CHESSWOOD GROUP LIMITED

SECOND QUARTER REPORT

FOR THE THREE AND SIX MONTHS ENDED

JUNE 30, 2021

Through its two wholly-owned operating subsidiaries in the U.S. and two operating subsidiaries in Canada, Chesswood Group Limited ("Chesswood") is North America's only publicly-traded commercial equipment finance company focused on small and medium-sized businesses. Our Colorado-based Pawnee Leasing Corporation, founded in 1982, finances a highly diversified portfolio of commercial equipment leases and loans through established relationships with over 600 independent brokers in the United States. Tandem Finance Inc., launched by Chesswood in early 2019, provides small and medium-sized businesses of all credit profiles with financing for their equipment purchases through equipment vendors and distributors in the United States. In Canada, Blue Chip Leasing Corporation has been originating and servicing commercial equipment leases and loans since 1996, and today operates through a nationwide network of more than 50 independent brokers. Vault Credit Corporation was founded in 2018 and focuses on providing commercial equipment financing and loans to small and medium-sized businesses in Canada.

Based in Toronto, Canada, Chesswood's shares trade on the Toronto Stock Exchange under the symbol CHW. Learn more at www.ChesswoodGroup.com, www.PawneeLeasing.com, www.TandemFinance.com, www.BlueChipLeasing.com, and www.VaultCredit.com.

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This Interim Report is intended to provide shareholders and other interested persons with selected information concerning Chesswood. For further information, shareholders and other interested persons should consult Chesswood's other disclosure documents, such as its 2020 Annual Report and its Annual Information Form. Copies of Chesswood's continuous disclosure documents can be obtained at www.chesswoodgroup.com, by email to investorrelations@chesswoodgroup.com, or by calling Chesswood at 416-386-3099, at www.sedar.com, or from Investor Relations at the addresses shown at the end of this Interim Report. Readers should also review the notes further in this Interim Report, in the section titled Management's Discussion and Analysis, concerning the use of Non-GAAP Measures and Forward-Looking Statements, which apply to the entirety of this Interim Report.

All figures mentioned in this report are in Canadian dollars, unless otherwise noted.

TO OUR SHAREHOLDERS

We had a busy second quarter working through record levels of application and funding volumes in addition to closing our Canadian merger of Blue Chip Leasing with Vault Credit Corporation. Our portfolio of receivables eclipsed $1 billion and achieved record levels of performance as underlying economic conditions continued to improve. Lastly, free cash flow generation was close to an all-time high.

Our second quarter applications surpassed $525 million at Pawnee and Tandem, a new record high. The business continues to benefit from overall market strength as well as several vendor programs established at Tandem. It has been three years since Tandem first opened its doors to customers and we have begun to see the benefits of Chesswood's investment into this origination channel. We have not previously highlighted Tandem's success, but given its representation within the U.S. portfolio (currently 23%), it seemed appropriate to highlight the opportunity.

"Tandem offers equipment financing for small and medium-sized businesses of all credit profiles through equipment manufacturers, distributors, and dealers in the U.S. (the "vendor market" or "vendor channel"). Annual originations in the vendor small-ticket market are estimated to be five times larger than the third-party small-ticket market. In addition to the overall size of opportunity afforded in the vendor vs third party originations channel, the vendor originations channel provides the lessor/lender the opportunity to directly negotiate and partner with the equipment manufacturers or their distribution channel to enhance the financing offerings through the inclusion of lender risk mitigation, customer rate subsidy, formal equipment remarketing arrangements. This originations channel also provides preferential access to the full flow of all of the manufacturers' customer financing requests.

Tandem leverages the expertise of Pawnee's operating team and takes a diversified portfolio approach with teams organized across commercial transportation, construction, healthcare, light industrial and franchise segments. Tandem's ability to address the equipment supplier's wide range of end user credit profiles through a single process is a unique value proposition that improves the customer financing experience. Tandem focuses its development efforts on equipment manufacturers seeking to improve their equipment financing experience at the point of sale."

Tandem ended the quarter with 25 full time employees. We are excited to support this organization as it adds talent and expands its network of customers.

Portfolio performance in the quarter was exceptional. Our collections team continues to outperform and drive significant recoveries. Total recoveries for the three months ended June 30th, 2021 were $4.75 million versus gross charge-offs of $3.76 million, resulting in a net recovery for the quarter. We acknowledge that these results likely reflect several factors, however, our collections process has been a demonstrable competitive advantage throughout our history and we believe this quarter is another data point of evidence.

Looking forward, we believe that portfolio performance will remain strong, largely due to the increasing levels of prime credit within our portfolio mix. Following crisis periods, we see better quality credit applications and therefore expect better portfolio performance. Barring any flare-ups with COVID, or unforeseen economic shocks, we expect low levels of net charge-offs to continue.

In Canada, we were busy closing the merger of Blue Chip and Vault Credit. The transaction closed at the end of April, giving us two months of combined quarterly results. Our rationale for the transaction was to combine two competing independent financing companies to extract synergies and achieve greater economies of scale to support growth. Our portfolio in Canada now exceeds $300 million and is expected to grow to $500 million over the next two years. We see opportunities to further enhance our funding costs as well as achieve operational synergies across the organization.

The Canadian market for equipment financing has gone through significant changes over the past four years. Many of our competitors have been acquired by banks resulting in third party channel conflicts for many of our origination partners. Historically, the banks have been partners to these financial services groups but have since brought their own sales teams in house to compete directly. As one of the only independent funders left, we believe we are the best partner for these originators moving forward. Originators working with us receive best in class service, technology, and a competitive cost of funds for their clients without the fear that they will be routed around by another salesperson trying to go direct to their client. This dynamic represents a tailwind for our Canadian business.

Rarely will I write to you about accounting guidelines, but I felt compelled to highlight the accounting consequences of the Blue Chip - Vault Credit merger. Accounting guidelines require Vault Credit's assets and liabilities to be recorded in the consolidated financial statements at their fair values at the date of acquisition. Fair value for the leases and loans is calculated as the future cash to be collected discounted at acquisition-date market interest rates. The measure of fair value is before the allowance for credit losses, which is only recognized after the acquisition and is therefore an expense that reduces consolidated net income. The impact of these accounting requirements is a $2.2 million one time non-cash reduction of pre-tax consolidated net income.

Our favorite metric across the organization continues to be free cash flow. In our second quarter, the organization generated $8.1 million, or $0.45 per fully diluted share, in free cash flow. This is a near record for the business and reflects the growth in portfolio, strength in collections and access to competitive funding conduits. Free cash flow should continue to grow along with overall portfolio growth, allowing us to fund new originations and other opportunities to expand the business.

Sincerely,

Ryan Marr,
President & CEO

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis (this "MD&A") is provided to enable readers to assess the financial condition and results of operations of Chesswood Group Limited ("Chesswood" or the "Company") as at and for the three and six months ended June 30, 2021. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements and accompanying notes of the Company as at and for the three and six months ended June 30, 2021, and the audited consolidated financial statements and accompanying notes of the Company for the year ended December 31, 2020. Unless otherwise indicated, all financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS"), and all amounts are expressed in Canadian dollars, unless specifically noted otherwise. This MD&A is dated August 3, 2021.

Additional information relating to the Company, including its Annual Information Form, is available: on SEDAR at www.sedar.com; at the www.chesswoodgroup.com website, by email to investorrelations@chesswoodgroup.com; or, by calling Chesswood at 416-386-3099.

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FORWARD-LOOKING STATEMENTS

In this document and in other documents filed with Canadian regulatory authorities or in other communications, the Company may from time to time make written or oral forward-looking statements within the meaning of applicable securities legislation. Forward-looking statements include, but are not limited to, statements regarding the Company's business plan and financial objectives. The forward-looking statements contained in this MD&A are used to assist readers in obtaining a better understanding of the Company's financial position and the results of operations as at and for the periods ended on the dates presented and may not be appropriate for other purposes.

Forward-looking statements typically use the conditional, as well as words such as prospect, believe, estimate, forecast, project, expect, anticipate, plan, may, should, could and would, or the negative of these terms, variations thereof or similar terminology. By their very nature, forward-looking statements are based on assumptions and involve inherent risks and uncertainties, both general and specific in nature. The Company operates in a dynamic environment that involves various risks and uncertainties, many of which are beyond its control and which could have an effect on the Company's business, revenues, operating results, cash flow and financial condition. It is therefore possible that the forecasts, projections and other forward-looking statements will not be achieved or will prove to be inaccurate. Although the Company believes the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to be correct.

The Company cautions readers against placing undue reliance on forward-looking statements when making decisions, as actual results could differ considerably from the opinions, plans, objectives, expectations, forecasts, estimates and intentions expressed in such forward-looking statements due to various factors. Among others, these factors include: continuing access to required financing; continuing access to products that allow the Company and its subsidiaries to hedge exposure to changes in interest rates; risks of increasing default rates on leases, loans and advances; the adequacy of the Company's provisions for credit losses; increasing competition (including, without limitation, more aggressive risk pricing by competitors); increased governmental regulation of the rates and methods we use in financing and collecting on our equipment leases or loans; dependence on key personnel; disruption of business models due to the emergence of new technologies; fluctuations in the Canadian dollar and U.S. dollar exchange rate; the successful integration of the recently merged Blue Chip Leasing Corporation and Vault Credit Corporation; and general economic and business conditions (including the continuing effect of the COVID-19 pandemic). The Company further cautions that the foregoing list of factors is not exhaustive.

For more information on the risks, uncertainties and assumptions that would cause the Company's actual results to differ from current expectations, please also refer to "Risk Factors" in this MD&A and in the Company's Annual Information Form, as well as to other public filings of the Company available at www.sedar.com.

The Company does not undertake to update any forward-looking statements, whether oral or written, made by itself or on its behalf, except to the extent required by securities regulation.

NON-GAAP MEASURES

This MD&A makes reference to certain non-Generally Accepted Accounting Principles ("GAAP") measures as supplementary information and to assist in assessing the Company's financial performance.

Management believes EBITDA and Adjusted EBITDA, as defined below, are useful measures in evaluating the performance of the Company. EBITDA is a well understood non-GAAP measure; however, Adjusted EBITDA provides information that is even more relevant given the business in which the Company operates. EBITDA and Adjusted EBITDA are not earnings measures recognized by GAAP and do not have standardized meanings prescribed by GAAP. Therefore, EBITDA, Adjusted EBITDA and the other non-GAAP measures listed may not be comparable to similarly labelled measures presented by other companies. Readers are cautioned that EBITDA, Adjusted EBITDA and the other non-GAAP measures listed should not be construed as an alternative to net income determined in accordance with GAAP as indicators of performance, or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows.

"EBITDA" is Net Income (Loss) as presented in the consolidated statements of income, adjusted to exclude interest, income taxes, depreciation and amortization, and goodwill and intangible asset impairment. EBITDA is also included in one of the Company's significant bank agreements where it is used for financial covenant purposes.

"Adjusted EBITDA" is EBITDA further adjusted for (i) interest on debt facilities, (ii) non-cash gain (loss) on interest rate derivatives and investments, (iii) non-cash unrealized gain (loss) on foreign exchange, (iv) non-cash share-based compensation expense, (v) non-cash change in finance receivable allowance for credit losses, (vi) restructuring and other transaction costs, and (vii) any unusual and material one-time gains or expenses. Adjusted EBITDA is a measure of performance defined in one of the Company's significant bank agreements and is the basis for the Company's Free Cash Flow calculation. Adjusted EBITDA is therefore included as a non-GAAP measure that is relevant for a wider audience of users of the Company's financial reporting.

"Adjusted Operating Income" is Operating Income (Loss), as presented in the consolidated statements of income, adjusted to exclude amortization of intangible assets and the change in allowance for credit losses ("ACL"). Adjusted Operating Income is intended to reflect the recurring income from the Company's businesses. Amortization of intangible assets, which includes the expense related to broker relationships and non-compete clauses, is a function of acquisitions. The cost of maintaining the broker relationships subsequent to acquisition, being internally generated intangible assets, cannot be measured and is therefore not recognized as an asset, meaning that once these acquisition-related intangibles have been fully amortized they are not replenished and the amortization expense will cease. The change in the ACL can be calculated from continuity of the ACL in Note 5(c) - *Finance Receivables* as the difference between the provision for credit losses and the net charge-offs during a period. The change in ACL is a non-cash item and reflects our creditor approved formulas for Adjusted EBITDA and Free Cash Flow that drives our Maximum Permitted Dividends, both relevant measures for users of the Company's financial reporting.

"Free Cash Flow" or "FCF" is defined as Adjusted EBITDA less maintenance capital expenditures, tax effect of the non-cash change in the allowance for credit losses and tax expense. Cash receives significant attention from primary users of financial reporting. The IFRS measures on the statement of cash flows and income measures do not provide primary users with the equivalent information related to cash. Free Cash Flow provides an indication of the cash the Company generates which is available for servicing and repaying debt, investing for future growth and providing dividends to our shareholders. The FCF measure provides information relevant to assessing the resilience of the Company to shocks and the ability to act on opportunities. Free Cash Flow is a calculation that reflects the agreement with one of the Company's significant lenders as to a measure of the cash flow produced by the Company's businesses in a period. It is also management's concurrent view that the measure significantly reduces the impact of large non-cash charges and/or recoveries that do not reflect actual cash flows of the businesses, and can vary greatly in amounts from period to period. See Adjusted EBITDA, Free Cash Flow, Maximum Permitted Dividend section of this MD&A for a reconciliation of Free Cash Flow to Net Income (Loss).

"FCF L4PQ" is calculated on a monthly basis as required by the terms of the Company's revolving credit facility. The FCF L4PQ is calculated using the published results for the four immediately preceding quarters and is the basis for the Maximum Permitted Dividends.

"Maximum Permitted Dividends" for a month is defined (consistent with the definitions included in one of the Company's significant bank agreements) as 1/12 of 90% of the FCF L4PQ, and is the maximum total amount of cash that can be distributed as dividends and paid for purchases of shares under the Company's normal course issuer bid. This measure is useful for investors to assess the potential future returns from an investment in the Company and the risk of the dividend component of those returns becoming constrained.

COMPANY OVERVIEW

Chesswood is North America's only public company focused on commercial equipment finance for small and medium-sized businesses. As at June 30, 2021, its operations consisted of two wholly-owned subsidiaries in the United States and two subsidiaries in Canada:

- Pawnee Leasing Corporation ("Pawnee"), which finances micro and small-ticket commercial equipment for small and medium-sized businesses in the U.S. through the third-party broker channel;
- Tandem Finance Inc. ("Tandem"), which sources micro and small-ticket commercial equipment originations through the equipment vendor channel in the U.S.;
- Blue Chip Leasing Corporation ("Blue Chip"), which provides commercial equipment financing to small and medium-sized businesses across Canada; and

- Vault Credit Corporation ("Vault Credit"), which provides commercial equipment financing and loans to small and medium-sized businesses across Canada.

On a consolidated basis, at June 30, 2021, the Company had 228 employees (144 employees at December 31, 2020).

As described below (see "Blue Chip and Vault Credit" below), on April 30, 2021, Blue Chip was merged with Vault Credit under CHW/Vault Holdco Corp. ("Canadian Holdco").

PAWNEE

The Company's largest operations are conducted by Pawnee, which, along with Tandem, accounted for 82% of consolidated revenue in the six months ended June 30, 2021. As at June 30, 2021, Pawnee employed 104 full-time equivalent employees (95 employees at December 31, 2020).

Established in 1982, and currently located in Fort Collins, Colorado in 1982, Pawnee specializes in providing equipment financing of up to US$350,000 to small and medium-sized businesses in the U.S., with a wide range of credit profiles from start-up entrepreneurs to more established businesses, in prime and non-prime market segments, through a network of approximately 600 independent equipment finance broker firms (also referred to as the "third-party market" or "third-party channel").

A table setting out the U.S. equipment finance receivables portfolio statistics for Pawnee and Tandem is included below following the discussion of Tandem.

Pawnee defines "start-up" businesses as those with less than two years of operating history. Start-up businesses do not fall into traditional credit categories because of their lack of business credit history. "B" credit businesses are those with two or more years of operating history that have some unique aspect to their overall credit profile such that they are not afforded an "A" rated credit score, and/or that the business owner(s) do not have an "A" rated personal or business/commercial credit history. "C" rated businesses have a credit profile that is weaker than "B" credit businesses. Pawnee limits the transaction size for non-prime businesses as one measure of risk mitigation.

These non-prime market niches are not usually served by most conventional financing sources, as they have a generally higher risk profile. To manage the incremental risk associated with financing businesses in these niches, Pawnee's management has built a stringent operating model that has historically enabled Pawnee to achieve higher net margins than many typical finance companies.

In September 2008, prior to the financial crisis, Pawnee offered equipment financing only to "Core" (start up and "C" markets) and some "B" business. In pursuit of strategic growth, Pawnee leveraged its existing sales channel of equipment finance brokers by expanding its range of products to include the full B credit market. This market consisted of higher quality credits than Pawnee's historical market segment and is also a significantly larger segment. This was the first meaningful expansion from Pawnee's "Core" suite of products.

Beginning in 2015, Pawnee expanded its product line once more, by entering the prime or "A" rated equipment finance market. The prime market segment encompasses the vast majority of the small-ticket equipment finance market and is much larger than the "B" and "Core" ("C" rated and start-up) markets. Prime leases and loans are generally made to well-established businesses who have "A" rated personal and/or commercial credit profiles; these transactions are considered to have the lowest risk of default. To date, Pawnee's portfolio experience has been excellent.

Pawnee's brokers predominantly originate prime equipment finance transactions versus "B" and "Core" rated customers. As a result of its longevity and tenured broker relationships, Pawnee has been able to garner a significant portion of its brokers prime credit originations in a short amount of time. Pawnee's reliability, ease of service, focus on the broker-channel business and offering competitive products has made Pawnee a top tier funding partner to its brokers relative to its competitors for prime originations. Given the sheer market opportunity, prime originations represent greater than 75% of new originations and these volumes are expected to continue to grow as Pawnee's prime credit products further penetrate Pawnee's broad broker network. Pawnee offers equipment financing to "B" and "Core" customers up to US$75,000 and up to US$350,000 in prime, and it may from time to time and more regularly in the future finance equipment costing up to US$500,000 in the prime market.

TANDEM

Tandem offers equipment financing for small and medium-sized businesses of all credit profiles through equipment manufacturers, distributors and dealers in the U.S. (the "vendor market" or "vendor channel"). Annual originations in the vendor small-ticket market are estimated to be five times larger than the third-party small-ticket market. In addition to the overall size of opportunity afforded in the vendor vs third party originations channel, the vendor originations channel provides the lessor/lender the opportunity to directly negotiate and partner with the equipment manufacturer or their distribution channel to enhance the financing offerings through the inclusion of lender risk mitigation, customer rate subsidy, formal equipment remarketing arrangements. This channel also provides preferential access to the full flow of all of the manufacturers' customer financing requests. With heightened levels of control, direct access and influence, with the equipment sales organization and their customer in the application process and beyond, coupled with vendors' ongoing assistance as needed in assuring collections effectiveness, direct vendor originations affords Tandem additional tools which can have a meaningful impact in the underwriting and portfolio management activities, resulting in a higher level of throughput efficiency and reduced portfolio charge offs.

Tandem leverages the expertise of Pawnee's operating team and takes a diversified portfolio approach with teams organized across commercial transportation, construction, healthcare, light industrial and franchise segments. Tandem's ability to address the equipment supplier's wide range of end user credit profiles through a single process is a unique value proposition that improves the customer financing experience. Tandem focuses its development efforts on equipment manufacturers seeking to improve their equipment financing experience at the point of sale. While the vendor channel generally has a longer business development and sales cycle than the third-party channel, equipment vendors and distributors generally form long-term partnerships with funding partners, documented on long term program agreements in many cases which generally result in programs that generate originations and revenues over many years.

Tandem had 25 employees at June 30, 2021 (17 employees at December 31, 2020). Tandem is supported by Pawnee's credit, documentation, collection and administrative departments which provides "back-office" support to Tandem. Tandem is managed by a highly experienced senior leadership team to guide its ongoing growth strategy. As of June 30, 2021, Tandem's portfolio represents 23% of the overall portfolio receivables portfolio in the US.

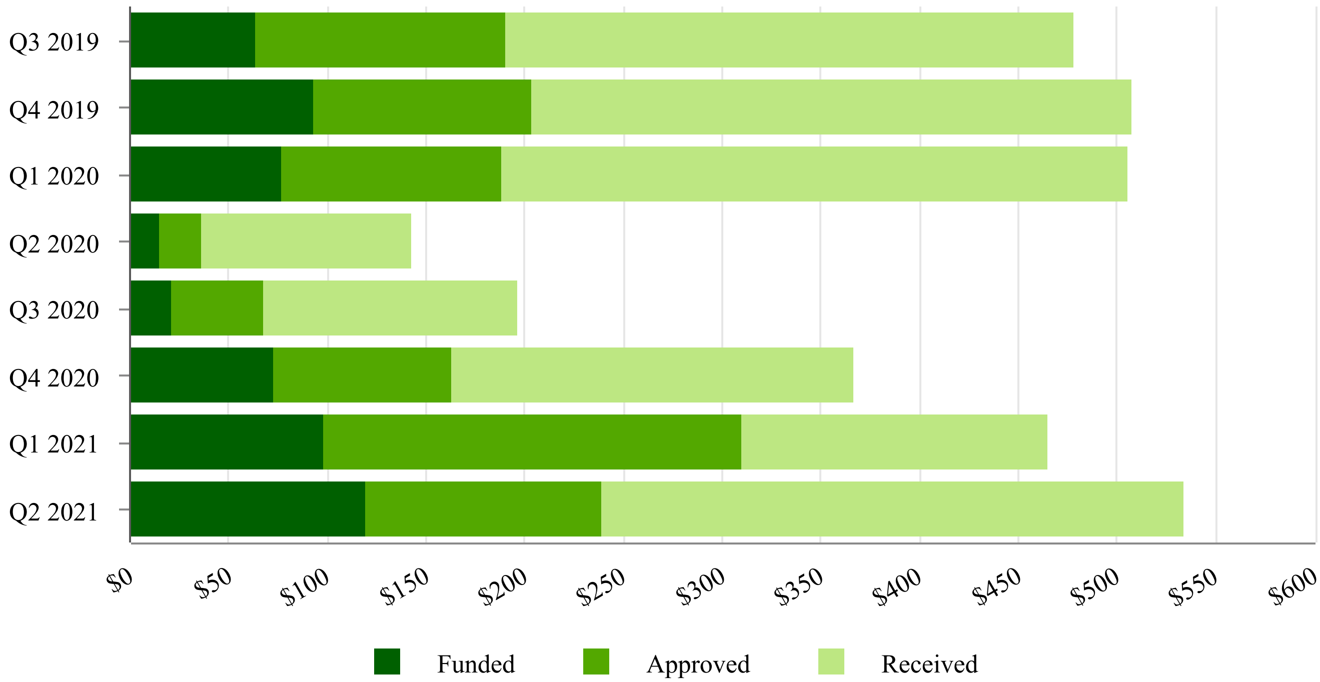
U.S. Equipment Finance Receivable Portfolio Statistics (Pawnee & Tandem)
(in US$ thousands except # of leases/loans and %'s)

	Sep 30 2019	Dec 31 2019	Mar 31 2020	June 30 2020	Sep 30 2020	Dec 31 2020	Mar 31 2021	June 30 2021
Number of leases and loans outstanding (#)	18,879	19,416	19,730	18,184	17,104	17,211	17,870	19,042
Gross lease and loan receivable ("GLR") (1)(5)	$580,808	$632,240	$658,562	$606,309	$556,456	$574,991	$632,262	$709,461
Residual receivable	$20,752	$21,242	$21,061	$19,303	$17,883	$17,428	$17,268	$17,595
Net investment in leases and loans receivable ("Net Finance Receivables" or "NFR"), before allowance	$486,397	$531,860	$557,064	$518,544	$479,908	$497,982	$547,204	$611,603
Security deposits ("SD") (nominal value)(4)	$10,946	$9,955	$9,123	$8,009	$6,986	$5,965	$5,323	$4,643
Allowance for credit losses ("ACL")	$18,706	$21,507	$32,464	$28,146	$19,259	$16,552	$13,499	$12,125
ACL as % of NFR net of SD	3.93%	4.12%	5.92%	5.51%	4.07%	3.36%	2.49%	2.00%
Over 31 days delinquency (% of GLR) (2)	2.25%	2.38%	2.61%	1.60%	1.91%	1.85%	1.07%	0.87%
Net charge-offs (recoveries) for the three months ended (3)	$4,328	$5,453	$5,800	$6,975	$3,762	$4,150	$3,774	$(726)
Provision for credit losses for the three months ended	$5,479	$8,508	$17,069	$2,784	$(5,044)	$1,508	$761	$(2,083)

Notes:
(1) Excludes residual receivables
(2) Over 31-days delinquency includes non-accrual gross lease and loan receivables.
(3) Excludes the "charge-offs" of interest revenue on finance leases and loans on non-accrual leases recognized under IFRS.
(4) Excludes adjustment for discounting security deposits and increasing unearned income for interest savings on security deposits.
(5) At June 30, 2021, approximately 68% of U.S. gross finance receivables (excluding residuals) were in the prime market segment.

