

Trisura Group Ltd.

Condensed Interim Consolidated Financial Statements (unaudited)

For the three and six months ended June 30, 2022

TRISURA GROUP LTD. Condensed Interim Consolidated Financial Statements (unaudited)

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Condensed Interim Consolidated Statements of Financial Position (unaudited) (in thousands of Canadian dollars, except as otherwise noted)

As at	Note	June 30, 2022	December 31, 2021
Assets			
Cash and cash equivalents		367,966	341,319
Investments	4	606,756	641,140
Premiums and accounts receivable, and other assets	7	397,259	311,629
Recoverable from reinsurers	8	1,706,310	1,375,354
Deferred acquisition costs		376,212	304,580
Capital assets and intangible assets		19,379	17,109
Deferred tax assets		15,253	9,223
Total assets		3,489,135	3,000,354
Liabilities			
Accounts payable, accrued and other liabilities	9	87,827	216,633
Reinsurance premiums payable	8	451,233	335,673
Unearned premiums		1,229,602	965,245
Unearned reinsurance commissions		208,072	152,003
Unpaid claims and loss adjustment expenses	10	1,050,721	897,011
Debt outstanding	11	105,000	75,000
		3,132,455	2,641,565
Shareholders' equity			
Common shares	12, 20	284,595	285,035
Contributed surplus		4,018	3,497
Retained earnings		107,937	66,692
Accumulated other comprehensive (loss) income		(39,870)	3,565
		356,680	358,789
Total liabilities and shareholders' equity		3,489,135	3,000,354

Condensed Interim Consolidated Statements of Income (unaudited) (in thousands of Canadian dollars, except as otherwise noted)

	_	Three	months	Six months	
For the periods ended June 30,	Note	2022	2021	2022	2021
Gross premiums written		642,215	363,514	1,123,595	673,788
Reinsurance premiums ceded		(496,282)	(263,314)	(869,492)	(496,223)
Net premiums written		145,933	100,200	254,103	177,565
Change in unearned premiums		(43,262)	(33,172)	(63,083)	(57,913)
Net premiums earned		102,671	67,028	191,020	119,652
Fee income		16,311	12,112	34,538	25,896
Net investment income (loss)	13	5,077	2,780	9,100	(2,537)
Net gains	14	1,441	4,801	967	8,635
Total revenues		125,500	86,721	235,625	151,646
Net claims and loss adjustment expenses	10	(29,055)	(21,390)	(52,660)	(25,497)
Net commissions	10	(44,311)	(26,330)	(81,419)	(44,889)
Operating expenses		(24,112)	(19,737)	(45,236)	(36,751)
Interest expenses	11	(642)	(281)	(1,233)	(468)
Total claims and expenses		(98,120)	(67,738)	(180,548)	(107,605)
Income before income taxes		27,380	18,983	55,077	44,041
Income tax expense	15	(7,185)	(2,094)	(13,832)	(7,834)
Net income attributable to shareholders		20,195	16,889	41,245	36,207
Weighted average number of common shares outstanding during the period (in thousands) – basic	16	41,278	41.148	41,256	41.114
Earnings per common share (in dollars) – basic	16	0.49	0.41	1.00	0.88
Earnings per common share (in dollars) – diluted	16	0.48	0.40	0.98	0.86

Condensed Interim Consolidated Statements of Comprehensive (Loss) Income (unaudited) (in thousands of Canadian dollars, except as otherwise noted)

		Three	Three months		onths
For the periods ended June 30,	Note	2022	2021	2022	2021
Net income attributable to shareholders		20,195	16.889	41,245	36,207
Net unrealized (losses) gains on available-for-sale ("AFS") investments		(35,319)	9,512	(57,460)	13,008
Income tax benefit (expense)		8,322	(3,406)	13,866	(4,170)
Items that may be reclassified subsequently to net income		(26,997)	6,106	(43,594)	8,838
Net realized (gains) losses		(2,520)	95	(4,471)	(294)
Impairment loss	4.2	-	-	-	529
Income tax benefit (expense)		279	(68)	1,005	(50)
Items reclassified to net income		(2,241)	27	(3,466)	185
Items other than cumulative translation gain (loss)		(29,238)	6,133	(47,060)	9,023
Cumulative transaction gain (loss)		6,857	(2,298)	3,625	(4,426)
Other comprehensive (loss) income		(22,381)	3,835	(43,435)	4,597
Total comprehensive (loss) income		(2,186)	20,724	(2,190)	40,804

Condensed Interim Consolidated Statements of Changes in Equity (unaudited) (in thousands of Canadian dollars, except as otherwise noted)

