

**Cliffside Capital Ltd.**  
**Management Discussion and Analysis**

For the three and nine months ended September 30, 2019

## Management Discussion and Analysis

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**CLIFFSIDE CAPITAL LTD.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2019**

The following management discussion and analysis (“MD&A”) of the results of the operations and financial position of Cliffside Capital Ltd. (the “Company”) prepared as of September 30, 2019 and approved by the Board of Directors on November 25, 2019, should be read in conjunction with the Company’s unaudited consolidated interim financial statements and notes thereto for the three and nine months ended September 30, 2019, prepared in accordance with International Financial Reporting Standards (IFRS). All monetary amounts are expressed in Canadian dollars.

**Forward-Looking Disclaimer**

Certain statements contained in this MD&A constitute forward-looking statements which reflect the Company’s current expectations and projections about future results. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “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 which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions that may prove to be incorrect. While the Company anticipates that subsequent events and developments may cause its views to change, the Company specifically disclaims any obligation to update these forward-looking statements except as required by applicable law. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date of this MD&A. 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. The factors identified above are not intended to represent a complete list of the factors that could affect the Company.

**Additional Information**

Additional information about the Company can be accessed at [www.cliffsidecapital.ca](http://www.cliffsidecapital.ca)

**Nature of the Business**

The Company is in the business of investing in the growing non-bank financial services market with a strategy to generate revenue as a passive investor in receivables and other similar assets, across various asset classes. Currently, the Company holds investments in two limited partnerships, CAL LP and ACC LP III (the “Partnerships”). The Partnerships acquire receivables in the non-prime automobile financing market originated in Canada. These receivables are originated and administered by CanCap Management Inc. (“CCMI”) which is a leading consumer finance company that manages the entire lifecycle of receivables from credit adjudication through to contract administration, customer service, default management and post charge-off recoveries. Non-prime refers to consumers who typically would not qualify for traditional bank financing. This market is heavily weighted to used vehicle sales and it is estimated that 3 million used cars are sold annually in Canada. It is also estimated that approximately 30% of Canadians do not qualify for financing through traditional sources. If credit quality can be bucketed into A through D grades, A is dominated by the banks, and D is a fragmented deep sub-prime market. The Partnerships acquire receivables from CCMI that are primarily in the B and C grades.

The Company trades on the TSX Venture Exchange (the “Exchange”) under the symbol CEP. The Company’s registered office is located at Suite 200, 11 Church Street, Toronto, M5E 1W1.

## Operational Highlights

Finance receivables of \$59.6 million, including capitalized transaction costs, were acquired during the nine months ended September 30, 2019, resulting in portfolio growth of \$14.9 million, or 13-per-cent, to \$129.8 million, net of transaction costs, administration fees and allowance for credit loss, from December 31, 2018. The acquisition of these receivables was financed through the Partnerships' securitization facilities with their respective funders, for aggregate securitization proceeds of \$63.0 million, resulting in net increase to securitization debt of \$15.9 million, net of cash holdback, during the nine months ended September 30, 2019.

During the nine months ended September 30, 2019, the Company conducted a rights offering to raise capital to further invest in the Partnerships and fund the Company's working capital requirements. The rights offering allowed existing shareholders to purchase one new common share for every three shares held, at a purchase price of \$0.165 per share. The rights offering was fully guaranteed by insiders of the Company. The rights offering resulted in the issuance of 18,691,667 new common shares from treasury for gross proceeds of \$3.1 million. As part of the rights offering, the Company granted stock warrants to the individuals who provided a guarantee to fund the offering. As a result, 2,197,000 warrants were issued and are exercisable by March 26, 2022 at an exercise price of \$0.22.

The Company invested \$2.0 million of the proceeds raised from the rights offering in the Partnerships and CCMI invested their proportionate share of \$0.8 million into the Partnerships in Q1 2019. These additional investments will allow the Partnerships to continue to acquire new finance receivables and grow total assets.

Effective January 1, 2019, the Partnerships renegotiated new terms with CCMI for the acquisition of fully serviced retail sales contracts. The new terms replace the earlier fixed percentage price with a reduced fixed percentage and removed the contingent component which was based on excess annual return on capital over a certain threshold. As a result, the Partnerships remeasured the outstanding deferred purchase price payable related to all retail sales contracts as of January 1, 2019 and recorded a one-time adjustment to other income of \$831,409 during the nine months ended September 30, 2019.

For the three and nine months ended September 30, 2019, the Company recorded net losses after tax of \$611,441 and \$879,625, respectively. The net losses were primarily a result of higher provision for credit losses due to IFRS 9 provisioning standards which require earlier recognition of future credit losses on otherwise performing receivables classified as stage 1. The provision for credit losses included in the reported net losses during these periods was \$2,707,259 and \$6,480,810, respectively. Actual charge-offs, net of recoveries and collection charges for these periods were \$1,903,953 and \$4,958,226, respectively.

On May 15, 2019, the Company announced the appointment of a new Chief Financial Officer commencing June 20, 2019, the date of the Company's annual general meeting of shareholders. The new Chief Financial Officer is also the Chief Financial Officer of CCMI.

## Financial Highlights

### Select Operating Results

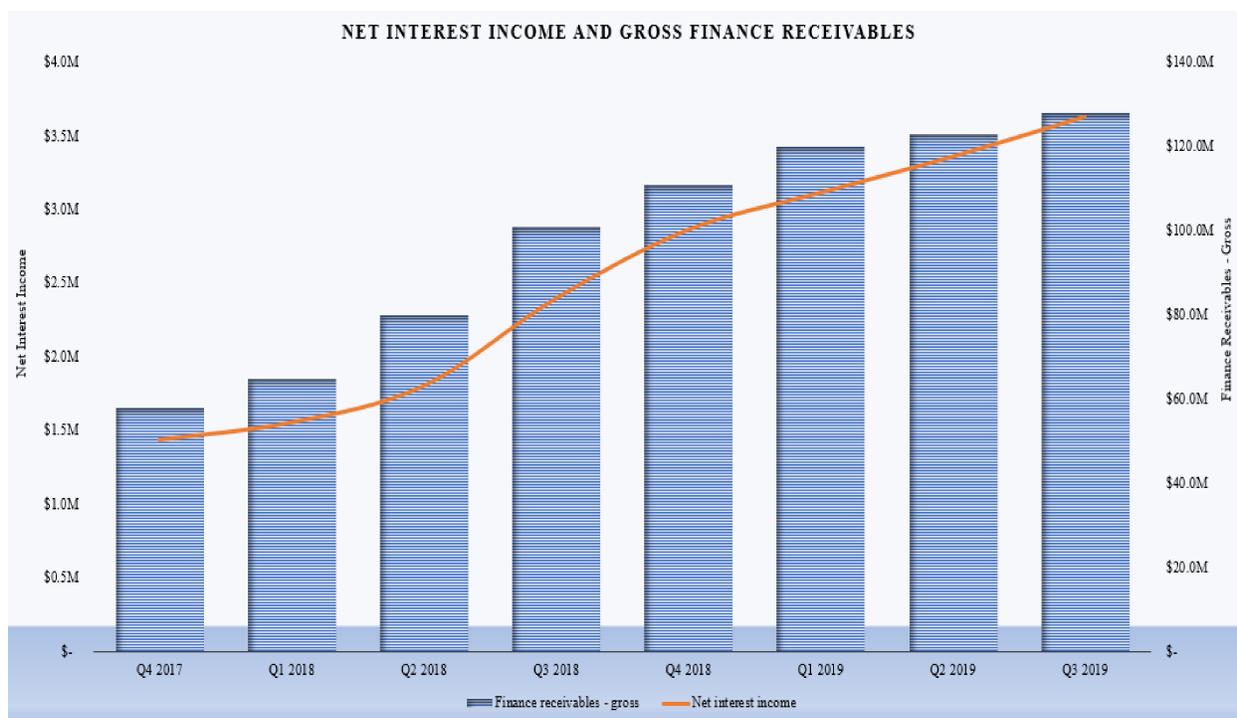
	For the three months ended		For the nine months ended	
	Sept 30, 2019	Sept 30, 2018	Sept 30, 2019	Sept 30, 2018
	\$	\$	\$	\$
Net interest income	3,633,640	2,396,630	10,111,587	5,749,262
Other income	13,296	62,337	1,008,241	1,027,006
Total income	3,646,936	2,458,967	11,119,828	6,776,268
Interest expense	1,889,489	1,238,421	5,447,764	3,042,261
Net financial revenue before credit losses	1,757,447	1,220,546	5,672,064	3,734,007
Provision for credit losses	2,707,259	1,836,138	6,480,810	3,769,258

Management fees	21,008	15,167	61,585	46,987
Other (recoveries) expenses	(166,293)	62,214	195,952	428,465
<b>Total expenses</b>	<b>2,561,974</b>	<b>1,913,519</b>	<b>6,738,347</b>	<b>4,244,710</b>
<b>Net loss before taxes</b>	<b>(804,527)</b>	<b>(692,973)</b>	<b>(1,066,283)</b>	<b>(510,703)</b>
Recovery of income taxes	(193,086)	(183,637)	(186,658)	(103,712)
<b>Net loss after taxes</b>	<b>(611,441)</b>	<b>(509,336)</b>	<b>(879,625)</b>	<b>(406,991)</b>
Non-controlling interest	(213,950)	(148,106)	(233,113)	(80,723)
<b>Net loss attributable to shareholders</b>	<b>(397,491)</b>	<b>(361,230)</b>	<b>(646,512)</b>	<b>(326,268)</b>
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)

Net interest income is interest income earned on finance receivables net of amortization of capitalized costs. For the three and nine months ended September 30, 2019, the Company recorded interest income of \$5,287,574 and \$15,019,650, respectively, offset by amortization of capitalized costs of \$1,653,934 and \$4,908,063, respectively. For the three and nine months ended September 30, 2018, the Company recorded interest income of \$3,519,183 and \$8,864,825, respectively, offset by amortization of capitalized costs of \$1,122,553 and \$3,115,563, respectively.

Other income represents ancillary fees earned on the finance receivables as well as gains related to the remeasurement of the deferred purchase price payable. For the three and nine months ended September 30, 2019, the Company recorded a one-time gain related to the remeasurement of the deferred purchase price payable of \$nil and \$831,409, respectively. For the three and nine months ended September 30, 2018, the Company recorded a one-time gain related to the remeasurement of the deferred purchase price payable of \$nil and \$877,843, respectively.

The growth in net interest income and associated finance receivables can be seen in the below chart.



Interest expense is incurred by the Partnerships on the securitization debt balance. The amount recorded by the Company for the three and nine months ended September 30, 2019 was \$1,889,489 and \$5,447,764, respectively and \$1,238,421 and \$3,042,261 for the three and nine months ended September 30, 2018. Each tranche of securitization debt has a fixed rate of interest. The weighted average interest rate on the securitization debt was 4.94-per-cent and 5.09-per-cent for the three and nine months ended September 30, 2019, respectively. The weighted average interest rate was 5.80-per-cent and 5.65-per-cent for the three and nine months ended September 30, 2018, respectively.

As a result of the growth in finance receivables, net financial revenue before credit losses has grown to \$5,672,064 for the nine months ended September 30, 2019, a 52-per-cent increase from the same period in prior year.

The provision for credit losses for the three and nine months ended September 30, 2019 was \$2,707,259 and \$6,480,810, respectively compared to \$1,836,138 and \$3,769,258, respectively for the three and nine months ended September 30, 2018. Management closely monitors the shape and timing of the credit loss curve. In a high growth portfolio, as the number of months the receivables are outstanding grows, there will be a corresponding period-over-period initial increase in credit losses. Given the large growth in finance receivables during the nine months ended September 30, 2019, compared to the nine months ended September 30, 2018, the performance and timing of credit losses are largely in line with management's expectations.