As at June 30, 2021, the percentage of contracts modified for COVID accommodation was 0.9% (0.9% of NFR).

Pawnee and Tandem Lease and Loan Application, Approval and Origination Volume *(in US$ millions)*



"Received" reflects all applications for equipment financing received by Pawnee and Tandem, "Approved" are those received applications that receive an approval by Pawnee and Tandem's credit department and "Funded" refers to previously approved applications that become actual lease or loan transactions through Pawnee's financing of the customers' equipment purchase or lease. Management regularly reviews lease and loan application, approval and origination volumes for trends that may indicate changes in the economic or competitive landscape and that may necessitate adjustments in its approach to doing business in its market segments. Management reviews application approval data to analyze and predict shifts in the credit quality of applicants. Pawnee and Tandem refer to total originations Funded, as a percentage of leases and loans Approved, as the "closing ratio".

BLUE CHIP AND VAULT CREDIT

Chesswood's Canadian operations have been conducted by Blue Chip, a specialist in micro and small-ticket equipment finance for small and medium-sized businesses since 1996. Located in Toronto, Blue Chip provides equipment financing across Canada, primarily through a nationwide network of more than 50 independent equipment finance broker firms.

On April 30, 2021, Blue Chip merged with its primary competitor in the Canadian equipment finance sector, Vault Credit Corporation ("Vault Credit"). The merger was achieved through a sale of Blue Chip and Vault Credit into a Canadian Holdco, a subsidiary of Chesswood, in which Chesswood owns 51%. Chesswood exercises control of Blue Chip and Vault Credit through the board of directors of Canadian Holdco. The change of ownership interest in Blue Chip as a result of the merger was a common control reorganization that will be accounted for at consolidated book value. Canadian Holdco is managed by Vault Credit's senior management team and the integration and alignment of its processes and controls with that of Chesswood has commenced. Figures for our Canadian operations shown in this MD&A and our Financial Statements for any period prior to the merger only reflect Blue Chip. Vault Credit figures are only accounted for following the merger on a prospective basis.

The merger with Vault Credit increased the Company's receivables portfolio in Canada by approximately $194 million (based on gross contractual receivable amounts as of April 30, 2021) and enables the Company's continued expansion of the Canadian equipment financing operations by removing a competitor and benefits through the use of Vault Credit's proprietary technology. Vault Credit is included in the Canadian Equipment Financing segment, and Blue Chip and Vault Credit are together referred to as the "Canadian Operating Segment".

The Canadian Operating Segment accounted for 18% of consolidated revenue in the six months ended June 30, 2021. The Canadian Operating Segment's portfolio risk is mitigated by its diversification across geographies, industries, equipment types, equipment cost, brokers and credit classes. The Canadian Operating Segment had 92 full-time equivalent employees at June 30, 2021 (27 employees at December 31, 2020).

As at June 30, 2021, the percentage of contracts modified for COVID accommodation was 0.1% (0.01% of NFR).

Canadian Operating Segment Equipment Finance Receivable Portfolio Statistics

(in $ thousands except # of leases/loans and %)

	Sep 30 2019	Dec 31 2019	Mar 31 2020	June 30 2020	Sep 30 2020	Dec 31 2020	Mar 31 2021	June 30 2021
Number of leases and loans outstanding (#)	13,525	13,171	12,793	12,000	11,345	10,561	9,759	20,310
Gross lease and loan receivable (“GLR”)	$184,938	$177,402	$169,335	$154,640	$143,501	$134,999	$120,867	$337,363
Net Finance Receivables, before allowance	$164,605	$158,166	$151,307	$138,812	$128,846	$121,085	$108,591	$300,726
Allowance for credit losses ("ACL")	$2,551	$2,372	$2,950	$3,331	$3,672	$3,289	$2,715	$4,229
ACL as % of NFR	1.55%	1.50%	1.95%	2.40%	2.85%	2.72%	2.50%	1.41%
Over 31 days delinquency (% of NFR)	0.45%	0.47%	0.63%	0.54%	1.22%	0.73%	0.63%	0.27%

RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2021 AND 2020

U.S. dollar results for the six months ended June 30, 2021 were converted at an exchange rate of 1.2470, which was the average exchange rate for the period (2020 - 1.3651).

The Company reported consolidated net income of $14.1 million in the six months ended June 30, 2021, compared to net loss of $18.4 million in the same period in 2020, an increase of $32.5 million. $21.6 million of the increase was due to lower provision for credit losses, while the changes in net unrealized fair value adjustments and other items increased net income by $18.8 million compared to the same period in 2020. Included in 2020 results were goodwill impairment charges and restructuring charges of $11.9 million and $5.8 million. These charges were the result of COVID and management retirements at Chesswood. Net income was negatively impacted by the increase in tax expense of $7.8 million in the six months ended June 30, 2021, compared to the prior period.

The table below is primarily provided to illustrate the results of operations for Chesswood before any change to the non-cash allowance for credit losses and amortization of intangible assets - referred to below as Adjusted Operating Income. In management’s opinion, this measure provides readers with a more meaningful comparison of our operating results from period to period as it eliminates the often large swing in results due to IFRS 9 - the non-cash allowance for credit losses.

	Six months ended June 30,		
Average FX rate	1.2470	1.3651	
($ thousands)	2021	2020	Change
Revenue	$ 56,833	$ 63,324	$ (6,491)
Interest expense	(13,634)	(15,437)	1,803
Net charge-offs	(3,910)	(19,570)	15,660
	39,289	28,317	10,972
Expenses:			
Personnel	(12,939)	(9,829)	(3,110)
Other expenses	(10,259)	(9,262)	(997)
Depreciation	(499)	(623)	124
Adjusted Operating Income(1)	15,592	8,603	6,989
Change in allowance for credit losses ("ACL") - (increase)	4,591	(10,021)	14,612
Amortization - intangible assets	(694)	(666)	(28)
Operating Income	19,489	(2,084)	21,573
Mark-to-market gain (loss) on interest rate derivative	258	(465)	723
Restructuring and other transaction costs(2)	—	(5,776)	5,776
Goodwill and intangible asset impairment(3)	—	(11,868)	11,868
Unrealized gain (loss) on foreign exchange	268	(174)	442
Income (Loss) before taxes	$ 20,015	$ (20,367)	$ 40,382
Free Cash Flow(1)	$ 11,899	$ 8,076	$ 3,823

(1) Free Cash Flow and Adjusted Operating Income are non-GAAP measures. See "Non-GAAP Measures" above for the definitions. See the Adjusted EBITDA, Free Cash Flow, Maximum Permitted Dividend section of this MD&A for a reconciliation of Free Cash Flow to net income.
(2) Within the COVID-19 induced restructuring and other transaction costs, the Company recorded $3.2 million in severance costs resulting from employee voluntary retirements and staff reductions and $0.7 million in transaction costs. The Company also incurred $1.0 million in amendment fees specific to COVID-19 related to its revolving credit facility.
(3) As a result of the unfavorable economic operating conditions caused by uncertainties relating to COVID-19, an interim impairment test was performed at March 31, 2020. Based on this assessment, management recorded a $11.9 million goodwill impairment.

By segment, the U.S. equipment finance segment's interest revenue on leases and loans totaled $42.2 million, a decrease of $7.7 million year-over-year, as a result of the 8.7% decrease in foreign exchange period over period, a 1.4% decrease in average annualized interest revenue yield during the period, offset by a US$16.4 million increase in the average portfolio size compared to the same period in 2020. The average annualized interest revenue yield earned on U.S. based net finance receivables was 12.3% in the six months ended June 30, 2021, compared to 13.6% in the same period in prior year, reflecting an increase in the overall percentage of lower yield prime receivables. The US$16.4 million increase in the average portfolio size year-over-year is the result of lower originations in Q2 2020 due to COVID-19 and continuous growing originations since the last quarter of 2020, with Q2 2021 portfolio size being $113.6 million higher than Q4 2020.

The U.S. non-prime portfolio continued to generate strong risk-adjusted returns and profitability, with limited or no growth, while the continued expansion of the prime portfolio influences the overall weighted-average portfolio yield in the U.S. Ancillary finance and other fee income decreased by $0.8 million period over period and was negatively impacted by the foreign exchange for the period (approximately $0.1 million) and the growing share of prime origination.

The U.S. segment's interest expense decreased by $1.8 million compared to the same period in the prior year. The decrease in interest expense is driven primarily by the decrease in average foreign exchange for the period (approximately $0.2 million of the decrease), average debt outstanding throughout the period (18% lower compared to the same period in 2020), partially offset by a higher cost of fund facilities of 0.6% in the six months ended June 30, 2021 compared to the same period in the prior year.

The U.S. segment's provision for credit losses decreased by $28.7 million in the six months ended June 30, 2021 compared to the same period in the prior year as a result of a decrease in the change in ACL of US$11.1 million as well as a better performing portfolio, as evidenced by a decrease of US$10.1 million in actual net charge offs. In the six months ended June 30, 2021, the U.S. segment's actual net charge-offs were 1.1% of average finance receivables (before ACL) compared to 4.9% in the same period in the prior year.

The U.S. segment's 31 days past due delinquency at June 30, 2021 decreased by 0.73% year over year (compared to a year over year decrease of 0.65% in 2020), which contributed to the decrease in the ACL at June 30, 2021. The U.S. segment's ACL was determined as of June 30, 2021 based on forecasts and other information available at that date. Forecasts around the impact of COVID-19 on the economy and on our business, and the timing of a full recovery, continue to evolve, which may add volatility to the provision for credit losses in future quarters.

Pawnee and Tandem's personnel expenses increased by $1.7 million year-over-year primarily due to having, on average, 34 more staff during the six months ended June 30, 2021 compared to the same period in the prior year. The operating income from U.S. operations increased by $21.1 million quarter over quarter mainly due to lower provision for credit losses partially offset by lower interest revenue and strengthening of Canadian dollar.

The Canadian Operating Segment generated revenue of $10.0 million during the six months ended June 30, 2021 compared to $8.0 million in the same period in the prior year, an increase of $2.0 million, or 25%. The Canadian Operating Segment's average net investment in finance receivables increased approximately $17.4 million in the six months ended June 30, 2021 compared to the same period in the prior year, largely due to the Blue Chip and Vault Credit merger. In the six months ended June 30, 2021, the average annualized yield of 11.4% earned on the Canadian Operating Segment's net finance receivables has increased from 10.8% in the same period in 2020.

The Canadian Operating Segment's provision for credit loss decreased by $1.5 million in the six months ended June 30, 2021 compared to the same period in the prior year as a result of a better performing portfolio, as evidenced by a decrease in actual net charge-offs. This is offset by the recognition of the expected credit losses on leases acquired through the merger with Vault Credit. The Canadian Operating Segment's operating income totaled $1.7 million in the six months ended June 30, 2021, compared to $0.2 million in the same period in the prior year, an increase of $1.5 million, primarily due to the increase in revenue on leases and lower allowance for credit losses offset by increases in personnel expenses and other general expenses. The increase in personnel and general expenses of $1.9 million was primarily due to the merger of Blue Chip with Vault Credit.

On a consolidated basis, the provision for taxes for the six months ended June 30, 2021 was $5.9 million, compared to $1.9 million recovery in the same period in the prior year. The change is driven by the improvement in the results of operations. The effective tax rate differs from the Canadian statutory tax rate due to withholding taxes and permanent differences between accounting and taxable income, which include share-based compensation expense.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2021 AND 2020

U.S. dollar results for the three months ended June 30, 2021 were converted at an exchange rate of 1.2282, which was the average exchange rate for Q2 2021 (Q2 2020 - 1.3853).

The Company reported consolidated net income of $7.8 million for the three months ended June 30, 2021 compared to $1.4 million in the same period of 2020, an increase of $6.4 million year-over-year. The increase primarily resulted from a $5.1 million decrease in the change in the allowance for credit losses, and there having been $5.8 million in restructuring costs recorded in the same quarter last year, partially offset by an increase in personnel and other general costs of $3.9 million and higher taxes of $2.5 million.

The table below is primarily provided in order to illustrate the results of operations for Chesswood before any change to the non-cash allowance for credit losses, and amortization of intangible assets - referred to below as Adjusted Operating Income. In management's opinion, this measure provides readers with a more meaningful comparison of our operating results from period to period as it eliminates the often large swing in results due to IFRS 9 - the non-cash allowance for credit losses.

Average FX rate	1.2282	1.3853	
	Three months ended June 30,		
($ thousands)	2021	2020	Change
Revenue	$ 30,524	$ 30,011	$ 513
Interest expense	(7,739)	(7,374)	(365)
Net recoveries (net charge-offs)	989	(10,682)	11,671
	23,774	11,955	11,819
Expenses:			
Personnel	(7,240)	(4,449)	(2,791)
Other expenses	(5,454)	(4,360)	(1,094)
Depreciation	(261)	(323)	62
Adjusted Operating Income(1)	10,819	2,823	7,996
Change in allowance for credit losses ("ACL") - (increase)	152	5,294	(5,142)
Amortization - intangible assets	(361)	(333)	(28)
Operating Income	10,610	7,784	2,826
Restructuring and other transaction costs(2)	—	(5,776)	5,776
Mark-to-market gain (loss) on interest rate derivative	132	133	(1)
Unrealized gain (loss) on foreign exchange	294	19	275
Income before taxes	$ 11,036	$ 2,160	$ 8,876
Free Cash Flow(1)	$ 8,143	$ 3,833	$ 4,310

(1) Free Cash Flow and Adjusted Operating Income are non-GAAP measures. See "Non-GAAP Measures" above for the definitions. See Adjusted EBITDA, Free Cash Flow, Maximum Permitted Dividend section of this MD&A for a reconciliation of Free Cash Flow to net income.
(2) Within the COVID-19 induced restructuring and other transaction costs, the Company recorded $3.2 million in severance costs resulting from employee voluntary retirements and staff reductions and $0.7 million in transaction costs. The Company also incurred $1.0 million in amendment fees specific to COVID-19 issues related to its revolving credit facility.

The U.S. equipment finance segment's interest revenue on leases and loans totaled $21.6 million, a decrease of $2.1 million year-over-year in the three-month period, as a result of a decrease in the average yield earned during the period (12.0% compared to 12.7% in the prior year). The U.S. equipment finance segment's average net investment in finance receivables (before ACL) of US$579.2 million increased US$41.4 million, or 7.7% in the three months ended June 30, 2021 compared to the same period in the prior year. The decrease in overall yield percentage is due to the continuing growth in the lower yield prime segment of the portfolio that changes the overall product mix toward prime from non-prime. The U.S. non-prime portfolio continues to be a very important component of the business that generates strong earnings and cash flow while the expanding suite of products and portfolio mix continues its shift towards a greater concentration in the prime market. The decrease in the foreign exchange rate also decreased revenue in the period by $0.3 million over the same quarter in the prior year.

The U.S. segment's interest expense decreased by $0.2 million in the three-month period compared to the same period in the prior year, mainly due to the strengthening of the Canadian dollar.

The U.S. segment's provision for credit losses decreased by $6.8 million in the three months ended June 30, 2021 compared to the same period in the prior year as a result of a better performing portfolio, as evidenced by a decrease in net charge off of US$7.8 million, offset by an increase of US$2.9 million in the change in ACL.

Personnel expenses in the U.S. segment increased by $1.4 million compared to the same period in the prior year due to an increase in the average number of staff during the three months ended June 30, 2021.

The Canadian Operating Segment generated revenue of $6.9 million during the three months ended June 30, 2021, an increase of $3.0 million from the same period in the prior year. The Canadian Operating Segment's average net investment in finance receivables increased approximately $57.8 million in the three months ended June 30, 2021 compared to the same period in the prior year. The increase in finance receivables outstanding year-over-year is mainly due to the acquisition of the Vault Credit lease portfolio on April 30, 2021. The average annualized yield earned on the Canadian Operating Segment's net finance receivables increased by 2.7% to 13.4% during the period compared to the same period in the prior year. The Canadian Operating Segment's interest expense increased by $0.5 million due to approximately $48.9 million higher average debt outstanding and a 0.2% increase in the annualized cost of funds compared to the same period in the prior year.

The Canadian Operating Segment's provision for credit loss increased $0.2 million in the three months ended June 30, 2021 compared to the same period in the prior year. The change in the provision for credit losses is the result of an increase in the change in ACL of $1.1 million, partially offset by a decrease in net charge offs of $0.9 million.

The Canadian Operating Segment's personnel expenses also increased by $1.1 million compared to the same period in the prior year to $1.6 million as a result of the merger with Vault Credit. Overall, the Canadian Operating Segment's operating income totaled $0.1 million in the three months ended June 30, 2021 compared to an income of $0.1 million in the same period in the prior year. The flat operating income is the result of IFRS 9 provisions for credit losses taken as a result of the acquisition of Vault Credit receivables portfolio offset by an increase in total revenue. Under IFRS 9, a provision for losses, reflecting the entire portfolio balance, is taken at the time of acquisition. Excluding this impact, operating income would have been $2.2 million higher.

The provision for taxes for the consolidated entity during the three months ended June 30, 2021 was an expense of $3.2 million compared to an expense of $0.8 million in the same period in the prior year. The increase of $2.4 million is primarily driven by the improvement in operating results in the quarter. The effective tax rate differs from the Canadian statutory tax rate due to permanent differences between accounting and taxable income.

ADJUSTED EBITDA, FREE CASH FLOW, MAXIMUM PERMITTED DIVIDENDS [(1)]

Management believes that its measurement of Free Cash Flow (in the table below) is a meaningful measure of the overall performance of the Company's businesses. Free Cash Flow is a calculation that reflects the agreement with one of the significant lenders as to a measure of the cash flow produced by the businesses in a period, as well as management's concurrent view that the measure eliminates often significant non-cash charges and/or recoveries that do not reflect actual cash flows of the businesses, and can vary greatly in amounts from period to period.

For the quarter-ended	2019		2020				2021	
($ thousands)	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Net income (loss)	$ 2,977	$ 2,749	$(19,827)	$ 1,407	$ 9,804	$ 91	$ 6,313	$ 7,812
Interest expense	8,676	8,194	8,063	7,374	7,084	6,000	5,895	7,739
Provision for (recovery of) taxes	1,521	380	(2,700)	753	3,877	(1,523)	2,666	3,224
Goodwill and intangible asset impairment	—	—	11,868	—	—	8,960	—	—
Amortization and depreciation	632	631	633	656	628	632	571	622
EBITDA [(1)]	13,806	11,954	(1,963)	10,190	21,393	14,160	15,445	19,397
Interest expense	(8,676)	(8,194)	(8,063)	(7,374)	(7,084)	(6,000)	(5,895)	(7,739)
Non-cash change in finance receivables allowance for credit losses[(4)]	1,601	3,532	15,315	(5,293)	(11,765)	(3,986)	(4,439)	(152)
Share-based compensation expense	172	187	186	148	32	554	255	244
Restructuring and transaction costs	—	—	—	5,776	3,474	—	—	—
Unrealized (gain) loss on investments	61	—	121	—	(544)	(60)	—	—
Unrealized (gain) loss on foreign exchange	75	(267)	72	(19)	51	(98)	26	(294)
Unrealized (gain) loss on interest rate derivative	82	(102)	598	(133)	(214)	(133)	(126)	(132)
Adjusted EBITDA [(1)(4)]	7,121	7,110	6,266	3,295	5,343	4,437	5,266	11,324
Maintenance capital expenditures	(28)	—	(575)	(156)	(56)	(93)	(40)	(79)
Tax impact of change in allowance for credit losses[(4)]	(432)	(744)	(4,148)	1,447	3,181	1,072	1,196	122
Provision for taxes	(1,521)	(380)	2,700	(753)	(3,877)	1,523	(2,666)	(3,224)
Free Cash Flow[(1)(4)]	$ 5,140	$ 5,986	$ 4,243	$ 3,833	$ 4,591	$ 6,939	$ 3,756	$ 8,143
FCF L4PQ divided by 4 [(1)(3)]	$ 6,204	$ 5,915	$ 5,745	$ 5,326	$ 4,932	$ 4,709	$ 4,743	$ 4,820
Maximum Permitted Dividends [(1)(3)]	$ 5,584	$ 5,324	$ 5,170	$ 4,793	$ 4,438	$ 4,238	$ 4,268	$ 4,338
Dividends declared [(2)]	$ 3,723	$ 3,723	$ 3,723	$ 620	$ 0	$ 710	$ 1,055	$ 1,566

(1) Adjusted EBITDA, EBITDA, Free Cash Flow, FCF L4PQ (Free Cash Flow for the last four published quarters) and Maximum Permitted Dividends are non-GAAP measures. See “Non-GAAP Measures” above for the definitions.

(2) Includes dividends on Exchangeable Securities (non-controlling interest, as described below under "Statement of Financial Position") and Special Warrants.

