



TILL CAPITAL LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Years Ended December 31, 2018 and 2017

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Management's Discussion and Analysis

For the years ended December 31, 2018 and 2017

(Stated in U.S. dollars)

The following management's discussion and analysis ("MD&A") of the activities, results of operations, and financial position of Till Capital Ltd. should be read in conjunction with the consolidated financial statements for the years ended December 31, 2018 and 2017 and related notes that have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). All amounts in this MD&A are stated in United States dollars unless otherwise indicated. This MD&A was prepared as of April 26, 2019.

Additional information related to Till, including its Annual Information Form, is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. Till's website is www.tillcap.com.

BACKGROUND AND CORE BUSINESS

Till Capital Ltd. ("Till") is an insurance holding company domiciled in Bermuda. Through two of Till's wholly-owned subsidiaries, Resource Re Ltd. ("RRL") and Omega General Insurance Company ("Omega"), Till provides property and casualty insurance and reinsurance. Till operates in a single segment, specifically insurance.

RRL, a Bermuda domiciled company, was organized to offer reinsurance coverage to a select group of insurance companies, e.g., captive insurers, privately-held insurers, and other global insurers and reinsurers. RRL entered into its initial reinsurance contracts effective December 31, 2014. Those initial reinsurance contracts were novated in September 2015. RRL currently does not have any active reinsurance contracts in force.

RRL also owns 64% of the outstanding shares of Silver Predator Corp. ("SPD"), a Canadian-based junior mineral exploration company that has historically been engaged in exploring for and developing economically viable silver and gold deposits in the United States, with a focus on Nevada and Idaho. SPD is not currently engaged in any mining or exploration activities; however, a drill program for its Copper King property is being considered for 2019.

Omega underwrites direct insurance and reinsurance business. Omega is a primary insurer, direct writer, for insurance companies looking to write Canadian business, but lacking the appropriate Canadian insurance licenses. In that capacity, Omega acts as the direct writer, or fronting company, for a specific insurance company, and, typically, will cede most or all of that fronted business to that insurer. As a reinsurer, Omega provides assumption reinsurance to insurance companies that want to exit the Canadian market, and to insurance companies that want to transfer all of their remaining claim liabilities on particular books of business; those arrangements are commonly referred to as "run-off" or "loss portfolio transfer" assumption business. Omega has three sources of revenue, namely, (i) premiums on direct and fronting business, (ii) premiums on portfolio transfer transactions and fees related to managing Canadian branch offices in "run-off", and (iii) assumption reinsurance, including servicing fees in certain transactions.

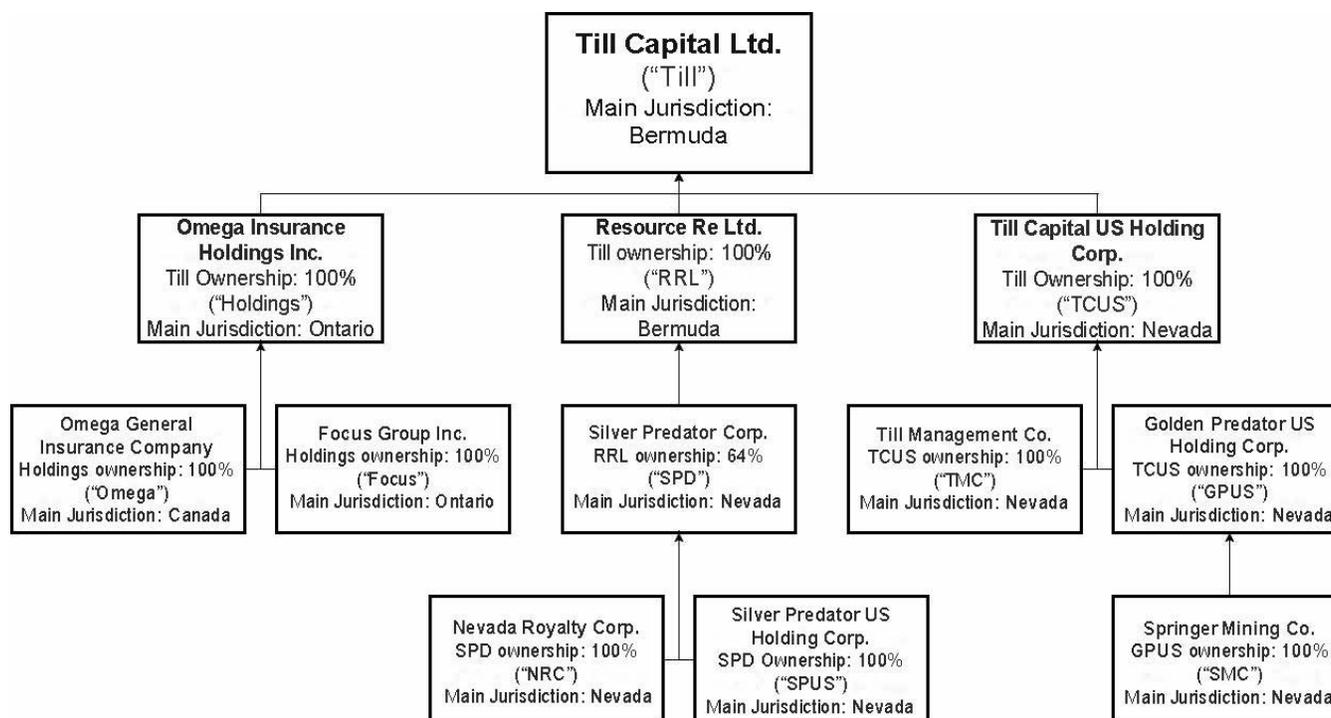
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The following chart sets forth Till's corporate structure as of December 31, 2018:



The discussion of Till's financial condition and results of operations that follows is intended to provide summarized information to assist the reader in understanding Till's 2018 and 2017 audited consolidated financial statements and related notes, as well as to provide summary explanations as regards the primary factors for consolidated financial statement changes between specified periods.

