

Trisura Group Ltd.

Condensed Interim Consolidated Financial Statements (unaudited) For the three and six months ended June 30, 2020

Condensed Interim Consolidated Financial Statements (unaudited)

Table of contents for the Condensed Interim Consolidated Financial Statements of Trisura Group Ltd. as at and for the three and six months ended June 30, 2020

Condensed Interim Consolidated Statements of Financial Position	. 2
Condensed Interim Consolidated Statements of Income (Loss)	.Ξ
Condensed Interim Consolidated Statements of Comprehensive Income (Loss)	.∠
Condensed Interim Consolidated Statements of Changes in Equity	.5
Condensed Interim Consolidated Statements of Cash Flows	.6
Notes to the Condensed Interim Consolidated Financial Statements	. 7

1

Condensed Interim Consolidated Statements of Financial Position (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

As at	Note	June 30, 2020	December 31, 2019
Assets			_
Cash and cash equivalents, and short-term securities		99,165	85,905
Investments	4, 6	465,680	392,617
Premiums and accounts receivable, and other assets	8	136,076	86,669
Recoverable from reinsurers	10	465,215	293,068
Deferred acquisition costs		139,873	104,197
Capital assets and intangible assets		13,872	14,477
Deferred tax assets	19	7,732	1,460
Total assets		1,327,613	978,393
Liabilities			_
Accounts payable, accrued and other liabilities	9	44,337	40,916
Reinsurance premiums payable	8	109,852	80,186
Unearned premiums		445,980	328,091
Unearned reinsurance commissions		80,446	51,291
Unpaid claims and loss adjustment expenses	7	348,066	257,880
Loan payable	12	29,494	29,700
		1,058,175	788,064
Shareholders' equity			
Common shares	13	285,731	219,251
Contributed surplus		1,028	815
Accumulated deficit		(13,351)	(28,309)
Accumulated other comprehensive loss		(3,970)	(1,428)
		269,438	190,329
Total liabilities and shareholders' equity		1,327,613	978,393

See accompanying notes to the Condensed Interim Consolidated Financial Statements

TRISURA GROUP LTD. Condensed Interim Consolidated Statements of Income (Loss) (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

			ee months	Six mo	onths
For the periods ended June 30,	Note	2020	2019	2020	2019
Gross premiums written		202,683	109,313	372,635	190,696
Reinsurance premiums ceded		(155,776)	(72,140)	(284,195)	(125,077)
Retrospective premiums refund		(26)	(40)	(59)	(76)
Net premiums written		46,881	37,133	88,381	65,543
Change in unearned premiums		(10,105)	(11,151)	(21,038)	(17,468)
Net premiums earned		36,776	25,982	67,343	48,075
Fee income		5,867	1,752	13,408	6,101
Total underwriting revenue		42,643	27,734	80,751	54,176
Net claims and loss adjustment expenses	7	(15,961)	(16,263)	(30,147)	(31,157)
Net commissions	10	(12,138)	(9,056)	(23,371)	(17,574)
Operating expenses and premium taxes		(14,753)	(11,325)	(26,838)	(22,615)
Total claims and expenses		(42,852)	(36,644)	(80,356)	(71,346)
Net underwriting (loss) income		(209)	(8,910)	395	(17,170)
Net investment income	15	6,308	5,771	14,842	10,084
Net gains	16	3,504	533	1,450	1,188
Settlement from structured insurance assets	4.4	-	-	-	8,077
Interest expense	12	(267)	(342)	(667)	(687)
Income (loss) before income taxes		9,336	(2,948)	16,020	1,492
Income tax expense	19	(2,749)	(1,190)	(1,062)	(3,113)
Net income (loss) attributable to shareholders		6,587	(4,138)	14,958	(1,621)
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Weighted average number of common shares outstanding during the period (in thousands) – basic		9,560	6,622	9,188	6,622
Earnings per common share (in dollars) – basic		9,560 0.69	(0.63)	1.63	(0.25)
Earnings per common share (in dollars) – dalluted		0.68	(0.63)	1.61	(0.25)

See accompanying notes to the Condensed Interim Consolidated Financial Statements

Condensed Interim Consolidated Statements of Comprehensive Income (Loss) (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

		Three m	onths	Six months		
For the periods ended June 30,	Note	2020	2019	2020	2019	
Net income (loss) attributable to shareholders		6,587	(4,138)	14,958	(1,621)	
Net unrealized gains (losses) on available-for-sale investments		17,624	198	(11,470)	6,140	
Income tax (expense) benefit		(2,334)	219	2,940	(1,019)	
Items that may be reclassified subsequently to net income (loss)		15,290	417	(8,530)	5,121	
Net realized gains		(2,048)	(320)	(4,869)	(604)	
Impairment adjustment	4.2	803	-	3,839	-	
Income tax (expense) benefit		(589)	36	192	217	
Items reclassified to net income (loss)		(1,834)	(284)	(838)	(387)	
Items other than cumulative translation (loss) gain Items that will not be reclassified subsequently to net income		13,456	133	(9,368)	4,734	
(loss) – Cumulative translation (loss) gain		(4,628)	(1,843)	6,826	(3,786)	
Other comprehensive income (loss)		8,828	(1,710)	(2,542)	948	
Total comprehensive income (loss)		15,415	(5,848)	12,416	(673)	

See accompanying notes to the Condensed Interim Consolidated Financial Statements

Condensed Interim Consolidated Statements of Changes in Equity (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

