

MARCH 2026

INVESTOR BRIEF:
SUNCOR/KMPG
ELECTION OF AUDIT COMMITTEE
AND VOTE FOR REAPPOINTMENT
OF INDEPENDENT AUDITOR

RE: Material decommissioning liabilities-related matters missing from 2025 financial statements & auditor's report

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ABOUT INVESTORS FOR PARIS COMPLIANCE

Investors for Paris Compliance (I4PC) is a shareholder advocacy organization that works to hold Canadian publicly-listed companies accountable to their net zero commitments. More information can be found [here](#).

VOTING INFORMATION

Meeting date: **May 5, 2026**
Proxy cut off date: Intermediaries must receive instructions by **10:30 a.m. MDT, May 1 2026**
Voting information: [here](#)

NOTE: This is NOT a solicitation of your proxy; it simply provides contextual information from public sources regarding the presentation of financial statements and the auditor's report, which relate to the election of the Audit Committee and the appointment of the auditor. Please do not send us your proxy card – we are not able to vote your proxies nor does this communication contemplate such an event. We recommend shareholders follow voting instructions provided in management's proxy mailing.

Despite clear guidance in applicable accounting standards, stronger practices adopted by some industry peers, and ongoing investor engagement on the issue, Suncor continues to disclose insufficient information to credibly assess its decommissioning liabilities. The ongoing absence of transparency about the material risk of an accelerating energy transition, the use of a favourable discount rate, as well as uncertainty related to the regulator's decommissioning liability oversight, **means Suncor's decommissioning liabilities could be multiple times higher than currently reported.** Decommissioning liabilities already represent 28% of shareholder equity at Suncor.

As a result, we intend to **vote against the re-election of the Audit Committee**, Jennifer R. Kneale, Lorraine Mitchelmore, and Jane L. Peverett. Patricia Bedient, Chair of the Audit Committee is not up for re-election this year due to her retirement. Because of the ongoing absence of related auditor scrutiny on these matters, despite applicable auditing standards, we also intend to **withhold support for the reappointment of Suncor's external auditor**, KPMG.

SUMMARY

Suncor Energy is one of Canada's largest oil sands producers, operating in one of the world's most environmentally disruptive forms of oil extraction. As a result, its decommissioning obligations — also known as asset retirement obligations (AROs) — constitute a significant balance sheet liability which is extremely sensitive to key accounting assumptions. This investor brief outlines material gaps in the company's accounting of these liabilities and its auditor's oversight thereof, with major implications for shareholder equity.

Suncor's 2025 financials and auditor's report do not demonstrate progress against decommissioning liability accounting and auditing gaps identified in [our November 2025 report](#). Our assessment found that Suncor's financial disclosures may be materially understating the scale and risk profile of its reported decommissioning obligations as a result of the following:

- No quantitative assessment of the present value of decommissioning liabilities in an accelerating energy transition scenario.
- Contrary to emerging accounting guidance and the practice of some of its peers, the company applies a relatively high discount rate, materially reducing the present value of reported obligations. Although the company provides a sensitivity analysis of a 1% change to the discount rate, a 2% decrease in the rate would be more consistent with better practice of some of its peers.
- Failure to disclose the key uncertainty of a potentially systemic under-reporting of decommissioning costs – the Alberta Energy Regulator's leaked 2018 estimate of total costs is much higher than current industry estimates.

Moreover, the independent auditor does not raise these gaps as critical audit matters in its report.

We brought these concerns directly to the Chair of the Audit Committee — cc'ing the auditor, KPMG — in a [January 2026 open letter](#).

[Carbon Tracker's November 2025 assessment](#) of Suncor's 2024 climate risk accounting and auditing, on behalf of Climate Action 100+ (CA100+), echoed these findings and identified several more. The company almost completely failed the CA100+ climate risk accounting and auditing assessment, only receiving partial marks for three out of seven criteria. KPMG completely failed the auditor assessment.

The energy transition remains a real and growing risk for Canada's upstream oil and gas companies. Military conflict between the US, Israel, and Iran has spiked oil prices and increased market volatility, reinforcing incentives for governments and firms to diversify toward energy sources, such as renewables, that are less exposed to geopolitical supply shocks. Furthermore, the majority of the Canadian oil and gas sector's production is currently destined for the US and Asia, where transportation has traditionally been a major source of demand.¹ In China, EVs now represent half of new vehicle sales² and China's EV companies are ramping up exports. In markets from Australia and throughout Asia, EVs are already priced-competitive with internal combustion vehicles at the point of sale,³ with lower running costs. As such the energy transition does not depend on future policy – it is here now.

