



TILL CAPITAL CORPORATION

INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the Three and Nine Months Ended September 30, 2022 and 2021

(Expressed in United States Dollars)

Notice of Non-review of Interim Unaudited Condensed Consolidated Financial Statements

The attached interim unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2022 and 2021 have been prepared by and are the responsibility of Till Capital Corporation's ("Till") management and have been approved by the Audit Committee of Till. Till's independent auditor has not performed a review of these interim unaudited condensed consolidated financial statements.

TILL CAPITAL CORPORATION

Interim Unaudited Condensed Consolidated Statements of Income (Loss)
(Stated in US dollars)

	Notes	Three Months Ended September 30		Nine Months Ended September 30	
		2022	2021	2022	2021
Revenue					
Investment income (loss), net	5(d)	\$ (75,559)	\$ 7,027,562	\$ (2,827,664)	\$ 6,870,544
Other revenue		—	—	—	30,000
		(75,559)	7,027,562	(2,827,664)	6,900,544
Expenses					
General and administrative expenses		165,335	191,133	583,872	753,103
Salaries and benefits		156,531	147,534	472,701	516,592
Stock-based compensation	13(b)	15,624	43,875	58,136	339,894
Exploration expense recovery	9	—	(1,382,582)	(1,731,801)	(1,382,582)
Foreign exchange (income) loss		(996)	7,436	13,408	1,090
Interest and other expenses		3,516	2,462	89,139	7,589
		340,010	(990,142)	(514,545)	235,686
Income (loss) before income taxes and loss on equity method investment from continuing operations		(415,569)	8,017,704	(2,313,119)	6,664,858
Current income tax expense		(1,182,513)	—	(1,626,419)	—
Deferred income tax recovery (expense)		2,080,311	(1,313,731)	2,080,311	(1,313,731)
Loss on equity method investment	5(b)	(133,333)	(41,072)	(417,564)	(226,983)
Income (loss) from continuing operations		348,896	6,662,901	(2,276,791)	5,124,144
Income (loss) from discontinued operations	15				
Income from discontinued operations		102,157	321,319	412,344	862,304
Income tax recovery (expense)		796	(5,266)	(89,648)	(105,004)
Income from discontinued operations		102,953	316,053	322,696	757,300
Net income (loss)		\$ 451,849	\$ 6,978,954	\$ (1,954,095)	\$ 5,881,444
Income (loss) attributable to:					
Shareholders of Till Capital Corporation		\$ 474,701	\$ 6,990,723	\$ (1,876,036)	\$ 5,951,788
Non-controlling interests		(22,852)	(11,769)	(78,059)	(70,344)
Net income (loss)		\$ 451,849	\$ 6,978,954	\$ (1,954,095)	\$ 5,881,444
Basic and diluted income (loss) per restricted voting share from continuing operations attributable to the shareholders of Till Capital Corporation		\$0.12	\$2.09	\$(0.69)	\$1.63
Basic and diluted income per restricted voting share from discontinued operations attributable to the shareholders of Till Capital Corporation		\$0.03	\$0.10	\$0.10	\$0.23
Basic and diluted income (loss) per restricted voting share attributable to the shareholders of Till Capital Corporation		\$0.15	\$2.19	\$(0.59)	\$1.86
Weighted average number of restricted voting shares outstanding		3,191,462	3,191,462	3,191,462	3,191,462

The accompanying notes are an integral part of these interim unaudited condensed consolidated financial statements.

TILL CAPITAL CORPORATION

 Interim Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss)
 (Stated in US dollars)

	Notes	Three Months Ended September 30		Nine Months Ended September 30	
		2022	2021	2022	2021
Net income (loss)		\$ 451,849	\$ 6,978,954	\$ (1,954,095)	\$ 5,881,444
Other comprehensive income (loss) from continuing operations					
Reclassification of realized income (loss) from available for sale investments		—	—	(997,348)	43,230
Change in net unrealized gain (loss) on available for sale investments, net of tax	5(e)	286,803	(646,485)	(505,319)	(646,485)
Item that may be reclassified subsequently to net income (loss):					
Change in cumulative foreign exchange translation adjustment		(4,140)	4,719	502,933	57,687
Other comprehensive income (loss) from continuing operations		282,663	(641,766)	(999,734)	(545,568)
Other comprehensive loss from discontinued operations					
Change in net unrealized loss on available for sale investments	5(e)	(8,216)	(44,323)	(292,713)	(219,233)
Item that may be reclassified subsequently to net income (loss):					
Change in cumulative foreign exchange translation adjustment		(531,523)	(269,691)	(675,492)	(2,206)
Other comprehensive loss from discontinued operations		(539,739)	(314,014)	(968,205)	(221,439)
Total comprehensive income (loss)		\$ 194,773	\$ 6,023,174	\$ (3,922,034)	\$ 5,114,437
Total comprehensive income (loss) attributable to:					
Shareholders of Till Capital Corporation		\$ 332,965	\$ 6,047,775	\$ (3,986,748)	\$ 5,172,086
Non-controlling interests		(138,192)	(24,601)	64,714	(57,649)
Total comprehensive income (loss)		\$ 194,773	\$ 6,023,174	\$ (3,922,034)	\$ 5,114,437

The accompanying notes are an integral part of these interim unaudited condensed consolidated financial statements.

TILL CAPITAL CORPORATION
Consolidated Statements of Financial Position
(Stated in US dollars)

	Notes	September 30, 2022	December 31, 2021
Current assets			
Cash and cash equivalents		\$ 607,886	\$ 611,407
Investments	5(a)	4,311,148	10,913,996
Investments, equity method	5(b)	2,056,656	2,075,640
Assets held for sale	3	54,383,492	56,655,293
Other current assets	10	63,165	196,205
Total current assets		61,422,347	70,452,541
Non-current assets			
Deferred income tax asset		980,255	—
Royalty and mineral interests	9	1,127,209	298,767
Other non-current assets		131,505	143,147
Total non-current assets		2,238,969	441,914
Total assets		\$ 63,661,316	\$ 70,894,455
Current liabilities			
Note payable	11	\$ —	\$ 1,212,000
Liabilities held for sale	3	40,972,403	42,698,420
Accounts payable and other liabilities	12	1,231,105	68,368
Total current liabilities		42,203,508	43,978,788
Non-current liabilities			
Deferred income tax liability		—	1,593,961
Total non-current liabilities		—	1,593,961
Total liabilities		\$ 42,203,508	\$ 45,572,749
Shareholders' equity			
Share capital		\$ 3,191	\$ 3,191
Contributed surplus		41,003,285	40,956,938
Accumulated other comprehensive loss		(2,291,954)	(181,242)
Deficit		(17,489,230)	(15,613,194)
Equity attributable to shareholders of Till Capital Corporation		21,225,292	25,165,693
Non-controlling interests		232,516	156,013
Total shareholders' equity		\$ 21,457,808	\$ 25,321,706
Total liabilities and shareholders' equity		\$ 63,661,316	\$ 70,894,455

The accompanying notes are an integral part of these interim unaudited condensed consolidated financial statements.

The interim unaudited condensed consolidated financial statements were approved by the Audit Committee on November 17, 2022 and signed on their behalf by:

/s/ Scott McLeod

Scott McLeod, Director

TILL CAPITAL CORPORATION

Consolidated Statements of Shareholders' Equity

(Stated in US dollars)

	Capital Stock			Accumulated other comprehensive income (loss)					Deficit	Equity attributable to shareholders of Till Capital Corporation	Non-controlling interests	Total
	Shares	Amount	Contributed surplus	Continuing operations available for sale investments	Continuing operations currency translation adjustment	Discontinued operations available for sale investments	Discontinued operations currency translation adjustment					
Balance, December 31, 2020	3,191,462	\$ 3,191	\$ 40,649,665	\$ (446,534)	\$ 352,726	\$ (243,122)	\$ (492,415)	\$ (20,418,426)	\$ 19,405,085	\$ 92,976	\$ 19,498,061	
Nine Months Ended September 30, 2021:												
Net income (loss)	—	—	—	—	—	—	—	5,951,788	5,951,788	(70,344)	5,881,444	
Other comprehensive income (loss)	—	—	—	(619,423)	61,160	(219,233)	(2,206)	—	(779,702)	12,695	(767,007)	
Total comprehensive income (loss)	—	—	—	(619,423)	61,160	(219,233)	(2,206)	5,951,788	5,172,086	(57,649)	5,114,437	
Stock-based compensation	—	—	330,334	—	—	—	—	—	330,334	9,560	339,894	
Decrease of controlling interest in subsidiary	—	—	(69,189)	—	—	—	—	—	(69,189)	69,189	—	
Balance, September 30, 2021	3,191,462	\$ 3,191	\$ 40,910,810	\$ (1,065,957)	\$ 413,886	\$ (462,355)	\$ (494,621)	\$ (14,466,638)	\$ 24,838,316	\$ 114,076	\$ 24,952,392	
Balance, December 31, 2021	3,191,462	\$ 3,191	\$ 40,956,938	\$ 388,446	\$ 413,857	\$ (547,754)	\$ (435,791)	\$ (15,613,194)	\$ 25,165,693	\$ 156,013	\$ 25,321,706	
Nine Months Ended September 30, 2022:												
Net loss	—	—	—	—	—	—	—	(1,876,036)	(1,876,036)	(78,059)	(1,954,095)	
Other comprehensive income (loss)	—	—	—	(1,512,369)	369,862	(292,713)	(675,492)	—	(2,110,712)	142,773	(1,967,939)	
Total comprehensive income (loss)	—	—	—	(1,512,369)	369,862	(292,713)	(675,492)	(1,876,036)	(3,986,748)	64,714	(3,922,034)	
Stock-based compensation	—	—	58,136	—	—	—	—	—	58,136	—	58,136	
Decrease of controlling interest in subsidiary	—	—	(11,789)	—	—	—	—	—	(11,789)	11,789	—	
Balance, September 30, 2022	3,191,462	\$ 3,191	\$ 41,003,285	\$ (1,123,923)	\$ 783,719	\$ (840,467)	\$ (1,111,283)	\$ (17,489,230)	\$ 21,225,292	\$ 232,516	\$ 21,457,808	

The accompanying notes are an integral part of these interim unaudited condensed consolidated financial statements.