	Note	Common shares	Contributed surplus	Accumulated deficit	Accumulated other comprehensive loss (net of income taxes)	Total
Balance at January 1, 2020		219,251	815	(28,309)	(1,428)	190,329
Net income		-	-	14,958	-	14,958
Other comprehensive loss		-	-	-	(2,542)	(2,542)
Comprehensive income		-	-	14,958	(2,542)	12,416
Issuances, net of taxes	13	66,480	-	-	-	66,480
Share based payments	20	-	213	-	-	213
Balance at June 30, 2020	•	285,731	1,028	(13,351)	(3,970)	269,438

						Accumulated other comprehensive loss	
		Common	Preferred	Contributed	Accumulated	(net of income	
	Note	shares	shares	surplus	deficit	taxes)	Total
Balance at January 1, 2019		163,582	1,600	313	(33,307)	(2,236)	129,952
Net loss		-	-	-	(1,621)	-	(1,621)
Other comprehensive income		-	-	-	-	948	948
Comprehensive loss		-	-	-	(1,621)	948	(673)
Share based payments	20	-	-	218	-	-	218
Dividends paid	13	-	-	-	(48)	-	(48)
Balance at June 30, 2019		163,582	1,600	531	(34,976)	(1,288)	129,449

 $See\ accompanying\ notes\ to\ the\ Condensed\ Interim\ Consolidated\ Financial\ Statements$

Condensed Interim Consolidated Statements of Cash Flows (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

For the six months ended June 30,	2020	2019
Operating activities		
Net income (loss)	14,958	(1,621)
Items not involving cash:	,	(-//
Depreciation and amortization	1,641	1,169
Unrealized losses (gains)	1,328	(2,109)
Impairment loss	4,687	-
Payment in kind	(285)	(220)
Stock options granted	380	218
Change in working capital	13,946	14,278
Realized gains on investments	(17,198)	(1,746)
Income taxes paid	(3,287)	(1,867)
Interest paid	(695)	(706)
Net cash flows from operating activities	15,475	7,396
Investing activities		
Proceeds on disposal of investments	140,264	28,549
Purchases of investments	(208,926)	(63,244)
Purchases of capital assets	(342)	(224)
Purchases of intangible assets	(164)	(80)
Net cash flows used in investing activities	(69,168)	(34,999)
Financing activities		
Dividends paid	-	(48)
Shares issued	65,143	` ,
Loans received	32,700	-
Repayment of loans payable	(32,700)	-
Principal portion of lease payments	(878)	(495)
Net cash flows from (used in) financing activities	64,265	(543)
		(0.10)
Net increase (decrease) in cash and cash equivalents,		
and short-term securities during the period	10,572	(28,146)
Cash, beginning of period	68,208	93,153
Cash equivalents, beginning of period	17,697	2,059
Cash and cash equivalents, beginning of period	85,905	95,212
Impact of foreign exchange on cash and cash equivalents, and short-term securities	2,688	(2,117)
Cash, end of period	80,368	54,686
Cash equivalents and short-term securities, end of period	18,797	10,263
Cash and cash equivalents, and short-term securities, end of period	99,165	64,949

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 1 – The Company

Trisura Group Ltd. (the "Company") was incorporated under the *Business Corporations Act* (Ontario) (the "Act") on January 27, 2017. The Company's head office is located at 333 Bay Street, Suite 1610, Box 22, Toronto Ontario, M5H 2R2.

The Company owns three principal subsidiaries through which it conducts insurance operations. These subsidiaries are Trisura Guarantee Insurance Company ("Trisura Specialty") and Trisura International Insurance Ltd. ("Trisura International"), which was wholly-owned through the intermediary holding company Trisura International Holdings Ltd. ("TIHL"). TIHL was wound up on May 21, 2020 (see Note 18), and Trisura International is now owned directly by the Company.

Trisura Guarantee operates as a Canadian property and casualty insurance company. Trisura Specialty is licensed by the Oklahoma Insurance Department as a domestic surplus lines insurer and can write business as a non-admitted surplus line insurer in all states within the United States and through its subsidiary can also write admitted business in certain states. Trisura International is currently managing its in-force portfolio of specialty reinsurance contracts and assumes some premium from Trisura Specialty.

The common shares of the Company are publicly traded on the Toronto Stock Exchange under the symbol "TSU".

Note 2 - Basis of presentation

These Condensed Interim Consolidated Financial Statements ("Interim Consolidated Financial Statements") have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). The Interim Consolidated Financial Statements should be read in conjunction with the annual financial statements for the year ended December 31, 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Interim Consolidated Financial Statements comprise the financial results of the Company and all entities controlled by the Company, on a consolidated basis of presentation. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

In accordance with IFRS, presentation of assets and liabilities on the Condensed Interim Consolidated Statements of Financial Position is in order of liquidity. The Company's functional and presentation currency is Canadian dollars.

These Interim Consolidated Financial Statements were authorized for issuance by the Company's Board of Directors on August 5, 2020.

