MEASURES

This MD&A references the following non-GAAP measures:

- comparable EBITDA
- comparable EBIT
- comparable earnings
- comparable earnings per common share
- funds generated from operations
- comparable funds generated from operations.

These measures do not have any standardized meaning as prescribed by GAAP and therefore may not be comparable to similar measures presented by other entities.

Comparable measures

We calculate comparable measures by adjusting certain GAAP measures for specific items we believe are significant but not reflective of our underlying operations in the period. Except as otherwise described herein, these comparable measures are calculated on a consistent basis from period to period and are adjusted for specific items in each period, as applicable.

Our decision not to adjust for a specific item is subjective and made after careful consideration. Specific items may include:

- gains or losses on sales of assets or assets held for sale
- income tax refunds, valuation allowances and adjustments resulting from changes in legislation and enacted tax rates
- certain fair value adjustments relating to risk management activities
- legal, contractual and bankruptcy settlements
- impairment of goodwill, plant, property and equipment, investments and other assets
- acquisition and integration costs
- restructuring costs.

We exclude the unrealized gains and losses from changes in the fair value of derivatives used to reduce our exposure to certain financial and commodity price risks. These derivatives generally provide effective economic hedges but do not meet the criteria for hedge accounting. As a result, the changes in fair value are recorded in net income. As these amounts do not accurately reflect the gains and losses that will be realized at settlement, we do not consider them reflective of our underlying operations. We also exclude the unrealized foreign exchange gains and losses on the Loan receivable from affiliate as well as the corresponding proportionate share of Sur de Texas foreign exchange gains and losses, as these amounts do not accurately reflect the gains and losses that will be realized at settlement. These amounts offset within each reporting period, resulting in no impact on net income.

The following table identifies our non-GAAP measures against their most directly comparable GAAP measures.

Comparable measure	GAAP measure
comparable EBITDA	segmented earnings
comparable EBIT	segmented earnings
comparable earnings	net income attributable to common shares
comparable earnings per common share	net income per common share
comparable funds generated from operations	net cash provided by operations

Comparable EBITDA and comparable EBIT

Comparable EBITDA (comparable earnings before interest, taxes, depreciation and amortization) represents segmented earnings adjusted for certain specific items, excluding non-cash charges for depreciation and amortization. We use comparable EBITDA as a measure of our earnings from ongoing operations as it is a useful indicator of our performance and is also presented on a consolidated basis. Comparable EBIT (comparable earnings before interest and taxes) represents segmented earnings adjusted for specific items and is an effective tool for evaluating trends in each segment. Refer to each business segment section for a reconciliation to segmented earnings.

Comparable earnings and comparable earnings per common share

Comparable earnings represents earnings or losses attributable to common shareholders on a consolidated basis, adjusted for specific items. Comparable earnings is comprised of segmented earnings, Interest expense, AFUDC, Interest income and other, Income tax expense, Non-controlling interests and Preferred share dividends, adjusted for specific items. Refer to the Consolidated results section for reconciliations to Net income attributable to common shares and Net income per common share.

Funds generated from operations and comparable funds generated from operations

Funds generated from operations reflects net cash provided by operations before changes in operating working capital. We believe it is a useful measure of our consolidated operating cash flows because it excludes fluctuations from working capital balances, which do not necessarily reflect underlying operations in the same period, and is used to provide a consistent measure of the cash generating performance of our assets. Comparable funds generated from operations is adjusted for the cash impact of specific items noted above. Refer to the Financial condition section for a reconciliation to Net cash provided by operations.

Capital program

We are developing quality projects under our capital program. These long-life infrastructure assets are supported by long-term commercial arrangements with creditworthy counterparties and/or regulated business models and are expected to generate significant growth in earnings and cash flows.

Our capital program consists of approximately $20 billion of secured projects which include commercially supported, committed projects that are either under construction or are in or preparing to commence the permitting stage. An additional $7 billion of projects under development are commercially supported (except where noted) but have greater uncertainty with respect to timing and estimated project costs and are subject to certain key approvals.

Three years of maintenance capital expenditures for our businesses are included in the secured projects table. Maintenance capital expenditures on our regulated Canadian and U.S. natural gas pipelines are added to rate base on which we have the opportunity to earn a return and recover these expenditures through current or future tolls, which is similar to our capacity capital projects on these pipelines. Tolling arrangements in our liquids pipelines business provide for the recovery of maintenance capital expenditures.

In the three months ended March 31, 2021, we placed approximately $0.2 billion of capacity capital projects in service, mainly comprised of the remainder of BXP. In addition, approximately $0.3 billion of maintenance capital expenditures were incurred.

All projects are subject to cost and timing adjustments due to factors including weather, market conditions, route refinement, permitting conditions, scheduling and timing of regulatory permits, as well as the additional restrictions and uncertainty presented by the ongoing impact of COVID-19. Amounts included in the following tables exclude capitalized interest and AFUDC.

Secured projects

(billions of $)	Expected in-service date	Estimated project cost[1]	Carrying value at March 31, 2021
Canadian Natural Gas Pipelines			
Canadian Mainline	2021-2024	0.2	0.1
NGTL System[2]	2021	1.2	0.5
	2022	3.2	1.0
	2023	1.7	0.1
	2024+	0.5	—
Coastal GasLink[3]	2023	0.2	0.2
Regulated maintenance capital expenditures	2021-2023	2.0	0.1
U.S. Natural Gas Pipelines			
Other capacity capital	2021-2023	US 2.2	US 0.7
Regulated maintenance capital expenditures	2021-2023	US 2.1	US 0.1
Mexico Natural Gas Pipelines			
Villa de Reyes	2021	US 0.9	US 0.8
Tula[4]	—	US 0.8	US 0.6
Liquids Pipelines			
Other capacity capital	2022	US 0.1	—
Recoverable maintenance capital expenditures	2021-2023	0.1	—
Power and Storage			
Bruce Power – life extension[5]	2021-2024	2.6	1.4
Other			
Non-recoverable maintenance capital expenditures[6]	2021-2023	0.6	0.1
		18.4	**5.7**
Foreign exchange impact on secured projects[7]		**1.6**	**0.6**
Total secured projects (Cdn$)		**20.0**	**6.3**

1 Amounts reflect 100 per cent of costs related to wholly-owned assets as well as cash contributions to our joint venture investments.
2 Estimated project costs for 2022 and 2023 include $0.5 billion for the Foothills pipeline system related to the 2023 West Path Expansion Program.
3 The estimated project cost and carrying value represent our share of partner equity contributions to the project, with the expected in-service date and estimated project cost reflecting the last project update. Refer to the Recent developments – Canadian Natural Gas Pipelines section for additional information regarding the ongoing review of project cost and schedule.
4 Construction of the central segment of the Tula project has been delayed due to a lack of progress to successfully complete Indigenous consultation by the Secretary of Energy. Project completion is expected approximately two years after the consultation process is successfully concluded. The East Section of the Tula pipeline is available for interruptible transportation services.
5 Reflects our expected share of cash contributions for the Unit 6 MCR program costs, expected to be in service in 2023, and amounts to be invested under the Asset Management program through 2024.
6 Includes non-recoverable maintenance capital expenditures from all segments and is primarily comprised of our proportionate share of maintenance capital expenditures for Bruce Power and other Power and Storage assets.
7 Reflects U.S./Canada foreign exchange rate of 1.26 at March 31, 2021.

Projects under development

The costs provided in the table below reflect the most recent estimates for each project as filed with the various regulatory authorities or otherwise determined by management.

(billions of $)	Estimated project cost[1]	Carrying value at March 31, 2021
U.S. Natural Gas Pipelines		
Other capacity capital[2]	US 0.3	—
Liquids Pipelines		
Grand Rapids Phase 2[3]	0.7	—
Power and Storage		
Bruce Power – life extension[4]	5.9	0.2
	6.9	0.2
Foreign exchange impact on projects under development[5]	0.1	—
Total projects under development (Cdn$)	**7.0**	**0.2**

1 Amounts reflect our proportionate share of joint venture costs where applicable and 100 per cent of costs related to wholly-owned assets.
2 Includes projects subject to a positive customer FID.
3 Regulatory approvals have been obtained and additional commercial support is being pursued.
4 Reflects our proportionate share of MCR program costs for Units 3, 4, 5, 7 and 8, and the remaining Asset Management program costs beyond 2024.
5 Reflects U.S./Canada foreign exchange rate of 1.26 at March 31, 2021.

Consolidated results – first quarter 2021

(millions of $, except per share amounts)	three months ended March 31	
	2021	**2020**
Canadian Natural Gas Pipelines	**356**	291
U.S. Natural Gas Pipelines	**873**	838
Mexico Natural Gas Pipelines	**152**	239
Liquids Pipelines	**(2,508)**	411
Power and Storage	**163**	64
Corporate	**32**	301
Total segmented (losses)/earnings	**(932)**	2,144
Interest expense	**(570)**	(578)
Allowance for funds used during construction	**50**	82
Interest income and other	**62**	(527)
(Loss)/income before income taxes	**(1,390)**	1,121
Income tax recovery	**440**	164
Net (loss)/income	**(950)**	1,285
Net income attributable to non-controlling interests	**(69)**	(96)
Net (loss)/income attributable to controlling interests	**(1,019)**	1,189
Preferred share dividends	**(38)**	(41)
Net (loss)/income attributable to common shares	**(1,057)**	1,148
Net (loss)/income per common share – basic	**($1.11)**	$1.22

Net (loss)/income attributable to common shares decreased by $2.2 billion or $2.33 per common share for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to the $2.2 billion after-tax asset impairment of the Keystone XL pipeline project, net of expected contractual recoveries and other contractual and legal obligations, recorded through the income statement and also reflects the impact of common shares issued for the acquisition of TC PipeLines, LP in first quarter 2021.

The following specific items were recognized in Net (loss)/income attributable to common shares and were excluded from comparable earnings:

First quarter 2021
- an after-tax asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations, of $2.2 billion related to the formal suspension of the Keystone XL pipeline project following the January 20, 2021 revocation of the Presidential Permit. Refer to the Recent developments section for additional information.

The Keystone XL pipeline asset impairment charge does not reflect offsetting amounts with respect to the Government of Alberta's investment and guarantees which are expected to be recorded through the statement of equity in future periods and would serve to reduce our net financial exposure on the Keystone XL pipeline project. Refer to the Recent developments – Liquids Pipelines section for additional information.

First quarter 2020
- an income tax valuation allowance release of $281 million following our reassessment of deferred tax assets that are deemed more likely than not to be realized
- an incremental after-tax loss of $77 million related to the Ontario natural-gas fired power plant assets held for sale.

Net (loss)/income in both periods included unrealized gains and losses from changes in risk management activities which we exclude, along with the above noted items, to arrive at comparable earnings. A reconciliation of Net (loss)/income attributable to common shares to comparable earnings is shown in the following table.

RECONCILIATION OF NET (LOSS)/INCOME TO COMPARABLE EARNINGS

	three months ended March 31	
(millions of $, except per share amounts)	**2021**	**2020**
Net (loss)/income attributable to common shares	**(1,057)**	1,148
Specific items (net of tax):		
Keystone XL asset impairment charge and other	**2,192**	—
Income tax valuation allowance release	**—**	(281)
Loss on Ontario natural gas-fired power plant assets held for sale	**—**	77
Risk management activities[1]	**(27)**	165
Comparable earnings	**1,108**	1,109
Net (loss)/income per common share	**($1.11)**	$1.22
Specific items (net of tax):		
Keystone XL asset impairment charge and other	**2.30**	—
Income tax valuation allowance release	**—**	(0.30)
Loss on Ontario natural gas-fired power plant assets held for sale	**—**	0.08
Risk management activities	**(0.03)**	0.18
Comparable earnings per common share	**$1.16**	$1.18

1

Risk management activities	three months ended March 31	
(millions of $)	**2021**	**2020**
U.S. Natural Gas marketing	**6**	—
Liquids marketing	**24**	48
Canadian Power	**—**	1
Natural Gas Storage	**1**	3
Foreign exchange	**5**	(272)
Income tax attributable to risk management activities	**(9)**	55
Total unrealized gains/(losses) from risk management activities	**27**	(165)

COMPARABLE EBITDA TO COMPARABLE EARNINGS

Comparable EBITDA represents segmented (losses)/earnings adjusted for the specific items described above and excludes non-cash charges for depreciation and amortization. For further information on our reconciliation to comparable EBITDA refer to the business segment financial results sections.

	three months ended March 31	
(millions of $, except per share amounts)	**2021**	**2020**
Comparable EBITDA		
Canadian Natural Gas Pipelines	**686**	597
U.S. Natural Gas Pipelines	**1,055**	1,032
Mexico Natural Gas Pipelines	**180**	269
Liquids Pipelines	**393**	445
Power and Storage	**181**	194
Corporate	**(3)**	(2)
Comparable EBITDA	**2,492**	2,535
Depreciation and amortization	**(645)**	(630)
Interest expense	**(570)**	(578)
Allowance for funds used during construction	**50**	82
Interest income and other included in comparable earnings	**92**	48
Income tax expense included in comparable earnings	**(204)**	(211)
Net income attributable to non-controlling interests	**(69)**	(96)
Preferred share dividends	**(38)**	(41)
Comparable earnings	**1,108**	1,109
Comparable earnings per common share	**$1.16**	$1.18

Comparable EBITDA – 2021 versus 2020

Comparable EBITDA decreased by $43 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to the net effect of the following:

- lower contribution from Mexico Natural Gas Pipelines mainly due to US$55 million of fees recognized in 2020 associated with the successful completion of the Sur de Texas pipeline
- decreased earnings from Liquids Pipelines due to lower volumes on the Keystone Pipeline System, partially offset by increased contributions from liquids marketing activities mainly resulting from higher margins and volumes
- lower Power and Storage results attributable to reduced earnings in Bruce Power in 2021 primarily due to greater outage days, partially offset by first quarter gains in 2021 on funds invested for post-retirement benefits
- higher comparable EBITDA from Canadian Natural Gas Pipelines largely due to the impact of increased flow-through depreciation and financial charges along with higher rate-base earnings on the NGTL System, Coastal GasLink development fees and increased flow-through income taxes on the Canadian Mainline, partially offset by lower flow-through financial charges on the Canadian Mainline
- increased earnings in U.S. Natural Gas Pipelines from Columbia Gas following the application for higher transportation rates effective February 1, 2021, subject to refund upon completion of the current rate proceeding along with incremental earnings resulting from greater capitalized pipeline integrity costs in 2021 compared to 2020
- foreign exchange impact of a weaker U.S. dollar on the Canadian dollar equivalent segmented earnings in our U.S. dollar-denominated operations. While the weakening of the U.S. dollar in first quarter 2021 compared to the same period in 2020 had a negative impact on first quarter 2021 comparable EBITDA, the corresponding impact on comparable earnings was not significant due to offsetting natural and economic hedges. Refer to the Foreign exchange discussion below for additional information.

Due to the flow-through treatment of certain expenses including income taxes, financial charges and depreciation on our Canadian rate-regulated pipelines, changes in these expenses impact our comparable EBITDA despite having no significant effect on net income.

Comparable earnings – 2021 versus 2020

Comparable earnings decreased by $1 million or $0.02 per common share for the three months ended March 31, 2021 compared to the same period in 2020 and was primarily the net effect of:

- changes in comparable EBITDA described above
- lower Allowance for funds used during construction (AFUDC), predominantly on account of the suspension of recording AFUDC on the Villa de Reyes project effective January 1, 2021 due to ongoing project delays
- higher Depreciation and amortization largely in Canadian Natural Gas Pipelines and U.S. Natural Gas Pipelines reflecting new assets placed in service
- higher Interest income and other mainly attributable to realized gains in 2021 compared to realized losses in 2020 on derivatives used to manage our net exposure to foreign exchange rate fluctuations on U.S. dollar-denominated income, partially offset by lower unrealized foreign exchange gains on peso-denominated deferred income tax liabilities net of derivatives used to manage this exposure
- decreased Non-controlling interests as a result of the March 3, 2021 acquisition of all outstanding common units of TC PipeLines, LP not beneficially owned by TC Energy
- lower Interest expense as a result of the foreign exchange impact from a weaker U.S. dollar on translation of U.S. dollar-denominated interest as well as lower interest rates on reduced levels of short-term borrowings. Refer to the Foreign exchange discussion below for additional information. This was partially offset by lower capitalized interest largely related to the completion of the Napanee power plant in first quarter 2020, the change to equity accounting for our Coastal GasLink investment upon the sale of a 65 per cent interest in the project in second quarter 2020 and the revocation of the Presidential Permit for the Keystone XL pipeline in January 2021.

Comparable earnings per share reflects the impact of common shares issued for the acquisition of TC PipeLines, LP in first quarter 2021. Refer to the Financial condition section of this MD&A for further information on common share issuances.

Foreign exchange

Certain of our businesses generate all or most of their earnings in U.S. dollars and, since we report our financial results in Canadian dollars, changes in the value of the U.S. dollar against the Canadian dollar can affect our comparable EBITDA and net income. As our U.S. dollar-denominated operations continue to grow, this exposure increases. A portion of the U.S. dollar-denominated comparable EBITDA exposure is naturally offset by U.S. dollar-denominated amounts below comparable EBITDA within Depreciation and amortization, Interest expense and other income statement line items. The balance of the exposure is actively managed on a rolling two-year forward basis using foreign exchange derivatives, however, the natural exposure beyond that period remains.

Average exchange rate — U.S. to Canadian dollars

The average exchange rate for one U.S. dollar converted into Canadian dollars was as follows:

three months ended March 31, 2021	**1.27**
three months ended March 31, 2020	1.34

The components of our financial results denominated in U.S. dollars are set out in the table below, including our U.S. and Mexico Natural Gas Pipelines operations along with portions of our Liquids Pipelines business. Comparable EBITDA is a non-GAAP measure.

Pre-tax U.S. dollar-denominated income and expense items	**three months ended March 31**	
(millions of US$)	**2021**	**2020**
U.S. Natural Gas Pipelines comparable EBITDA	**833**	766
Mexico Natural Gas Pipelines comparable EBITDA[1]	**159**	223
U.S. Liquids Pipelines comparable EBITDA	**228**	255
	1,220	1,244
Depreciation and amortization	**(218)**	(214)
Interest on long-term debt and junior subordinated notes	**(317)**	(332)
Capitalized interest on capital expenditures	**9**	12
Allowance for funds used during construction	**17**	33
Non-controlling interests and other	**(55)**	(72)
	656	671

1 Excludes interest expense on our inter-affiliate loan with Sur de Texas which is fully offset in Interest income and other.

Outlook

Consolidated comparable earnings

Our overall comparable earnings per common share outlook for 2021 remains consistent with the 2020 Annual Report. We continue to monitor the impact of COVID-19 on energy markets, our construction projects and regulatory proceedings for any potential effect on our 2021 comparable earnings per common share.