The Company incurred management fees of \$21,008 and \$61,585 for the three and nine months ended September 30, 2019, and \$15,167 and \$46,987 for the three and nine months ended September 30, 2018, pursuant to a management agreement with LC Asset Management Corporation (refer to Related Party Transactions section).

Other (recoveries) expenses amounted to \$(166,293) and \$195,952 for the three and nine months ended September 30, 2019, respectively. For the three months ended September 30, 2019 other recoveries consisted of reversal of stock-based compensation of \$215,185, professional fees of \$26,588, and general and administrative expenses of \$22,304. For the nine months ended September 30, 2019 other expenses consisted of stock-based compensation of \$44,752, professional fees of \$84,266, and general and administrative expenses of \$66,934. Other expenses amounted to \$62,214 and \$428,465 for the three and nine months ended September 30, 2018, respectively. For the three months ended September 30, 2018 other expenses consisted of professional fees of \$34,916 and general and administrative expenses of \$27,298. For the nine months ended September 30, 2018 other expenses consisted of stock-based compensation of \$119,339, professional fees of \$233,154 and general and administrative expenses of \$75,972. Professional fees included one-time set up costs related to the securitization facilities for the Partnerships which were capitalized and fully amortized in 2018.

During the three and nine months ended September 30, 2019, the Company recognized income tax recovery of \$193,086 and \$186,658, respectively as compared to recovery of \$183,637 and \$103,712 during the three and nine months ended September 30, 2018, respectively.

For the three and nine months ended September 30, 2019, the Company reported non-controlling interest loss of \$213,950 and \$233,113, respectively and non-controlling interest loss of \$148,106 and \$80,723 for the three and nine months ended September 30, 2018, respectively, which reflects the portion of the partnership losses for each period that are allocated to the other partners.

For the three and nine months ended September 30, 2019, the Company reported net loss attributable to shareholders of \$397,491 and \$646,512, respectively. For the three and nine months ended September 30, 2018, the Company reported net loss attributable to shareholders of \$361,230 and \$326,268, respectively.

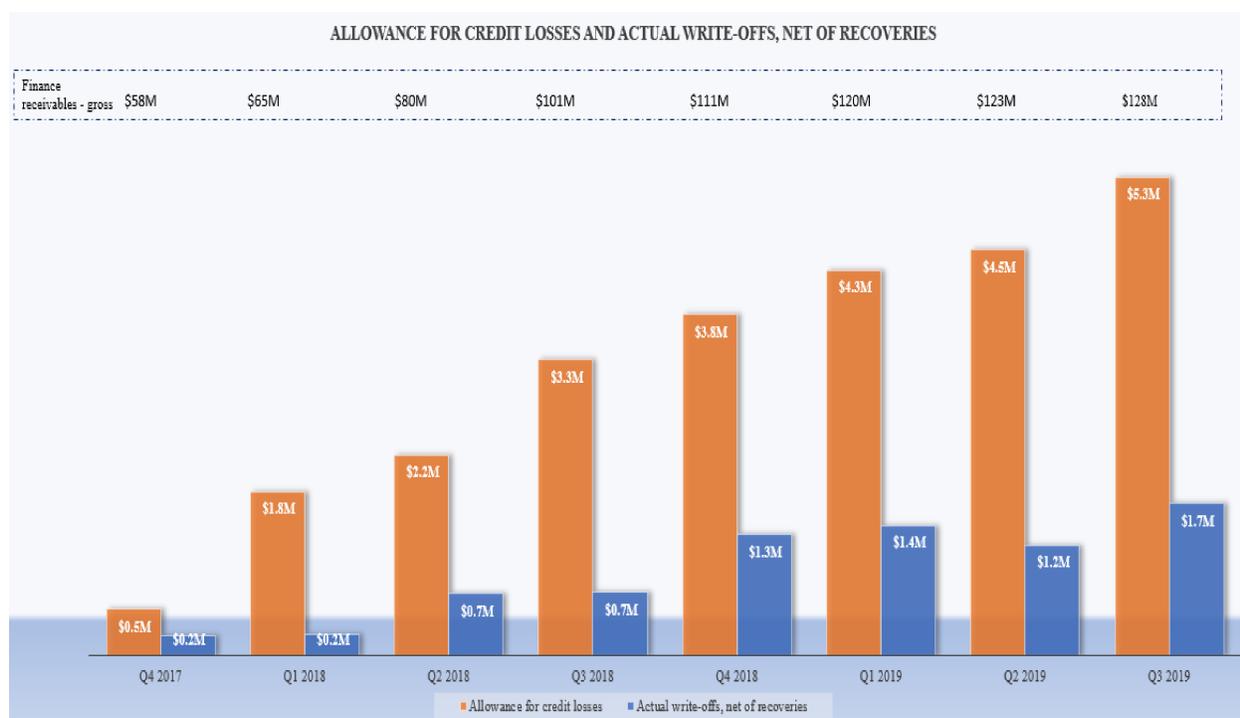
*Select Statement of Financial Position*

As at	Sept 30, 2019	Dec 31, 2018
	\$	\$
Cash	8,720,971	5,241,528
Finance receivables - net	129,752,525	114,853,050
Other assets	899,764	675,735
<b>Total assets</b>	<b>139,373,260</b>	<b>120,770,313</b>
Securitization debt	127,560,836	111,625,053
Deferred purchase price payable	4,707,381	4,983,588
Other liabilities	166,338	182,520
Total liabilities	132,434,555	116,791,161
Equity attributable to shareholders	5,666,920	3,269,254
Non-controlling interest	1,271,785	709,898
<b>Total liabilities and equity</b>	<b>139,373,260</b>	<b>120,770,313</b>

The Company had cash of \$1,010,745 at September 30, 2019 and the Partnerships held \$7,710,226 for a consolidated total of \$8,720,971. At December 31, 2018, the Company had cash of \$122,957 and the Partnerships held \$5,118,571 for a consolidated total of \$5,241,528. The increase in cash in 2019 is due to the proceeds raised from the rights offering. Net proceeds of \$2.8 million were raised, of which, \$1.9 million was invested in the Partnerships. The Company's cash, as at September 30, 2019, is primarily made up of proceeds raised from private placements and share issuances less its capital investments in the Partnerships and operating costs. The Partnerships' cash is primarily generated from the receipt of payments from customers related to the retail sales contracts, as well as net proceeds from securitization, less amounts payable on acquisition of the retail sales contracts. The Partnerships make payments to the funders on the securitization debt on the first business day of the following month, and therefore, hold a large cash balance at the end of every month.

Finance receivables consist of retail sales contracts which had initial terms of 12 to 84 months at time of origination and bear fixed rates of interest ranging from 9-per-cent to 27-per-cent. All finance receivables are secured by collateral charges on the motor vehicles financed. The balance of \$129,752,525 at September 30, 2019 represents the outstanding principal balance and accrued interest and fees owing from customers, as well as capitalized transaction costs, net of administration fees associated with the purchase of the finance receivables of \$7,437,197, and net of estimated allowance for credit losses of \$5,321,139. The balance of \$114,853,050 at December 31, 2018 represents the outstanding principal balance and accrued fees owing from customers, as well as capitalized transaction costs, net of administration fees associated with the purchase of the finance receivables of \$7,591,613 and net of estimated allowance for credit losses of \$3,798,554.

The allowance for credit losses represents 3.94% of the finance receivables outstanding at September 30, 2019, compared to 3.20% at December 31, 2018. Under IFRS 9, an allowance for expected credit losses ("ECL") over the next twelve-months is required to be set up immediately on acquisition of new finance receivables, even though little or no income may have been recognized on such new receivables. This results in the early recognition of future credit losses on otherwise performing finance receivables. The below chart outlines the relationship between finance receivables and allowance for ECL. As the finance receivables continue to grow, the allowance for ECL is also growing while the actual credit losses represent the losses that have been realized during the period.



Other assets at September 30, 2019 primarily include deferred income taxes of \$682,943 for the portion of cumulative tax losses the Company expects to be able to recover against future taxable income, and amounts due from related parties in the normal course of operations of \$185,363, which were settled subsequently (refer to Related Party Transactions section). Other assets at December 31, 2018 primarily consisted of deferred income taxes of \$496,285, and amounts due from related parties of \$32,992.

As at September 30, 2019, securitization debt of \$127,560,836 was outstanding which is net of a cash holdback held in trust by the funders of \$15,280,381. As at December 31, 2018, securitization debt of \$111,625,053 was outstanding which is net of a cash holdback held in trust by the funders of \$13,082,549.

The Partnerships purchase retail sales contracts from CCMI on a fully serviced basis. A component of the purchase price paid for the purchased receivables is deferred and payable to CCMI over the life of the related finance receivables. Effective January 1, 2018, the Partnerships renegotiated the deferred purchase price with CCMI resulting in a reduction to the fixed percentage price and recorded a one-time reduction to deferred purchase price payable of \$877,843 in other income. Effective January 1, 2019, the Partnerships negotiated a further change to the deferred purchase price with CCMI. As a result, the Partnerships remeasured the outstanding deferred purchase price payable related to all retail sales contracts as of January 1, 2019 resulting in another one-time reduction to the deferred purchase price payable of \$831,409, which was recorded in other income. As at September 30, 2019, the deferred purchase price payable to CCMI amounts to \$4,707,381, of which \$2,406,572 is estimated to be due within one year. As at December 31, 2018, the deferred purchase price payable to CCMI amounts to \$4,983,588 of which \$2,504,872 is estimated to be due within one year.

Other liabilities as at September 30, 2019 and December 31, 2018 consist primarily of trade payables and accruals.

Equity attributable to shareholders increased from \$3,269,254 at December 31, 2018 to \$5,666,920 at September 30, 2019, due to net proceeds raised from issuance of shares of \$2,784,241, stock-based compensation of \$259,937, offset by net loss attributable to shareholders \$646,512 for the nine months ended September 30, 2019.

Non-controlling interest increased from \$709,898 at December 31, 2018 to \$1,271,785 at September 30, 2019, due primarily to capital investment in the Partnerships by non-controlling party of \$795,000, representing CCMI's

portion of the 15% and 40% of CAL LP and ACC LP III, respectively that it owns. The investment was offset by the proportionate share of net loss of \$233,113 for the nine months ended September 30, 2019.

**Select Statement of Cash Flow Summary**

	<b>For the nine months ended</b>	
	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>
	\$	\$
Cash (used in) provided by operating activities	(16,250,766)	(43,864,150)
Cash (used in) provided by investing activities	-	-
Cash (used in) provided by financing activities	19,730,209	44,677,317
<b>Increase in cash during period</b>	<b>3,479,443</b>	<b>813,167</b>

Total cash used in operating activities for the nine months ended September 30, 2019 consisted primarily of acquisition of finance receivables of \$59,564,747 offset by positive cash flows generated from collections and changes in deferred purchase price payable. Total cash used in operating activities for the nine months ended September 30, 2018 consists primarily of acquisition of finance receivables of \$69,320,245, offset by positive cash flows generated from collections and changes in deferred purchase price payable.

No cash was generated by investing activities for the nine months ended September 30, 2019 and September 30, 2018.

The cash generated from financing activities for the nine months ended September 30, 2019 and September 30, 2018 represents the financing of operating activities, primarily the acquisition of finance receivables through securitization debt, net of holdbacks and repayments, and the issuance of common shares. The Company did not declare or pay any dividends during the period.