Note 3 - Summary of significant accounting policies

The accounting policies applied during the three and six months ended June 30, 2020 are the same as those described and disclosed in Note 2 – Summary of significant accounting policies of the December 31, 2019 Consolidated Financial Statements.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 4 - Investments

4.1 Classification of cash and investments

Structured insurance assets

Total cash and investments

The following table presents the classification of cash and cash equivalents, and short-term securities and investments:

		0	/	
As at June 30, 2020	AFS	FVTPL	receivables	Total
Cash and cash equivalents, and short-term securities	<u>-</u>	_	99,165	99,165
Investments				
Fixed income	287,990	78,805	709	367,504
Common shares	33,826	-	-	33,826
Preferred shares	53,078	-	-	53,078
Structured insurance assets	-	11,272	-	11,272
Total cash and investments	374,894	90,077	99,874	564,845
		Designated	Cash, loans and	
As at December 31, 2019	AFS	FVTPL	receivables	Total
Cash and cash equivalents, and short-term securities	-	_	85,905	85,905
Investments			•	•
Fixed income	226,122	71,838	4,294	302,254
Common shares	40,621	-	-	40,621
Preferred shares	39,084	_	-	39,084

Designated

10,658

82,496

305,827

Cash, loans and

On May 13, 2020, the Company derecognized financial assets with a face value of \$4,575 as the contractual rights to receive cash flows have expired. The carrying value of the asset was measured at \$3,450, resulting in a realized loss of \$1,125. For the three and six months ended June 30, 2020, an impairment of \$nil and \$848 had been recorded on the asset, respectively, prior to the derecognition (June 30, 2019 – \$nil and \$nil, respectively). Although rights to receive cash flows have expired, the Company received classes of equity unit as part of the asset's restructuring transaction. These equity units are Level 3 investments measured at fair value. As at June 30, 2020, the carrying value of the investment was \$3,135 (December 31, 2019 – \$nil). As an equity unit holder, the Company has made commitments to fund \$1,177 USD to the asset, \$491 USD of which had been funded during the three and six months ended June 30, 2020.

10,658

478,522

90,199

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

4.2 Unrealized gains and losses and carrying value of investments

The amortized cost and carrying value of investments as at June 30, 2020 and December 31, 2019 were as follows:

	FVTPL					Total
As at June 30, 2020	investments		investments			
	At carrying	Amortized	Unrealized	Unrealized	Carrying	At carrying
	value	cost	gains	losses	value	value
Covernment				4		
Government	66,383	33,789	1,185	(14)	34,960	101,343
Corporate	12,422	248,973	4,057	-	253,030	265,452
Total bonds	78,805	282,762	5,242	(14)	287,990	366,795
Other loans	-	709	-	-	709	709
Total fixed income	78,805	283,471	5,242	(14)	288,699	367,504
Common shares	-	40,231	1,704	(8,109)	33,826	33,826
Preferred shares	-	61,048	109	(8,079)	53,078	53,078
Structured insurance assets	11,272	-	-	-	-	11,272
	90,077	384,750	7,055	(16,202)	375,603	465,680

As at December 31, 2019	FVTPL investments		Other inv	vestments		Total investments
	At carrying	Amortized	Unrealized	Unrealized	Carrying	At carrying
	value	cost	gains	losses	value	value
Government	71,838	49,046	796	(49)	49,793	121,631
Corporate	-	174,957	2,121	(749)	176,329	176,329
Total bonds	71,838	224,003	2,917	(798)	226,122	297,960
Other loans	-	4,294	-	-	4,294	4,294
Total fixed income	71,838	228,297	2,917	(798)	230,416	302,254
Common shares	-	34,543	6,335	(257)	40,621	40,621
Preferred shares	-	42,832	518	(4,266)	39,084	39,084
Structured insurance assets	10,658	-	-	-	-	10,658
	82,496	305,672	9,770	(5,321)	310,121	392,617

The Company is currently assessing the cash flow characteristics test, to determine if the securities the Company holds would pass the solely payments of principal and interest ("SPPI") test. Based on a preliminary assessment, most of the debt securities would pass the test, however the composition of debt securities may change significantly by the time IFRS 9 is adopted along with IFRS 17, effective for fiscal year commencing January 1, 2023.

Management has reviewed currently available information regarding those investments with a fair value less than carrying value. During the three and six months ended June 30, 2020, management recognized impairments of \$803 and \$4,687, respectively (June 30, 2019 – \$nil and \$nil, respectively). Assumptions are used when estimating the value of impairment based on the Company's impairment policy, which involves comparing fair value to carrying value.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

4.3 Pledged assets

In the normal course of insurance and reinsurance operations, the Company must secure its obligations under certain insurance and reinsurance contracts by collateralizing them with letters of credit or trust arrangements. These trusts and letters of credit may, in turn, be secured by the Company's fixed income investments. As at June 30, 2020, the Company has pledged cash amounting to \$973 USD and pledged fixed maturity investments amounting to \$63,123 USD (December 31, 2019 – \$2,576 USD and \$58,981 USD, respectively), under insurance and reinsurance trust arrangements and are therefore not readily available for general use by the Company.

As at June 30, 2020, the Company pledged \$3,570 USD (December 31, 2019 – \$311 USD) of fixed income investments as security deposits to various state insurance departments to be held in trust for and pledged to various states.

4.4 Structured insurance assets

The structured insurance assets represent the Company's purchase of the rights to collect commission income on portfolios of long-term care insurance policies issued by insurance companies. The commissions are paid into trusts, from which the amounts due to the Company, being the commissions net of amounts due to other parties and expenses of the trusts, are paid. The commission income for the three and six months ended June 30, 2020 amounted to \$388 and \$789, respectively (June 30, 2019 – \$382 and \$851, respectively), which has been recorded within Net investment income (see Note 15).

In March 2019, there was a settlement gain of \$6,075 USD on the structured insurance assets that arose from a legal action against the third party, from whom Trisura International purchased the structured insurance assets in 2004.