	Note	Common shares	Contributed surplus	Retained earnings	Accumulated other comprehensive income (loss) (net of income taxes)	Total
Balance at January 1, 2022		285,035	3,497	66,692	3,565	358,789
Net income		-	_	41,245	-	41,245
Other comprehensive loss		-	-	-	(43,435)	(43,435)
Comprehensive loss		-	-	41,245	(43,435)	(2,190)
Share issuance	12	1,666	-	-	-	1,666
Shares under Restricted Share Units ("RSUs") plan	12	(2,106)	-	-	-	(2,106)
Share based payments		-	521	-	-	521
Balance at June 30, 2022	•	284,595	4,018	107,937	(39,870)	356,680

	Common shares	Contributed surplus	Retained earnings	Accumulated other comprehensive (loss) income (net of income taxes)	Total
Balance at January 1, 2021	285,731	1,332	4,133	(1,332)	289,864
Net income	-	-	36,207	-	36,207
Other comprehensive income	-	-	-	4,597	4,597
Comprehensive income	-	-	36,207	4,597	40,804
Share issuance	1,075	-	-	-	1,075
Shares under RSUs plan	(1,930)	-	-	-	(1,930)
Share based payments	-	812	-	-	812
Balance at June 30, 2021	284,876	2,144	40,340	3,265	330,625

Condensed Interim Consolidated Statements of Cash Flows (unaudited) (in thousands of Canadian dollars, except as otherwise noted)

For the six months ended June 30,	Note	2022	2021
Operating activities			
Net income		41,245	36,207
Items not involving cash:		·	·
Depreciation and amortization		2,117	1,309
Unrealized loss		3,486	7,349
Impairment loss	4.2	-	529
Share based compensation		1,735	605
Change in working capital	19	53,670	72,403
Realized gains		(5,485)	(1,481)
Income taxes paid		(21,524)	(7,187)
Interest paid		(1,496)	(357)
Net cash flows from operating activities		73,748	109,377
Investing activities			
Proceeds on disposal of investments		97,855	60,280
Purchases of investments		(176,667)	(174,677)
Purchases of capital assets		(290)	(2,449)
Purchases of intangible assets		(116)	(76)
Net cash flows used in investing activities		(79,218)	(116,922)
Financing activities			
Shares issued	12	1,666	859
Shares purchased under RSUs plan	12	(2,106)	(1,930)
Proceeds from issuance of debt, net of issuance costs		-	74,700
Loans received	11.1	30,000	26,970
Loans repaid		-	(54,525)
Principal portion of lease payments		(947)	(688)
Net cash flows from financing activities		28,613	45,386
Net increase in cash and cash equivalents during the period		23,143	37,841
Cash, beginning of period		330,202	120,538
Cash equivalents, beginning of period		11,117	15,981
Cash and cash equivalents, beginning of period		341,319	136,519
Impact of foreign exchange on cash and cash equivalents		3,504	(1,543)
Cash, end of period		337,440	160,910
Cash equivalents, end of period		30,526	11,907
Cash and cash equivalents, end of period		367,966	172,817

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 has investments in wholly owned subsidiaries through which it conducts insurance and reinsurance operations. Those operations are primarily in Canada ("Trisura Canada") and the United States ("Trisura US").

Trisura Canada operates as a Canadian property and casualty insurance company. Certain lines of Trisura Canada's business operate as a fronting carrier with a large portion of gross premiums written ceded to reinsurers. Trisura US is a domestic surplus lines insurer that can write business as a non-admitted surplus line insurer in all states and admitted business in most states. Trisura US primarily operates as a hybrid fronting carrier where a large portion of its gross premiums written are ceded to reinsurers. Trisura US earns fee income from the reinsurers to whom it cedes premiums.

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 have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). The Condensed Interim Consolidated Financial Statements should be read in conjunction with the annual financial statements for the year ended December 31, 2021, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Condensed 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 Condensed Interim Consolidated Financial Statements were authorized for issuance by the Company's Board of Directors on August 4, 2022.

Note 3 - Summary of significant accounting policies

The accounting policies applied during the three and six months ended June 30, 2022 are the same as those described and disclosed in Note 2 – *Summary of significant accounting policies* of the December 31, 2021 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 cash equivalents and investments

The following table presents the classification of cash and cash equivalents, and investments:

		Cash, loans and	
As at June 30, 2022	AFS	receivables	Total
Cash and cash equivalents	-	367.966	367,966
Investments		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, , , , , , , , , , , , , , , , , , , ,
Fixed income	429,144	-	429,144
Common shares	50,760	-	50,760
Preferred shares	87,474	-	87,474
Alternatives	39,378	-	39,378
Total Investments	606,756	-	606,756
Total cash and cash equivalents and investments	606,756	367,966	974,722

As at December 31, 2021 ⁽¹⁾	AFS	Designated FVTPL	Cash, loans and receivables	Total
Cash and cash equivalents (see Note 10)			244 240	244 240
Investments	-	-	341,319	341,319
Short-term securities	-	_	5,000	5,000
Fixed income (see Note 10)	375,341	60,261	8,042	443,644
Common shares	75,929	-	· -	75,929
Preferred shares	102,927	-	-	102,927
Alternatives	13,640	-	-	13,640
Total Investments	567,837	60,261	13,042	641,140
Total cash and cash equivalents and investments	567,837	60,261	354,361	982,459

⁽¹⁾ Certain common shares and preferred shares totaling \$13,640 have been reclassified to Alternatives to conform with the current period financial statement presentation.