(3) The FCF L4PQ is calculated on a monthly basis as required by the terms of Chesswood's revolving credit line. This calculation uses Chesswood's most recent four quarters’ published results at any one point in time, divided by twelve. The FCF L4PQ, in any one quarter, is the basis for the Maximum Permitted Dividends in that quarter (90% of FCF L4PQ) and will not include the FCF for the currently published quarter as they are released/published after the final month of the respective reporting period.

(4) The formulas for Consolidated Adjusted EBITDA and Free Cash Flow adjust for the non-cash change in finance receivables' allowance for credit losses included in the provisions for credit losses in the income statement as well as the related tax effect of this non-cash change. Consolidated Adjusted EBITDA and Free Cash Flow includes only the actual net credit losses incurred in the quarter. Management believes that this change enhances the usefulness of Adjusted EBITDA and Free Cash Flow as performance measures and is a more appropriate method of calculation as it removes the volatility associated with the effect of estimates and assumptions for a non-cash item and reflects the agreement with Chesswood's main corporate credit facility.

On November 12, 2020, the Company announced the resumption of a monthly dividend of $0.02 per common share effective for November (paid in December 2020). More recently, on May 6, 2021, the Company announced a 50% monthly dividend increase to $0.03 per share ($0.36 per share annualized). See 'Liquidity and Capital Resources - Dividends to Shareholders' below.

SELECTED FINANCIAL INFORMATION

As at and for the quarter-ended	2019		2020				2021	
($ thousands, except per share figures)	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Revenue	$ 31,781	$ 32,851	$ 33,313	$ 30,011	$ 27,337	$ 26.395	$ 26,309	$ 30.524
Finance margin before expenses	15,237	12,906	1,047	$ 17,249	$ 26,139	18.456	19,954	23,926
Operating income	4,716	2,760	(9,868)	$ 7,784	$ 16,448	7.237	8,879	10,610
Income (loss) before tax	4,498	3,129	(22,527)	$ 2,160	$ 13,681	(1.432)	8,979	11,036
Provision for taxes (recovery)	1,521	380	(2,700)	$ 753	$ 3,877	(1.523)	2,666	3,224
Net income (loss)	$ 2,977	$ 2,749	$ (19,827)	$ 1,407	$ 9,804	$ 0.091	$ 6,313	$ 7,812
Basic earnings (loss) per share (2)	$0.17	$0.16	($1.12)	$0.08	$0.55	$0.01	$0.36	$0.43
Diluted earnings (loss) per share (2)	$0.16	$0.16	($1.10)	$0.06	$0.56	$0.00	$0.35	$0.40
Total assets	$ 873,610	$ 926,917	$ 1,011,698	$ 907,987	$ 844,920	$ 827,436	$ 868,715	$ 1,188,925
Long-term liabilities	$ 699,926	$ 753,399	$ 852,448	$ 749,765	$ 681,167	$ 668,749	$ 707,962	$ 990,560
Other Data								
Adjusted EBITDA (1)	$ 7,121	$ 7,110	$ 6,266	$ 3,295	$ 5,343	$ 4.437	$ 5,266	$ 11,324
Free Cash Flow (1)	$ 5,140	$ 5,986	$ 4,243	$ 3,833	$ 4,591	$ 6.939	$ 3,756	$ 8,143
Dividends declared (3)	$ 3,723	$ 3,723	$ 3,723	$ 620	$ 0	$ 710	$ 1,055	$ 1,566
Dividends declared per share	$0.21	$0.21	$0.21	$0.035	$0.00	$0.04	$0.06	$0.08

(1) Adjusted EBITDA and Free Cash Flow are non-GAAP measures. See "Non-GAAP Measures" above for the definitions.
(2) Based on weighted average shares outstanding during the period for income attributable to common shareholders.
(3) Includes dividends on Exchangeable Securities (non-controlling interest, as described below under "Statement of Financial Position").

STATEMENT OF FINANCIAL POSITION

The total consolidated assets of the Company at June 30, 2021 were $1.2 billion, an increase of $361.5 million from December 31, 2020. The U.S. dollar exchange rate on June 30, 2021 was 1.2394, compared to 1.2732 at December 31, 2020. The decrease in the foreign exchange rate represents a decrease of $18.0 million in assets.

Cash totaled $10.1 million at June 30, 2021 compared to $9.7 million at December 31, 2020, an increase of $0.4 million. The Company's objective is to maintain low cash balances, investing any free cash in finance receivables as needed and using any excess to pay down debt on the primary financing facilities. Please see the Liquidity and Capital Resources overview section of this MD&A for a discussion of cash movements during the six months ended June 30, 2021 and 2020.

Restricted funds represent cash reserve accounts which are held in trust as security for Pawnee's secured borrowings and cash collection accounts required by Pawnee's lenders of certain financial assets that can only be used to repay these debts on specific dates. The 'cash in collections accounts' (see Note 9(d) - *Borrowings)* will be applied to the outstanding borrowings in the following month.

Other assets totaled $7.4 million at June 30, 2021, an increase of $4.5 million from December 31, 2020. The increase in Other assets predominantly relates to an increase in sales tax receivable of $2.3 million as a result of the merger of Blue Chip with Vault Credit. See Note 4 - *Other Assets* in the unaudited condensed interim consolidated financial statements for further details.

Net Finance receivables consist of the following:

		June 30, 2021		December 31, 2020
Period end FX rate		1.2394		1.2732
		($ thousands)		
U.S. equipment finance receivables	$	742,628	$	612,487
Canadian equipment finance receivables		313,076		128,391
	$	1,055,704	$	740,878

Finance receivables saw an increase of $314.8 million, or 42%, during the six months ended June 30, 2021. In U.S. dollars, U.S.-based finance receivables increased by US$117.7 million and the decrease in the foreign exchange rate compared to December 31, 2020 decreased finance receivables by $16.3 million since December 31, 2020, thus reflecting an increase in U.S. based finance receivables of $129.6 million since December 31, 2020. The Canadian Operating Segment's finance receivables increased by $178.7 million during the six months ended June 30, 2021, largely due to the Blue Chip - Vault Credit merger.

The $1.1 billion in net investment in leases and loans is net of $19.3 million in ACL (or 1.8%) (compared to $24.4 million in ACL at December 31, 2020, or 3.2%). The $5.1 million decrease in the ACL is related to the better performing portfolio, as evidenced by the decrease in net charge offs and a 1.4% decrease in ACL as a percentage of the net finance receivables. Finance receivables are composed of a large number of homogenous leases and loans, with relatively small balances. As such, the evaluation of the allowance for credit losses is performed collectively for the lease and loan receivable portfolios. The measurement of expected credit losses and the assessment of 'significant increase' (per IFRS 9) in credit risk considers information about past events and current conditions, as well as reasonable and supportable forecasts of future events and economic conditions. The estimation and application of forward-looking information also requires judgment when calculating the ACL. The Company's ACL was determined as of June 30, 2021. Since that date, forecasts around the impact of COVID-19 on the economy and the timing of full recovery will continue to evolve with any changes to be reflected in the measurement of ACL in future quarters as appropriate.

Pawnee charges off leases and loans when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. A high percentage of charge-offs are recognized before the subject leases/loans reach 154 days contractually past due. Blue Chip charges off leases and loans on an individual basis when there is no realistic prospect of recovery. Many finance receivables that are charged-off are subject to collection efforts, with future recoveries possible.

Intangible assets totaled $27.9 million at June 30, 2021 compared to $10.9 million at December 31, 2020. The $17.0 million increase in intangible assets consists mainly of the broker relationship and trade name intangibles recognized from the Blue Chip - Vault Credit merger. See Note 19 - *Business Combination* in the unaudited condensed interim consolidated financial statements for more detail. This increase is net of amortization of $0.7 million. The significant intangible assets of broker relationships and trade names do not require any outlay of cash to be maintained, as the creation of lease and loan receivables does not require an outlay of cash, other than commissions, which are separately expensed over the terms of the lease and loan receivables.

Goodwill totaled $34.4 million at June 30, 2021 compared to $23.9 million at December 31, 2020. The $10.5 million increase was primarily due to the Blue Chip - Vault Credit merger. See Note 19 - *Business Combination* in the unaudited interim condensed consolidated financial statements for more detail.

Accounts payable and other liabilities totaled $22.7 million at June 30, 2021 compared to $17.5 million at December 31, 2020, an increase of $5.2 million. See Note 8 - *Accounts Payable and Other Liabilities* in the unaudited condensed interim consolidated financial statements for more detail on the balances that comprise accounts payable and other liabilities.

The interest rate derivative decreased from $0.3 million on December 31, 2020 to $0.1 million on June 30, 2021 as a result of mark-to-market adjustments. In addition, a call option liability in the amount of $5.3 million at June 30, 2021 was established as a result of the merger of Blue Chip with Vault Credit (December 31, 2020 - nil).

Borrowings totaled $954.2 million at June 30, 2021 compared to $639.0 million at December 31, 2020, an increase of $315.2 million. The increase is primarily a function of the increased level of originations and inclusion of Vault Credit in the latter part of the period, offset slightly by the decrease in the foreign exchange rate since December 31, 2020, which led to a $15.1 million decrease in the borrowing amount. Pawnee's US dollar debt is up US$68.4 million and the Canadian Operating Segment's debt increased by $170.2 million since December 31, 2020, which corresponds to the inclusion of Vault Credit. Please see the discussion under 'Liquidity and Capital Resources' for further details on our borrowings.

The $5.5 million (December 31, 2020 - $7.2 million) in customer security deposits relates to security deposits predominantly held by Pawnee. Historically, Pawnee's non-prime contracts typically required that the lessees/borrowers provide one or two payments as security deposit (not advance payments), which are held for the full term of the lease/loan and then returned or applied to the purchase option of the equipment at the lessee's/borrower's request, unless the contract is in default (in which case the deposit is applied against the receivable). Beginning in January 2019, Pawnee and Tandem discontinued requiring security deposits due to changing market conditions. Both Pawnee and Tandem now require advance payments (first and last months).

Future taxes payable at June 30, 2021 totaled $28.1 million compared to $20.4 million at December 31, 2020, an increase of $7.7 million. Taxes are provided for using the asset and liability method of accounting. This method recognizes future tax assets and liabilities that arise from differences between the accounting basis of the subsidiary's assets and liabilities and their corresponding tax basis.

At June 30, 2021, there were 16,732,844 common shares outstanding (excluding the shares issuable in exchange for the Exchangeable Securities, as defined below) with a book value of $110.6 million. Including the common shares issuable in exchange for the Exchangeable Securities, Chesswood had 18,211,381 common shares outstanding. A total of 133,333 shares were issued as a result of the merger on April 30, 2021.

In November 2020, the Company's Board of Directors approved the repurchase for cancellation of up to 932,296 of the Company's outstanding common shares for the period commencing December 2, 2020 and ending on December 1, 2021. From December 2, 2020 to June 30, 2021, the Company repurchased 308,060 of its shares under the normal course issuer bid at an average cost of $9.12 per share. The excess of the purchase price over the average stated value of common shares purchased for cancellation was charged to retained earnings. Decisions regarding the timing of purchases are based on market conditions and other factors.

Additionally, the Company has entered into an automatic share purchase plan with a broker for the purpose of permitting the Company to purchase its Common Shares under the normal course issuer bid at times when the Company would otherwise not be permitted to trade in its own shares during internal blackout periods, including during regularly scheduled quarterly blackout periods. Such purchases will be determined by the broker in its sole discretion based on parameters the Company has established.

Non-controlling interest consists of 1,274,601 Class B common shares and 203,936 Class C common shares (the "Exchangeable Securities") of Chesswood US Acquisitionco Ltd. ("U.S. Acquisitionco"), which were issued as partial consideration for the acquisition of Pawnee and are fully exchangeable at any time for the Company's common shares, on a one-for-one basis, for no additional consideration, through a series of steps and entitle the holders to receive the same dividends as the common shares. Attached to the Exchangeable Securities are Special Voting Shares of the Company which provide the holders of the Exchangeable Securities voting equivalency to holders of common shares. Under IFRS, the Exchangeable Securities must be shown as non-controlling interest because they are equity in a subsidiary not attributable, directly or indirectly, to the parent. When the non-controlling interest was moved from Other Liabilities back to the shareholders' equity section on January 1, 2011 (the date Chesswood Income Fund was converted into the Company), per IFRS, the value attributed to the non-controlling interest was just the fair value of the equivalent common shares (closing value of the units of Chesswood Income Fund on the Toronto Stock Exchange on December 31, 2010) as the Exchangeable Securities are fully exchangeable into the Company's common shares. Their portion of the cumulative income and dividends from May 2006 to January 1, 2011 was not allocated to non-controlling interest; however, their portion of income and dividends has since been allocated to non-controlling interest. As a result of the Blue Chip - Vault Credit merger and prior to the exercise of the call option liability, the non-controlling interest in Canadian Holdco has a right to 49% of the income and distributions of Canadian Holdco, which are recognized under the non-controlling interest section of the Shareholder's Equity. See Note 19 - *Business Combination.*

Reserves represent the accumulated share-based compensation expensed over the vesting term for options and restricted share units unexercised at June 30, 2021. There were 2,056,439 options and 57,000 restricted share units outstanding at June 30, 2021.

Accumulated other comprehensive income is the cumulative translation difference between the exchange rate on January 1, 2010, the IFRS adoption date, and the exchange rate on June 30, 2021 of self-sustaining foreign operations net assets.

LIQUIDITY AND CAPITAL RESOURCES

The primary sources of cash for the Company and its subsidiaries have been cash flows from operating activities, and borrowings under its and its various subsidiaries' credit, securitization and bulk lease financing facilities. The primary uses of cash for the Company and its subsidiaries are to fund business operations, equipment leases and loans, support working capital, long-term debt principal repayments, share repurchases and dividends.

The Company and its subsidiaries were compliant with all covenants as at and through the three months ended June 30, 2021.

At June 30, 2021, the Company had the following facilities:

(a) The Chesswood revolving credit facility allows borrowings of up to US$250.0 million, subject to, among other things, certain percentages of eligible gross finance receivables. This credit facility includes a US$50 million accordion feature that can increase the overall revolver to US$300 million, is secured by substantially all of the Company's assets, contains covenants, including maintaining leverage and interest coverage ratios, and expires on December 8, 2022. At June 30, 2021, the Company was utilizing US$125.4 million (December 31, 2020 - US$71.9 million) of its credit facility and had approximately US$124.6 million in additional borrowings available under the corporate credit facility. Based on average debt levels, the effective interest rate during the six months ended June 30, 2021 was 4.55% (year-ended December 31, 2020 - 5.42%).

This revolving credit facility allows Chesswood to internally manage the allocation of capital to its financial services businesses in Canada and the United States. The credit facility supports growth in finance receivables, provides for Chesswood's working capital needs and for general corporate purposes. The facility, available in U.S. or Canadian dollars, also improves the Company's financial flexibility by centralizing treasury management and making the provision of capital to individual businesses more efficient. The financing facilities are not intended to directly fund dividends by the Company. Under the facility, the maximum amount of cash dividends and purchases under its normal course issuer bid in respect of a month is 1/12 of 90% of Free Cash Flow (see Dividend Policy below) for the most recently completed four financial quarters for which Chesswood has publicly filed its consolidated financial statements (including its annual consolidated financial statements in respect of a fourth quarter). Free Cash Flow is defined as the consolidated Adjusted EBITDA less maintenance capital expenditures and tax expense, plus or minus the tax effect of non-cash change in the allowance for credit losses. Please refer to the definitions of Non–GAAP Measures provided in this MD&A.

(b) Pawnee credit facilities:
(i) Pawnee has a credit facility, with a US$150 million annual capacity, with a life insurance company that expires in October 2028. The funder makes approved advances to Pawnee on a tranche-by-tranche basis, with each tranche collateralized by a specific group of underlying finance receivables and any related security provided thereunder. The facility has recourse only to the assets financed. The cost of each loan advance is fixed at the time of each tranche. Pawnee maintains certain cash reserves as credit enhancements or provides letters of guarantee in lieu of cash reserves. Pawnee retains the servicing of these finance receivables. The balance of this facility at June 30, 2021 was US$107.0 million (December 31, 2020 - US$45.1 million). Based on average debt levels, the effective interest rate was 3.75% (including amortization of origination costs) (December 31, 2020 – 4.94%).
(ii) In October 2019, Pawnee completed a US$254 million asset-backed securitization which has fixed term and fixed interest rate and is collateralized by receivables from Pawnee's portfolio of equipment leases and loans. Proceeds from the securitization were used to pay down Pawnee's warehouse line and Chesswood's senior revolving credit facility. The balance of this facility

at June 30, 2021 was US$113.1 million (December 31, 2020 - US$150 million). Based on average debt levels, the effective interest rate was 3.21% (including amortization of origination costs) (December 31, 2020 – 2.78%).
(iii) On September 30, 2020, Pawnee completed a US$183.5 million asset-backed securitization which has a fixed term and fixed interest rate and is collateralized by receivables from Pawnee's portfolio of equipment leases and loans. Proceeds from the securitization were used to pay off Pawnee's warehouse line, and CapOne facilities, and to pay down Chesswood's senior revolving credit facility. The balance of this facility at June 30, 2021 was US$124.9 million (December 31, 2020 - US$163.5 million). The effective interest rate was approximately 2.48% (including amortization of origination costs) (December 31, 2020 – 2.21%).
(iv) Pawnee has a US$250 million revolving warehouse loan facility specifically to fund its growing prime portfolio that was established in May 2021. The warehouse facility holds Pawnee's prime receivables before they are securitized and is secured by Pawnee's assets, contains covenants, including maintaining leverage and interest coverage ratios. This facility has a revolving period until May 2023 followed by an optional amortizing period for an additional 36 months. At June 30, 2021, Pawnee was utilizing US$71.0 million of this facility (December 31, 2020 - nil) and was compliant with all covenants. The effective interest rate was approximately 2.15% (including amortization of origination costs)
(v) Pawnee has entered into arrangements under which an investment fund managed by Waypoint Investment Partners Inc. ("Waypoint") provides loan funding to a special purpose vehicle and thereby received returns based on the performance of a specific group of finance receivables on April 29, 2021. The investment fund is structured as a limited partnership, and Chesswood has a small minority ownership interest in the general partner of the fund. Pawnee receives origination fees and fees for administering the portfolio, and Waypoint receives fees for managing the investment fund. Chesswood will be entitled to its proportionate share of any amounts earned by the funds' general partner. The facility has recourse only to the assets financed. The cost of each loan advance is fixed at the time of each tranche. The balance of this facility at June 30, 2021 was US$11.0 million. Based on average debt levels, the effective return provided to the private credit investors is 9.46% (including amortization of origination costs).

As at June 30, 2021, Pawnee had provided US$500,000 in outstanding letters of guarantee through Chesswood's revolving credit facility in lieu of cash reserves.

(c) Canadian Operating Segment

Blue Chip and Vault Credit have master purchase and servicing agreements with various financial institutions and life insurance companies (referred to collectively as the “Funders”). The Funders make advances to Blue Chip and Vault Credit on a tranche-by-tranche basis, with each tranche collateralized by a specific group of underlying finance receivables and any related security provided thereunder. The facilities have limited recourse to other assets in the event that lessees\borrowers fail to make payments when due. Blue Chip and Vault Credit either maintain certain cash reserves as credit enhancements or provide letters of guarantee in return for release of the cash reserves. Blue Chip and Vault Credit continue to service these finance receivables on behalf of the Funders.

Blue Chip facilities:

At June 30, 2021, Blue Chip had access to the following committed lines of funding: (i) $100.0 million rolling limit from a financial institution; and (ii) approved funding from another financial institution with no annual or rolling limit. As at June 30, 2021, Blue Chip had $86.7 million (December 31, 2020 - $103.4 million) in securitization and bulk lease financing facilities debt outstanding, was utilizing $56.6 million (December 31, 2020 - $65.1 million) of its available financing and had access to at least $73.4 million (December 31, 2020 - $124.9 million) of additional financing from the Funders.

Interest rates are fixed at the time of each advance and are based on Government of Canada Bond yields with maturities comparable to the term of the underlying leases plus a premium. Based on average debt levels, the effective interest rate during the six months ended June 30, 2021 was 3.33%% (December 31, 2020 - 3.58%). As at June 30, 2021, Blue Chip had provided $4.8 million in outstanding letters of guarantee through Chesswood's revolving credit facility in lieu of cash reserves. Blue Chip must meet certain financial covenants, including leverage ratio, interest coverage ratio, and tangible net worth covenants, to support these securitization and bulk lease financing facilities.

Vault Credit facilities

At June 30, 2021, Vault Credit had access to the following committed lines of funding: (i) $125.0 million annual limit from a life insurance company; (ii) $50.0 million rolling limit from a financial institution; and (iii) approved funding from another financial institution with no annual or rolling limit. As at June 30, 2021, Vault Credit had $183.5 million in securitization and bulk lease financing facilities debt outstanding, was utilizing $76.7 million of its available financing and had access to at least $128.3 million additional financing from the Funders. Vault Credit also has $3.3 million in outstanding debt with a related party.

Interest rates are fixed at the time of each advance and are based on Government of Canada Bond yields with maturities comparable to the term of the underlying leases plus a premium. Based on average debt levels, the effective interest rate since the date of merger on April 30, 2021, to June 30, 2021 was 3.11%. Vault Credit must meet certain financial covenants, including leverage ratio, interest coverage ratio, and tangible net worth covenants, to support these securitization and bulk lease financing facilities.

Cash Sources and Uses

The statement of cash flows, which is compiled using the indirect method, shows cash flows from operating, investing, and financing activities, and the Company's cash at the beginning and end of the period. Cash flows in foreign currencies have been translated at the average exchange rate for the period. Cash flow from operating activities comprises net income adjusted for non-cash items, changes in working capital and operational net assets. IFRS deems changes in finance receivables as operating assets for financial companies. Receipts and payments with respect to tax are included in cash from operating activities. Interest revenue and interest expense are included in operating activities. Cash flow from investing activities comprises payments relating to the acquisition of companies, net of cash proceeds from the sale of discontinued operations, and payments relating to the purchase of property and equipment. Cash flow from financing activities comprises changes in borrowings, payment of dividends, proceeds from stock issues, exercise of stock options, and the purchase and sale of treasury stock.

For the six months ended June 30, 2021

In the six months ended June 30, 2021, there was an increase in cash of $0.5 million compared to an increase in cash of $2.3 million in the same period in the prior year as a result of the reasons discussed below.

The Company's operations utilized $141.6 million of cash during the six months ended June 30, 2021 compared to $34.8 million cash generated in the same period in the prior year, an increase in cash utilization of $176.4 million year-over-year.

The net cash utilized to fund the growth in finance receivables (funds advanced, origination costs, security deposits, restricted cash, and principal payments) totaled $183.2 million in the six months ended June 30, 2021 compared to utilization of $11.4 million in the same period in the prior year, an increase of $171.8 million in cash utilized year-over-year.