TILL CAPITAL CORPORATIONInterim Unaudited Condensed Consolidated Statements of Cash Flows
(Stated in US dollars)

		Nine Months Ended September 30	
	Notes	2022	2021
Cash flows from operating activities			
Net income (loss) from continuing operations		\$ (2,276,791)	\$ 5,124,144
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Depreciation and amortization expense		3,914	2,333
Stock-based compensation	13(b)	58,136	339,894
Exploration expense recovery	9	(1,731,801)	(1,382,582)
Investment (income) loss	5(d)	2,827,664	(6,870,544)
Loss on equity investments	5(b)	417,564	226,983
Income taxes		(453,892)	1,313,731
(Gain) loss on sale of property, plant, and equipment		1,634	(28,575)
Interest expense	11	84,515	—
Changes in operating assets and liabilities:			
Decrease in accounts payable and other liabilities		(373,641)	(1,960)
(Increase) decrease in accounts receivable		2,584	(81,914)
Other working capital changes		119,085	93,972
Net cash used in continuing operating activities		(1,321,029)	(1,264,518)
Net cash provided by (used in) discontinued operating activities	15	492,759	(483,199)
Net cash used in operating activities		(828,270)	(1,747,717)
Cash flows from investing activities			
Sales of investments		—	5,283,419
Purchases of investments		—	(5,190,826)
Sales of equity index futures, net	5(d)	—	21,188
Purchases of equity method investments	5(b)	(398,580)	(741,388)
Proceeds from investment distribution	5(b)(i)	1,485,478	—
Proceeds from from release of reclamation bond		4,244	—
Proceeds from property option payment	9	955,000	955,000
Sale of property, plant, and equipment		1,850	17,737
Exploration and evaluation costs capitalized		(139,999)	(135,487)
Net cash provided by continuing investing activities		1,907,993	209,643
Net cash provided by (used in) discontinued investing activities	15	(766,033)	558,571
Net cash provided by investing activities		1,141,960	768,214
Cash flows from financing activities			
Proceeds from note payable	11	200,000	—
Repayment of note payable	11	(1,294,540)	—
Net cash used in continuing financing activities		(1,094,540)	—
Net cash used in discontinued financing activities	15	(56,807)	(55,988)
Net cash used in financing activities		(1,151,347)	(55,988)
Decrease in cash and cash equivalents		(837,657)	(1,035,491)
Effect of foreign exchange rate		443,303	49,333
Change in cash of discontinued operations in assets held for sale		390,833	(16,458)
Cash and cash equivalents, beginning of year		611,407	1,793,687
Cash and cash equivalents, end of period		\$ 607,886	\$ 791,071

The accompanying notes are an integral part of these interim unaudited condensed consolidated financial statements.

TILL CAPITAL CORPORATION

Notes to the Interim Unaudited Condensed Consolidated Financial Statements

For the three and nine months ended September 30, 2022 and 2021

(Stated in US dollars)

1. NATURE OF OPERATIONS

Till was incorporated under the laws of Bermuda on August 20, 2012 under the name Resource Holdings Ltd. On March 19, 2014, Resource Holdings Ltd. changed its name to Till Capital Ltd. On November 22, 2019, Till Capital Ltd. redomiciled to British Columbia, Canada under the Business Corporations Act and was renamed Till Capital Corporation ("Till"). Till's registered office is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, British Columbia, Canada.

Till's investment portfolio includes 755,193 common shares (1.00% of the outstanding shares) of Osisko Development Corp. (TSXV:ODV) ("ODV") and 7.6% ownership of IG Tintic LLC ("IGT") who owns a 2% net smelter return ("NSR") royalty on a property located in the East Tintic District of Utah owned by ODV. Till also owns 33.3% of IG Far East ("IGFE"), a private company with a majority interest in the Durmin gold property in east Russia.

Till owns 51.82% of the outstanding shares of Silver Predator Corp. ("SPD"), a Canadian-based public 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 drilling program for its Copper King property is being planned.

Till was formed to respond to the market need for more capacity for certain types of insurance and reinsurance. Resource Re Ltd. ("RRL") was incorporated in Bermuda as a wholly-owned subsidiary of Till in August 2012 and licensed as a Class 3A insurance company in Bermuda by the Bermuda Monetary Authority ("BMA") in August 2013. In July 2019, RRL submitted an application to the BMA to deregister as a Class 3A Insurer. That deregistration became effective August 9, 2019. On October 9, 2019, Till was issued a Certificate of Merger in accordance with the provisions of Section 108 of the Bermuda Companies Act 1981, as amended, thereby merging RRL into Till effective as of September 17, 2019.

On May 15, 2015, Till acquired all of the issued and outstanding shares of Omega Insurance Holdings, Inc. ("Holdings"), a privately-held Toronto, Canada based holding company, including its subsidiaries, Omega General Insurance Company ("Omega"), a fully licensed insurance company, and Focus Group Inc. ("Focus"), an insurance consulting and services company. The business strategy for Holdings is to produce underwriting profits and investment-related returns by investing reinsurance premiums and corporate capital. During 2019, Till initiated a plan to sell Holdings, see Note 2(b).

These interim unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2022 and 2021 were approved and authorized for issuance by Till's Audit Committee on November 17, 2022.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. *Statement of compliance*

These interim unaudited condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting ("IAS 34"). These interim unaudited condensed consolidated financial statements comply with IAS 34; however, they do not include all of the information required for full annual financial statements.

The accounting policies applied in these interim unaudited condensed consolidated financial statements are presented herein and are based on IFRS as issued and applicable as of November 17, 2022, the date the Audit Committee approved the financial statements. The accounting policies have been applied consistently to all periods presented in these interim unaudited condensed consolidated financial statements.

These interim unaudited condensed consolidated financial statements should be read in conjunction with Till's audited annual financial statements for the year ended December 31, 2021. Those financial statements disclose information for the year ended December 31, 2021 that is material to the understanding of these interim unaudited condensed consolidated financial statements.

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Notes to the Interim Unaudited Condensed Consolidated Financial Statements

For the three and nine months ended September 30, 2022 and 2021

(Stated in US dollars)

These interim unaudited condensed consolidated financial statements have been prepared on an historical cost basis, with the exception of certain financial instruments and stock-based awards that have been measured at fair value.

b. Held for sale and discontinued operations

Starting in 2019 and continuing in 2022, Till followed a plan to sell Holdings and its subsidiaries, Omega and Focus, all of which operate, and are based, in Canada. As a result of that decision, pursuant to IFRS that are the basis for Till's financial reporting practices, Holdings is required to be classified as held for sale and be considered a discontinued operation. During the sale process, Holdings continues to operate as normal operations of Till.

Springer Mining Company ("SMC"), a wholly-owned subsidiary of Till, owns the Springer underground mine and mill complex, various water rights, a current tungsten mineral resource, approximately 3,700 acres of private land, unpatented claims, and substantially all permits required for mining operations. That property is located southwest of Winnemucca, Nevada. Till's Board of Directors and management are committed to selling SMC. As a result, pursuant to IFRS, the assets and liabilities of SMC are classified as held for sale.

There can be no assurance that the sale processes of Holdings and SMC will result in any transaction.

c. Use of estimates and areas of judgement

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts and other disclosures in these interim unaudited condensed consolidated financial statements. Amounts in the interim unaudited condensed consolidated financial statements represent Till's best estimates and assumptions; however, the actual amounts could differ materially from those estimates. Till's principal use of estimates and assumptions include the valuation of private company membership interests, royalty and mineral interests, projection of unpaid loss and loss expense adjustment reserves, assessment of reinsurance recoverables, including any provision for uncollectible reinsurance, and composition of deferred income tax assets and liabilities. In addition, the preparation of financial statements requires management to make judgments in applying accounting policies. The judgment that has the most significant effect on the amounts recognized in the financial statements is the judgment in determining whether Till has significant influence over its investments in IGT and IGFE.

Insurance claim reserves:

Estimates are made for both the expected ultimate cost of claims reported at the reporting date and for the expected ultimate cost of claims incurred but not yet reported at the reporting date ("IBNR"). A significant amount of time may pass before the ultimate claim costs can be established with certainty, and, for some types of insurance policies, IBNR claim reserves constitute 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 the estimated ultimate claim 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 based on loss adjuster estimates or are separately projected to estimate their future development. Additional qualitative judgment is used to assess the extent to which 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 will be recoverable from reinsurers.

