TILL CAPITAL CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Years Ended December 31, 2022 and 2021

The following management's discussion and analysis ("MD&A") of the activities, results of operations, and financial position of Till Capital Corporation ("Till") should be read in conjunction with the consolidated financial statements for the years ended December 31, 2022 and 2021 and the related notes that have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("IFRS"). All amounts in this MD&A are stated in United States dollars unless otherwise indicated. This MD&A was prepared as of May 1, 2023.

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

BACKGROUND AND CORE BUSINESS

Till is an investment holding company domiciled in Canada. Till's investment portfolio at December 31, 2022 includes 755,193 common shares of Osisko Development Corp. (TSXV:ODV) ("ODV") representing approximately 1% of the issued and outstanding common shares of ODV at December 31, 2022. Those shares were acquired as part of a distribution by IG Tintic LLC ("IGT") when it sold to ODV its majority ownership of Tintic Consolidated Metals LLC ("TCM"), which holds a substantial consolidated land package of over 14,000 acres of mineral rights, including 7,000 acres of surface rights, in the East Tintic Mining District near Provo, Utah. Till retains its 7.5% ownership interest in IGT which received a 1% Net Smelter Return ("NSR") royalty on the TCM property as part of the sale of TCM to ODV. Till also owns a portfolio of royalties and 33.3% of IG Far East ("IGFE"), a private company with a majority interest in the Durmin gold project in the Russian Far East.

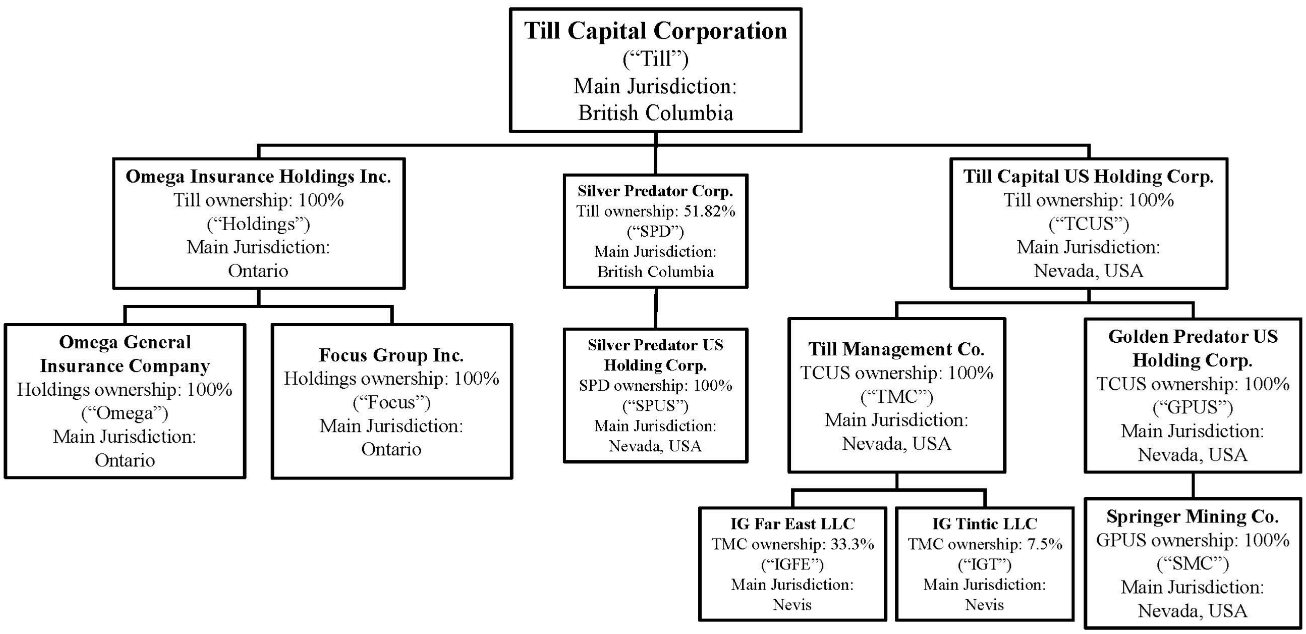
Till, through its wholly-owned subsidiary Golden Predator US Holding Corp. ("GPUS"), owns Springer Mining Company ("SMC") which owns the Springer underground mine and mill complex, various water rights, a current tungsten mineral resource, approximately 3,700 acres of private land, unpatented claims, and substantially all permits required for mining operations. That property is located southwest of Winnemucca, Nevada. Till is committed to selling SMC and Pursuant to IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations* ("IFRS 5"), SMC's assets and liabilities are classified as held for sale.

On April 24, 2023, Till signed an Asset Purchase and Sale Agreement with a private company for the sale of SMC's assets. Till will receive $2,000,000 in cash (less $25,000 on deposit) for the deed and ownership of SMC's assets. Till will also be entitled to receive production royalty payments of up to $2,500,000 in respect of future production from the mill at SMC. Closing will occur following a 60 day due diligence period and the receipt of required regulatory and stock exchange approvals.

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 and implemented for the summer of 2023.