Note 5 - Fair value and notional amount of derivatives

The following sets out the fair value and notional amount of derivatives as at June 30, 2020 and December 31, 2019:

As at	June	June 30, 2020 Dec			mber 31, 2019		
		Fair value			Fair value		
	Notional amount	Asset	Liability	Notional amount	Asset	Liability	
Foreign currency contracts Forwards	112,200	2,815	1,142	43,700	327	-	
Equity contracts Swap agreements Interest rate contracts	1,826	2,836	-	494	745	-	
Swap agreements	4,446	-	72	-	-	-	
	118,472	5,651	1,214	44,194	1,072	-	
Term to maturity							
less than one year	114,026	5,651	1,142	43,700	327	-	
from one to five years	-	-	-	494	745	-	
from five to ten years	4,446	-	72	-	-	-	

The Company uses foreign currency forward contracts to reduce its exposure to fluctuations in the exchange rates that could arise from its USD, EUR and GBP denominated investments, including investments in subsidiaries. The notional amounts of the forwards as at June 30, 2020 are \$74,697 USD (December 31, 2019 – \$25,991 USD), $\\mathbb{e}1,640$ EUR (December 31, 2019 – $\\mathbb{e}1,636$ EUR) and $\\mathbb{e}3,917$ GBP (December 31, 2019 – $\\mathbb{e}4,193$). The Company also uses swap agreements to mitigate exposure to interest rate on its investment portfolio and equity market fluctuations associated with its share based compensation. These derivatives are recorded at fair value and gains and losses are recorded in Net gains (see Note 16).

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 6 - Fair value measurement

The following sets out the financial instruments classified in accordance with the fair value hierarchy as at June 30, 2020 and December 31, 2019:

As at June 30, 2020	Total fair value	Level 1	Level 2	Level 3
Government	101,343	-	101,343	-
Corporate	265,452	-	265,452	-
Total bonds	366,795	-	366,795	-
Common shares	33,826	26,577	-	7,249
Preferred shares	53,078	53,078	-	_
Structured insurance assets	11,272	-	-	11,272
Total investments	464,971	79,655	366,795	18,521
Derivative financial assets	5,651	-	5,651	-
Derivative financial liabilities	(1,214)	-	(1,214)	-
	469,408	79,655	371,232	18,521
As at December 31, 2019	Total fair value	Level 1	Level 2	Level 3
Government	121,631	-	121,631	-
Corporate	176,329	-	176,329	-
Total bonds	297,960	-	297,960	-
Common shares	40,621	39,711	-	910
Preferred shares	39,084	39,084	-	-
Structured insurance assets	10,658	, -	-	10,658
Total investments	388,323	78,795	297,960	11,568
Derivative financial assets	1,072	, -	1,072	-
	389,395	78,795	299,032	11,568

For the three and six months ended June 30, 2020 and the year ended December 31, 2019, there were no transfers between levels.

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the hierarchy for the six months ended June 30, 2020 and the year ended December 31, 2019:

	June 30, 2020	December 31, 2019
Balance at beginning of period	11,568	12 105
	•	13,105
Unrealized gains (losses)	553	(1,092)
Purchase of securities	5,877	119
Foreign exchange	523	(564)
Balance at end of period	18,521	11,568

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 7 – Unpaid claims and loss adjustment expenses

The following changes have occurred to the claim reserves for the three and six months ended:

For the three months ended June 30, 2020	Direct	Ceded	Net
Unpaid claims, beginning of period	311,483	154,562	156,921
Claims occurring in current year (including paid)	78,143	67,192	10,951
Change in undiscounted estimates for losses of prior years	(1,900)	(506)	(1,394)
Change in discounting	6,288	(69)	6,357
Change in provision for adverse deviation	(25)	(72)	47
Total claims incurred	82,506	66,545	15,961
Claims paid	(38,371)	(25,401)	(12,970)
Foreign exchange	(7,552)	(4,935)	(2,617)
Unpaid claims, end of period	348,066	190,771	157,295
For the six months ended June 30, 2020	Direct	Ceded	Net
Unpaid claims, beginning of period	257,880	114,657	143,223
Claims occurring in current year (including paid)	144,912	122,655	22,257
Change in undiscounted estimates for losses of prior years	(8,762)	(5,004)	(3,758)
Change in discounting	11,100	(367)	11,467
Change in provision for adverse deviation	484	303	181
Total claims incurred	147,734	117,587	30,147
Claims paid	(65,588)	(44,980)	(20,608)
Foreign exchange	8,040	3,507	4,533
Unpaid claims, end of period	348,066	190,771	157,295
For the three months ended June 30, 2019	Direct	Ceded	Net
Unpaid claims, beginning of period	188,802	50,970	137,832
Claims occurring in current year (including paid)	51,008	43,451	7,557
Change in undiscounted estimates for losses of prior years	(1,696)	26	(1,722)
Change in discount rate	9,874	(316)	10,190
Change in provision for adverse deviation	1,034	796	238
Total claims incurred	60,220	43,957	16,263
Claims paid	(26,001)	(18,445)	(7,556)
Foreign exchange	(1,522)	(710)	(812)
Unpaid claims, end of period	221,499	75,772	145,727

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 7 - Unpaid claims and loss adjustment expenses (continued)

For the six months ended June 30, 2019	Direct	Ceded	Net
Unpaid claims, beginning of period	173,997	42,048	131,949
Purchase of Trisura Warranty outstanding warranty contracts	987	-	987
Gross unpaid claims	174,984	42,048	132,936
Claims occurring in current year (including paid)	88,537	73,762	14,775
Change in undiscounted estimates for losses of prior years	(1,748)	1,548	(3,296)
Change in discount rate	17,479	(1,935)	19,414
Change in provision for adverse deviation	793	529	264
Total claims incurred	105,061	73,904	31,157
Claims paid	(53,748)	(39,345)	(14,403)
Foreign exchange	(4,798)	(835)	(3,963)
Unpaid claims, end of period	221,499	75,772	145,727