During 2021, Till's discontinued operation Omega was notified of a significant loss related to a single policy originally issued by an insurance company (the predecessor insurance company) in 1966. As the result of an assumption reinsurance transaction in 2010, Omega may have assumed responsibility for this insurance policy from the predecessor insurance company. The insurance policy limit is \$17,509,302, and the predecessor's share of that policy was 44%. The policyholder has started an action to establish that coverage exists under the policy. Omega has inuring reinsurance coverage for the total loss however the collectability of reinsurance remains uncertain as the

TILL CAPITAL CORPORATION

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(Stated in US dollars)

reinsurance policy also dates back to 1966, and reinsurance coverage relating to the 2010 assumption reinsurance agreement has not been confirmed.

There is a lack of information available related to the total incurred loss as well as the collectability of reinsurance. However, management's best estimate of the loss including provisions for adverse deviation, legal and administration expenses is \$1,145,400. Management has determined that 41% of the incurring reinsurance coverage is collectable which results in a net incurred liability to the Company of \$675,786. This estimate is largely based on Omega's interpretation of possible exposure and other considerations.

This estimate of loss may change materially as new information emerges related to the loss, collectability of reinsurance and other factors which may take years to determine. The current estimate of loss may or may not be indicative of the settlement with the insured and the difference may be material.

Omega believes that its overall practices of establishing the provision for unpaid claims and adjustment expenses have been consistently applied over many years, and that its provisions have resulted in reasonable approximations of the ultimate cost of claims incurred.

Royalty and mineral interests:

During the second quarter 2022, Till's wholly-owned subsidiary Golden Predator US Holding Corp. ("GPUS") received a 2% NSR royalty on the Carlin Vanadium/Black Kettle Property. Management made estimates and assumptions in the determination of that royalty value, see Note 9.

Classification and valuation of assets held for sale:

Till follows the guidance of IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, ("IFRS 5") for the classification of assets held for sale. Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to dispose ("FVLCD"). Estimates are made in the measurement of FVLCD. In assessing classification, Till considers all currently available information, including results of ongoing sales processes.

d. Basis of consolidation

The accompanying interim unaudited condensed consolidated financial statements include the accounts of Till, its wholly-owned subsidiaries, and its majority interest in SPD, a publicly-held company that is deemed to be a controlled subsidiary of Till.

All intercompany transactions and balances between Till and its subsidiaries have been eliminated in consolidation. Where necessary, adjustments are made to the results of the subsidiaries to bring their accounting policies in sync with those used by Till.

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Notes to the Interim Unaudited Condensed Consolidated Financial Statements

For the three and nine months ended September 30, 2022 and 2021

(Stated in US dollars)

(i) *Subsidiaries*

Subsidiaries are entities that Till owns, either directly or indirectly. Till's wholly-owned subsidiaries and any entity in which Till has a majority investment interest at September 30, 2022 are as follows:

Name of wholly-owned subsidiary or majority investment interest	Country of Incorporation	Functional Currency	Proportion of Ownership Interest	Principal Activity
Omega Insurance Holdings, Inc.	Canada	Canadian	100%	Holding company
Omega General Insurance Company	Canada	Canadian	100%	Insurance
Focus Group Inc.	Canada	Canadian	100%	Insurance consulting
Till Capital US Holding Corp.	USA	US	100%	Holding company
Till Management Company	USA	US	100%	Investment management
Golden Predator US Holding Corp.	USA	US	100%	Management services
Springer Mining Company	USA	US	100%	Mineral exploration
Silver Predator Corp.	Canada	Canadian	51.82%	Mineral exploration

e. *Equity method investments*

IGFE is an entity that is neither controlled nor jointly controlled by Till, and over which, pursuant to the following criteria in accordance with *IAS 28, Investments in Associates and Joint Ventures*, Till is deemed to have significant influence (see Note 5(b)). Significant influence is presumed to exist where there is neither control nor joint control and Till has over 20% of the voting rights. Significant influence can also arise where Till holds less than 20% of the voting rights if it has the opportunity to participate in the financial and operating policy decisions affecting the entity.

Under the equity method of accounting, the investment is recorded initially at cost to Till. In subsequent periods, the carrying amount of each investment is adjusted for Till's share of each investment's retained post-acquisition profit or loss and other comprehensive income (loss). Adjustments are made to profit and loss to bring the investment's accounting policies in line with those of Till. If Till's share of losses in the investment equals or exceeds its interest in that investment, including any unsecured receivables, Till would not recognize any further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the investment.

f. *Currency translation and foreign exchange*

Till has determined the US dollar to be its functional currency. Transactions denominated in currencies other than the functional currency are reported using the exchange rates prevailing on the dates of the transactions. At each financial statement date, monetary items denominated in foreign currencies are translated at the rates prevailing on the financial statement date. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognized in the period in which they occur.

For the purpose of presenting these interim unaudited condensed consolidated financial statements, the assets and liabilities of Till's foreign operations, being those entities that have a functional currency different from that of Till, are translated into US dollars at the rate of exchange prevailing at the end of the reporting period. Opening balances in shareholders' equity are translated at their historic rates. Transactions in shareholders' equity and income and expenses are translated at the average exchange rates for the period where those rates approximate the rates on the dates of transactions, and, where exchange differences occur, they are recognized as a component of equity.

TILL CAPITAL CORPORATION

Notes to the Interim Unaudited Condensed Consolidated Financial Statements

For the three and nine months ended September 30, 2022 and 2021

(Stated in US dollars)

The exchange rates used in converting Canadian dollars to US dollars were as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
Exchange rate at period end	US\$1 = Cdn\$1.3707	US\$1 = Cdn\$1.2741	US\$1 = Cdn\$1.3707	US\$1 = Cdn\$1.2741
Average exchange rate for the period	US\$1 = Cdn\$1.3061	US\$1 = Cdn\$1.2601	US\$1 = Cdn\$1.2828	US\$1 = Cdn\$1.2515

g. Cash and cash equivalents

For the purposes of the consolidated statements of financial position, cash and cash equivalents comprise cash on hand, demand deposits, and short-term highly-liquid investments with an initial maturity of three months or less that are readily convertible into cash and that are subject to an insignificant risk of change in value.

h. Financial instrument contracts

Till classifies or designates all of its financial assets as either available for sale ("AFS"), held for trading ("HFT"), loans, or receivables. Till classifies or designates all of its financial liabilities as either fair value through profit and loss ("FVPL") or other financial liabilities.

AFS financial assets include private company equity investments, government debt securities, and corporate bond exchange traded funds, all of which are intended to be held for an indefinite period of time, and which may be sold in response to needs for liquidity or in response to changes in market conditions. AFS financial assets are reported at fair value on the consolidated statements of financial position from the trade date (i.e., the date that Till commits to purchase or sell the financial asset). Any subsequent changes in fair values are reported, net of income taxes, in Other Comprehensive Income ("OCI") until the financial asset is disposed of or has become impaired. When an AFS financial asset is disposed of, or has become impaired, the accumulated fair value adjustments recognized in Accumulated Other Comprehensive Income ("AOCI") are transferred to net investment income and a corresponding adjustment (net of income taxes) is made to OCI.

A provision for impairment for AFS financial assets is established when there is objective evidence that the investment is impaired. Objective evidence of impairment for debt securities would include one or more loss events that occurred after initial recognition and that has an impact on the estimated future cash flows of the debt security. Objective evidence of impairment for corporate bond exchange traded funds includes a significant, a prolonged, or a significant and prolonged decline in the fair value of an investment below cost. Objective evidence of impairment for private company equity securities would include significant transactions for the equity of the private company at prices less than the estimated market value. Till considers an unrealized loss of 5.0% or more to be significant, an unrealized loss of 18 consecutive months to be prolonged, and an unrealized loss of 2.5% or more for 12 consecutive months to be significant and prolonged.

HFT financial assets include equity securities and warrants, all of which are held by Till for trading, and principal at risk notes held by Omega. HFT financial assets are reported at fair value on the consolidated statements of financial position from the trade date (i.e., the date that Till commits to purchase or sell the financial asset). Any subsequent changes in fair values are reported in the consolidated statements of income (loss).

Financial assets classified or designated as loans or receivables are reported at fair value on the consolidated statements of financial position from the issuance date and are subsequently reported at amortized cost using the effective interest rate method. A provision for impairment for loans or receivables is established when there is objective evidence that a loan or receivable is impaired.

Financial liabilities carried at FVPL are recorded at fair value and transaction costs are expensed in the statement of loss. Realized and unrealized income and losses arising from changes in the fair value of the financial liabilities held at FVTPL are included in the consolidated statement of income (loss) in the period in which they arise.

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Financial liabilities classified or designated as other financial liabilities are reported at fair value on the consolidated statements of financial position from the issuance date and are subsequently reported at amortized cost using the effective interest rate method.

i. Insurance contracts

(i) Product classification

An insurance policy is a contract where an insurance company (the insurer) has accepted insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder. As a general guideline, the insurance company determines whether it has insurance risk by comparing expected benefits payable if the insured event occurs with expected benefits payable if the insured event does not occur. An insurance contract generally transfers financial risk.

Once a policy has been classified as an insurance contract, it remains classified as an insurance contract for the remainder of its lifetime, even if the insurance risk reduces during that period.

(ii) Premium revenue and unearned premiums

Insurance premiums written are recognized on the date that coverage begins. For the types of short-term insurance policy written by Till's insurance subsidiary, Omega, with fixed expiry dates, those written premiums are deferred as unearned premiums and recognized in earned premiums on a pro rata basis over the term of the contracts.