CORPORATE DEVELOPMENTS, SIGNIFICANT TRANSACTIONS, AND FACTORS AFFECTING RESULTS OF OPERATIONS

(a) Voluntary delisting of Till's restricted voting shares from Nasdaq and deregistration with the SEC

On April 13, 2018, Till announced that its Board of Directors had approved the voluntary delisting of Till's restricted voting shares from the Nasdaq Capital Market ("Nasdaq") and the subsequent voluntary deregistration of Till's restricted voting shares with the U.S. Securities and Exchange Commission (the "SEC"). Those actions resulted in Till's restricted voting shares no longer being listed on Nasdaq and the suspension of Till's reporting obligations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Till continues to list its restricted voting shares on the TSX Venture Exchange ("TSXV").

In accordance with the resolutions adopted by Till's Board of Directors, Till filed certain notices and certifications, including Form 25 and Form 15 with the SEC. Till filed Form 25 in connection with the delisting of its restricted voting shares from Nasdaq on April 23, 2018, Form 25 became effective ten days after it was filed. As a result, Till's restricted voting shares were no longer listed on Nasdaq effective May 3, 2018.

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Till also filed Form 15 to deregister its restricted voting shares with the SEC concurrent with the effectiveness of the Form 25 on May 3, 2018. With the filing of Form 15 on May 3, 2018, Till's obligation to file reports under the Exchange Act, including Forms 10-K, 10-Q, and 8-K, was immediately suspended. Other Exchange Act filing requirements terminated with the effectiveness of deregistration under Section 12(g) of the Exchange Act on August 1, 2018.

(b) Change in accounting policies

Till's consolidated financial statements as of and for the years ended December 31, 2018 and 2017 have been prepared in accordance with IFRS and interpretations of the IFRS Interpretations Committee.

As of and for the years ended December 31, 2016 and 2017, Till prepared its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") based on Till no longer qualifying as a foreign private issuer under the SEC. An explanation of how the transition to IFRS has affected the reported equity and comprehensive income (loss) of Till previously reported in accordance with U.S. GAAP is provided in note 3(n)(i) of the consolidated financial statements for the years ended December 31, 2018 and 2017.

Prior to 2016, Till prepared its consolidated financial statements under IFRS for reporting as required by securities regulators in Canada, and as permitted in the U.S. based on Till's status as a foreign private issuer as defined by the SEC for foreign private issuers. During 2016, Till determined that it no longer qualified as a foreign private issuer under the SEC rules. As a result, beginning with Till's annual report on Form 10-K for the year ended December 31, 2016, Till was required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act, as amended, applicable to U.S. domestic issuers. Under the TSXV regulations, Till was permitted in Canada to prepare its consolidated financial statements in accordance with U.S. GAAP.

U.S. GAAP policies require that exploration and evaluation expenditures on properties that Till has the legal rights to explore are to be expensed, and insurance contracts are to be reported on an undiscounted basis. Consistent with International Accounting Standards ("IAS") 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, Till has elected to (i) capitalize all exploration and evaluation expenses until such time that Till believes that further expenditures will provide profitable future economic benefit, and (ii) report insurance contracts on a discounted basis. Till's policies are disclosed in note 3(g) and 3(f), respectively, of the consolidated financial statements for the years ended December 31, 2018 and 2017, and the restatement of comparatives at and as of January 1, 2017 and December 31, 2017 are detailed in note 3(n)(i).

(c) Assets and Liabilities Held for Sale and Discontinued Operations

(i) Omega Insurance Holdings Inc. ("Holdings")

In the third quarter of 2017, Till initiated a plan to sell its wholly-owned subsidiary Holdings, including Holdings' subsidiaries, Omega and Focus Group Inc ("Focus"). Till's management and

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Board of Directors believed the sale of Holdings would better position Till for the benefit of its shareholders.

As a result of that decision, Holdings was required to be classified as held for sale and was also required to be considered a discontinued operation for the year ended December 31, 2017.

In the fourth quarter of 2018, Till's Board of Directors and management concluded (i) a sale of Holdings was unlikely to be completed in one year, (ii) Holdings no longer qualified as held for sale, and (iii) Holdings be classified as a continuing operation for the year ended December 31, 2018. In accordance with IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, ("IFRS 5") the results of Holdings previously presented in discontinued operations have been reclassified and included in net income (loss) for all periods presented herein.

(ii) Springer Mining Company ("SMC")

Prior to 2017, Till's controlled subsidiary SPD announced its intention to realize value from some of its assets by initiating a process to sell all, or part, of the tangible and mineral property assets at some of its properties in Nevada. SPD's Board of Directors and management were committed to a plan to sell SMC and active negotiations were held related to those assets during 2015 and 2016.

In January 2017, SPD, in exchange for the release of a related party debt owed to RRL, gave 100% of its full ownership of SMC to RRL. Ownership of SMC was, in turn, transferred to Till's wholly-owned subsidiary, GPUS. The approximately \$0.2 million impact of that 2017 transaction was included within the decrease in non-controlling interests with no other impact on consolidation. Till's Board of Directors and management are committed to a plan to sell SMC. In accordance with IFRS 5, SMC was classified as held for sale for the year ended December 31, 2018.

(d) Tyche trading platform

From 2015 until August 2018, Till investment management personnel worked on the development of a proprietary computerized trading platform (referred to as "Tyche"). In August 2018, based on a number of factors related to that software development, Till's Board of Directors decided to discontinue any further development of Tyche and all costs related thereto were deemed impaired.

(e) Sale of IG Copper LLC ("IGC")

On November 6, 2018, RRL received \$5 million from IGC for RRL's ownership units in IGC, including payment arising from a cashless exercise of warrants, valued at \$0.15 million, and a deferred payment, subject to various provisions, equal to \$0.3 million, due in 2019. That deferred payment is included in other assets as of December 31, 2018.

Till's investment in IGC was accounted for under the equity method of accounting. The sale of RRL's interest in IGC resulted in an investment gain of \$3.99 million in the year ended December 31, 2018.