The Company funded growth in finance receivables from excess opening cash, and cash from operations, and net borrowings of $140.7 million in the six months ended June 30, 2021. In the same period of the prior year, the Company utilized the finance receivables, excess opening cash, and cash from operations to pay down net borrowings of $26.2 million.

In the six months ended June 30, 2021, the Company had net tax payments of $5.4 million compared to $0.7 million in the same period in the prior year, an increase in cash utilization of $4.7 million year-over-year.

If the cash generated or utilized from the net change in finance receivables and net tax payments (discussed above) was included in financing activities along with the related borrowing activity or investing activities, the operating activities generated $47.0 million in cash from net income, non-cash items and other working capital changes compared to $47.0 million in the same period in the prior year.

Capital expenditures totaled $0.1 million and $0.7 million during the six-month period ended June 30, 2021, and June 30, 2020, respectively.

The Company paid $2.3 million of dividends to the holders of its common shares and Exchangeable Securities during the six months ended June 30, 2021 compared with $5.6 million paid in the same period in the prior year.

For the three months ended June 30, 2021

In the three months ended June 30, 2021, there was an increase in cash of $3.2 million compared to a decrease in cash of $11.1 million in the same period in the prior year as a result of the reasons discussed below.

The Company's operations utilized $97.5 million of cash during the three months ended June 30, 2021 compared to generating $61.2 million in the same period in the prior year, an increase in cash utilization of $158.7 million year-over-year.

The net cash utilized to fund the growth in finance receivables (funds advanced, origination costs, security deposits, restricted cash, and principal payments) totaled $120.9 million in the three months ended June 30, 2021 compared to generating $39.7 million in the same period in the prior year, an increase of $160.6 million in cash utilized year-over-year.

The Company funded growth in finance receivables from excess opening cash, and cash from operations, and net borrowings of $95.9 million in the three months ended June 30, 2021. In the same period of the prior year, the Company utilized the finance receivables, excess opening cash, and cash from operations to pay down net borrowings of $69.2 million.

In the three months ended June 30, 2021, the Company had net tax payments of $3.0 million compared to $0.1 million in the same period in the prior year, an increase in cash utilization of $2.9 million year-over-year.

If the cash generated or utilized from the net change in finance receivables and net tax payments (discussed above) was included in financing activities along with the related borrowing activity or investing activities, the operating activities generated $26.4 million in cash from net income, non-cash items and other working capital changes compared to $21.6 million in the same period in the prior year, an increase of $4.8 million from the prior year.

The Company paid $1.3 million of dividends to the holders of its common shares and Exchangeable Securities during the three months ended June 30, 2021 compared with $1.9 million paid in the same period in the prior year.

Chesswood expects that current operations and planned capital expenditures for the foreseeable future of its subsidiaries will be financed using funds generated from operations, existing cash, and funds available under existing and/or new credit and financing facilities. Chesswood may require additional funds to finance future originations, acquisitions and support significant internal growth initiatives relating to finance receivable portfolio growth. It will seek such additional funds, if necessary, through public or private equity, debt financings or securitizations from time to time, as market conditions permit.

Financial Covenants, Restrictions and Events of Default

The Company and its operating subsidiaries are subject to bank and/or funder covenants relative to leverage and/or working capital. The Company is compliant with all of its covenants on all facilities as at June 30, 2021.

The Company's ability to access funding at competitive rates through various economic cycles enables it to maintain the liquidity necessary to manage its businesses, and its ability to continue to access funding is an important condition to its future success.

The Company's secured borrowing agreement and its subsidiaries' warehousing, securitization and bulk lease financing facility agreements have financial covenants and other restrictions which must be met in order to obtain continued funding and avoid default.

Dividends to Shareholders

The Company declared monthly cash dividends of $0.07 per common share from January 2020 to March 31, 2020. The

Company declared monthly dividend of $0.035 per common share for April 2020 due to COVID-19 uncertainties. On May 19, 2020, the Company announced a temporary suspension of dividends due to COVID-19 uncertainties (and subsequently, in accordance with the terms of a COVID-19 related temporary amendment of the Company's revolving credit facilities). On November 12, 2020, the Company announced the resumption of monthly dividends, at an initial resumption rate of $0.02 per common share starting with the dividend for November (paid on December 15, 2020). More recently, on May 6, 2021, the Company announced it would increase its monthly dividend by 50% to $0.03 per share ($0.36 per share annualized) and would target a dividend payout ratio of 40% of Free Cash Flow.

Dividend Policy

The Company's policy has been to pay monthly dividends to shareholders of record on the last business day of each month by the 15th of the following month (or the next business day thereafter if the 15th is not a business day).

Under the Chesswood credit facility, the maximum amount of monthly cash dividends and repurchases under its normal course issuer bid is 1/12 of 90% of Free Cash Flow (as defined under Non–GAAP Measures in this MD&A) for the most recently completed four financial quarters for which Chesswood has publicly filed its consolidated financial statements.

The amount of any dividends payable by Chesswood is at the discretion of its Board of Directors, is evaluated on an ongoing basis, and may be revised subject to business circumstances and expected capital requirements depending on, among other things, Chesswood's earnings, financial requirements for its operating entities, growth opportunities, the satisfaction of applicable solvency tests for the declaration and payment of dividends and other conditions existing from time to time.

Minimum Payments

The following are the contractual payments and maturities of financial liabilities and other commitments as at June 30, 2021 (including interest):

($ thousands)	2021	2022	2023	2024	2025	2026 and beyond	Total
Accounts payable and other liabilities	$ 22,724	$ —	$ —	$ —	$ —	$ —	$ 22,724
Premises leases payable (a)	367	710	704	674	359	316	3,130
Borrowings (b)	188,832	483,969	205,577	98,826	29,089	2,986	1,009,279
Customer security deposits (c)	1,498	1,972	1,814	340	77	45	5,746
Interest rate swaps	82	—	—	—	—	—	82
	213,503	486,651	208,095	99,840	29,525	3,347	1,040,961
Service contracts	118	121	2	—	—	—	241
Total commitments	$ 213,621	$ 486,772	$ 208,097	$ 99,840	$ 29,525	$ 3,347	$ 1,041,202

a. The Company and its subsidiaries are committed to future minimum rental payments under existing leases for premises, excluding occupancy costs and property tax, with expirations up to 2028. The amounts above exclude adjustment for discounting premise lease payable.
b. Borrowings are described in Note 9 - *Borrowings* in the unaudited condensed interim consolidated financial statements and include Chesswood's corporate revolving credit facility which is a line-of-credit; as such the balance can fluctuate. The amount above includes fixed interest payments on Pawnee and Blue Chip's facilities and estimated interest payments on the Chesswood corporate credit facility, assuming the interest rate, debt balance and foreign exchange rate at June 30, 2021 remain the same until its expiry date of December 2022. The amount owing under Chesswood's corporate credit facility is shown in year of maturity, all other expected borrowings payments are based on the underlying finance receivables supporting the borrowings.
c. The Company's experience has shown the actual contractual payment streams will vary depending on a number of variables, including: prepayment rates, charge-offs and modifications. Accordingly, the scheduled contractual payments of customer security deposits shown in the table above are not to be regarded as a forecast of future cash payments.

d. Please see Note 5(b) - *Finance Receivables* for the expected collections of finance receivables over the same time period. See Note 9(d) - *Borrowings* - for the amount of restricted cash in collections accounts that will be applied to debt in the following month.

The Company has no material "off-balance sheet" financing obligations, except for US4.4 million in letters of guarantee. Other commitments are disclosed in Note 17 - *Contingent Liabilities and Other Financial Commitments* in the 2020 audited consolidated financial statements.

OUTLOOK

Application flows throughout the summer are expected to moderate reflecting customers preference for vacation time. That said, overall funding volumes remain strong, and the mix of prime and non-prime originations is expected to remain consistent with the first half of 2021.

We have seen evidence of supply chain disruptions for certain equipment types. As a result, we have elevated levels of funding backlog as we await deliveries. Higher levels of backlog enhance our visibility as we move into the second half of the year, and we therefore remain confident in achieving our 2021 funding targets.

Lastly, we see additional opportunities to enhance our balance sheet and improve our cost of funds in the second half of the year. Interest rates remain low, providing us an opportunity to further reduce funding costs.

We continue to look for organic and inorganic opportunities for expansion in the Canadian and U.S. markets.

RISK FACTORS

An investment in the Company's common shares entails certain risk factors that should be considered carefully.

Chesswood operates in a dynamic environment that involves various risks and uncertainties, many of which are beyond our control and which could have an effect on our business, revenues, operating results, cash flow and financial condition. Readers should carefully review the risk factors in the Company's annual information form filed with various Canadian securities regulatory authorities through SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com, a summary of which are set out below.

Deterioration in Economic or Business Conditions; Impact of Significant Events and Circumstances; COVID-19

The results of the Company's subsidiaries may be negatively impacted by various economic factors and business conditions, including the level of economic activity in the markets in which they operate. To the extent that economic activity or business conditions deteriorate, originations may decrease; and delinquencies and credit losses may increase. Delinquencies and credit losses generally increase during economic slowdowns or recessions such as that experienced in the United States from 2008-2013. As our operating companies extend credit primarily to small businesses, many of their customers may be particularly susceptible to economic slowdowns or recessions, and may be unable to make scheduled lease or loan payments during these periods. Unfavourable economic conditions may also make it more difficult for our operating companies to maintain new origination volumes and the credit quality of new leases and loans at levels previously attained. Unfavourable economic conditions could also increase funding costs or operating cost structures, limit access to credit facilities, securitizations and other capital markets or result in a decision by lenders not to extend further credit.

In addition, the equipment finance industry generally may be affected by changes in accounting treatment for leases and loans, and negative publicity with respect to, among other things, fraud or deceptive practices by certain participants in the industry. Greater governmental scrutiny is also a risk, especially as to the tax treatment of certain transaction structures or other aspects of these transactions that, if changed, could result in additional tax, fee or other revenue to that governmental authority. Any of these factors may make leasing or loaning less attractive or diminish the profitability of the existing financing alternatives offered by our operating companies.

In addition to being impacted by factors or conditions in the United States or Canada, political, economic or other significant events or circumstances outside of North America (whether political unrest which impacts upon the prices of oil and other commodities or otherwise) can ultimately significantly impact upon North American economic conditions which, in turn, could result in the adverse implications described in the first paragraph under this heading. Similarly, natural disasters in any part of the world may directly (through impact on supplies of goods or equipment to our businesses) or indirectly impact Chesswood's operations or results. Further, tariffs or duties imposed by a country could adversely impact upon industries in which companies to which our operating companies have provided financing or seek to provide financing, which may impact Chesswood's operations or results.

As of today, Canada and the U.S. are approximately 18 months into the COVID-19 pandemic. Financial markets and businesses across many industries have experienced significant challenges and it will likely be some time before the duration and ultimate severity of the impact will be known. Chesswood expects that there will be an impact upon originations and delinquencies/ charge-offs, perhaps significant.

Portfolio Delinquencies; Inability to Underwrite Lease and Loan Applications

Pawnee’s receivables consist primarily of lease and loan receivables originated under programs designed to serve small and medium-sized, often owner-operated, businesses that have limited access to traditional financing. There is a high degree of risk associated with equipment financing for such parties. A portion of Pawnee’s portfolio are start-up businesses that have not established business credit or a more established business that has experienced some business or personal credit difficulty at some time in its history. As a result, such leases or loans entail a relatively higher risk and may be expected to experience higher levels of delinquencies and loss levels. Pawnee cannot guarantee that the delinquency and loss levels of its receivables will correspond to the historical levels Pawnee has experienced on its portfolio and there is a risk that delinquencies and losses could increase significantly.

Analogous risks are faced by Tandem, Blue Chip and Vault Credit in their businesses.

In addition, since defaulted leases and loans and certain delinquent leases and loans cannot be used as collateral under our financing facilities, higher than anticipated lease and loan defaults and delinquencies could adversely affect our liquidity by reducing the amount of funding available to us under our financing arrangements. Furthermore, increased rates of delinquencies or loss levels could result in adverse changes to the terms of future financing arrangements, including increased interest rates payable to lenders and the imposition of more burdensome covenants and increased credit enhancement requirements.

Dependence on Key Personnel

Our operating companies depend to a large extent upon the abilities and continued efforts of their key operating personnel and senior management teams.

Relationships with Brokers and Other Origination Sources

Pawnee, Tandem, Blue Chip, and Vault Credit have formed relationships with hundreds of origination sources, comprised primarily of equipment finance brokerage firms and vendors/distributors. They rely on these relationships to generate applications and originations. The failure to maintain effective relationships with their brokers and other origination sources or decisions by them to refer transactions to, or to sign contracts with, other financing sources could impede their ability to generate transactions, including Canada where Blue Chip and Vault Credit gets a substantial portion of their origination volume from a few large equipment brokerage firms.

Tandem is forming relationships with origination partners, comprised primarily of equipment dealers. It will rely on the relationships it creates to generate lease and loan applications and originations. Many of these relationships may not be formalized in written agreements, and those that are formalized may be terminable at will. The decision by a significant number of Tandem’s origination partners to refer their transactions to other companies would impede Tandem’s ability to generate transactions.

Risk of Future Legal Proceedings

Our operating companies are threatened from time to time with, or are named as defendants in, or may become subject to, various legal proceedings, fines or penalties in the ordinary course of conducting their respective businesses. A significant judgment or the imposition of a significant fine or penalty on an operating company (or on a company engaged in a similar business, to the extent the operating company operates in a similar manner) could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Interest Rate Fluctuations

The Company and our operating companies are exposed to fluctuations in interest rates under their borrowings. Increases in interest rates (to the extent not mitigated by interest hedging arrangements or fixed rate securitizations) may have a material adverse impact on our businesses, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

The leases and loans are written at fixed interest rates and terms. Generally, the Company finances the activities of its operating companies with both fixed rate and floating rate funds. To the extent the operating companies finance fixed rate leases and loans with floating rate funds, they are exposed to fluctuations in interest rates such that an increase in interest rates could narrow or eliminate the margin between the yield on a lease and loan and the effective interest rate paid by the borrower.

At the customer level, non-prime segments of the micro and small-ticket equipment finance market have historically and typically been, and continue to be, more sensitive to monthly lease/loan payment amounts than to the effective rates of interest charged.

Losses from Leases and Loans; The Risk/Yield Trade-off

Losses from leases and loans in excess of our operating companies' expectations would have a material adverse impact on our businesses, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Changes in economic conditions, the risk characteristics and composition of the portfolio, bankruptcy laws, and other factors could impact our operating companies’ actual and projected net credit losses and the related allowance for credit losses. Should there be a significant change in the above noted factors, then our operating companies may have to set aside additional reserves which could have a material adverse impact on their respective business, financial condition and results of operations and on the amount of cash available for dividends to our shareholders.

Determining the appropriate level of the allowance is an inherently uncertain process and therefore the determination of this allowance may prove to be inadequate to cover losses in connection with a portfolio of leases and loans. Factors that could lead to the inadequacy of an allowance for credit losses may include the inability to appropriately underwrite credit risk of new originations, effectively manage collections, or anticipate adverse changes in the economy or discrete events adversely affecting specific customers, industries or geographic areas.

Pawnee began offering its prime product in 2015 - financing for higher credit rated lessees and borrowers, and this product represents an increasing part of the composition of Pawnee’s portfolio. While it is expected that the losses and allowance for credit losses in respect of this part of Pawnee’s portfolio will be lower - commensurate with the prime credit rating of the lessees/borrowers - the spread between the rates that Pawnee can charge over our cost of funds is also considerably smaller.

Adverse Events or Legal Determinations in Areas with High Geographic Concentrations of Leases or Loans

If judicial or other governmental rulings or actions or interpretations of laws adverse to the equipment finance industry in general or to business practices engaged in by our operating companies, or adverse economic conditions or the occurrence of other significant events such as natural disasters and terrorist attacks, were to occur in a geographic region with a high concentration of leases/loans or equipment financed from our operating companies, there could be a material adverse impact on our business, financial condition and results of operations, and the amount of cash available for dividends to our shareholders.

"Characterization" Risks

If an applicable court or regulatory authority were to make an adverse finding, or take an adverse action on the basis that one of Pawnee's form of lease is not a true lease for commercial law, tax law, or other legal purposes, adverse consequences could result with respect to leases entered into in such form including the loss of preferred creditor status (which would impact upon Pawnee's rights to recover on its claim), limitations on finance charges and other fees that can be enforced, and additional federal, state and other (income or sales) taxes payable by Pawnee.

Defenses to Enforcement of a Significant Number of Leases and Loans

Certain defenses and recovery impediments are more common in micro and small-ticket equipment finance transactions than with respect to equipment finance providers in other segments of the equipment finance industry. Management believes that certain of these risks are sufficiently addressed in the existing documentation and related business practices of our operating companies. However, there are other risks that they have not addressed for various reasons, including that certain of these risks are not susceptible to being addressed either at all or without incurring cost inefficiencies or taking other measures deemed unacceptable by management based on a risk-reward assessment. Our operating companies have never experienced any material occurrence of these risks nor have these risks historically had a material adverse impact on them. However, there is no assurance that these risks will not have a material adverse impact on their business, financial condition and results of operations in the future.

Origination, Funding and Administration of Transactions

Our operating companies' origination, funding and transaction administration practices could result in certain vulnerabilities in their enforcement rights. For example, certain leases and loans are assignments of transactions already documented by brokers. Acquiring leases/loans by this "indirect" process subjects our operating companies to various risks, including risks that might arise by reason of the broker's insolvency, administrative inadequacies or fraudulent practices, as well as any third party claims against the broker or its rights with respect to the assigned lease or loan. Our operating companies may be subject to risks related to broker practices, whether or not our operating companies have actual legal responsibility for broker conduct. Any of these broker related risks can impair our operating companies' rights with respect to recovering the rents and/or property under leases and loans. Pawnee has not been involved in any claims or litigation in relation to such risks.

If the lessee/borrower or broker is the party to whom the vendor of the equipment has agreed to sell the property at the time of its delivery, then under applicable commercial law, the lessee/borrower or broker, as applicable, may be deemed to have acquired title to the property prior to our operating companies having funded the transaction. It has not been their practice to ensure that the title to the leased property has not already passed or to obtain assurances that it is acquiring good title to that property free of liens and other third party claims. The manner in which our operating companies purchase the equipment is typical in this market segment, especially with respect to similarly situated equipment financing providers. They have not yet faced any meaningful challenge or adverse consequence from this practice, but there can be no assurance that such a challenge or consequence will not occur in the future.

In most circumstances where the equipment is less than US$15,000 (or US$10,000 if for a home business) for Pawnee's core product and US$50,000 for the "B" product, and US$100,000 for "A", Pawnee's practice of requiring only a verbal confirmation that the property has been delivered and irrevocably accepted under the subject lease or loan, and/or inspecting the property to confirm the same, could make Pawnee vulnerable to certain defenses. By way of example, Pawnee's deemed failure to deliver conforming property under the lease or loan documents could be a defense to a lessee/borrower's "unconditional" obligation to pay the rents and certain other amounts. Pawnee has not suffered any material losses relating to these practices, however, there can be no assurance that it would not in the future.

Analogous risks are faced by Tandem, Blue Chip and Vault Credit.

Changes in Governmental Regulations, Licensing and Other Laws and Industry Codes of Practice

Finance companies are subject to laws and regulations relating to extending financing generally and are also members of industry associations which have adopted, among other things, codes of business practice. Laws, regulations and codes of business practice may be adopted with respect to existing leases and loans or the leasing, marketing, selling, pricing, financing and collections processes which might increase the costs of compliance, or require them to alter their respective business, strategy or operations, in a fashion that could hamper the ability to conduct business in the future.

Licensing Requirements

If an applicable court or regulatory authority were to make an adverse finding or otherwise take adverse action with respect to our operating companies based on their failure to have a finance lender's or other license or registration required in the applicable jurisdiction, our operating companies would have to change business practices and could be subject to financial or other penalties. Further, certain jurisdictions may enact or change administrative practices in respect of licensing requirements for our operating companies or their referring brokers. For example, California requires that referring brokers have a lenders' license, which may impact loan referrals from certain brokers for funding to California residents.

Fees, Rates and Charges

Some of our operating companies' documents require payment of late payment fees, late charge interest, and other charges either relating to the non-payment under, or enforcement, of their leases and loans. It could be determined that these fees and/or the interest rates charged exceed applicable statutory or other legal limits. If the charges are deemed to be punitive and not compensatory, or to have other attributes that are inconsistent with, or in violation of, applicable laws, they could be difficult to enforce. A number of charges payable with respect to equipment finance transactions in the micro and small-ticket equipment finance market have been the subject of litigation by customers against financing parties in the past. Although our subsidiaries are not currently the subject of any such litigation, there can be no assurance that a lessee/borrower or a group of lessees/borrowers will not attempt to bring a lawsuit against our subsidiaries in relation to fees and charges, which our subsidiaries may or may not be successful in defending.

Our operating companies believe that their fee programs are designed and administered so as to comply with legal requirements and are within the range of industry practices in their market segments. Nevertheless, certain attributes of these fees or charges, and their practices, including that their leases and loans typically provide for several different fees and charges resulting in a substantial amount of fee income and the possibility that the fees and charges may exceed actual costs involved or may otherwise be deemed excessive, could attract litigation, including class actions, that would be costly even if our subsidiaries were to prevail and as to which no assurance can be given of their successful defense. In addition to the risk of litigation, fee income is important to our subsidiaries and the failure of our subsidiaries to continue to collect most of these fees could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Insurance

To ensure that the lessor or lender of the leased or financed property suffering a loss receives the related insurance proceeds, the lease or loan also requires that the lessor or lender be named as a loss payee under the requisite casualty coverage. However, each lessee/borrower is ultimately relied upon to obtain and maintain the required coverage for financed equipment but there is no certainty that they will obtain the requisite coverage either conforming to the requirements of the lease or loan, or at all. Additionally, there are often policy provisions including exclusions, deductibles and other conditions that by their terms, or by reason of a breach, could limit, delay or deny coverage. There can be no assurance that any insurance will protect our operating companies interests in the equipment, and the failure by the lessee/borrower to obtain insurance or the failure by the operating companies to receive the proceeds from such insurance policies could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Lessor Liability

There is a risk that a lessor, such as Pawnee, Blue Chip, Vault Credit or Tandem, could be deemed liable for harm to persons or property in connection with, among other things, the ownership or leasing of the leased property, or the conduct or responsibilities of the parties to the lease relating to that property. The liability may be contractual (such as warranties regarding the equipment), statutory (such as federal, state or provincial environmental liability) or pursuant to various legal theories (such as negligence). There have been cases in which a lessor has been held responsible for damage caused by leased property without a showing of negligence or wrong-doing on the lessor's part. Even if a lessor ultimately succeeds in defending itself or settling any related litigation, the related costs and any settlement amount could be significant.