Insurance premiums written and insurance premiums earned also include any adjustments arising in the accounting period for premiums receivable with respect to business written in prior accounting periods.

Insurance premiums ceded to reinsurers are recorded, deferred as reinsurance assets, and recognized in earned premiums on the same basis as the underlying insurance policy being reinsured.

Reinsurance premiums are included in income calculated on a pro rata basis over the term of the underlying insurance policies. The reinsurers' share of unearned premiums are recognized as assets using principles consistent with the method for establishing the related unearned premium liability.

(iii) Unpaid claims and adjustment expenses

The provision for unpaid claims includes loss adjustment expenses and represents the estimated amount required to settle all reported claims incurred. Provision is also made for claims incurred but not reported based on the type of business written. Those amounts are discounted to recognize the time value of money, and are also reviewed and updated periodically, with resulting adjustments, if any, included in the current results of operations.

The computation of unpaid claims takes into account the time value of money using market discount rates based on the underlying investment portfolio.

The process of determining the provision for unpaid claims necessarily involves risks that the actual results may deviate from the reported best estimates. Those risks vary in proportion to the length of the estimation period and the volatility of each component comprising the liabilities. To recognize the uncertainty in establishing those best estimates and to allow for possible deterioration in experience, actuaries are required to use explicit margins for adverse deviation in assumptions for asset defaults, reinvestment risk, adverse claim development, and recoverability of reinsurance balances.

The reinsurers' shares of unpaid claims, net of any required provisions for doubtful amounts, are recognized as assets using principles consistent with the method for establishing the related unpaid claim liability.

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(iv) Acquisition expenses

Commissions, premium taxes, and other expenses relating directly to the acquisition of premiums are deferred and amortized over the terms of the related policies to the extent they are considered recoverable from unearned premiums.

At the end of each reporting period, a liability adequacy test is performed to determine whether unearned premiums, net of deferred policy acquisition costs, are sufficient to cover the estimated future costs associated with the unexpired period of the insurance policies. Any deficiencies are recognized immediately as a reduction in deferred acquisition expenses. Any portion of the estimated future costs in excess of the deferred policy acquisition costs would be accrued as a liability.

(v) Reinsurance

Reinsurance balances are reported on the consolidated statements of financial position and in the consolidated statements of loss on a gross basis to recognize the credit risk related to reinsurance and related obligations to policyholders.

(vi) Assumption reinsurance transactions

A premium is charged to other insurance companies for assuming the liabilities on an accepted portfolio of insurance policies, or a portion thereof.

When the underlying insurance policies are fully expired, the premiums are recognized as income on the date when it is determined that the risks and rewards relating to the portfolio liabilities have transferred to Till. At the same time, Till records the actuarially determined estimate of unpaid claims, including loss adjustment expenses, the impact of any existing reinsurance on the portfolio transferred, and other costs of the transaction.

During the period when the underlying insurance policies are not fully expired, the premiums are recognized as income on a pro rata basis over the term of the remaining underlying insurance policies. The impact of any reinsurance ceded on the portfolio is recognized as an expense at the time the reinsurance contract is entered into.

j. Mineral interests

Costs directly related to the exploration and evaluation of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical feasibility and commercial viability of a mineral resource have been demonstrated, the capitalized costs of the related property are transferred to mining assets.

If it is determined that capitalized acquisition, exploration, and evaluation costs are not recoverable, or the property is abandoned, or management has determined there is an impairment in value, the property is written down to its recoverable amount. Mineral properties are reviewed for impairment when facts and circumstances suggest that the carrying amounts may exceed their recoverable amounts.

From time to time, Till acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee and, accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After all costs relating to a property have been recovered, further payments received are reported as an exploration expense recovery in the current results of operations.

k. Property, plant, and equipment

Property, plant, and equipment are carried at cost less accumulated depreciation and any impairment charges. Depreciation is recorded on a straight-line basis over the estimated useful life of the asset. Residual values and

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useful lives are reviewed annually. Impairment losses and income and losses on disposals of property, plant, and equipment are reported in the current results of operations.

l. 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 that 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 FVLCD.

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.

m. Revenue from contracts with customers

Revenue from contracts with customers is based on the principle that revenue is recognized when control of goods or services are transferred to a customer. For consulting and management services revenue, Till recognizes revenue over the term of the relevant agreements as customers simultaneously receive and utilize the benefits provided by Till's services and performance.

n. Taxation

Income tax expense comprises current and deferred income tax. Current income tax and deferred income tax are recognized in income or loss except to the extent that they relate to items recognized directly in equity or in OCI.

Current income tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted as of the reporting date.

Deferred income tax is recognized in respect of unused tax losses and credits, as well as temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on enacted or substantively enacted laws as of the reporting date. The carrying amounts of deferred income tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be realized.

A deferred income tax asset is recognized for unused tax losses, tax credits, and deductible temporary differences, only to the extent that it is probable that future taxable income will be available against which they can be utilized.

Deferred income tax is not recognized for the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss, and differences relating to investments in subsidiaries, associates, and joint arrangements to the extent it is probable those differences will not reverse in the foreseeable future.

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o. Income (loss) per share

Basic and diluted income (loss) per restricted voting share are calculated on Till's income or loss attributed to Till's shareholders divided by the weighted average number of Till restricted voting shares outstanding during the period.

p. Employee benefits

Wages, salaries, and related benefits are accrued in the period in which the employees provide the associated services.

q. Segment reporting

Till operates in a single segment, that being investments.

r. New standard adopted and standards and interpretations not yet adopted

(i) IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 is a three-part standard that replaces IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 became 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 January 1, 2023 effective date of the new insurance contracts standard, IFRS 17, *Insurance Contracts*, ("IFRS 17"). Till is currently evaluating 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.

Following the adoption of IFRS 9, the measurement of the group of assets with contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding 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. That 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 income or loss.

(ii) IFRS 17, Insurance Contracts

In May 2017, the IASB issued 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 applicable for 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 the underwritten 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 summarized as follows:

- i A portfolio is a group of contracts covering similar risks 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.

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- ii 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 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.
- iii Changes in balance sheet presentation where unearned premiums are to correspond to premiums received in advance, while accounts receivable are to be comprised of amounts not received when revenue is recognized. In the consolidated statement of income or 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.
- iv 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.

The effective date of IFRS 17 is January 1, 2023. 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; however, the impact on Till's consolidated financial statements has not yet been determined.

3. ASSETS AND LIABILITIES HELD FOR SALE

Omega Insurance Holdings, Inc.

During the year ended December 31, 2019, Till initiated a plan to sell Holdings, including its subsidiaries, Omega and Focus, all of which operate and are based in Canada. Pursuant to IFRS 5, Holdings was classified as a discontinued operation and Holding's assets and liabilities were classified as held for sale. A fair value measurement was performed periodically assessing the fair value of Holdings' assets and liabilities less costs to sell.

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The assets and liabilities held for sale of Holdings are as follows:

	September 30, 2022	December 31, 2021
Holdings assets held for sale:		
Cash and cash equivalents	\$ 656,061	\$ 1,046,894
Investments	16,157,942	17,220,792
Unpaid losses and loss adjustment expenses ceded	8,720,229	7,865,551
Unearned premiums ceded	10,518,273	10,308,111
Premiums receivable and reinsurance recoverables	11,557,902	13,555,036
Deferred policy acquisition costs	1,543,381	1,340,323
Right of use asset	—	51,824
Deferred income tax asset	83,899	181,417
Other assets	57,087	54,521
Total Holdings assets held for sale	\$ 49,294,774	\$ 51,624,469
Holdings liabilities held for sale:		
Reserve for unpaid losses and loss adjustment expenses	\$ 13,356,391	\$ 13,054,526
Unearned premiums	11,829,623	11,944,954
Reinsurance payables	10,712,595	12,131,804
Payables and accruals	2,526,952	2,925,960
Unearned commissions	2,417,260	2,312,624
Lease liability	—	56,427
Other liabilities	125,059	225,766
Total Holdings liabilities held for sale	\$ 40,967,880	\$ 42,652,061

On June 21, 2021, Till and Accelerant Holdings ("Accelerant") announced that they executed a share purchase agreement for Accelerant to acquire from Till, Holdings and its two wholly-owned subsidiaries Omega and Focus ("Omega Companies"). Accelerant will pay Till an aggregate purchase price of 1.15 times the aggregate book value of the Omega Companies, or approximately \$9,576,000 as of September 30, 2022, in exchange for all of the issued and outstanding shares of Holdings. Completion of the transaction is subject to approval of Canada's Office of the Superintendent of Financial Institutions, the TSX Venture Exchange, and certain other customary consents and provincial insurance regulatory filings.

Springer Mining Company

SMC, a wholly-owned subsidiary of Till, owns the Springer underground mine and mill complex, various water rights, a current tungsten mineral resource, approximately 3,700 acres of private land, unpatented claims, and substantially all permits required for mining operations. That property is located southwest of Winnemucca, Nevada. In January 2017, SPD, in exchange for the full release of a related party debt owed to a subsidiary of Till, gave 100% of its full ownership of SMC to that subsidiary. Full ownership of SMC was, in turn, transferred by that subsidiary to GPUS, another wholly-owned subsidiary of Till. Till is committed to selling SMC. Pursuant to IFRS 5, SMC's assets and liabilities are classified as held for sale.