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OUTLOOK

Till's capital management and operating strategies are key for generating future profitability, managing its business, and maximizing shareholder value. Profitability is predominately determined by insurance results and investment returns.

The insurance markets in which Till operates have historically been cyclical. During periods of excess underwriting capacity, as defined by the availability of capital, competition can result in lower pricing and less favorable policy terms and conditions for insurers and reinsurers. Historically, underwriting capacity has been affected by several factors, including industry losses, the impact of catastrophes, changes in legal and regulatory guidelines, new entrants, investment results (including interest rate levels), and the credit ratings and financial strength of competitors. Till's insurance operations, both on a direct and reinsurance basis, have been particularly effected by traditional cycles related to pricing, underwriting capacity, and capital availability. As a result of those factors, Till has limited entering into new business and expanding its existing direct and reinsurance business.

FINANCIAL HIGHLIGHTS

	Year Ended December 31		
	2018	2017	2016
Total revenue	\$ 2,641,427	\$ 2,793,136	\$ 4,239,286
Net income (loss)	\$ (1,621,185)	\$ (3,314,148)	\$ 969,255
Basic and diluted net income (loss) per share	\$ (0.50)	\$ (0.96)	\$ 0.29
Total assets at year end	\$ 65,412,682	\$ 74,648,874	\$ 46,900,117
Total non-current liabilities at year end	\$ —	\$ —	\$ —
Distributions or cash dividends declared per share	\$ —	\$ —	\$ —

Till's revenue is predominately attributable to insurance premiums earned and investment returns, both of which are subject to volatility. The decrease in revenue from 2016 to 2017 is due primarily to investment losses, partially offset by higher earned insurance premiums primarily related to a new specialty insurance program at Omega and a gain on the sale of mineral interests and property, plant, and equipment. Net insurance premiums decreased slightly in 2018 compared to 2017 due to a reduction in a new specialty insurance program, while an increase in investment income was offset by lower gain on the sale of property, plant, and equipment.

The increase in net loss in 2017 compared to 2016 was primarily due to investment losses, operating losses at Omega, and a valuation loss resulting from measuring Holdings at its estimated recoverable amount. The lower net loss in 2018 as compared to 2017 is primarily the result of the gain on the sale of IGC and reduced operating losses at Omega, offset by investment losses and an additional valuation loss resulting from measuring Holdings at its estimated recoverable amount.

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The increase in total assets from 2016 to 2017 is primarily related to a new specialty insurance program underwritten by Omega during 2017. The reduction in total assets from 2017 to 2018 is primarily related to a reduction in that new specialty insurance program from its initial 2017 levels.

	2018				2017			
	Oct - Dec 2018	Jul - Sep 2018	Apr - Jun 2018	Jan - Mar 2018	Oct - Dec 2017	Jul - Sep 2017	Apr - Jun 2017	Jan - Mar 2017
Revenue (loss)	\$ 3.66	\$ (0.08)	\$ 0.50	\$ (1.44)	\$ 0.25	\$ (0.02)	\$ 1.14	\$ 1.43
Income (loss) attributable to the shareholders of Till	\$ 2.78	\$ (1.65)	\$ (0.43)	\$ (2.34)	\$ (1.31)	\$ (2.06)	\$ (0.05)	\$ 0.20
Basic and diluted income (loss) per share attributable to the shareholders of Till	\$0.85	\$(0.52)	\$(0.13)	\$(0.70)	\$(0.39)	\$(0.62)	\$(0.02)	\$0.06
Total assets at end of period	\$ 65.41	\$ 67.72	\$ 69.77	\$ 72.81	\$ 74.65	\$ 75.13	\$ 71.06	\$ 64.34
Total non-current financial liabilities at end of period	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

Loss from investing activities for the three months ended December 31, 2018 totaled \$0.45 million and was predominately due to the impairment of Tyche.

Gain from the sale of equity method investment for the three months ended December 31, 2018 totaled \$3.99 million and was due to the sale of Till's investment in IGC.

Income (loss) attributable to the shareholders of Till is also substantially determined by investment results and asset valuations. Expenses, such as general and administrative and salaries and benefits, have been declining due to the efforts of Till's management to reduce expenses. However, decreases in total losses have been negatively impacted due primarily to asset write-downs Till recorded over the prior eight quarters including a \$0.6 million reduction in goodwill recorded at December 31, 2018 resulting from the valuation of Holdings at its estimated recoverable amount.

Over the prior eight quarters, total assets are largely unchanged.

(a) Results of operations for the three months ended December 31, 2018

Net income for the three months ended December 31, 2018 increased \$4.06 million to \$2.75 million (three months ended December 31, 2017 - \$1.32 million loss). Individual significant items comprising that increase are as follows:

- Investment loss for the three months ended December 31, 2018 increased \$0.29 million to \$0.45 million (three months ended December 31, 2017 - \$0.16 million) due principally to the impairment of Tyche.
- Gain on sale of equity method investment for the three months ended December 31, 2018 of \$3.99 million (three months ended December 31, 2017 - \$nil) due to the sale of Till's equity holdings in IGC.

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- Net losses and loss adjustment expenses for the three months ended December 31, 2018 decreased \$0.46 million to income of \$0.17 million (three months ended December 31, 2017 - \$0.29 million expense) due primarily to favorable insurance claims development.
- Goodwill impairment for the three months ended December 31, 2018 was \$0.6 million (three months ended December 31, 2017 - \$nil) due to the valuation of Holdings at its estimated recoverable amount.

(b) Results of operations for the year ended December 31, 2018

The loss for the year ended December 31, 2018 decreased \$1.69 million to \$1.62 million (year ended December 31, 2017 - \$3.31 million). Individual items comprising that decrease are as follows:

- Net investment loss for the year ended December 31, 2018 increased \$2.89 million to \$2.83 million (year ended December 31, 2017 - income of \$0.06 million) primarily as a result of trading losses and investment related expenses.
- Gain on sale of equity method investment for the year ended December 31, 2018 increased to \$3.99 (year ended December 31, 2017 - \$nil) as a result of the gain on the sale of IGC.
- Gain on sale of property, plant, and equipment for the year ended December 31, 2018 decreased to \$nil (year ended December 31, 2017 - gain of \$1.14 million) due to no sales of property, plant, or equipment during the year ended December 31, 2018.
- Expenses for the year ended December 31, 2018 decreased \$1.42 million to \$4.17 million (year ended December 31, 2017 - \$5.59 million) due principally to lower salaries, benefits, and general and administrative expenses of \$0.97 million and lower net losses and loss adjustment expenses of \$0.8 million, partially offset by an increase in goodwill impairment of \$0.73 million.