Applicable international accounting and auditing standards require transparent disclosure of critical accounting estimates and assumptions. This involves clear articulation of how the risk of early settlement, stemming from the energy transition, impacts oil and gas company decommissioning liabilities.⁴

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- 1 [Statistics Canada, The Trans Mountain pipeline is delivering](#) (August 2025).
 - 2 [Institute for Energy Research, EV Sales Grew 20% Globally in 2025](#) (January 2026).
 - 3 [IEA, Global EV Outlook 2025](#).
 - 4 **Most applicable accounting standard:** International Financial Reporting Standards, [International Accounting Standard 37 – Provisions, Contingent Liabilities and Contingent Assets](#); See also the IFRS guidance on the application of this provision in ["Effects of climate-related matters on financial statements](#) (June 2023) at 2-3. **Most applicable auditing standard:** PCAOB, [AS 2501 Auditing Accounting Estimates, Including Fair Value Measurements](#).

I. SUNCOR'S ACCOUNTING OF ITS DECOMMISSIONING LIABILITIES

For 2025, Suncor reports its decommissioning liabilities as \$12.6 billion, which represents nearly 28% of shareholder equity (\$45.12 billion).⁵ This ratio is higher than all of Suncor's assessed peers, where decommissioning liabilities range from 5% to 22% of shareholder equity.⁶ Furthermore, failure to assess the real risk of an accelerating energy transition on asset lives, the use of a favorable discount rate, and failure to explicitly account for the overall decommissioning liability uncertainty in Alberta mean that shareholders can't test the credibility of Suncor's liabilities estimates. Decommissioning liabilities are extremely sensitive to these accounting assumptions.

A. EXPLICIT QUANTITATIVE CONSIDERATION OF THE ENERGY TRANSITION

Investors require disclosure regarding how decommissioning liabilities are costed in a realistic timeline that takes into account the impacts of the energy transition. This means shorter asset lives than historically assumed by the sector, as 50+ year asset lives continue to be standard practice among Canada's upstream oil and gas sector (see Table 2 of [our November 2025 report](#)). Alberta's Auditor General reported in [December 2025](#) that the provincial authority responsible for collecting decommissioning funds continues to be at risk because it relies on the sector's self-reported asset values — based on assumed asset life and commodity price — which are chronically overstated. The Auditor General originally flagged this in 2015.

For FY2025, Suncor marginally improved the asset life assumption disclosure it uses to calculate its decommissioning liabilities. In 2024 it disclosed that,

"Payments to settle the decommissioning and restoration provisions occur on an ongoing basis and will continue over the lives of the operating assets, which can exceed 50 years" (2024 Annual Report, at 100).

And in 2025, it specified that "the majority of expenditures are expected to occur in the next 40 years" (2025 Annual Report, at 94). However, this change in reporting practice is not explained, nor does Suncor explicitly account for the energy transition.

Transparency about how the energy transition would affect the present value of decommissioning liabilities has been a concern of institutional investors for years. For example, in 2022 a shareholder proposal was filed at Exxon requesting an audited report assessing how different energy transition assumptions would affect the costs, estimates, and valuations underlying its financial statements, including those related to AROs.⁷ It received 51% support from Exxon shareholders, and was backed by proxy advisors ISS (Institutional Shareholder Services) and Glass Lewis.⁸

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- 5 Suncor, [Annual Report 2025](#) (for year end December 31, 2025) at 71.
 - 6 At the time of writing (March 16, 2026), we were able to assess the FY2025 financials of Cenovus, Imperial, Paramount, Tourmaline, Arc, Whitecap, Tamarack Valley, Baytex Energy, Baytex, Athabasca, Peyto, and Strathcona.
 - 7 LGIM and Catholic Responsible Investments, [Notice of Exempt Solicitation, re: ExxonMobil Corporation Shareholders](#) (May 31, 2023).
 - 8 Ibid.