Consolidated capital spending

Our expected total capital expenditures for 2021 as outlined in the 2020 Annual Report remain materially unchanged. Although we have observed some slowdown on certain of our construction activities and capital expenditures, we do not believe disruptions related to COVID-19 will be material to our overall 2021 capital program but recognize that uncertainty continues to exist.

Canadian Natural Gas Pipelines

The following is a reconciliation of comparable EBITDA and comparable EBIT (our non-GAAP measures) to segmented earnings (the most directly comparable GAAP measure).

	three months ended March 31	
(millions of $)	**2021**	**2020**
NGTL System	**397**	344
Canadian Mainline	**236**	225
Other Canadian pipelines[1]	**53**	28
Comparable EBITDA	**686**	597
Depreciation and amortization	**(330)**	(306)
Comparable EBIT and segmented earnings	**356**	291

1 Includes results from Foothills, Ventures LP, Great Lakes Canada, our investment in TQM, Coastal GasLink development fee revenue as well as general and administrative and business development costs related to our Canadian Natural Gas Pipelines.

Canadian Natural Gas Pipelines comparable EBIT and segmented earnings increased by $65 million for the three months ended March 31, 2021 compared to the same period in 2020.

Net income and comparable EBITDA for our rate-regulated Canadian natural gas pipelines are primarily affected by our approved ROE, our investment base, the level of deemed common equity and incentive earnings. Changes in depreciation, financial charges and income taxes affect comparable EBITDA but do not have a significant impact on net income as they are almost entirely recovered in revenues on a flow-through basis.

NET INCOME AND AVERAGE INVESTMENT BASE

	three months ended March 31	
(millions of $)	**2021**	**2020**
Net Income		
NGTL System	**152**	135
Canadian Mainline	**51**	39
Average investment base		
NGTL System	**15,011**	13,399
Canadian Mainline	**3,702**	3,633

Net income for the NGTL System increased by $17 million for the three months ended March 31, 2021 compared to the same period in 2020 mainly due to a higher average investment base resulting from continued system expansions. The NGTL System is operating under the 2020-2024 Revenue Requirement Settlement which includes an ROE of 10.1 per cent on 40 per cent deemed common equity, the opportunity to increase depreciation rates if tolls fall below projected levels and an incentive mechanism for certain operating costs where variances from projected amounts are shared with our customers.

Net income for the Canadian Mainline increased by $12 million for the three months ended March 31, 2021 compared to the same period in 2020 largely due to the elimination of a $20 million after-tax annual TC Energy contribution included in the previous NEB 2014 Decision and higher incentive earnings in 2021. Beginning January 1, 2021, the Canadian Mainline is operating under the 2021-2026 Mainline Settlement which includes an approved ROE of 10.1 per cent on 40 per cent deemed common equity and an incentive to either decrease costs and/or increase revenues on the pipeline resulting in a beneficial sharing mechanism with our customers.

COMPARABLE EBITDA

Comparable EBITDA for Canadian Natural Gas Pipelines increased by $89 million for the three months ended March 31, 2021 compared to the same period in 2020 due to the net effect of:

- higher flow-through depreciation due to additional facilities placed in service, increased rate-base earnings and higher flow-through financial charges, partially offset by lower flow-through income taxes on the NGTL System
- Coastal GasLink development fee revenue recognized in 2021
- higher flow-through income taxes, elimination of the TC Energy contribution and increased incentive earnings, partially offset by lower flow-through financial charges on the Canadian Mainline.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization increased by $24 million for the three months ended March 31, 2021 compared to the same period in 2020 mainly due to NGTL System expansion facilities that were placed in service.

U.S. Natural Gas Pipelines

On March 3, 2021, we acquired all the outstanding common units of TC PipeLines, LP not beneficially owned by TC Energy or our affiliates in exchange for TC Energy common shares (TC PipeLines, LP acquisition). Refer to the Recent developments section for additional information. TC PipeLines, LP results for the three months ended March 31, 2021 reflect our ownership interests in eight natural gas pipelines prior to the acquisition.

The table below is a reconciliation of comparable EBITDA and comparable EBIT (our non-GAAP measures) to segmented earnings (the most directly comparable GAAP measure).

	three months ended March 31	
(millions of US$, unless otherwise noted)	**2021**	**2020**
Columbia Gas	**408**	372
ANR	**151**	147
Columbia Gulf	**57**	50
Great Lakes[1,4]	**41**	30
GTN[2,4]	**15**	—
Other U.S. pipelines[3,4]	**60**	28
TC PipeLines, LP[4,5]	**24**	34
Non-controlling interests[5]	**77**	105
Comparable EBITDA	**833**	766
Depreciation and amortization	**(148)**	(144)
Comparable EBIT	**685**	622
Foreign exchange impact	**182**	216
Comparable EBIT (Cdn$)	**867**	838
Specific item:		
Risk management activities	**6**	—
Segmented earnings (Cdn$)	**873**	838

1 Results reflect our 53.55 per cent direct interest in Great Lakes until March 3, 2021 and our 100 per cent ownership interest subsequent to the TC PipeLines, LP acquisition.

2 Reflects 100 per cent of GTN's earnings subsequent to the TC PipeLines, LP acquisition on March 3, 2021.

3 Reflects earnings from our ownership in our mineral rights business (CEVCO), Crossroads, and our share of equity income from Millennium and Hardy Storage, as well as general and administrative and business development costs related to our U.S. natural gas pipelines. For the period subsequent to the TC PipeLines, LP acquisition on March 3, 2021, results also include our ownership interest in Bison, North Baja, Portland, Tuscarora and our share of equity income from Northern Border and Iroquois.

4 Our ownership interest in TC PipeLines, LP was 25.5 per cent prior to the acquisition on March 3, 2021, at which time it became 100 per cent. Prior to March 3, 2021, results included TC PipeLines, LP's 46.45 per cent interest in Great Lakes, its ownership of GTN, Bison, North Baja, Portland and Tuscarora as well as its share of equity income from Northern Border and Iroquois.

5 Reflects earnings attributable to portions of TC PipeLines, LP and Portland that we did not own prior to the TC PipeLines, LP acquisition on March 3, 2021, and subsequently reflects earnings attributable to the remaining 38.3 per cent interest in Portland we do not own.

U.S. Natural Gas Pipelines segmented earnings increased by $35 million for the three months ended March 31, 2021 compared to the same period in 2020 and included unrealized gains from changes in the fair value of derivatives related to our U.S. Natural Gas marketing business in 2021 which have been excluded from our calculation of comparable EBIT. A weaker U.S. dollar in 2021 had a negative impact on the Canadian dollar equivalent segmented earnings from our U.S. operations compared to the same period in 2020. Refer to the Consolidated results – Foreign exchange section for additional information.

Comparable EBITDA for U.S. Natural Gas Pipelines increased by US$67 million for the three months ended March 31, 2021 compared to the same period in 2020 and was primarily due to the net effect of:

- a net increase in earnings from Columbia Gas following the application for higher transportation rates effective February 1, 2021, subject to refund upon completion of the rate proceeding, along with incremental earnings resulting from greater capitalized pipeline integrity costs in 2021 compared to 2020 and the contribution from growth projects placed in service, partially offset by higher property taxes due to projects placed in service. Refer to the Recent developments section for additional information
- increased earnings across our U.S. Natural Gas Pipelines assets due to the cold weather events of first quarter 2021 impacting many of the U.S. markets in which we operate.

The positive impact on comparable earnings following the March 3, 2021 TC PipeLines, LP acquisition noted above is reflected through a reduction in Non-controlling interests. Refer to the Corporate – Net income attributable to non-controlling interests section for additional information.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization increased by US$4 million for the three months ended March 31, 2021 compared to the same period in 2020 mainly due to new projects placed in service.

Mexico Natural Gas Pipelines

The following is a reconciliation of comparable EBITDA and comparable EBIT (our non-GAAP measures) to segmented earnings (the most directly comparable GAAP measure).

(millions of US$, unless otherwise noted)	three months ended March 31	
	2021	**2020**
Topolobampo	**41**	40
Sur de Texas[1]	**34**	94
Tamazunchale	**31**	30
Guadalajara	**19**	16
Mazatlán	**17**	18
Comparable EBITDA	**142**	198
Depreciation and amortization	**(22)**	(22)
Comparable EBIT	**120**	176
Foreign exchange impact	**32**	63
Comparable EBIT and segmented earnings (Cdn$)	**152**	239

1 Represents equity income from our 60 per cent interest and fees earned from the construction and operation of the pipeline.

Mexico Natural Gas Pipelines comparable EBIT and segmented earnings decreased by $87 million for the three months ended March 31, 2021 compared to the same period in 2020. Lower comparable EBITDA and a weaker U.S. dollar in 2021 had a negative impact on the Canadian dollar equivalent segmented earnings compared to the same period in 2020. Refer to the Consolidated results – Foreign exchange section for additional information.

Comparable EBITDA for Mexico Natural Gas Pipelines decreased by US$56 million for the three months ended March 31, 2021 compared to the same period in 2020 largely due to US$55 million of fees recognized in 2020 associated with the successful completion of the Sur de Texas pipeline.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization for the three months ended March 31, 2021 was consistent with the same period in 2020.

Liquids Pipelines

The following is a reconciliation of comparable EBITDA and comparable EBIT (our non-GAAP measures) to segmented (losses)/earnings (the most directly comparable GAAP measure).

	three months ended March 31	
(millions of $)	**2021**	**2020**
Keystone Pipeline System	**318**	388
Intra-Alberta pipelines[1]	**22**	24
Liquids marketing and other	**53**	33
Comparable EBITDA	**393**	445
Depreciation and amortization	**(80)**	(82)
Comparable EBIT	**313**	363
Specific items:		
Keystone XL asset impairment charge and other	**(2,845)**	—
Risk management activities	**24**	48
Segmented (losses)/earnings	**(2,508)**	411
Comparable EBITDA denominated as follows:		
Canadian dollars	**104**	102
U.S. dollars	**228**	255
Foreign exchange impact	**61**	88
Comparable EBITDA	**393**	445

1 Intra-Alberta pipelines include Grand Rapids, White Spruce and Northern Courier.

Liquids Pipelines segmented (losses)/earnings decreased by $2.9 billion to a segmented loss of $2.5 billion for the three months ended March 31, 2021 compared to segmented earnings of $0.4 billion for the same period in 2020 and included the following specific items which have been excluded from our calculation of comparable EBIT and comparable earnings:

- a pre-tax asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations, of $2.8 billion related to the Keystone XL pipeline and related projects in connection with the January 20, 2021 revocation of the Presidential Permit. Refer to the Recent developments section for additional information
- unrealized gains from changes in the fair value of derivatives related to our liquids marketing business.

A weaker U.S. dollar in 2021 had a negative impact on the Canadian dollar equivalent segmented earnings from our U.S. operations compared to the same period in 2020. Refer to the Consolidated results – Foreign exchange section for additional information.

Comparable EBITDA for Liquids Pipelines decreased by $52 million for the three months ended March 31, 2021 compared to the same period in 2020 and was primarily due to the net effect of:

- lower volumes on the Keystone Pipeline System
- higher contributions from liquids marketing activities mainly attributable to higher margins and volumes.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization decreased by $2 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily as a result of a weaker U.S. dollar.

Power and Storage

The following is a reconciliation of comparable EBITDA and comparable EBIT (our non-GAAP measures) to segmented earnings (the most directly comparable GAAP measure).

(millions of $)	three months ended March 31 2021	three months ended March 31 2020
Bruce Power[1]	**94**	119
Canadian Power[2]	**69**	70
Natural Gas Storage and other	**18**	5
Comparable EBITDA	**181**	194
Depreciation and amortization	**(19)**	(18)
Comparable EBIT	**162**	176
Specific items:		
Loss on Ontario natural gas-fired power plant assets held for sale	**—**	(116)
Risk management activities	**1**	4
Segmented earnings	**163**	64

1 Represents our share of equity income from Bruce Power.
2 Includes Napanee from in-service in March 2020 and our Ontario natural gas-fired power plants until sold in April 2020.

Power and Storage segmented earnings increased by $99 million for the three months ended March 31, 2021 compared to the same period in 2020 and included the following specific items which have been excluded from comparable EBIT:

- pre-tax loss of $116 million for the three months ended March 31, 2020 related to our Ontario natural gas-fired power plant assets held for sale
- unrealized gains from changes in the fair value of derivatives used to reduce our exposure to certain commodity price risks.

Comparable EBITDA for Power and Storage decreased by $13 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to the net effect of:

- decreased Bruce Power results mainly attributable to lower volumes resulting from greater outage days, partially offset by first quarter 2021 gains on funds invested for post-retirement benefits
- increased Natural Gas Storage and other earnings as a result of higher realized Alberta natural gas storage spreads and incremental TC Turbines earnings following the November 2020 acquisition of the remaining 50 per cent ownership interest
- consistent Canadian Power earnings reflecting the net effect of the sale of our Ontario natural gas-fired power plants in April 2020, offset by higher realized margins in 2021 as well as earnings from our MacKay River cogeneration facility following its return to service in May 2020.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization for the three months ended March 31, 2021 was consistent with the same period in 2020.

BRUCE POWER

The following reflects our proportionate share of the components of comparable EBITDA and comparable EBIT.

	three months ended March 31	
(millions of $, unless otherwise noted)	**2021**	**2020**
Equity income included in comparable EBITDA and EBIT comprised of:		
Revenues[1]	**404**	467
Operating expenses	**(225)**	(236)
Depreciation and other	**(85)**	(112)
Comparable EBITDA and EBIT[2]	**94**	119
Bruce Power – other information		
Plant availability[3,4]	**86 %**	92 %
Planned outage days[4]	**74**	46
Unplanned outage days	**15**	6
Sales volumes (GWh)[2]	**5,064**	5,592
Realized power price per MWh[5]	**$79**	$81

1 Net of amounts recorded to reflect operating cost efficiencies shared with the IESO.
2 Represents our 48.4 per cent ownership interest in Bruce Power. Sales volumes include deemed generation and Unit 6 output until January 2020 when its MCR program commenced.
3 The percentage of time the plant was available to generate power, regardless of whether it was running.
4 Excludes Unit 6 MCR outage days.
5 Calculation based on actual and deemed generation. Realized power price per MWh includes realized gains and losses from contracting activities and cost flow-through items. Excludes unrealized gains and losses on contracting activities and non-electricity revenues.

The Unit 6 MCR outage commenced in January 2020. Planned maintenance on Unit 1 was completed in first quarter 2021 and began on Unit 3 in March 2021 with an expected completion in early fourth quarter 2021. Planned maintenance is expected to occur on Unit 7 in fourth quarter 2021. The average 2021 plant availability, excluding the Unit 6 MCR, is expected to be in the mid-80 per cent range.

Corporate

The following is a reconciliation of comparable EBITDA and comparable EBIT (our non-GAAP measures) to Corporate segmented earnings (the most directly comparable GAAP measure).

	three months ended March 31	
(millions of $)	**2021**	**2020**
Comparable EBITDA and EBIT	**(3)**	(2)
Specific item:		
Foreign exchange gain – inter-affiliate loans[1]	**35**	303
Segmented earnings	**32**	301

1 Reported in Income from equity investments in the Condensed consolidated statement of income.

Corporate segmented earnings decreased by $269 million for the three months ended March 31, 2021 compared to the same period in 2020 due to lower foreign exchange gains on our proportionate share of peso-denominated inter-affiliate loans to the Sur de Texas joint venture from its partners. These amounts are recorded in Income from equity investments in the Corporate segment and have been excluded from our calculation of comparable EBITDA and EBIT as they are fully offset by corresponding foreign exchange losses on the inter-affiliate loan receivable included in Interest income and other. Refer to the Financial risks and financial instruments – Related Party Transactions section for additional information.

Interest expense

	three months ended March 31	
(millions of $)	**2021**	**2020**
Interest on long-term debt and junior subordinated notes		
Canadian dollar-denominated	**(170)**	(157)
U.S. dollar-denominated	**(317)**	(332)
Foreign exchange impact	**(84)**	(115)
	(571)	(604)
Other interest and amortization expense	**(16)**	(38)
Capitalized interest	**17**	64
Interest expense	**(570)**	(578)

Interest expense decreased by $8 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to the net effect of:

- the foreign exchange impact from a weaker U.S. dollar on translation of U.S. dollar-denominated interest
- long-term debt issuances, net of maturities. Refer to the Financial condition section for additional information
- lower interest rates on reduced levels of short-term borrowings
- lower capitalized interest due to the completion of the Napanee power plant in first quarter 2020, the change to equity accounting for our Coastal GasLink investment upon the sale of a 65 per cent interest in the project in second quarter 2020 and the revocation of the Presidential Permit for the Keystone XL pipeline in January 2021.

Allowance for funds used during construction

(millions of $)	three months ended March 31 2021	2020
Canadian dollar-denominated	**28**	37
U.S. dollar-denominated	**17**	33
Foreign exchange impact	**5**	12
Allowance for funds used during construction	**50**	82

AFUDC decreased by $32 million for the three months ended March 31, 2021 compared to the same period in 2020. The decrease in Canadian dollar-denominated AFUDC is primarily due to NGTL System expansion projects placed in service. The decrease in U.S. dollar-denominated AFUDC is primarily the result of the suspension of recording AFUDC on the Villa de Reyes project effective January 1, 2021 due to ongoing delays on the project.

Interest income and other

(millions of $)	three months ended March 31 2021	2020
Interest income and other included in comparable earnings	**92**	48
Specific items:		
Foreign exchange losses – inter-affiliate loan	**(35)**	(303)
Risk management activities	**5**	(272)
Interest income and other	**62**	(527)

Interest income and other increased by $589 million for the three months ended March 31, 2021 compared to the same period in 2020 and included the following specific items which have been removed from our calculation of Interest income and other included in comparable earnings:

- foreign exchange losses on the peso-denominated inter-affiliate loan receivable from the Sur de Texas joint venture
- unrealized gains and losses from changes in the fair value of derivatives used to manage our foreign exchange risk.

Interest income and other included in comparable earnings increased by $44 million for the three months ended March 31, 2021 compared to the same period in 2020 due to the net effect of:

- realized gains in 2021 compared to realized losses in 2020 on derivatives used to manage our net exposure to foreign exchange rate fluctuations on U.S. dollar-denominated income
- lower unrealized foreign exchange gains on peso-denominated deferred income tax liabilities, reflecting the weakening of the Mexican peso by a lesser degree in 2021 than in 2020, partially offset by lower realized losses on derivatives used to manage this exposure.

Our proportionate share of the corresponding foreign exchange gains and interest expense on the peso-denominated inter-affiliate loans to the Sur de Texas joint venture from its partners is reflected in Income from equity investments in the Corporate and Mexico Natural Gas Pipelines segments, respectively, resulting in no impact on net income. Refer to the Financial risks and financial instruments – Related Party Transactions section for additional information.