(c) Cash flows for the year ended December 31, 2018

Cash outflows from operating activities for the year ended December 31, 2018 decreased \$3.43 million to \$0.97 million (year ended December 31, 2017 - \$4.40 million) due primarily to changes in insurance-related operating assets and liabilities and for non-cash items such as asset impairments related to software development and goodwill.

Cash inflows from investing activities for the year ended December 31, 2018 decreased \$6.21 million to \$2.07 million (year ended December 31, 2017 - \$8.28 million). That decrease was primarily due to net investment purchases of \$2.8 million offset by the proceeds from the sale of IGC (\$5 million) in 2018 as compared to net sales of \$4.2 million of investments, proceeds from the sale of mineral properties of \$1.2 million, and proceeds from notes receivable of \$2.9 million in 2017.

Cash outflows from financing activities for the year ended December 31, 2018 increased \$0.15 million to \$0.15 million (year ended December 31, 2017 - \$nil) due to the purchase of treasury shares in the year ended December 31, 2018.

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(d) Financial position

Cash and investments decreased \$1.42 million to \$20.79 million (December 31, 2017 - \$22.21 million) primarily due to operating expenses and investment related losses, partially offset by the proceeds on the sale of Till's equity investment in IG Copper for the year ended December 31, 2018.

The net decrease of \$0.60 million in unpaid losses and loss adjustment expenses ceded, unearned premiums ceded, premiums receivable and reinsurance recoverable, and liabilities (reserve for unpaid losses and loss adjustment expenses, unearned premiums, and reinsurance payables) is due to favorable insurance claims development for the year ended December 31, 2018 and a reduction in the size of the new specialty insurance program from its initial 2017 levels.

Goodwill decreased \$1.9 million to \$0.32 million (December 31, 2017 - \$2.22 million) due primarily to the impairment from recording Holdings at its estimated recoverable amount at December 31, 2018.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2018, Till had working capital of \$19.47 million including cash of \$10.25 million, as compared to working capital of \$18.28 million, including cash of \$9.55 million, at December 31, 2017. Included in working capital at December 31, 2018 are investments with a market value of \$10.54 million (December 31, 2017 - \$11.39 million). Till has no long-term debt.

Till does not currently have any plans to incur any material indebtedness in the ordinary course of business.

Till manages capital on an aggregate basis, as well as individually set forth by each regulated entity. Till's insurance subsidiaries are subject to the regulatory capital requirements defined by the Office of Superintendent of Financial Institutions (Canada) ("OSFI") for Omega and the Bermuda Monetary Authority for RRL.

Till's objectives when managing capital consist of:

- Ensuring that policyholders in the insurance and reinsurance subsidiaries are protected.
- Complying with regulatory capital requirements.
- Maintaining a strong liquidity position.
- Maximizing long-term shareholder value by optimizing capital generated and used by Till.

Till views capital as a scarce and strategic resource. That resource protects the financial well-being of the organization, and is critical in enabling Till to protect its liquidity position and to pursue strategic business goals and opportunities. Adequate capital also acts as a safeguard against possible unexpected losses, and as a basis for confidence in Till by shareholders, policyholders, creditors, and others. For the purpose of capital management, Till has defined capital as shareholders' equity, excluding accumulated other comprehensive income. Capital is monitored by Till's Board of Directors. Till's insurance subsidiaries are subject to minimum capital requirements, which amounts are not available to satisfy liabilities of Till or other subsidiaries.

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(a) RRL

RRL is registered under The Bermuda Insurance Act 1978 and related regulations that require RRL to file a statutory financial return and maintain certain measures of solvency and liquidity. The required Minimum General Business Solvency Margin at December 31, 2018 was \$1 million. The Minimum Liquidity Ratio is the ratio of the insurer's relevant assets to its relevant liabilities. The minimum allowable ratio is 75%. RRL's relevant assets at December 31, 2018 were \$7.3 million (December 31, 2017 - \$7.2 million) and 75% of its relevant liabilities as of December 31, 2018 and December 31, 2017 was \$0.2 million. As of December 31, 2018 and December 31, 2017, RRL is in compliance with regulatory requirements for Minimum General Business Solvency and Minimum Liquidity Ratio discussed above.

(b) Omega

OSFI has set out expectations of a 100% Minimum Capital Test ("MCT") as the minimum capital requirement and 150% MCT as the supervisory target capital for Canadian property and casualty insurance companies. As of December 31, 2018, Omega had total capital available of Cdn\$8.2 (US \$6.0) million (December 31, 2017 - Cdn\$8.4 (US\$6.7) million) and a total capital required of Cdn \$2.3 (US\$1.7) million (December 31, 2017 - Cdn\$2.5 (US\$2.0) million) resulting in a MCT of 361% (December 31, 2017 of 331%). As of December 31, 2018 and December 31, 2017, Omega is in compliance with OSFI's MCT requirements.

OUTSTANDING SHARE DATA

At December 31, 2018 and through the date of this filing, Till had 3,191,462 issued and outstanding restricted voting shares, and 117,500 outstanding options with a weighted average exercise price of Cdn\$9.55 (US \$7.00) and 171,000 outstanding warrants with a weighted average exercise price of Cdn\$9.50 (US\$6.96).

RELATED PARTY DISCLOSURES

(a) Compensation of key management personnel

Key management personnel comprise all members of Till's Board of Directors and executive officers. The compensation of key management personnel includes fees, salaries, share-based awards, and other employee benefits. During the year ended December 31, 2018, total compensation amounted to \$0.55 million (year ended December 31, 2017 - \$0.74 million).