Through Till's wholly-owned subsidiary, Omega Insurance Holdings, Inc. ("Holdings") and its wholly-owned subsidiary Omega General Insurance Company ("Omega"), Till provides property and casualty insurance and reinsurance. Omega underwrites direct insurance and reinsurance business. Omega is a primary insurer, or direct writer, for insurance companies looking to write Canadian business, but lacking the appropriate Canadian insurance licenses. In that capacity, Omega acts as the direct writer, or fronting company, for a specific insurance company, and, typically, will cede most or all of that fronted business to that insurer. As a reinsurer, Omega provides assumption reinsurance to insurance companies that want to exit the Canadian market, and to insurance companies that want to transfer all of their remaining claim liabilities on particular books of business; those arrangements are commonly referred to as "run-off" or "loss portfolio transfer" assumption business. Omega has three sources of revenue, namely, (i) premiums on direct and fronting business, (ii) premiums on portfolio transfer transactions and fees related to managing Canadian branch offices in "run-off", and (iii) assumption reinsurance, including servicing fees on certain transactions. During 2019, Till initiated a plan to sell Holdings, including its subsidiaries Omega and Focus Group Inc. ("Focus"). Pursuant to IFRS 5, Holdings is classified as a discontinued operation and Holdings' assets and liabilities are classified as held for sale. 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 subsidiaries Omega and Focus. 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 following chart sets forth Till's corporate structure as of December 31, 2022:



The discussion of Till's financial condition and results of operations that follows is intended to provide summarized information to assist the reader in understanding Till's consolidated financial statements and related notes for the years ended December 31, 2022 and 2021, as well as to provide summary explanations as regards the primary factors for financial statement changes between specified periods.

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

(a) IG Tintic LLC

Till, through its 100% owned subsidiary Till Management Company ("TMC"), invested $2,000,000 on January 13, 2020 for 880,900 units representing a 10.0% ownership in IGT. On December 17, 2020, TMC invested $700,000 for 70,000 additional units. In 2021, IGT completed private financings at $10 per unit and issued units to employees, diluting Till's ownership to 7.7%. The investment was accounted for under the equity method of accounting until June 30, 2021.

In January 2022, ODV announced that it has entered into a definitive agreement with IGT to acquire IGT's 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 1% NSR royalty on the entire property owned by TCM, which is located in the East Tintic District of Utah. The transaction closed in the second quarter of 2022.

Following the completion of the Transaction, IGT made a distribution to its members in ODV shares and cash. On May 27, 2022, TMC received 755,193 shares of ODV which were classified as an available for sale ("AFS") investment and valued at $5,399,630 using ODV's share price of Cdn$9.10 on that day. TMC also received $1,777,494 in cash of which $292,016 was withheld for Utah state taxes. The distribution was treated as a return of capital.

At December 31, 2022, TMC owned 7.5% of the outstanding units of IGT valued at $137,618 and classified as AFS investment.

(b) Carlin Vanadium Property

On July 6, 2021, Till announced that it had negotiated an amendment to the option agreement to sell its Carlin Vanadium/Black Kettle Property ("the Carlin Vanadium Property") which previously allowed the optionee Phenom Resources Corp. (TSXV: PHNM) (formerly First Vanadium Corp., "Phenom") to buy-out the 2% Net Smelter Return ("NSR") royalty granted to Golden Predator US Holding Corp. ("GPUS") for $4,000,000 at the same time that Phenom exercises the purchase option and acquires 100% in the property. To exercise the option, Phenom was required to pay GPUS $1,900,000 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 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 are recorded as exploration expense recovery.

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 received in 2022 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 to present value using a discount rate of 19%.

(c) 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 bore 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 was 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) Cdn$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 totaling $201,975.

In December 2022, Till raised $500,000 from the issuance of a convertible note to an arm's length purchaser. The note matures on December 6, 2023 and bears interest of i) 1.25% per month up to and including March 6, 2023, compounded monthly ii) 1.75% per month from March 7, 2023 to June 6, 2023, compounded monthly and iii) 2% per month from June 7, 2023 to maturity, compounded monthly. 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) Cdn$5.47. 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.

In April 2023, Till raised Cdn$200,000 from the issuance of a convertible note to an arm's length purchaser. The note bears interest of i) 1.25% per month for the first 3 months, compounded monthly ii) 1.75% per month for the next three months, compounded monthly, and iii) 2% per month for the final six months to maturity, compounded monthly. The note is convertible into common shares of Till on maturity at the holder's option at Cdn$5.48. 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.

(d) IG Far East LLC

In 2020, Till, through TMC, initially invested $450,000 in IGFE. During the year ended December 31, 2022, Till invested $442,865 (year ended December 31, 2021 - $1,836,177) to maintain a 33.3% ownership interest. Additional investments, if any, may be requested, but any such additional investment is at Till's option.

The 2022 drilling program at Durmin has been completed and a GKZ report (the Russian standard report of resources) is in preparation by an independent agency and is expected to be delivered to IGFE in 2023. That report will define an official resource for the Durmin project. Given the uncertainties regarding present and future US, Canadian, and Russian policies related to the current Russia-Ukraine conflict, any potential impact of those policies on the valuation of IGFE cannot be reliably forecasted.

Till's investment in IGFE is accounted for under the equity method of accounting. For the years ended December 31, 2022 and 2021, Till recorded losses of $104,376 and $146,960, respectively, for its portion of equity method investment loss in IGFE.

(e) Assets and liabilities held for sale

Omega Insurance Holdings, Inc.

In late 2019, Till initiated a plan to sell Holdings, including its subsidiaries, Omega and Focus, all of which are based and operate in Canada. Pursuant to IFRS 5, Holdings is classified as a discontinued operation and Holdings' assets and liabilities are 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.