Liability for Misuse of Leased Equipment

There is no practical manner to ensure that leased equipment or a leased vehicle will be used, maintained or caused to comply with applicable law. Pawnee, Blue Chip, Vault Credit and Tandem require their lessees to deliver evidence of compliance with same as a condition to funding but have no assurance that a lessee will take the appropriate actions during the lease term to address any use, maintenance or compliance issues which may arise. A lessee's conduct (or lack thereof) could subject Pawnee, Blue Chip, Vault Credit or Tandem, as applicable, to liability to third parties.

Estimates Relating to Value of Leases

Based on the particular terms of a lease, equipment finance companies estimate the residual value of the financed equipment, which is recorded as an asset on its statement of financial position. At the end of the lease term, equipment finance companies seek to realize the recorded residual for the equipment by selling the equipment to the lessee or in the secondary market or through renewal of the lease by the lessee. The ultimate realization of the recorded residual values depends on numerous factors, including: accurate initial estimate of the residual value; the general market conditions and interest rate environment at the time of expiration of the lease; the cost of comparable new equipment; the obsolescence of the leased equipment; any unusual or excessive wear and tear on or damage to the equipment; and the effect of any additional or amended government regulations.

If Pawnee, Tandem, Blue Chip or Vault Credit (in connection with those leases where the lessee is not obligated to either purchase the equipment or guarantee the residual value of the equipment at the end of the term of the lease) is unable to accurately estimate or realize the residual values of the leased equipment subject to their leases, the amount of recorded assets on its statement of financial position will have been overstated.

Competition from Alternative Sources of Financing

The business of micro and small-ticket equipment finance in the United States is highly fragmented and competitive. Pawnee and Tandem focus some of their businesses on the segment of the micro and small-ticket equipment finance market involving start-up businesses that have not established business credit or established businesses that have experienced some credit difficulty in their history that do not meet the credit standards of more traditional financing sources. Pawnee's and Tandem's main competition comes from equipment finance companies, banks, commercial lenders, home equity loans, and credit cards.

As Pawnee and Tandem expand their suite of products and targets potential lessees/borrowers with better credit scores, both will face competition from more traditional financing sources, including: national, regional and local finance companies; captive finance and equipment finance companies affiliated with major equipment manufacturers; and financial services companies, such as commercial banks, thrifts and credit unions.

Many of the firms and institutions providing financing alternatives are substantially larger than Pawnee, Tandem, Blue Chip and Vault Credit and have considerably greater financial, technical and marketing resources. Some of them may have a lower cost of funds and access to funding sources that are unavailable to Pawnee, Tandem, Blue Chip and Vault Credit. A lower cost of funds could enable a competitor to offer leases and loans with pricing lower than that of Pawnee, Tandem, Blue Chip or Vault Credit, potentially forcing them to decrease prices or lose origination volume. In addition, some financing sources may have higher risk tolerances or different risk assessments, which could allow them to establish more origination sources and customer relationships to increase their market share.

Further, because there are fewer barriers to entry with respect to the micro and small-ticket equipment finance market, new competitors could enter this market at any time, especially if an improvement in the economy leads to a greater ability of small and medium-sized businesses to establish improved levels of creditworthiness.

With the ever advancing improvements in technology, financial-technology ("Fintech") firms have been emerging with new business models, based on new technology that often includes an internet component, for offering financial services to businesses and consumers. It is possible that advancements by Fintech firms could negatively impact Pawnee, Tandem, Blue Chip or Vault Credit's business in a significant manner.

Fraud by Lessees, Borrowers, Vendors or Brokers

While our operating companies make every effort to verify the accuracy of information provided to them when making a decision whether to underwrite a lease or loan and have implemented systems and controls to protect against fraud, in a small number of cases in the past our operating companies have been a victim of fraud by lessees/borrowers, vendors and brokers. In cases of fraud, it is difficult and often unlikely that our operating companies will be able to collect amounts owing under a lease or loan or repossess the related equipment. Our operating companies may be subject to risks related to broker practices whether or not our operating companies have actual legal responsibility for broker conduct. Increased rates of fraud could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Protection of Intellectual Property

Chesswood's operating subsidiaries continually develop and improve their brand recognition and proprietary systems and processes, which is an important factor in maintaining a competitive market position. No assurance can be given that competitors will not independently develop substantially similar branding, systems or process. Despite the efforts of our operating subsidiaries to protect their proprietary rights, unauthorized parties may attempt to obtain and use information the subsidiaries regard as proprietary. Preventing unauthorized use of such proprietary rights may be difficult, time-consuming and costly, and without any assurance of success.

Failure of Computer and Data Processing Systems

Our operating companies are dependent upon the successful and uninterrupted functioning of their computer and data processing systems. The failure of these systems could interrupt operations or materially impact the ability of our operating companies to originate and service their lease and loan portfolio and broker networks. If sustained or repeated, a system failure could negatively affect these operations. Our operating companies maintain confidential information regarding lessees and borrowers in their computer systems. This infrastructure may be subject to physical break-ins, computer viruses, programming errors, attacks by third parties or similar disruptive problems. A security breach of computer systems could disrupt operations, damage reputation and result in liability.

Security Risks

Despite implementation of network security measures, the infrastructure of our subsidiaries' websites and our management network is potentially vulnerable to computer break-ins and similar disruptive problems.

Risks Related to our Structure and Exchange Rate Fluctuations

The dividends expected to be paid to our shareholders will be denominated in Canadian dollars. However, a significant percentage of our revenues are expected to be derived from the revenues of our U.S. operations, which are received in U.S. dollars. Changes in the value of the U.S. dollar could have a negative impact on our Canadian dollar results, and in turn, on the amount in Canadian dollars available for dividends to our shareholders.

Unpredictability and Volatility of Share Price

A publicly-traded company will not necessarily trade at values determined by reference to the underlying value of its business. The prices at which our common shares will trade cannot be predicted. The market price of the common shares could be subject to significant fluctuations in response to variations in quarterly operating results and other factors. The annual yield on the common shares as compared to the annual yield on other financial instruments may also influence the price of common shares in the public trading markets. In addition, the securities markets have experienced significant price and volume fluctuations from time to time in recent years that often have been unrelated or disproportionate to the operating performance of particular issuers. These broad fluctuations may adversely affect the market price of the common shares.

Leverage, Restrictive Covenants

The Company and its subsidiaries have third party debt service obligations under their respective credit and securitization and bulk lease financing facilities. The degree to which our subsidiaries are leveraged could have important consequences to our shareholders, including: (i) the ability to obtain additional financing for working capital in the future may be limited; (ii) a portion of the cash flow from the assets of such subsidiaries may be dedicated to the payment of the principal of and interest on their respective indebtedness, thereby reducing funds available for distribution to the Company; and (iii) certain of the respective borrowings of such subsidiaries will be at variable rates of interest, which will expose them to the risk of increased interest rates. The ability of such subsidiaries to make scheduled payments of the principal of or interest on, or to refinance, their indebtedness will depend on their future cash flow, which is subject to their respective assets, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond their control.

Possible Acquisitions

Acquisitions, if they occur, may increase the size of the operations as well as increase the amount of indebtedness that may have to be serviced by Chesswood and its subsidiaries. There is no assurance that such acquisitions can be made on satisfactory terms, or at all. The successful integration and management of acquired businesses involve numerous risks that could adversely affect the growth and profitability of Chesswood and its subsidiaries. There is no assurance that such acquisitions will be successfully integrated.

Restrictions on Potential Growth

The payout by our operating companies of a significant portion of their earnings available for distribution will make additional capital and operating expenditures dependent upon increased cash flow or additional financing in the future. Lack of those funds could limit the future growth of our operating companies and their cash flow.

Canadian Income Tax Matters

The income of the Company's operating companies must be computed in accordance with applicable Canadian, U.S, or foreign tax laws, and the Company is subject to Canadian tax laws, all of which may be changed in a manner that could adversely affect the amount of distributable cash.

United States Income Tax Matters

There can be no assurance that U.S. federal and state income tax laws and administrative policies will not develop or be changed in a manner that adversely affects our shareholders.

Environmental risk

Chesswood and its operating subsidiaries, and their activities, have no direct significant impact on the environment, although there can be no assurance that they will not be the subject of claims in this regard (see for example, "Lessor Liability" above).

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Understanding the Company's accounting policies is essential to understanding the results of operations and financial condition. The preparation of these unaudited condensed interim consolidated financial statements requires us to make estimates and judgments that affect reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of our unaudited condensed interim consolidated financial statements. Estimates are based on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Net Investment in Leases

The leases entered into are considered to be finance leases in nature, based on an evaluation of all the terms and conditions and the determination that substantially all the risks and rewards of legal ownership of the underlying assets have been transferred to the lessee. Interest revenue on finance leases is recognized using the effective interest method. The effective interest method of income recognition applies a constant rate of interest equal to the internal rate of return on the lease.

Allowance for Credit Losses

The carrying value of net investment in leases and loans is net of an allowance for credit losses.

Application of the Expected Credit Loss ("ECL") model depends on the following credit stages of the financial assets:

(i) Stage 1 - for new leases and loans recognized and for existing leases or loans that have not experienced a significant increase in credit risk since initial recognition, a loss allowance is recognized equal to the net credit losses expected to result from defaults occurring in the next 12 months;
(ii) Stage 2 - for those leases or loans that have experienced a significant increase in credit risk since initial recognition, a loss allowance is recognized equal to the net credit losses expected over the remaining life of the lease or loan; and
(iii) Stage 3 - for leases or loans that are considered credit-impaired, a loss allowance equal to full life-time expected net credit losses is recognized.

Finance receivables at Pawnee, Tandem, Blue Chip and Vault Credit are composed of a large number of homogenous leases and loans, all with relatively small balances. Thus, the evaluation of the allowance for credit losses is performed collectively for the lease and loan receivable portfolios.

For Stage 2, leases and loans are considered to have experienced a significant increase in credit risk since initial recognition if they are delinquent for over 30 days and further includes approximately 15% of the non-prime 1-30 day delinquent leases and loans.

For Stage 3, leases and loans are considered credit impaired if they are delinquent for more than 90 days or if the individual leases and loans are otherwise classified as non-accrual.

The measurement of expected credit losses for Stage 1 and the assessment of significant increase in credit risk considers information about past events and current conditions, as well as reasonable and supportable forecasts of future events and economic conditions. The Company utilizes static pool loss data applied to recent origination levels along with forward-looking macroeconomic assumptions under the ECL methodology. The estimation and application of forward-looking information also requires judgment.

Pawnee and Tandem charges off leases and loans when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. A high percentage of charge-offs are recognized before the subject leases/loans reach 154 days contractually past due. Blue Chip and Vault Credit charges off leases and loans on an individual basis when there is no realistic prospect of recovery. Finance receivables that are charged-off could still be subject to collection efforts, with future recoveries possible.

The resulting projections of probable net credit losses are inherently uncertain, and as a result we cannot predict with certainty the amount of such losses. Changes in economic conditions, the risk characteristics and composition of the portfolio, bankruptcy laws, and other factors could impact the actual and projected net credit losses and the related allowance for credit losses.

Impairment of Goodwill

Goodwill is evaluated for impairment on an annual basis, or more frequently if certain events or circumstances exist. The Company’s impairment test of goodwill is based on the value-in-use which is estimated using a discounted cash flow model. The cash flows are derived from budgets for the next five years, excluding restructuring activities and future investments. Impairment testing is applied on an individual asset basis unless an asset does not generate cash inflows that are largely independent of the cash inflows generated by other assets or groups of assets. None of the Company’s non-financial assets generate independent cash inflows and therefore all non-financial assets are allocated to cash generating units (“CGU”) for purposes of assessing impairment.

CGUs are defined as the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized when the carrying amount of a CGU exceeds the recoverable amount, which is the greater of the CGU's fair value less cost to sell and its value in use. Value-in-use is the present value of the estimated future cash flows from the CGU discounted using a pre-tax rate that reflects current market rates and the risks inherent in the business of each CGU. If the recoverable amount of the CGU is less than its carrying amount, the CGU is considered impaired and is written down to its recoverable amount. The impairment loss is allocated to reduce the carrying amount of the assets of the CGU, first to reduce the carrying amount of the CGU's goodwill and then to the other assets of the CGU allocated pro-rata on the basis of the carrying amount of each asset. Other than the cash flow estimates, the value-in-use is most sensitive to the discount rate used and the growth rate applied beyond the five year estimate. Changes in these estimates and assumptions could have a significant impact on the value-in-use and/or goodwill impairment.

Share-based Payments

The Black-Scholes model is used to fair value options issued by the Company. The model requires the use of subjective assumptions, including expected share price volatility. In addition, the options issued have characteristics different from those of traded options so the Black-Scholes option-pricing model may not provide a reliable single measure of the fair value of options issued. Changes in the subjective assumptions can have a material effect on the fair value estimate.

Interest rate derivatives

Financial instruments accounting requires recognition of the fair value of all derivative instruments on the statement of financial position as either assets or liabilities. Changes in a derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met. Gains and losses on derivative hedging instruments must be recorded in either other comprehensive income or current earnings, depending on the nature and designation of the instrument.

Interest rate derivatives are not considered trading instruments as the Company intends to hold them until maturity. Nonetheless, interest rate derivatives do not qualify as a hedge for accounting purposes, and are therefore recorded as separate derivative financial instruments. Accordingly, the estimated fair value of interest rate derivatives is recorded as an asset or a liability on the accompanying consolidated statement of financial position. Payments made and received pursuant to the terms of the interest rate derivatives are recorded as an adjustment to interest expense, and adjustments to the fair value of the interest rate derivatives are recorded as gain or loss on interest rate derivatives. The fair value of interest rate derivatives is based upon the estimated net present value of cash flows.

Taxes

Accounting for tax requires the resolution of many complexities and the exercise of significant management judgement, including the following: (a) Pawnee, Tandem, Blue Chip and Vault Credit use the asset and liability method to account for taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. In contrast, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. (b) Deferred tax assets are only recognized to the extent that they are more than 50% likely to be realized. (c) Pawnee, Blue Chip and Vault Credit account for their lease arrangements as operating leases for tax reporting purposes. This results in temporary differences between financial and tax reporting for which deferred taxes have been provided.

RELATED PARTY TRANSACTIONS

Ryan Marr, CEO of Chesswood, is a partner at Waypoint, which has established an investment fund through which a subsidiary of Pawnee has a credit facility on April 29, 2021. The Company has a small minority ownership interest in the general partner of such fund. The facility has recourse only to the assets financed. The cost of each loan advance is fixed at the time of each tranche. Pawnee retains the servicing of these finance receivables in exchange for a fee. The balance of this facility at June 30, 2021 was US$11.0 million. Based on average debt levels, the effective return provided to the private credit investors is 9.46% (including amortization of origination costs).

See Note 16 - *Related Party Transactions* in the unaudited condensed interim consolidated financial statements for the disclosure of key management compensation.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Chief Executive Officer and the Vice President of Finance (the "Certifying Officers"), along with other members of management, have designed, or caused to be designed under their supervision, Disclosure Controls and Procedures ("DC&P") to provide reasonable assurance that (i) material information relating to the Company is made known to them by others, particularly during the period in which the annual or interim filings are being prepared; and (ii) information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The Certifying Officers have assessed the design effectiveness of the Company's DC&P as at June 30, 2021 and have concluded that the design of the Company's DC&P was effective as at that date.

Internal Control over Financial Reporting

The Certifying Officers, along with other members of management, have also designed, or caused to be designed under their supervision, Internal Control over Financial Reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes prepared in accordance with IFRS. The Certifying Officers have used the Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), to design the Company's ICFR.

The Certifying Officers have assessed the design effectiveness of the Company's ICFR as at June 30, 2021 and have concluded that the design of the Company's ICFR was effective as at that date.

During the quarter ended June 30, 2021, there has been no significant change in the Company's ICFR that would have materially affected, or would be reasonably likely to materially affect, the Company's ICFR.

Limitation on Scope of Design

The Certifying Officers have limited the scope of design of DC&P and our ICFR to exclude controls, policies and procedures of Canadian Holdco, a newly created entity through which the Company carried out the merger of the its Canadian equipment leasing subsidiary, Blue Chip, with Vault Credit, a provider of equipment lease and commercial loan financing to small and medium businesses across Canada, effective April 30, 2021. Canadian Holdco has effectively acquired 100% of the shares of Blue Chip and Vault Credit and in return Chesswood has received 51% ownership of Canadian Holdco as well as control of the Canadian Holdco board, through a priority vote. For further information, reference should be made to Note 19 – *Business Combination* - to the Unaudited Condensed Interim Financial Statements for the three and six months ended June 30, 2021.

Following the merger, Vault Credit, a privately held organization, has substantially assumed management of Blue Chip, processing all of its transactions through its own personnel, controls, policies and procedures, resulting in the existing Blue Chip environment effectively ceasing to exist or not relevant for certification purposes.

Management of Chesswood has commenced the process of integrating and aligning Canadian Holdco's controls, policies and procedures with those of Chesswood. In order to allow time for completion of this integration and alignment, Chesswood is availing itself of the scope limitation permitted under section 3.3(1)(b) of National Instrument 52-109 which allows an issuer to limit its design of DC&P and ICFR to exclude controls, policies and procedures of a business that the issuer acquired not more than 365 days before the end of the fiscal period. It is, however, expected that the integration and alignment process will be completed by the end of the current fiscal year.

The table below presents the summary financial information of Canadian Holdco for the period commencing May 1, 2021 and ending June 30, 2021.

Financial Information for Canadian Holdco	**May 1 - June 30, 2021**
Revenues	$5.8 million
Net Income (Loss)	$0.0 million
	As at June 30, 2021
Current Assets	$5.1 million
Non-Current Assets	$314.2 million
Current Liabilities	$5.5 million
Non-Current Liabilities	$272.3 million

Limitations of an Internal Control System

The Certifying Officers believe that any DC&P or ICFR, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues, including instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include, amongst other items: (i) that management's assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) breakdowns could occur because of undetected errors; and (iii) controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override.

The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential (future) conditions.

Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

MARKET FOR SECURITIES

The Company's common shares are traded on the Toronto Stock Exchange under the symbol CHW. The following table summarizes the high and low sales prices of the common shares and the average daily trading volume for each month in the six months ended June 30, 2021.

	High	Low	Average Daily Volume
January	$9.30	$8.38	11,296
February	$9.28	$8.78	10,860
March	$9.44	$8.90	13,320
April	$12.85	$9.34	60,988
May	$13.89	$12.30	57,007
June	$13.75	$12.54	22,599
	$13.89	$8.38	29,437

CHESSWOOD GROUP LIMITED
NOTICE TO READERS

Accompanying this notice are the unaudited condensed interim consolidated financial statements of Chesswood Group Limited for the three and six months ended June 30, 2021. These statements have been prepared by, and are the responsibility of, the Company's management.

Following consultation with management and with the Company's independent auditors, the Company's Board of Directors concluded that the auditors would not be engaged to perform a review of these financial statements. Under applicable securities legislation, there is no requirement that auditors be engaged to review these statements, but the Company must advise you if (as noted above) no review engagement is made.

CHESSWOOD GROUP LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(in thousands of dollars)

	Note		June 30, 2021		December 31, 2020
			(unaudited)		*(audited)*
ASSETS					
Cash		$	**10,119**	$	9,668
Restricted funds	*9(d)*	$	**49,313**		35,714
Other assets	*4*	$	**7,441**		2,904
Finance receivables	*5*	$	**1,055,704**		740,878
Right-to-use assets		$	**2,345**		1,697
Property and equipment		$	**1,741**		1,736
Intangible assets	*6*	$	**27,880**		10,919
Goodwill	*7*		**34,382**		23,920
TOTAL ASSETS		$	**1,188,925**	$	827,436
LIABILITIES					
Accounts payable and other liabilities	*8*	$	**22,724**	$	17,531
Premises leases payable			**2,786**		2,163
Interest rate derivative	*2*		**82**		340
Call option liability	*19*		**5,277**		—
Borrowings	*9*		**954,161**		638,976
Customer security deposits			**5,534**		7,210
Deferred tax liabilities			**28,079**		20,400
			1,018,643		686,620
SHAREHOLDERS' EQUITY					
Common shares			**110,635**		104,236
Non-controlling interest			**12,523**		11,797
Contributed surplus	*13, 17*		**20,914**		5,605
Accumulated other comprehensive income			**9,066**		11,733
Retained earnings			**17,144**		7,445
			170,282		140,816
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$	**1,188,925**	$	827,436

Please see notes to the condensed interim consolidated financial statements.

CHESSWOOD GROUP LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020
(in thousands of dollars, except per share amounts, unaudited)

	Note	Three months ended June 30, 2021	Three months ended June 30, 2020	Six months ended June 30, 2021	Six months ended June 30, 2020
Finance revenue					
Interest revenue on finance leases and loans		**$ 27,062**	$ 26,637	**$ 49,981**	$ 55,984
Ancillary finance and other fee income		**3,462**	3,374	**6,852**	7,340
		30,524	30,011	**56,833**	63,324
Finance expenses					
Interest expense		**7,739**	7,374	**13,634**	15,437
Provision for credit losses	*5*	**(1,141)**	5,388	**(681)**	29,591
		6,598	12,762	**12,953**	45,028
Finance margin		**23,926**	17,249	**43,880**	18,296
Expenses					
Personnel expenses		**7,240**	4,449	**12,939**	9,829
Other expenses		**5,454**	4,360	**10,259**	9,262
Depreciation		**261**	323	**499**	623
Amortization - intangible assets		**361**	333	**694**	666
		13,316	9,465	**24,391**	20,380
Operating income		**10,610**	7,784	**19,489**	(2,084)
Restructuring and other transaction costs		**—**	(5,776)	**—**	(5,776)
Goodwill impairment		**—**	—	**—**	(11,868)
Unrealized gain (loss) on investments held	*2*	**—**	—	**—**	(121)
Unrealized gain (loss) on interest rate derivative	*2*	**132**	133	**258**	(465)
Unrealized gain (loss) on foreign exchange		**294**	19	**268**	(53)
Income (loss) before taxes		**11,036**	2,160	**20,015**	(20,367)
Tax (expense) recovery		**(3,224)**	(753)	**(5,890)**	1,947
Net income (loss)		**$ 7,812**	$ 1,407	**$ 14,125**	$ (18,420)
Attributable to:					
Common shareholders		**$ 7,166**	$ 1,289	**$ 12,950**	$ (16,884)
Non-controlling interest		**$ 646**	$ 118	**$ 1,175**	$ (1,536)
Income (loss) from operations per share:					
Basic	*15*	**$ 0.43**	$ 0.08	**$ 0.79**	$ (1.04)
Diluted	*15*	**$ 0.40**	$ 0.06	**$ 0.74**	$ (1.04)

Please see notes to the condensed interim consolidated financial statements.

CHESSWOOD GROUP LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020
(in thousands of dollars, unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2021	2020	**2021**	2020
Net income (loss)	**$ 7,812**	$ 1,407	**$ 14,125**	$ (18,420)
Other comprehensive income:				
Unrealized gain (loss) on translation of foreign operations	**(1,669)**	(3,556)	**(2,909)**	3,724
Comprehensive income (loss)	**$ 6,143**	$ (2,149)	**$ 11,216**	$ (14,696)
Attributable to:				
Common shareholders	**$ 5,637**	$ (1,971)	**$ 10,284**	$ (13,471)
Non-controlling interest	**$ 506**	$ (178)	**$ 932**	$ (1,225)

Please see notes to the condensed interim consolidated financial statements.