(b) Service agreements

Till is party to service agreements with SPD whereby Till provides administration, accounting, and corporate communications services on a cost-plus recovery basis. Till charged SPD \$36,000 for each of the years ended December 31, 2018 and 2017 for those services.

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OFF BALANCE SHEET ARRANGEMENTS

At December 31, 2018, Till had no material off-balance sheet arrangements or any obligations that trigger material financing, liquidity, market, or credit risk to Till.

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise judgment in applying the applicable accounting policies. Those judgments and estimates are based on management's knowledge of the relevant facts and circumstances, input from certain outside advisers, and taking into account previous experience; however, actual results may differ from the amounts reported in the consolidated financial statements.

Areas of estimation and judgment that have the most significant effect on the amounts recognized in the consolidated financial statements include:

(a) Valuation of insurance and reinsurance liabilities and reinsurance assets

Estimates are made for both the expected ultimate cost of claims reported at the reporting date and for the expected ultimate cost of incurred but not yet reported ("IBNR") claims. A significant amount of time may pass before the ultimate claims cost can be established with certainty, and, for some types of policies, IBNR claims form the majority of the liability in the accompanying consolidated statements of financial position.

The ultimate cost of outstanding claims is estimated by using a range of actuarial claim projection techniques. The principal assumption underlying those techniques is that a company's past claims development experience can be used to project future claims development and hence ultimate expected claims costs. Those techniques extrapolate the development of paid and incurred losses based on the observed development of earlier years and expected loss ratios. Large claims are usually separately addressed either by being reserved at the value of loss adjuster estimates or separately projected estimates of their future loss development. Additional qualitative judgment is used to assess the extent that past trends may not apply in the future when estimating the ultimate cost of claims.

Estimates are also made for the portion of the ultimate cost of outstanding claims that are expected to be recoverable from reinsurance ceded policies.

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The carrying value of insurance and reinsurance contract liabilities and at December 31, 2018 and December 31, 2017 is as follows:

	December 31	
	2018	2017 (restated)
Reserve for unpaid losses and loss adjustment expenses	\$ 14,411,889	\$ 16,081,794
Unearned premiums	13,714,347	16,145,047
Reinsurance payables	14,133,878	16,295,465
Unearned commissions	2,091,136	2,350,776
Total insurance and reinsurance contract liabilities	\$ 44,351,250	\$ 50,873,082

The carrying value of insurance and reinsurance related contract assets at December 31, 2018 and December 31, 2017 is as follows:

	December 31	
	2018	2017 (restated)
Unpaid losses and loss adjustment expenses ceded	\$ 9,879,699	\$ 10,094,946
Unearned premiums ceded	11,814,767	13,850,156
Premiums receivable and reinsurance recoverables	14,042,266	17,455,169
Deferred policy acquisition costs	1,939,853	2,140,591
Total insurance and reinsurance contract assets	\$ 37,676,585	\$ 43,540,862

(b) Valuation of mineral properties

Till follows the guidance of IFRS 6, *Exploration for and Evaluation of Mineral Resources*, to determine when a mineral property asset is impaired. That determination requires significant judgment. In making that judgment, Till evaluates, among other factors, the results of exploration and evaluation activities to date and Till's future plans to explore and evaluate a mineral property.

(c) Impairment of assets

Assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment is assessed at the level of cash-generating units ("CGU") that are identified as the smallest identifiable group of assets that generates cash inflows and which are largely independent of the cash inflows from other assets. When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of value in use and fair value less costs of disposal ("FVLCD").

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The value in use is the net present value of expected future cash flows of the relevant CGU in its current condition, both from continuing use and ultimate disposal. For value in use, recent cost levels are considered, together with expected changes in costs that are compatible with the current condition of the business and that meet the requirements of IFRS.

The best evidence of FVLCD is the value obtained from an active market or binding sale agreement. Where neither exists, FVLCD is based on the best information available to correlate with the amount a market participant would pay for the CGU in an arm's length transaction. That amount is often estimated using discounted cash flow techniques.

At December 31, 2018, Till performed an impairment assessment of the SMC assets held for sale. Based on a previous appraisal and updated for more recent market activity, Till has concluded that the FVLCD of the SMC assets held for sale exceed its carrying value. The FVLCD of the SMC assets held for sale is subject to significant estimation uncertainty and changes in the market could materially impact the FVLCD.

At December 31, 2018, a goodwill impairment test was performed. Till determined the recoverable amount of the CGU based on FVLCD. The FVLCD was based on a price-to-book value multiple of 1.15 less cost to dispose. At December 31, 2018, the recoverable amount of \$7,138,450 was lower than the carrying value of the CGU and therefore, Till recorded an impairment of \$604,141 against the carrying value of goodwill. That impairment was in addition to an impairment to goodwill of \$1,097,612 previously recorded in the third quarter of 2018.

Reasonably possible movements to the key assumption, price-to-book value multiple, could increase/decrease the calculated recoverable amount. A 0.05 increase or decrease in the price-to-book value multiple would increase or decrease the recoverable amount and impairment charge by \$317,225 and \$335,836, respectively.

CHANGES TO ACCOUNTING STANDARDS

New standards adopted and standards and interpretations not yet adopted

(a) IFRS 15, Revenue from contracts with customers

IFRS 15, which specifies how and when to recognize revenue and the relevant disclosure requirements, was adopted effective for the year ended December 31, 2018 with limited impact on Till's consolidated financial statements.

(b) IFRS 9, Financial Instruments

IFRS 9 in a three-part standard that replaces IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 was effective for fiscal years beginning on or after January 1, 2018. However, Till meets the eligibility criteria of the temporary exemption from IFRS 9 as provided by IFRS 4, *Insurance Contracts*, and has elected to defer the application of IFRS 9 until the effective date of the new insurance contracts standard IFRS 17, *Insurance Contracts*. Till is currently evaluating

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the impact that IFRS 9, in conjunction with IFRS 17, will have on its consolidated financial statements in future periods.