Note 8 - Premiums and accounts receivable, and other assets

As at June 30, 2020 and December 31, 2019, Premiums and accounts receivable, and other assets consists of:

As at	June 30, 2020	December 31, 2019
		_
Premiums receivable	121,233	79,627
Derivative assets	5,651	1,072
Unsettled investments receivable	3,883	-
Accrued investment income	2,757	2,537
Tax recoveries	1,101	417
Prepaid expenses	353	388
Funds held by ceding companies	248	221
Miscellaneous assets	850	2,407
	136,076	86,669

As at June 30, 2020, Premiums receivable of \$121,233 (December 31, 2019 – \$79,627) includes an amount of \$96,764 (December 31, 2019 – \$54,187) related to Trisura Specialty for which there is a reinsurance payable of \$95,828 (December 31, 2019 – \$60,345).

The Reinsurance premiums payable balance of \$109,852 (December 31, 2019 – \$80,186) on the Condensed Interim Consolidated Statements of Financial Position reflects \$127,024 of reinsurance payable (December 31, 2019 – \$84,572), netted against \$17,172 (December 31, 2019 – \$4,386) of reinsurance recoverable.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 9 - Accounts payable, accrued and other liabilities

As at June 30, 2020 and December 31, 2019, Accounts payable, accrued and other liabilities consist of:

As at	June 30, 2020	December 31, 2019
Denocite in truct		
Deposits in trust	11,987	11,842
Lease liabilities	8,961	9,756
Accrued liabilities	7,866	8,345
Share based payment plan	5,413	2,589
Other liabilities	4,369	4,102
Taxes payable	4,159	3,913
Derivatives liabilities	1,214	-
Investment contract liabilities	368	369
	44,337	40,916

Note 10 - Reinsurance and commissions

The Company uses reinsurance in the ordinary course of business to reduce its exposure to any one claim or event under the policies it issues. A large portion of this reinsurance is affected under reinsurance agreements known as treaty reinsurance. In some instances, it is negotiated on a facultative (one-off) basis for individual policies, generally when the exposures under these policies are not sufficiently mitigated by the treaty reinsurance.

Reinsurance does not relieve the Company of its obligations to policyholders. A contingent liability exists with respect to reinsurance ceded which would become a liability of the Company in the event that any reinsurer fails to honour its contractual obligations. For this reason, the Company evaluates the financial condition of its reinsurers and monitors concentration of credit risk to minimize its exposure to losses from reinsurer insolvencies. All licensed reinsurers providing treaty or facultative reinsurance policies are required to have a minimum A.M. Best credit rating of A- at the inception of each policy.

In some instances, provisions are incorporated in the treaties to protect the Company in the event a reinsurer's credit rating deteriorates during the term of the reinsurance treaty. Unlicensed reinsurers must post an agreed upon level of collateral. The Company has determined that a provision is not required for potentially uncollectible reinsurance as at June 30, 2020 and December 31, 2019.

The following table summarizes the components of Recoverable from reinsurers as at June 30, 2020 and December 31, 2019:

As at	June 30, 2020	December 31, 2019
Reinsurers' share of claims liabilities (see Note 7)	190,771	114,657
Reinsurers' share of unearned premiums	274,444	178,411
	465,215	293,068

For the three and six months ended June 30, 2020, Net commissions of \$12,138 and \$23,371 (June 30, 2019 – \$9,056 and \$17,574) on the Condensed Interim Consolidated Statements of Income (Loss) reflect \$38,718 and \$66,427 of gross commissions (June 30, 2019 – \$18,362 and \$34,171), net of \$26,580 and \$43,056 (June 30, 2019 – \$9,306 and \$16,597) of reinsurance commissions, respectively.

Note 11 - Capital management

The Company's capital is its shareholders' equity, which consists of common shares, contributed surplus, accumulated deficit and accumulated other comprehensive loss. The Company reviews its capital structure on a regular basis to ensure an appropriate capital structure in keeping with all regulatory, business and shareholder obligations.

Oversight of the capital of the Company rests with management and the board of directors. Their objectives are twofold: (i) to ensure the Company is prudently capitalized relative to the amount and type of risks assumed and the requirements established by the laws and regulations applicable to the Company's regulated subsidiaries; and (ii) to ensure shareholders receive an appropriate return on their investment.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

11.1 Regulatory capital

a) Trisura Guarantee

Under guidelines established by the Office of the Superintendent of Financial Institutions which apply to Trisura Guarantee, Canadian property and casualty insurance companies must maintain minimum levels of capital as determined in accordance with a prescribed test, the minimum capital test ("MCT"), which expresses available capital (actual capital plus or minus specified adjustments) as a percentage of required capital. Companies are expected to maintain MCT level of at least 150% and are further required to establish their own unique target MCT level based on the nature of their operations and the business they write. Management, with the board of directors' approval, has established Trisura Guarantee's target MCT level in accordance with these requirements. Trisura Guarantee has exceeded this measure as at June 30, 2020 and December 31, 2019.

b) Trisura Specialty

Trisura Specialty is subject to externally imposed regulatory capital requirements by the Oklahoma Insurance Department as a Domestic Surplus Line Insurer. As an admitted carrier, through its subsidiary, Trisura Specialty is subject to the various capital requirements of each state in which it is licensed. A requirement of the regulators is that Trisura Specialty's Risk Based Capital exceed certain minimum thresholds as well as Company Action Levels ("CALs"), below which the Company would have to notify the regulators. As at June 30, 2020 and December 31, 2019, Trisura Specialty was in excess of any CALs of the states in which it was licensed.

c) Trisura International

Trisura International is subject to externally imposed regulatory capital requirements in Barbados. As at June 30, 2020 and December 31, 2019, Trisura International maintained sufficient capital to meet these requirements.