On June 21, 2021, Till and 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 $8,775,000 as of December 31, 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. Till is committed to selling SMC. Pursuant to IFRS 5, SMC's assets and liabilities are classified as held for sale.

On April 24, 2023, Till signed an Asset Purchase and Sale Agreement with a private company for the sale of SMC's assets. Till will receive $2,000,000 in cash (less $25,000 on deposit) for the deed and ownership of SMC's assets. Till will also be entitled to receive production royalty payments of up to $2,500,000 in respect of future production from the mill at SMC. Closing will occur following a 60 day due diligence period and the receipt of required regulatory and stock exchange approvals.

Taylor Property

In November 2022, SPD's wholly-owned subsidiary Silver Predator US Holding Corp. ("SPUS") and White Pine Precious Metals Inc. ("WPPM"), a privately held Ontario-based company, signed a purchase agreement for WPPM to acquire SPUS's Taylor property. Pursuant to IFRS 5, SPD's Taylor property was classified as held for sale.

The terms of the purchase agreement included an immediate payment of $25,000 followed by a payment of $850,000 by the closing date, with an additional $875,000 payment 18 months following the closing date. Also at the closing date, SPUS will receive 5% of the issued and outstanding common shares of WPPM on a basic, non-diluted basis. SPUS received the $25,000 on November 22, 2022. The closing occurred on January 27, 2023.

As a result of the purchase agreement, a reversal of previous impairment in the amount of $1,522,022 was recorded at December 31, 2022 based on the value of the cash received, the cash to be received discounted to present value using a discount rate of 18%, and shares of WPPM to be received.

(Stated in US dollars)

OUTLOOK

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

The planned sales of Springer and Holdings will provide substantial cash infusions and allow Till to focus on maximizing its shareholder value through managing its investment portfolio, which includes mining investments and mining resources.

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

FINANCIAL HIGHLIGHTS

	Year Ended December 31		
	2022	2021	2020
Total revenue (loss)	$ (1,718,943)	$ 6,760,631	$ (449,948)
Income (loss) from continuing operations attributable to shareholders of Till	$ (3,671,424)	$ 4,807,906	$ (2,306,753)
Income (loss) attributable to shareholders of Till	$ (4,205,100)	$ 4,805,232	$ (1,559,539)
Basic and diluted income (loss) per share from continuing operations attributable to shareholders of Till	$ (1.15)	$ 1.51	$ (0.72)
Basic and diluted income (loss) per share attributable to shareholders of Till	$ (1.32)	$ 1.51	$ (0.49)
Total assets	$ 64,857,134	$ 70,894,455	$ 62,119,685
Total non-current financial liabilities	$ —	$ 1,593,961	$ —

Till's revenue (loss) is predominantly attributable to investment returns that are subject to volatility. The lower revenue in 2022 is due primarily to investment losses related to Till's investment in IGT.

The lower income in 2022 was primarily due to investment losses and income tax expense.

The decrease in total assets from 2021 to 2022 is primarily related to a decrease in investments, predominantly IGT.

($ in millions, except per share amounts)

	2022				2021			
	Oct - Dec	Jul - Sep	Apr - Jun	Jan - Mar	Oct - Dec	Jul - Sep	Apr - Jun	Jan - Mar
Total revenue (loss)	$ 1.11	$ (0.08)	$ (3.00)	$ 0.25	$ (0.15)	$ 7.03	$ (0.08)	$ (0.04)
Income (loss) from continuing operations attributable to the shareholders of Till	$ (1.47)	$ 0.37	$ (2.36)	$ (0.21)	$ (0.38)	$ 6.67	$ (0.88)	$ (0.60)
Income (loss) attributable to the shareholders of Till	$ (2.33)	$ 0.47	$ (2.37)	$ 0.02	$ (1.14)	$ 6.99	$ (0.69)	$ (0.35)
Basic and diluted income (loss) per share from continuing operations attributable to the shareholders of Till	$ (0.47)	$ 0.12	$ (0.74)	$ (0.06)	$ (0.11)	$ 2.09	$ (0.28)	$ (0.19)
Basic and diluted income (loss) per share attributable to the shareholders of Till	$ (0.74)	$ 0.15	$ (0.74)	$ 0.01	$ (0.35)	$ 2.19	$ (0.22)	$ (0.11)

Income (loss) attributable to Till's shareholders is substantially determined by insurance and investment results and asset valuations.

The increase in revenue in the fourth quarter of 2022 is primarily due to a correction in the classification between investment income recognized through profit and loss and investment income recognized through other comprehensive income. The loss from continuing operations attributable to the shareholders of Till is primarily due to an impairment expense related to SMC and unfavorable adjustment of deferred income tax benefit, partly offset by the reversal of mineral property impairment of the Taylor property.

Higher loss (negative revenue), higher loss from continuing operations attributable to the shareholders of Till, and higher loss attributable to the shareholders of Till in the second quarter of 2022 are due primarily to an investment loss related to the impairment of Till's IGT investment.

Higher loss attributable to the shareholders of Till in the fourth quarter of 2021 is primarily due to increased loss from discontinued operations.

Higher revenue, higher income from continuing operations attributable to the shareholders of Till, and higher income attributable to the shareholders of Till in the third quarter of 2021 is primarily due to the reclassification of the IGT investment from equity method investment to AFS investment.