In accordance with the requirements of the temporary deferral, Till is required to present additional disclosure related to the classification and fair value of financial assets, as well as their credit rating.

Till considers its \$6,382,128 (December 31, 2017 - \$6,861,858) of investments in Government debt securities to be financial assets with contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding ("SPPI"). Till considers its \$3,464,784 (December 31, 2017 - \$3,826,826) investments in corporate bond exchange traded funds to be financial assets other than SPPI.

Following the adoption of IFRS 9, the measurement of the assets within the SPPI group will be determined based on either Till's business model objectives, or whether Till has elected to apply the fair value option to eliminate an accounting mismatch. This determination will be made at a later date. The assets in the other than SPPI group will be required to be measured at fair value through profit or loss.

Information about the credit risk exposure for Till's SPPI investments in Government debt securities is disclosed in Financial Risk Management section of this MD&A.

(c) IFRS 17, *Insurance Contracts*

In May 2017, the IASB published IFRS 17, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation, and disclosure that replaces IFRS 4 and introduces consistent accounting for all insurance contracts.

IFRS 17 provides a general model for the recognition of insurance contracts, as well as a simplified model (premium allocation approach) for short-duration contracts, that will be applied to most property and casualty insurance contracts. The standard requires a company to measure insurance contracts using updated estimates and assumptions that give effect to the timing of cash flows and any uncertainty relating to insurance contracts. Additionally, IFRS 17 requires a company to recognize income as it delivers insurance services.

The main features of the simplified new accounting model for property and casualty insurance contracts are as follows:

- A portfolio is a group of contracts covering similar risks and managed together as a single pool. As such, contracts are to be grouped for allocation of deferred policy acquisition costs, the calculation of risk adjustment, the determination of onerous contracts, and the application of the discount rate;
- Insurance liabilities are to be discounted at a rate that takes into consideration the characteristics of the liabilities (as opposed to a rate based on asset returns) and the duration

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of each portfolio. Entities are to report the effect of changes in discount rates either in net income or in OCI, according to their accounting policy choice;

- Changes in balance sheet presentation where unearned premiums are to correspond to premiums received in advance, while accounts receivable are to be constituted of amounts not received when revenue is recognized. In the consolidated statement of income (loss), direct premiums written are no longer to be presented (only earned premiums). Also, insurance results are to be presented without the impact of discounting. Amounts relating to financing and changes in discount rates are to be shown separately;
- Extensive disclosures are to be made to provide information on the recognized amounts from insurance contracts and the nature and extent of risks arising from those contracts.

In November 2018, the IASB proposed to delay the implementation of IFRS 17 by one year to January 1, 2022. Earlier application is permitted if IFRS 9 is also applied. Retrospective application is required. However, if full retrospective application for a group of insurance contracts is impractical, the entity is required to select either a modified retrospective approach or a fair value approach. Till plans to adopt the new standard on the required effective date together with IFRS 9 (see above). Till expects the new standard will result in significant changes to accounting policies for insurance contract liabilities, but the impact on Till's consolidated financial statements has not yet been determined.

(d) IFRS 16, *Leases*

IFRS 16, under which all leases are to be included on the balance sheets of lessees, except for those that meet the limited exception criteria set forth therein, becomes effective for annual periods beginning on or after January 1, 2019. The adoption of IFRS 16 is not expected to have a material impact on Till's consolidated financial statements.

FINANCIAL RISK MANAGEMENT

(a) *Insurance risk*

Omega principally underwrites insurance lines of business that include personal property, commercial property, and liability lines of business. The various coverages underwritten have specific insurance contracts that set forth the specific insurance risk exposures, including the duration of the coverage, Omega is exposed to certain risks defined in the insurance contracts, generally for durations of one to three years.

In addition to underwriting general insurance contracts, Omega also assumes portfolios of existing business that are in run-off from other insurers through assumption reinsurance transactions. Those portfolios could be from any line of business that the transferring insurer underwrote prior to the effective date of assumption. Under those assumption reinsurance transactions, Omega is exposed to certain risks defined in the underlying insurance contracts that were originally written by the transferring insurer.

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The principal risk that Omega faces under both general insurance contracts and assumption reinsurance transactions is that the actual claims and benefit payments, or the timing thereof, differs from the assumptions and/or expectations used to price the general insurance contracts or assumption reinsurance transactions. That insurance risk is influenced by the frequency of claims, severity of claims, emergence of unknown claims, actual benefits paid, and subsequent development of claims, in particular long-tail claims. For long-tail claims that take years to settle, Till is also exposed to inflation risk. Till's objective is to ascertain, based on the business insured and other factors, that sufficient reserves are available to cover known and unknown liabilities related to the business written and assumed.

Risk exposure is mitigated by diversification across a portfolio of insurance contracts and geographical areas and by the use of various underwriting and claim review strategies. Inflation risk is mitigated by taking expected inflation into account when estimating insurance contract liabilities. Omega also purchases reinsurance as part of its risk mitigation strategies. Reinsurance is placed on both a proportional and non-proportional basis. The use of proportional and non-proportional reinsurance varies by line of business.

Amounts recoverable from reinsurers are estimated in a manner consistent with the underlying claim liabilities and in accordance with the reinsurance contracts. Although Omega has reinsurance arrangements in effect, Omega is not relieved of its obligations to its policyholders and, thus, a credit risk exposure exists with respect to such reinsurance arrangements.

The key assumption underlying the valuation of the reserve for unpaid losses and loss adjustment expense ("LAE") is that the future loss development will follow a similar pattern to past loss development experience, including average claim costs, claim handling costs, and other claim factors for each loss year. Additional qualitative judgments are used to assess the extent to which past trends may not apply in the future. Consideration is given to available industry data/information. Judgment is further used to assess the extent to which external factors, such as inflation, court decisions, and government legislation, may affect the estimates. Other factors that may affect the reliability of loss and LAE assumptions include any variation in interest rates, claim settlement delays, and changes in foreign exchange rates.