Note 12 - Loan payable

As at December 31, 2019, the Company maintained a five-year revolving credit facility with a Canadian Schedule I bank (the "Bank") which allowed for drawings of up to \$35,000. On April 1, 2020, the Company's five-year revolving credit facility was amended to increase the Company's borrowing capacity from \$35,000 to \$50,000. Under this arrangement, the Company could draw funds in the form of short term banker's acceptances, Canadian prime rate advances, base rate advances or LIBOR rate advances. The interest rate was based on the current periods' bankers' acceptance rate, Canadian prime rate, base rate, or LIBOR rate, plus a margin. The loan balance is accounted for at amortized cost, which is equal to the carrying value. The minimum required annual payment consists only of interest, with no mandatory principal payments required.

On March 16, 2020, the Company converted its Canadian dollar denominated loan balance of \$29,700 to a loan balance denominated in US dollars, with the same bank. To do so, \$21,642 USD was drawn under the loan to immediately repay the outstanding loan payable of \$29,700. On March 20, 2020, an additional \$3,000 was drawn under the credit facility, which was repaid on June 19, 2020.

As part of the covenants of the loan arrangement, the Company is required to maintain certain financial ratios, which were fully met as at June 30, 2020 and December 31, 2019.

For the three and six months ended June 30, 2020, the Company incurred \$267 and \$667 of interest expense, respectively (June 30, 2019 – \$342 and \$687, respectively), of which \$174 and \$416 (June 30, 2019 – \$237 and \$506) are related to the loan payable. As at June 30, 2020, the loan balance was \$29,494 (December 31, 2019 – \$29,700).

Note 13 - Share capital

The Company's authorized share capital consists of: (i) an unlimited number of common shares; (ii) an unlimited number of non-voting shares; and (iii) an unlimited number of preference shares (issuable in series). As at June 30, 2020 and December 31, 2019, no non-voting shares were issued.

In May 2020, the Company completed a public offering of 1,289,150 common shares for gross proceeds of \$60,397. Concurrent with the public offering, the Company issued 160,100 common shares to investors on a private placement basis for gross proceeds of \$7,501. The Company incurred costs of \$2,416 in commission paid to underwriters as well as \$339 of costs directly attributable to the share issuance, which have been deducted from equity. At June 30, 2020, the net impact of the share issuance is an increase in common shares of \$66,480, net of tax impact of \$1,337 related to the share issuance costs.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 13 - Share capital (continued)

In December 2019, the Company exercised its right to redeem all 64,000 (in shares) of its issued and outstanding preferred shares, for \$1,600. Holders of the preferred shares were entitled to a cumulative dividend, payable quarterly, at a fixed rate of 6%. During the three and six months ended June 30, 2020, no dividend payments have been made (June 30, 2019 – \$24 and \$48, respectively, at \$0.375 (in dollars) per share for each Class A, Series 1, preferred share).

In September 2019, the Company completed a public offering of 1,743,400 common shares for gross proceeds of \$46,026. Concurrent with the public offering, the Company issued 454,539 common shares to investors on a private placement basis for gross proceeds of \$12,000. The Company incurred costs of \$1,841 in commission paid to underwriters as well as \$516 of costs directly attributable to the share issuance, which have been deducted from equity. At December 31, 2019, the net impact of the share issuance is an increase in common shares of \$55,669.

The following table shows the common shares issued and outstanding:

As at	June 30	, 2020	December 31, 2019		
	Number of shares	Amount (in thousands)	Number of shares	Amount (in thousands)	
Balance, beginning of period	8,819,619	219,251	6,621,680	163,582	
Common shares issued, net of taxes	1,449,250	66,480	2,197,939	55,669	
Balance, end period	10,268,869	285,731	8,819,619	219,251	

Note 14 - Earnings per share

Basic earnings per common share are calculated by dividing the net income attributable to common shareholders for the reporting period by the weighted-average number of common shares.

Diluted earnings per share is calculated by dividing the net income attributable to common shareholders for the reporting period by the weighted-average number of common shares adjusted for the effects of all dilutive potential common shares, which consist of stock options.

	Three months ended June 30		Six months ended June 30	
	2020	2019	2020	2019
Net income (loss) attributable to shareholders	6,587	(4,138)	14,958	(1,621)
Less: Dividends declared on preferred shares	-	(24)	-	(48)
Net income (loss) attributable to common shareholders	6,587	(4,162)	14,958	(1,669)
Weighted-average number of common shares outstanding (in shares)	9,560,347	6,621,680	9,187,937	6,621,680
EPS – basic (in dollars)	0.69	(0.63)	1.63	(0.25)
Dilutive effect of the conversion of options on common shares (in shares)	107,969	-	103,958	-
Diluted weighted-average number of common shares outstanding (in shares)	9,668,316	6,621,680	9,291,895	6,621,680
EPS – diluted (in dollars)	0.68	(0.63)	1.61	(0.25)

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 15 - Net investment income

The components of net investment income for the three and six months ended June 30, 2020 and June 30, 2019 were as follows:

	Three months ended June 30		Six months end	ded June 30
	2020	2019 (1)	2020	2019 (1)
Cash and cash equivalents, and short-term securities	173	119	439	213
Bonds classified as loans and receivables	(36)	204	166	372
FVTPL bonds	180	-	352	-
AFS bonds	1,943	1,702	3,764	3,281
Interest income	2,260	2,025	4,721	3,866
AFS common shares and income and investment trust units	519	358	1,009	660
AFS preferred shares	478	427	1,198	772
Dividend income	997	785	2,207	1,432
Gains on investments held at FVTPL	2,917	2,714	7,697	4,205
Commission income on structured insurance assets	388	382	789	851
Investment expenses	(254)	(135)	(572)	(270)
Other investment income	3,051	2,961	7,914	4,786
Net investment income	6,308	5,771	14,842	10,084

⁽¹⁾ Certain Net investment income balances from June 30, 2019 have been reclassified to Net gains (see Note 16) to conform with the December 31, 2019 annual financial statements presentation.