**Non-IFRS Measures**

The Company prepares its financial statements in accordance with IFRS. In this MD&A, in addition to financial results provided in accordance with IFRS, the Company discloses certain financial measures not recognized under IFRS and which do not have standard meanings prescribed by IFRS. These measures include the following:

- **Gross yield** - Income while investments consolidated excluding amortization of capitalized costs and one-time gain related to the remeasurement of the deferred purchase price payable, for the period, divided by average finance receivables for the same period, annualized
- **Delinquency rate** - Outstanding principal balance of delinquent finance receivables (those greater than 30 days past due) at the end of a period, divided by the total outstanding principal balance of all receivables at the same date

The non-IFRS measures and additional information should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS.

The Company's primary assets are the finance receivables which are secured by collateral charges on motor vehicles. As such, key performance indicators for the assets in the Partnerships are reported below.

	<b>Q3 2019</b>	<b>Q2 2019</b>	<b>Q1 2019</b>	<b>Q4 2018</b>	<b>Q3 2018</b>	<b>Q2 2018</b>	<b>Q1 2018</b>	<b>Q4 2017</b>
Gross yield	16.43%	16.74%	17.06%	16.72%	16.38%	16.78%	16.61%	16.67%
Delinquency rate	4.83%	3.61%	3.55%	3.78%	3.68%	2.65%	2.87%	2.15%

The Company's portfolios of retail sales contracts have fairly consistent and strong gross yields which contribute favourably to net earnings. The Company's gross yields are consistent quarter over quarter.

Management expects the delinquency rate to be in the range of 3.5% to 4% as the portfolios begin to mature. Certain periods throughout the year are also more susceptible to higher delinquency rates due to seasonality which is anticipated in the first and last quarters of the year. Key indicators such as returned payments, customer contact rates, and promises to pay are also monitored and measured closely. Overall, while the portfolio performance was within the expected range, based on the size and age of the portfolios, with delinquency rate for the current quarter being significantly higher than the higher end of the range. While the management proactively monitored and managed the delinquent portfolio, the Company carried higher repossession inventory of vehicles around the quarter end than its historical experience, which pushed up the delinquency rate to a higher level. The management expects this to be a timing issue and the delinquency level is expected to return to within the expected range, noted above. Note, a significant number of repossessed vehicles were sold subsequent to the quarter end. The overall credit quality of the portfolio remained consistent throughout the period.

## **Business Outlook**

The funding facilities entered into by the Partnerships renew annually and provide access to \$120 million of total funds under the current renewal year. This consists of \$115 million of securitization funding and \$5 million of revolving financing in order to fund the acquisition of retail sales contracts. Of the current renewal year, \$51 million was used and \$69 million remains available as at September 30, 2019. The available funding will increase the Partnerships' acquisition capacity and provide for further growth in assets and returns.

Cliffside is targeting growth in assets under management and growth in returns, while maintaining an acceptable level of credit risk to ultimately deliver reliable returns to its shareholders.

## **Liquidity and Capital Resources**

The Partnerships have \$7,710,226 in cash as of September 30, 2019. This cash is used to service principal and interest on the securitization debt as well as to continue to acquire and securitize finance receivables and meet working capital requirements. The Partnerships use cash flow budgeting processes to monitor cash requirements which allows them to better manage their liquidity. The Partnerships have access to funding facilities which have availability of \$69 million as at September 30, 2019. As the Partnerships continue to acquire more finance receivables and generate positive cash flows, they may distribute some of their cumulative earnings to their limited partners.

Through a combination of two private placements in 2013 and 2014, the Company's initial public offering ("IPO") in 2014, and the rights offering capital raise in 2019, the Company has raised gross proceeds of \$8.1 million from the issuance of common shares. These proceeds were largely invested in the Partnerships in 2016 and 2019 leaving the Company with approximately \$1 million of cash on hand at September 30, 2019. Management considers cash on hand to be sufficient to meet the Company's working capital requirements subsequent to year end.

## Share Capital

The Company is authorized to issue an unlimited number of common shares. Issued and outstanding common shares are as follows:

	<b>Shares</b>	<b>Amount (\$)</b>
Ending balance, December 31, 2017	55,000,000	4,790,791
Issuance of common shares	525,000	57,500
<b>Ending balance, September 30, 2018</b>	<b>55,525,000</b>	<b>4,848,291</b>
Ending balance, December 31, 2018	56,075,000	4,848,291
Issuance of common shares, net of issuance costs	18,691,667	2,784,241
<b>Ending balance, September 30, 2019</b>	<b>74,766,667</b>	<b>7,632,532</b>

The basic and diluted weighted average shares outstanding for the nine months ended September 30, 2019 were 69,357,723. The basic and diluted weighted average shares outstanding for the nine months ended September 30, 2018 were 55,666,484. The diluted weighted average shares outstanding excludes the effect of stock options and warrants issued and outstanding for the nine months ended September 30, 2019 as they are considered antidilutive.

During the nine months ended September 30, 2019, the Company conducted a rights offering and issued 18,691,667 shares for gross proceeds of \$3.1 million. After deducting transaction and issuance costs of \$0.3 million, an amount of \$2.8 million was added to share capital.

### *Escrowed Shares*

34,250,000 of the 45,000,000 common shares of the Company issued in 2014 prior to the IPO were deposited with the escrow agent under an escrow agreement (the “Escrowed Shares”). The remaining 5,137,501 was released on July 8, 2019.

Issued and outstanding Escrowed Shares are as follows:

	<b>Shares</b>
Ending balance, December 31, 2017	20,550,001
Released	(10,275,000)
<b>Ending balance, September 30, 2018</b>	<b>10,275,001</b>
Ending balance, December 31, 2018	10,275,001
Released	(10,275,001)
<b>Ending balance, September 30, 2019</b>	<b>-</b>

### *Incentive Stock Options and Warrants*

Issued and outstanding stock options and warrants at September 30, 2019 were 7,097,000, of which, 6,547,000 were exercisable. The Company announced a change in the Chief Executive Officer effective May 22, 2018 which resulted in 500,000 unvested stock options being forfeited. In addition, the Company granted 1,700,000 stock options to directors and officers on June 21, 2018, of which a total of 1,150,000 vested since the grant date and the fair value was recorded in earnings as stock-based compensation expense. During the three months ended September 30, 2019, 50,000 of unvested stock options were forfeited, 25,000 of vested stock options were expired. The remaining 550,000 will vest over the next two years. The newly granted stock options expire five years from the grant date.

As part of the rights offering, the Company granted stock warrants to the individuals who provided a guarantee to fund the offering. As a result, 2,197,000 warrants were issued on March 26, 2019. These warrants vested immediately. The warrants issued were considered as a direct issuance costs of the rights offering and were netted

against share capital. These warrants can be exercised (one warrant for one common share) for three years from the date of issue at a price of \$0.22 per share.

## Summary of Quarterly Results

Below is a summary of operating results for the past eight quarters:

	2019			2018				2017
	Q3 \$	Q2 \$	Q1 \$	Q4 \$	Q3 \$	Q2 \$	Q1 \$	Q4 \$
Finance receivables-gross	135,073,664	130,460,333	127,605,156	118,651,605	108,832,321	85,542,303	70,336,321	62,425,033
Total Income	3,646,936	3,442,069	4,030,823	2,931,450	2,458,967	1,927,676	2,389,625	1,462,584
Total Expenses	4,451,463	3,611,710	4,122,938	3,725,908	3,151,940	2,413,156	1,721,875	1,453,503
(Loss) income before taxes	(804,527)	(169,641)	(92,115)	(794,458)	(692,973)	(485,480)	667,750	9,081
(Recovery of) provision for income taxes	(193,086)	(17,845)	24,273	(120,738)	(183,637)	97,028	(176,954)	-
Net (loss) income after taxes	(611,441)	(151,796)	(116,388)	(673,720)	(509,336)	(388,452)	490,796	9,081
Basic and diluted (loss) income per share	(0.01)	0.00	0.00	(0.01)	(0.01)	(0.01)	(0.01)	0.00

Certain comparative information above has been reclassified to conform with the current presentation. The quarterly highlights presented above are prepared in accordance with IFRS and are presented in Canadian dollars.

## Related Party Transactions

In the ordinary course of business, the Company invests in retail sales contracts and enters into transactions with its associated companies and other related parties. If these transactions are eliminated on consolidation, they are not disclosed as related party transactions. Transactions between the Company and its associated companies and key management personnel also qualify as related party transactions. Related party balances and transactions are listed as follows:

	<u>Sept 30, 2019</u>	<u>Dec 31, 2018</u>
	\$	\$
<b>Assets</b>		
Finance receivable - gross (note a)	135,073,664	118,651,604
Other assets (note b)	185,363	32,992
<b>Liabilities</b>		
Accounts payable and accrued liabilities (note c)	38,076	31,882
Deferred purchase price payable (note d)	4,707,381	4,983,588
	<u>For the three months ended</u>	<u>For the nine months ended</u>
	<u>Sept 30, 2019</u>	<u>Sept 30, 2018</u>
	\$	\$
<b>Income and expenses</b>		
Other income (note e)	-	831,409
Management fees (note f)	21,008	61,585
Stock-based compensation (note g)	(215,185)	44,752
	-	119,339

The Company has related party relationships with the below entities.

- CCMI, ACC LP II and ACC LP – CCMI is the other limited partner in each of the Partnerships. The Partnerships each have an agreement with CCMI and ACC LP (previously ACC LP II) for the ongoing purchase of retail sales contracts originated by CCMI which meet certain investment criteria established by the Company. Pursuant to these agreements, CCMI is responsible for providing ongoing portfolio and securitization facility administration services to the Partnerships. Accordingly, a portion of the purchase price is payable upfront, and a portion is deferred and payable over the life of the underlying retail sales contracts. During the first quarter of 2018, the Partnerships negotiated new terms to the purchase price resulting in the deferred component being broken down into a fixed monthly percentage as well as a contingent amount based on excess annual return on capital over a certain threshold. Effective January 1, 2019, the Partnerships negotiated another change to the deferred purchase price of retail sales contracts. This resulted in a further reduction to the fixed percentage price and the removal of the contingent component of the deferred purchase price. CCMI sells the contracts to the Partnerships through ACC LP (previously through ACC LP II). CCMI, ACC LP II and ACC LP are related to the Company as a result of significant common ownership.

Balances and transactions the Partnerships have with these parties are listed as follows:

- Note a) Amounts represent gross outstanding finance receivables purchased from ACC LP. During the year, the Company acquired \$59.6 million of finance receivables including transactions costs from ACC LP.
  - Note b) Other assets include amounts due from ACC LP and CCMI related to normal course customer collections. The balances were settled subsequently after the Company's quarter end and year end.
  - Note c) Included in the balance was \$17,068 due to ACC LP (December 31, 2018 - \$18,504 due to ACC LP and ACC LP II). Amounts due to ACC LP, ACC LP II and CCMI related to normal course operating expenses. The amounts were settled subsequently after the Company's quarter end and year end.
  - Note d) Amounts due to CCMI that are deferred and payable over the life of the underlying retail sales contracts.
  - Note e) Amounts represent the impact of one-time remeasurement of the deferred purchase price payable resulting from the negotiated new terms with CCMI.
- LC Asset Management Corporation - The Company entered into a management agreement with LC Asset Management Corporation (the "Manager") dated July 1, 2016 to provide investment advice and manage the operations of the Company. The Company pays the Manager a fee of 1.25-per-cent annually of the Company's gross unconsolidated assets and a potential performance bonus subject to the financial performance of the Company. The Manager is related to the Company as a result of significant common ownership. Additionally, the Chief Executive Officer of the Company holds the same position for the Manager.

Balances and transactions the Company has with the Manager are listed as follows:

- Note c) Included in the balance was \$21,008 management fees payable to the Manager as of September 30, 2019 (December 31, 2018 - \$13,378) which were settled subsequently after the respective quarter and year end.
  - Note f) Management fees to the Manager incurred during the period.
- Key management personnel - Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly. The Company considers certain of its officers and directors to be key management personnel.