Income tax (expense)/recovery

	three months ended March 31	
(millions of $)	**2021**	**2020**
Income tax expense included in comparable earnings	**(204)**	(211)
Specific items:		
Keystone XL asset impairment charge and other	**653**	—
Income tax valuation allowance release	**—**	281
Loss on Ontario natural gas-fired power plant assets held for sale	**—**	39
Risk management activities	**(9)**	55
Income tax recovery	**440**	164

Income tax recovery increased by $276 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to the tax effect of the first quarter 2021 Keystone XL pipeline asset impairment charge, partially offset by the income tax valuation allowance release of $281 million which was recorded in first quarter 2020 following our reassessment of deferred tax assets that are deemed more likely than not to be realized. These items were removed from Income tax expense included in comparable earnings in addition to the tax impacts of the specific items referenced in the U.S. Natural Gas Pipelines, Liquids Pipelines, Power and Storage and other noted sections of the MD&A.

Income tax expense included in comparable earnings decreased by $7 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to higher foreign income tax rate differentials.

Net income attributable to non-controlling interests

	three months ended March 31	
(millions of $)	**2021**	**2020**
Net income attributable to non-controlling interests	**(69)**	(96)

Net income attributable to non-controlling interests for the three months ended March 31, 2021 decreased by $27 million compared to the same period in 2020 primarily as a result of the March 3, 2021 acquisition of all outstanding common units of TC PipeLines, LP not beneficially owned by TC Energy. Subsequent to the acquisition, TC PipeLines, LP became an indirect, wholly-owned subsidiary of TC Energy. Refer to the U.S. Natural Gas Pipelines section and Note 10, Redeemable non-controlling interest and non-controlling interests, of our Condensed consolidated financial statements for additional information.

Preferred share dividends

	three months ended March 31	
(millions of $)	**2021**	**2020**
Preferred share dividends	**(38)**	(41)

Recent developments

COVID-19

Amid the ongoing adaptations and restrictions in place as a result of the COVID-19 pandemic, we continue to effectively operate our assets, conduct commercial activities and execute on projects with a focus on health, safety and reliability. While it remains premature to ascertain any long-term impact that COVID-19 may have on our capital program, directionally we have observed some slowdown on certain of our construction activities and capital expenditures largely due to permitting delays as regulators have been unable to process permits and conduct consultations within timeframes that were originally anticipated. Additional details for capital projects more significantly impacted by COVID-19 are provided below.

The degree to which COVID-19 has a more pronounced longer-term impact on our operations and growth projects will depend on future developments, policies and actions, all of which remain highly uncertain. Additional information regarding the risks, uncertainties and impact on our business from COVID-19 can be found throughout this MD&A including the Capital program, Outlook, Financial risks and financial instruments sections.

CANADIAN NATURAL GAS PIPELINES

Coastal GasLink

In December 2020, in response to the COVID-19 pandemic, the British Columbia Provincial Health Officer issued an order restricting the number of workers on site for industrial projects in the Northern Health Authority region of British Columbia. Additional health and safety measures were implemented by Coastal GasLink to prevent and control the risk of transmission of COVID-19 among workers at the camps and at the worksites, enabling the project to proceed with critical activities. On April 13, 2021, the provincial health order was lifted allowing the project to finalize the Coastal GasLink remobilization plans for the summer construction program.

As a result of scope changes, permit delays and the impacts from COVID-19, including the provincial health order, we continue to expect project costs to increase significantly along with a delay to project completion compared to the original project cost and schedule. Coastal GasLink will continue to mitigate cost increases and schedule deferrals and is working with LNG Canada on establishing a revised project plan and budget. Incremental costs will be included in the final pipeline tolls, subject to certain conditions. We do not anticipate our future equity contributions will increase significantly following the conclusion of this process.

U.S. NATURAL GAS PIPELINES

Columbia Gas Section 4 Rate Case

Columbia Gas filed a Section 4 Rate Case with FERC in July 2020 requesting an increase to Columbia Gas' maximum transportation rates effective February 1, 2021, subject to refund upon completion of the rate proceeding. The rate case is progressing as expected as we continue to pursue a collaborative process to find a mutually beneficial outcome with our customers through settlement negotiations.

Acquisition of TC PipeLines, LP

On March 3, 2021, we completed the previously announced acquisition pursuant to the agreement dated December 14, 2020. Refer to the Recent developments – Corporate section for additional information.

Grand Chenier XPress

Phase I of Grand Chenier XPress, an expansion project on the ANR pipeline system connecting supply directly to U.S. Gulf Coast LNG export facilities, went into service in April 2021. Phase II is expected to be placed in service in early 2022.

MEXICO NATURAL GAS PIPELINES

Tula and Villa de Reyes

The CFE initiated arbitration in June 2019 for the Tula and Villa de Reyes projects, disputing fixed capacity payments due to force majeure events. Arbitration proceedings are currently suspended while management advances settlement discussions with the CFE.

Villa de Reyes construction is ongoing but has been delayed due to COVID-19 contingency measures which have impeded our ability to obtain work authorizations as a result of administrative closures. We expect to complete construction of Villa de Reyes in 2021.

LIQUIDS PIPELINES

Keystone XL

On January 20, 2021, the Presidential Permit for the Keystone XL pipeline was revoked and, as a result, we suspended the advancement of the project and ceased capitalizing costs, including interest during construction, while we assessed the options available to us and our partner, the Government of Alberta. We have subsequently agreed with the Government of Alberta to formally suspend the Keystone XL pipeline project and have evaluated our investment for impairment along with those in related capital projects in development including Heartland Pipeline, TC Terminals and Keystone Hardisty Terminal. We determined that the carrying amount of these assets was no longer fully recoverable. As a result, in first quarter 2021, we recognized an asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations related to suspension activities, of $2.8 billion ($2.2 billion after tax) which was excluded from comparable earnings. The asset impairment charge was based on the excess of the carrying value of $3.3 billion over the estimated fair value of $0.2 billion. Suspension activities and related costs will continue throughout 2021 and 2022 with any adjustments to the estimated fair value and future contractual and legal obligations being expensed as incurred and also excluded from comparable earnings. The impairment is discussed further in Note 5, Asset impairment charge and other, of our Condensed consolidated financial statements.

Although we have recorded a $2.2 billion after-tax asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations related to suspension activities, a significant portion of this amount is shared with the Government of Alberta, thereby reducing our net financial exposure. After considering the Government of Alberta contribution of $0.4 billion for Class A Interests reported in Redeemable non-controlling interest and the $0.8 billion outstanding on the Government of Alberta guaranteed credit facility reported in Current portion of long-term debt, our net financial exposure on the $2.2 billion after-tax asset impairment at March 31, 2021 was approximately $1.0 billion determined as follows:

(millions of $)	**March 31, 2021**
Asset impairment charge and other (after tax)[1]	**2,192**
Redeemable non-controlling interest	**(394)**
Credit facility balance outstanding – guaranteed by the Government of Alberta	**(779)**
Net financial exposure on the Keystone XL pipeline project	**1,019**

1 Refer to Note 5, Asset impairment charge and other, of our Condensed consolidated financial statements for additional information on the calculation of this amount.

Shortly after the Presidential Permit was revoked, construction stand-down activities were fully implemented, although certain activities are ongoing to complete work that commenced in 2020 in order to adhere to our commitment to safety and the environment. The majority of the associated continuing costs are expected to be funded through the existing project-level credit facility, which remains fully guaranteed by the Government of Alberta. On March 26, 2021, we reduced the total amount available under the credit facility from US$4.1 billion to US$1.6 billion and as at March 31, 2021, there was an outstanding balance of $779 million (US$619 million) on this facility. The formal suspension of the project does not require immediate repayment of the debt.

Legacy challenges to the 2019 Presidential Permit and the Bureau of Land Management Grant of Right-of-Way remain pending before the federal district court in Montana. With the revocation of the Presidential Permit we are assessing our next steps with respect to these matters.

Port Neches

On March 8, 2021, we entered a joint venture with Motiva Enterprises (Motiva) to construct the US$152 million Port Neches Link pipeline system which will connect the Keystone Pipeline System to Motiva's Port Neches Terminal, which supplies 630,000 Bbl/d to their Port Arthur refinery. This common carrier pipeline system will also include facilities to tie in additional liquids terminals to the Keystone Pipeline System with other downstream infrastructure, and is expected to be in service in the second half of 2022.

CORPORATE

Acquisition of TC PipeLines, LP

On March 3, 2021, we completed the previously announced acquisition pursuant to the agreement dated December 14, 2020 which resulted in TC Energy acquiring all of the outstanding common units of TC PipeLines, LP not beneficially owned by TC Energy and TC PipeLines, LP becoming an indirect, wholly-owned subsidiary of TC Energy. Upon close of the transaction, TC PipeLines, LP common unitholders received 0.70 common shares of TC Energy for each issued and outstanding publicly-held TC PipeLines, LP common unit. In accordance with the acquisition terms, we issued 38 million TC Energy common shares for all publicly-held common units of TC PipeLines, LP valued at approximately $2.1 billion, net of transaction costs. Refer to Note 10, Redeemable non-controlling interest and non-controlling interests, of our Condensed consolidated financial statements for additional information.

Financial condition

We strive to maintain financial strength and flexibility in all parts of the economic cycle. We rely on our operating cash flows to sustain our business, pay dividends and fund a portion of our growth. In addition, we access capital markets and engage in portfolio management to meet our financing needs, manage our capital structure and to preserve our credit ratings.

We believe we have the financial capacity to fund our existing capital program through predictable and growing cash flows from operations, access to capital markets, portfolio management, joint ventures, asset-level financing, cash on hand and substantial committed credit facilities. Annually, in fourth quarter, we renew and extend our credit facilities as required.

At March 31, 2021, our current assets totaled $7.3 billion and current liabilities amounted to $9.0 billion, leaving us with a working capital deficit of $1.7 billion compared to $6.8 billion at December 31, 2020. Our working capital deficiency is considered to be in the normal course of business and is managed through:

- our ability to generate predictable and growing cash flows from operations
- a total of $9.9 billion of committed revolving credit facilities of which $8.6 billion of short-term borrowing capacity remains available, net of $1.3 billion backstopping outstanding commercial paper balances. We also have arrangements in place for a further $2.4 billion of demand credit facilities of which $1.2 billion remains available as of March 31, 2021
- our access to capital markets, including through securities issuances, incremental credit facilities, portfolio management activities, DRP and Corporate ATM programs, if deemed appropriate.

CASH PROVIDED BY OPERATING ACTIVITIES

	three months ended March 31	
(millions of $)	**2021**	**2020**
Net cash provided by operations	**1,666**	1,723
Increase in operating working capital	**232**	371
Funds generated from operations	**1,898**	2,094
Specific item:		
Current income tax expense on Keystone XL asset impairment charge and other	**125**	—
Comparable funds generated from operations	**2,023**	2,094

Net Cash Provided by Operations

Net cash provided by operations decreased by $57 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to lower funds generated from operations, partially offset by the amount and timing of working capital changes.

Comparable Funds Generated From Operations

Comparable funds generated from operations, a non-GAAP measure, helps us assess the cash generating ability of our businesses by excluding the timing effects of working capital changes as well as the cash impact of our specific items.

Comparable funds generated from operations decreased by $71 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to fees collected in 2020 associated with the successful completion of the Sur de Texas pipeline, partially offset by fees earned from the construction of Coastal GasLink in 2021.

CASH USED IN INVESTING ACTIVITIES

(millions of $)	three months ended March 31 2021	2020
Capital spending		
Capital expenditures	**(1,645)**	(1,996)
Capital projects in development	**—**	(122)
Contributions to equity investments	**(240)**	(151)
	(1,885)	(2,269)
Deferred amounts and other	**(306)**	(149)
Net cash used in investing activities	**(2,191)**	(2,418)

Capital expenditures in 2021 were incurred primarily for the expansion of the NGTL System and Columbia Gas projects as well as maintenance capital expenditures. Lower capital spending in 2021 compared to 2020 reflects the sale of a 65 per cent interest in and subsequent equity accounting for Coastal GasLink LP in second quarter 2020, along with the completion of the Napanee power plant in 2020.

Costs incurred on capital projects in development in 2020 were mostly attributable to spending on the Keystone XL pipeline prior to its reclassification to Plant, property and equipment upon reaching a positive final investment decision in March 2020.

Contributions to equity investments increased in 2021 compared to 2020 mainly due to higher investment in Bruce Power.

CASH PROVIDED BY FINANCING ACTIVITIES

(millions of $)	three months ended March 31 2021	2020
Notes payable (repaid)/issued, net	**(2,707)**	2,919
Long-term debt issued, net of issue costs	**5,929**	8
Long-term debt repaid	**(980)**	(1,071)
Junior subordinated notes issued, net of issue costs	**496**	—
Redeemable non-controlling interest repurchased	**(633)**	—
Dividends and distributions paid	**(851)**	(800)
Common shares issued	**34**	81
Acquisition of TC PipeLines, LP transaction costs	**(5)**	—
Net cash provided by financing activities	**1,283**	1,137

Long-term debt issued

On January 4, 2021, we established a US$4.1 billion project-level credit facility to support the construction of the Keystone XL pipeline that is fully guaranteed by the Government of Alberta and non-recourse to us. The availability of this credit facility was subsequently reduced to US$1.6 billion with full repayment of amounts outstanding expected in second quarter 2021. In the three months ended March 31, 2021, we had drawn US$619 million on the credit facility.

In December 2020, our subsidiary, Columbia Pipeline Group, Inc., entered into a US$4.2 billion Term Loan due in June 2022, bearing interest at a floating rate. In January 2021, US$4.0 billion was drawn on the Term Loan and the total availability under the loan agreement was reduced accordingly.

Long-term debt repaid/retired

In March 2021, our subsidiary, TC PipeLines, LP, redeemed US$350 million of Senior Unsecured Notes bearing interest at a fixed rate of 4.65 per cent.

In January 2021, TCPL repaid US$400 million of Debentures bearing interest at a fixed rate of 9.875 per cent.

Junior subordinated notes issued

In March 2021, we issued $500 million of Junior Subordinated Notes through TransCanada Trust, a wholly-owned financing trust subsidiary of TCPL. We will use the proceeds from the issuance to redeem all issued and outstanding TC Energy Series 13 preferred shares on May 31, 2021 pursuant to their terms and, prior to such redemption, to reduce short-term indebtedness and for general corporate purposes. For further details, refer to Note 9, Junior subordinated notes issued, of our Condensed consolidated financial statements.

Redeemable non-controlling interest repurchased

On January 8, 2021, we exercised our call right in accordance with contractual terms and paid US$497 million to repurchase the Government of Alberta Class A Interests which were classified as Current liabilities on the Consolidated balance sheet at December 31, 2020. This transaction was funded by draws on the project-level credit facility guaranteed by the Government of Alberta and non-recourse to us.

DIVIDENDS

On May 6, 2021, we declared quarterly dividends on our common shares of $0.87 per share payable on July 30, 2021 to shareholders of record at the close of business on June 30, 2021.

SHARE INFORMATION

At April 30, 2021, we had 979 million issued and outstanding common shares and 10 million outstanding options to buy common shares, of which 7 million were exercisable.

On April 1, 2021, we announced the redemption of all of the issued and outstanding Series 13 preferred shares to take place on May 31, 2021 at a price equal to $25.00 per share. On May 6, 2021, we declared a final quarterly dividend of $0.34375 per Series 13 preferred share, for the period up to but excluding May 31, 2021, payable on May 31, 2021 to shareholders of record on May 17, 2021. This will be the final dividend on the Series 13 preferred shares and, as the redemption date is also a dividend payment date, the redemption price will not include any accrued and unpaid dividends. Subsequent to May 31, 2021, the Series 13 preferred shares will cease to be entitled to dividends.

On March 3, 2021, we issued 37,955,093 TC Energy common shares to acquire all the outstanding common units of TC PipeLines, LP, valued at approximately $2.1 billion, net of transaction costs. Refer to the Recent developments – Corporate section for additional information on the acquisition.

On January 30, 2021, 818,876 Series 5 preferred shares were converted, on a one-for-one basis, into Series 6 preferred shares and 175,208 Series 6 preferred shares were converted, on a one-for-one basis, into Series 5 preferred shares.

CREDIT FACILITIES

At April 30, 2021, we had a total of $9.8 billion of committed revolving credit facilities of which $7.8 billion of short-term borrowing capacity remains available, net of $2.0 billion backstopping outstanding commercial paper balances. We also have arrangements in place for a further $2.4 billion of demand credit facilities of which $1.3 billion remains available.

On March 4, 2021, our subsidiary, TC PipeLines, LP, terminated a US$500 million unsecured revolving credit facility bearing interest at a floating rate on which no amount was outstanding.

Refer to the Financial risks and financial instruments section for more information about liquidity, market and other risks.

CONTRACTUAL OBLIGATIONS

Capital expenditure commitments at March 31, 2021 are largely consistent with December 31, 2020 reflecting the net effect of an approximate $0.9 billion reduction related to the formal suspension of the development of the Keystone XL pipeline, offset by an increase in new normal course commitments on capital projects primarily related to NGTL System Expansion and ANR pipeline projects.

There were no other material changes to our contractual obligations in first quarter 2021 or to payments due in the next five years or after. Refer to our 2020 Annual Report for more information about our contractual obligations.

Financial risks and financial instruments

We are exposed to market risk and counterparty credit risk and have strategies, policies and limits in place to manage the impact of these risks on our earnings, cash flows and, ultimately, shareholder value.

Risk management strategies, policies and limits are designed to ensure our risks and related exposures are in line with our business objectives and risk tolerance.

Refer to our 2020 Annual Report for more information about the risks we face in our business which have not changed substantially since December 31, 2020, other than as noted within this MD&A. Refer to the Recent developments section of this MD&A for further information regarding the impact of COVID-19 on our financial risks.

INTEREST RATE RISK

We utilize both short- and long-term debt to finance our operations which exposes us to interest rate risk. We typically pay fixed rates of interest on our long-term debt and floating rates on short-term debt including our commercial paper programs and amounts drawn on our credit facilities. A small portion of our long-term debt bears interest at floating rates. In addition, we are exposed to interest rate risk on financial instruments and contractual obligations containing variable interest rate components. We actively manage our interest rate risk using interest rate derivatives.

Many of our financial instruments and contractual obligations with variable rate components reference U.S. dollar LIBOR, of which certain rate settings will cease to be published at the end of 2021 with full cessation by mid-2023. We continue to monitor developments and are addressing necessary system and contractual changes while assessing the adoption of the standard market proposed reference rates. This includes identifying and analyzing existing agreements to determine the effect of reference rate reform on our consolidated financial statements.

FOREIGN EXCHANGE RISK

Certain of our businesses generate all or most of their earnings in U.S. dollars and, since we report our financial results in Canadian dollars, changes in the value of the U.S. dollar against the Canadian dollar can affect our comparable EBITDA and net income. Refer to the Consolidated results – Foreign exchange section for additional information.

A small portion of our Mexico Natural Gas Pipelines monetary assets and liabilities are peso-denominated, while the functional currency for our Mexico operations is U.S. dollars. These peso-denominated balances are revalued to U.S. dollars and, as a result, changes in the value of the Mexican peso against the U.S. dollar can affect our net income. This exposure is managed using foreign exchange derivatives.