Note 16 - Net gains

The components of net gains for the three and six months ended June 30, 2020 and 2019 were as follows:

	Three months ended June 30		Six months ended June 30	
	2020	2019 (1)	2020	2019 (1)
Net gains (losses) from:				
financial instruments:				
AFS common shares and income and investment trust units	613	400	3,129	1,105
AFS preferred shares	16	98	16	98
AFS bonds	455	(177)	758	(599)
	1,084	321	3,903	604
derivatives:				
swap agreements (2)	866	-	689	-
Embedded derivatives	(872)	-	(872)	-
Net foreign currency gains	3,229	212	2,417	584
Impairment on investments	(803)	-	(4,687)	-
Net gains	3,504	533	1,450	1,188

⁽¹⁾ Certain Net investment income balances from June 30, 2019 have been reclassified from Net investment income (see Note 15) to conform with the December 31, 2019 annual financial statements presentation.

⁽²⁾ Excluding foreign currency contracts, which are reported in the line Net foreign currency gains.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 17 - Segmented information

The Company has three reportable segments. The operations of Trisura Guarantee comprises Surety, Risk Solutions and Corporate Insurance products underwritten in Canada as well as the operations of Trisura Warranty. The operations of Trisura Specialty provides specialty insurance solutions underwritten in the United States. The operations of Trisura International comprises the Company's international reinsurance operations.

The following tables show the results for the three and six months ended June 30, 2020 and 2019:

Three months ended June 30, 2020	Trisura Guarantee	Trisura Specialty	Trisura International	Corporate and consolidation adjustments	Total
Net premiums earned:					
from external customers	30,597	5,053	-	-	35,650
inter-segment premiums (1)	-	-	1,126	-	1,126
Fee income	301	5,566	-	-	5,867
Total underwriting revenue	30,898	10,619	1,126	-	42,643
Net claims	(4,953)	(3,698)	(7,310)	-	(15,961)
Net expenses	(19,498)	(3,493)	(922)	(2,978)	(26,891)
Total claims and expenses	(24,451)	(7,191)	(8,232)	(2,978)	(42,852)
Net underwriting income (loss)	6,447	3,428	(7,106)	(2,978)	(209)
Net investment income	1,780	885	3,591	52	6,308
Net (losses) gains	(1,055)	639	(95)	4,015	3,504
Interest expense	(77)	(9)	(7)	(174)	(267)
Net income (loss) before tax	7,095	4,943	(3,617)	915	9,336

Six months ended June 30, 2020	Trisura Guarantee	Trisura Specialty	Trisura International	Corporate and consolidation adjustments	Total
Net premiums earned:					
from external customers	57,097	8,931	-	-	66,028
inter-segment premiums (1)	-	-	1,315	-	1,315
Fee income	3,743	9,665	-	-	13,408
Total underwriting revenue	60,840	18,596	1,315	-	80,751
Net claims	(11,389)	(6,179)	(12,579)	-	(30,147)
Net expenses	(38,220)	(6,521)	(1,791)	(3,677)	(50,209)
Total claims and expenses	(49,609)	(12,700)	(14,370)	(3,677)	(80,356)
Net underwriting income (loss)	11,231	5,896	(13,055)	(3,677)	395
Net investment income	4,093	1,570	9,103	76	14,842
Net (losses) gains	(2,621)	683	(160)	3,548	1,450
Interest expense	(219)	(18)	(14)	(416)	(667)
Net income (loss) before tax	12,484	8,131	(4,126)	(469)	16,020

⁽¹⁾ For the three and six months ended June 30, 2020, Trisura International earned inter-segment premiums of \$1,126 and \$1,315, respectively (June 30, 2019 – \$\psi\iii) and \$\psi\iii, respectively), from Trisura Specialty. The inter-segment ceding arrangement was entered into at prevailing market rates.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 17 - Segmented information (continued)

	T	T	T (1)	Corporate and	
	Trisura	Trisura	Trisura	consolidation	
Three months ended June 30, 2019	Guarantee	Specialty	International	adjustments	Total
Net premiums earned	24,723	1,236	23	-	25,982
Fee income	212	1,540	-	-	1,752
Total underwriting revenue	24,935	2,776	23	-	27,734
Net claims	(5,638)	(806)	(9,819)	-	(16,263)
Net expenses	(17,171)	(1,787)	(662)	(761)	(20,381)
Total claims and expenses	(22,809)	(2,593)	(10,481)	(761)	(36,644)
Net underwriting income (loss)	2,126	183	(10,458)	(761)	(8,910)
Net investment income (1)	2,032	490	3,246	3	5,771
Net gains (losses)	460	84	(76)	65	533
Interest expense	(66)	(18)	(1)	(257)	(342)
Net income (loss) before tax	4,552	739	(7,289)	(950)	(2,948)