We see better practice from European oil and gas majors. For example, Shell's 2024 Annual report provides a detailed note to its financials about the impact of the energy transition on its financials, including asset useful lives and decommissioning liabilities.⁹

B. RISK-FREE DISCOUNT RATES

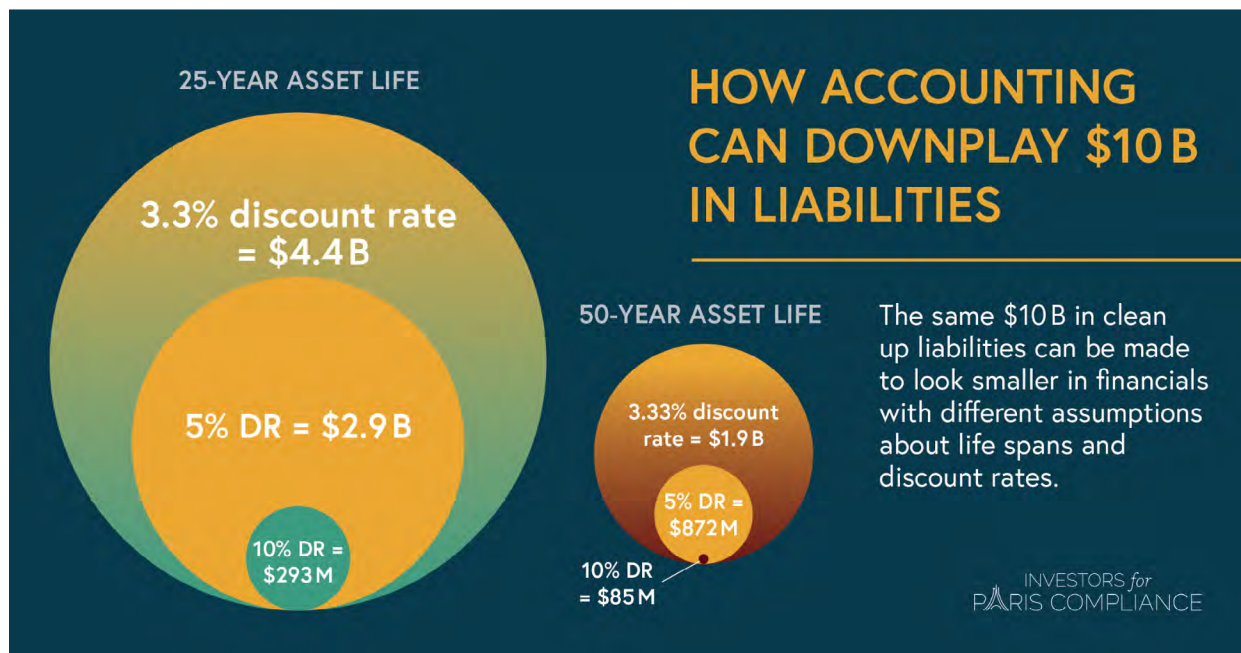
The 5% discount rate Suncor uses to calculate the present value of its decommissioning liabilities for FY2025 is credit-adjusted, and therefore higher than many of its peers which apply risk-free discount rates aligned with 10-year Canadian bonds (3.85% in 2025; 3.3% in 2024, see Table 2 of our [November 2025 report](#)).

Inconsistent discount rate use in the sector means balance sheet liabilities are impossible to compare, and risks significantly deflating liabilities. As a result, the International Accounting Standards Board is consulting on requiring a non-credit-adjusted discount rate.¹⁰

Although Suncor provides a quantitative stress test for its discount rate, it only assesses a 1% change in either direction. This does not bring Suncor in line with peers applying the same sensitivity analysis to a lower discount rate.

Taken together, **a lower discount rate and shorter asset lives could affect decommissioning liabilities by several-fold** (see diagram below). For context, that could make Suncor's reported present value of its decommissioning liabilities (\$12.6 billion, it refers to these as 'provisions') multiple times higher than its long-term debt (\$9.04 billion), and significantly affect shareholder equity (\$45.12 billion).¹¹

- 9 Shell, [Annual Report and Accounts 2024](#), at 258.
- 10 This has been under review by the IASB since 2023 (See: IFRS Staff Paper (July 2023) '[Provisions—Targeted Improvements, Discount rates](#)'); Current IAS 37 guidance is being revised to explicitly state that discount rates for provisions should exclude the effect of non-performance risk (See: [Provisions—Targeted Improvements, Topic Exposure Draft feedback—Discount rates](#) (July 2025)).
- 11 Suncor, [Annual Report 2025](#) (for year end December 31, 2025) at 71.