Net investment hedges

We hedge a portion of our net investment in foreign operations (on an after-tax basis) with U.S. dollar-denominated debt, cross-currency swaps, foreign exchange forwards and foreign exchange options.

COUNTERPARTY CREDIT RISK

We have exposure to counterparty credit risk in a number of areas including:
- cash and cash equivalents
- accounts receivable
- available-for-sale assets
- fair value of derivative assets
- loans receivable.

While the majority of our credit exposure is to large creditworthy entities, we maintain close monitoring and communication with those counterparties experiencing greater financial pressures due to significant market events. Although the effects of the COVID-19 pandemic and other market disruptions on our customers are difficult to predict, similar to 2020, we are not expecting a material negative impact to our 2021 earnings or cash flows. Refer to our 2020 Annual Report for more information about the factors that mitigate our counterparty credit risk exposure.

We review financial assets carried at amortized cost for impairment using the lifetime expected loss of the financial asset at initial recognition and throughout the life of the financial asset. We use historical credit loss and recovery data, adjusted for our judgment regarding current economic and credit conditions, along with supportable forecasts to determine any impairment, which is recognized in Plant operating costs and other. At March 31, 2021, we had no significant credit losses, no significant credit risk concentration and no significant amounts past due or impaired.

We have significant credit and performance exposure to financial institutions because they hold cash deposits and provide committed credit lines and letters of credit that help manage our exposure to counterparties and provide liquidity in commodity, foreign exchange and interest rate derivative markets.

LIQUIDITY RISK

Liquidity risk is the risk that we will not be able to meet our financial obligations as they come due. We manage our liquidity risk by continuously forecasting our cash flows and ensuring we have adequate cash balances, cash flows from operations, committed and demand credit facilities and access to capital markets to meet our operating, financing and capital expenditure obligations under both normal and stressed economic conditions.

RELATED PARTY TRANSACTIONS

Loan receivable from affiliate

Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Sur de Texas

At March 31, 2021 and December 31, 2020, the Loan receivable from affiliate on our Condensed consolidated balance sheet of MXN$20.9 billion or $1.3 billion, represented our 60 per cent proportionate share of long-term debt financing to the Sur de Texas joint venture. Our Condensed consolidated statement of income reflects the related interest income and foreign exchange impact on this loan receivable which were fully offset upon consolidation with corresponding amounts included in our 60 per cent proportionate share of Sur de Texas equity earnings as follows:

	three months ended March 31		
(millions of $)	**2021**	**2020**	**Affected line item in the Condensed consolidated statement of income**
Interest income[1]	**21**	33	Interest income and other
Interest expense[2]	**(21)**	(33)	Income from equity investments
Foreign exchange losses[1]	**(35)**	(303)	Interest income and other
Foreign exchange gains[1]	**35**	303	Income from equity investments

1 Included in our Corporate segment.
2 Included in our Mexico Natural Gas Pipelines segment.

FINANCIAL INSTRUMENTS

With the exception of Long-term debt and Junior subordinated notes, our derivative and non-derivative financial instruments are recorded on the balance sheet at fair value unless they were entered into and continue to be held for the purpose of receipt or delivery in accordance with our normal purchase and sales exemptions and are documented as such. In addition, fair value accounting is not required for other financial instruments that qualify for certain accounting exemptions.

Derivative instruments

We use derivative instruments to reduce volatility associated with fluctuations in commodity prices, interest rates and foreign exchange rates. Derivative instruments, including those that qualify and are designated for hedge accounting treatment, are recorded at fair value.

The majority of derivative instruments that are not designated or do not qualify for hedge accounting treatment have been entered into as economic hedges to manage our exposure to market risk and are classified as held for trading. Changes in the fair value of held-for-trading derivative instruments are recorded in net income in the period of change. This may expose us to increased variability in reported operating results since the fair value of the held-for-trading derivative instruments can fluctuate significantly from period to period.

The recognition of gains and losses on derivatives for Canadian natural gas regulated pipeline exposures is determined through the regulatory process. Gains and losses arising from changes in the fair value of derivatives accounted for as part of RRA, including those that qualify for hedge accounting treatment, are expected to be recovered or refunded through the tolls charged by us. As a result, these gains and losses are deferred as regulatory assets or regulatory liabilities and are refunded to or collected from the ratepayers in subsequent years when the derivative settles.

Balance sheet presentation of derivative instruments

The balance sheet presentation of the fair value of derivative instruments is as follows:

(millions of $)	March 31, 2021	December 31, 2020
Other current assets	**292**	235
Other long-term assets	**58**	41
Accounts payable and other	**(86)**	(72)
Other long-term liabilities	**(59)**	(59)
	205	145

Unrealized and realized gains/(losses) on derivative instruments

The following summary does not include hedges of our net investment in foreign operations:

(millions of $)	three months ended March 31 2021	2020
Derivative Instruments Held for Trading[1]		
Amount of unrealized gains/(losses) in the period		
Commodities	**31**	66
Foreign exchange	**5**	(272)
Amount of realized gains/(losses) in the period		
Commodities	**61**	36
Foreign exchange	**41**	(12)
Derivative Instruments in Hedging Relationships[2]		
Amount of realized (losses)/gains in the period		
Commodities	**(11)**	(3)
Interest rate	**(6)**	1

1 Realized and unrealized gains and losses on held-for-trading derivative instruments used to purchase and sell commodities are included on a net basis in Revenues. Realized and unrealized gains and losses on foreign exchange held-for-trading derivative instruments are included on a net basis in Interest income and other.

2 There were no gains or losses included in Net (loss)/income relating to discontinued cash flow hedges where it was probable that the anticipated transaction would not occur.

For further details on our non-derivative and derivative financial instruments, including classification assumptions made in the calculation of fair value and additional discussion of exposure to risks and mitigation activities, refer to Note 14, Risk management and financial instruments, of our Condensed consolidated financial statements.

Other information

CONTROLS AND PROCEDURES

Management, including our President and CEO and our CFO, evaluated the effectiveness of our disclosure controls and procedures as at March 31, 2021, as required by the Canadian securities regulatory authorities and by the SEC, and concluded that our disclosure controls and procedures are effective at a reasonable assurance level.

There were no changes in first quarter 2021 that had or are likely to have a material impact on our internal control over financial reporting.

CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING POLICY CHANGES

When we prepare financial statements that conform with U.S. GAAP, we are required to make estimates and assumptions that affect the timing and amounts we record for our assets, liabilities, revenues and expenses because these items may be affected by future events. We base the estimates and assumptions on the most current information available, using our best judgment. We also regularly assess the assets and liabilities themselves. A summary of our critical accounting estimates is included in our 2020 Annual Report.

Accounting Changes

Our significant accounting policies have remained unchanged since December 31, 2020 other than as described in Note 2, Accounting changes, of our Condensed consolidated financial statements. A summary of our significant accounting policies is included in our 2020 Annual Report.

Quarterly results

SELECTED QUARTERLY CONSOLIDATED FINANCIAL DATA

(millions of $, except per share amounts)	2021	2020				2019		
	First	**Fourth**	**Third**	**Second**	**First**	**Fourth**	**Third**	**Second**
Revenues	**3,381**	3,297	3,195	3,089	3,418	3,263	3,133	3,372
Net (loss)/income attributable to common shares	**(1,057)**	1,124	904	1,281	1,148	1,108	739	1,125
Comparable earnings	**1,108**	1,080	893	863	1,109	970	970	924
Per share statistics:								
Net (loss)/income per common share – basic and diluted	**($1.11)**	$1.20	$0.96	$1.36	$1.22	$1.18	$0.79	$1.21
Comparable earnings per common share	**$1.16**	$1.15	$0.95	$0.92	$1.18	$1.03	$1.04	$1.00
Dividends declared per common share	**$0.87**	$0.81	$0.81	$0.81	$0.81	$0.75	$0.75	$0.75

FACTORS AFFECTING QUARTERLY FINANCIAL INFORMATION BY BUSINESS SEGMENT

Quarter-over-quarter revenues and net income fluctuate for reasons that vary across our business segments.

In our Canadian Natural Gas Pipelines, U.S. Natural Gas Pipelines and Mexico Natural Gas Pipelines segments, except for seasonal fluctuations in short-term throughput volumes on U.S. pipelines, quarter-over-quarter revenues and net income generally remain relatively stable during any fiscal year. Over the long term, however, they fluctuate because of:

- regulatory decisions
- negotiated settlements with shippers
- newly constructed assets being placed in service
- acquisitions and divestitures
- developments outside of the normal course of operations.

In Liquids Pipelines, annual revenues and net income are based on contracted and uncontracted spot transportation, as well as liquids marketing activities. Quarter-over-quarter revenues and net income are affected by:

- regulatory decisions
- newly constructed assets being placed in service
- acquisitions and divestitures
- demand for uncontracted transportation services
- liquids marketing activities and commodity prices
- developments outside of the normal course of operations
- certain fair value adjustments.

In Power and Storage, quarter-over-quarter revenues and net income are affected by:

- weather
- customer demand
- newly constructed assets being placed in service
- acquisitions and divestitures
- market prices for natural gas and power
- capacity prices and payments
- planned and unplanned plant outages
- developments outside of the normal course of operations
- certain fair value adjustments.

FACTORS AFFECTING FINANCIAL INFORMATION BY QUARTER

We calculate comparable measures by adjusting certain GAAP and non-GAAP measures for specific items we believe are significant but not reflective of our underlying operations in the period.

Comparable earnings exclude the unrealized gains and losses from changes in the fair value of certain derivatives used to reduce our exposure to specific financial and commodity price risks. These derivatives generally provide effective economic hedges but do not meet the criteria for hedge accounting. As a result, the changes in fair value are recorded in net income. As these amounts do not accurately reflect the gains and losses that will be realized at settlement, we do not consider them part of our underlying operations. We also exclude the unrealized foreign exchange gains and losses on the Loan receivable from affiliate as well as the corresponding proportionate share of Sur de Texas foreign exchange gains and losses, as these amounts do not accurately reflect the gains and losses that will be realized at settlement. These amounts offset within each reporting period, resulting in no impact on net income.

In first quarter 2021, comparable earnings also excluded:

- an after-tax asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations, of $2.2 billion related to the formal suspension of the Keystone XL pipeline project following the January 20, 2021 revocation of the Presidential Permit.

In fourth quarter 2020, comparable earnings also excluded:

- an income tax valuation allowance release of $18 million related to certain prior years' U.S. tax losses resulting from our reassessment of deferred tax assets that are more likely than not to be realized
- an additional $18 million income tax recovery related to state income taxes on the sale of certain Columbia Midstream assets in 2019
- an incremental after-tax loss of $81 million for the three months ended December 31, 2020 related to the sale of our Ontario natural gas-fired power plants.

In third quarter 2020, comparable earnings also excluded:

- an incremental after-tax loss of $45 million related to the sale of the Ontario natural gas-fired power plants
- a $6 million reduction in the after-tax gain related to the sale of a 65 per cent equity interest in Coastal GasLink LP.

In second quarter 2020, comparable earnings also excluded:

- an after-tax gain of $408 million related to the sale of a 65 per cent equity interest in Coastal GasLink LP
- an incremental after-tax loss of $80 million related to the sale of the Ontario natural gas-fired power plants.

In first quarter 2020, comparable earnings also excluded:

- an income tax valuation allowance release of $281 million following our reassessment of deferred tax assets that are deemed more likely than not to be realized
- an incremental after-tax loss of $77 million related to the Ontario natural gas-fired power plant assets held for sale.

In fourth quarter 2019, comparable earnings also excluded:

- an income tax valuation allowance release of $195 million related to certain prior years' U.S. tax losses resulting from our reassessment of deferred tax assets that are more likely than not to be realized
- an incremental after-tax loss of $61 million related to the Ontario natural gas-fired power plant assets held for sale
- an additional $19 million expense related to state income taxes on the sale of certain Columbia Midstream assets.

In third quarter 2019, comparable earnings also excluded:

- an after-tax loss of $133 million related to the Ontario natural gas-fired power plant assets held for sale
- an after-tax loss of $133 million related to the sale of certain Columbia Midstream assets
- an after-tax gain of $115 million related to the partial sale of Northern Courier.

In second quarter 2019, comparable earnings also excluded:

- an after-tax gain of $54 million related to the sale of our Coolidge generating station
- a deferred tax benefit of $32 million related to the impact of an Alberta corporate income tax rate reduction on our Canadian businesses not subject to RRA
- an after-tax gain of $6 million related to the remainder of our U.S. Northeast power marketing contracts.

Condensed consolidated statement of income

(unaudited - millions of Canadian $, except per share amounts)	three months ended March 31 2021	2020
Revenues		
Canadian Natural Gas Pipelines	**1,119**	1,032
U.S. Natural Gas Pipelines	**1,351**	1,355
Mexico Natural Gas Pipelines	**154**	242
Liquids Pipelines	**573**	677
Power and Storage	**184**	112
	3,381	3,418
Income from Equity Investments	**259**	568
Operating and Other Expenses		
Plant operating costs and other	**886**	920
Property taxes	**196**	176
Depreciation and amortization	**645**	630
Asset impairment charge and other	**2,845**	—
	4,572	1,726
Loss on Assets Held for Sale	**—**	(116)
Financial Charges		
Interest expense	**570**	578
Allowance for funds used during construction	**(50)**	(82)
Interest income and other	**(62)**	527
	458	1,023
(Loss)/Income before Income Taxes	**(1,390)**	1,121
Income Tax Expense/(Recovery)		
Current	**209**	91
Deferred	**(649)**	(255)
	(440)	(164)
Net (Loss)/Income	**(950)**	1,285
Net income attributable to non-controlling interests	**69**	96
Net (Loss)/Income Attributable to Controlling Interests	**(1,019)**	1,189
Preferred share dividends	**38**	41
Net (Loss)/Income Attributable to Common Shares	**(1,057)**	1,148
Net (Loss)/Income per Common Share		
Basic and diluted	**($1.11)**	$1.22
Weighted Average Number of Common Shares (millions)		
Basic	**953**	939
Diluted	**953**	940

See accompanying notes to the Condensed consolidated financial statements.

Condensed consolidated statement of comprehensive income

(unaudited - millions of Canadian $)	three months ended March 31 2021	three months ended March 31 2020
Net (Loss)/Income	**(950)**	1,285
Other Comprehensive (Loss)/Income, Net of Income Taxes		
Foreign currency translation gains and losses on net investment in foreign operations	**(298)**	1,702
Change in fair value of net investment hedges	**11**	(92)
Change in fair value of cash flow hedges	**11**	(495)
Reclassification to net income of gains and losses on cash flow hedges	**8**	4
Reclassification to net income of actuarial gains and losses on pension and other post-retirement benefit plans	**3**	(7)
Other comprehensive income on equity investments	**187**	4
Other comprehensive (loss)/income	**(78)**	1,116
Comprehensive (Loss)/Income	**(1,028)**	2,401
Comprehensive income attributable to non-controlling interests	**57**	230
Comprehensive (Loss)/Income Attributable to Controlling Interests	**(1,085)**	2,171
Preferred share dividends	**38**	41
Comprehensive (Loss)/Income Attributable to Common Shares	**(1,123)**	2,130

See accompanying notes to the Condensed consolidated financial statements.

Condensed consolidated statement of cash flows

(unaudited - millions of Canadian $)	three months ended March 31	
	2021	**2020**
Cash Generated from Operations		
Net (loss)/income	**(950)**	1,285
Depreciation and amortization	**645**	630
Deferred income taxes	**(649)**	(255)
Asset impairment charge and other	**2,845**	—
Income from equity investments	**(259)**	(568)
Distributions received from operating activities of equity investments	**287**	289
Employee post-retirement benefits funding, net of expense	**5**	12
Net loss on assets held for sale	**—**	116
Equity allowance for funds used during construction	**(34)**	(51)
Unrealized (gains)/losses on financial instruments	**(36)**	206
Foreign exchange losses on Loan receivable from affiliate	**35**	303
Other	**9**	127
Increase in operating working capital	**(232)**	(371)
Net cash provided by operations	**1,666**	1,723
Investing Activities		
Capital expenditures	**(1,645)**	(1,996)
Capital projects in development	**—**	(122)
Contributions to equity investments	**(240)**	(151)
Deferred amounts and other	**(306)**	(149)
Net cash used in investing activities	**(2,191)**	(2,418)
Financing Activities		
Notes payable (repaid)/issued, net	**(2,707)**	2,919
Long-term debt issued, net of issue costs	**5,929**	8
Long-term debt repaid	**(980)**	(1,071)
Junior subordinated notes issued, net of issue costs	**496**	—
Redeemable non-controlling interest repurchased	**(633)**	—
Dividends on common shares	**(761)**	(704)
Dividends on preferred shares	**(39)**	(41)
Distributions to non-controlling interests	**(51)**	(55)
Common shares issued	**34**	81
Acquisition of TC PipeLines, LP transaction costs	**(5)**	—
Net cash provided by financing activities	**1,283**	1,137
Effect of Foreign Exchange Rate Changes on Cash and Cash Equivalents	**(31)**	105
Increase in Cash and Cash Equivalents	**727**	547
Cash and Cash Equivalents		
Beginning of period	**1,530**	1,343
Cash and Cash Equivalents		
End of period	**2,257**	1,890

See accompanying notes to the Condensed consolidated financial statements.

Condensed consolidated balance sheet

(unaudited - millions of Canadian $)		March 31, 2021	December 31, 2020
ASSETS			
Current Assets			
Cash and cash equivalents		**2,257**	1,530
Accounts receivable		**2,680**	2,162
Inventories		**667**	629
Other current assets		**1,662**	880
		7,266	5,201
Plant, Property and Equipment	net of accumulated depreciation of $30,113 and $29,597, respectively	**67,185**	69,775
Loan Receivable from Affiliate		**1,284**	1,338
Equity Investments		**7,128**	6,677
Restricted Investments		**1,931**	1,898
Regulatory Assets		**1,783**	1,753
Goodwill		**12,498**	12,679
Other Long-Term Assets		**874**	979
		99,949	100,300
LIABILITIES			
Current Liabilities			
Notes payable		**1,446**	4,176
Accounts payable and other		**4,305**	3,816
Redeemable non-controlling interest		**—**	633
Dividends payable		**863**	795
Accrued interest		**578**	595
Current portion of long-term debt		**1,787**	1,972
		8,979	11,987
Regulatory Liabilities		**4,063**	4,148
Other Long-Term Liabilities		**1,441**	1,475
Deferred Income Tax Liabilities		**4,921**	5,806
Long-Term Debt		**39,634**	34,913
Junior Subordinated Notes		**8,893**	8,498
		67,931	66,827
Redeemable Non-Controlling Interest		**394**	393
EQUITY			
Common shares, no par value		**26,589**	24,488
Issued and outstanding:	March 31, 2021 – 979 million shares		
	December 31, 2020 – 940 million shares		
Preferred shares		**3,980**	3,980
Additional paid-in capital		**—**	2
Retained earnings		**3,082**	5,367
Accumulated other comprehensive loss		**(2,152)**	(2,439)
Controlling Interests		**31,499**	31,398
Non-controlling interests		**125**	1,682
		31,624	33,080
		99,949	100,300

Commitments, Contingencies and Guarantees (Note 15)
Variable Interest Entities (Note 16)
See accompanying notes to the Condensed consolidated financial statements.