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, 2022 and December 31, 2021 were as follows:

As at June 30, 2022	Amortized cost	Unrealized gains	Unrealized losses	Carrying value
Fixed income	467,791	70	(38,717)	429,144
Common shares	54,326	1,866	(5,432)	50,760
Preferred shares	95,239	2,171	(9,936)	87,474
Alternatives	37,252	4,146	(2,020)	39,378
	654,608	8,253	(56,105)	606,756

As at December 31, 2021 ⁽¹⁾	FVTPL investments	Other investments				Total investments
	At carrying value	Amortized cost	Unrealized gains	Unrealized losses	Carrying value	At carrying value
Short-term securities	-	5,000	-	-	5,000	5,000
Fixed income	60,261	385,635	2,011	(4,263)	383,383	443,644
Common shares	-	68,315	8,864	(1,250)	75,929	75,929
Preferred shares	-	94,462	8,495	(30)	102,927	102,927
Alternatives	-	11,352	4,099	(1,811)	13,640	13,640
	60,261	564,764	23,470	(7,355)	580,879	641,140

⁽¹⁾ Certain common shares and preferred shares totaling \$13,640 have been reclassified to Alternatives to conform with the current period financial statement presentation.

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 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 *Financial instruments* is adopted along with IFRS 17 *Insurance Contracts*, 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. For the three and six months ended June 30, 2022, no impairment has been recognized on AFS investments (June 30, 2021 – nil and \$529, respectively). Assumptions are used when estimating the value of impairment based on the Company's impairment policy.

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, 2022, the Company has pledged cash amounting to \$698 and pledged no fixed income investments (December 31, 2021 – \$8,601 and \$63,646, respectively), under insurance and reinsurance trust arrangements and are therefore not readily available for general use by the Company.

As at June 30, 2022, the Company pledged \$7,199 (December 31, 2021 – \$7,687) of fixed income investments as security deposits to various US state insurance departments to be held in trust for various states and are therefore not readily available for general use by the Company.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

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, 2022 and December 31, 2021:

As at	Jur	June 30, 2022			December 31, 2021		
		Fair	value		Fair \	/alue	
	Notional	Asset	Liability	Notional	Asset	Liability	
	amount			amount			
Foreign currency contracts							
Forwards	113,082	119	-	81,400	641	-	
Equity contracts							
Swap agreements	14,613	10,236	-	14,300	14,620	-	
Interest rate contracts							
Swap agreements	5,181	967	-	40,566	436	-	
	132,876	11,322	-	136,266	15,697	-	
Term to maturity							
less than one year	127,695	10,355	-	94,484	14,060	-	
from one to five years	-	-	-	1,216	1,201	-	
over five years	5,181	967	-	40,566	436	-	

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. The notional amounts of the forwards as at June 30, 2022 are \$76,599 USD (December 31, 2021 − \$55,265 USD), €1,777 EUR (December 31, 2021 − €1,777 EUR) and £5,604 GBP (December 31, 2021 − £4,701 GBP). 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 (see Note 6 and Note 7) and gains and losses are recorded in Net gains (see Note 14).

Note 6 - Fair value measurement

The following sets out the financial instruments classified in accordance with the fair value hierarchy as at June 30, 2022 and December 31, 2021:

As at June 30, 2022	Total fair value	Level 1	Level 2	Level 3
Fixed income	429.144	_	429.144	_
Common shares	50,760	50,760	-	_
Preferred shares	87,474	87,474	-	_
Alternatives	39,378	· -	-	39,378
Total investments	606,756	138,234	429,144	39,378
Derivative financial assets	11,322	-	11,322	-
	618,078	138,234	440,466	39,378

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 6 - Fair value measurement (continued)

As at December 31, 2021 ⁽¹⁾	Total fair value	Level 1	Level 2	Level 3
Fixed income	405.000		405.000	
	435,602	=	435,602	-
Common shares	75,926	75,926	-	-
Preferred shares	102,930	102,930	-	-
Alternatives	13,640	-	-	13,640
Total investments	628,098	178,856	435,602	13,640
Derivative financial assets	15,697	-	15,697	· -
	643,795	178,856	451,299	13,640

⁽¹⁾ Certain common shares and preferred shares totaling \$13,640 have been reclassified to Alternatives to conform with the current period financial statement presentation.