Balances and transactions the Company has with key management personnel are listed as follows:

Note g) Stock-based compensation was issued during the nine months ended September 30, 2019 with a fair value of \$44,752 (2018 - \$119,339). During the three months ended September 30, 2019, \$215,185 was reversed into shareholders' equity.

## Risks and Uncertainties

In the normal course of business, the Company is exposed to certain risks and uncertainties and manages them, as follows:

### Liquidity Risk

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity for the Company is from cash raised from equity financing which would be used to finance working capital requirements and to meet the Company's financial obligations associated with financial liabilities. The Partnerships' financial obligations related to the finance receivables are non-recourse to the Company.

The primary source of liquidity for the Partnerships is cash flows from the collection of finance receivables. As at September 30, 2019, the undiscounted cash flows arising from the finance receivables, excluding transaction costs, are as follows:

	<b>Within 1 year</b>	<b>In 2 to 3 years</b>	<b>In 4 to 5 years</b>	<b>Greater than 5 years</b>	<b>Total</b>
Total receivables	40,343,828	75,276,881	55,575,155	14,193,345	185,389,209

These cash flows are considered to be sufficient to cover the Partnerships financial obligations for the same period as follows:

	<b>Within 1 year</b>	<b>In 2 to 3 years</b>	<b>In 4 to 5 years</b>	<b>Greater than 5 years</b>	<b>Total</b>
Securitization debt	36,774,034	61,125,281	40,037,252	8,138,452	146,075,019
Deferred purchase price payable	2,406,573	1,940,297	353,366	7,146	4,707,382
Accounts payable and accrued liabilities	166,338	-	-	-	166,338
	<u>39,346,945</u>	<u>63,065,578</u>	<u>40,390,618</u>	<u>8,145,598</u>	<u>150,948,739</u>

The amounts reported for finance receivables and securitization debt are based on contractual maturities. However, the finance receivables may become subject to losses and prepayments in which case, the cash flows shown above will not be realized. Further, the securitization debt may be due earlier if the corresponding finance receivables run-off sooner. Accordingly, the maturities and amounts in the tables above are not a forecast of future cash flows.

### Credit Risk

Credit risk arises from the possibility that obligors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. Credit risk has a significant impact on finance receivables. The underlying obligors to the finance receivables typically would not be approved for financing at prime rates. These customers may have had poor or inadequate credit history, or may be purchasing a vehicle that does not meet prime auto lending guidelines.

The performance of the finance receivables depends on a number of factors, including general economic conditions, unemployment levels, and the circumstances of individual obligors. The maximum exposure to the finance receivables is represented by the carrying amount thereof. Although credit risk has a significant impact on retail receivables, it is mitigated by the Partnerships having a first priority perfected security interest in the related financed vehicles. In the case of obligor defaults, the value of the repossessed collateral provides a source of

protection. Every reasonable effort is made to follow-up on delinquent accounts and to keep accounts current and repossession is considered only as a last resort. A repossessed vehicle is sold and proceeds are applied to the amount owing on the account. As such, the Partnerships are also exposed to fluctuations in used vehicle prices.

The finance receivables have no significant concentration of credit risk due to the fact that they are made up of a pool of receivables, with no individual receivable having a significant balance in relation to the outstanding portfolio balance. In addition, the receivables are geographically dispersed throughout Canada, the underlying collateral consists of varying vehicle makes, models and types, the underlying obligors of the receivables have varying credit ratings, and the receivables have varying interest rates and terms.

#### *Market Risk*

Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk.

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk. The finance receivables are subject to fixed interest rates and are carried at amortized cost, such that there is no re-measurement of carrying amount as market interest rates fluctuate. Securitization debt is subject to fixed rates of interest for each tranche securitized. The revolving lines of credit have floating rates of interest however significant exposure is not expected due to the short-term nature of the revolving debt. The Partnerships are not currently utilizing their revolving lines of credit.

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Company does not have any financial instruments denominated in a foreign currency and therefore is not exposed to any currency risk.

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Company are exposed to other price risk to the extent of fluctuations in used vehicle prices which impacts the recovery on repossessed vehicle sales.

#### *Counterparty Risk*

The Company and Partnerships are exposed to counterparty risk through their relationship with CCMI. CCMI is responsible for presenting retail sales contracts to the Partnerships that meet the Company's investment criteria. There is a risk that CCMI may not be able to present contracts that are acceptable to the Company and the Partnerships would have to find a new source of originations. Further, CCMI is responsible for servicing the Partnerships retail sales contracts and there is a risk that CCMI may not be able to service the contracts in the future. The Partnerships have a standby backup servicer if this were to occur.

#### *Fair Values*

The Company's financial instruments include cash, finance receivables, other assets, securitization debt, deferred purchase price payable, and accounts payable and accrued liabilities. The carrying values of cash, other assets, deferred purchase price payable, and accounts payable and accrued liabilities approximate their fair values as the balances are either recorded at amortized cost using the effective interest method, or have a short-term nature. Finance receivables and securitization debt are subject to fixed rates of interest and have similar maturities. As such, the Company is economically hedged against changes in market interest rates, and will not experience a financial impact if there is a change in rates.

## Trading and Share Statistics

Below are details of the Company's share price for the nine months ended September 30, 2019 and for the twelve months ended December 31, 2018.

<b>For the period ended</b>	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Average monthly trading volume	93,424	316,648
Share price		
High	0.30	0.35
Low	0.10	0.08
Close	0.10	0.18
Outstanding shares	74,766,667	56,075,000

**Cliffside Capital Ltd.**  
**Condensed Interim Consolidated Financial Statements**  
**(Unaudited)**

For the three and nine months ended September 30, 2019

**Notice to reader pursuant to National Instrument 51-102**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Cliffside Capital Ltd. have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

The Company's independent auditors have not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

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**Cliffside Capital Ltd.**  
**Interim Consolidated Statements of Financial Position**  
(in Canadian dollars)

<b>As at</b>	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
	\$	\$
	(unaudited)	(audited)
<b>Assets</b>		
Cash	8,720,971	5,241,528
Finance receivables - net (note 3)	129,752,525	114,853,050
Deferred income taxes (note 6)	682,943	496,285
Other assets	216,821	179,450
<b>Total assets</b>	<b>139,373,260</b>	<b>120,770,313</b>
<b>Liabilities</b>		
Accounts payable and accrued liabilities	166,338	182,520
Deferred purchase price payable (note 7)	4,707,381	4,983,588
Securitization debt (note 8)	127,560,836	111,625,053
Total liabilities	132,434,555	116,791,161
<b>Equity (note 9)</b>		
Share capital	7,632,532	4,848,291
Contributed surplus	1,090,943	831,006
Cumulative deficit	(3,056,555)	(2,410,043)
Equity attributable to shareholders	5,666,920	3,269,254
Non-controlling interest (note 10)	1,271,785	709,898
Total equity	6,938,705	3,979,152
<b>Total liabilities and equity</b>	<b>139,373,260</b>	<b>120,770,313</b>

Approved on behalf of the Board:

*“Praveen Gupta” (signed)*

Praveen Gupta

*“Stephen Malone” (signed)*

Stephen Malone

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

**Cliffside Capital Ltd.**  
**Interim Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss)**  
(in Canadian dollars)

(unaudited)	For the three months ended		For the nine months ended	
	Sept 30, 2019	Sept 30, 2018	Sept 30, 2019	Sept 30, 2018
	\$	\$	\$	\$
Net interest income (note 4)	3,633,640	2,396,630	10,111,587	5,749,262
Other income (note 5)	13,296	62,337	1,008,241	1,027,006
<b>Total income</b>	<b>3,646,936</b>	<b>2,458,967</b>	<b>11,119,828</b>	<b>6,776,268</b>
<b>Financial expenses</b>				
Interest expense	1,889,489	1,238,421	5,447,764	3,042,261
Net financial revenue before credit losses	1,757,447	1,220,546	5,672,064	3,734,007
Provision for credit losses (note 3)	2,707,259	1,836,138	6,480,810	3,769,258
<b>Net financial loss</b>	<b>(949,812)</b>	<b>(615,592)</b>	<b>(808,746)</b>	<b>(35,251)</b>
<b>Operating expenses</b>				
Management fees (note 14)	21,008	15,167	61,585	46,987
Stock-based compensation	(215,185)	-	44,752	119,339
General and administrative	48,892	62,214	151,200	309,126
<b>Total (recoveries) expenses</b>	<b>(145,285)</b>	<b>77,381</b>	<b>257,537</b>	<b>475,452</b>
<b>Net loss before income taxes</b>	<b>(804,527)</b>	<b>(692,973)</b>	<b>(1,066,283)</b>	<b>(510,703)</b>
Recovery of income taxes (note 6) - deferred	(193,086)	(183,637)	(186,658)	(103,712)
<b>Net loss and comprehensive loss</b>	<b>(611,441)</b>	<b>(509,336)</b>	<b>(879,625)</b>	<b>(406,991)</b>
Net loss attributable to shareholders	(397,491)	(361,230)	(646,512)	(326,268)
Net loss attributable to non-controlling interest (note 10)	(213,950)	(148,106)	(233,113)	(80,723)
<b>Net loss and comprehensive loss</b>	<b>(611,441)</b>	<b>(509,336)</b>	<b>(879,625)</b>	<b>(406,991)</b>
<b>Loss per share attributable to shareholders</b>				
Basic and diluted (note 11)	(0.01)	(0.01)	(0.01)	(0.01)

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

**Cliffside Capital Ltd.**  
**Interim Consolidated Statements of Changes in Shareholders' Equity**  
(in Canadian dollars)

(unaudited)	Share Capital	Contributed Surplus	Cumulative Deficit	Non-Controlling Interest	Total
	\$	\$	\$	\$	\$
<b>Balance, December 31, 2017</b>	4,790,791	711,667	(1,102,239)	1,154,642	5,554,861
IFRS 9 transition impact (note 2)	-	-	(476,146)	(195,691)	(671,837)
<b>Balance, January 1, 2018</b>	4,790,791	711,667	(1,578,385)	958,951	4,883,024
Stock-based compensation	-	119,339	-	-	119,339
Options exercised	57,500	-	-	-	57,500
Net income and comprehensive income for the period	-	-	(326,268)	(80,723)	(406,991)
<b>Balance, September 30, 2018</b>	<b>4,848,291</b>	<b>831,006</b>	<b>(1,904,653)</b>	<b>878,228</b>	<b>4,652,872</b>
<b>Balance, December 31, 2018</b>	<b>4,848,291</b>	<b>831,006</b>	<b>(2,410,043)</b>	<b>709,898</b>	<b>3,979,152</b>
Stock-based compensation	-	259,937	-	-	259,937
Shares issuance, net of issuance costs	2,784,241	-	-	-	2,784,241
Investment by non-controlling entity	-	-	-	795,000	795,000
Net loss and comprehensive loss for the period	-	-	(646,512)	(233,113)	(879,625)
<b>Balance, September 30, 2019</b>	<b>7,632,532</b>	<b>1,090,943</b>	<b>(3,056,555)</b>	<b>1,271,785</b>	<b>6,938,705</b>