CHESSWOOD GROUP LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020
(in thousands of dollars, unaudited)

	Note	Common shares	Common shares	Non-controlling interest	Contributed Surplus	Accumulated other comprehensive income	Retained earnings	2021 Total
		(# '000s)						
Shareholders' equity - December 31, 2020		**16,255**	**$ 104,236**	**$ 11,797**	**$ 5,605**	**$ 11,733**	**$ 7,445**	**$ 140,816**
Net income (loss)		**—**	**—**	**1,175**	**—**	**—**	**12,950**	**14,125**
Dividends declared	14	**—**	**—**	**(207)**	**—**	**—**	**(2,414)**	**(2,621)**
Share-based compensation	13	**—**	**—**	**—**	**499**	**—**	**—**	**499**
Exercise of options		**653**	**6,708**	**—**	**(1,599)**	**—**	**—**	**5,109**
Repurchase of common shares under issuer bid		**(308)**	**(1,976)**	**—**	**—**	**—**	**(837)**	**(2,813)**
Unrealized gain (loss) on translation of foreign operations		**—**	**—**	**(242)**	**—**	**(2,667)**	**—**	**(2,909)**
Special warrants issued on business combination	19	**—**	**—**	**—**	**16,409**	**—**	**—**	**16,409**
Shares issued on business combination	19	**133**	**1,667**	**—**	**—**	**—**	**—**	**1,667**
Shareholders' equity - June 30, 2021		**16,733**	**$ 110,635**	**$ 12,523**	**$ 20,914**	**$ 9,066**	**$ 17,144**	**$ 170,282**

	Note	Common shares	Common shares	Non-controlling interest	Contributed Surplus	Accumulated other comprehensive income	Retained earnings	2020 Total
		(# '000s)						
Shareholders' equity - December 31, 2019		16,248	$ 103,963	$ 13,130	$ 5,509	$ 13,956	$ 20,125	$ 156,683
Net income (loss)		—	—	(1,536)	—	—	(16,884)	(18,420)
Dividends declared	14	—	—	(362)	—	—	(3,981)	(4,343)
Share-based compensation	13	—	—	—	334	—	—	334
Exercise of restricted share units	13	37	375	—	(375)	—	—	—
Unrealized gain (loss) on translation of foreign operations		—	—	312	—	3,412	—	3,724
Shareholders' equity - June 30,, 2020		16,285	104,338	11,544	5,468	17,368	(740)	137,978
Net income		—	—	825	—	—	9,070	9,895
Dividends declared		—	—	(59)	—	—	(651)	(710)
Share-based compensation		—	—	—	586	—	—	586
Exercise of restricted share units		56	449	—	(449)			—
Repurchase of common shares under issuer bid		(86)	(551)	—	—	—	(234)	(785)
Unrealized gain (loss) on translation of foreign operations		—	—	(513)	—	(5,635)	—	(6,148)
Shareholders' equity - December 31, 2020		16,255	$ 104,236	$ 11,797	$ 5,605	$ 11,733	$ 7,445	$ 140,816

Please see notes to the condensed interim consolidated financial statements.

CHESSWOOD GROUP LIMITED
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020

(in thousands of dollars, unaudited)	Note	Three months ended June 30, 2021	Three months ended June 30, 2020	Six months ended June 30, 2021	Six months ended June 30, 2020
OPERATING ACTIVITIES					
Net income (loss)		**$ 7,812**	$ 1,407	**$ 14,125**	$ (18,420)
Non-cash items included in net income					
Amortization and depreciation		**622**	656	**1,193**	1,289
Goodwill and intangible asset impairment		**—**	—	**—**	11,868
Provision for credit losses *(excluding recoveries)*	*5*	**3,607**	8,665	**7,686**	35,314
Amortization of origination costs		**6,559**	6,184	**12,046**	13,294
Tax expense (recovery)		**3,224**	753	**5,890**	(1,947)
Other non-cash items	*17*	**705**	1,136	**1,877**	3,225
		14,717	17,394	**28,692**	63,043
Cash from operating activities before change in net operating assets		**22,529**	18,801	**42,817**	44,623
Funds advanced on origination of finance receivables		**(197,418)**	(25,916)	**(330,916)**	(142,356)
Origination costs paid on finance receivables		**(14,806)**	(1,465)	**(22,944)**	(10,589)
Principal collections of finance receivables		**103,137**	67,241	**185,176**	146,336
Change in other net operating assets	*17*	**(7,985)**	2,579	**(10,315)**	(2,467)
Cash from (used in) operating activities before tax		**(94,543)**	61,240	**(136,182)**	35,547
Income taxes recovery (paid) - net		**(2,998)**	(59)	**(5,416)**	(698)
Cash from (used in) operating activities		**(97,541)**	61,181	**(141,598)**	34,849
INVESTING ACTIVITY					
Purchase of property and equipment		**(79)**	(156)	**(119)**	(731)
Cash used in investing activity		**(79)**	(156)	**(119)**	(731)
FINANCING ACTIVITIES					
Borrowings, net	*9*	**95,892**	(69,248)	**140,740**	(26,158)
Payment of financing costs	*9*	**(876)**	—	**(907)**	(39)
Payment of lease obligations		**(143)**	(183)	**(279)**	(353)
Proceeds from exercise of options	*13*	**4,627**	—	**5,109**	—
Repurchase of common shares under issuer bid		**(146)**	—	**(2,813)**	—
Cash dividends paid	*14*	**(1,253)**	(1,861)	**(2,308)**	(5,584)
Business combination, cash acquired	*19*	**2,758**	—	**2,758**	—
Cash from (used in) financing activities		**100,859**	(71,292)	**142,300**	(32,134)
Unrealized foreign exchange gain (loss) on cash		**(71)**	(874)	**(132)**	306
Net increase (decrease) in cash		**3,168**	(11,141)	**451**	2,290
Cash, beginning of period		**6,951**	24,463	**9,668**	11,032
Cash, end of period		**$ 10,119**	$ 13,322	**$ 10,119**	$ 13,322

Please see notes to the condensed interim consolidated financial statements.

TABLE OF NOTES

1. NATURE OF BUSINESS AND BASIS OF PREPARATION

Chesswood Group Limited (the “Company” or "Chesswood") is incorporated under the laws of the Province of Ontario. The Company’s head office is located at 1133 Yonge Street, Suite 603, Toronto, ON, M4T 2Y7, and its shares trade on the Toronto Stock Exchange under the symbol CHW.

The Company holds a 100% interest in Chesswood Holdings Ltd. Through the merger on April 30, 2021, Chesswood Holdings Ltd. owns 51% of the shares of CHW/Vault Holdco Corp. ("Canadian Holdco") which owns 100% of the shares of the operating companies: Blue Chip Leasing Corporation ("Blue Chip") and Vault Credit Corporation ("Vault Credit"), both incorporated in Ontario. The shares of Vault Credit are owned indirectly through 2750036 Ontario Inc., an inactive holding company incorporated in Ontario. All these entities are incorporated in Ontario. See Note 19 - *Business Combination.*

Chesswood Holdings Ltd. also owns 100% of the shares of Lease-Win Limited, Case Funding Inc. ("Case Funding"), as well as 100% of the shares of Chesswood U.S. Acquisition Co Ltd. (“U.S. Acquisitionco”), a corporation which owns 100% of the shares of each of the operating subsidiaries Pawnee Leasing Corporation (“Pawnee”), incorporated in Colorado, United States, Tandem Finance Inc. ("Tandem"), incorporated in Colorado, United States and Windset Capital Corporation ("Windset"), incorporated in Delaware, United States. In addition, Pawnee holds, through consolidated, wholly-owned Special Purpose Entities (collectively "SPEs"), a portfolio of leases and loans which are financed through arm's length financial institutions. See Note 5 - *Finance Receivables* and Note 9(b) - *Borrowings*.

Through its subsidiaries, the Company operates in the following businesses:

- Pawnee - micro and small-ticket equipment financing to small and medium-sized businesses in the United States.
- Tandem - small-ticket equipment financing originations through equipment vendors and distributors in the United States.
- Blue Chip - commercial equipment financing to small and medium-sized businesses in Canada.
- Vault Credit - commercial equipment financing and loans to small and medium-sized businesses in Canada.

- Case Funding - which holds a portfolio of legal finance receivables in the United States serviced by Pawnee and is no longer actively operated.

The consolidated financial statements, including comparatives:

- have been prepared in accordance with IAS 34, *Interim Financial Reporting*, on a basis consistent with the accounting policies disclosed in the audited consolidated financial statements for the year ended December 31, 2020, except for the accounting policy for the business combination which is described in Note 19 - *Business Combinations*.
- have been prepared on the going concern and historical cost bases, except for derivative financial instruments and hybrid financial liabilities designated as at fair value through net income or loss, which have been measured at fair value.
- include the financial statements of the Company and its subsidiaries as noted above. Subsidiaries are consolidated using the purchase method from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated as long as control is held. The financial statements of all subsidiaries are prepared for the same reporting period as the Company, using uniform accounting policies in accordance with IFRS 10, *Consolidated Financial Statements.* All intra-group balances and items of income and expense resulting from intra-group transactions are eliminated in full. Transaction costs in connection with business combinations are expensed as incurred.
- should be read in conjunction with the Company’s most recently issued Annual Report which includes information necessary, or useful, to understanding the Company’s businesses and financial reporting.
- are unaudited (except otherwise noted).
- the results reported in these condensed consolidated interim financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year.

The preparation of condensed interim consolidated financial statements, including the application of accounting policies, requires management to make estimates and assumptions using judgment that affect the reported amounts of assets and liabilities, and income and expenses during the reporting period. Estimates and other judgments are continually evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Actual results may differ from those estimates. The significant estimates and judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements for the year ended December 31, 2020.

The reporting currency is the Canadian dollar and the financial statements are presented in thousands of Canadian dollars except per share amounts and as otherwise noted. The functional currency of the Company, Chesswood Holdings Ltd., Blue Chip, Vault Credit, and Lease-Win Limited is the Canadian dollar. The functional currency of U.S. Acquisitionco, Pawnee, Windset, Tandem, the SPEs, and Case Funding is the United States dollar. Income and expenses of subsidiaries with a different functional currency than the Company’s presentation currency are translated in the Company’s consolidated financial statements at the average U.S. dollar exchange rate for the reporting period (for the six months ended June 30, 2021 - 1.2470; June 30, 2020 - 1.3651), and assets and liabilities are translated at the closing rate (as at June 30, 2021 - 1.2394; December 31, 2020 - 1.2732). Exchange differences arising from the translation are recognized in other comprehensive income. Foreign currency payables and receivables in the statement of financial position are recorded at the transaction date at cost. Exchange gains and losses arising from conversion of monetary assets and liabilities at exchange rates at the end of the reporting period are recognized as income or expense.

The Company’s unaudited condensed interim consolidated financial statements were authorized for issue on August 3, 2021 by the Board of Directors.

2. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are recognized initially at fair value plus transaction costs, except for financial assets and financial liabilities carried at fair value through net income or loss, which are measured initially at fair value.

Financial assets are derecognized when the contractual rights to the cash flows from the asset expire or when the asset and substantially all related risks and rewards are transferred. A financial liability is derecognized when it is extinguished, which occurs when it is either discharged, canceled or expires.

Financial assets are categorized for subsequent measurement as follows:

Amortized cost
Financial assets that are held in a business model with the objective of collecting contractual cash flows where those cash flows represent solely payments of principal and interest ("SPPI") are measured at amortized cost ("AC"). The Company’s cash, restricted funds, net investment in leases, and loan receivables are measured at amortized cost. Broker commissions related to the origination of finance leases are deferred and recorded as an adjustment to the yield of the net investment in finance leases as part of the effective interest rate. Gains and losses are recognized in the statement of income when the loans or receivables are derecognized or impaired.

Financial assets at fair value through net income or loss
Financial assets that are held for trading and derivative assets are required to be measured at fair value through net income or loss ("FVTP"). Financial assets that meet certain conditions may be designated at fair value through net income or loss upon initial recognition. Upon initial recognition, attributable transaction costs are recognized in net income or loss as incurred.

Assets in this category are subsequently measured at fair value with gains or losses recognized in net income or loss. The fair values of derivative financial instruments are based on changes in observable prices in active markets or by a valuation technique where no market exists.

The Company's legal finance receivables (included in Other assets on the consolidated statements of financial position) were classified in this category.

Fair value through other comprehensive income
Financial assets that are held to both collect contractual cash flows and for sale are required to be measured at fair value through other comprehensive income ("FVOCI"). Other financial assets, provided they are not held for trading and have not been designated as at fair value through net income or loss, can be designated as at fair value through other comprehensive income on initial recognition.

Gains and losses are recognized in other comprehensive income and presented in the available for sale reserve within equity, except for the accretion in value based on the effective interest method, impairment losses and foreign exchange differences on monetary assets, which are recognized in net income or loss. Financial assets measured at fair value through other comprehensive income for which fair value cannot be estimated reliably, are measured at cost and any impairment losses are recognized in net income or loss. Upon initial recognition, attributable transaction costs are recognized in net income or loss as incurred. When the asset is disposed of or is determined to be impaired, the cumulative gain or loss recognized in other comprehensive income is reclassified from equity to net income or loss and presented as a reclassification adjustment within other comprehensive income.

Financial liabilities are categorized as follows for subsequent measurement:

Amortized cost
Financial liabilities that are not otherwise measured as at fair value through net income or loss or designated at fair value are measured at amortized cost using the effective interest rate method. Any host contract in a hybrid instrument is also measured at amortized cost. Gains and losses are recognized in net income or loss when the liabilities are derecognized. Transaction costs incurred in connection with the issuance of loans and borrowings are capitalized and recorded as a reduction of the carrying amount of the related financial liabilities and amortized using the effective interest method.

The Company’s financial liabilities measured at amortized cost include borrowings, accounts payable, other liabilities, premises leases payable, call option liability, borrowings and customer security deposits.

Financial liabilities at fair value through net income or loss
Financial liabilities that are held for trading and stand-alone derivative liabilities are required to be measured at fair value through net income or loss ("FVTP"). When certain conditions are satisfied, embedded derivatives are required to be separately recognized and measured at fair value with subsequent changes in fair value recognized in net income or loss.

A designation can be made at initial recognition for financial liabilities that include one or more embedded derivatives, provided the host contract is not a financial asset, to measure the entire hybrid instrument at fair value. Where certain criteria are met, for example measurement at amortized cost would create measurement inconsistencies, the financial liability can also be designated at fair value. For such designated financial liabilities, the amount of the change in fair value that relates to changes in the entity's own credit risk is recognized in other comprehensive income and the remaining amount of the change in fair value is recognized in net income or loss. All contingent consideration payable is also included in this category. Derivative financial instruments that are designated as effective hedge instruments are excluded from this category.

The Company's interest rate derivative is required to be measured at fair value through net income or loss. The Company has not designated any financial instruments as hedges for accounting purposes.

The fair values of financial liabilities are based on changes in observable prices in active markets or by a valuation technique where no market exists. Transaction costs attributable to the issuance of financial liabilities at fair value through net income or loss are recognized in net income or loss as incurred.

(a) Categories and measurement hierarchy

The categories to which the financial instruments are allocated are:

Financial instrument	Classification
ASSETS	
Cash	Amortized cost
Restricted funds	Amortized cost
Other assets - loan receivable	Amortized cost
Other assets - investments	FVTP
Other assets - legal finance receivables	FVTP
Finance receivables	Amortized cost
LIABILITIES	
Accounts payable and other liabilities	Amortized cost
Borrowings	Amortized cost
Customer security deposits	Amortized cost
Interest rate derivative	FVTP
Premise leases payable	Amortized Cost
Call option liability	Amortized cost

All financial instruments measured at fair value and for which fair value is disclosed are categorized into one of three hierarchy levels. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

(i) Level 1 Inputs - quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

(ii) Level 2 Inputs - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

(iii) Level 3 Inputs - techniques which use inputs which have a significant effect on the recorded fair value for the asset or liability that are not based on observable market data (unobservable inputs).

Carrying amounts are expected to be reasonable approximations of fair value for cash, restricted funds and for financial instruments with short maturities, including accounts payable and other liabilities.
The fair values of other financial instruments are classified using the IFRS 13, *Fair Value Measurement,* hierarchy as follows:

				June 30, 2021
	Level 1	Level 2	Level 3	Carrying Value
ASSETS				*($ thousands)*
Finance receivables *(i)*	—	1,055,704	—	1,055,704
LIABILITIES				
Borrowings *(ii)*	—	(954,161)	—	(954,161)
Customer security deposits *(i)*	—	(5,534)	—	(5,534)
Interest rate derivative *(iii)*	—	(82)	—	(82)
Call option liability *(iv)*	—	(5,277)	—	(5,277)

				December 31, 2020
	Level 1	Level 2	Level 3	Carrying Value
				($ thousands)
ASSETS				
Finance receivables *(i)*	—	740,878	—	740,878
LIABILITIES				
Borrowings *(ii)*	—	(638,976)	—	(638,976)
Customer security deposits *(i)*	—	(7,210)	—	(7,210)
Interest rate derivative *(iii)*	—	(340)	—	(340)

i. There is no organized market for the finance receivables and customer security deposits. The carrying value is the amortized cost using the effective interest rate method which approximates fair value because contractual interest rates approximate current market rates.
ii. The stated value of the borrowings approximates fair values, as the interest rates attached to these instruments are representative of current market rates, for loans with similar terms, conditions and maturities.
iii. The Company determines the fair value of its interest rate derivatives under the income valuation technique using a discounted cash flow model. Significant inputs to the valuation model include the contracted notional amount, LIBOR rate yield curves and the applicable credit-adjusted risk-free rate yield curve. The Company's interest rate derivative is included in the Level 2 fair value hierarchy because all of the significant inputs are directly or indirectly observable.
iv. The call option liability is initially measured at fair value at the discounted cash outflow expected on exercise. The exercise price is equal to 105% of the value of the unowned portion of Canadian Holdco's receivables portfolio net of any related debt. The amortized cost of the receivables portfolio using the effective interest rate method approximates fair value because contractual interest rates approximate current market rates. All of the significant inputs are directly or indirectly observable. Subsequent to initial recognition, the liability is carried at amortized cost.

Transfers between levels are considered to occur on the date that the fair valuation methodology changes. There were no transfers between levels during the current or comparative periods.

(b) Gains and losses on financial instruments

The following table shows the net gains and losses arising for each category of financial instruments:

	For the three months ended June 30,		For the six months ended June 30,	
	2021	2020	**2021**	2020
	($ thousands)			
Amortized cost:				
Provision for credit losses	**$ 1,141**	$ (5,388)	**$ 681**	$ (29,591)
Fair value through net income or loss:				
Investment in Dealnet common shares	**—**	—	**—**	(121)
Interest rate derivative	**132**	133	**258**	(465)
Net gain (loss)	**$ 1,273**	$ (5,255)	**$ 939**	$ (30,177)

3. FINANCIAL RISK MANAGEMENT

In the normal course of business, the Company manages risks that arise as a result of its use of financial instruments. These risks include credit, liquidity and market risk. Market risks can include interest rate risk, foreign currency risk and other price risk.

There have been no material changes in the Company's objectives, policies or processes for measuring and managing any of the risks to which it is exposed since the previous year end, except for the ongoing effects of COVID-19 on credit and liquidity risk. Refer to Note 4 - *Financial Risk Management* of the 2020 audited annual consolidated financial statements for further disclosure.

4. OTHER ASSETS

	June 30, 2021	December 31, 2020
	($ thousands)	
Tax receivable	**$ 2,182**	$ 1,503
Sales tax receivable	**2,318**	29
Prepaid expenses and other current assets	**2,941**	1,372
Other assets - current	**$ 7,441**	$ 2,904

5. FINANCE RECEIVABLES

All lease and loan receivables have been pledged as security for amounts borrowed from lenders under various facilities, as described in Note 9 - *Borrowings*. The lenders have the right to enforce their security interest in the pledged lease and loan receivables if the Company defaults under these facilities. The Company retains significant risks and rewards of ownership (in some cases through consolidated SPE's) and servicing responsibilities of the pledged lease and loan receivables, and therefore continues to recognize them on the consolidated statement of financial position. None of our facilities meet the requirements for gain-on-sale or de-recognition treatment for accounting purposes and none of the receivables have been derecognized.

	June 30, 2021	December 31, 2020
	($ thousands)	
Net investment in leases	$ 510,101	$ 335,814
Loan receivables	545,603	405,064
	$ 1,055,704	$ 740,878

(a) Net investment in finance receivables includes the following:

	June 30, 2021	December 31, 2020
	($ thousands)	
Total minimum finance receivables payments *(b)*	$ 1,210,681	$ 868,107
Residual values of leased equipment	27,794	22,311
	1,238,475	890,418
Unearned income, net of initial direct costs	(180,093)	(135,772)
Net investment in finance receivables before allowance for credit losses	1,058,382	754,646
Allowance for credit losses *(c)*	(19,257)	(24,363)
	1,039,125	730,283
Reserve receivable on securitized financial contracts	16,579	10,595
Net investment in finance receivables	1,055,704	740,878
Current portion	193,847	274,309
Long-term portion	$ 861,857	$ 466,569

(b) Minimum scheduled collections of finance receivables at June 30, 2021, are presented in the following table. The Company's experience has shown that the actual contractual payment streams will vary depending on a number of variables including: prepayment rates, charge-offs and modifications. Accordingly, the following minimum scheduled collections are not to be regarded as a forecast of future cash collections.

	Minimum payments	Present value
	($ thousands)	
2021	$ 301,431	$ 192,097
2022	387,188	325,604
2023	266,360	244,273
2024	161,816	162,318
2025	77,656	86,003
2026 and thereafter	16,230	20,293
Total minimum payments	$ 1,210,681	$ 1,030,588

(c) Allowance for credit losses
The Company measures loss allowances based on an expected credit loss ("ECL") impairment model for all financial instruments except those measured at fair value through profit and loss. Application of the model depends on the following credit stages of the financial assets:

(i) Stage 1 - for new leases and loans recognized and for existing leases or loans that have not experienced a significant increase in credit risk since initial recognition, a loss allowance is recognized equal to the credit losses expected to result from defaults occurring in the next 12 months;
(ii) Stage 2 - for those leases or loans that have experienced a significant increase in credit risk since initial recognition, a loss allowance is recognized equal to the credit losses expected over the remaining life of the lease or loan; and
(iii) Stage 3 - for leases or loans that are considered to be credit-impaired, a loss allowance equal to full life time ECLs is recognized.

Lease and loan receivables are composed of a large number of homogenous leases and loans, with relatively small balances. Thus, the evaluation of the allowance for credit losses is performed collectively for the lease and loan receivable portfolios, segregated into prime and non-prime.