(a) Results of operations for the three months ended December 31, 2022

Net loss for the three months ended December 31, 2022 increased $0.52 million to $1.63 million (three months ended December 31, 2021 - loss of $1.11 million). The difference is due to:

- An assets held for sale impairment expense for the three months ended December 31, 2022 of $1.86 million (three months ended December 31, 2021 - $nil) due to the decrease in the estimated FVLCD of the Springer Mine & Mill complex as of December 31, 2022.

- Deferred income tax expense for the three months ended December 31, 2022 increased $1.56 million to $1.45 million (three months ended December 31, 2021 - benefit of $0.11 million) due to an unfavorable adjustment based on the usability of deferred income tax assets in future periods.

- A reversal of mineral property impairment expense for the three months ended December 31, 2022 of $1.52 million (three months ended December 31, 2021 - $nil) due to classification as held for sale of the Taylor property owned by SPD. The fair value less costs to dispose ("FVLCD") of the Taylor property was determined to be greater than the book value at December 31, 2022 resulting in a reversal of prior mineral property impairment expenses for Taylor.

- Net investment income for the three months ended December 31, 2022 increased $1.25 million to $1.11 million (three months ended December 31, 2021 - loss of $0.14 million) primarily due to a $1.16 million correction in the classification of income between investment income recognized through profit and loss and investment income recognized through other comprehensive income related to shares of ODV.

(b) Results of operations for the year ended December 31, 2022

Net loss for the year ended December 31, 2022 increased $8.37 million to $3.59 million (year ended December 31, 2021 - income of $4.78 million). The difference is due to:

- Net investment income for the year ended December 31, 2022 decreased $8.45 million to loss of $1.72 million (year ended December 31, 2021 - income of $6.73 million) due primarily an impairment of the value of IGT of $1.72 million and no gain resulting from the prior year reclassification of IGT from equity method investment to AFS (year ended December 31, 2021 - income of $7.27 million).

- An assets held for sale impairment expense for the year ended December 31, 2022 of $1.86 million (year ended December 31, 2021 - $nil) due to the decrease in the estimated FVLCD of the Springer Mine & Mill complex as of December 31, 2022.

- Current income tax expense for the year ended December 31, 2022 of $1.68 million due primarily to the gain on the cash and shares of ODV received from IGT and the sale of the Carlin Vanadium property.

- Loss from discontinued operations for the year ended December 31, 2022 increased $0.53 million to $0.53 million due primarily to lower investment income, partly offset by decreased losses and loss adjustment expenses.

- Deferred income tax recovery for the year ended December 31, 2022 increased $1.83 million to $0.63 million (year ended December 31, 2021 - expense of $1.20 million) primarily due to the decrease in the value of IGT.

- A reversal of mineral property impairment expense for the year ended December 31, 2022 of $1.52 million (year ended December 31, 2021 - $nil) due to the classification as held for sale of the Taylor property owned by SPD. The FVLCD of the Taylor property was determined to be greater than the book value at December 31, 2022 resulting in a reversal of prior mineral property impairment expenses for Taylor.

- Exploration expense recovery for the year ended December 31, 2022 increased $0.35 million to $1.73 million (year ended December 31, 2021 - $1.38 million) due to cash and a royalty received from the sale of the Carlin Vanadium property.

(c) Cash flows for the year ended December 31, 2022

Cash inflows from operating activities for the year ended December 31, 2022 increased $1.55 million to $0.43 million (year ended December 31, 2021 - outflows of $1.12 million) due primarily to changes in insurance-related discontinued operating assets and liabilities.

Cash outflows from investing activities for the year ended December 31, 2022 decreased $0.92 million to $0.47 million (year ended December 31, 2021 - $1.39 million) primarily due to cash received from IGT and decreased investment in IGFE, partially offset by increased cash outflows from the discontinued operations insurance-related investing activities.

Cash outflows from financing activities for the year ended December 31, 2022 increased $1.96 million to $0.86 million (year ended December 31, 2021 - inflows of $1.10 million) due primarily to payments on notes payable of $1.50 million (year ended December 31, 2021 - $nil), and a decrease of $0.50 million in proceeds from notes payable.

(d) Financial position

Cash decreased $0.06 million during the year ended December 31, 2022 due primarily to operating expenditures of $1.52 million, $0.80 million in net payments on notes payable, and $0.44 million purchase of equity method investments, partially offset by $2.44 million proceeds from investment distributions and property option payment.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2022, Till had working capital of $17.42 million, of which $12.44 million is related to assets held for sale, including cash and investments of $0.67 million and $5.92 million, respectively, as compared to working capital of $26.47 million, of which $13.96 million is related to assets held for sale, including cash and investments of $0.61 million and $12.99 million, at December 31, 2021, respectively. Till has no long-term debt.

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”), which amounts are not available to satisfy liabilities of Till or other affiliates.

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.
- 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 accumulated other comprehensive income. Capital is monitored by Till's Board of Directors.

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 December 31, 2022, Omega had total capital available of Cdn$10.15 (US$7.49) million (December 31, 2021 - Cdn$9.70 (US$7.65) million) and a total capital required of Cdn$2.51 (US$1.85) million (December 31, 2021 - Cdn$2.70 (US$2.13) million) resulting in a MCT of 404% (December 31, 2021 of 352%). As of December 31, 2022 and December 31, 2021, Omega is in compliance with OSFI's MCT requirements. In April 2023, Omega updated its estimate of the loss related to a single policy originally issued by an insurance company (the predecessor insurance company) in 1966. Till recorded the increased loss estimate in its financial statements for the year ended December 31, 2022.