Condensed consolidated statement of equity

(unaudited - millions of Canadian $)	three months ended March 31 2021	2020
Common Shares		
Balance at beginning of period	**24,488**	24,387
Shares issued:		
Acquisition of TC PipeLines, LP, net of transaction costs	**2,063**	—
Exercise of stock options	**38**	90
Balance at end of period	**26,589**	24,477
Preferred Shares		
Balance at beginning and end of period	**3,980**	3,980
Additional Paid-In Capital		
Balance at beginning of period	**2**	—
Acquisition of TC PipeLines, LP	**(398)**	—
Issuance of stock options, net of exercises	**(1)**	(6)
Reclassification of additional paid-in capital deficit to retained earnings	**397**	6
Balance at end of period	**—**	—
Retained Earnings		
Balance at beginning of period	**5,367**	3,955
Net (loss)/income attributable to controlling interests	**(1,019)**	1,189
Common share dividends	**(852)**	(761)
Preferred share dividends	**(17)**	(20)
Reclassification of additional paid-in capital deficit to retained earnings	**(397)**	(6)
Balance at end of period	**3,082**	4,357
Accumulated Other Comprehensive Loss		
Balance at beginning of period	**(2,439)**	(1,559)
Other comprehensive (loss)/income attributable to controlling interests	**(66)**	982
Acquisition of TC PipeLines, LP	**353**	—
Balance at end of period	**(2,152)**	(577)
Equity Attributable to Controlling Interests	**31,499**	32,237
Equity Attributable to Non-Controlling Interests		
Balance at beginning of period	**1,682**	1,634
Net income attributable to non-controlling interests	**68**	96
Other comprehensive (loss)/income attributable to non-controlling interests	**(12)**	134
Distributions declared to non-controlling interests	**(50)**	(54)
Acquisition of TC PipeLines, LP	**(1,563)**	—
Balance at end of period	**125**	1,810
Total Equity	**31,624**	34,047

See accompanying notes to the Condensed consolidated financial statements.

Notes to Condensed consolidated financial statements

(unaudited)

1. BASIS OF PRESENTATION

These Condensed consolidated financial statements of TC Energy Corporation (TC Energy or the Company) have been prepared by management in accordance with U.S. GAAP. The accounting policies applied are consistent with those outlined in TC Energy's annual audited Consolidated financial statements for the year ended December 31, 2020, except as described in Note 2, Accounting changes. Capitalized and abbreviated terms that are used but not otherwise defined herein are identified in the 2020 audited Consolidated financial statements included in TC Energy's 2020 Annual Report.

These Condensed consolidated financial statements reflect adjustments, all of which are normal recurring adjustments that are, in the opinion of management, necessary to reflect fairly the financial position and results of operations for the respective periods. These Condensed consolidated financial statements do not include all disclosures required in the annual financial statements and should be read in conjunction with the 2020 audited Consolidated financial statements included in TC Energy's 2020 Annual Report.

Earnings for interim periods may not be indicative of results for the fiscal year in certain of the Company's segments primarily due to:

- Natural gas pipelines segments – the timing of regulatory decisions and seasonal fluctuations in short-term throughput volumes on U.S. pipelines
- Liquids Pipelines – fluctuations in throughput volumes on the Keystone Pipeline System and marketing activities
- Power and Storage – the impact of seasonal weather conditions on customer demand and market pricing in addition to maintenance outages in certain of the Company's investments in electrical power generation plants and Canadian non-regulated gas storage facilities.

Use of Estimates and Judgments

In preparing these financial statements, TC Energy is required to make estimates and assumptions that affect both the amount and timing of recording assets, liabilities, revenues and expenses since the determination of these items may be dependent on future events. The Company uses the most current information available and exercises careful judgment in making these estimates and assumptions. In the opinion of management, these Condensed consolidated financial statements have been properly prepared within reasonable limits of materiality and within the framework of the Company's significant accounting policies included in the annual audited Consolidated financial statements for the year ended December 31, 2020, except as described in Note 2, Accounting changes.

2. ACCOUNTING CHANGES

Reference Rate Reform

In response to the expected cessation of the London Interbank Offered Rate (LIBOR), of which certain rate settings will cease to be published at the end of 2021 with full cessation by mid-2023, the FASB issued new optional guidance in March 2020 that eases the potential burden in accounting for such reference rate reform. The new guidance provides optional expedients for contracts and hedging relationships that are affected by reference rate reform if certain criteria are met. Each of the expedients can be applied as of January 1, 2020 through December 31, 2022. For eligible hedging relationships existing as of January 1, 2020 and prospectively, the Company has applied an optional expedient allowing an entity to assume that the hedged forecasted transaction in a cash flow hedge is probable of occurring. The Company continues to monitor developments and is addressing necessary system and contractual changes while assessing the adoption of the standard market proposed reference rates. This includes identifying and analyzing existing agreements to determine the effect of reference rate reform on its consolidated financial statements. The Company will continue to evaluate the timing and potential impact of adoption for other optional expedients when deemed necessary.

Changes in Accounting Policies for 2021

Income taxes

In December 2019, the FASB issued new guidance that simplified the accounting for income taxes and clarified existing guidance. This new guidance was effective January 1, 2021 and did not have a material impact on the Company's consolidated financial statements.

3. SEGMENTED INFORMATION

three months ended March 31, 2021 (unaudited - millions of Canadian $)	Canadian Natural Gas Pipelines	U.S. Natural Gas Pipelines	Mexico Natural Gas Pipelines	Liquids Pipelines	Power and Storage	Corporate[1]	Total
Revenues	1,119	1,351	154	573	184	—	3,381
Intersegment revenues	—	38	—	—	13	(51) [2]	—
	1,119	1,389	154	573	197	(51)	3,381
Income from equity investments	2	71	38	18	95	35 [3]	259
Plant operating costs and other	(360)	(307)	(12)	(146)	(109)	48 [2]	(886)
Property taxes	(75)	(92)	—	(28)	(1)	—	(196)
Depreciation and amortization	(330)	(188)	(28)	(80)	(19)	—	(645)
Asset impairment charge and other	—	—	—	(2,845)	—	—	(2,845)
Segmented Earnings/(Losses)	356	873	152	(2,508)	163	32	(932)
Interest expense							(570)
Allowance for funds used during construction							50
Interest income and other[3]							62
Loss before Income Taxes							(1,390)
Income tax recovery							440
Net Loss							(950)
Net income attributable to non-controlling interests							(69)
Net Loss Attributable to Controlling Interests							(1,019)
Preferred share dividends							(38)
Net Loss Attributable to Common Shares							(1,057)

1 Includes intersegment eliminations.

2 The Company records intersegment sales at contracted rates. For segmented reporting, these transactions are included as Intersegment revenues in the segment providing the service and Plant operating costs and other in the segment receiving the service. These transactions are eliminated on consolidation. Intersegment profit is recognized when the product or service has been provided to third parties or otherwise realized.

3 Income from equity investments includes the Company's proportionate share of Sur de Texas foreign exchange gains and losses on the peso-denominated loans from affiliates which are fully offset in Interest income and other by the corresponding foreign exchange losses and gains on the affiliate receivable balance. Refer to Note 7, Loan receivable from affiliate, for additional information.

ree months ended March 31, 2020 (naudited - millions of Canadian $)	Canadian Natural Gas Pipelines	U.S. Natural Gas Pipelines	Mexico Natural Gas Pipelines	Liquids Pipelines	Power and Storage	Corporate[1]	Total
venues	1,032	1,355	242	677	112	—	3,418
ersegment revenues	—	42	—	—	7	(49)[2]	—
	1,032	1,397	242	677	119	(49)	3,418
come from equity investments	3	74	40	20	128	303[3]	568
ant operating costs and other	(366)	(363)	(13)	(178)	(47)	47[2]	(920)
operty taxes	(72)	(76)	—	(26)	(2)	—	(176)
preciation and amortization	(306)	(194)	(30)	(82)	(18)	—	(630)
ss on assets held for sale	—	—	—	—	(116)	—	(116)
gmented Earnings	291	838	239	411	64	301	2,144
erest expense							(578)
owance for funds used during construction							82
erest income and other[3]							(527)
come before Income Taxes							1,121
come tax recovery							164
t Income							1,285
t income attributable to non-controlling interests							(96)
t Income Attributable to Controlling Interests							1,189
eferred share dividends							(41)
t Income Attributable to Common Shares							1,148

1 Includes intersegment eliminations.
2 The Company records intersegment sales at contracted rates. For segmented reporting, these transactions are included as Intersegment revenues in the segment providing the service and Plant operating costs and other in the segment receiving the service. These transactions are eliminated on consolidation. Intersegment profit is recognized when the product or service has been provided to third parties or otherwise realized.
3 Income from equity investments includes the Company's proportionate share of Sur de Texas foreign exchange gains and losses on the peso-denominated loans from affiliates which are fully offset in Interest income and other by the corresponding foreign exchange losses and gains on the affiliate receivable balance. Refer to Note 7, Loan receivable from affiliate, for additional information.

Total Assets by Segment

(unaudited - millions of Canadian $)	March 31, 2021	December 31, 2020
Canadian Natural Gas Pipelines	**23,598**	22,852
U.S. Natural Gas Pipelines	**43,098**	43,217
Mexico Natural Gas Pipelines	**7,247**	7,215
Liquids Pipelines	**14,853**	16,744
Power and Storage	**5,214**	5,062
Corporate	**5,939**	5,210
	99,949	100,300

4. REVENUES

Disaggregation of Revenues

The following tables summarize total Revenues for the three months ended March 31, 2021 and 2020:

·ee months ended March 31, 2021 ıaudited - millions of Canadian $)	Canadian Natural Gas Pipelines	U.S. Natural Gas Pipelines	Mexico Natural Gas Pipelines	Liquids Pipelines	Power and Storage	Total
·venues from contracts with customers						
apacity arrangements and transportation	**1,092**	**1,119**	**146**	**486**	**—**	**2,843**
ower generation	**—**	**—**	**—**	**—**	**79**	**79**
atural gas storage and other[1]	**27**	**210**	**8**	**1**	**76**	**322**
	1,119	**1,329**	**154**	**487**	**155**	**3,244**
ıer revenues[2,3]	**—**	**22**	**—**	**86**	**29**	**137**
	1,119	**1,351**	**154**	**573**	**184**	**3,381**

1 Includes $27 million of fee revenues from an affiliate related to development and construction of the Coastal GasLink pipeline project which is 35 per cent owned by TC Energy.

2 Other revenues include income from the Company's marketing activities, financial instruments and lease arrangements. Refer to Note 14, Risk management and financial instruments, for additional information on financial instruments.

3 Includes $32 million of operating lease income.

·ee months ended March 31, 2020 ıaudited - millions of Canadian $)	Canadian Natural Gas Pipelines	U.S. Natural Gas Pipelines	Mexico Natural Gas Pipelines	Liquids Pipelines	Power and Storage	Total
·venues from contracts with customers						
apacity arrangements and transportation	1,032	1,158	152	582	—	2,924
ower generation	—	—	—	—	57	57
atural gas storage and other[1]	—	178	90	1	21	290
	1,032	1,336	242	583	78	3,271
ıer revenues[2,3]	—	19	—	94	34	147
	1,032	1,355	242	677	112	3,418

1 Includes $77 million of fee revenues from an affiliate related to the construction of the Sur de Texas pipeline which is 60 per cent owned by TC Energy.

2 Other revenues include income from the Company's marketing activities, financial instruments and lease arrangements. Refer to Note 14, Risk management and financial instruments, for additional information on financial instruments.

3 Includes $32 million of operating lease income.

Contract Balances

(unaudited - millions of Canadian $)	March 31, 2021	December 31, 2020	Affected line item on the Condensed consolidated balance sheet
Receivables from contracts with customers	**1,427**	1,330	Accounts receivable
Contract assets	**258**	132	Other current assets
Long-term contract assets	**163**	192	Other long-term assets
Contract liabilities[1]	**115**	129	Accounts payable and other
Long-term contract liabilities	**198**	203	Other long-term liabilities

1 During the three months ended March 31, 2021, $4 million (2020 – $3 million) of revenues were recognized that were included in contract liabilities at the beginning of the period.

Contract assets and long-term contract assets primarily relate to the Company's right to revenues for services completed but not invoiced at the reporting date on long-term committed capacity natural gas pipelines contracts. The change in contract assets is primarily related to the transfer to Accounts receivable when these rights become unconditional and the customer is invoiced, as well as the recognition of additional revenues that remain to be invoiced. Contract liabilities and long-term contract liabilities primarily relate to force majeure fixed capacity payments received on long-term capacity arrangements in Mexico.

Future Revenues from Remaining Performance Obligations

As at March 31, 2021, future revenues from long-term pipeline capacity arrangements and transportation as well as natural gas storage and other contracts extending through 2048 are approximately $23.2 billion, of which approximately $2.8 billion is expected to be recognized during the remainder of 2021.

5. ASSET IMPAIRMENT CHARGE AND OTHER

Keystone XL

On January 20, 2021, the Presidential Permit for the Keystone XL pipeline was revoked and, as a result, the Company suspended the advancement of the project and ceased capitalizing costs, including interest during construction, while TC Energy assessed the options available to itself and its partner, the Government of Alberta. The Company has subsequently agreed with the Government of Alberta to formally suspend the Keystone XL pipeline project and has evaluated its investment for impairment along with those in related capital projects in development, including Heartland Pipeline, TC Terminals and Keystone Hardisty Terminal. The Company determined that the carrying amount of these assets within the Liquids Pipelines segment was no longer fully recoverable and recognized an asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations related to suspension activities, of $2,845 million ($2,192 million after tax). The asset impairment charge was based on the excess of the carrying value of $3,301 million over the estimated fair value of $238 million. Adjustments to the estimated fair value and additional future contractual and legal obligations will be expensed as incurred.

three months ended March 31, 2021		**Asset impairment charge and other**	
(unaudited - millions of Canadian $)	**Estimated Fair Value**	**Pre-tax**	**After-tax**
Asset impairment charge			
Plant and equipment	**238**	**349**	**265**
Related capital projects in development	**—**	**230**	**175**
Other capitalized costs	**—**	**2,158**	**1,642**
Capitalized interest	**—**	**326**	**248**
	238	**3,063**	**2,330**
Other			
Contractual recoveries	**n/a**	**(697)**	**(531)**
Contractual and legal obligations related to suspension activities	**n/a**	**479**	**393**
	238	**2,845**	**2,192**

The estimated fair value of $238 million related to plant and equipment was based on the price that would be expected to be received from selling these assets in their current condition. Key assumptions used in the determination of selling price included an estimated two-year disposal period and current energy market demand. The valuation considered a variety of potential selling prices that were based on various markets that could be used to dispose of these assets and required the use of unobservable inputs. As a result, the fair value is classified in Level III of the fair value hierarchy.

As the Company does not see the related capital projects in development proceeding at this time, it has recorded an asset impairment charge equal to the carrying value of these projects included in Other long-term assets on the Condensed consolidated balance sheet as the estimated fair value of these related projects was determined to be nil.

6. INCOME TAXES

Effective Tax Rates

The effective income tax rates were 32 per cent and negative 15 per cent for the three months ended March 31, 2021 and 2020, respectively. The increase in the effective income tax rate is primarily due to the impacts of the Keystone XL asset impairment charge recorded in the three months ended March 31, 2021, higher foreign income tax rate differentials and higher flow-through income taxes on Canadian rate-regulated natural gas pipelines, as well as the release of an income tax valuation allowance recognized in the three months ended March 31, 2020.

7. LOAN RECEIVABLE FROM AFFILIATE

Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Sur de Texas

At March 31, 2021 and December 31, 2020, Loan receivable from affiliate on the Company's Condensed consolidated balance sheet reflected a MXN$20.9 billion or $1.3 billion loan receivable from the Sur de Texas joint venture which represents TC Energy's 60 per cent proportionate share of long-term debt financing to the joint venture. The Company's Condensed consolidated statement of income reflects the related interest income and foreign exchange impact on this loan receivable which were fully offset upon consolidation with corresponding amounts included in TC Energy's 60 per cent proportionate share of Sur de Texas equity earnings as follows:

	three months ended March 31		
(unaudited - millions of Canadian $)	**2021**	**2020**	**Affected line item in the Condensed consolidated statement of income**
Interest income[1]	**21**	33	Interest income and other
Interest expense[2]	**(21)**	(33)	Income from equity investments
Foreign exchange losses[1]	**(35)**	(303)	Interest income and other
Foreign exchange gains[1]	**35**	303	Income from equity investments

1 Included in the Corporate segment.
2 Included in the Mexico Natural Gas Pipelines segment.

8. LONG-TERM DEBT

Long-Term Debt Issued

Long-term debt issued by the Company in the three months ended March 31, 2021 included the following:

(unaudited - millions of Canadian $, unless otherwise noted)					
Company	**Issue date**	**Type**	**Maturity date**	**Amount**	**Interest rate**
Keystone XL subsidiaries[1]	January 2021	Project-Level Credit Facility	May 2021	US 619	Floating
Columbia Pipeline Group, Inc.	January 2021	Term Loan	June 2022	US 4,040	Floating

1 On January 4, 2021, the Company established a US$4.1 billion project-level credit facility to support the construction of the Keystone XL pipeline that is fully guaranteed by the Government of Alberta and non-recourse to TC Energy. The availability of this credit facility was subsequently reduced to US$1.6 billion with full repayment of amounts outstanding expected in second quarter 2021. In the three months ended March 31, 2021, the Company made draws of US$619 million on the credit facility.

Long-Term Debt Retired/Repaid

Long-term debt retired/repaid by the Company in the three months ended March 31, 2021 included the following:

(unaudited - millions of Canadian $, unless otherwise noted)				
Company	**Retirement/Repayment date**	**Type**	**Amount**	**Interest rate**
TransCanada PipeLines Limited	January 2021	Debentures	US 400	9.875 %
TC PipeLines, LP	March 2021	Senior Unsecured Notes	US 350	4.65 %

In addition, on March 4, 2021, the Company's subsidiary, TC PipeLines, LP, terminated a US$500 million unsecured revolving credit facility bearing interest at a floating rate on which no amount was outstanding.

Capitalized Interest

In the three months ended March 31, 2021, TC Energy capitalized interest related to capital projects of $17 million (2020 – $64 million).