For the six months ended June 30, 2022, \$9,572 has been transferred into Level 3 investments (December 31, 2021 - nil).

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 three and six months ended June 30, 2022 and the year ended December 31, 2021:

	June 30, 2022	December 31, 2021	
Balance, beginning of period	13,640	20,667	
Transfers	9,572	-	
Purchase of securities	16,216	3,426	
Sale of securities	(292)	(8,699)	
Unrealized gains (losses)	1,060	(1,662)	
Foreign exchange loss	(818)	(92)	
Balance, end of period	39,378	13,640	

Note 7 - Premiums and accounts receivable, and other assets

As at June 30, 2022 and December 31, 2021, Premiums and accounts receivable, and other assets consist of:

As at	June 30, 2022	December 31, 2021	
Premiums receivable	356,642	271,311	
Receivable from reinsurers	14,708	14,084	
Derivative assets	11,322	15,697	
Tax recoveries	9,160	626	
Accrued investment income	3,062	2,846	
Prepaid expenses	1,687	964	
Unsettled investments sales	· -	2,126	
Miscellaneous assets	678	3,975	
	397,259	311,629	

As at June 30, 2022, Premiums receivable of \$356,642 (December 31, 2021 – \$271,311) includes an amount of \$264,984 (December 31, 2021 – \$184,485) related to Trisura US fronting arrangements for which agreed upon levels of collateral are held and there is a reinsurance payable of \$329,223 (December 31, 2021 – \$232,345).

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 8 - Reinsurance

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.

The Company's fronting operations cede the majority of the premium generated through it to reinsurers. As such, Reinsurers' share of claims liabilities and Reinsurers share of unearned premiums are significant to the Company's financial position, and the associated credit risk is monitored each reporting period.

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. Reinsurers providing reinsurance policies are generally required to have a minimum A.M. Best credit rating of A- at the inception of each policy or are otherwise required to post agreed upon levels of collateral. 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, 2022 and December 31, 2021.

The following table summarizes the components of Recoverable from reinsurers as at June 30, 2022 and December 31, 2021:

As at	June 30, 2022	December 31, 2021	
Reinsurers' share of claims liabilities (see Note 10)	904,432	773,258	
Reinsurers' share of unearned premiums	801,878	602,096	
	1,706,310	1,375,354	

The following table summarizes the components of Reinsurance premiums payable as at June 30, 2022 and December 31, 2021:

As at	June 30, 2022	December 31, 2021
Reinsurance payable	525,571	357,226
Reinsurance recoverable	(74,338)	(21,553)
	451,233	335,673

Note 9 - Accounts payable, accrued and other liabilities

As at June 30, 2022 and December 31, 2021, Accounts payable, accrued and other liabilities consist of:

As at	June 30, 2022	December 31, 2021	
Accrued liabilities	19,962	21,645	
Deposits in trust ⁽¹⁾	19,803	63,895	
Payable to intermediaries	14,458	8,281	
Lease liabilities	12,346	9,678	
Premium taxes payable	9,048	14,460	
Share based payment plan	8,679	12,004	
Taxes payable	2,007	10,253	
Other liabilities	1,524	3,977	
Due on novation (see Note 10)	, <u>-</u>	72,440	
	87,827	216,633	

⁽¹⁾ The Company periodically holds deposits in trust from reinsurers and other counterparties as a form of collateral.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited) (in thousands of Canadian dollars, except as otherwise noted)

Note 10 - Unpaid claims and loss adjustment expenses

The following changes have occurred to the claim reserves:

For the three months ended June 30, 2022	Direct	Ceded	Net
Unpaid claims, beginning of period	921,589	790,040	131,549
Claims occurring in current period (including paid)	252,393	220,380	32,013
Change in undiscounted estimates for losses of prior years	15,071	16,658	(1,587)
Change in discounting	(5,469)	(4,040)	(1,429)
Change in provision for adverse deviation	1,202	1,144	58
Total claims incurred	263,197	234,142	29,055
Claims paid	(157,577)	(141,672)	(15,905)
Foreign exchange	23,512	21,922	1,590
Unpaid claims, end of period	1,050,721	904,432	146,289
For the six months ended June 30, 2022	Direct	Ceded	Net
Unpaid claims, beginning of period	897,011	773,258	123,753
Claims occurring in current period (including paid)	475,385	410,645	64,740
Change in undiscounted estimates for losses of prior years	(11,684)	(2,850)	(8,879)
Change in discounting	(8,746)	(5,262)	(3,484)
Change in provision for adverse deviation	(348)	(478)	130
Total claims incurred	454,607	402,100	52,507
Claims paid	(313,938)	(283,054)	(30,884)
Foreign exchange	13,041	12,128	913
Unpaid claims, end of period	1,050,721	904,432	146,289
For the three months ended June 30, 2021	Direct	Ceded	Net
Unpaid claims, beginning of period	545,307	382,988	162,319
Claims occurring in current year (including paid)	145,336	123,276	22,060
Change in undiscounted estimates for losses of prior years	16,034	16,047	(13)
Change in discounting	(1,903)	(355)	(1,548)
Change in provision for adverse deviation	1,492	601	891
Total claims incurred	160,959	139,569	21,390
Claims paid	(70,116)	(60,028)	(10,088)
Foreign exchange	(4,744)	(4,416)	(328)
Unpaid claims, end of period	631,406	458,113	173,293