OUTSTANDING SHARE DATA

At December 31, 2022, Till had 3,191,462 issued and outstanding restricted voting shares, and 226,000 outstanding options with a weighted average exercise price of Cdn$11.76 (US$8.68).

On January 28, 2021 Till granted an aggregate of 300,000 incentive stock options to directors, officers, and employees 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.

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 year ended December 31, 2022, total compensation amounted to $0.50 million (year ended December 31, 2021 - $0.77 million) including $0.06 million stock-based compensation during the year ended December 31, 2022 (year ended December 31, 2021 - $0.28). One of Till's non-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 $60,000 for the years ended December 31, 2022 and 2021 for those services.

(c) Common management

Dr. John (“Terry”) Rickard, a Till director, is a board member of IG Far East, a company over which Till is deemed to have significant influence. Dr. Rickard received no compensation during the years ended December 31, 2022 and 2021 from IG Far East.

As of December 31, 2022, one of Till's directors is SPD's CEO and director, and another three of Till's directors are SPD directors.

OFF BALANCE SHEET ARRANGEMENTS

At December 31, 2022, Till had no off-balance sheet arrangements or any obligations that could trigger material financing, liquidity, market, or credit risk to Till.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts and other disclosures in these consolidated financial statements. Amounts in the 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, impairment indicator assessment of mineral properties and Till's investment in IGFE, and reversal of SPD's mineral property impairment.

(a) 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 $17,720,024, 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 enuring reinsurance coverage for the total loss however the collectability of reinsurance remains uncertain as the reinsurance policy also dates back to 1966, and reinsurance coverage relating to the 2010 assumption reinsurance agreement has not been confirmed.

(Stated in US dollars)

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 factoring in the latest available information is approximately $3,119,000. Management has assumed 40% of the reinsurance coverage as collectable which results in a net incurred liability to Omega of approximately $1,851,000. 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.

The insurance and reinsurance liabilities reported as liabilities held for sale are summarized as follows:

	December 31, 2022	December 31, 2021
Reserve for unpaid losses and loss adjustment expenses	$ 15,671,607	$ 13,054,526
Unearned premiums	11,531,536	11,944,954
Reinsurance payables	11,449,997	12,131,804
Unearned commissions	2,535,239	2,312,624
Total insurance and reinsurance liabilities	**$ 41,188,379**	**$ 39,443,908**

The insurance and reinsurance related assets reported as assets held for sale are summarized as follows:

	December 31, 2022	December 31, 2021
Unpaid losses and loss adjustment expenses ceded	$ 9,925,288	$ 7,865,551
Unearned premiums ceded	10,321,087	10,308,111
Premiums receivable and reinsurance recoverables	11,576,412	13,555,036
Deferred policy acquisition costs	1,461,849	1,340,323
Total insurance and reinsurance assets	**$ 33,284,636**	**$ 33,069,021**

(b) Classification and valuation of assets held for sale

Till follows the guidance of 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 FVLCD. Estimates are made in the measurement of FVLCD. In assessing classification, Till considers all currently available information, including results of ongoing sales processes.

CHANGES TO ACCOUNTING STANDARDS

Standards and interpretations not yet adopted

(a) 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 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 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.

(b) 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.

Till will apply IFRS 17 effective January 1, 2023 with a transition date of January 1, 2022. IFRS 17 will be applied retrospectively to each group of insurance contracts as if IFRS 17 had always applied. As a result, comparative information will be restated. The adoption of IFRS 17 will affect the timing of earnings recognition for Omega's insurance contracts and the carrying amount of insurance contract assets and liabilities, as well as require changes in presentation and disclosure.

To manage the transition to IFRS 17, Omega established a program to review the impacts of the standard and implementation of policies, systems, processes and controls required for the adoption. Progress has been made under this program in preparing for the implementation of IFRS 17, however the transition has not been finalized and the financial impact of these changes are still being evaluated and therefore not reasonably estimable at this time.

The following summarizes Omega's significant accounting policies under IFRS 17:

<u>Level of Aggregation:</u>
IFRS 17 requires insurance contracts to be aggregated and measured together based on those contracts that are managed together and share similar risks. Contracts are then further disaggregated based on profitability, and each group must not include contracts issued more than one year apart.

Measurement:
IFRS 17 introduces a new concept of general measurement model ("GMM") for the recognition and measurement of insurance contracts. Entities also have the option to use a simplified measurement model, Premium Allocation Approach ("PAA"), for contracts that have a coverage period of one year or less, or if the resulting Asset or Liability for remaining coverage ("ARC/LRC") is not expected to materially differ from the ARC/LRC measured using the GMM.

Omega expects to use the PAA for contracts with coverage periods that are one year or less. For contracts that have coverage periods that exceed one year, Omega expects to use the GMM.

The insurance contract liability comprises a liability for remaining coverage ("LRC") relating to future service, and a liability for incurred claims ("LIC") relating to past service. When measuring the LIC, IFRS 17 also requires that estimates of future cash flows are discounted to reflect the time value of money and financial risk related to those cash flows. The methodology for determining discount rates is not prescribed and requires judgement to determine. Under IFRS 4, Omega's discount rate was closely tied to the assets supporting insurance liabilities. Under IFRS 17, the key change is that the discount rate is now explicitly required to consider the timing and liquidity characteristics of the cash flows in insurance contracts, which may be difference from the assets supporting those liabilities. Omega expects to apply an approach based on the risk-free rate plus a liquidity premium for both issued insurance contracts and reinsurance contracts held.