9. JUNIOR SUBORDINATED NOTES ISSUED

Junior subordinated notes issued by the Company in the three months ended March 31, 2021 included the following:

(unaudited - millions of Canadian $)					
Company	**Issue date**	**Type**	**Maturity date**	**Amount**	**Interest rate**
TransCanada PipeLines Limited	March 2021	Junior Subordinated Notes[1]	March 2081	500	4.45 %

1 The Junior subordinated notes were issued to TransCanada Trust, a financing trust subsidiary wholly owned by TCPL. While the obligations of TransCanada Trust are fully and unconditionally guaranteed by TCPL on a subordinated basis, TransCanada Trust is not consolidated in TC Energy's financial statements since TCPL does not have a variable interest in TransCanada Trust and the only substantive assets of TransCanada Trust are junior subordinated notes of TCPL.

In March 2021, TransCanada Trust (the Trust) issued $500 million of Trust Notes – Series 2021-A to investors with a fixed interest rate of 4.20 per cent per annum for the first 10 years and resetting on the 10th anniversary and every five years thereafter. All of the proceeds of the issuance by the Trust were loaned to TCPL for $500 million of junior subordinated notes of TCPL at an initial fixed rate of 4.45 per cent per annum, including a 0.25 per cent administration charge. The rate on the junior subordinated notes of TCPL will reset every five years commencing March 2031 until March 2051 to the then Five Year Government of Canada Yield, as defined in the document governing the subordinated notes, plus 3.316 per cent per annum; from March 2051 until March 2081, the interest rate will reset to the then Five Year Government of Canada Yield plus 4.066 per cent per annum. The junior subordinated notes are callable at TCPL's option at any time from December 4, 2030 to March 4, 2031 and on each interest payment and reset date thereafter at 100 per cent of the principal amount plus accrued and unpaid interest to the date of redemption.

The Junior subordinated notes are subordinated in right of payment to existing and future senior indebtedness and other obligations of TCPL.

10. REDEEMABLE NON-CONTROLLING INTEREST AND NON-CONTROLLING INTERESTS

Redeemable Non-Controlling Interest

On January 8, 2021, the Company exercised its call right in accordance with contractual terms and paid $633 million (US$497 million) to repurchase the Government of Alberta Class A Interests which were classified as Current liabilities on the Consolidated balance sheet at December 31, 2020. This transaction was funded by draws on the project-level credit facility guaranteed by the Government of Alberta and non-recourse to TC Energy.

On January 20, 2021, the Presidential Permit for the Keystone XL pipeline was revoked. Refer to Note 5, Asset impairment charge and other, for additional information. As a result and as of this date, the Company ceased accruing a return on the Government of Alberta Class A Interests classified as Redeemable non-controlling interest as it was no longer probable that the Class A Interests would be redeemed.

The changes in Redeemable non-controlling interest classified in mezzanine equity were as follows:

	three months ended March 31	
(unaudited - millions of Canadian $)	**2021**	**2020**
Balance at beginning of period	**393**	—
Class A Interests issued	**—**	102
Net income attributable to redeemable non-controlling interest[1]	**1**	—
Balance at end of period	**394**	102

1 Includes a return accrual on Class A Interests for the period of January 1 to January 20, 2021 within Net income attributable to non-controlling interests in the Condensed consolidated statement of income.

Non-Controlling Interests

Acquisition of TC PipeLines, LP

On December 14, 2020, the Company entered into a definitive agreement and plan of merger to acquire all the outstanding common units of TC PipeLines, LP not beneficially owned by TC Energy or its affiliates in exchange for TC Energy common shares. Upon close of the transaction on March 3, 2021, TC PipeLines, LP common unitholders received 0.70 TC Energy common shares for each issued and outstanding publicly-held TC PipeLines, LP common unit representing, in aggregate, 37,955,093 TC Energy common shares. As a result, TC PipeLines, LP became an indirect, wholly-owned subsidiary of TC Energy.

As the Company controlled TC PipeLines, LP, this acquisition was accounted for as an equity transaction with the following impact reflected on the Condensed consolidated balance sheet:

(unaudited - millions of Canadian $)	March 3, 2021
Common shares	**2,063**
Additional paid-in capital	**(398)**
Accumulated other comprehensive loss	**353**
Non-controlling interests	**(1,563)**
Deferred income tax liabilities	**(443)**
Other	**(12)**

11. COMMON SHARES AND PREFERRED SHARES

The Board of Directors of TC Energy declared quarterly dividends as follows:

(unaudited - Canadian $, rounded to two decimals)	three months ended March 31 2021	2020
per common share	**0.87**	0.81
per Series 1 preferred share	**0.22**	0.22
per Series 2 preferred share	**0.13**	0.22
per Series 3 preferred share	**0.11**	0.13
per Series 4 preferred share	**0.09**	0.18
per Series 5 preferred share	**0.12**	0.14
per Series 6 preferred share	**0.10**	0.20
per Series 7 preferred share	**0.24**	0.24
per Series 9 preferred share	**0.24**	0.24

Acquisition of TC PipeLines, LP

On March 3, 2021, TC Energy issued 37,955,093 common shares to acquire all the outstanding publicly-held common units of TC PipeLines, LP. Refer to Note 10, Redeemable non-controlling interest and non-controlling interests, for additional information.

Preferred Shares

On January 30, 2021, 818,876 Series 5 preferred shares were converted, on a one-for-one basis, into Series 6 preferred shares and 175,208 Series 6 preferred shares were converted, on a one-for-one basis, into Series 5 preferred shares.

On April 1, 2021, TC Energy announced that it will redeem all of the issued and outstanding Series 13 preferred shares on May 31, 2021 at a price equal to $25.00 per share. The Company will use the proceeds from the issuance of $500 million of Junior Subordinated Notes through the Trust to finance this redemption. On May 6, 2021, the Company declared a final quarterly dividend of $0.34375 per Series 13 preferred share, for the period up to but excluding May 31, 2021, payable on May 31, 2021 to shareholders of record on May 17, 2021. This will be the final dividend on the Series 13 preferred shares and, as the redemption date is also a dividend payment date, the redemption price will not include any accrued and unpaid dividends. Subsequent to May 31, 2021, the Series 13 preferred shares will cease to be entitled to dividends.

12. OTHER COMPREHENSIVE (LOSS)/INCOME AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Components of other comprehensive (loss)/income, including the portion attributable to non-controlling interests and related tax effects, are as follows:

three months ended March 31, 2021 (unaudited - millions of Canadian $)	**Before Tax Amount**	**Income Tax Expense**	**Net of Tax Amount**
Foreign currency translation losses on net investment in foreign operations	**(288)**	**(10)**	**(298)**
Change in fair value of net investment hedges	**15**	**(4)**	**11**
Change in fair value of cash flow hedges	**14**	**(3)**	**11**
Reclassification to net income of gains and losses on cash flow hedges	**11**	**(3)**	**8**
Reclassification to net income of actuarial gains and losses on pension and other post-retirement benefit plans	**3**	**—**	**3**
Other comprehensive income on equity investments	**249**	**(62)**	**187**
Other Comprehensive Loss	**4**	**(82)**	**(78)**

three months ended March 31, 2020 (unaudited - millions of Canadian $)	**Before Tax Amount**	**Income Tax Recovery/(Expense)**	**Net of Tax Amount**
Foreign currency translation gains on net investment in foreign operations	1,611	91	1,702
Change in fair value of net investment hedges	(122)	30	(92)
Change in fair value of cash flow hedges	(656)	161	(495)
Reclassification to net income of gains and losses on cash flow hedges	5	(1)	4
Reclassification to net income of actuarial gains and losses on pension and other post-retirement benefit plans	(9)	2	(7)
Other comprehensive income on equity investments	5	(1)	4
Other Comprehensive Income	834	282	1,116

The changes in AOCI by component are as follows:

three months ended March 31, 2021 (unaudited - millions of Canadian $)	**Currency Translation Adjustments**	**Cash Flow Hedges**	**Pension and OPEB Plan Adjustments**	**Equity Investments**	**Total**[1]
AOCI balance at January 1, 2021	**(1,273)**	**(143)**	**(285)**	**(738)**	**(2,439)**
Other comprehensive (loss)/income before reclassifications[2]	**(273)**	**10**	**—**	**180**	**(83)**
Amounts reclassified from AOCI	**—**	**8**	**3**	**6**	**17**
Net current period other comprehensive (loss)/income	**(273)**	**18**	**3**	**186**	**(66)**
Acquisition of TC PipeLines, LP[4]	**362**	**(13)**	**—**	**4**	**353**
AOCI balance at March 31, 2021	**(1,184)**	**(138)**	**(282)**	**(548)**	**(2,152)**

1 All amounts are net of tax. Amounts in parentheses indicate losses recorded to OCI.

2 Other comprehensive (loss)/income before reclassifications on currency translation adjustments, cash flow hedges and equity investments are net of non-controlling interest losses of $14 million, gains of $1 million and $1 million, respectively.

3 Losses related to cash flow hedges reported in AOCI and expected to be reclassified to net income in the next 12 months are estimated to be $47 million ($35 million, net of tax) at March 31, 2021. These estimates assume constant commodity prices, interest rates and foreign exchange rates over time, however, the amounts reclassified will vary based on the actual value of these factors at the date of settlement.

4 Represents the historical OCI attributable to non-controlling interests of TC PipeLines, LP which was reclassified to AOCI upon completion of the acquisition of all the outstanding publicly-held common units of TC PipeLines, LP on March 3, 2021. Refer to Note 10, Redeemable non-controlling interest and non-controlling interests, for additional information.

Details about reclassifications out of AOCI into the Condensed consolidated statement of income are as follows:

(unaudited - millions of Canadian $)	Amounts Reclassified from AOCI three months ended March 31 2021	2020	Affected line item in the Condensed consolidated statement of income[1]
Cash flow hedges			
Commodities	**(2)**	(2)	Revenues (Power and Storage)
Interest rate	**(9)**	(3)	Interest expense
	(11)	(5)	Total before tax
	3	1	Income tax recovery
	(8)	(4)	Net of tax[2]
Pension and other post-retirement benefit plan adjustments			
Amortization of actuarial (losses)/gains	**(3)**	9	Plant operating costs and other[3]
	—	(2)	Income tax recovery
	(3)	7	Net of tax
Equity investments			
Equity income	**(8)**	(4)	Income from equity investments
	2	1	Income tax recovery
	(6)	(3)	Net of tax

1 All amounts in parentheses indicate expenses to the Condensed consolidated statement of income.
2 Amounts reclassified from AOCI on cash flow hedges are net of non-controlling interests of nil for the three months ended March 31, 2021 (2020 – losses of less than $1 million).
3 These AOCI components are included in the computation of net benefit cost. Refer to Note 13, Employee post-retirement benefits, for additional information.

13. EMPLOYEE POST-RETIREMENT BENEFITS

The net benefit cost recognized for the Company's pension benefit plans and other post-retirement benefit plans is as follows:

	three months ended March 31			
	Pension benefit plans		Other post-retirement benefit plans	
(unaudited - millions of Canadian $)	2021	2020	2021	2020
Service cost[1]	**43**	38	**1**	1
Other components of net benefit cost[1]				
Interest cost	**30**	35	**3**	4
Expected return on plan assets	**(58)**	(57)	**(3)**	(4)
Amortization of actuarial losses	**6**	5	**1**	1
Amortization of regulatory asset	**6**	6	**—**	—
	(16)	(11)	**1**	1
Net Benefit Cost	**27**	27	**2**	2

1 Service cost and other components of net benefit cost are included in Plant operating costs and other in the Condensed consolidated statement of income.

14. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Risk Management Overview

TC Energy has exposure to market risk and counterparty credit risk, and has strategies, policies and limits in place to manage the impact of these risks on earnings, cash flows and shareholder value.

Counterparty credit risk

TC Energy's exposure to counterparty credit risk consists of its cash and cash equivalents, accounts receivable, available-for-sale assets, the fair value of derivative assets and loans receivable.

While the majority of the Company's credit exposure is to large creditworthy entities, TC Energy maintains close monitoring and communication with those counterparties experiencing greater financial pressures due to significant market events, including the COVID-19 pandemic. Refer to TC Energy's 2020 Annual Report for more information about the factors that mitigate the Company's counterparty credit risk exposure.

The Company reviews financial assets carried at amortized cost for impairment using the lifetime expected loss of the financial asset at initial recognition and throughout the life of the financial asset. TC Energy uses historical credit loss and recovery data, adjusted for management's judgment regarding current economic and credit conditions, along with supportable forecasts to determine any impairment, which is recognized in Plant operating costs and other. At March 31, 2021, there were no significant credit losses, no significant credit risk concentration and no significant amounts past due or impaired.

Net investment in foreign operations

The Company hedges a portion of its net investment in foreign operations (on an after-tax basis) with U.S. dollar-denominated debt, cross-currency swaps, foreign exchange forwards and foreign exchange options.

The fair values and notional amounts for the derivatives designated as a net investment hedge were as follows:

	March 31, 2021		December 31, 2020	
(unaudited - millions of Canadian $, unless otherwise noted)	**Fair value[1,2]**	**Notional amount**	**Fair value[1,2]**	**Notional amount**
U.S. dollar foreign exchange options (maturing 2021 to 2023)	**31**	**US 3,000**	45	US 2,200
U.S. dollar cross-currency interest rate swaps (maturing 2022 to 2025)	**29**	**US 400**	23	US 400
U.S. dollar foreign exchange forward contracts (maturing 2021)	**11**	**—**	—	—
	71	**US 3,400**	68	US 2,600

1 Fair value equals carrying value.
2 No amounts have been excluded from the assessment of hedge effectiveness.

The notional amounts and fair values of U.S. dollar-denominated debt designated as a net investment hedge were as follows:

(unaudited - millions of Canadian $, unless otherwise noted)	March 31, 2021	December 31, 2020
Notional amount	**25,100 (US 19,900)**	27,700 (US 21,800)
Fair value	**29,300 (US 23,300)**	33,800 (US 26,500)

Non-derivative financial instruments

Fair value of non-derivative financial instruments

Available-for-sale assets are recorded at fair value which is calculated using quoted market prices where available. Certain non-derivative financial instruments included in Cash and cash equivalents, Accounts receivable, Other current assets, Loan receivable from affiliate, Restricted investments, Other long-term assets, Notes payable, Accounts payable and other, Dividends payable, Accrued interest and Other long-term liabilities have carrying amounts that approximate their fair value due to the nature of the item or the short time to maturity. Each of these instruments are classified in Level II of the fair value hierarchy, except for the Company's LMCI equity securities which are classified in Level I.

Credit risk has been taken into consideration when calculating the fair value of non-derivative instruments.

Balance sheet presentation of non-derivative financial instruments

The following table details the fair value of non-derivative financial instruments, excluding those where carrying amounts approximate fair value, and would be classified in Level II of the fair value hierarchy:

	March 31, 2021		December 31, 2020	
(unaudited - millions of Canadian $)	Carrying amount	Fair value	Carrying amount	Fair value
Long-term debt including current portion	**(41,421)**	**(47,788)**	(36,885)	(46,054)
Junior subordinated notes	**(8,893)**	**(9,134)**	(8,498)	(8,908)
	(50,314)	**(56,922)**	(45,383)	(54,962)

Available-for-sale assets summary

The following tables summarize additional information about the Company's restricted investments that were classified as available-for-sale assets:

	March 31, 2021		December 31, 2020	
(unaudited - millions of Canadian $)	LMCI restricted investments	Other restricted investments[1]	LMCI restricted investments	Other restricted investments[1]
Fair values of fixed income securities[2,3]				
Maturing within 1 year	**—**	**34**	—	17
Maturing within 1-5 years	**43**	**89**	—	66
Maturing within 5-10 years	**948**	**—**	985	—
Maturing after 10 years	**70**	**—**	85	—
Fair value of equity securities[2,4]	**763**	**—**	736	—
	1,824	**123**	1,806	83

1 Other restricted investments have been set aside to fund insurance claim losses to be paid by the Company's wholly-owned captive insurance subsidiary.

2 Available-for-sale assets are recorded at fair value and included in Other current assets and Restricted investments on the Company's Condensed consolidated balance sheet.

3 Classified in Level II of the fair value hierarchy.

4 Classified in Level I of the fair value hierarchy.

(unaudited - millions of Canadian $)	three months ended March 31			
	2021		2020	
	LMCI restricted investments[1]	Other restricted investments[2]	LMCI restricted investments[1]	Other restricted investments[2]
Net unrealized (losses)/gains	**(40)**	**(1)**	(23)	1
Net realized (losses)/gains[3]	**(1)**	**—**	2	—

1 Gains and losses arising from changes in the fair value of LMCI restricted investments impact the subsequent amounts to be collected through tolls to cover future pipeline abandonment costs. As a result, the Company records these gains and losses as regulatory assets or liabilities.

2 Gains and losses on other restricted investments are included in Interest income and other in the Condensed consolidated statement of income.

3 Realized gains and losses on the sale of LMCI restricted investments are determined using the average cost basis.

Derivative instruments

Fair value of derivative instruments

The fair value of foreign exchange and interest rate derivatives has been calculated using the income approach which uses period-end market rates and applies a discounted cash flow valuation model. The fair value of commodity derivatives has been calculated using quoted market prices where available. In the absence of quoted market prices, third-party broker quotes or other valuation techniques have been used. The fair value of options has been calculated using the Black-Scholes pricing model. Credit risk has been taken into consideration when calculating the fair value of derivative instruments. Unrealized gains and losses on derivative instruments are not necessarily representative of the amounts that will be realized on settlement.

In some cases, even though the derivatives are considered to be effective economic hedges, they do not meet the specific criteria for hedge accounting treatment or are not designated as a hedge and are accounted for at fair value with changes in fair value recorded in net income in the period of change. This may expose the Company to increased variability in reported earnings because the fair value of the derivative instruments can fluctuate significantly from period to period.

Balance sheet presentation of derivative instruments

The balance sheet classification of the fair value of derivative instruments was as follows:

at March 31, 2021 (unaudited - millions of Canadian $)	Cash Flow Hedges	Net Investment Hedges	Held for Trading	Total Fair Value of Derivative Instruments[1]
Other current assets				
Commodities[2]	—	—	47	47
Foreign exchange	—	48	197	245
	—	48	244	292
Other long-term assets				
Commodities[2]	—	—	15	15
Foreign exchange	—	37	6	43
	—	37	21	58
Total Derivative Assets	—	85	265	350
Accounts payable and other				
Commodities[2]	(11)	—	(43)	(54)
Foreign exchange	—	—	(11)	(11)
Interest rate	(21)	—	—	(21)
	(32)	—	(54)	(86)
Other long-term liabilities				
Commodities[2]	(5)	—	(11)	(16)
Foreign exchange	—	(14)	(3)	(17)
Interest rate	(26)	—	—	(26)
	(31)	(14)	(14)	(59)
Total Derivative Liabilities	(63)	(14)	(68)	(145)
Total Derivatives	(63)	71	197	205

1 Fair value equals carrying value.
2 Includes purchases and sales of power, natural gas and liquids.

at December 31, 2020 (unaudited - millions of Canadian $)	Cash Flow Hedges	Net Investment Hedges	Held for Trading	Total Fair Value of Derivative Instruments[1]
Other current assets				
Commodities[2]	—	—	13	13
Foreign exchange	—	47	175	222
	—	47	188	235
Other long-term assets				
Foreign exchange	—	22	19	41
	—	22	19	41
Total Derivative Assets	—	69	207	276
Accounts payable and other				
Commodities[2]	(8)	—	(32)	(40)
Foreign exchange	—	(1)	(10)	(11)
Interest rate	(21)	—	—	(21)
	(29)	(1)	(42)	(72)
Other long-term liabilities				
Commodities[2]	(6)	—	(4)	(10)
Interest rate	(49)	—	—	(49)
	(55)	—	(4)	(59)
Total Derivative Liabilities	(84)	(1)	(46)	(131)
Total Derivatives	(84)	68	161	145

1 Fair value equals carrying value.
2 Includes purchases and sales of power, natural gas and liquids.

The majority of derivative instruments held for trading have been entered into for risk management purposes and all are subject to the Company's risk management strategies, policies and limits. These include derivatives that have not been designated as hedges or do not qualify for hedge accounting treatment but have been entered into as economic hedges to manage the Company's exposures to market risk.