	Trisura	Trisura	Trisura	Corporate and consolidation	
Six months and ad Juna 20, 2010					Total
Six months ended June 30, 2019	Guarantee	Specialty	International	adjustments	Total
Net premiums earned	46,066	1,958	51	-	48,075
Fee income	3,596	2,505	-	-	6,101
Total underwriting revenue	49,662	4,463	51	-	54,176
Net claims	(10,356)	(1,222)	(19,579)	-	(31,157)
Net expenses	(33,668)	(3,249)	(1,253)	(2,019)	(40,189)
Total claims and expenses	(44,024)	(4,471)	(20,832)	(2,019)	(71,346)
Net underwriting income (loss)	5,638	(8)	(20,781)	(2,019)	(17,170)
Net investment income (1)	3,837	975	5,267	5	10,084
Settlement from structured insurance assets	-	-	8,077	-	8,077
Net gains (losses)	1,148	(304)	220	124	1,188
Interest expense	(132)	(27)	(2)	(526)	(687)
Net income (loss) before tax	10,491	636	(7,219)	(2,416)	1,492

⁽¹⁾ Certain Net investment income balances from June 30, 2019 have been reclassified to Net gains (see Note 16) to conform with the December 31, 2019 annual financial statement presentation.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 17 - Segmented information (continued)

The following table shows Loan payable of \$29,494 included with the liabilities in Corporate and consolidation adjustments at June 30, 2020 (December 31, 2019 – \$29,700):

As at June 30, 2020	Trisura Guarantee	Trisura Specialty	Trisura International	Corporate and consolidation adjustments	Total
Assets	441,708	734,229	116,840	34,836	1,327,613
Liabilities	351,369	580,535	100,857	25,414	1,058,175
As at December 31, 2019	Trisura Guarantee	Trisura Specialty	Trisura International	Corporate and consolidation adjustments	Total
Assets	424,009	444,763	104,169	5,452	978,393
Liabilities	333,681	336,608	85,766	32,009	788,064

Note 18 - Investment in subsidiary

On May 21, 2020, TIHL, an intermediary holding company and wholly-owned subsidiary of the Company, completed a voluntary dissolution. The assets and liabilities of the subsidiary were transferred to the Company, including the shares of its wholly-owned subsidiary, Trisura International. This dissolution had no impact on the Condensed Interim Consolidated Statements of Financial Position and results of operations of the Company.

Note 19 - Income taxes

The following shows the major components of income tax expense for the three and six months ended June 30, 2020 and 2019:

	Three months ended June 30		Six months ended June 30	
	2020	2019	2020	2019
Current tax expense:				
Current year	3,196	1,366	6,502	3,916
Prior year true up	-	6	-	112
	3,196	1,372	6,502	4,028
Deferred tax expense:				
Origination and reversal of temporary differences	(447)	(182)	(5,440)	(915)
Income tax expense	2,749	1,190	1,062	3,113
Income taxes recorded in other comprehensive income (loss):				
Net changes in unrealized (gains) losses on AFS investments	(2,374)	(247)	3,482	1,038
Reclassification to net income of net (losses) gains on AFS investments	(589)	(36)	192	(217)
Origination and reversal of temporary differences	40	28	(542)	(19)
Total income tax (benefit) expense recorded in other comprehensive				
income (loss)	(2,923)	(255)	3,132	802

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

(in thousands of Canadian dollars, except as otherwise noted)

Note 19 - Income taxes (continued)

The following is a reconciliation of income taxes calculated at the statutory income tax rate to the income tax provision included in the Condensed Interim Consolidated Statements of Income (loss) for the three and six months ended June 30, 2020 and 2019:

	Three months ended June 30		Six months ended June 30	
	2020	2019	2020	2019
Income (loss) before income taxes	9,336	(2,948)	16,020	1,492
Statutory income tax rate	26.5%	26.5%	26.5%	26.5%
	2,474	(781)	4,245	395
Variations due to:				
Permanent differences	(187)	204	(400)	(418)
International operations subject to different tax rates	620	1,512	666	2,707
Unrecognized tax (gains) losses	(261)	245	(3,425)	312
Rate differentials:				
Current rate versus future rate	(2)	3	3	3
Change in future rate	58	1	2	2
True up	47	6	(29)	112
Income tax expense	2,749	1,190	1,062	3,113

On February 5, 2020, the Company obtained an Advance Income Tax Ruling from the Canada Revenue Agency on a strategy to utilize accumulated tax losses. The strategy was implemented on February 20, 2020. As at June 30, 2020, the Company has unused tax losses of \$10,074 (December 31, 2019 – \$11,669) which will expire in the following years:

	June 30, 2020
2033	19
2034	3
2036	538
2037	2,496
2038	3,368
2039	3,337
2040	313
	10,074

Note 20 - Equity-settled restricted share units ("RSUs")

On February 21, 2020, the Company awarded certain employees RSUs based on the market value of the Company's common shares at the grant date. These RSUs will typically vest in three years, however in some instances the vesting period may differ.

The following table shows the movement in the number of RSUs issued during the six months ended June 30, 2020:

For the six months ended June 30,	2020 (in units)	2019 (in units)
Opening balance	-	-
Granted during the period	5,593	-
Ending balance	5,593	-

As at June 30, 2020, no units had vested. For the three and six months ended June 30, 2020, \$28 and \$47, respectively (June 30, 2019 – \$nil and \$nil, respectively) had been recorded as expense related to the RSUs in Operating expenses. For the six months ended June 30, 2020, a share reserve to contributed surplus of \$167 (June 30, 2019 – \$nil) was recorded which is offset by an adjustment to contributed surplus related to the vesting of stock options granted of \$380 (June 30, 2019 – \$218).