(b) Liquidity risk

Liquidity risk is the risk that Till is unable to meet its financial obligations as they come due. Till manages that risk by continuous monitoring of its working capital to determine that its cash, cash equivalents, and liquid investments exceed its estimated obligations.

The following tables summarize the maturity profile of Till's financial assets and financial liabilities. For insurance contract liabilities and reinsurance assets, maturity profiles are based on the estimated timing of cash outflows.

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December 31, 2018	Up to 1 year	1 - 5 years	5 - 10 years	10+ years	No specific maturity	Total
Financial assets:						
Cash and cash equivalents	\$10,251,114	\$ —	\$ —	\$ —	\$ —	\$10,251,114
Held for trading securities	—	—	—	—	465,998	465,998
Available for sale:						
Government debt securities	2,390,171	3,424,886	567,071	—	—	6,382,128
Corporate bond funds	105,187	3,158,220	201,377	—	—	3,464,784
Equity securities	—	—	—	—	205,734	205,734
Loans and receivables:						
Accrued investment income	22,808	—	—	—	—	22,808
Premium and reinsurance receivables	3,847,280	—	—	—	10,194,986	14,042,266
Reinsurance assets	5,480,494	2,611,959	1,141,404	645,842	—	9,879,699
Total financial assets	\$22,097,054	\$9,195,065	\$1,909,852	\$645,842	\$10,866,718	\$44,714,531
Financial liabilities:						
Payables and accruals	\$5,529,860	\$962,469	\$ —	\$ —	\$7,430,729	\$13,923,058
Insurance contract liabilities	6,980,517	4,532,719	1,834,934	1,063,719	—	14,411,889
Other liabilities	421,828	—	—	—	80,787	502,615
Total financial liabilities	\$12,932,205	\$5,495,188	\$1,834,934	\$1,063,719	\$7,511,516	\$28,837,562
December 31, 2017 (restated)						
Financial assets:						
Cash and cash equivalents	\$9,549,062	\$ —	\$ —	\$ —	\$ —	\$9,549,062
Held for sale securities	—	—	—	—	422,447	422,447
Available for sale:						
Government debt securities	1,402,625	4,028,773	1,430,460	—	—	6,861,858
Corporate bond funds	167,053	3,413,871	245,902	—	—	3,826,826
Equity securities	—	—	—	—	240,950	240,950
Loans and receivables:						
Accrued investment income	42,014	—	—	—	—	42,014
Premium and reinsurance receivables	4,847,756	—	—	—	12,607,413	17,455,169
Reinsurance assets	5,522,130	2,469,337	1,181,264	922,215	—	10,094,946
Total financial assets	\$21,530,640	\$9,911,981	\$2,857,626	\$922,215	\$13,270,810	\$48,493,272
Financial liabilities:						
Payables and accruals	\$5,749,276	\$903,946	\$ —	\$ —	\$9,376,644	\$16,029,866
Insurance contract liabilities	7,295,919	5,424,108	1,898,119	1,463,648	—	16,081,794
Other liabilities	725,817	—	—	—	39,857	765,674
Total financial liabilities	\$13,771,012	\$6,328,054	\$1,898,119	\$1,463,648	\$9,416,501	\$32,877,334

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(c) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its obligations. Till's credit risk is primarily attributable to cash and cash equivalents, investments, premiums receivable, and reinsurance recoverables. Till has policies in place to limit and monitor its exposure to individual issuers and classes of issuers of investments. Till's insurance and reinsurance policies are distributed by brokers and agents who manage cash collection on its behalf and Till monitors its exposure as regards the activities of those brokers and agents. Till has policies in place that limit its exposure to individual reinsurers, and Till conducts regular review processes to assess the creditworthiness of reinsurers with whom it transacts business. In addition, Till holds collateral for certain of its reinsurance arrangements.

The following tables show the exposure to credit risk for Till's financial assets, shown gross of any collateral arrangements, by credit rating according to Dominion Bond Rating Service for financial assets and according to A.M. Best Company rating service for reinsurance assets:

December 31, 2018	AAA		AA		A		BBB		Less than		Total		
Dominion Bond Rating Service:	A++		A+		A, A-		B++		BBB		Not rated		
A.M. Best Company:									B++				
Cash and cash equivalents	\$	—	\$	—	\$	—	\$	—	\$	—	\$10,251,114	\$10,251,114	
Held for sale securities		—		—		—		—		—	465,998	465,998	
Available for sale:													
Government debt securities		1,279,355		2,492,817		2,609,956		—		—	—	6,382,128	
Corporate bond funds		155,915		1,372,055		814,224		1,122,590		—	—	3,464,784	
Equity securities		—		—		—		—		—	205,734	205,734	
Loans and receivables:													
Accrued investment income		—		—		—		—		—	22,808	22,808	
Premium and reinsurance receivables		—		—		—		—		—	14,042,266	14,042,266	
Reinsurance assets		—		—		—		—		—	9,879,699	9,879,699	
Total		\$1,435,270		\$3,864,872		\$3,424,180		\$1,122,590		\$	—	\$34,867,619	\$44,714,531

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December 31, 2017 (restated) Dominion Bond Rating Service: A.M. Best Company:	AAA A++	AA A+	A A, A-	BBB B++	Less than BBB B++	Not rated	Total
Cash and cash equivalents	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 9,549,062	\$ 9,549,062
Held for sale securities	—	—	—	—	—	422,447	422,447
Available for sale:							
Government debt securities	—	4,179,992	2,681,866	—	—	—	6,861,858
Corporate bond funds	218,129	838,075	1,588,133	1,182,489	—	—	3,826,826
Equity securities	—	—	—	—	—	240,950	240,950
Loans and receivables:							
Accrued investment income	—	—	—	—	—	42,014	42,014
Premium and reinsurance receivables	—	—	—	—	—	17,455,169	17,455,169
Reinsurance assets	—	—	—	—	—	10,094,946	10,094,946
Total	\$218,129	\$5,018,067	\$4,269,999	\$1,182,489	\$ —	\$37,804,588	\$48,493,272

RISKS*(a) Factors related to the regulatory and legal environment in which Till and its subsidiaries operate*

- Governmental actions, including, but not limited to, implementation of new U.S. federal and state, Bermuda, and Canadian laws and regulations, and court decisions interpreting existing laws and regulations or policy provisions.
- Uncertainties related to regulatory approval of insurance rates, policy forms, insurance products, license applications, dividends from insurance subsidiaries, acquisitions or divestitures of businesses, and other matters within the purview of insurance regulators.
- Till is subject to the risk of possibly becoming an investment company under U.S. federal securities law.
- Insurance regulations to which Till's subsidiaries are, or may become, subject, and potential changes thereto, could have a significant and negative effect on Till's business.
- Unforeseen adverse outcomes in litigation or other legal or regulatory proceedings involving Till, its subsidiaries or non-controlling interests, or affiliates.