Under both the PAA and the GMM, an adjustment for an explicit risk adjustment for non-financial risk replaces the margins for adverse deviation under IFRS 4.

Under the GMM, the LRC also includes an adjustment for contractual service margin ("CSM"), representing the unearned profit Omega will recognize as it provides service under the GMM insurance contracts.

Presentation and disclosures:
IFRS 17 introduces significant changes to the disclosure and presentation of insurance items in the financial statements including:

- Changes in the Balance Sheet where premiums receivable, deferred acquisition costs, claims liabilities, unearned premiums and other related assets and liabilities will be presented together by portfolio on a single line called Insurance contract liabilities or assets. Reinsurance assets, reinsurance receivable, ceded commission and other related assets and liabilities will be presented together by portfolio on a single line called reinsurance contract assets or liabilities.

- Change in Statement of Income where direct results will be presented separately from reinsurance results.

- Underwriting performance will be presented in the statement of income under insurance service result which will be composed of:

    - Insurance revenue which includes revenues related to direct business allocated based on the passage of time of insurance contracts, similar to IFRS 4.

    - Insurance service expenses which includes expenses related to direct business incurred claims, amortization of insurance acquisition cash flows, and losses and reversal of losses on onerous contracts.

- ◦ Net income (expenses) from reinsurance contracts held which includes revenues and expenses related to ceded business.
- ◦ Insurance service results will be presented without the impact of discount unwinding and change in discount rate which will be shown separately under insurance finance income and expenses, outside of underwriting performance.
- ◦ Extensive disclosures are required on the recognized amounts from insurance contracts and the nature and extent of risks arising from those contracts.

FINANCIAL RISK MANAGEMENT

(a) Insurance risk

Omega principally underwrites insurance lines of business that include personal property, commercial property, and liability lines of business. The various coverages underwritten have specific insurance contracts that set forth the specific insurance risk exposures, including the duration of the coverage. Omega is exposed to risks defined in those insurance contracts that it writes or assumes.

In addition to underwriting general insurance contracts, Omega has also assumed portfolios of existing business that are in run-off from other insurers through assumption reinsurance transactions. Those portfolios could be from any line of business that the transferring insurer underwrote prior to the effective date of assumption. Under those assumption reinsurance transactions, Omega is exposed to certain risks defined in the underlying insurance policies 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, Till is also exposed to inflation risk. Till's objective is to ascertain, based on the business insured and other factors, that sufficient resources 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 and assumed on both a proportional and non-proportional basis. The use of proportional and non-proportional reinsurance varies by line of business.

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

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

(Stated in US dollars)

(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.

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

December 31, 2022	Up to 1 year	1 - 5 years	5 - 10 years	10+ years	No specific maturity	Total
Financial assets:						
Cash and cash equivalents	$ 667,868	$ —	$ —	$ —	$ —	$ 667,868
Held for trading securities	—	—	—	—	133,197	133,197
Available for sale	—	—	—	—	3,367,765	3,367,765
Total financial assets	**$ 667,868**	**$ —**	**$ —**	**$ —**	**$ 3,500,962**	**$ 4,168,830**
Financial liabilities:						
Payables and accruals	$ 1,196,943	$ —	$ —	$ —	$ —	$ 1,196,943
Note payable	505,000	—	—	—	—	505,000
Total financial liabilities	**$ 1,701,943**	**$ —**	**$ —**	**$ —**	**$ —**	**$ 1,701,943**

December 31, 2021	Up to 1 year	1 - 5 years	5 - 10 years	10+ years	No specific maturity	Total
Financial assets:						
Cash and cash equivalents	$ 611,407	$ —	$ —	$ —	$ —	$ 611,407
Held for trading securities	—	—	—	—	205,853	205,853
Available for sale	—	—	—	—	10,708,143	10,708,143
Total financial assets	**$ 611,407**	**$ —**	**$ —**	**$ —**	**$10,913,996**	**$11,525,403**
Financial liabilities:						
Payables and accruals	$ 68,518	$ —	$ —	$ —	$ —	$ 68,518
Note payable	1,212,000	—	—	—	—	1,212,000
Total financial liabilities	**$ 1,280,518**	**$ —**	**$ —**	**$ —**	**$ —**	**$ 1,280,518**

(Stated in US dollars)

December 31, 2022	Up to 1 year	1 - 5 years	5 - 10 years	10+ years	No specific maturity	Total
Held for sale						
Financial assets:						
Cash and cash equivalents	$ 544,471	$ —	$ —	$ —	$ —	$ 544,471
Held for trading securities	—	328,367	—	—	—	328,367
Available for sale:						
Government debt securities	11,163,111	3,217,667	—	—	—	14,380,778
Corporate bond exchange traded funds	110,074	2,910,611	225,544	26,006	—	3,272,235
Guaranteed investment certificate	55,375	—	—	—	—	55,375
Loans and receivables:						
Premium and reinsurance receivables	7,367,873	—	—	—	4,208,539	11,576,412
Reinsurance assets	6,438,126	3,044,162	406,822	36,178	—	9,925,288
Other assets	16,509	—	—	—	—	16,509
Total financial assets held for sale	**$25,695,539**	**$ 9,500,807**	**$ 632,366**	**$ 62,184**	**$ 4,208,539**	**$40,099,435**
Held for sale						
Financial liabilities:						
Payables and accruals	$11,414,225	$ —	$ —	$ —	$ 3,296,663	$14,710,888
Insurance contract liabilities	7,861,406	6,397,767	1,269,935	142,499	—	15,671,607
Other liabilities	126,345	—	—	—	—	126,345
Total financial liabilities held for sale	**$19,401,976**	**$ 6,397,767**	**$ 1,269,935**	**$ 142,499**	**$ 3,296,663**	**$30,508,840**