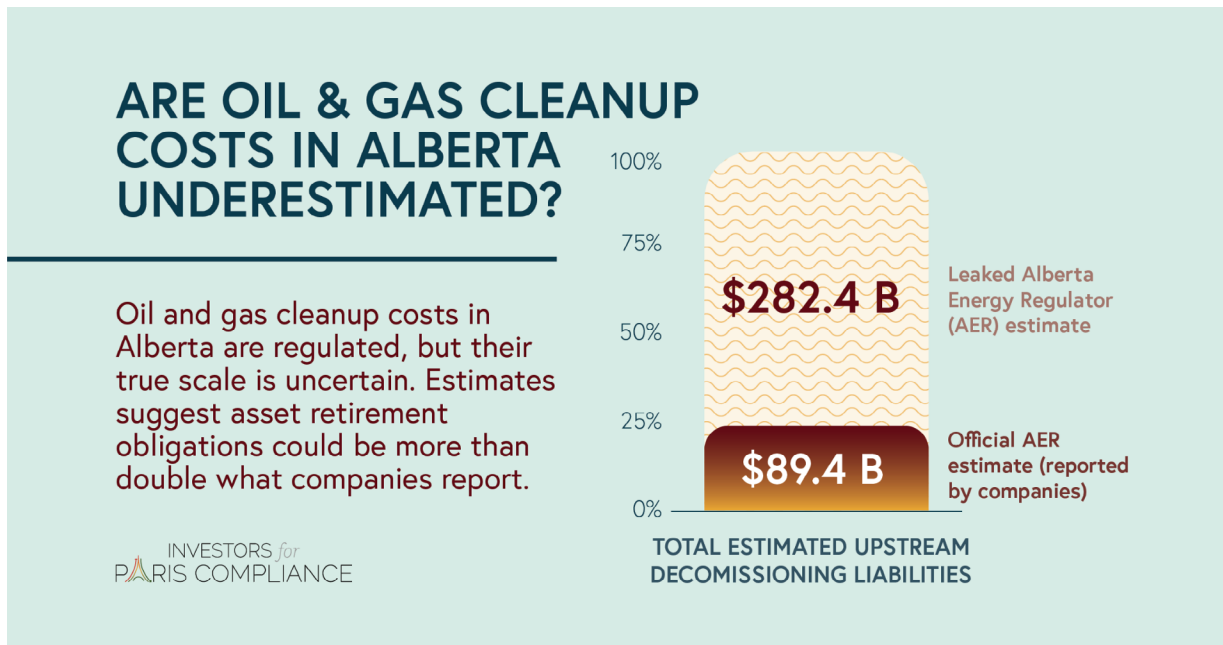


Note: This infographic illustrates how \$10 billion in decommissioning liabilities can appear on a company's balance sheet depending on discount rate and asset life assumptions applied (see Table 3 of our [November 2025 report](#)).

C. OVERALL DECOMMISSIONING LIABILITY UNCERTAINTY IN ALBERTA

In Alberta, oil and gas decommissioning liabilities are regulated by the Alberta Energy Regulator (AER), in partnership with industry. According to its own numbers, the AER's current estimate of total industry liabilities is potentially understated by multiples. The AER's current estimate forms the basis of Suncor's accounting.

In 2018 an internal estimate by the AER was leaked to the media,¹² which stated that total industry liabilities for oil and gas operations in Alberta were approximately \$260 billion – including \$100 billion for conventional oil and gas wells and facilities, \$130 billion for oil sands mines, and \$30 billion for pipelines.¹³ In 2025 dollars, this total amounts to \$320 billion.¹⁴ For just the upstream oil and gas sector – excluding pipelines – it is \$282.4 billion in 2025 dollars. This is an estimate of total costs if paid out today, so is not a discounted or inflated amount. The leaked estimate indicates upstream oil and gas sector decommissioning liabilities could be two to three times higher than current reports.



- 12 Global News, [Cleaning up Alberta's oilpatch could cost \\$260 billion, internal documents warn](#) (November, 2018).
- 13 Alberta Energy Regulator, [Liability Challenges Presentation](#) (2018).
- 14 \$260 billion was inflated to 2025 dollars using the [Bank of Canada's Inflation Calculator](#).

In late 2025, the AER collected payment from an oilsands operator for the first time in ten years.¹⁵ As a majority owner¹⁶ of the aging oil sands mine, Syncrude, Suncor and its fellow owners were required to post \$869 million in securities due to depletion of reserves.¹⁷ It is estimated that the AER will collect \$10.7 billion for this site over the coming years.¹⁸ While it is unclear whether Suncor was given much warning by the AER that it would have to start paying in 2025, it was not noted in Suncor's annual financial reporting for fiscal year 2024 nor 2025 that payments are being collected for Syncrude.¹⁹ This is a clear example of inadequate disclosure and uncertainty in Alberta's ARO landscape.