(b) Factors related to insurance claims and related reserves in Till's insurance businesses

- The number and severity of insurance claims.
- Changes in facts and circumstances affecting assumptions used in determining loss and LAE reserves, including, but not limited to, the number and severity of insurance claims, changes in claim handling procedures, and claim closure and development patterns.

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- The impact of inflation on insurance claims, including, but not limited to, the effects of personal injury claims and property claims.
- Developments related to insurance policy claims and coverage issues, including, but not limited to, interpretations or decisions by courts or regulators that may govern or influence losses incurred.
- Orders, interpretations, or other actions by regulators that impact the reporting, adjustment, and payment of claims.
- Changes in the pricing or availability of reinsurance, or in the financial condition of reinsurers, and amounts recoverable therefrom.

(c) Factors related to Till's ability to compete

- Changes, if any, in the ratings by rating agencies of Till and/or its insurance company subsidiaries, with regard to credit, financial strength, claims-paying ability, and other areas on which those entities are or may be rated.
- The level of success and costs incurred in realizing or maintaining economies of scale, implementing significant business initiatives, including those related to, but not limited to, expenses, claims, consolidations, reorganizations, technology, integration of acquired businesses and divestitures of businesses.
- Absolute and relative performance of Till's products and services, including, but not limited to, the level of success achieved in designing and introducing new insurance products.
- The ability of Till to maintain the availability of critical systems and manage technology initiatives cost-effectively to address insurance industry developments and regulatory requirements.
- Heightened competition, including, with respect to pricing, entry of new competitors, and alternate distribution channels, introduction of new technologies, refinements of existing products, and development of new products by current or future competitors.
- The ability of Till to maintain adequate capital and liquidity.

(d) Factors related to the business environment in which Till and its subsidiaries operate

- Changes in general economic conditions, including, but not limited to, performance of financial markets, interest rates, inflation, unemployment rates, and fluctuating values of certain investments held by Till that may be thinly traded or that are subject to other market considerations.
- Till's outstanding restricted voting shares are not widely held, and, accordingly, the market for those restricted voting shares may be more volatile and less liquid than the securities of other publicly traded companies.

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- Absolute and relative performance of investments held by Till, including derivative and resource related investments.
- Investments in junior and intermediate resource companies that may have a significantly higher degree of volatility risk than other types of investments.
- Changes in insurance industry trends and significant industry developments.
- Changes in consumer trends and significant consumer or product developments.
- Changes in capital requirements, including the calculations thereof, used by regulators and rating agencies.
- Regulatory, accounting, or tax changes that may affect the cost of, or demand for, Till's products, services, or after-tax returns from Till's investments.
- Changes in distribution channels, methods, or costs resulting from changes in laws or regulations, lawsuits, or market forces.
- Increased costs and risks related to cybersecurity and information technology, including, but not limited to, identity theft, data breaches, and system disruptions affecting services and actions taken to minimize the risks thereof.
- Failure to maintain the security of personal data that may result in lost business, reputational harm, legal costs, and regulatory penalties.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A, and in certain documents incorporated by reference herein, contain "forward-looking statements" within the meaning of applicable securities legislation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance, or achievements of Till to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Till believes the expectations pertaining to those forward-looking statements are reasonable, but there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

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In particular, this MD&A includes forward-looking statements pertaining, among others, to the following matters:

- business strategy, strength, and focus;
- proposed future expenditures;
- the satisfaction of certain conditions in respect of certain properties in which Till may obtain an interest;
- the granting of regulatory approvals;
- the timing and receipt of regulatory approvals;
- the resource potential of Till's properties;
- the estimated quantity and quality of mineral resources;
- projections of market prices, costs, and the related sensitivity of distributions;
- expectations regarding the ability to raise capital;
- treatment under governmental regulatory regimes and tax laws, and capital expenditure programs;
- expectations with respect to Till's future working capital position; and
- capital expenditure programs.

Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements in this MD&A are made as of the date of filing this report or, in the case of documents incorporated by reference herein, as of the date of such documents. Till does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable securities laws.

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MANAGEMENT'S REPORT TO SHAREHOLDERS

The consolidated financial statements and the MD&A are the responsibility of the management of Till. The consolidated financial statements and the MD&A have been prepared by management in accordance with IFRS as issued by the IASB and contain estimates based on management's best judgment of all information available up to April 26, 2019. Management maintains an appropriate system of internal controls to provide reasonable assurance that the consolidated financial statements and the MD&A are presented fairly in all material respects.

The Board of Directors has approved the information contained in the consolidated financial statements and the MD&A. The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal controls. The Audit Committee of the Board of Directors, consisting solely of outside directors, meets regularly during the year with officers of Till and has met with the external auditors to satisfy itself that management is properly discharging its financial reporting responsibilities to the Directors who approve the consolidated financial statements.

The consolidated financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the accounting policies summarized in note 3 to the consolidated financial statements.

Till's independent auditors, PricewaterhouseCoopers LLP, are appointed by the shareholders to conduct an audit in accordance with generally accepted auditing standards in Canada. They have full and unrestricted access to the Audit Committee.

"John T. Rickard"

John T. Rickard
Chief Executive Officer

"Brian P. Lupien"

Brian P. Lupien
Chief Financial Officer

Hamilton, Bermuda
April 26, 2019