(Stated in US dollars)

December 31, 2021	Up to 1 year	1 - 5 years	5 - 10 years	10+ years	No specific maturity	Total
Held for sale						
Financial assets:						
Cash and cash equivalents	$ 1,081,321	$ —	$ —	$ —	$ —	$ 1,081,321
Held for trading securities	—	377,784	—	—	—	377,784
Available for sale:						
Government debt securities	7,127,307	4,905,125	—	—	—	12,032,432
Corporate bond exchange traded funds	160,909	3,806,594	486,670	328,052	—	4,782,225
Loans and receivables:						
Premium and reinsurance receivables	7,242,526	—	—	—	6,312,510	13,555,036
Reinsurance assets	5,178,262	1,993,217	626,282	67,790	—	7,865,551
Other assets	28,351	—	—	—	—	28,351
Total financial assets held for sale	**$20,818,676**	**$11,082,720**	**$ 1,112,952**	**$ 395,842**	**$ 6,312,510**	**$39,722,700**
Held for sale						
Financial liabilities:						
Payables and accruals	$ 9,944,971	$ —	$ —	$ —	$ 5,112,794	$15,057,765
Insurance contract liabilities	6,574,381	4,253,037	1,929,326	297,782	—	13,054,526
Other liabilities	282,193	—	—	—	—	282,193
Total financial liabilities held for sale	**$16,801,545**	**$ 4,253,037**	**$ 1,929,326**	**$ 297,782**	**$ 5,112,794**	**$28,394,484**

(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 with regard to 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.

December 31, 2022 Dominion Bond Rating Service: A.M. Best Company:	AAA A++	AA A+	A A, A-	BBB B++	Less than BBB B++	Not rated	Total
Cash and cash equivalents	$ —	$ —	$ —	$ —	$ —	$ 667,868	$ 667,868
Held for sale securities	—	—	—	—	—	133,197	133,197
Available for sale	—	—	—	—	—	3,367,765	3,367,765
Total	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**	**$ 4,168,830**	**$ 4,168,830**

(Stated in US dollars)

December 31, 2021 Dominion Bond Rating Service:A.M. Best Company:	AAA A++	AA A+	A A, A-	BBB B++	Less than BBB B++	Not rated	Total
Cash and cash equivalents	$ —	$ —	$ —	$ —	$ —	$ 611,407	$ 611,407
Held for sale securities	—	—	—	—	—	205,853	205,853
Available for sale	—	—	—	—	—	10,708,143	10,708,143
Total	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**	**$11,525,403**	**$11,525,403**

December 31, 2022 Dominion Bond Rating Service: A.M. Best Company:	AAA A++	AA A+	A A, A-	BBB B++	Less than BBB B++	Not rated	Total
Held for sale							
Cash and cash equivalents	$ —	$ —	$ —	$ —	$ —	$ 544,471	$ 544,471
Held for sale securities	—	—	—	—	—	328,367	328,367
Available for sale:							
Government debt securities	10,065,023	3,217,667	1,098,088	—	—	—	14,380,778
Corporate bond exchange traded funds	46,971	433,998	1,947,724	843,542	—	—	3,272,235
Guaranteed investment certificate	—	—	—	—	—	55,375	55,375
Loans and receivables:							
Premium and reinsurance receivables	—	—	—	—	—	11,576,412	11,576,412
Reinsurance assets	778,055	19,935	47,253	—	—	9,080,045	9,925,288
Other assets	—	—	—	—	—	16,509	16,509
Total held for sale	**$10,890,049**	**$3,671,600**	**$3,093,065**	**$ 843,542**	**$ —**	**$21,601,179**	**$40,099,435**

December 31, 2021 Dominion Bond Rating Service: A.M. Best Company:	AAA A++	AA A+	A A, A-	BBB B++	Less than BBB B++	Not rated	Total
Held for sale							
Cash and cash equivalents	$ —	$ —	$ —	$ —	$ —	$ 1,081,321	$ 1,081,321
Held for sale securities	—	—	—	—	—	377,784	377,784
Available for sale:							
Government debt securities	5,914,340	3,697,622	2,420,470	—	—	—	12,032,432
Corporate bond exchange traded funds	63,101	761,950	2,539,044	1,418,130	—	—	4,782,225
Loans and receivables:							
Premium and reinsurance receivables	—	—	—	—	—	13,555,036	13,555,036
Reinsurance assets	1,478,782	1,478,782	1,478,738	—	—	3,429,249	7,865,551
Other assets	—	—	—	—	—	28,351	28,351
Total held for sale	**$ 7,456,223**	**$5,938,354**	**$6,438,252**	**$1,418,130**	**$ —**	**$18,471,741**	**$39,722,700**

(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.

An increase of 10% in the exchange rate for US dollars on December 31, 2022 would have resulted in an increase in the carrying value of Omega’s cash and investments of $10,337 (2021 - $13,409), and an increase to the unpaid claim and adjustment expense liability of $8,122 (2021 - $9,465).

A decrease of 10% in the exchange rate for US dollars on December 31, 2022 would have resulted in a decrease in the carrying value of Omega’s cash and investments of $10,337 (2021 - $13,409), and a decrease to the unpaid claim and adjustment expense liability of $8,122 (2021 - $9,465).