Definitions of default have been selected to eliminate the judgement that may otherwise be necessary, given the diversity within the finance receivable portfolio, the lack of individual drivers of changes in credit risk across assets and over time, and the resulting inability to assess which specific assets will be rectified. For the purposes of measuring ECL, a default is defined as:

- For prime finance receivables: leases and loans that have missed one payment and are not subsequently rectified within 30 days.
- For non-prime finance receivables: leases and loans that have missed one payment.

ECLs are measured as the probability-weighted present value of expected cash shortfalls over the remaining expected life of the financial instrument based on the following inputs by credit stage:

For Stage 1, the Company utilized recent static pool data applied to recent origination levels and included forward-looking macroeconomic assumptions. Recent static pool data includes historical loss rates by credit class and by originating quarter and therefore includes all knowable credit and economic conditions up to the reporting date.

For Stage 2, the Company considers prime leases and loans to have experienced a significant increase in credit risk since initial recognition if they are delinquent for over 30 days. Non-prime leases and loans that have experienced a significant increase in credit risk include: those instruments that are delinquent for over 30 days; and an estimate of those assets that will subsequently become delinquent calculated as approximately 15% (December 31, 2020 - 15%) of non-prime assets that are in default but have been delinquent for less than 30 days at the reporting date.

For Stage 3, the Company considers leases and loans to be credit impaired if they are delinquent for more than 90 days or if the individual leases and loans have otherwise been classified as non-accrual.

Customer security deposits are held for the full term of the lease and then returned or applied to the purchase option of the equipment at the lessee's request, unless the lessee has previously defaulted in which case the deposit is applied against the lease receivable at that time. Past experience suggests that a very high percentage of the customer deposits are applied to the purchase option of the leased equipment at the end of the lease term, or as an offset against outstanding lease receivables.

Pawnee, Tandem, Blue Chip and Vault Credit are entitled to repossess financed equipment if the borrower defaults on their lease or loan contract. When a lease or loan is charged-off, the related equipment no longer has a carrying value on the consolidated financial statements. Any amounts recovered from the sale of equipment after a charge-off, are credited to the allowance for credit losses when received. Repossessed equipment is generally held at various warehouses by the Company's third party contractors to repossess and sell the equipment. As Pawnee, Blue Chip and Vault Credit finance a wide range of small equipment, it is difficult to estimate the fair value of the potential collateral when estimating future ECLs.

In addition to internal weighted average static pool data, the process of estimating ECLs uses the following inputs and assumptions to reflect information about past events, current conditions and forecasts of future conditions that are not already captured in the inputs:

- Security deposits held;
- Recoveries of amounts previously charged off in the last 12 months, as an estimate of recoveries for the next 12 months;

- An estimate of the effects on credit losses in the next 12 months of natural disasters and economic shocks, including the COVID-19 pandemic;
- The stage of the business cycle for the industry, which considers: the competitive environment, GDP growth, prevailing interest rates and expectations of future rates, fiscal policy and inflation rates; and
- Current delinquency trends of non-accrual and greater than 30 days delinquency rates.

Forecasts of future events and conditions are incorporated by adjusting losses from the static pool data, which is consistent with prior periods. Determining the inputs listed and ECLs requires significant estimation uncertainty. In particular, determining the COVID-19 effects to be layered over the static pool data at June 30, 2021 to estimate the effect on ECLs at that date - which requires assessing the direction of macroeconomic variables in the forward-looking scenarios, the duration of lock-down conditions, the effectiveness of relief programs at mitigating the effects on our lessees and borrowers, amongst other factors - are subject to significant measurement uncertainty. Determining which finance receivables have seen a significant increase in credit risk is also subject to significant judgement.

The Company's ECL was determined as at June 30, 2021 based on forecasts and other information available at that date. The impact of COVID-19 on the economy and the timing of recovery will continue to evolve with the subsequent effect reflected in the measurement of ECLs in future quarters as appropriate. This may add significant volatility to ECL.

The following table shows the gross carrying amount of the finance receivables by credit category:

	As of June 30, 2021			
	Stage 1	Stage 2	Stage 3	Total
	Performing	Under-Performing	Non-Performing	
	($ thousands)			
Prime	$ 811,548	$ 1,629	$ 1,625	$ 814,802
Non-prime	239,120	2,275	2,185	243,580
Total	$ 1,050,668	$ 3,904	$ 3,810	$ 1,058,382

	As of December 31, 2020			
	Stage 1	Stage 2	Stage 3	Total
	Performing	Under-Performing	Non-Performing	
	($ thousands)			
Prime	$ 545,048	$ 3,241	$ 3,105	$ 551,394
Non-prime	195,505	3,872	3,875	203,252
Total	$ 740,553	$ 7,113	$ 6,980	$ 754,646

The following tables show reconciliations from the opening to the closing balance of the allowance for credit losses:

	Six months ended June 30, 2021			
	Stage 1	Stage 2	Stage 3	
	Performing	Under-Performing	Non-Performing	**Total**
	($ thousands)			
Balance, January 1, 2021	$ 10,832	$ 6,831	$ 6,700	**$ 24,363**
Acquisition of Vault Credit leases	2,169	—	—	**2,169**
Transfer to Performing (Stage 1)	3,029	(2,224)	(805)	**—**
Transfer to Under-Performing (Stage 2)	(2,548)	2,550	(2)	**—**
Transfer to Non-Performing (Stage 3)	(777)	(3,033)	3,810	**—**
Net remeasurement of loss allowance	(1,670)	(349)	(1,867)	**(3,886)**
New receivables originated	1,036	—	—	**1,036**
Provision for credit losses	1,239	(3,056)	1,136	(681)
Charge-offs	—	—	(12,280)	**(12,280)**
Recoveries of amounts previously charged off	—	—	8,370	**8,370**
Net charge-offs	—	—	(3,910)	**(3,910)**
Foreign exchange translation	(213)	(151)	(151)	**(515)**
Balance, end of period	**$ 11,858**	**$ 3,624**	**$ 3,775**	**$ 19,257**

	Six months ended June 30, 2020			
	Stage 1	Stage 2	Stage 3	
	Performing	Under-Performing	Non-Performing	**Total**
	($ thousands)			
Balance, January 1, 2020	$ 11,914	$ 8,072	$ 10,319	**$ 30,305**
Transfer to Performing (Stage 1)	3,235	(2,617)	(618)	**—**
Transfer to Under-Performing (Stage 2)	(17,701)	17,811	(110)	**—**
Transfer to Non-Performing (Stage 3)	—	(19,054)	19,054	**—**
Net remeasurement of loss allowance	26,933	(77)	(582)	**26,274**
New receivables originated	3,317	—	—	**3,317**
Provision for credit losses	15,784	(3,937)	17,744	**29,591**
Charge-offs	—	—	(25,293)	**(25,293)**
Recoveries of amounts previously charged off	—	—	5,723	**5,723**
Net charge-offs	—	—	(19,570)	**(19,570)**
Foreign exchange translation	489	399	474	**1,362**
Balance, end of period	**$ 28,187**	**$ 4,534**	**$ 8,967**	**$ 41,688**

(d) Finance receivables past due

The following aging represents the total carrying amount of the lease and loan receivables and not just the payments that are past due. The balances presented exclude the $5.5 million (December 31, 2020 - $7.2 million) of security deposits received from lessees/borrowers and the collateral held (including potential proceeds from repossessed equipment, and potential recoveries from personal guarantees) that would offset any charge-offs. An estimate of fair value for the collateral and personal guarantees cannot reasonably be determined.

Pawnee charges off leases and loans when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. A high percentage of charge-offs are recognized before the subject lease/loan reaches 154 days contractually past due, due to insolvency or non-responsiveness of the lessee or borrower. Blue Chip and Vault Credit charge off leases and loans on an individual basis when there is no realistic prospect of recovery. Loan and lease receivables that are charged-off during the period are all subject to continued collection efforts.

	As of June 30, 2021					
($ thousands)	**Current**	**1-30 days**	**31 - 60 days**	**61 - 90 days**	**Over 90 days**	**Total**
Finance receivables	**$ 1,043,613**	**$ 9,018**	**$ 3,111**	**$ 1,283**	**$ 1,357**	**$ 1,058,382**
Credit impaired	**$ 222**	**$ 332**	**$ 848**	**$ 1,068**	**$ 1,328**	**$ 3,798**
Past due but not impaired	**$ —**	**$ 8,686**	**$ 2,263**	**$ 215**	**$ 29**	**$ 11,193**

	As of December 31, 2020					
($ thousands)	Current	1-30 days	31 - 60 days	61 - 90 days	Over 90 days	Total
Finance receivables	$ 732,061	$ 13,354	$ 4,481	$ 2,439	$ 2,311	$ 754,646
Credit Impaired	$ 115	$ 664	$ 1,560	$ 2,179	$ 2,182	$ 6,700
Past due but not impaired	$ —	$ 12,690	$ 2,921	$ 260	$ 129	$ 16,000

(e) Modifications

In cases where a borrower experiences financial difficulties, Pawnee, Blue Chip and Vault Credit may grant certain concessionary modifications to the terms and conditions of a lease or loan. Modifications may include payment deferrals, extension of amortization periods, and other modifications intended to minimize the economic loss and to avoid repossession of collateral. Pawnee, Blue Chip and Vault Credit have policies in place to determine the appropriate remediation strategy based on certain conditions. Significant increase in credit risk (Stage 2 categorization) is assessed based on the risk of default at initial recognition of the original asset. Expected cash flows arising from the modified contractual terms are considered when calculating the ECL for the modified asset. For finance receivables that were modified while having a lifetime ECL, the leases and loans can revert to having 12-month ECL after a period of performance and improvement in the borrower's financial condition.

The net investment in finance receivables that have been modified (in 2021 or prior) and are current at June 30, 2021 is $139.1 million (December 31, 2020 - $184.4 million). On average the terms have been modified to extend the contracts by approximately one to three months, depending on the modification. Finance receivables modified during the six months ended June 30, 2021 had a total net investment in finance receivable balance at the time of modification of $14.1 million (June 30, 2020 - $349.8 million). These amounts reflect the net investment in finance receivable balances prior to payments collected since modification, or leases that terminated early after modifications or leases charged-off after modification.

(f) Collateral

Pawnee, Blue Chip and Vault Credit are entitled to repossess financed equipment if the borrower defaults on their lease or loan contract. When a lease or loan is charged-off, the related equipment no longer has a carrying value on the consolidated financial statements. Any amounts recovered from the sale of equipment after a charge-off, are credited to the allowance for credit losses when received. In the period ended June 30, 2021, the proceeds from the disposal of repossessed equipment that was charged-off totaled $1.6 million (December 31, 2020 - $5.7 million). Repossessed equipment is held at various warehouses by the companies contracted to repossess and sell the equipment.

6. INTANGIBLE ASSETS

	Indefinite useful life	Finite useful life	
	Trade names	Broker relationships & trade names	Total
Cost:		($ thousands)	
December 31, 2019	$ 7,429	$ 19,517	$ 26,946
Foreign exchange translation	(138)	—	(138)
December 31, 2020	7,291	19,517	26,808
Business combination	—	17,837	17,837
Foreign exchange translation	(182)	—	(182)
June 30, 2021	**$ 7,109**	**$ 37,354**	**$ 44,463**

	Trade names	Broker relationships & trade names	Total
Accumulated amortization:		($ thousands)	
December 31, 2019	$ 127	$ 9,739	$ 9,866
Impairment	—	4,690	$ 4,690
Amortization	—	1,333	1,333
December 31, 2020	127	15,762	15,889
Amortization	—	694	694
June 30, 2021	**$ 127**	**$ 16,456**	**$ 16,583**

	Trade names	Broker relationships & trade names	Total
Carrying amount:		($ thousands)	
December 31, 2019	$ 7,302	$ 9,778	$ 17,080
December 31, 2020	$ 7,164	$ 3,755	$ 10,919
June 30, 2021	**$ 6,982**	**$ 20,898**	**$ 27,880**

7. GOODWILL

Goodwill totaled $34.4 million at June 30, 2021 compared to $23.9 million at December 31, 2020. The $10.5 million increase was mainly due to the merger and foreign exchange fluctuations. The Company last performed its annual impairment test at December 31, 2020.

	U.S. Operating Segment	Canadian Operating Segment	Total
Cost:		*($ thousands)*	
December 31, 2019	$ 47,109	$ 26,365	$ 73,474
Foreign exchange translation	(929)	—	(929)
December 31, 2020	$ 46,180	$ 26,365	$ 72,545
Business combination	—	10,825	10,825
Foreign exchange translation	(947)	—	(947)
June 30, 2021	**$ 45,233**	**$ 37,190**	**$ 82,423**

	Pawnee	Blue Chip	Total
Accumulated impairment:		*($ thousands)*	
December 31, 2019	$ 33,140	$ —	$ 33,140
Impairment	—	16,138	$ 16,138
Foreign exchange translation	(653)	—	(653)
December 31, 2020	$ 32,487	$ 16,138	$ 48,625
Foreign exchange translation	(584)	—	(584)
June 30, 2021	**$ 31,903**	**$ 16,138**	**$ 48,041**

	Pawnee	Blue Chip	Total
Carrying amount:		*($ thousands)*	
December 31, 2019	$ 13,969	$ 26,365	$ 40,334
December 31, 2020	$ 13,693	$ 10,227	$ 23,920
June 30, 2021	**$ 13,330**	**$ 21,052**	**$ 34,382**

8. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities comprise:

	June 30, 2021	December 31, 2020
	($ thousands)	
Dividend payable	**$ 664**	$ 355
Accounts payable	**4,534**	1,554
Sales tax payable	**761**	1,219
Customer deposits and prepayments	**2,096**	992
Unfunded finance receivables	**7,383**	4,731
Taxes payable	**—**	2,549
Payroll related payables and accruals	**3,169**	1,671
Accrued expenses and other liabilities	**4,117**	4,460
	$ 22,724	$ 17,531

9. BORROWINGS

The Company and its subsidiaries were compliant with all covenants attached to the following facilities at June 30, 2021 and throughout the period then ended.

	Chesswood credit facility *(a)*	Chesswood deferred financing costs	Pawnee credit facilities *(b)*	Pawnee deferred financing costs	Canadian Operating Segment financing facilities *(c)*	Total
			($ thousands)			
Net as of December 31, 2019	$ 189,105	$ (2,178)	$ 395,743	$ (7,331)	$ 139,352	$ 714,691
Proceeds or draw-downs	200,194	—	373,526	—	35,353	609,073
Repayments	(305,644)	—	(301,229)	—	(71,347)	(678,220)
Payment of financing costs	—	—	—	(3,645)	—	(3,645)
Amortization of deferred financing costs	—	1,050	—	3,342	—	4,392
Debt restructuring	—	—	—	2,491	—	2,491
Foreign exchange translation	1,642	—	(11,459)	11	—	(9,806)
Net as of December 31, 2020	85,297	(1,128)	456,581	(5,132)	103,358	638,976
Assumed in business combination	—	—	—	—	188,629	188,629
Proceeds or draw-downs	357,952	—	201,776	—	63,026	622,754
Repayments	(284,064)	—	(116,501)	—	(81,449)	(482,014)
Payment of financing costs	—	—	—	(907)	—	(907)
Amortization of deferred financing costs	—	282	—	1,568	—	1,850
Foreign exchange translation	(2,617)	—	(12,642)	132	—	(15,127)
Net as of June 30, 2021	**$ 156,568**	**$ (846)**	**$ 529,214**	**$ (4,339)**	**$ 273,564**	**$ 954,161**

(a) The Chesswood revolving credit facility allows borrowings of up to US$250 million, subject to, among other things, certain percentages of eligible gross finance receivables. This credit facility includes a US$50 million accordion feature that can increase the overall revolver to US$300 million, is secured by substantially all of the Company's assets, contains covenants, including maintaining leverage and interest coverage ratios, and expires on December 8, 2022. At June 30, 2021, the Company was utilizing US$125.4 million (December 31, 2020 - US$71.9 million) of its credit facility and had approximately US$124.6 in additional borrowings available under the corporate credit facility. Based on average debt levels, the effective interest rate during the six months ended June 30, 2021 was 4.55% (year-ended December 31, 2020 - 5.42%).

(b) Pawnee credit facilities:
(i) Pawnee has a credit facility, with a US$150 million annual capacity, with a life insurance company that expires in October 2028. The funder makes approved advances to Pawnee on a tranche-by-tranche basis, with each tranche collateralized by a specific group of underlying finance receivables and any related security provided thereunder. The facility has recourse only to the assets financed. The cost of each loan advance is fixed at the time of each tranche. Pawnee maintains certain cash reserves as credit enhancements or provides letters of guarantee in lieu of cash reserves. Pawnee retains the servicing of these finance receivables. The balance of this facility at June 30, 2021 was US$107.0 million (December 31, 2020 - US$45.1 million). Based

on average debt levels, the effective interest rate was 3.75% (including amortization of origination costs) (December 31, 2020 – 4.94%).
(ii) In October 2019, Pawnee completed a US$254 million asset-backed securitization which has a fixed term and a fixed interest rate and is collateralized by receivables from Pawnee's portfolio of equipment leases and loans. Proceeds from the securitization were used to pay down Pawnee's warehouse line and Chesswood's senior revolving credit facility. The balance of this facility at June 30, 2021 was US$113.1 million (December 31, 2020 - US$150.0 million). Based on average debt levels, the effective interest rate was 3.21% (including amortization of origination costs) (December 31, 2020 – 2.78%).
(iii) On September 30, 2020, Pawnee completed a US$183.5 million asset-backed securitization which has a fixed term and a fixed interest rate and is collateralized by receivables from Pawnee's portfolio of equipment leases and loans. Proceeds from the securitization were used to pay off Pawnee's warehouse line, and CapOne facilities, and to pay down Chesswood's senior revolving credit facility. The balance of this facility at June 30, 2021 was US$124.9 million (December 31, 2020 - US$163.5 million). The effective interest rate was approximately 2.48% (including amortization of origination costs) (December 31, 2020 – 2.21%).
(iv) Pawnee has a US$250 million revolving warehouse loan facility specifically to fund its growing prime portfolio that was established in May 2021. The warehouse facility holds Pawnee's prime receivables before they are securitized and is secured by Pawnee's assets, contains covenants, including maintaining leverage and interest coverage ratios. This facility has a revolving period until May 2023 followed by an optional amortizing period for an additional 36 months. At June 30, 2021, Pawnee was utilizing US$71.0 million of this facility (December 31, 2020 - nil) and was compliant with all covenants. The effective interest rate was approximately 2.15% (including amortization of origination costs).
(v) Pawnee has entered into arrangements under which an investment fund managed by Waypoint Investment Partners Inc. ("Waypoint") provides loan funding to a special purpose vehicle and thereby received returns based on the performance of a specific group of finance receivables on April 29, 2021. The investment fund is structured as a limited partnership, and Chesswood has a small minority ownership interest in the general partner of the fund. Pawnee receives origination fees and fees for administering the portfolio, and Waypoint receives fees for managing the investment fund. Chesswood will be entitled to its proportionate share of any amounts earned by the funds' general partner. The facility has recourse only to the assets financed. The cost of each loan advance is fixed at the time of each tranche. The balance of this facility at June 30, 2021 was US$11.0 million. Based on average debt levels, the effective return provided to the private credit investors is 9.46% (including amortization of origination costs).

As at June 30, 2021, Pawnee had provided US$500,000 in outstanding letters of guarantee through Chesswood's revolving credit facility in lieu of cash reserves.

(c) Canadian Operating Segment

Blue Chip and Vault Credit have master purchase and servicing agreements with various financial institutions and life insurance companies (referred to collectively as the “Funders”). The Funders make advances to Blue Chip and Vault Credit on a tranche-by-tranche basis, with each tranche collateralized by a specific group of underlying finance receivables and any related security provided thereunder. The facilities have limited recourse to other assets in the event that lessees or borrowers fail to make payments when due. Blue Chip and Vault Credit either maintain certain cash reserves as credit enhancements or provide letters of guarantee in return for release of the cash reserves. Blue Chip and Vault Credit continue to service these finance receivables on behalf of the Funders.

Blue Chip facilities:

At June 30, 2021, Blue Chip had access to the following committed lines of funding: (i) $100 million rolling limit from a financial institution; and (ii) approved funding from another financial institution with no annual or rolling limit. As at June 30, 2021, Blue Chip had $86.7 million (December 31, 2020 - $103.4 million) in securitization and bulk lease financing facilities debt outstanding, was utilizing $56.6 million (December 31, 2020 - $65.1 million) of its available financing and had access to at least $73.4 million (December 31, 2020 - $124.9 million) of additional financing from the Funders.

Interest rates are fixed at the time of each advance and are based on Government of Canada Bond yields with maturities comparable to the term of the underlying leases plus a premium. Based on average debt levels, the effective interest rate during the six months ended June 30, 2021 was 3.33% (December 31, 2020 - 3.58%). As at June 30, 2021, Blue Chip had provided $4.8 million in outstanding letters of guarantee through Chesswood's revolving credit facility in lieu of cash reserves. Blue Chip must meet certain financial covenants, including leverage ratio, interest coverage ratio, and tangible net worth covenants, to support these securitization and bulk lease financing facilities.

Vault Credit facilities

At June 30, 2021, Vault Credit had access to the following committed lines of funding: (i) $125 million annual limit from a life insurance company; (ii) $50 million rolling limit from a financial institution; and (iii) approved funding from another financial institution with no annual or rolling limit. As at June 30, 2021, Vault Credit had $183.5 million in securitization and bulk lease financing facilities debt outstanding, was utilizing $76.7 million of its available financing and had access to at least $128.3 million additional financing from the Funders. Vault Credit also has $3.3 million in outstanding debt with a related party.

Interest rates are fixed at the time of each advance and are based on Government of Canada Bond yields with maturities comparable to the term of the underlying leases plus a premium. Based on average debt levels, the effective interest rate since the date of merger on April 30, 2021, to June 30, 2021 was 3.11%. Vault Credit must meet certain financial covenants, including leverage ratio, interest coverage ratio, and tangible net worth covenants, to support these securitization and bulk lease financing facilities.

(d) Restricted funds

Restricted funds represent cash reserve accounts which are held in trust as security for secured borrowings (Pawnee facilities in *(b)* above) and cash collection accounts required by the lenders of certain financial assets that can only be used to repay these debts on specific dates. The 'cash in collections accounts' will be applied to the outstanding borrowings in the following month.