Notional and maturity summary

The maturity and notional amount or quantity outstanding related to the Company's derivative instruments excluding hedges of the net investment in foreign operations was as follows:

at March 31, 2021 (unaudited)	Power	Natural Gas	Liquids	Foreign Exchange	Interest Rate
Purchases[1]	**125**	**121**	**27**	**—**	**—**
Sales[1]	**1,628**	**45**	**29**	**—**	**—**
Millions of U.S. dollars	**—**	**—**	**—**	**5,387**	**1,100**
Millions of Mexican pesos	**—**	**—**	**—**	**4,282**	**—**
Maturity dates	**2021-2025**	**2021-2027**	**2021**	**2021-2023**	**2022-2026**

1 Volumes for power, natural gas and liquids derivatives are in GWh, Bcf and MMBbls, respectively.

at December 31, 2020 (unaudited)	**Power**	**Natural Gas**	**Liquids**	**Foreign Exchange**	**Interest Rate**
Purchases[1]	185	13	26	—	—
Sales[1]	1,786	14	30	—	—
Millions of U.S. dollars	—	—	—	4,432	1,100
Millions of Mexican pesos	—	—	—	1,700	—
Maturity dates	2021-2025	2021-2027	2021	2021-2022	2022-2026

1 Volumes for power, natural gas and liquids derivatives are in GWh, Bcf and MMBbls, respectively.

Unrealized and realized gains/(losses) on derivative instruments

The following summary does not include hedges of the net investment in foreign operations:

	three months ended March 31	
(unaudited - millions of Canadian $)	**2021**	**2020**
Derivative Instruments Held for Trading[1]		
Amount of unrealized gains/(losses) in the period		
Commodities	**31**	66
Foreign exchange	**5**	(272)
Amount of realized gains/(losses) in the period		
Commodities	**61**	36
Foreign exchange	**41**	(12)
Derivative Instruments in Hedging Relationships[2]		
Amount of realized (losses)/gains in the period		
Commodities	**(11)**	(3)
Interest rate	**(6)**	1

1 Realized and unrealized gains and losses on held-for-trading derivative instruments used to purchase and sell commodities are included on a net basis in Revenues. Realized and unrealized gains and losses on foreign exchange held-for-trading derivative instruments are included on a net basis in Interest income and other.

2 In the three months ended March 31, 2021 and 2020, there were no gains or losses included in Net (loss)/income relating to discontinued cash flow hedges where it was probable that the anticipated transaction would not occur.

Derivatives in cash flow hedging relationships

The components of OCI (Note 12) related to the change in fair value of derivatives in cash flow hedging relationships before tax and including the portion attributable to non-controlling interests were as follows:

	three months ended March 31	
(unaudited - millions of Canadian $, pre-tax)	**2021**	**2020**
Change in fair value of derivative instruments recognized in OCI[1]		
Commodities	**(4)**	4
Interest rate	**18**	(660)
	14	(656)

1 No amounts have been excluded from the assessment of hedge effectiveness. Amounts in parentheses indicate losses recorded to OCI.

Effect of fair value and cash flow hedging relationships

The following table details amounts presented in the Condensed consolidated statement of income in which the effects of fair value or cash flow hedging relationships were recorded:

	three months ended March 31	
(unaudited - millions of Canadian $)	**2021**	**2020**
Fair Value Hedges		
Interest rate contracts[1]		
Hedged items	**—**	(3)
Derivatives designated as hedging instruments	**—**	1
Cash Flow Hedges		
Reclassification of losses on derivative instruments from AOCI to net income[2,3]		
Interest rate contracts[1]	**(9)**	(3)
Commodity contracts[4]	**(2)**	(2)

1 Presented within Interest expense in the Condensed consolidated statement of income.

2 Refer to Note 12, Other comprehensive (loss)/income and accumulated other comprehensive loss, for the components of OCI related to derivatives in cash flow hedging relationships including the portion attributable to non-controlling interests.

3 There are no amounts recognized in earnings that were excluded from effectiveness testing.

4 Presented within Revenues (Power and Storage) in the Condensed consolidated statement of income.

Offsetting of derivative instruments

The Company enters into derivative contracts with the right to offset in the normal course of business as well as in the event of default. TC Energy has no master netting agreements, however, similar contracts are entered into containing rights to offset. The Company has elected to present the fair value of derivative instruments with the right to offset on a gross basis on the Condensed consolidated balance sheet. The following table shows the impact on the presentation of the fair value of derivative instrument assets and liabilities had the Company elected to present these contracts on a net basis:

at March 31, 2021 (unaudited - millions of Canadian $)	**Gross derivative instruments**	**Amounts available for offset[1]**	**Net amounts**
Derivative instrument assets			
Commodities	**62**	**(41)**	**21**
Foreign exchange	**288**	**(28)**	**260**
	350	**(69)**	**281**
Derivative instrument liabilities			
Commodities	**(70)**	**41**	**(29)**
Foreign exchange	**(28)**	**28**	**—**
Interest rate	**(47)**	**—**	**(47)**
	(145)	**69**	**(76)**

1 Amounts available for offset do not include cash collateral pledged or received.

at December 31, 2020 (unaudited - millions of Canadian $)	Gross derivative instruments	Amounts available for offset[1]	Net amounts
Derivative instrument assets			
Commodities	13	(7)	6
Foreign exchange	263	(11)	252
	276	(18)	258
Derivative instrument liabilities			
Commodities	(50)	7	(43)
Foreign exchange	(11)	11	—
Interest rate	(70)	—	(70)
	(131)	18	(113)

1 Amounts available for offset do not include cash collateral pledged or received.

With respect to the derivative instruments presented above, the Company provided cash collateral of $59 million and letters of credit of $52 million at March 31, 2021 (December 31, 2020 – $54 million and $39 million, respectively) to its counterparties. At March 31, 2021 and December 31, 2020, the Company held no cash collateral and no letters of credit from counterparties on asset exposures.

Credit-risk-related contingent features of derivative instruments

Derivative contracts entered into to manage market risk often contain financial assurance provisions that allow parties to the contracts to manage credit risk. These provisions may require collateral to be provided if a credit-risk-related contingent event occurs, such as a downgrade in the Company's credit rating to non-investment grade. The Company may also need to provide collateral if the fair value of its derivative financial instruments exceeds pre-defined exposure limits.

Based on contracts in place and market prices at March 31, 2021, the aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position was $4 million (December 31, 2020 – $4 million), for which the Company has provided no collateral in the normal course of business. If the credit-risk-related contingent features in these agreements were triggered on March 31, 2021, the Company would have been required to provide collateral equal to the fair value of the related derivative instruments discussed above. Collateral may also need to be provided should the fair value of derivative instruments exceed pre-defined contractual exposure limit thresholds.

The Company has sufficient liquidity in the form of cash and undrawn committed revolving credit facilities to meet these contingent obligations should they arise.

Fair Value Hierarchy

The Company's financial assets and liabilities recorded at fair value have been categorized into three categories based on a fair value hierarchy.

Levels	How fair value has been determined
Level I	Quoted prices in active markets for identical assets and liabilities that the Company has the ability to access at the measurement date. An active market is a market in which frequency and volume of transactions provides pricing information on an ongoing basis.
Level II	This category includes interest rate and foreign exchange derivative assets and liabilities where fair value is determined using the income approach and commodity derivatives where fair value is determined using the market approach. Inputs include published exchange rates, interest rates, interest rate swap curves, yield curves and broker quotes from external data service providers.
Level III	This category includes long-dated commodity transactions in certain markets where liquidity is low and the Company uses the most observable inputs available or, if not available, long-term broker quotes to estimate the fair value for these transactions. There is uncertainty caused by using unobservable market data which may not accurately reflect possible future changes in fair value.

The fair value of the Company's derivative assets and liabilities measured on a recurring basis, including both current and non-current portions, were categorized as follows:

at March 31, 2021 (unaudited - millions of Canadian $)	**Quoted prices in active markets (Level I)**	**Significant other observable inputs (Level II)**[1]	**Significant unobservable inputs (Level III)**[1]	**Total**
Derivative instrument assets				
Commodities	**9**	**53**	**—**	**62**
Foreign exchange	**—**	**288**	**—**	**288**
Derivative instrument liabilities				
Commodities	**(6)**	**(60)**	**(4)**	**(70)**
Foreign exchange	**—**	**(28)**	**—**	**(28)**
Interest rate	**—**	**(47)**	**—**	**(47)**
	3	**206**	**(4)**	**205**

1 There were no transfers from Level II to Level III for the three months ended March 31, 2021.

at December 31, 2020 (unaudited - millions of Canadian $)	**Quoted prices in active markets (Level I)**	**Significant other observable inputs (Level II)**[1]	**Significant unobservable inputs (Level III)**[1]	**Total**
Derivative instrument assets				
Commodities	3	10	—	13
Foreign exchange	—	263	—	263
Derivative instrument liabilities				
Commodities	(15)	(31)	(4)	(50)
Foreign exchange	—	(11)	—	(11)
Interest rate	—	(70)	—	(70)
	(12)	161	(4)	145

1 There were no transfers from Level II to Level III for the year ended December 31, 2020.

The following table presents the net change in fair value of derivative assets and liabilities classified as Level III of the fair value hierarchy:

	three months ended March 31	
(unaudited - millions of Canadian $)	**2021**	**2020**
Balance at beginning of period	**(4)**	(7)
Total gains included in Net (loss)/ income	**—**	4
Balance at end of period[1]	**(4)**	(3)

1 For the three months ended March 31, 2021, there were no amounts recognized in Revenues attributed to derivatives in the Level III category that were still held at March 31, 2021 (2020 – unrealized gains of $4 million).

15. COMMITMENTS, CONTINGENCIES AND GUARANTEES

Commitments

TC Energy's capital expenditure commitments at December 31, 2020 included certain construction costs associated with the Keystone XL pipeline. Following the revocation of the Presidential Permit for the Keystone XL pipeline on January 20, 2021, the Company and its partner formally suspended the project and it has evaluated its investment in Keystone XL for impairment along with the related capital projects in development. As a result, capital commitments related to Keystone XL have been reduced by approximately $0.9 billion. Refer to Note 5, Asset impairment charge and other, for more information.

Contingencies

TC Energy and its subsidiaries are subject to various legal proceedings, arbitrations and actions arising in the normal course of business. While the final outcome of such legal proceedings and actions cannot be predicted with certainty, it is the opinion of management that the resolution of such proceedings and actions will not have a material impact on the Company's consolidated financial position or results of operations.

Guarantees

As part of its role as operator of the Northern Courier pipeline, TC Energy has guaranteed the financial performance of the pipeline related to delivery and terminalling of bitumen and diluent and contingent financial obligations under sub-lease agreements.

TC Energy and its partner on the Sur de Texas pipeline, IEnova, have jointly guaranteed the financial performance of the entity which owns the pipeline. Such agreements include a guarantee and a letter of credit which are primarily related to the delivery of natural gas.

TC Energy and its joint venture partner on Bruce Power, BPC Generation Infrastructure Trust, have each severally guaranteed certain contingent financial obligations of Bruce Power related to a lease agreement and contractor and supplier services.

The Company and its partners in certain other jointly-owned entities have either (i) jointly and severally, (ii) jointly or (iii) severally guaranteed the financial performance of these entities. Such agreements include guarantees and letters of credit which are primarily related to construction services and the payment of liabilities. For certain of these entities, any payments made by TC Energy under these guarantees in excess of its ownership interest are to be reimbursed by its partners.

The carrying value of these guarantees has been included in Other long-term liabilities on the Condensed consolidated balance sheet. Information regarding the Company's guarantees is as follows:

		March 31, 2021		December 31, 2020	
(unaudited - millions of Canadian $)	Term	Potential exposure[1]	Carrying value	Potential exposure[1]	Carrying value
Northern Courier	to 2055	**300**	**26**	300	26
Sur de Texas	to 2043	**99**	**—**	100	—
Bruce Power	to 2023	**88**	**—**	88	—
Other jointly-owned entities	to 2043	**77**	**4**	78	4
		564	**30**	566	30

1 TC Energy's share of the potential estimated current or contingent exposure.

16. VARIABLE INTEREST ENTITIES

Consolidated VIEs

The Company's consolidated VIEs consist of legal entities where the Company is the primary beneficiary. As the primary beneficiary, the Company has the power, through voting or similar rights, to direct the activities of the VIE that most significantly impact economic performance including purchasing or selling significant assets; maintenance and operations of assets; incurring additional indebtedness; or determining the strategic operating direction of the entity. In addition, the Company has the obligation to absorb losses or the right to receive benefits from the consolidated VIE that could potentially be significant to the VIE. A significant portion of the Company's assets are held through VIEs in which the Company holds a 100 per cent voting interest, the VIE meets the definition of a business and the VIE's assets can be used for general corporate purposes. The consolidated VIEs whose assets cannot be used for purposes other than the settlement of the VIE's obligations, or are not considered a business, are as follows:

(unaudited - millions of Canadian $)	March 31, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash and cash equivalents	**41**	254
Accounts receivable	**61**	61
Inventories	**27**	26
Other	**8**	11
	137	352
Plant, Property and Equipment	**3,343**	3,325
Equity Investments	**703**	714
Goodwill	**418**	424
Other Long-Term Assets	**—**	8
	4,601	4,823
LIABILITIES		
Current Liabilities		
Accounts payable and other	**125**	109
Redeemable non-controlling interest	**—**	633
Accrued interest	**23**	21
Current portion of long-term debt	**910**	579
	1,058	1,342
Regulatory Liabilities	**60**	60
Other Long-Term Liabilities	**9**	11
Deferred Income Tax Liabilities	**12**	12
Long-Term Debt	**2,420**	2,468
	3,559	3,893

Certain consolidated VIEs have a redeemable non-controlling interest that ranks above the Company's equity interest. Refer to Note 10, Redeemable non-controlling interest and non-controlling interests, for additional information.

Non-Consolidated VIEs

The Company's non-consolidated VIEs consist of legal entities where the Company is not the primary beneficiary as it does not have the power to direct the activities that most significantly impact the economic performance of these VIEs or where this power is shared with third parties. The Company contributes capital to these VIEs and receives ownership interests that provide it with residual claims on assets after liabilities are paid.

The carrying value of these VIEs and the maximum exposure to loss as a result of the Company's involvement with these VIEs are as follows:

(unaudited - millions of Canadian $)	March 31, 2021	December 31, 2020
Balance sheet		
Equity investments		
Bruce Power	**3,451**	3,306
Pipeline equity investments	**1,635**	1,371
Off-balance sheet exposure[1]		
Bruce Power	**1,303**	1,183
Pipeline equity investments	**1,663**	1,506
Maximum exposure to loss	**8,052**	7,366

1 Includes maximum potential exposure to guarantees and future funding commitments.

Certifications

I, François L. Poirier, certify that:

1. I have reviewed this quarterly report on Form 6-K of TC Energy Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Dated: May 7, 2021

/s/ François L. Poirier
François L. Poirier
President and Chief Executive Officer

Certifications

I, François L. Poirier, certify that:

1. I have reviewed this quarterly report on Form 6-K of TransCanada PipeLines Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Dated: May 7, 2021

/s/ François L. Poirier
François L. Poirier
President and Chief Executive Officer

Certifications

I, Donald R. Marchand, certify that:

1. I have reviewed this quarterly report on Form 6-K of TC Energy Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Dated: May 7, 2021

/s/ Donald R. Marchand
Donald R. Marchand
Executive Vice-President, Strategy & Corporate Development and Chief Financial Officer

Certifications

I, Donald R. Marchand, certify that:

1. I have reviewed this quarterly report on Form 6-K of TransCanada PipeLines Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Dated: May 7, 2021

/s/ Donald R. Marchand
Donald R. Marchand
Executive Vice-President, Strategy & Corporate Development and Chief Financial Officer

TC ENERGY CORPORATION

450 – 1st Street S.W.
Calgary, Alberta, Canada
T2P 5H1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
REGARDING PERIODIC REPORT CONTAINING
FINANCIAL STATEMENTS

I, François L. Poirier, the Chief Executive Officer of TC Energy Corporation (the "Company"), in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify, in connection with the Company's Quarterly Report as filed on Form 6-K for the period ended March 31, 2021 with the Securities and Exchange Commission (the "Report"), that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ François L. Poirier
François L. Poirier
Chief Executive Officer
May 7, 2021

TRANSCANADA PIPELINES LIMITED

450 – 1st Street S.W.
Calgary, Alberta, Canada
T2P 5H1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
REGARDING PERIODIC REPORT CONTAINING
FINANCIAL STATEMENTS

I, François L. Poirier, the Chief Executive Officer of TransCanada PipeLines Limited (the "Company"), in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify, in connection with the Company's Quarterly Report as filed on Form 6-K for the period ended March 31, 2021 with the Securities and Exchange Commission (the "Report"), that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ François L. Poirier
François L. Poirier
Chief Executive Officer
May 7, 2021

TC ENERGY CORPORATION

450 – 1st Street S.W.
Calgary, Alberta, Canada
T2P 5H1

CERTIFICATION OF CHIEF FINANCIAL OFFICER
REGARDING PERIODIC REPORT CONTAINING
FINANCIAL STATEMENTS

I, Donald R. Marchand, the Chief Financial Officer of TC Energy Corporation (the "Company"), in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify, in connection with the Company's Quarterly Report as filed on Form 6-K for the period ended March 31, 2021 with the Securities and Exchange Commission (the "Report"), that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Donald R. Marchand
Donald R. Marchand
Chief Financial Officer
May 7, 2021

TRANSCANADA PIPELINES LIMITED

450 – 1st Street S.W.
Calgary, Alberta, Canada
T2P 5H1

CERTIFICATION OF CHIEF FINANCIAL OFFICER
REGARDING PERIODIC REPORT CONTAINING
FINANCIAL STATEMENTS

I, Donald R. Marchand, the Chief Financial Officer of TransCanada PipeLines Limited (the "Company"), in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify, in connection with the Company's Quarterly Report as filed on Form 6-K for the period ended March 31, 2021 with the Securities and Exchange Commission (the "Report"), that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Donald R. Marchand
Donald R. Marchand
Chief Financial Officer
May 7, 2021

Quarterly Report to Shareholders

TC Energy reports solid first quarter operating performance
Continues to advance $20 billion secured capital program following formal suspension of Keystone XL

CALGARY, Alberta – May 7, 2021 – TC Energy Corporation (TSX, NYSE: TRP) (TC Energy or the Company) today announced a net loss attributable to common shares for first quarter 2021 of $1.1 billion or $1.11 per share compared to net income of $1.1 billion or $1.22 per share for the same period in 2020. Excluding an asset impairment charge related to the formal suspension of Keystone XL and certain other specific items, comparable earnings for first quarter 2021 were $1.1 billion or $1.16 per common share compared to $1.1 billion or $1.18 per common share in 2020. TC Energy's Board of Directors also declared a quarterly dividend of $0.87 per common share for the quarter ending June 30, 2021, equivalent to $3.48 per common share on an annualized basis.