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 10 - Unpaid claims and loss adjustment expenses (continued)

For the six months ended June 30, 2021	Direct	Ceded	Net
Unpaid claims, beginning of period	487,271	313,904	173,367
Claims occurring in current year (including paid)	290,625	249,851	40,774
Change in undiscounted estimates for losses of prior years	10,088	14,595	(4,507)
Change in discounting	(12,530)	(508)	(12,022)
Change in provision for adverse deviation	2,109	857 [°]	1,252
Total claims incurred	290,292	264,795	25,497
Claims paid	(133,273)	(112,202)	(21,071)
Foreign exchange	(12,884)	(8,384)	(4,500)
Unpaid claims, end of period	631,406	458,113	173,293

Unpaid claims and loss adjustment balances due from reinsurers are grouped with unearned reinsurance assets in Recoverable from reinsurers on the Condensed Interim Consolidated Statements of Financial Position.

In 2021 the Company entered into an agreement to transfer, by way of novation, all of the Trisura International Insurance Ltd. ("Trisura International") rights, liabilities and obligations under its life reinsurance agreement to a third-party reinsurer. Such transfer and assumption, effective December 31, 2021, was enforceable and binding upon the Company and the assuming reinsurer, and which the cedant had approved. As at December 31, 2021, the novation price of \$72,440 due to the assuming reinsurer was included in Accounts payable, accrued and other liabilities (see Note 9). During the six months ended June 30, 2022, cash of \$8,436 and FVTPL fixed income investments of \$64,004 were transferred to the assuming reinsurer (see Note 4).

Note 11 - Debt outstanding

11.1 Loan payable

The Company maintains a five-year revolving credit facility (the "Facility") with a Canadian Schedule I bank (the "Bank") which allows for drawings of up to \$50,000. Under this arrangement, the Company is able to draw funds in the form of short-term banker's acceptances, Canadian prime rate advances, base rate advances or SOFR loans. The interest rate is based on the current periods' bankers' acceptance rate, Canadian prime rate, base rate, or SOFR loans 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 June 23, 2022, \$30,000 was drawn under the Facility. As at June 30, 2022, the loan balance is \$30,000 (December 31, 2021 – nil).

11.2 Senior unsecured notes

In June 2021, the Company completed an offering of senior unsecured notes (the "Notes"), with a principal amount of \$75,000, which will mature on June 11, 2026. The Notes bear interest at a fixed annual rate of 2.64%. Interest is payable in semi-annual instalments which commenced on December 11, 2021. The Notes are direct unsecured obligations and will rank equally with all other unsecured and unsubordinated indebtedness of the Company.

The following table provides details of the total debt outstanding as at June 30, 2022 and December 31, 2021.

					_	Carryir	ng value
	Maturity date	Term (years)	Fixed rate	Coupon (payment)	Principal amount	June 30, 2022	December 31, 2021
Loan payable					30,000	30,000	-
Senior unsecured notes	June 11, 2026	5	2.64%	June, Dec	75,000	75,000	75,000
Total debt outstanding					105,000	105,000	75,000

For the three and six months ended June 30, 2022, the Company incurred \$642 and \$1,233 of interest expense, respectively (June 30, 2021 – \$281 and \$468, respectively), of which \$540 and \$1,028 (June 30, 2021 – \$194 and \$293) are related to the loan payable and senior unsecured notes.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 12 - 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, 2022 and December 31, 2021, no non-voting shares were issued and no preferred shares are outstanding.

During the six months ended June 30, 2022, 134,741 (December 31, 2021 – 148,620) stock options issued under the Company's existing stock option plan were exercised. Consideration paid by stock option holders to exercise the options resulted in an increase to share capital.

In July 2021, the Company completed a four-for-one split of the Company's outstanding common stock. The additional shares required to give effect to the share split were issued to shareholders of record at the close of business on June 30, 2021. The Company's shareholders approved the share split at the annual and special meeting of shareholders held on May 26, 2021.