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The assets and liabilities held for sale of SMC are as follows:

	September 30, 2022	December 31, 2021
SMC assets held for sale:		
Cash	\$ 26,779	\$ 34,427
Reclamation bonds	32,401	32,401
Prepaid expenses	23,195	46,010
Mineral properties	1,449,361	1,361,004
Property, plant, and equipment	3,556,982	3,556,982
Total SMC assets held for sale	\$ 5,088,718	\$ 5,030,824
Total SMC liabilities held for sale	\$ 4,523	\$ 46,359

At December 31, 2021, Till performed an impairment assessment of the SMC assets held for sale, and as a result, no impairment or impairment reversal was recorded.

Total assets and liabilities held for sale

	September 30, 2022	December 31, 2021
Assets held for sale:		
Holdings	\$ 49,294,774	\$ 51,624,469
SMC	5,088,718	5,030,824
Total assets held for sale	\$ 54,383,492	\$ 56,655,293
Liabilities held for sale:		
Holdings	\$ 40,967,880	\$ 42,652,061
SMC	4,523	46,359
Total liabilities held for sale	\$ 40,972,403	\$ 42,698,420

4. LEASES

In the third quarter of 2019, Focus, a subsidiary of Till's wholly-owned held for sale subsidiary Holdings, entered into an agreement to lease its office for three years, effective October 1, 2019, with a monthly lease payment of \$5,453 (Cdn\$7,474) for the first year, \$5,680 (Cdn\$7,785) for the second year, and \$5,907 (Cdn\$8,097) for the third year. The three-year lease was accounted for in accordance with IFRS 16. At September 30, 2022, Holdings was classified as discontinued operations (see Note 15) and its assets and liabilities were classified as held for sale (see Note 3).

Lease liabilities maturity schedule

2019	\$ 14,523
2020	59,784
2021	65,235
2022	52,191
	\$ 191,733

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The right-of-use asset, lease liabilities, and related expenses are summarized as follows:

	September 30, 2022	December 31, 2021
Right-of-use asset		
Beginning balance	\$ 51,824	\$ 120,409
Depreciation	(51,218)	(69,876)
Adjustment due to currency conversion	(606)	1,291
Ending balance	\$ —	\$ 51,824
Lease liabilities		
Beginning balance	\$ 56,427	\$ 126,419
Interest on lease liabilities	1,039	3,941
Lease payments	(56,807)	(75,265)
Adjustment due to currency conversion	(659)	1,332
Ending balance	\$ —	\$ 56,427

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
Depreciation expense for right-of-use asset	\$ 16,769	\$ 17,385	\$ 51,218	\$ 52,499
Interest expense on lease liabilities	\$ 131	\$ 940	\$ 1,039	\$ 3,455
Total cash outflow for leases	\$ 18,599	\$ 18,540	\$ 56,807	\$ 55,988

5. INVESTMENTS
(a) Investments

	September 30, 2022			December 31, 2021		
	Cost Basis	Unrealized Loss	Fair Value	Cost Basis	Unrealized Gain (Loss)	Fair Value
Held for trading	\$ 205,852	\$ (90,327)	\$ 115,525	\$ 713,462	\$ (507,609)	\$ 205,853
Available for sale	4,994,344	(798,721)	4,195,623	9,509,000	1,199,143	10,708,143
Total	\$ 5,200,196	\$ (889,048)	\$ 4,311,148	\$ 10,222,462	\$ 691,534	\$ 10,913,996

Investments included in assets held for sale:

	September 30, 2022			December 31, 2021		
	Cost Basis	Unrealized Loss	Fair Value	Cost Basis	Unrealized Gain (Loss)	Fair Value
Held for trading	\$ 330,499	\$ (35,664)	\$ 294,835	\$ 396,691	\$ (18,907)	\$ 377,784
Available for sale	16,032,518	(169,411)	15,863,107	16,769,134	73,874	16,843,008
Total	\$ 16,363,017	\$ (205,075)	\$ 16,157,942	\$ 17,165,825	\$ 54,967	\$ 17,220,792

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*(b) Equity method investments*IG Far East LLC

During the nine month period ended September 30, 2022, Till and its wholly-owned subsidiary Till Management Company ("TMC") invested \$398,580 in IGFE (year ended December 31, 2021 - \$1,836,177) to maintain Till's 33.3% interest. That investment is accounted for under the equity method of accounting. IGFE has a 60% interest in the Durmin gold property in east Russia.

	September 30, 2022	December 31, 2021
Balance, beginning of year	\$ 2,075,640	\$ 386,423
Acquisitions	398,580	1,836,177
Equity loss	(417,564)	(146,960)
Balance, end of period	\$ 2,056,656	\$ 2,075,640

IG Tintic LLC

Till owns approximately 7.6% of the outstanding units of IGT. The investment was accounted for under the equity method of accounting until June 30, 2021. IGT was the majority owner of Tintic Consolidated Metals LLC ("TCM") that owns a substantial consolidated land package of mineral and surface rights in the East Tintic Mining District near Provo, Utah.

	September 30, 2022	December 31, 2021
Balance, beginning of year	\$ —	\$ 2,357,740
Equity loss	—	(116,159)
Transfer to AFS investments	—	(2,241,581)
Balance, end of period	\$ —	\$ —

On July 1, 2021, Till, due to no longer having significant influence over IGT, reclassified IGT from equity method investment to available for sale investment reported at fair value. That resulted in an income of \$7,267,420.

In January 2022, IGT entered into a definitive agreement with ODV to sell its 75% participation in TCM (the "Transaction") in exchange for aggregate consideration of approximately \$130 million comprised of cash and ODV shares as well as a 2% NSR royalty on the entire property owned by TCM. The Transaction was closed in the second quarter of 2022.

i. Distribution from IGT

During the 2nd quarter of 2022, after the completion of the Transaction between IGT and ODV, IGT made a distribution to its members in ODV shares and cash. TMC's portion of that distribution was 755,193 shares of ODV common stock and cash of \$1,777,494. On May 27, 2022, TMC received 755,193 shares of ODV which were classified as an AFS investment and valued at \$4,238,994 (Cdn\$5,399,630) using ODV's share price of Cdn\$7.15 on that day. On June 22, 2022, TMC received \$1,000,000 cash. The remaining cash, less \$292,016 Utah withholding tax, of \$485,478 was received in the 3rd quarter of 2022. The distribution was treated as a return of capital.

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ii. IGT investment impairment

During the second quarter of 2022 after IGT closed the Transaction with ODV, Till performed an impairment analysis on its IGT investment. As a result, an impairment net of previous fair value adjustments of \$2,877,163 was recorded.

(c) Fair value measurement

The fair value of securities in Till's investment portfolio is estimated using the following techniques:

Level 1 - Assets or liabilities with quoted prices in active markets. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry company, pricing service, or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Level 2 - Assets or liabilities that are measured using observable market data and are not allocable to Level 1. Measurements are based, in particular, on prices for comparable assets and liabilities that are traded on active markets, prices on markets that are not considered active, as well as inputs derived from such prices or market data.

Level 3 - Assets or liabilities that cannot be measured or can only be partially measured using observable market inputs. The measurement of such instruments draws principally on valuation models and methods.

Till determines the estimated fair value of each individual security utilizing the highest level inputs available.

Till's investments in exchange traded funds, guaranteed investment certificates, and public companies are classified as Level 1 investments because the fair values are based on quoted prices in active markets for identical assets that are reported at fair value. Till's investments in public company warrants and Omega's investments in government bonds and principle at risk notes are classified as Level 2 investments because the fair value is measured using observable market data but identical assets are not quoted in active markets. Till's investment in IGT is classified as Level 3 because the value of that investment cannot be measured using observable market inputs. The fair value of Till's investment in IGT as of September 30, 2022 was calculated based on the value of the 2% NSR royalty on the Tintic Property, the only remaining asset IGT owns after the Transaction.

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The fair value hierarchy of Till's investment holdings is as follows:

	Fair Value at September 30, 2022			
	Total	Level 1	Level 2	Level 3
Continuing Operations:				
Held for trading	\$ 115,525	\$ 6,603	\$ 108,922	\$ —
Available for sale	4,195,623	3,440,273	—	755,350
	4,311,148	3,446,876	108,922	755,350
Held for sale:				
Held for trading	294,835	—	294,835	—
Available for sale:				—
Government debt securities	11,828,101	—	11,828,101	—
Corporate bond exchange traded funds	4,023,363	4,023,363	—	—
Accrued investment income	11,643	11,643	—	—
Total available for sale	15,863,107	4,035,006	11,828,101	—
	16,157,942	4,035,006	12,122,936	—
Total investments	\$ 20,469,090	\$ 7,481,882	\$ 12,231,858	\$ 755,350

	Fair Value at December 31, 2021			
	Total	Level 1	Level 2	Level 3
Continuing Operations:				
Held for trading	\$ 205,853	\$ 17,336	\$ 188,517	\$ —
Available for sale	10,708,143	—	—	10,708,143
	10,913,996	17,336	188,517	10,708,143
Held for sale:				
Held for trading	377,784	—	377,784	—
Available for sale:				—
Government debt securities	12,032,432	—	12,032,432	—
Corporate bond exchange traded funds	4,782,225	4,782,225	—	—
Accrued investment income	28,351	16,468	11,883	—
Total available for sale	16,843,008	4,798,693	12,044,315	—
	17,220,792	4,798,693	12,422,099	—
Total investments	\$ 28,134,788	\$ 4,816,029	\$ 12,610,616	\$ 10,708,143

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	Available for Sale Investment
Level 3 Investments as of December 31, 2021	\$ 10,708,143
Additions	140,000
Change in unrealized gain	(201,795)
Distributions	(1,777,494)
Transfers out of Level 3	(4,238,994)
Impairment	(3,874,510)
Level 3 Investments as of September 30, 2022	\$ 755,350

(d) Investment income (loss), net

Till calculates the income or loss realized on the sale of investments by comparing the sales price (fair value) to the cost or amortized cost of the security sold. Till determines the cost or amortized cost of the bonds sold using the specific-identification method and all other securities sold using the average cost method.