"During the first three months of 2021, our diversified portfolio of essential energy infrastructure continued to perform very well," said François Poirier, TC Energy's President and Chief Executive Officer. "Robust comparable earnings and cash generation once again highlight the resiliency of our assets and how imperative they are to the North American economy as we deliver the energy and advance projects vital to our way of life in a safe and reliable manner."

Despite energy market volatility, weather events and the ongoing impacts of COVID-19, across our extensive operations, flows and utilization levels remain in line with historical and seasonal norms. Given the predictable nature of our cash flow streams, the Company's outlook for full-year 2021 comparable earnings remains generally consistent with last year's record results.

"While we were very disappointed by the revocation of the Presidential Permit for Keystone XL and the resulting after-tax impairment charge, we are well positioned to deliver sustainable, high-quality growth in the years ahead," continued Poirier. "We are advancing a $20 billion secured capital program and working on a substantive portfolio of other similarly high-quality opportunities under development. Importantly, all of our capital projects are underpinned by long-term contracts and/or regulated business models highlighting the fundamental need for this critical new infrastructure while at the same time giving us visibility to the earnings and cash flow they will generate as they enter service in the coming years. Through prudent financial management, our balance sheet continues to exhibit its historical strength allowing us to effectively self-fund our growth program."

Looking beyond the current suite of projects, we are well positioned to capture future growth prospects associated with our extensive asset footprint and deep organizational capabilities as well as others that arise as the world both consumes more energy and transitions to a cleaner energy future. We are exploring opportunities to electrify and use renewable energy to power certain of the Company's proprietary energy loads, with the goal of a net reduction in emissions across our footprint. In all our operations and projects, we remain focused on managing, reducing or eliminating our greenhouse gas emissions to the fullest extent possible. Whether through modernizing and upgrading our expansive asset network, expanding our capacity to displace higher-emission fuel sources, or exploring new innovative clean energy technologies, we believe our creativity, technical strength and unparalleled market connectivity provide us the ability to prosper regardless of the pace of energy transition.

Success in advancing our current slate of secured projects and other organic growth opportunities emanating from our five operating businesses across North America is expected to support annual dividend growth of five to seven per cent in this historically low-interest rate environment.

Highlights

(All financial figures are unaudited and in Canadian dollars unless otherwise noted)

- First quarter 2021 financial results
  - Net loss attributable to common shares of $1.1 billion or $1.11 per common share
    - Includes $2.2 billion after-tax Keystone XL asset impairment charge; offsetting amounts with respect to the Government of Alberta's investment and guarantees expected to be recorded through equity in future periods
  - Comparable earnings of $1.1 billion or $1.16 per common share
  - Comparable EBITDA of $2.5 billion
  - Net cash provided by operations of $1.7 billion
  - Comparable funds generated from operations of $2.0 billion
- Declared a quarterly dividend of $0.87 per common share for the quarter ending June 30, 2021
- Continued to advance our $20 billion secured capital program by investing $1.9 billion in various projects during the first quarter
- Placed the remainder of BXP in service in January and Phase I of the Grand Chenier XPress project in April
- Entered a joint venture with Motiva Enterprises (Motiva) to construct the US$152 million Port Neches Link pipeline system to connect the Keystone Pipeline System to Motiva's Port Neches Terminal
- Completed the acquisition of all of the publicly-held outstanding common units of TC PipeLines, LP in exchange for 38 million TC Energy common shares.

Net (loss)/income attributable to common shares decreased by $2.2 billion or $2.33 per common share to a net loss of $1.1 billion or $1.11 per share for the three months ended March 31, 2021 compared to the same period last year. On January 20, 2021, the Presidential Permit for the Keystone XL pipeline was revoked and, as a result, we subsequently agreed with the Government of Alberta to formally suspend the Keystone XL pipeline project and have evaluated our investment for impairment along with those in related capital projects in development including Heartland Pipeline, TC Terminals and Keystone Hardisty Terminal. We determined that the carrying amount of these assets was no longer fully recoverable and, as a result, in first quarter 2021 we recognized an after-tax asset impairment of $2.2 billion, net of expected contractual recoveries and other contractual and legal obligations. The Keystone XL pipeline asset impairment does not reflect offsetting amounts with respect to the Government of Alberta's investment and guarantees which are expected to be recorded through the statement of equity in future periods and would serve to reduce our net financial exposure on the Keystone XL pipeline project to approximately $1.0 billion as at March 31, 2021. First quarter 2020 included an income tax valuation allowance release of $281 million following our reassessment of deferred tax assets that are deemed more likely than not to be realized, and an incremental after-tax loss of $77 million related to the Ontario natural-gas fired power plant assets held for sale. These specific items, as well as unrealized gains and losses from changes in risk management activities, are excluded from comparable earnings as we do not consider them to be reflective of our underlying operations. Per share results also reflect the impact of common shares issued for the acquisition of TC PipeLines, LP in first quarter 2021.

Comparable EBITDA of $2.5 billion decreased by $43 million for the three months ended March 31, 2021 compared to the same period in 2020 primarily due to the net effect of the following:

- lower contribution from Mexico Natural Gas Pipelines mainly due to US$55 million of fees recognized in 2020 associated with the successful completion of the Sur de Texas pipeline
- decreased earnings from Liquids Pipelines due to lower volumes on the Keystone Pipeline System, partially offset by increased contributions from liquids marketing activities mainly resulting from higher margins and volumes
- lower Power and Storage results attributable to reduced earnings in Bruce Power in 2021 primarily due to greater outage days, partially offset by first quarter gains in 2021 on funds invested for post-retirement benefits
- higher comparable EBITDA from Canadian Natural Gas Pipelines largely due to the impact of increased flow-through depreciation and financial charges along with higher rate-base earnings on the NGTL System, Coastal GasLink development fees and increased flow-through income taxes on the Canadian Mainline, partially offset by lower flow-through financial charges on the Canadian Mainline

- increased earnings in U.S. Natural Gas Pipelines from Columbia Gas following the application for higher transportation rates effective February 1, 2021, subject to refund upon completion of the current rate proceeding along with incremental earnings resulting from greater capitalized pipeline integrity costs in 2021 compared to 2020
- foreign exchange impact of a weaker U.S. dollar on the Canadian dollar equivalent segmented earnings in our U.S. dollar-denominated operations. While the weakening of the U.S. dollar in first quarter 2021 compared to the same period in 2020 had a negative impact on first quarter 2021 comparable EBITDA, the corresponding impact on comparable earnings was not significant due to offsetting natural and economic hedges.

Due to the flow-through treatment of certain expenses including income taxes, financial charges and depreciation on our Canadian rate-regulated pipelines, changes in these expenses impact our comparable EBITDA despite having no significant effect on net income.

Comparable earnings of $1.1 billion or $1.16 per common share decreased by $1 million or $0.02 per common share for the three months ended March 31, 2021 compared to the same period in 2020 and was primarily the net effect of:
- changes in comparable EBITDA described above
- lower allowance for funds used during construction (AFUDC), predominantly on account of the suspension of recording AFUDC on the Villa de Reyes project effective January 1, 2021 due to ongoing project delays
- higher depreciation and amortization largely in Canadian Natural Gas Pipelines and U.S. Natural Gas Pipelines reflecting new assets placed in service
- higher interest income and other mainly attributable to realized gains in 2021 compared to realized losses in 2020 on derivatives used to manage our net exposure to foreign exchange rate fluctuations on U.S. dollar-denominated income, partially offset by lower unrealized foreign exchange gains on peso-denominated deferred income tax liabilities net of derivatives used to manage this exposure
- decreased non-controlling interests as a result of the March 3, 2021 acquisition of all outstanding common units of TC PipeLines, LP not beneficially owned by TC Energy
- lower interest expense as a result of the foreign exchange impact from a weaker U.S. dollar on translation of U.S. dollar-denominated interest as well as lower interest rates on reduced levels of short-term borrowings. This was partially offset by lower capitalized interest largely related to the completion of the Napanee power plant in first quarter 2020, the change to equity accounting for our Coastal GasLink investment upon the sale of a 65 per cent interest in the project in second quarter 2020 and the revocation of the Presidential Permit for the Keystone XL pipeline in January 2021.

Comparable earnings per share reflects the impact of common shares issued for the acquisition of TC PipeLines, LP in first quarter 2021.

Certain of our businesses generate all or most of their earnings in U.S. dollars and, since we report our financial results in Canadian dollars, changes in the value of the U.S. dollar against the Canadian dollar can affect our comparable EBITDA and net income. As our U.S. dollar-denominated operations continue to grow, this exposure increases. A portion of the U.S. dollar-denominated comparable EBITDA exposure is naturally offset by U.S. dollar-denominated amounts below comparable EBITDA within depreciation and amortization, interest expense and other income statement line items. The balance of the exposure is actively managed on a rolling two-year forward basis using foreign exchange derivatives, however, the natural exposure beyond that period remains.

NOTABLE RECENT DEVELOPMENTS INCLUDE:

Canadian Natural Gas Pipelines

- Coastal GasLink: In December 2020, in response to the COVID-19 pandemic, the British Columbia Provincial Health Officer issued an order restricting the number of workers on site for industrial projects in the Northern Health Authority region of British Columbia. Additional health and safety measures were implemented by Coastal GasLink to prevent and control the risk of transmission of COVID-19 among workers at the camps and at the worksites, enabling the project to proceed with critical activities. On April 13, 2021, the provincial health order was lifted allowing the project to finalize the Coastal GasLink remobilization plans for the summer construction program.

As a result of scope changes, permit delays and the impacts from COVID-19, including the provincial health order, we continue to expect project costs to increase significantly along with a delay to project completion compared to the original project cost and schedule. Coastal GasLink will continue to mitigate cost increases and schedule deferrals and is working with LNG Canada on establishing a revised project plan and budget. Incremental costs will be included in the final pipeline tolls, subject to certain conditions. We do not anticipate our future equity contributions will increase significantly following the conclusion of this process.

U.S. Natural Gas Pipelines

- Grand Chenier XPress: Phase I of Grand Chenier XPress, an expansion project on the ANR pipeline system connecting supply directly to U.S. Gulf Coast LNG export facilities, went into service in April 2021. Phase II is expected to be placed in service in early 2022.
- Columbia Gas Section 4 Rate Case: Columbia Gas filed a Section 4 Rate Case with FERC in July 2020 requesting an increase to Columbia Gas' maximum transportation rates effective February 1, 2021, subject to refund upon completion of the rate proceeding. The rate case is progressing as expected as we continue to pursue a collaborative process to find a mutually beneficial outcome with our customers through settlement negotiations.

Mexico Natural Gas Pipelines

- Villa de Reyes: Construction is ongoing but has been delayed due to COVID-19 contingency measures which have impeded our ability to obtain work authorizations as a result of administrative closures. We expect to complete construction of Villa de Reyes in 2021.

Liquids Pipelines

- Keystone XL: On January 20, 2021, the Presidential Permit for the Keystone XL pipeline was revoked and as a result, we suspended the advancement of the project and ceased capitalizing costs, including interest during construction, while we assessed the options available to us and our partner, the Government of Alberta. We have subsequently agreed with the Government of Alberta to formally suspend the Keystone XL pipeline project and have evaluated our investment for impairment along with those in related capital projects in development including Heartland Pipeline, TC Terminals and Keystone Hardisty Terminal. We determined that the carrying amount of these assets was no longer fully recoverable. As a result, in first quarter 2021, we recognized an asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations related to suspension activities of $2.8 billion ($2.2 billion after tax) which was excluded from comparable earnings. The asset impairment charge was based on the excess of the carrying value of $3.3 billion over the estimated fair value of $0.2 billion. Suspension activities and related costs will continue throughout 2021 and 2022 with any adjustments to the estimated fair value and future contractual and legal obligations being expensed as incurred and also excluded from comparable earnings.

  Although we have recorded a $2.2 billion after-tax asset impairment charge, net of expected contractual recoveries and other contractual and legal obligations related to suspension activities, a significant portion of this amount is shared with the Government of Alberta, thereby reducing our net financial exposure. After considering the Government of Alberta contribution of $0.4 billion for Class A interests reported in Redeemable non-controlling interest and the $0.8 billion outstanding on the Government of Alberta guaranteed credit facility reported in Current portion of long-term debt, our net financial exposure on the $2.2 billion after-tax asset impairment at March 31, 2021 was approximately $1.0 billion.

  Shortly after the Presidential Permit was revoked, construction stand-down activities were fully implemented, although certain activities are ongoing, to complete work that commenced in 2020 in order to adhere to our commitment to safety and the environment. The majority of the associated continuing costs are expected to be funded through the existing project-level credit facility which remains fully guaranteed by the Government of Alberta. On March 26, 2021, we reduced the total amount available under the credit facility from US$4.1 billion to US$1.6 billion and as at March 31, 2021, there was an outstanding balance of $779 million (US$619 million) on this facility. The formal suspension of the project does not require immediate repayment of the debt.

- Port Neches: On March 8, 2021, we entered a joint venture with Motiva to construct the US$152 million Port Neches Link pipeline system which will connect the Keystone Pipeline System to Motiva's Port Neches Terminal, which supplies 630,000 Bbl/d to their Port Arthur refinery. This common carrier pipeline system will also include facilities to tie in additional liquids terminals to the Keystone Pipeline System with other downstream infrastructure, and is expected to be in service in the second half of 2022.

Corporate

- Common share dividend: Our Board of Directors declared a quarterly dividend of $0.87 per common share for the quarter ending June 30, 2021. The quarterly amount is equivalent to $3.48 per common share on an annualized basis.
- Acquisition of TC PipeLines, LP: On March 3, 2021, we completed the previously announced acquisition pursuant to the agreement dated December 14, 2020 which resulted in TC Energy acquiring all of the outstanding common units of TC PipeLines, LP not beneficially owned by TC Energy and TC PipeLines, LP becoming an indirect, wholly-owned subsidiary of TC Energy. Upon close of the transaction, TC PipeLines, LP common unitholders received 0.70 common shares of TC Energy for each issued and outstanding publicly-held TC PipeLines, LP common unit. In accordance with the acquisition terms, we issued 38 million TC Energy common shares in exchange for all publicly-held common units of TC PipeLines, LP valued at approximately $2.1 billion, net of transaction costs.
- Issuance of junior subordinated notes and redemption of Series 13 preferred shares: In March 2021, we issued $500 million of Junior Subordinated Notes through TransCanada Trust, a wholly-owned financing trust subsidiary of TCPL. We will use the proceeds from the issuance to redeem all issued and outstanding TC Energy Series 13 preferred shares on May 31, 2021 pursuant to their terms and, prior to such redemption, to reduce short-term indebtedness and for general corporate purposes.

Teleconference and Webcast

We will hold a teleconference and webcast on Friday, May 7, 2021 to discuss our first quarter 2021 financial results. François Poirier, President and Chief Executive Officer, Don Marchand, Executive Vice-President, Strategy & Corporate Development and Chief Financial Officer, and other members of the executive leadership team will discuss TC Energy's financial results and company developments at 1 p.m. (MDT) / 3 p.m. (EDT).

Members of the investment community and other interested parties are invited to participate by calling 1.855.327.6838. No pass code is required. Please dial in 15 minutes prior to the start of the call. A live webcast of the teleconference will be available on TC Energy's website at www.TCEnergy.com/events or via the following URL: http://www.gowebcasting.com/11059.

A replay of the teleconference will be available two hours after the conclusion of the call until midnight (EDT) on May 14, 2021. Please call 1.855.669.9658 and enter pass code 6572.

The unaudited interim condensed consolidated financial statements and Management's Discussion and Analysis (MD&A) are available on our website at www.TCEnergy.com **and will be filed today under TC Energy's profile on SEDAR at** www.sedar.com **and with the U.S. Securities and Exchange Commission on EDGAR at** www.sec.gov.

About TC Energy

We are a vital part of everyday life – delivering the energy millions of people rely on to power their lives in a sustainable way. Thanks to a safe, reliable network of natural gas and crude oil pipelines, along with power generation and storage facilities, wherever life happens – we're there. Guided by our core values of safety, responsibility, collaboration and integrity, our 7,500 people make a positive difference in the communities where we operate across Canada, the U.S. and Mexico.

TC Energy's common shares trade on the Toronto (TSX) and New York (NYSE) stock exchanges under the symbol TRP. To learn more, visit us at www.TCEnergy.com.

Forward-Looking Information

This release contains certain information that is forward-looking and is subject to important risks and uncertainties (such statements are usually accompanied by words such as "anticipate", "expect", "believe", "may", "will", "should", "estimate", "intend" or other similar words). Forward-looking statements in this document are intended to provide TC Energy security holders and potential investors with information regarding TC Energy and its subsidiaries, including management's assessment of TC Energy's and its subsidiaries' future plans and financial outlook. All forward-looking statements reflect TC Energy's beliefs and assumptions based on information available at the time the statements were made and as such are not guarantees of future performance. As actual results could vary significantly from the forward-looking information, you should not put undue reliance on forward-looking information and should not use future-oriented information or financial outlooks for anything other than their intended purpose. We do not update our forward-looking information due to new information or future events, unless we are required to by law. For additional information on the assumptions made, and the risks and uncertainties which could cause actual results to differ from the anticipated results, refer to the most recent Quarterly Report to Shareholders and Annual Report filed under TC Energy's profile on SEDAR at www.sedar.com and with the U.S. Securities and Exchange Commission at www.sec.gov.

Non-GAAP Measures

This release contains references to non-GAAP measures, including comparable earnings, comparable earnings per common share, comparable EBITDA and comparable funds generated from operations, that do not have any standardized meaning as prescribed by U.S. GAAP and therefore are unlikely to be comparable to similar measures presented by other companies. These non-GAAP measures are calculated on a consistent basis from period to period and are adjusted for specific items in each period, as applicable except as otherwise described in the Condensed consolidated financial statements and MD&A. For more information on non-GAAP measures, refer to TC Energy's most recent Quarterly Report to Shareholders.

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