Finally, as noted above, Alberta's Auditor General has been flagging major issues with the Regulator's mine security program since 2015.²⁰

As a result, there is a reasonable likelihood that the source of official decommissioning liabilities should be identified as a key accounting uncertainty by the company and the auditor.

II. KPMG'S AUDIT OF SUNCOR'S DECOMMISSIONING LIABILITIES

KPMG is Suncor's independent auditor of 7 years. It has not identified decommissioning liabilities accounting as a critical audit matter (CAM), despite the sensitivity of the liability calculation to key assumptions and clear estimation uncertainties.

The only critical audit matter which KPMG identifies is "Assessment of indicators of impairment related to Oil Sands and Canadian Exploration and Production property, plant and equipment."²¹ The auditor designated this as a CAM because evaluating the reserve assumptions used in the impairment assessment required a high degree of subjective auditor judgment. Because the timing of decommissioning activities is linked to asset lives, changes in reserve estimates can significantly affect the present value of decommissioning liabilities. However, KPMG does not mention decommissioning liabilities in its audit report nor does it provide insight as to whether it considered the impacts of the energy transition. This is notwithstanding the fact that the applicable auditing standard — the Public Company Accounting and Oversight Board (PCAOB)²² — requires the auditor to:

- Evaluate the reasonableness of significant accounting estimates
- Test data and assumptions
- Consider contrary evidence
- Assess potential management bias
- Evaluate adequacy of related disclosures

- 15 Yewchuk, D. [The 2025 Mine Financial Security Program Update: Security Collected for Aging Syncrude Mine Offers a First Estimate of Mine Closure Costs](#). ABLawg. (2025).
- 16 Suncor reports it has a 58.74% operated working interest in Syncrude's two producing oil sands mines, Mildred Lake and Aurora North. See: Suncor, [Annual Report \(2024\)](#) at 21.
- 17 Yewchuk, D. [The 2025 Mine Financial Security Program Update: Security Collected for Aging Syncrude Mine Offers a First Estimate of Mine Closure Costs](#). ABLawg. (2025).
- 18 Ibid.
- 19 See: Suncor, [Annual Report \(2024\)](#) and [Annual Report \(2025\)](#).
- 20 Alberta Auditor General, [Mine Financial Security Program](#) (December 2025).
- 21 Suncor, [Annual Report 2025](#) (for year end December 31, 2025) at 68.
- 22 PCAOB, [AS 2501 Auditing Accounting Estimates](#).

For decommissioning liabilities, this would require scrutiny of:

- Timing assumptions
- Cost estimates
- Discount rates
- Consistency with external economic and regulatory conditions

At the corporate level, KPMG has published guidance explaining that audit committees need to assess whether climate-related impacts could materially affect financial estimates.²³ Given these key assumptions and uncertainties, sensitivity analysis by the auditor of the decommissioning liabilities is warranted.

Other auditors provide scrutiny for oil and gas company accounting of decommissioning liability in other jurisdictions. For example, [Deloitte's audit of BP for FY2021](#) (at 148), also operating under PCAOB, explicitly challenged management's decommissioning assumptions by performing a sensitivity analysis to test whether climate-related transition assumptions could materially affect estimates.

In audit reports under ISA (which operate in a comparable risk-based way to PCAOB), Deloitte tested the reasonableness of Enquest's stated decommissioning liabilities in its 2023 audit.²⁴ It assessed the validity of cost reduction factors that Enquest applies to its total decommissioning liabilities, by referencing available third-party data and benchmarking to peer and market rates; and, it considered potentially contradictory evidence from actual decommissioning spend, changes in market rates, and industry publications. EY's assessment of Shell's [2024 financial statement](#) (at 228-229) described climate-related judgment risks affecting provisions and other assumptions considered by auditors, including asset useful lives and risk of stranded assets.

CONCLUSION

Despite clear direction from accounting standards, better practices among peers, and increasing investor scrutiny, Suncor continues to measure and disclose its decommissioning liabilities in a manner that risks materially understating them — potentially by multiples. Responsibility for this ongoing practice ultimately lands with Suncor's Audit Committee. Its independent auditor, KPMG, also fails to adequately test this critical area of financial reporting. As a result, **we will be voting against the re-election of audit committee members Jennifer R. Kneale, Lorraine Mitchelmore, and Jane L. Peverett, and withholding our support for KPMG's reappointment.** Suncor's other investors may want to consider these issues in exercising their votes.

23 See for example, KPMG ['ESG Guide for Audit Committees](#) (2024) at 15 and 18.

24 [Independent auditor's report to the members of EnQuest PLC](#) (2023).