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

**Cliffside Capital Ltd.**  
**Interim Consolidated Statements of Cash Flows**  
(in Canadian dollars)

(unaudited)	For the nine months ended	
	Sept 30, 2019	Sept 30, 2018
<b>Cash provided (used in) by</b>		
<b>Operating activities</b>	\$	\$
Net loss and comprehensive loss	(879,625)	(406,991)
Adjustments for non-cash items		
Provision for income taxes	(186,658)	(103,712)
Provision for credit losses	6,480,810	3,769,258
Amortization of capitalized costs	4,908,063	3,115,563
Stock-based compensation	44,752	119,339
Change in accrued interest receivable	(304,825)	210,613
Change in working capital	(53,553)	(223,815)
Acquisition of finance receivables and transaction costs	(59,564,747)	(69,320,245)
Collections on finance receivables	33,581,224	17,769,273
Increase in deferred purchase price payable	2,709,793	3,809,567
Repayment of deferred purchase price payable	(2,986,000)	(2,603,000)
<b>Cash used in operating activities</b>	<b>(16,250,766)</b>	<b>(43,864,150)</b>
<b>Cash provided by investing activities</b>	<b>-</b>	<b>-</b>
<b>Financing activities</b>		
Proceeds from securitization debt, net of unamortized securitization cost	63,028,603	73,450,555
Repayments of securitization debt	(44,894,988)	(23,196,740)
Additions to securitization debt cash holdback, net of releases	(2,197,832)	(5,633,998)
Issuance of common shares	3,794,426	57,500
<b>Cash provided by financing activities</b>	<b>19,730,209</b>	<b>44,677,317</b>
Increase in cash during period	3,479,443	813,167
Cash, beginning of period	5,241,528	3,727,486
<b>Cash, end of period</b>	<b>8,720,971</b>	<b>4,540,653</b>

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

**Cliffside Capital Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**(Unaudited)**

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**1. Nature of Organization**

*Description of the business*

Cliffside Capital Ltd. (the “Company”) holds investments in two limited partnerships, CAL LP and ACC LP III (the “Partnerships”). The Partnerships were formed to engage in the business of investing in retail sales contracts originated by CanCap Management Inc. (“CCMI”), and secured by collateral charges on motor vehicles. CAL LP was formed on February 22, 2016 and ACC LP III was formed on October 14, 2016. The Company owns 85-per-cent and 60-per-cent of the partnership units in CAL LP and ACC LP III respectively, and CCMI owns the remaining interest.

The Company trades on the TSX Venture Exchange (the “Exchange”) under the symbol CEP. The Company’s registered office is located at 11 Church Street, Suite 200, Toronto, Ontario M5E 1W1.

*Approval of interim consolidated financial statements*

The financial statements were approved by the Company’s Board of Directors and authorized for issue on November 25, 2019.

**2. Summary of Significant Accounting Policies**

*Basis of presentation*

These interim consolidated financial statements are stated in Canadian dollars, which is the functional currency of the Company and have been prepared using the historical cost convention.

The statement of financial position of the Company is presented on a non-classified basis in order of liquidity of assets and liabilities. Due to the prepayment feature related to the finance receivables, presentation based on liquidity provides information that is reliable and more relevant.

These financial statements have been prepared on a going concern basis and accounting policies followed in these financial statements were consistently applied to all periods presented.

*Statement of compliance*

These interim consolidated financial statements have been prepared by management in accordance with IAS 34, “Interim Financial Reporting” (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”).

Certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the IASB, have been omitted or condensed. The accounting policies followed in these interim financial statements are consistent with those of the Company’s audited annual financial statements for the year ended December 31, 2018.

*Basis of consolidation*

These interim consolidated financial statements include the accounts of the Company and the Partnerships. The financial statements of the Partnerships are prepared for the same reporting period as the Company, using consistent accounting policies. All intracompany balances, income and expenses, and distributions are

**Cliffside Capital Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**(Unaudited)**

eliminated in full. Consolidation of an investee begins when the Company obtains power over the relevant activities of the investee and is able to use its power to affect variable returns. The Company began consolidating its interest in ACC LP III from January 31, 2017 and CAL LP from March 31, 2017.

Controlled entities

The consolidated financial statements incorporate the assets and liabilities of all controlled entities of the Company as at September 30, 2019 and December 31, 2018 and the results of all controlled entities for the period then ended.

Controlled entities are all entities over which the Company has the power to direct the relevant activities generally accompanying a shareholding of more than one half of the voting rights, exposure, or rights, to variable returns from its involvement with the entity, and the ability to use its power over the entity to affect the amount of returns. Controlled entities are fully consolidated from the date on which control is transferred to the company.

Use of estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management of the Company to make certain judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and judgments are used when accounting for items and matters such as consolidation of investments in limited partnerships, capitalized transaction costs, provision for credit losses, deferred purchase price payable, deferred income taxes, including recoverability of deferred tax assets, and fair value of stock options or other amounts pursuant to the Company's significant accounting policies. Actual results could differ from those estimates. Any changes in estimates are applied on a prospective basis.

In determining whether an entity should be consolidated, the Company makes significant judgments about whether it has control over such entity. The Company considers voting rights, contractual rights under certain arrangements, and other relevant factors in determining if the Company has the power and ability to affect returns from an entity. For more details on significant estimates and judgments used for capitalized transaction costs, provision for credit losses, deferred purchase price payable, deferred income taxes, including recoverability of deferred tax assets, and fair value of stock options, refer to the relevant notes in these consolidated financial statements.

Financial instruments

The Company adopted IFRS 9 "Financial Instruments" on January 1, 2018. The following is a summary of classification and measurement of financial instruments outstanding at September 30, 2019 and December 31, 2018 under IFRS 9.

	<b>Classification</b>	<b>Measurement</b>
Cash	Assets held to collect	Amortized cost
Finance receivables - net	Assets held to collect	Amortized cost
Other assets	Assets held to collect	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Deferred purchase price payable	Other financial liabilities	Amortized cost
Securitization debt	Other financial liabilities	Amortized cost

**Cliffside Capital Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**(Unaudited)**

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*Classification and measurement*

The Company's business model is to hold financial assets to collect the contractual cash flow based on its contractual terms. As a result, the Company classifies the portfolio of finance receivables under the hold to collect business model. Finance receivables represent loans to borrowers, which are repaid in instalments at fixed rates of interest embedded in the contract and paid on the contracted dates. There are no features in the contracts that allow the borrower to extend and/or modify the term of the contracts that would create distortion on the business model. The Company initially recognizes finance receivables' principal at fair value and interest is the compensation for the time value of money, credit risk associated with the principal, lending risks, servicing costs and profit margin. Cash and other assets also classified as held to collect; other assets consist mainly of prepaids and amounts due from related parties.

*Assets held to collect and other financial liabilities*

Financial assets held to collect and other financial liabilities are initially measured at fair value, plus or minus transactions cost that are directly attributable to the acquisition or issue of the financial instruments. Immediately after initial recognition, an expected credit loss allowance is recognized for financial assets measured under this category. Financial assets and liabilities are subsequently carried at amortized cost using the effective interest method. Any changes are recognized in profit or loss.

*Impairment of finance receivables*

The Company uses a three stage approach to calculate expected credit losses ("ECL") which is based on the change in credit quality of the finance receivables since initial recognition. Under the first stage, where there has not been a significant increase in credit risk since initial recognition, an amount equal to 12 months ECL is recorded. Under the second stage, where there has been a significant increase in credit risk since initial recognition, but the financial instruments are not credit impaired and continue to accrue interest, an amount equal to the lifetime ECL is recorded. Under the third stage, where there is objective evidence of impairment, these financial assets are classified as credit impaired and an amount equal to the lifetime ECL is recorded. The lifetime of finance receivables is determined based on the remaining contractual maturity dates.

The ECL is calculated by applying a probability of default, exposure at default, and loss given default to the population of finance receivables under each stage at each reporting date. The ECL model is forward looking and uses reasonable and supportable forecasts of future economic conditions in the determination of significant increases in credit risk and measurement of ECL.

Depending on the severity of the credit risk, finance receivables' ECL would be calculated under stage 1, 2 or 3. The Company considers finance receivables to have experienced a significant increase in credit risk when the finance receivables are greater than 30 days past due. Historically, the Company has experienced substantially higher collection rates for receivables less than or equal to 30 days past due as compared to receivables greater than 30 days past due.

Finance receivables are segmented into different stages at each measurement date as below:

Stage 1: any receivable that does not fall under stage 2 and 3 and further segmented by the origination tier

Stage 2: receivable is greater than 30 days and under 91 days past due

Stage 3: any receivable that meets the default definition as follows:

- greater than 90 days past due; or
- collectability is no longer reasonably assured, as a result the collateral has been assigned for repossession

**Cliffside Capital Ltd.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**(Unaudited)**

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A defaulted finance receivable is fully written-off when it is over 180 days past due. The Company, where possible will continue to pursue recovery actions against the borrowers until all actions are exhausted.

Forward- looking information incorporated in the ECL models

The assessment of significant increase in credit risk ("SICR") and the calculation of ECL both consider forward-looking information. The future impact of macroeconomic assumptions is assessed by reviewing historical information. The Company, together with CCMI (a related party), has historical data for over five years, and during this period, management has observed the impact of changes in macroeconomic variables on the receivables. Assumptions monitored include unemployment rates, interest rates and used car prices. The historical performance of these assumptions allows the Company to build its sensitivity tolerance. The Company integrates assessment of SICR using lifetime probability of default ("PD") and forward-looking macroeconomic assumptions in computing the ECL calculation. Based on historical information and sensitivity analyses, macroeconomic assumptions do not have a significant impact on ECL and share an equal magnitude to the calculation given its insignificance. Notwithstanding the impact, at each measurement date, the Company considers current available industry data and adjustments to the ECL will be made if there is an indication the assumptions are likely to move beyond the range of tolerance. The estimation and application of assumptions requires significant judgment.

Impairment of financial assets other than finance receivables

Financial assets other than finance receivables consist of cash and other assets. The credit risk of these assets is low, as a result, it is impractical to calculate the impairment impact associated with these assets.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and allocating the interest income or interest expense over the expected life of the financial asset or financial liability (or group of financial assets or financial liabilities). The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument. The calculation includes all fees paid or received between parties to the contract, transaction costs and all other premiums or discounts that are an integral part of the effective interest rate.

Transaction costs

Transaction costs that are directly attributable to the issuance of financial assets or liabilities are accounted for as part of the carrying value at inception, and are recognized over the term of the assets or liabilities using the effective interest method. Capitalized transaction costs in financial assets include the premium associated with purchasing fully serviced retail sales contracts, as well as the Partnerships' share of costs associated with acquiring the underlying contracts, which are amortized into earnings and netted against interest income. Capitalized transaction costs in financial liabilities include securitization costs which are amortized into earnings and included within interest expense.

Offsetting financial assets and liabilities

Financial assets and financial liabilities are offset with the net amount reported on the statement of financial position only when there is a legally enforceable right to offset the recognized amount in all situations and there is an intention to settle on a net basis or the asset and the liability will be settled simultaneously.

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Derecognition of financial instruments

A financial asset is derecognized when:

- the contractual rights to cash flows from the financial assets expires; or
- the Company transfers the contractual rights to cash flows from the financial assets; or
- the Company assumes a contractual obligation to pay the cash flow collected from the financial assets where the Company does not retain the risks and rewards and/or control of the financial assets.

A financial liability is derecognized when:

- the obligation under the liability is discharged, cancelled or expires; or
- exchange of financial liability with the same lender on substantially different terms, or the terms of an existing financial liability are substantially modified.

The original financial liability is derecognized, and the new financial liability is recognized, and the difference between the original and the new financial liability is recognized in the consolidated statements of comprehensive income.

Deferred purchase price payable

Deferred purchase price payable consists of two components - a fixed percentage calculated on the outstanding finance receivables as of the last day of each month, plus an additional amount based on excess annual return on capital (earned by the Partnerships) over a certain threshold. The additional amount is termed a contingent consideration since it is contingent on the Partnerships' future earnings. Both components of deferred purchase price payable are measured by considering any changes in conditions and potential financial outcomes compared to what existed at the time of initial recognition and measurement.

Revenue recognition

*Net interest income*

The Partnerships recognize interest income and interest expense for all interest-bearing financial instruments using the effective interest method. Recognition of interest income is suspended for any finance receivables that are more than 90 days past due, or sooner when collectability is no longer reasonably assured.