The following table shows the common shares issued and outstanding, excluding treasury shares:

As at	June 30, 2022 December 31, 20			31, 2021	
	Number of Amount common shares (in thousands)		Number of common shares	Amount (in thousands)	
Balance, beginning of period	41,165,198	285,035	41,075,476	285,731	
Shares under RSUs plan	(48,574)	(2,106)	(58,898)	(2,011)	
Common shares issued	134,741	1,666	148,620	1,315	
Balance, end of period	41,251,365	284,595	41,165,198	285,035	

As part of the RSUs plan, the Company purchases its own shares which are classified as treasury shares and the costs of these shares are recorded as a reduction to equity. As at June 30, 2022, the Company has an aggregate of 41,358,837 common shares (December 31, 2021 – 41,224,096 common shares) outstanding, which includes 107,472 treasury shares (December 31, 2021 – 58,898 treasury shares).

Note 13 - Net investment income (loss)

_	Three months ended June 30			ths ended ne 30	
	2022	2021	2022	2021	
Cash and cash equivalents, and short-term securities	168	64	257	148	
AFS fixed income	3,298	2,342	5,867	4,365	
FVTPL fixed income	-	232	-	476	
Interest income	3,466	2,638	6,124	4,989	
AFS common shares	893	565	1,737	1,119	
AFS preferred shares	1,213	849	2,290	1,641	
Dividend income	2,106	1,414	4,027	2,760	
Losses on investments held at FVTPL	-	(1,228)	(78)	(10,151)	
Commission income on structured insurance assets	-	345	-	635	
Investment expenses	(495)	(389)	(973)	(770)	
Other investment loss	(495)	(1,272)	(1,051)	(10,286)	
Net investment income (loss)	5,077	2,780	9,100	(2,537)	

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 14 - Net gains

	Three months ended June 30			hs ended e 30
	2022	2021	2022	2021
Net gains from:				
financial instruments:				
AFS common shares	1,281	176	4,589	567
AFS preferred shares	375	-	(17)	58
AFS fixed income	751	284	833	591
	2,407	460	5,405	1,216
derivatives:				
swap agreements ⁽¹⁾	(99)	4,206	(3,866)	7,576
Embedded derivatives	113	(554)	(172)	(920)
Net foreign currency (losses) gains	(980)	689	(400)	1,292
Impairment on investments	<u>-</u>	-	-	(529)
Net gains	1,441	4,801	967	8,635

⁽¹⁾ Excluding foreign currency contracts, which are reported in the line Net foreign currency (losses) gains.

Note 15 - Income taxes

The following table shows the major components of income tax expense for the three and six months ended June 30, 2022 and 2021:

	Three months ended June 30		Six months ende June 30	
	2022	2021	2022	2021
Current tax expense	6,960	5,033	14,310	8,606
Deferred tax expense (benefit)	225	(2,939)	(478)	(772)
Income tax expense	7,185	2,094	13,832	7,834
Income taxes recorded in other comprehensive (loss) income:				
Net changes in unrealized (losses) gains on AFS investments	(5,065)	1,337	(8,436)	2,491
Reclassification to net income of net (losses) gains on AFS investments	(316)	68	(989)	50
Origination and reversal of temporary differences	(3,220)	2,069	(5,446)	1,679
Total income tax (benefit) expense recorded in other comprehensive (loss) income	(8,601)	3,474	(14,871)	4,220

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 15 - 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 for the three and six months ended June 30, 2022 and 2021:

	Three months ended June 30		ed Six month June 3	
	2022	2021	2022	2021
Income before income taxes	27,380	18,983	55,077	44,041
Statutory income tax rate	26.5%	26.5%	26.5%	26.5%
	7,256	5,030	14,595	11,671
Variations due to:				
Permanent differences	(1)	(1,359)	(291)	(1,546)
International operations subject to different tax rates	(444)	(427)	(1,030)	(1,133)
Unrecognized tax loss	148	-	177	-
Rate differentials:				
Current rate versus future rate	-	71	-	71
Change in future rate	-	-	2	12
True up	226	(1,221)	379	(1,241)
Income tax expense	7,185	2,094	13,832	7,834

The permanent differences relate primarily to investment income or losses that are non-taxable or taxed at rates lower than the statutory income tax rate, such as non-taxable dividend income and capital gains.

As at June 30, 2022, the Company has unused tax losses of \$8,266 (December 31, 2021 - \$9,160), which will expire in the following years:

	June 30, 2022
2041	7,141
2042	1,125
	8,266

Note 16 - 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 to give effect to the potential dilutive effect that could occur if additional equity shares were assumed to be issued under securities or instruments that may entitle their holders to obtain equity shares in the future, such as share option awards.