(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.

An increase of 50 basis points in interest yields on December 31, 2022 would have resulted in a decrease in the carrying value of Omega’s investments of $101,152 (2021 - $161,697), and a decrease to the net unpaid claim and adjustment expense liability of $67,188 (2021 - $93,863).

A decrease of 50 basis points in interest yields on December 31, 2022 would have resulted in an increase in the carrying value of Omega’s investments of $99,675 (2021 - $163,275), and an increase to the net unpaid claim and adjustment expense liability of $69,403 (2021 – $97,018).

RISKS

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

- Governmental actions, including, but not limited to, implementation of new US federal and state, and Canadian laws and regulations, and court decisions interpreting existing laws and regulations or policy provisions.

- Uncertainties related to regulatory approval of insurance rates, policy forms, insurance products, license applications, dividends from insurance subsidiaries, acquisitions or divestitures of businesses, and other matters within the purview of insurance regulators.

- Insurance regulations to which Till's subsidiary is, or may become, subject, and potential changes thereto, could have a significant and negative effect on Till's business.

- Unforeseen adverse outcomes in litigation or other legal or regulatory proceedings involving Till, its subsidiaries or non-controlling interests, or affiliates.

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

- The number and severity of insurance claims.

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

- Developments related to insurance policy claims and coverage issues, including, but not limited to, interpretations or decisions by courts or regulators that may govern or influence losses incurred.

- Orders, interpretations, or other actions by regulators that impact the reporting, adjustment, and payment of claims.

- Changes in the pricing or availability of reinsurance, or in the financial condition of reinsurers, and amounts recoverable therefrom.

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

- Changes, if any, in the ratings by rating agencies of Till and/or its insurance company subsidiary, with regard to credit, financial strength, claims-paying ability, and other areas on which those entities are or may be rated.

- The level of success and costs incurred in realizing or maintaining economies of scale, implementing significant business initiatives, including those related to, but not limited to, expenses, claims, consolidations, reorganizations, integration of acquired businesses, and divestitures of businesses.

- Absolute and relative performance of Till's products and services, including, but not limited to, the level of success achieved in designing and introducing new insurance products.

- The ability of Till to maintain the availability of critical systems and manage technology initiatives cost-effectively to address insurance industry developments and regulatory requirements.

- Heightened competition, including, with respect to pricing, entry of new competitors, and alternate distribution channels, introduction of new technologies, refinements of existing products, and development of new products by current or future competitors.

- The ability of Till to maintain adequate capital and liquidity.

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

- Changes in general economic conditions, including, but not limited to, performance of financial markets, interest rates, inflation, unemployment rates, and fluctuating values of certain investments held by Till that may be thinly traded or that are subject to other market considerations.

- Till's outstanding restricted voting shares are not widely held, and, accordingly, the market for those restricted voting shares may be more volatile and less liquid than the securities of other publicly traded companies.

- Absolute and relative performance of investments held by Till, including derivative and resource-related investments.

- Investments in junior and intermediate resource companies that may have a significantly higher degree of volatility risk than other types of investments.

- Changes in insurance industry trends and significant industry developments.

- Changes in consumer trends and significant consumer or product developments.

- Changes in capital requirements, including the calculations thereof, used by regulators and rating agencies.

- Regulatory, accounting, or tax changes that may affect the cost of, or demand for, Till's products, services, or after-tax returns from Till's investments.

- Changes in distribution channels, methods, or costs resulting from changes in laws or regulations, lawsuits, or market forces.

- Increased costs and risks related to cybersecurity and information technology, including, but not limited to, identity theft, data breaches, and system disruptions affecting services and actions taken to minimize the risks thereof.

- Failure to maintain the security of personal data that may result in lost business, reputational harm, legal costs, and regulatory penalties.
-

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

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

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

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

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

SUBSEQUENT EVENTS

(a) Taylor Property

In January 2023, SPD announced the closing of the sale of the Taylor property to WPPM. On January 27, 2023, SPD's wholly-owned subsidiary SPUS received $850,000, 631,034 common shares representing 5% of the issued and outstanding shares of WPPM, and a promissory note for $875,000 due July 27, 2024 with 2.88% interest per annum compounding quarterly.

(b) Note Payable

In April 2023, Till raised Cdn$200,000 from the issuance of a convertible note to an arm's length purchaser. The note bears interest of i) 1.25% per month for the first 3 months, compounded monthly ii) 1.75% per month for the next three months, compounded monthly, and iii) 2% per month for the final six months to maturity, compounded monthly. The note is convertible into common shares of Till on maturity at the holder's option at Cdn$5.48. 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.

(c) Sale of shares in ODV

In 2023, Till has sold 221,227 shares of ODV at an average price of Cdn$6.58. As of April 24, 2023, Till owns 533,966 shares of ODV. Proceeds from those sales will be used to pay taxes on the distribution of cash and ODV shares from IG Tintic and the cash received from the sale of the Carlin Vanadium property.

(d) Springer Mining Company

On April 24, 2023, Till signed an Asset Purchase and Sale Agreement with a private company for the sale of SMC's assets. Till will receive $2,000,000 in cash (less $25,000 on deposit) for the deed and ownership of SMC's assets. Till will also be entitled to receive production royalty payments of up to $2,500,000 in respect of future production from the mill at SMC. Closing will occur following a 60 day due diligence period and the receipt of required regulatory and stock exchange approvals.