The obligors' retail sales contract principal amounts include an administrative fee which may become partially rebatable in the event of prepayment prior to the scheduled maturity date of the contract. This amount is amortized into interest income on a daily basis over the term of the retail sales contracts using the effective interest rate.

Interest income is presented net of amortization of capitalized costs associated with originating and purchasing the underlying contracts.

*Other income*

Other income includes fees charged to obligors for items such as due date changes, past due payments, and non-sufficient funds, all of which are recognized when realized. For the nine months ended September 30, 2019 and 2018, it also included a one-time adjustment related to the remeasurement of the deferred purchase price payable (refer to note 5 for details).

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Deferred income taxes

Deferred income taxes are calculated using the asset and liability method. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying amount on the statement of financial position are used to calculate deferred income tax liabilities or assets. Deferred income tax liabilities or assets are calculated using tax rates anticipated to apply in the periods that the temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that substantive enactment occurs. As at September 30, 2019, the Company has recognized a deferred tax asset for the portion of loss carry-forwards and temporary differences it expects to be recoverable.

Stock-based compensation

The Company issues stock-based compensation to directors, officers, employees and consultants. The fair value of options and warrants issued to directors, officers, employees and consultants to the Company is charged to net income (loss) over the vesting period with an offsetting amount recorded to contributed surplus. The fair value of options and warrants issued to agents in conjunction with a public offering and warrants issued to guarantors of rights offering are charged against share capital with the offsetting amount recorded to contributed surplus. Fair value is measured using the Black-Scholes option-pricing model. Consideration paid on the exercise of stock options and stock warrants is recorded as share capital.

Earnings or loss per share

Earnings or loss per share are calculated using the weighted average number of shares outstanding during the reporting period. The treasury stock method of calculating diluted earnings per share is used, which assumes that all outstanding stock options granted with an exercise price below the average market value are exercised during the reporting period and the proceeds received from the assumed exercise of options are used to acquire shares in the open market at the average price. The difference between the number of shares assumed and the number of shares assumed purchased is then included in the denominator of the diluted earnings per share computation.

Comprehensive income (loss)

Comprehensive income (loss) includes all changes in equity of the Company, except those resulting from investments by shareholders and distributions to shareholders. Comprehensive income (loss) is the total of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) comprises income, expenses and losses that, in accordance with IFRS, require recognition, but are excluded from net income (loss). The Company does not have any items giving rise to other comprehensive income (loss) in the reporting period, nor is there any accumulated balance of other comprehensive income (loss). All gains and losses, including those arising from measurement of all financial instruments have been recognized in net income (loss) for the period.

Segment reporting

The only segment the Company currently holds investments in is the automotive financial services segment in Canada.

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Adoption of new accounting policies

*IFRIC 23 'Uncertainty over Income Tax Treatments'*

The Company adopted IFRIC 23, "Uncertainty over Income Tax Treatments" which addresses the accounting for income taxes and clarifies the application of recognition and measurement standards under IAS 12, "Income Taxes" when there is uncertainty over income tax treatments. The interpretation is effective for periods beginning on or after January 1, 2019. The adoption has no impact on the Company's interim consolidated financial statements.

**3. Finance Receivables**

Finance receivables consist of retail sales contracts which had initial terms of 12 to 84 months at time of origination and fixed rates of interest ranging from 9-per-cent to 27-per-cent. All finance receivables are secured by collateral charges on motor vehicles. The Partnerships acquired \$59.6 million of finance receivables including transaction costs and obtained securitization proceeds of \$63.0 million during the nine months ended September 30, 2019 (2018 - acquired \$91.7 million and obtained securitization proceeds of \$96.6 million).

The finance receivables can be broken down as follows:

	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Finance receivables	127,636,467	111,059,991
Add: Transaction costs	10,367,220	10,103,397
Less: Administration fees	(2,930,023)	(2,511,784)
<b>Finance receivables - gross</b>	<b>135,073,664</b>	<b>118,651,604</b>
Allowance for credit losses	(5,321,139)	(3,798,554)
<b>Finance receivables - net</b>	<b>129,752,525</b>	<b>114,853,050</b>

Outstanding payments, including principal and interest, contractually due under the finance receivables, as well as transaction costs, as at September 30, 2019 and December 31, 2018 are outlined below. Management expects that a portion of the retail sales contracts will be repaid in full prior to the maturity date. Accordingly, the maturities in the table below are not a forecast of future cash collections.

	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Within 1 year	40,343,828	33,804,132
In 2 to 3 years	75,276,881	64,464,012
In 4 to 5 years	55,575,155	51,309,034
Greater than 5 years	14,193,345	14,339,706
Total receivables	185,389,209	163,916,884
Less: Unearned interest	(57,752,742)	(52,856,893)
Total receivables, net of unearned interest	127,636,467	111,059,991
Add: Transaction costs, net of administration fees	7,437,197	7,591,613
<b>Finance receivables - gross</b>	<b>135,073,664</b>	<b>118,651,604</b>
Allowance for credit losses	(5,321,139)	(3,798,554)
<b>Finance receivables - net</b>	<b>129,752,525</b>	<b>114,853,050</b>

The carrying value of gross finance receivables at amortized cost represents principal and transaction costs, net of administration fees. The balance increased by \$16.4 million from December 31, 2018 due to business growth as a result of new acquisition of finance receivables of \$59.6 million, including transaction costs,

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primarily offset by early terminations, paydowns and write-offs of \$43.2 million.

Finance receivables, maximum exposure and allowance for credit losses by stage as of September 30, 2019 under IFRS 9 are as follows:

<b>Credit risk rating</b>	<b>Finance receivables by stage</b>		<b>Allowance for credit losses</b>	
Stage 1	118,289,108	95.0%	(2,616,967)	49.2%
Stage 2	4,125,816	3.3%	(1,558,659)	29.3%
Stage 3	2,110,416	1.7%	(1,145,513)	21.5%
Total maximum exposure by stage	<u>124,525,340</u>	100.0%	<u>(5,321,139)</u>	100.0%
Transactions costs	10,367,220			
Fees and other charges	181,104			
Allowance for credit losses			<u>(5,321,139)</u>	
<b>Finance receivables - net</b>			<b><u>129,752,525</u></b>	

Finance receivables, maximum exposure and allowance for credit losses by stage as of December 31, 2018 under IFRS 9 are as follows:

<b>Credit risk rating</b>	<b>Finance receivables by stage</b>		<b>Allowance for credit losses</b>	
Stage 1	104,086,034	96.1%	(1,926,034)	50.7%
Stage 2	2,847,911	2.6%	(1,115,713)	29.4%
Stage 3	1,380,505	1.3%	(756,807)	19.9%
Total maximum exposure by stage	<u>108,314,450</u>	100.0%	<u>(3,798,554)</u>	100.0%
Transactions costs	10,103,397			
Fees and other charges	233,757			
Allowance for credit losses			<u>(3,798,554)</u>	
<b>Finance receivables - net</b>			<b><u>114,853,050</u></b>	

The fair value of collateral held as security for finance receivables range from 37% to 40% of its maximum exposure.

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The changes in allowance for credit losses between January 1, 2019 to September 30, 2019 are as follows:

	Stage 1	Stage 2	Stage 3	Total
<b>Allowance for credit losses, January 1, 2019</b>	<b>1,926,034</b>	<b>1,115,713</b>	<b>756,807</b>	<b>3,798,554</b>
Transfer				
From stage 1 to 2	(268,989)	268,989	-	-
From stage 2 to 1	1,042,856	(1,042,856)	-	-
From stage 2 to 3	-	(850,815)	850,815	-
From stage 3 to 2	-	136,344	(136,344)	-
Early termination	(340,461)	(31,552)	-	(372,013)
New finance receivables purchased, net	1,311,492	-	-	1,311,492
Transfer to stage 2	(210,118)	210,118	-	-
Change in PDs/LGDs/EADs	(843,847)	1,752,718	4,632,461	5,541,332
<b>Provision for credit losses for the period</b>	<b>690,933</b>	<b>442,946</b>	<b>5,346,932</b>	<b>6,480,811</b>
<b>Less: Write-offs, net of recoveries and collection charges</b>	<b>-</b>	<b>-</b>	<b>(4,958,226)</b>	<b>(4,958,226)</b>
<b>Allowance for credit losses, September 30, 2019</b>	<b>2,616,967</b>	<b>1,558,659</b>	<b>1,145,513</b>	<b>5,321,139</b>

The changes in allowance for credit losses between January 1, 2018 to December 31, 2018 are as follows:

	Stage 1	Stage 2	Stage 3	Total
<b>Allowance for credit losses, January 1, 2018</b>	<b>855,548</b>	<b>351,812</b>	<b>130,779</b>	<b>1,338,139</b>
Transfer				
From stage 1 to 2	(66,379)	66,379	-	-
From stage 2 to 1	48,482	(48,482)	-	-
From stage 2 to 3	-	(317,906)	317,906	-
Early termination	(245,946)	(2,567)	(50,396)	(298,909)
New finance receivables purchased, net	3,335,602	-	-	3,335,602
Transfer to stage 2	(2,006,851)	2,006,851	-	-
Transfer to stage 3	-	(1,397,485)	1,397,485	-
Change in PDs/LGDs/EADs	5,578	457,111	2,290,131	2,752,820
<b>Provision for credit losses for the period</b>	<b>1,070,486</b>	<b>763,901</b>	<b>3,955,126</b>	<b>5,789,513</b>
<b>Less: Write-offs, net of recoveries and collection charges</b>	<b>-</b>	<b>-</b>	<b>(3,329,098)</b>	<b>(3,329,098)</b>
<b>Allowance for credit losses, December 31, 2018</b>	<b>1,926,034</b>	<b>1,115,713</b>	<b>756,807</b>	<b>3,798,554</b>

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**4. Net Interest Income**

Interest income represents interest earned on the finance receivables. The amount is presented net of amortization of capitalized costs associated with originating and purchasing the underlying retail sales contracts which is broken down as follows:

	<b>For the three months ended</b>		<b>For the nine months ended</b>	
	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>
Interest income	5,287,574	3,519,183	15,019,650	8,864,825
Amortization of capitalized costs	(1,653,934)	(1,122,553)	(4,908,063)	(3,115,563)
<b>Net interest income</b>	<b>3,633,640</b>	<b>2,396,630</b>	<b>10,111,587</b>	<b>5,749,262</b>

The amortization of capitalized costs includes amortization of origination costs of \$495,599 and \$1,422,557 for the three and nine months ended September 30, 2019, respectively (2018 - \$331,012 and \$900,529, respectively). In addition, it also includes the amortization of the premium associated with acquiring fully serviced loans from CCMI, a related party (see note 14), of \$1,158,335 and \$3,485,506 for the three and nine months ended September 30, 2019, respectively (2018 - \$791,543 and \$2,215,035, respectively).

**5. Other Income**

The breakdown of other income is as follows:

	<b>For the three months ended</b>		<b>For the nine months ended</b>	
	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>
Deferred purchase price remeasurement	-	-	831,409	877,843
Fees and other charges	13,296	62,337	176,832	149,163
<b>Other income</b>	<b>13,296</b>	<b>62,337</b>	<b>1,008,241</b>	<b>1,027,006</b>

Included in other income for the nine months ended September 30, 2019 and 2018 is the impact of a one-time remeasurement of the deferred purchase price payable (refer to note 7 for details). Included in September 30, 2018 was also the change in fair value of the contingent component of the deferred purchase price.