	Three months ended June 30		Six months ende June 30	
	2022	2021(1)	2022	2021(1)
Net income attributable to common shareholders	20,195	16,889	41,245	36,207
Weighted-average number of common shares outstanding (in shares)	41,278,291	41,147,712	41,256,160	41,113,948
EPS – basic (in dollars)	0.49	0.41	1.00	0.88
Dilutive effect of the conversion of options on common shares (in shares)	860,602	998,472	869,157	887,100
Diluted weighted-average number of common shares outstanding (in shares)	42,138,893	42,146,184	42,125,317	42,001,048
EPS – diluted (in dollars)	0.48	0.40	0.98	0.86

⁽¹⁾ Adjusted to reflect the four-for-one stock split effective July 9, 2021. The number of common shares is presented on a post-split basis.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 17 - Capital management

The Company's capital is its shareholders' equity, which consists of common shares, contributed surplus, retained earnings and accumulated other comprehensive (loss) income. 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.

a) Trisura Canada

Under guidelines established by the Office of the Superintendent of Financial Institutions which apply to the regulated insurance company of Trisura Canada, 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 Canada's target MCT level in accordance with these requirements. The regulated insurance company of Trisura Canada has exceeded this measure as at June 30, 2022 and December 31, 2021.

b) Trisura US

The regulated insurance companies of Trisura US are subject to externally imposed regulatory capital requirements by the Oklahoma Insurance Department as a Domestic Surplus Line Insurer. The Company's admitted carrier is subject to the various capital requirements of each state in which it is licensed. A requirement of the regulators is that Trisura US's regulated insurance companies' Risk Based Capital exceed certain minimum thresholds as well as Company Action Levels ("CALs"), below which the companies would have to notify the regulators. As at June 30, 2022 and December 31, 2021, the regulated insurance companies of Trisura US were in excess of any CALs of the states in which they were licensed.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 18 - Segmented information

As at June 30, 2022, the Company has two reportable segments. The operations of Trisura Canada comprise Surety business underwritten in both Canada and the United States, and Risk Solutions and Corporate Insurance products primarily underwritten in Canada. Trisura US provides specialty fronting insurance solutions underwritten in the United States. The operations of Trisura US includes the reinsurance operations of Trisura International.

During the six months ended June 30, 2022, the Company determined that Trisura International, which comprised the Company's international reinsurance operations, no longer met the quantitative threshold for reportable segment disclosure purposes and the Company's chief operating decision maker no longer deems Trisura International's results to be significant. The run-off operations of Trisura International has been reclassified to Corporate and other in the current period and the comparative information has been restated to conform with the current period presentation.

The following tables show the results for the three and six months ended June 30, 2022 and 2021:

Three months ended June 30, 2022	Trisura Canada	Trisura US	Corporate and other	Total
Tillee months ended Julie 30, 2022	Canaua	03_	Other	I Olai
Gross premiums written	194,581	447,634	-	642,215
Net premiums written	101,568	44,365	-	145,933
Net premiums earned	77,273	25,398	-	102,671
Fee income	855	15,456	-	16,311
Net investment income	3,174	1,594	309	5,077
Net gains (losses)	771	1,537	(867)	1,441
Total revenues	82,073	43,985	(558)	125,500
Net claims and loss adjustment expenses	(10,975)	(18,072)	(8)	(29,055)
Net expenses	(52,183)	(15,492)	(748)	(68,423)
Interest expenses	(67)	(30)	(545)	(642)
Total claims and expenses	(63,225)	(33,594)	(1,301)	(98,120)
Net income (loss) before tax	18,848	10,391	(1,859)	27,380

Six months ended June 30, 2022	Trisura Canada	Trisura US	Corporate and other	Total
·				
Gross premiums written	334,216	789,379	-	1,123,595
Net premiums written	176,436	77,667	-	254,103
Net premiums earned	146,228	44,792	-	191,020
Fee income	5,197	29,341	-	34,538
Net investment income	5,879	2,707	514	9,100
Net gains (losses)	3,851	517	(3,401)	967
Total revenues	161,155	77,357	(2,887)	235,625
Net claims and loss adjustment expenses	(21,815)	(30,746)	(99)	(52,660)
Net expenses	(100,540)	(27,683)	1,568	(126,655)
Interest expense	(134)	(62)	(1,037)	(1,233)
Total claims and expenses	(122,489)	(58,491)	432	(180,548)
Net income (loss) before tax	38,666	18,866	(2,455)	55,077

Notes to the Condensed Interim Consolidated Financial Statements (unaudited) (in thousands of Canadian dollars, except as otherwise noted)

Note 18 -	Segmented	information ((continued)