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
Net income (loss) from held for trading investments:				
Equity index futures	\$ —	\$ —	\$ —	\$ 21,188
All other securities	(75,559)	(239,857)	(90,499)	(369,120)
Income from reclassification of equity method investment	—	7,267,420	—	7,267,420
Net realized income (loss) from available for sale investments	—	11	(2,877,163)	(42,315)
Other income	—	1	140,000	2
Investment related expenses	—	(13)	(2)	(6,631)
Investment income (loss), net	\$ (75,559)	\$ 7,027,562	\$ (2,827,664)	\$ 6,870,544

(e) Net change in unrealized gain (loss) on available for sale investments:

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
Continued operations:				
Equity securities	\$ 286,803	\$ (646,485)	\$ (505,319)	\$ (646,485)
Reclassification of realized (income) loss from available for sale investments	—	—	(997,348)	43,230
	286,803	(646,485)	(1,502,667)	(603,255)
Discontinued operations:				
Canadian government bonds and provincial bonds	(8,491)	(12,747)	(261,790)	(72,912)
Equity securities - bond funds	275	(31,576)	(30,923)	(146,321)
	(8,216)	(44,323)	(292,713)	(219,233)
Total included in other comprehensive income (loss)	\$ 278,587	\$ (690,808)	\$ (1,795,380)	\$ (822,488)

TILL CAPITAL CORPORATION

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6. UNPAID LOSSES, LOSS ADJUSTMENT EXPENSES, AND REINSURANCE AMOUNTS CEDED

The September 30, 2022 and December 31, 2021 unpaid losses, loss adjustment expenses, and reinsurance amounts ceded were classified as held for sale. (See Note 3 and 15 for more details.)

(a) Reserve for unpaid losses and loss adjustment expenses (“LAE”)

	September 30, 2022		
	Unpaid Losses and LAE	Reinsurance Amounts Ceded	Net
Undiscounted amounts	\$ 13,138,254	\$ 8,553,161	\$ 4,585,093
Adjustment for discount rate	(872,547)	(317,356)	(555,191)
Adjustment for provision for adverse developments	1,090,684	484,424	606,260
Reserve for unpaid losses and LAE	\$ 13,356,391	\$ 8,720,229	\$ 4,636,162

	December 31, 2021		
	Unpaid Losses and LAE	Reinsurance Amounts Ceded	Net
Undiscounted amounts	\$ 12,264,969	\$ 7,479,055	\$ 4,785,914
Adjustment for discount rate	(389,651)	(137,246)	(252,405)
Adjustment for provision for adverse developments	1,179,208	523,742	655,466
Reserve for unpaid losses and LAE	\$ 13,054,526	\$ 7,865,551	\$ 5,188,975

(b) Summary of changes in outstanding losses and LAE and amounts ceded

	Nine Months Ended September 30					
	2022			2021		
	Unpaid Losses and LAE	Reinsurance Amounts Ceded	Net	Unpaid Losses and LAE	Reinsurance Amounts Ceded	Net
Balance, beginning of year	\$ 13,054,526	\$ 7,865,551	\$ 5,188,975	\$ 11,454,610	\$ 7,599,554	\$ 3,855,056
Losses and LAE incurred for insured events related to:						
Current year	62,135,727	62,007,856	127,871	49,399,818	49,289,137	110,681
Prior year	2,011,600	1,867,613	143,987	1,011,707	500,554	511,153
Total incurred	64,147,327	63,875,469	271,858	50,411,525	49,789,691	621,834
Losses and LAE paid:						
Current year	(58,856,995)	(58,853,067)	(3,928)	(46,689,443)	(46,689,443)	—
Prior year	(3,920,612)	(3,478,224)	(442,388)	(3,457,800)	(3,200,616)	(257,184)
Total paid	(62,777,607)	(62,331,291)	(446,316)	(50,147,243)	(49,890,059)	(257,184)
Adjustment due to currency conversion	(1,067,855)	(689,500)	(378,355)	(12,779)	(3,588)	(9,191)
Balance, end of period	\$ 13,356,391	\$ 8,720,229	\$ 4,636,162	\$ 11,706,113	\$ 7,495,598	\$ 4,210,515

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(c) Effects of discounting

For the nine months ended September 30, 2022, Till has discounted its best estimate of claims provisions at a rate of 3.55% (nine months ended September 30, 2021 - 2.07%) based on the yield on its insurance-related investments.

To recognize the uncertainty in establishing those best estimates, to allow for possible deterioration in experience, and to provide greater comfort that the actuarial liabilities are adequate to pay future costs, Till includes Provisions for Adverse Deviations (“PFADs”) in some assumptions relating to claim development, reinsurance recoveries, and future investment income. The PFADs selected are in the mid-range of those recommended by the Canadian Institute of Actuaries for claim development and future investment income and are in the low range of those recommended by the Canadian Institute of Actuaries for reinsurance recoveries.

The effects of discounting and PFADs on unpaid claims and adjustment expenses are as follows:

	September 30, 2022			
	Undiscounted	Effect of discounting	Effect of PFADs	Discounted
Insurance contract liabilities	\$ 13,138,254	\$ (872,547)	\$ 1,090,684	\$ 13,356,391
Reinsurance asset	8,553,161	(317,356)	484,424	8,720,229
Provision for outstanding claims	\$ 4,585,093	\$ (555,191)	\$ 606,260	\$ 4,636,162

	December 31, 2021			
	Undiscounted	Effect of discounting	Effect of PFADs	Discounted
Insurance contract liabilities	\$ 12,264,969	\$ (389,651)	\$ 1,179,208	\$ 13,054,526
Reinsurance asset	7,479,055	(137,246)	523,742	7,865,551
Provision for outstanding claims	\$ 4,785,914	\$ (252,405)	\$ 655,466	\$ 5,188,975

7. UNEARNED PREMIUMS AND UNEARNED PREMIUMS CEDED

The following table is a summary of changes in unearned premiums and unearned premiums ceded. (The September 30, 2022 and December 31, 2021 unearned premiums and unearned premiums ceded were classified as held for sale. See Note 3 for details.)

	Nine Months Ended September 30, 2022			Year Ended December 31, 2021		
	Unearned Premiums	Unearned Premiums Ceded	Net	Unearned Premiums	Unearned Premiums Ceded	Net
Balance, beginning of year	\$ 11,944,954	\$ 10,308,111	\$ 1,636,843	\$ 12,876,197	\$ 10,802,846	\$ 2,073,351
Premiums written	104,687,780	103,785,611	902,169	115,794,903	114,794,350	1,000,553
Premiums earned	(103,852,847)	(102,734,181)	(1,118,666)	(116,792,080)	(115,341,181)	(1,450,899)
Adjustment due to currency conversion	(950,264)	(841,268)	(108,996)	65,934	52,096	13,838
Balance, end of period	\$ 11,829,623	\$ 10,518,273	\$ 1,311,350	\$ 11,944,954	\$ 10,308,111	\$ 1,636,843

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8. DEFERRED POLICY ACQUISITION COSTS

The following table is a summary of changes in deferred policy acquisition costs. (The September 30, 2022 and December 31, 2021 deferred policy acquisition costs were classified as held for sale. See Note 3 for details.)

	Nine Months Ended September 30, 2022	Year Ended December 31, 2021
Balance, beginning of year	\$ 1,340,323	\$ 1,850,201
Acquisition costs deferred	29,975,103	32,678,473
Amortization of deferred policy acquisition costs	(29,772,045)	(33,188,351)
Balance, end of period	\$ 1,543,381	\$ 1,340,323

9. ROYALTY AND MINERAL INTERESTS

Royalty and mineral interests are summarized as follows:

	Balance December 31, 2021	Capitalized exploration costs	Additions	Balance September 30, 2022
SPD properties	\$ 254,609	\$ 51,641	\$ —	\$ 306,250
Royalty interests	44,158	—	776,801	820,959
Total	\$ 298,767	\$ 51,641	\$ 776,801	\$ 1,127,209

	Balance December 31, 2020	Capitalized exploration costs	Sale of mineral property	Balance December 31, 2021
Carlin Vanadium Property	\$ 126,315	\$ —	\$ (126,315)	\$ —
SPD properties	212,313	46,923	(4,627)	254,609
Royalty interests	44,158	—	—	44,158
Total	\$ 382,786	\$ 46,923	\$ (130,942)	\$ 298,767

In June 2017, GPUS, Till's wholly-owned subsidiary, entered into an option agreement (the "Carlin Vanadium Agreement") with a privately-held unrelated company ("Initial Optionee") pursuant to which Initial Optionee has the right to acquire from GPUS certain mining claims located in Nevada, US, commonly referred to as the Carlin Vanadium/Black Kettle Property (the "Carlin Vanadium Property"). In September 2017, Initial Optionee assigned its rights, interest, obligations, and benefits to and in the Carlin Vanadium Agreement to First Vanadium Corp.