**6. Deferred Income Taxes**

A reconciliation of deferred tax assets is as follows:

	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Balance, beginning of year	496,285	128,850
Recognized in deficit	-	142,985
Recognized in net loss	186,658	224,450
<b>Total deferred income taxes</b>	<b>682,943</b>	<b>496,285</b>

The Company has recognized a deferred income tax asset for the cumulative tax losses it expects to be able to recover. If unutilized, the tax loss carry-forwards expire commencing 2033. The tax benefit of deductible share issuance costs has been allocated directly to share capital.

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The components of tax can be broken down as follow:

	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Current tax	-	-
Deferred tax		
Related to current year losses	(186,658)	(224,450)
<b>Total recovery of income taxes</b>	<b>(186,658)</b>	<b>(224,450)</b>

A reconciliation of income taxes calculated at the statutory Canadian combined federal and provincial corporate tax rate to the income tax provision in the statement of net income (loss) and comprehensive income (loss) is provided below:

	<b>For the three months ended</b>		<b>For the nine months ended</b>	
	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>
Net loss before taxes	(804,527)	(692,973)	(1,066,283)	(510,703)
Applicable tax rate	26.5%	26.5%	26.5%	26.5%
Expected recovery of income taxes at applicable tax rate	(213,200)	(183,637)	(282,565)	(135,336)
Increase (decrease) in recovery resulting from:				
Expenses not deductible for tax	(57,024)	-	11,859	31,624
Non-controlling interest	77,138	-	84,048	-
<b>Total recovery of income taxes</b>	<b>(193,086)</b>	<b>(183,637)</b>	<b>(186,658)</b>	<b>(103,712)</b>

Taxable income, if any, is distributed to the Partnerships' limited partners on an annual basis. As a result, the Partnerships are not subject to income tax, as the limited partners are taxed directly.

**7. Deferred Purchase Price Payable**

The Partnerships purchase retail sales contracts from CCMI, a related party (refer to note 14), on a fully serviced basis. A component of the purchase price for the purchased receivables is deferred and payable to CCMI over the life of the related finance receivables. A breakdown of the amount owing at September 30, 2019 and December 31, 2018 is provided below:

	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Due within 1 year	2,406,572	2,504,872
Due greater than 1 year	2,300,809	2,478,716
<b>Total deferred purchase price payable</b>	<b>4,707,381</b>	<b>4,983,588</b>

Effective January 1, 2018, the Partnerships renegotiated the deferred purchase price with CCMI resulting in a reduction to the fixed percentage price and introduction of a contingent component based on excess annual return on capital over a certain threshold. Effective January 1, 2019, the Partnerships negotiated another change to the deferred purchase price of retail sales contracts. This resulted in a further reduction to the fixed percentage price and the removal of the contingent component of the deferred purchase price. The new price applies to all retail sales contracts that the Partnerships owned as of the effective dates as well as new acquisitions going forward. As a result, the Partnerships remeasured the outstanding deferred purchase price payable related to all retail sales contracts as of January 1, 2019 and 2018 and recorded a one-time adjustment to other income in both the first quarter of 2019 and the first quarter of 2018 (refer to note 5).

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CCMI continues to administer the contracts on behalf of the Partnerships who pay a deferred purchase price to CCMI based on the outstanding finance receivables balance at the end of every month. The total amount payable at the time the Partnerships purchase the receivables is calculated as the present value of these estimated future cash payments, and is capitalized within transaction costs under finance receivables. Accordingly, every month, as the associated finance receivables continue to remain outstanding, a portion of the deferred purchase price becomes due and payable. The liability is paid monthly with a total of \$2,986,000 paid by the Partnerships to CCMI for the nine months ended September 30, 2019 (twelve months ended December 31, 2018 - \$3,852,000).

**8. Securitization Debt**

Securitization debt represents funding secured by the finance receivables. For the nine months ended September 30, 2019, the Partnerships had securitized finance receivables for securitization proceeds of \$63.0 million which had principal outstanding, excluding capitalized transaction costs at the time of securitization of \$54.6 million (twelve months ended December 31, 2018 – proceeds of \$96.6 million with principal outstanding of \$82.8 million). Securitization debt is recorded at amortized cost using the effective interest method. Each tranche securitized under the facilities has a fixed rate of interest. The weighted average interest rate on the securitization debt is 4.94-per-cent and 5.09-per-cent for the three and nine months ended September 30, 2019, respectively (2018 - 5.80-per-cent and 5.65-per-cent, respectively).

The securitization transaction does not qualify for de-recognition under IFRS due to the fact that the Partnerships retain exposure to prepayment risk and certain credit loss risk. As such, net proceeds received upon securitization are recognized as securitization debt on the statement of financial position and the related finance receivables continue to be recognized as assets. In order to protect against these prepayment and credit loss risks, the securitizers maintain a cash holdback account which is held in reserve for the Partnerships. The securitizers have recourse to draw down on the cash holdback for any obligor defaults experienced in the securitized portfolio and reduce their exposure to potential credit losses. The cash holdback is offset against securitization debt on the statement of financial position. Additionally, as further protection against prepayment and credit loss risks, the securitizers also have an overcollateralization component to every securitization transaction. As a result, the securitizers have recourse against 100-per-cent of the collateral, however they fund less than 100-per-cent of the finance receivables.

Pursuant to the securitization agreements, the securitizers appoint CCMI as the servicer of all retail sales contracts securitized by the Partnerships. The Partnerships, the Company and CCMI are subject to certain financial covenants under the securitization facilities, including minimum tangible net worth requirements, all of which were in compliance during the period.

In accordance with the securitization agreements, the Partnerships transfer all of their rights, title and interest in the securitized finance receivables to the securitizers, and must remit all scheduled or received principal and interest payments to the securitizers. Each securitization transaction has a fixed maturity, interest rate and repayment schedule based on the underlying finance receivables. If the Partnerships fail to meet any covenants under the securitization agreements, the securitizer may take control of the finance receivables and assign a back-up servicer. Under this event, the Partnerships' obligation as it pertains to the securitization debt would be extinguished. As such, the total cash holdback and the finance receivables overcollateralization represent the Partnerships' maximum exposure to their securitized receivables. The securitization debt is non-recourse to the Partnerships.

The securitization debt activity and balance for the nine months ended September 30, 2019 and twelve months ended December 31, 2018 is broken down as follows:

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	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Securitization debt, opening balance	111,625,053	56,678,509
Net proceeds on securitization	63,007,021	96,607,353
Repayments to securitizer	(44,894,988)	(34,998,608)
Additions to cash holdback, net of releases	(2,197,832)	(6,638,837)
Change in unamortized securitization costs	21,581	(23,364)
<b>Securitization debt, ending balance</b>	<b>127,560,836</b>	<b>111,625,053</b>

Securitization costs are capitalized and amortized into interest expense over the term of the securitization agreement.

*Securitization debt, gross*

Outstanding payments, including principal and interest, contractually due under the securitization debt, as at September 30, 2019 and December 31, 2018 are outlined below. Management expects that a portion of the securitization debt will be repaid in full prior to the maturity date. Accordingly, the maturities in the table below are not a forecast of future cash payments.

	<b>Sept 30, 2019</b>	<b>Dec 31, 2018</b>
Within 1 year	36,774,034	30,580,589
In 2 to 3 years	61,125,281	52,171,850
In 4 to 5 years	40,037,252	37,233,472
Greater than 5 years	8,138,452	9,138,874
Securitization debt, gross	146,075,019	129,124,785
Less: Unearned interest	(18,514,183)	(17,499,732)
<b>Securitization debt, ending balance</b>	<b>127,560,836</b>	<b>111,625,053</b>

**9. Share Capital**

a) Authorized and Issued

The Company is authorized to issue an unlimited number of common shares. Issued and outstanding common shares are summarized below:

	<b>Shares</b>	<b>Amount (\$)</b>
Ending balance, December 31, 2017	55,550,000	4,790,791
Issuance of common shares	525,000	57,500
<b>Ending balance, September 30, 2018</b>	<b>56,075,000</b>	<b>4,848,291</b>
Ending balance, December 31, 2018	56,075,000	4,848,291
Issuance of common shares, net of issuance costs	18,691,667	2,784,241
<b>Ending balance, September 30, 2019</b>	<b>74,766,667</b>	<b>7,632,532</b>

During the nine months ended September 30, 2019, the Company conducted a rights offering and issued 18,691,667 shares and 2,197,000 warrants for an aggregate gross proceeds of \$3.1 million. As part of the rights offering, the Company granted stock warrants to the individuals who provided a guarantee to fund the offering and to subscribe for common shares. After deducting transaction and warrant costs of \$0.3 million, an amount of \$2.8 million was added to share capital. Of the \$2.8 million, \$1.1 million was invested in CAL LP and \$0.9 million was invested in ACC LP III, \$0.8 million remains in the Company for operational use.

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b) Stock Options and Warrants

Issued and outstanding stock options and warrants at September 30, 2019 were 7,097,000, of which, 6,547,000 were exercisable. The Company announced a change in the Chief Executive Officer effective May 22, 2018 which resulted in 500,000 unvested stock options being forfeited. In addition, the Company granted 1,700,000 stock options to directors and officers on June 21, 2018, of which a total of 1,150,000 vested since the grant date and the fair value was recorded in earnings as stock-based compensation expense. During the three months ended September 30, 2019, 50,000 of unvested stock options were forfeited, 25,000 of vested stock options were expired. The remaining 550,000 will vest over the next two years. The newly granted stock options expire five years from the grant date.

As part of the rights offering the Company granted stock warrants to the individuals who provided a guarantee to fund the offering. As a result, 2,197,000 warrants were issued on March 26, 2019 and were netted against shareholders' equity. These warrants vested immediately and can be exercised (one warrant for one common share) for three years from the date of issue at a price of \$0.22 per share.

c) Escrowed Shares

34,250,000 of the 45,000,000 common shares of the Company issued in 2014 prior to the IPO were deposited with the escrow agent under an escrow agreement (the "Escrowed Shares"). The remaining 5,137,501 shares was released on July 8, 2019.

Issued and outstanding Escrowed Shares are as follows:

	<b>Shares</b>
Ending balance, December 31, 2017	20,550,001
Released	<u>(10,275,000)</u>
<b>Ending balance, September 30, 2018</b>	<b>10,275,001</b>
Ending balance, December 31, 2018	10,275,001
Released	<u>(10,275,001)</u>
<b>Ending balance, September 30, 2019</b>	<b>-</b>

**10. Non-Controlling Interest**

A breakdown of the non-controlling interest on the statement of financial position as of September 30, 2019 is as follows:

	<b>CAL LP</b>	<b>ACC LP III</b>	<b>TOTAL</b>
Equity invested by third parties in partnerships	724,422	1,200,010	1,924,432
Non-controlling portion of retained earnings	(33,820)	(366,964)	(400,784)
Non-controlling portion of current period income	(22,404)	(210,709)	(233,113)
Non-controlling portion of distributions	<u>(18,750)</u>	-	<u>(18,750)</u>
<b>Total non-controlling interest</b>	<b>649,448</b>	<b>622,337</b>	<b>1,271,785</b>

An additional \$195,000 and \$600,000 was invested in CAL LP and ACC LP III respectively by the third party partners during the nine months ended September 30, 2019.