Three months ended June 30, 2021 Trisura Canada US other Gross premiums written 142,906 220,598 10 Net premiums written 79,297 20,893 10 Net premiums earned 53,288 13,731 9 Fee income 1,029 11,083 - Net investment income (loss) 2,064 1,112 (396) Net gains (losses) 252 206 4,343 Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200) Total claims and expenses (45,483) (17,335) (4,920)		Corporate and	Trisura		
Net premiums written 79,297 20,893 10 Net premiums earned 53,288 13,731 9 Fee income 1,029 11,083 - Net investment income (loss) 2,064 1,112 (396) Net gains (losses) 252 206 4,343 Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	Total	other	US	Trisura Canada	Three months ended June 30, 2021
Net premiums written 79,297 20,893 10 Net premiums earned 53,288 13,731 9 Fee income 1,029 11,083 - Net investment income (loss) 2,064 1,112 (396) Net gains (losses) 252 206 4,343 Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)					
Net premiums earned 53,288 13,731 9 Fee income 1,029 11,083 - Net investment income (loss) 2,064 1,112 (396) Net gains (losses) 252 206 4,343 Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	363,514	10	220,598	142,906	Gross premiums written
Fee income 1,029 11,083 - Net investment income (loss) 2,064 1,112 (396) Net gains (losses) 252 206 4,343 Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	100,200	10	20,893	79,297	Net premiums written
Net investment income (loss) 2,064 1,112 (396) Net gains (losses) 252 206 4,343 Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	67,028	9	13,731	53,288	Net premiums earned
Net gains (losses) 252 206 4,343 Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	12,112	-	11,083	1,029	Fee income
Total revenues 56,633 26,132 3,956 Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	2,780	(396)	1,112	2,064	Net investment income (loss)
Net claims (13,065) (9,122) 797 Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	4,801	4,343	206	252	Net gains (losses)
Net expenses (32,345) (8,205) (5,517) Interest expense (73) (8) (200)	86,721	3,956	26,132	56,633	Total revenues
Interest expense (73) (8) (200)	(21,390)	797	(9,122)	(13,065)	Net claims
· · · · · · · · · · · · · · · · · · ·	(46,067)	(5,517)	(8,205)	(32,345)	Net expenses
Total claims and expenses (45,483) (17,335) (4,920)	(281)	(200)	(8)	(73)	Interest expense
	(67,738)	(4,920)	(17,335)	(45,483)	Total claims and expenses
Net income (loss) before tax 11,150 8,797 (964)	18,983	(964)	8,797	11,150	Net income (loss) before tax

Six months ended June 30, 2021	Trisura Canada	Trisura US	Corporate and other	Total
Six months ended June 30, 2021	Tilsula Callada	03	otnei	Total
Gross premiums written	228,478	445,271	39	673,788
Net premiums written	140,108	37,418	39	177,565
Net premiums earned	95,263	24,351	38	119,652
Fee income	5,330	20,566	-	25,896
Net investment income (loss)	3,897	2,155	(8,589)	(2,537)
Net (losses) gains	(100)	560	8,175	8,635
Total revenues	104,390	47,632	(376)	151,646
Net claims	(18,658)	(16,921)	10,082	(25,497)
Net expenses	(58,476)	(13,904)	(9,260)	(81,640)
Interest expense	(146)	(17)	(305)	(468)
Total claims and expenses	(77,280)	(30,842)	517	(107,605)
Net income before tax	27,110	16,790	141	44,041

As at June 30, 2022	Trisura Canada	Trisura US	Corporate and other	Total
Assets	1,116,161	2,326,992	45,982	3,489,135
Liabilities	938,504	2,078,147	115,804	3,132,455
As at December 31, 2021	Trisura Canada	Trisura US	Corporate and other	Total
Assets	1,095,984	1,763,972	140,398	3,000,354
Liabilities	929,845	1,549,154	162,566	2,641,565

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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

Note 19 - Additional information on the Consolidated Statements of Cash Flows

The following table shows the Change in working capital for the periods ended June 30, 2022 and June 30, 2021:

For the periods ended June 30,	2022	2021
Reinsurance premiums payable	119,400	89,704
Unearned premiums, net	63,183	74,450
Unpaid claims and loss adjustment expenses, net	21,625	2,885
Income taxes	13,701	8,007
Other operating liabilities	3,259	1,948
Premiums and accounts receivable	(87,566)	(64,163)
Accounts payable and accrued liabilities	(60,074)	4,602
Deferred acquisition costs, net	(15,760)	(36,563)
Other operating assets	(4,098)	(8,467)
	53,670	72,403

Note 20 - Subsequent event

On July 14, 2022, the Company completed a public offering of 4,512,000 common shares for gross proceeds of \$150,024. The Company incurred costs of \$6,001 in commission paid to underwriters. Costs directly attributable to the share issuance are estimated to be \$400.