On July 6, 2021, Till announced that it had negotiated an amendment to the Carlin Vanadium Agreement which previously allowed the optionee Phenom Resources Corp. (TSXV: PHNM) (formerly First Vanadium Corp., "Phenom") to buy-out the 2% NSR royalty granted to GPUS for \$4,000,000 at the same time that Phenom exercises the purchase option and acquires 100% ownership of the property. To exercise the option, Phenom was required to pay GPUS \$1,910,000 by June 30, 2022.

Under the terms of the amended agreement, Phenom agreed to pay half the final cash payment for the option exercise (\$955,000) to GPUS by July 30, 2021, with the balance (\$955,000) being due by June 30, 2022.

Phenom also agreed to issue 1,000,000 common share purchase warrants to GPUS within 3 business days of receipt of TSX Venture Exchange approval to the amended agreement, with each warrant being exercisable for one common share at a price of Cdn\$0.75 per share for a period of five years from the date of issue of the warrants. The parties further agreed that if Phenom wishes to purchase the NSR royalty, it must do so by paying GPUS \$4,000,000 by June 30, 2023. Phenom, in its sole discretion, may extend that deadline on an annual basis for up to 4 additional years, by paying GPUS

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an additional \$250,000 per year on or before June 30 of each year, commencing June 30, 2023, resulting in the latest possible payment deadline being June 30, 2027. The amended agreement was accepted by the TSX Venture Exchange on July 12, 2021.

On July 15, 2021, GPUS received \$955,000 and 1,000,000 warrants of Phenom initially valued at \$553,897. Option payments are recorded against the carrying value of the Carlin Vanadium Property. Option payments received in excess of the carrying value of the Carlin Vanadium Property totaled \$1,382,582 were recorded as exploration expense recovery.

In December 2021, SPD sold its Treasure Hill property in White Pine County, NV to Treasure Hill Resources LLC for cash consideration of \$145,000. Till recorded income on disposal of \$140,373.

In June 2022, GPUS received \$955,000 and the royalty deed initially valued at \$776,801 and transferred 100% ownership in the Carlin Vanadium Property to Phenom. The option payment and royalty of \$1,731,801 was recorded as exploration expense recovery. The valuation of the Carlin NSR royalty is based on the purchase price of \$4,000,000 in the Carlin Vanadium Agreement and the estimated likelihood and timing of the four extension payments and purchase based on the drill results and business plans of Phenom, discounted for time value.

10. OTHER CURRENT ASSETS

Other assets are summarized as follows:

	September 30, 2022	December 31, 2021
Accounts receivable	\$ 592	\$ 3,176
Prepaid expenses and deposits	62,573	193,029
Total other assets	\$ 63,165	\$ 196,205

11. NOTES PAYABLE

In December 2021, Till raised \$1,200,000 from the issuance of a convertible note to an arm's length purchaser. The note matures on December 30, 2022 and bears interest of i) 1% per month up to and including March 31, 2022, compounded ii) 1.25% per month from April 1, 2022 to June 30, 2022, compounded and iii) 2% per month from July 1, 2022 to maturity, compounded. The note is convertible into common shares of Till on maturity at the holder's option at the greater of i) the 30-day VWAP prior to maturity and ii) \$6.05. Interest accrued on the note may be paid in shares at the election of the holder, but will be subject to TSXV approval at the time of such election, including approval of conversion pricing. On June 27, 2022, Till repaid \$1,294,540 on the December note payable, including interest.

In March 2022, Till raised \$200,000 from the issuance of a convertible note to an arm's length purchaser. The note bears interest of i) 1% per month up to and including July 15, 2022, compounded ii) 1.25% per month from July 16, 2022 to October 31, 2022, compounded, and iii) 2% per month from November 1, 2022 to maturity, compounded. The note is convertible into common shares of Till on maturity at the holder's option at the greater of i) the 30-day VWAP prior to maturity and ii) \$6.37. Interest accrued on the note may be paid in shares at the election of the holder but will be subject to TSXV approval at the time of such election, including approval of conversion pricing. Closing of the issuance of the note took place on June 10, 2022. On July 8, 2022, Till repaid the \$200,000 convertible note with interest totaled \$201,975.

Total interest expense on the notes for the nine months ended September 30, 2022 was \$84,515.

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12. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities are summarized as follows:

	September 30, 2022	December 31, 2021
Accounts payable	\$ 18,064	\$ 43,164
Current income tax payable	1,182,513	—
Accrued payroll	30,528	25,204
Total accounts payable and other liabilities	\$ 1,231,105	\$ 68,368

13. SHARE CAPITAL AND RESERVES

(a) Authorized share capital

Till is authorized to issue 12,000,000 shares of restricted voting stock at a par value of \$0.001. Shares of Till have restricted voting rights, whereby no single shareholder of Till is able to exercise voting rights for more than 9.9% of the voting rights of the total issued and outstanding Till shares. However, if any one shareholder of Till beneficially owns, or exercises control or direction over, more than 50% of the issued and outstanding Till shares, the 9.9% restriction will no longer apply to the Till shares. At September 30, 2022 and 2021, there were 3,191,462 of issued and outstanding Till restricted voting shares.

(b) Stock options and warrants

Till's Board of Directors may, from time to time and in its sole discretion, award options to acquire shares of the restricted voting stock of Till to directors, employees, and consultants.

On January 28, 2021, Till granted an aggregate of 300,000 incentive stock options to directors, officers, and consultants of Till in accordance with Till's existing stock option plan to purchase up to 300,000 common shares of Till. Those incentive stock options vest over two years and may be exercised at a price of Cdn\$12.00 per option for a period of four years from the date of grant.

On December 29, 2021, Till granted an aggregate of 11,000 incentive stock options to directors and officers of Till in accordance with Till's existing stock option plan to purchase up to 11,000 common shares of Till. Those incentive stock options vest over a two year period and may be exercised at a price of Cdn\$7.00 per option for a period of three years from the date of grant.

During the three and nine months ended September 30, 2022, Till recognized stock-based compensation of \$15,624 and \$58,136, respectively (three and nine months ended September 30, 2021 - \$43,875 and \$339,894, respectively).

At September 30, 2022, Till has 226,000 stock options outstanding with a weighted exercise price of Cdn\$11.76 (US\$8.58).

	Stock Options	
	Number	Weighted average exercise price (Canadian \$)
Outstanding, December 31, 2021	226,000	\$ 11.76
Outstanding, September 30, 2022	226,000	\$ 11.76
Exercisable	146,800	\$ 11.91

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At September 30, 2022, incentive stock options were outstanding as follows:

Number	Exercise price (Canadian \$)	Expiry date
11,000	\$ 7.00	December 28, 2024
215,000	\$ 12.00	January 27, 2025

The fair value of all compensatory options granted is estimated on grant date using the Black-Scholes-Merton option pricing model.

Till's Board of Directors may, from time to time and in its sole discretion, issue warrants to acquire shares of the restricted voting stock of Till. At September 30, 2022, Till has no warrants outstanding.

(c) Normal course issuer bid

On September 17, 2021, Till announced that the TSXV approved Till's notice of intention to make a Normal Course Issuer Bid ("NCIB"). Pursuant to the NCIB, Till may purchase up to 253,600 common shares, representing 10% of the 2,536,988 shares forming Till's public float. Purchases are to be made through the facilities of TSX Venture Exchange or other recognized marketplaces during the period September 24, 2021 to September 23, 2022. Till made no purchase of its restricted voting shares under that renewed NCIB in 2021 and the first three quarters of 2022.

On September 14, 2022, Till announced that it had filed its Notice of Intention to make a NCIB with the TSXV. That NCIB remains subject to final approval by the TSXV. Pursuant to that NCIB, Till may purchase up to 253,600 common shares, representing 10% of the 2,536,988 shares forming Till's public float. As of September 1, 2022, there were 3,191,462 shares of Till outstanding. Purchases are to be made through the facilities of TSX Venture Exchange or other recognized marketplaces during the period September 26, 2022 to September 27, 2023.

(d) Treasury shares

Pursuant to an NCIB program approved by Till's directors, treasury shares are canceled at cost through retained earnings (deficit).

14. INCOME (LOSS) PER SHARE

Till uses the treasury stock method to calculate diluted income (loss) per share. Following the treasury stock method, the numerator for Till's diluted income (loss) per share calculation remains unchanged from the basic income (loss) per share calculation, as the assumed exercise of Till's stock options and warrants does not result in an adjustment to income or loss.

Stock options to purchase 226,000 restricted voting shares were outstanding at September 30, 2022 and December 31, 2021. Those stock options were excluded in the calculation of diluted earnings per share because the exercise price of the options was greater than the weighted average market value of the restricted voting shares in the three and nine months ended September 30, 2022 and 2021.

15. DISCONTINUED OPERATIONS

During the year ended December 31, 2019, Till initiated a plan to sell Holdings and its wholly-owned subsidiaries, Omega and Focus, all of which operate, and are based, in Canada. As a result of that decision, pursuant to IFRS, Holdings is considered to be a discontinued operation and is reported as discontinued operations on Till's Consolidated Statements of Loss, Consolidated Statements of Comprehensive Loss, and Consolidated Statements of Cash Flows.