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A breakdown of the non-controlling interest on the statement of financial position as of December 31, 2018 is as follows:

	CAL LP	ACC LP III	TOTAL
Equity invested by third parties in partnerships	529,422	600,010	1,129,432
Non-controlling portion of retained earnings	35,482	8,478	43,960
Non-controlling portion of IFRS 9 transition impact	(43,826)	(151,865)	(195,691)
Non-controlling portion of current period losses	(25,476)	(223,577)	(249,053)
Non-controlling portion of distributions	(18,750)	-	(18,750)
<b>Total non-controlling interest</b>	<b>476,852</b>	<b>233,046</b>	<b>709,898</b>

**11. Loss Per Share**

Loss per share for the nine months ended September 30, 2019 and 2018 were calculated based on the following:

	For the three months ended		For the nine months ended	
	Sept 30, 2019	Sept 30, 2018	Sept 30, 2019	Sept 30, 2018
Loss attributable to shareholders (\$)	(397,491)	(361,230)	(646,512)	(326,268)
Weighted average shares outstanding – basic	74,766,667	55,895,652	69,357,723	55,666,484
<b>Loss per share – basic (\$)</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.01)</b>
Loss attributable to shareholders (\$)	(397,491)	(361,230)	(646,512)	(326,268)
Weighted average shares outstanding – diluted	74,766,667	55,895,652	69,357,723	55,666,484
<b>Loss per share – diluted (\$)</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.01)</b>

The diluted weighted average shares outstanding for the three and nine months ended September 30, 2019 and for the three and nine months ended September 30, 2018 exclude the effect of stock options and warrants issued and outstanding as they are considered antidilutive.

**12. Capital Management**

The Company's capital is comprised of equity and securitization debt. The Company's objectives when managing capital are to safeguard the Company's ability to continue and maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The funding facilities entered into by the Partnerships renew annually and provide access to \$120 million of total funds under the current renewal year. This consists of \$115 million of securitization funding and \$5 million of revolving financing in order to fund the acquisition of retail sales contracts. Of the current renewal year, \$51 million was used and \$69 million remains available as at September 30, 2019.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Company expects its current capital resources will be sufficient to carry its operations through its current operating period.

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**13. Financial Instruments and Risk Management**

In the normal course of business, the Company is exposed to certain risks and uncertainties, and manages them as follows:

*Liquidity Risk*

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity for the Company is from cash raised from equity financing, which would be used to finance working capital requirements and to meet the Company's financial obligations associated with financial liabilities. The Partnerships' financial obligations related to the finance receivables are non-recourse to the Company.

The primary source of liquidity for the Partnerships is cash flows from the collection of finance receivables. As at September 30, 2019, the undiscounted cash flows arising from the finance receivables, excluding transaction costs, are as follows:

	<b>Within 1 year</b>	<b>In 2 to 3 years</b>	<b>In 4 to 5 years</b>	<b>Greater than 5 years</b>	<b>Total</b>
Total receivables	40,343,828	75,276,881	55,575,155	14,193,345	185,389,209

These cash flows are considered to be sufficient to cover the Partnerships financial obligations for the same period as follows:

	<b>Within 1 year</b>	<b>In 2 to 3 years</b>	<b>In 4 to 5 years</b>	<b>Greater than 5 years</b>	<b>Total</b>
Securitization debt	36,774,034	61,125,281	40,037,252	8,138,452	146,075,019
Deferred purchase price payable	2,406,573	1,940,297	353,366	7,146	4,707,382
Accounts payable and accrued liabilities	166,338	-	-	-	166,338
	<u>39,346,945</u>	<u>63,065,578</u>	<u>40,390,618</u>	<u>8,145,598</u>	<u>150,948,739</u>

The amounts reported for finance receivables and securitization debt are based on contractual maturities. However, the finance receivables may become subject to losses and prepayments in which case, the cash flows shown above will not be realized. Further, the securitization debt may be due earlier if the corresponding finance receivables run-off sooner. Accordingly, the maturities and amounts in the tables above are not a forecast of future cash flows.

*Credit Risk*

Credit risk arises from the possibility that obligors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. Credit risk has a significant impact on finance receivables. The underlying obligors to the finance receivables typically would not be approved for financing at prime rates. These customers may have had poor or inadequate credit history, or may be purchasing a vehicle that does not meet prime auto lending guidelines.

The performance of the finance receivables depends on a number of factors, including general economic conditions, unemployment levels, and the circumstances of individual obligors. The maximum exposure to the finance receivables is represented by the carrying amount thereof. Although credit risk has a significant impact on retail receivables, it is mitigated by the Partnerships having a first priority perfected security interest in the related financed vehicles. In the case of obligor defaults, the value of the repossessed collateral provides a source of protection. Every reasonable effort is made to follow-up on delinquent

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accounts and to keep accounts current and repossession is considered only as a last resort. Refer to note 3 for details on past due accounts as of September 30, 2019. A repossessed vehicle is sold and proceeds are applied to the amount owing on the account. As such, the Partnerships are also exposed to fluctuations in used vehicle prices.

The finance receivables have no significant concentration of credit risk due to the fact that they are made up of a pool of receivables, with no individual receivable having a significant balance in relation to the outstanding portfolio balance. In addition, the receivables are geographically dispersed throughout Canada, the underlying collateral consists of varying vehicle makes, models and types, the underlying obligors of the receivables have varying credit ratings, and the receivables have varying interest rates and terms.

*Market Risk*

Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk.

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk. The finance receivables are subject to fixed interest rates and are carried at amortized cost, such that there is no re-measurement of carrying amount as market interest rates fluctuate. Securitization debt is subject to fixed rates of interest for each tranche securitized. The revolving lines of credit have floating rates of interest however significant exposure is not expected due to the short-term nature of the revolving debt. The Partnerships are not currently utilizing their revolving lines of credit.

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Company does not have any financial instruments denominated in a foreign currency and therefore is not exposed to currency risk.

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Company are exposed to other price risk to the extent of fluctuations in used vehicle prices which impacts the recovery on repossessed vehicle sales.

*Counterparty Risk*

The Company and Partnerships are exposed to counterparty risk through their relationship with CCMI. CCMI is responsible for presenting retail sales contracts to the Partnerships that meet the Company's investment criteria. There is a risk that CCMI may not be able to present contracts that are acceptable to the Company and the Partnerships would have to find a new source of originations. Further, CCMI is responsible for servicing the Partnerships retail sales contracts and there is a risk that CCMI may not be able to service the contracts in the future. CAL LP has a standby backup servicer and it can be used for ACC LP III if this were to occur.

*Fair Values*

In measuring fair value, the Company uses various valuation methodologies and prioritizes the use of observable inputs. The use of observable and unobservable inputs and their significance in measuring fair value are reflected in the Company's fair value hierarchy assessment.

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- Level 1 - inputs include quoted prices for identical instruments and are the most observable.
- Level 2 - inputs include quoted prices for similar instruments and observable inputs such as interest rates, currency exchange rates and yield curves.
- Level 3 - inputs include data not observable in the market and reflect management judgment about the assumptions market participants would use in pricing the instruments.

The Company reviews the inputs to the fair value measurements to ensure they are appropriately categorized within the fair value hierarchy. The valuation techniques used in estimating fair values are as follows:

- Finance receivables, securitization debt and deferred purchase price payable - The fair value is calculated by discounting anticipated future cash flows at an appropriate risk weighted rate and takes into consideration estimated losses, estimated prepayments, estimated administration costs, and other fees ancillary to administering the underlying retail sales contracts. These items are categorized within Level 3 of the hierarchy. The carrying value of these items approximates fair value.

	<b>Fair Value Level</b>	<b>Carrying Value (\$)</b>	<b>Fair Value (\$)</b>
<b>Financial assets at amortized cost</b>			
Finance receivables - net	3	129,752,525	129,752,525
<b>Financial liabilities at amortized cost</b>			
Securitization debt	3	127,560,836	127,560,836
Deferred purchase price payable	3	4,707,381	4,707,381

Finance receivables and securitization debt are subject to fixed rates of interest and have similar maturities. As such, the Company is economically hedged against changes in market interest rates, and will not experience a financial impact if there is a change in rates.

**14. Related Party Transactions**

In the ordinary course of business, the Company invests in retail sales contracts and enters into transactions with its associated and other related parties. If these transactions are eliminated on consolidation, they are not disclosed as related party transactions. Transactions between the Company and its associated companies and key management personnel also qualify as related party transactions. Related party balances and transactions are listed as follows:

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	Sept 30, 2019	Dec 31, 2018
	\$	\$
<b>Assets</b>		
Finance receivable - gross (note a)	135,073,664	118,651,604
Other assets (note b)	185,363	32,992
<b>Liabilities</b>		
Accounts payable and accrued liabilities (note c)	38,076	31,882
Deferred purchase price payable (note d)	4,707,381	4,983,588
	<b>For the three months ended</b>	<b>For the nine months ended</b>
	<b>Sept 30, 2019</b>	<b>Sept 30, 2018</b>
	\$	\$
<b>Income and expenses</b>		
Other income (note e)	-	831,409
Management fees (note f)	21,008	61,585
Stock-based compensation (note g)	(215,185)	44,752
		877,843
		46,987
		119,339

The Company has related party relationships with the below entities.

- CCMI, ACC LP II and ACC LP – CCMI is the other limited partner in each of the Partnerships. The Partnerships each have an agreement with CCMI and ACC LP (previously ACC LP II) for the ongoing purchase of retail sales contracts originated by CCMI which meet certain investment criteria established by the Company. Pursuant to these agreements, CCMI is responsible for providing ongoing portfolio and securitization facility administration services to the Partnerships. Accordingly, a portion of the purchase price is payable upfront, and a portion is deferred and payable over the life of the underlying retail sales contracts. During the first quarter of 2018, the Partnerships negotiated new terms to the purchase price resulting in the deferred component being broken down into a fixed monthly percentage as well as a contingent amount based on excess annual return on capital over a certain threshold (see note 7 for details). Effective January 1, 2019, the Partnerships negotiated another change to the deferred purchase price of retail sales contracts. This resulted in a further reduction to the fixed percentage price and the removal of the contingent component of the deferred purchase price. CCMI sells the contracts to the Partnerships through ACC LP (previously through ACC LP II). CCMI, ACC LP II and ACC LP are related to the Company as a result of significant common ownership. Refer to notes 3, 4, 5 and 7 for further details.

Balances and transactions the Partnerships have with these parties are listed as follows:

- Note a) Amounts represent gross outstanding finance receivables purchased from ACC LP. During the year, the Company acquired \$59.6 million of finance receivables including transactions costs from ACC LP.
- Note b) Other assets include amounts due from ACC LP and CCMI related to normal course customer collections. The balances were settled subsequently after the Company's quarter end and year end.
- Note c) Included in the balance was \$17,068 due to ACC LP (December 31, 2018 - \$18,504 due to ACC LP and ACC LP II). Amounts due to ACC LP, ACC LP II and CCMI related to normal course operating expenses. The amounts were settled subsequently after the Company's quarter end and year end.

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Note d) Amounts due to CCMI that are deferred and payable over the life of the underlying retail sales contracts.

Note e) Amounts represent the impact of one-time remeasurement of the deferred purchase price payable resulting from the negotiated new terms with CCMI (refer to note 5 for details).

- LC Asset Management Corporation - The Company entered into a management agreement with LC Asset Management Corporation (the “Manager”) dated July 1, 2016 to provide investment advice and manage the operations of the Company. The Company pays the Manager a fee of 1.25-per-cent annually of the Company’s gross unconsolidated assets and a potential performance bonus subject to the financial performance of the Company. The Manager is related to the Company as a result of significant common ownership. Additionally, the Chief Executive Officer of the Company holds the same position for the Manager.

Balances and transactions the Company has with the Manager are listed as follows:

Note c) Included in the balance was \$21,008 management fees payable to the Manager as of September 30, 2019 (December 31, 2018 - \$13,378) which were settled subsequently after the respective quarter and year end.

Note f) Management fees to the Manager incurred during the period.

- Key management personnel - Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly. The Company considers certain of its officers and directors to be key management personnel.

Balances and transactions the Company has with key management personnel are listed as follows:

Note g) Stock-based compensation was issued during the nine months ended September 30, 2019 with a fair value of \$44,752 (2018 - \$119,339). During the three months ended September 30, 2019, \$215,185 was reversed into shareholders' equity. Refer to note 9 for further detail.