On June 21, 2021, Till and Accelerant Holdings ("Accelerant") announced that they executed a share purchase agreement for Accelerant to acquire from Till, Holdings and its two wholly-owned subsidiaries Omega and Focus ("Omega Companies"). Accelerant will pay Till an aggregate purchase price of 1.15 times the aggregate book value of the Omega

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Companies, or approximately \$9,576,000 as of September 30, 2022, in exchange for all of the issued and outstanding shares of Holdings. Completion of the transaction is subject to approval of Canada's Office of the Superintendent of Financial Institutions, the TSX Venture Exchange, and certain other customary consents and provincial insurance regulatory filings.

The summary of the income (loss) presented on the basis of discontinued operations is summarized as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
Revenue from discontinued operations:				
Insurance premiums written	\$ 35,564,127	\$ 29,257,481	\$104,687,780	\$ 85,069,862
Insurance premiums ceded to reinsurers	(35,174,677)	(29,021,391)	(103,785,611)	(84,371,572)
Change in unearned premiums	157,447	144,132	216,497	317,642
Net insurance premiums earned	546,897	380,222	1,118,666	1,015,932
Fees - Chief agency	44,046	75,013	154,545	226,528
Investment income (loss)	30,532	207,871	(227,958)	728,326
Total revenue	621,475	663,106	1,045,253	1,970,786
Expenses from discontinued operations:				
Losses and loss adjustment expenses, net	402,919	185,006	271,858	621,835
General and administrative income	(86,931)	(55,925)	(266,962)	(147,875)
Salaries and benefits	203,330	212,706	628,013	634,522
Total expenses	519,318	341,787	632,909	1,108,482
Income from discontinued operations before income taxes	102,157	321,319	412,344	862,304
Income tax recovery (expense)	796	(5,266)	(89,648)	(105,004)
Income from discontinued operations	\$ 102,953	\$ 316,053	\$ 322,696	\$ 757,300

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The summary of cash flows presented on the basis of discontinued operations is summarized as follows:

	Nine Months Ended September 30	
	2022	2021
Cash flows from discontinued operating activities		
Net income from discontinued operations	\$ 322,696	\$ 757,300
Non-cash items:		
Amortization of capital assets	56,333	59,085
(Income) loss on investments	227,958	(728,326)
Income tax expense	89,648	105,004
	<u>696,635</u>	<u>193,063</u>
Net income adjusted for non-cash items		
(Increase) decrease in premiums receivable and reinsurance recoverables	1,046,662	(703,395)
(Increase) decrease in unpaid losses, LAE, and amounts ceded	(174,458)	364,650
Decrease in reinsurance payables	(1,210,423)	(652,669)
(Increase) decrease in deferred policy acquisition costs	(324,486)	566,738
Increase in deferred income tax asset	(7)	(8,463)
Decrease in unearned premiums	(216,497)	(317,641)
Increase in accounts payable and other liabilities	687,560	89,574
Other working capital changes	(12,227)	(15,056)
Total working capital changes	<u>(203,876)</u>	<u>(676,262)</u>
Total operating cash flows provided by (used in) discontinued operations	<u>492,759</u>	<u>(483,199)</u>
Investing cash flows from discontinued operations		
Sales of investments	24,665,300	8,882,270
Purchases of investments	(25,431,333)	(8,889,161)
Sale of real estate asset	—	571,308
Purchases of property, plant, and equipment	—	(5,846)
Total investing cash flows provided by (used in) discontinued operations	<u>(766,033)</u>	<u>558,571</u>
Financing cash flows from discontinued operations		
Lease payments	(56,807)	(55,988)
Total financing cash flows used in discontinued operations	<u>\$ (56,807)</u>	<u>\$ (55,988)</u>

16. SEGMENT INFORMATION

Till operates in a single segment, that being investments.

Till's revenue (loss) from continuing operations is attributable to the following geographical areas:

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
Canada	\$ (2,090)	\$ (6,990)	\$ (2,115)	\$ (144,714)
United States	(73,469)	7,034,552	(2,825,549)	7,045,258
Total	<u>\$ (75,559)</u>	<u>\$ 7,027,562</u>	<u>\$ (2,827,664)</u>	<u>\$ 6,900,544</u>

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The non-current assets (other than financial instruments and deferred income tax assets) are accounted for in the following geographical areas:

	September 30, 2022	December 31, 2021
Canada	\$ 24,158	\$ 24,158
United States	1,124,686	307,886
Total	\$ 1,148,844	\$ 332,044

17. RELATED PARTY DISCLOSURES

(a) Compensation of key management personnel

Key management personnel and directors 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 three and nine months ended September 30, 2022, total compensation amounted to \$0.12 million and \$0.37 million, respectively (three and nine months ended September 30, 2021 - \$0.14 million and \$0.67 million, respectively) including \$0.02 million and \$0.06 million stock-based compensation during the three and nine months ended September 30, 2022, respectively (three and nine months ended September 30, 2021 - \$0.04 million and \$0.28 million, respectively). One of Till's independent directors also serves as the CEO of SPD and receives \$12,000 a year from SPD for his services.

(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 \$15,000 and \$45,000 for the three and nine months ended months ended September 30, 2022 and 2021, respectively, for those services.

(c) Common management

As of September 30, 2022, one of Till's directors is SPD's CEO and director, and another three of Till's directors are SPD directors.

Dr. John ("Terry") Rickard, a Till director, was the Chairman of the Management Committee of TCM, a joint venture in which IGT, a company in which Till has 7.6% ownership, was the majority owner. He is also a board member of IGFE, a company over which Till is deemed to have significant influence. During the nine months ended September 30, 2022, Dr. Rickard received compensation of \$0.29 million from TCM and IGT plus 10,000 units of IGT (\$0.19 million and 10,000 IGT units during the year ended December 31, 2021).

18. CAPITAL MANAGEMENT

(a) Regulatory capital

Till manages capital on an aggregate basis, as well as separately for each regulated entity. Till's insurance subsidiary Omega is subject to the regulatory capital requirements defined by the Office of Superintendent of Financial Institutions (Canada) ("OSFI") and is subject to minimum capital requirements, which amounts are not available to satisfy liabilities of Till or other subsidiaries.

Till's objectives when managing capital consist of:

- Ensuring that policyholders in the insurance subsidiary are protected while complying with regulatory capital requirements.
- Complying with regulatory capital requirements.

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- Maintaining a strong liquidity position that provides a reasonable return on invested assets.
- Maximizing 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 pursue strategic business 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 AOCI. Capital is monitored by Till's Board of Directors.

(b) *Omega*

OSFI has set out expectations of a 100% Minimum Capital Test ("MCT") as the minimum and 150% MCT as the supervisory target for Canadian property and casualty insurance companies. As of September 30, 2022, Omega had total capital available of Cdn\$9.21 (US\$6.72) million (December 31, 2021 - Cdn\$9.70 (US\$7.65) million) and a total capital required of Cdn\$2.66 (US\$1.94) million (December 31, 2021 - Cdn\$2.70 (US\$2.13) million) resulting in a MCT of 346% (December 31, 2021 of 352%). As of September 30, 2022 and December 31, 2021, Omega is in compliance with OSFI's MCT requirements.

19. FINANCIAL RISK MANAGEMENT

(a) *Insurance risk*

Till's discontinued operation 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 risks defined in the insurance contracts.

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

The principal risk that Omega faces under both general insurance policies and reinsurance assumption 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 policies or reinsurance assumption 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, Omega is also exposed to inflation risk. Omega'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 policies 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 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

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extent to which past trends may not apply in the future. Consideration is also 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 investments exceed its estimated obligations.

(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 of 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. Till also holds collateral for certain of its reinsurance arrangements.

(d) Investment risk

Till is exposed to investment risk to the extent that changes in market conditions impact the value of its investments. To mitigate that risk, Till actively monitors and manages its investments to limit losses.

(e) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market factors, including currency risk, interest rate risk, and equity risk.

(i) Currency risk

Till's discontinued operation Omega is exposed to currency risk to the extent that non-Canadian dollar denominated amounts are paid or received when adverse changes to foreign exchange rates occur. To mitigate that risk, Omega has policies to limit its exposure to US dollar currency risk; for all other currencies, Omega has policies such that all applicable assets and liabilities are broadly matched in terms of their currency.

(ii) Interest rate risk

Till's discontinued operation Omega is exposed to interest rate risk to the extent that cash flows from assets and liabilities are not closely matched. To mitigate this risk, Omega has policies to limit its overall exposure to interest rate risk.

(iii) Equity risk

Till's discontinued operation Omega is exposed to equity risk to the extent that changes in market conditions impact the value of its equity investments, corporate bond exchange traded funds, or principal at risk notes. To mitigate that risk, Omega has policies to limit the overall amount of equity investments, corporate bonds, and principal at risk notes, and to limit exposure to individual securities and industries.

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The sensitivity analysis for equity rate risk set out below illustrates the impact of a 10% change in prices for all of the equity securities, corporate bond exchange traded funds, and principal at risk notes held at the reporting date.

(f) Regulatory risk

Till's investments are subject to regulatory and legal requirements including sanctions imposed by the U.S., Canada, Russia and other nations as a result of the War in Ukraine. Those sanctions are unprecedented and their full scope and application have not been tested in courts of competent jurisdiction. As a result, Till faces the potential for adverse changes in the valuation of certain assets, particularly IGFE, due to the evolving imposition and interpretation of such sanctions.