	June 30, 2021	December 31, 2020
	($ thousands)	
Restricted - cash in collection accounts	**$ 32,532**	$ 15,516
Restricted - cash reserves	**16,781**	20,198
Restricted funds	**$ 49,313**	$ 35,714

10. MINIMUM PAYMENTS

The following are the contractual payments and maturities of financial liabilities and other commitments (including interest):

($ thousands)		2021	2022	2023	2024	2025	2026 +	**Total**
Accounts payable and other liabilities		$ 22,724	$ —	$ —	$ —	$ —	$ —	**22,724**
Premises leases payments	*(i)*	367	710	704	674	359	316	**3,130**
Borrowings	*(ii)*	188,832	483,969	205,577	98,826	29,089	2,986	**1,009,279**
Customer security deposits	*(iii)*	1,498	1,972	1,814	340	77	45	**5,746**
Interest rate swaps		82	—	—	—	—	—	**82**
		213,503	486,651	208,095	99,840	29,525	3,347	**1,040,961**
Service contracts		118	121	2	—	—	—	**241**
Total commitments		$ 213,621	$ 486,772	$ 208,097	$ 99,840	$ 29,525	$ 3,347	**$1,041,202**

i. The Company and its subsidiaries are committed to future minimum rental payments under existing leases for premises, excluding occupancy costs and property tax, with expirations up to 2028. The amounts above exclude adjustment for discounting premise lease payable.

ii. Borrowings are described in Note 9 - *Borrowings*, and include fixed payments for Pawnee, Blue Chip, and Vault Credit's securitization facilities and Chesswood's corporate revolving credit facility which is a line-of-credit and, as such, the balance can fluctuate. The amount above includes fixed interest payments on Pawnee, Blue Chip, and Vault Credit's credit facilities and estimated interest payments on the Chesswood corporate credit facility, assuming the interest rate, debt balance and foreign exchange rate at June 30, 2021 remain the same until the expiry date of December 2022. The amount owing under Chesswood's corporate revolving credit facility is shown in year of maturity, all other expected payments for borrowings are based on the underlying finance receivables supporting the borrowings.

iii. The Company's experience has shown the actual contractual payment streams will vary depending on a number of variables including: prepayment rates, charge-offs and modifications. Accordingly, the scheduled contractual payments of customer security deposits shown in the table above are not to be regarded as a forecast of future cash payments.

iv. Please see Note 5(b) - *Finance Receivables* for the expected collections of finance receivables over the same time period. See Note 9(d) - *Borrowings* - for the amount of restricted cash in collections accounts that will be applied to debt in the following month.

The Company has no material liabilities that have not been recognized and presented on the statements of financial position, other than US$4.4 million in letters of guarantee. For contingent liabilities and other commitments, refer to Note 17 - *Contingent Liabilities and Other Financial Commitments* of the 2020 annual audited consolidated financial statements.

11. CAPITAL MANAGEMENT

The Company's capital consists of borrowings and shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's long-term ability to continue as a going concern and to provide adequate returns for shareholders. The Company's share capital is not subject to external restrictions. There have been no changes since the prior year.

The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk profile of the underlying assets. The Company uses various measures including share repurchases through the normal course issuer bid and the amount of dividends paid to shareholders.

Chesswood's three-year revolving senior secured US$250 million credit facility, which includes a US$50 million accordion feature supports growth in finance receivables, provides the Company's working capital and general corporate needs. The facility, available in U.S. or Canadian dollars, also improves the Company's financial flexibility by centralizing treasury management and making the provision of capital to individual businesses more efficient. This credit facility is secured by substantially all of the Company's assets, contains covenants including maintaining leverage and interest coverage ratios, and expires on December 8, 2022. At June 30, 2021 and throughout the period, the Company was compliant with all covenants. Financing facilities of operating subsidiaries are used to provide funding for the respective subsidiary's operations (namely to provide financing for the purchase of assets which are to be the subject of leases and loans or to support working capital). The financing facilities are not intended to directly fund dividends paid by the Company.

12. COMMON SHARES

The Company is authorized to issue an unlimited number of common shares, with no par value. Each common share entitles the holder thereof to receive notice of, to attend, and to one vote at all meetings of the shareholders. The holders of common shares will be entitled to receive any dividends, if, as and when declared by the Company's directors. The Shareholders will also be entitled to share equally, share-for-share, in any distribution of the assets of the Company upon the liquidation, dissolution or winding-up of the Company or other distribution of its assets among its Shareholders for the purpose of winding-up its affairs. Additional information relevant to the common shares, the rights of holders thereof and the operation and conduct of the Company can be found in the Company's Articles and by-laws, which have been filed under the Company's profile on SEDAR at www.sedar.com.

		Common shares (# '000s)		Amount ($ thousands)
Balance, December 31, 2019		16,248	$	103,963
Exercise of restricted share units		93		824
Repurchase of common shares under issuer bid	*(a)*	(86)		(551)
Balance, December 31, 2020		16,255	$	104,236
Exercise of options		653		6,708
Repurchase of common shares under issuer bid	*(a)*	(308)		(1,976)
Shares issued on acquisition	*19*	133		1,667
Balance, June 30, 2021		**16,733**	**$**	**110,635**

(a) Normal course issuer bids

In August 2019, the Company's Board of Directors approved the repurchase for cancellation of up to 1,031,791 of the Company's outstanding common shares for the period commencing August 26, 2019 and ending on August 25, 2020. From August 26, 2019 to August 25, 2020, no common shares were repurchased under this normal course issuer bid.

In November 2020, the Company's Board of Directors approved the repurchase for cancellation of up to 932,296 of the Company's outstanding common shares for the period commencing December 2, 2020 and ending on December 1, 2021. From December 2, 2020 to June 30, 2021, the Company repurchased 308,060 of its shares under the normal course issuer bid at an average cost of $9.12 per share. The excess of the purchase price over the average stated value of common shares purchased for cancellation was charged to retained earnings. Decisions regarding the timing of purchases are based on market conditions and other factors.

Additionally, the Company has entered into an automatic share purchase plan with a broker for the purpose of permitting the Company to purchase its Common Shares under the normal course issuer bid at such times when the Company would not be permitted to trade in its own shares during internal blackout periods, including during regularly scheduled quarterly blackout periods. Such purchases will be determined by the broker in its sole discretion based on parameters the Company has established.

13. COMPENSATION PLANS

Contributed surplus includes the accumulated share-based compensation expensed over the vesting term for options and restricted share units unexercised at June 30, 2021. There were 2,056,439 options and 57,000 restricted share units outstanding at June 30, 2021 (June 30, 2020 - 2,553,939 and 7,000).

(a) Share options

The options vest 30% at the end of the first year, another 35% at the end of the second year, and the remaining 35% at the end of the third year and expire on the 10th anniversary of the grant date. The options settle in Common Shares and have an exercise price equal to the 10-day volume weighted average price of the Common Shares prior to the day such options were granted. The cost of options is measured using the Black-Scholes option pricing model and is expensed over the vesting period of each tranche with an increase in contributed surplus.

A summary of changes in the number of options outstanding is as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2021	2020	**2021**	2020
Balance, beginning of period	**2,645,939**	2,553,939	**2,708,939**	2,553,939
Granted	**—**	—	**—**	—
Exercised	**(589,500)**	—	**(652,500)**	—
Forfeited	**—**	—	**—**	—
Balance, end of period	**2,056,439**	2,553,939	**2,056,439**	2,553,939

During the six months ended June 30, 2021, personnel expenses and the contributed surplus included $0.2 million (2020 - $0.1 million) relating to option expense. As of June 30, 2021, unrecognized non-cash compensation expense related to the outstanding options was $0.3 million (2020 - $0.1 million), which is expected to be recognized over the remaining vesting period.

During the six months ended June 30, 2021, 652,500 options were exercised (2020 - nil) for total cash consideration of $5.1 million (2020 - nil). On exercise, the accumulated amount in contributed surplus related to these exercised options was transferred to Common Share capital (Common Share capital was also increased by the cash consideration received upon exercise). For the options exercised during the three months ended June 30, 2020, the weighted average share price at the date of exercise was $11.71 (2020 - nil).

At June 30, 2021, the weighted average exercise price is $7.83 (2020 - $10.40) and the weighted average remaining contractual life for all options outstanding is 4.4 years (2020 - 4.5 years). The 1,752,189 options exercisable at June 30, 2021 have a weighted average exercise price of $11.02 (2020 - 2,258,439 options at $10.51).

An analysis of the options outstanding at June 30, 2021 is as follows:

Range of exercise prices	Weighted average remaining life (in years)	Vested #	Options outstanding unvested #	Total #
$ 7.45	0.98	118,989	—	118,989
$ 8.01 - $ 8.95	7.65	84,250	304,250	388,500
$10.17 - $10.96	4.69	618,950	—	618,950
$12.15 - $12.53	3.72	665,000	—	665,000
$14.12	2.51	265,000	—	265,000
	4.44	1,752,189	304,250	2,056,439

(b) Restricted share units

Restricted share units (RSUs) typically vest one year from the date of issue, are to be settled by the issue of Common Shares and expire in ten years. RSUs granted are in respect of future services and are expensed over the vesting period with an increase in contributed surplus. Compensation cost is measured based on the weighted average market price of the Common Shares for the 10 days prior to the date of the grant of the RSUs. Holders of RSUs are not entitled to dividends before the RSUs are exercised.

A summary of changes in the number of RSUs outstanding is as follows:

	For the three months ended **June 30,**		For the six months ended **June 30,**	
	2021	2020	**2021**	2020
Balance, beginning of period	**57,000**	44,000	**57,000**	44,000
Granted	**—**	—	**—**	—
Exercised	**—**	(37,000)	**—**	(37,000)
Balance, end of period	**57,000**	7,000	**57,000**	7,000

During the six months ended June 30, 2021, personnel expenses and contributed surplus included $0.3 million (2020 - $0.2 million) relating to RSUs.

As of June 30, 2021, unrecognized non-cash compensation expense related to non-vested RSUs was $nil (2020 - $nil). The weighted average remaining contractual life for all RSUs outstanding is 8.9 years (December 31, 2020 - 9.4 years).

An analysis of the RSUs outstanding at June 30, 2021, is as follows:

Grant date	Number of RSUs outstanding	Vested	Expiry date	Value on grant date
May 31, 2019	7,000	7,000	May 31, 2029	$ 10.14
November 30, 2020	50,000	50,000	June 29, 2030	$ 8.01
	57,000	57,000		

14. DIVIDENDS

Under the Chesswood revolving credit facility (see Note 9(a) - *Borrowings*), the maximum amount of cash dividends (and/or cost of any repurchases under normal course issuer bids) that the Company can pay in respect of a month is 1/12 of 90% of Free Cash Flow for the most recently completed four financial quarters in which Chesswood has publicly filed its consolidated financial statements (including its annual consolidated financial statements in respect of a fourth quarter). Free Cash Flow is defined in the MD&A.

The following dividends were paid to Common Shareholders and Exchangeable Securities holders (included as non-controlling interest) during the six months ended June 30, 2021:

Record date	Payment date	Cash dividend per share ($)	Total dividend amount
			($ thousands)
December 31, 2020	January 15, 2021	$ 0.020	$ 355
January 29, 2021	February 16, 2021	$ 0.020	353
February 26, 2021	March 15, 2021	$ 0.020	347
March 31, 2021	April 15, 2021	$ 0.020	350
April 30, 2021	May 17, 2021	$ 0.030	358
May 31, 2020	June 15, 2021	$ 0.030	545
			$ 2,308

Special warrants issued to the non-controlling interest for the merger of Vault are entitled a dividend equivalent prior to the special warrants becoming exercisable, paid on the date of exercise. As at June 30, 2020, dividends payable of $0.1 million has been accrued on the special warrants.

The following dividends were paid to Common Shareholders and Exchangeable Securities holders (included as non-controlling interest) during the six months ended June 30, 2020:

Record date	Payment date	Cash dividend per share ($)	Total dividend amount
			($ thousands)
December 31, 2019	January 15, 2020	$ 0.070	$ 1,241
January 31, 2020	February 18, 2020	$ 0.070	1,241
February 28, 2020	March 16, 2020	$ 0.070	1,241
March 31, 2020	April 15, 2020	$ 0.070	1,241
April 30, 2020	May 15, 2020	$ 0.035	620
May 29, 2020	—	$ —	—
			$ 5,584

15. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is calculated using the same method as for basic earnings per share and adjusted for the weighted average number of common shares outstanding during the year to reflect the dilutive impact, if any, of any options, RSUs, or other commitments and instruments assuming they were exercised for that number of common shares calculated by applying the treasury stock method. The treasury stock method assumes that all proceeds received by the Company when options are exercised will be used to purchase common shares at the average market price during the reporting period.

	For the three months ended June 30, 2021	For the three months ended June 30, 2020	For the six months ended June 30, 2021	For the six months ended June 30, 2020
Weighted average number of common shares outstanding	**16,494,121**	16,259,818	**16,313,181**	16,253,890
Dilutive effect of options	**596,858**	—	**552,716**	11,126
Dilutive effect of restricted share units	**57,000**	32,143	**57,000**	38,071
Dilutive effect of special warrants	**983,150**	—	**494,291**	—
Weighted average common shares outstanding for diluted earnings per share	**18,131,129**	16,291,961	**17,417,188**	16,303,087
Options excluded from calculation of diluted shares for the period due to their anti-dilutive effect	**265,000**	2,553,939	**930,000**	2,383,939

16. RELATED PARTY TRANSACTIONS

a) The Company has no parent or other ultimate controlling party.
b) The Company's key management consists of the President & Chief Executive Officer, Chief Financial Officer and the Board of Directors. Key management compensation is as follows:

	For the three months ended June 30, 2021	For the three months ended June 30, 2020	For the six months ended June 30, 2021	For the six months ended June 30, 2020
		($ thousands)		
Salaries, fees and other employee benefits	**$ 335**	$ 321	**$ 714**	$ 673
Restructuring costs	**—**	2,006	**—**	2,006
Share-based compensation	**59**	109	**121**	240
Compensation expense of key management	**$ 394**	$ 2,436	**$ 835**	$ 2,919

c) Daniel Wittlin ("Wittlin"), the CEO of Vault Credit and a Company director, and Rob Trager ("Trager"), the President of Vault Credit, were the vendors in the business combination described in Note 19 - *Business Combination*, and together hold the remaining 49% of the common shares of Canadian Holdco.

d) Vault Credit engaged in the following transactions with related parties in the period subsequent to the Vault Credit business combination:

- Vault Credit signed a sub-lease commencing on April 30, 2021 for an eight year term with a company controlled by Wittlin and Trager. The sub-lease mirrors all the terms of the head lease, which was entered into with an arm's length party, and requires Vault Credit to pay an allocation of the head lease rent based on head count. The sublease is therefore considered to be on fair market value terms. The right of use asset and premise lease liability initially recognized on the date of commencement is $0.8 million and lease payments paid during the period ended June 30, 2021 were not significant.
- Wittlin has significant influence over certain brokers within Vault Credit's origination network. The leases obtained from related party brokers comprise 30% of total finance receivables of the Canadian Operating Segment as at June 30, 2021. These transactions were conducted at fair market value terms.
- Canadian Operating Segment also provides leases to entities over which Wittlin has significant influence. The total capital cost of the leases is $0.5 million with a net book value of $0.2 million as at June 30, 2021.
- As at June 30, 2021, Vault Credit has an outstanding related party loan of $3.3 million with an interest rate of 8% due to an entity significantly influenced by Wittlin and Trager. Additionally, Vault Credit has an outstanding note

receivable of $0.25 million due to prior financing arrangements with related parties significantly influenced by Wittlin bearing an interest rate of 8%. Chesswood expects to retire both the loan and note by the end of the year.

- Vault Credit licenses proprietary leasing software from an entity controlled by Wittlin. Vault Credit pays for the costs of improving and maintaining the software. Total costs expensed by Vault Credit since the date of acquisition is insignificant.

e) Ryan Marr, CEO of Chesswood, is a partner at Waypoint, which has established an investment fund through which a subsidiary of Pawnee has a credit facility on April 29, 2021. The fees for the period ended June 30, 2021 are nil. The total interest expense for the period ended June 30, 2021 is $0.3 million. See Note 9 - *Borrowings*.

17. CASH FLOW SUPPLEMENTARY DISCLOSURE

	For the three months ended June 30,			For the six months ended June 30,	
	2021	2020	Note	**2021**	2020
			($ thousands)		
Non-cash transactions					
Common shares issued for business combination	$ 1,667	$ —		$ 1,667	$ —
Common shares issued on exercise of RSUs	**$ —**	$ 334		**$ —**	$ 334
Interest paid	**$ 6,433**	$ 7,044		**$ 10,899**	$ 13,797

	For the three months ended June 30,			For the six months ended June 30,	
	2021	2020	Note	**2021**	2020
			($ thousands)		
Other non-cash items included in net income					
Share-based compensation expense	**$ 244**	$ 148	*13*	**$ 499**	$ 334
Amortization of deferred financing costs	**858**	1,103	*9*	**1,850**	2,178
Unrealized gain on investments	**—**	—		**—**	121
Interest expense - premises leases payable	**29**	37		**54**	74
Unrealized loss (gain) on interest rate derivative	**(132)**	(133)		**(258)**	465
Unrealized (gain) loss on foreign exchange	**(294)**	(19)		**(268)**	53
	$ 705	$ 1,136		**$ 1,877**	$ 3,225
Change in other net operating assets					
Restricted funds	**$ (10,937)**	$ 1,249		**$ (13,012)**	$ (2,293)
Other assets	**(2,341)**	4,879		**(944)**	3,931
Accounts payable and other liabilities	**6,164**	(2,126)		**5,135**	(1,594)
Customer security deposits	**(871)**	(1,423)		**(1,494)**	(2,511)
	$ (7,985)	$ 2,579		**$ (10,315)**	$ (2,467)

	For the three months ended June 30,				For the six months ended June 30,			
	2021		2020	*Note*	**2021**		2020	
				($ thousands)				
Borrowings								
Draw-downs or proceeds from borrowings	**$**	**464,450**	$	34,451 *9*	**$**	**622,754**	$	223,154
Payments - borrowings		**(368,558)**		(103,699) *9*		**(482,014)**		(249,312)
	$	**95.892**	$	(69,248)	**$**	**140,740**	$	(26,158)

18. SEGMENT INFORMATION

Segments are identified on the same basis that is used internally to manage and to report on performance, taking into account materiality and the products and services of each segment and the organizational structure of the Company. The Company's operations consist of the following reportable segments: Equipment Financing - U.S. and Equipment Financing - Canada.

The Company's U.S. Equipment Financing business is located in the United States and is involved in small-ticket equipment leasing and lending to small and medium-sized businesses. Pawnee and Tandem's information is aggregated as Chesswood's U.S. Equipment Financing segment as Pawnee and Tandem offer lending solutions to small businesses in the United States. Tandem continues to leverage off Pawnee's experience, processes and "back-office" support for credit adjudication, collections and documentation. Blue Chip and Vault Credit's information is aggregated as Chesswood's Canadian Financing segment as both provide commercial equipment financing to small and medium-sized businesses in Canada. Vault Credit and Blue Chip combined their operations and personnel following the merger.

Segment information is prepared in conformity with the accounting policies adopted for the Company's consolidated financial statements. The role of the "chief operating decision maker" with respect to resource allocation and performance assessment is embodied in the position of Chief Executive Officer. The performance of the segments is measured on the basis of net income or loss before tax. Net assets, which are defined as total segment assets less total segment liabilities, are used as the basis of assessing the allocation of resources. When compared with the last annual consolidated financial statements, there are no differences in the basis of segmentation or in the basis of measuring segment results. Selected information by segment and geographically is as follows:

($ thousands)	Six months ended June 30, 2021			
	Equipment Financing - U.S.	Equipment Financing - Canada	Corporate Overhead - Canada	Total
Interest revenue on leases and loans	$ 42,220	$ 7,761	$ —	$ 49,981
Ancillary finance and other fee income	4,574	2,278	—	6,852
Interest expense	(11,129)	(2,505)	—	(13,634)
Provision for credit losses	1,648	(967)	—	681
Finance margin	**37,313**	**6,567**	**—**	**43,880**
Personnel expenses	9,179	2,189	1,072	12,440
Share-based compensation expense	25	4	470	499
Other expenses	7,234	1,861	1,164	10,259
Depreciation	419	70	10	499
Amortization - intangible assets	—	694	—	694
Operating income	**20,456**	**1,749**	**(2,716)**	**19,489**
Fair value adjustments - investments	—	—	—	—
Unrealized loss on interest rate derivative	—	—	258	258
Unrealized loss on foreign exchange	—	87	181	268
Income (loss) before taxes	**20,456**	**1,836**	**(2,277)**	**20,015**
Tax expense (recovery)	5,766	488	(364)	5,890
Net income (loss)	**$ 14,690**	**$ 1,348**	**$ (1,913)**	**$ 14,125**
Net cash from operating activities	$ (137,290)	$ (826)	$ (3,482)	$ (141,598)
Net cash used in investing activities	$ (38)	$ (81)	$ —	$ (119)
Net cash used in financing activities	$ 139,430	$ (1,584)	$ 4,454	$ 142,300
Total assets	$ 823,482	$ 361,536	$ 3,907	$ 1,188,925
Total liabilities	$ 570,218	$ 283,349	$ 165,076	$ 1,018,643
Finance receivables	$ 742,628	$ 313,076	$ —	$ 1,055,704
Goodwill and intangible assets	$ 20,023	$ 42,239	$ —	$ 62,262
Property and equipment expenditures	$ 38	$ 81	$ —	$ 119

	Six months ended June 30, 2020			
($ thousands)	**Equipment Financing - U.S.**	**Equipment Financing - Canada**	**Corporate Overhead - Canada**	**Total**
Interest revenue on leases and loans	$ 49,893	$ 6,091	$ —	$ 55,984
Ancillary finance and other fee income	5,357	1,955	28	7,340
Interest expense	(12,938)	(2,499)	—	(15,437)
Provision for credit losses	(27,101)	(2,490)	—	(29,591)
Finance margin	**15,211**	**3,057**	**28**	**18,296**
Personnel expenses	7,475	1,265	755	9,495
Share-based compensation expense	79	6	249	334
Other expenses	7,747	845	670	9,262
Depreciation	539	64	20	623
Amortization - intangible assets	—	666	—	666
Operating income	**(629)**	**211**	**(1,666)**	**(2,084)**
Restructuring costs	—	—	(5,776)	(5,776)
Goodwill impairment	—	(11,868)	—	(11,868)
Fair value adjustments - investments	—	—	(121)	(121)
Unrealized loss on interest rate derivative	(58)	—	(407)	(465)
Unrealized loss on foreign exchange	—	—	(53)	(53)
Income before taxes	**(687)**	**(11,657)**	**(8,023)**	**(20,367)**
Tax expense (recovery)	(823)	36	(1,160)	(1,947)
Net income (loss)	**$ 136**	**$ (11,693)**	**$ (6,863)**	**$ (18,420)**
Net cash used in operating activities	$ 21,372	$ 15,468	$ (1,991)	$ 34,849
Net cash used in investing activities	$ (731)	$ —	$ —	$ (731)
Net cash from financing activities	$ (26,508)	$ (12,873)	$ 7,247	$ (32,134)
Total assets	$ 728,456	$ 176,477	$ 3,054	$ 907,987
Total liabilities	$ 422,181	$ 134,335	$ 213,493	$ 770,009
Finance receivables	$ 667,534	$ 144,214	$ —	$ 811,748
Goodwill and intangible assets	$ 22,017	$ 23,896	$ —	$ 45,913
Property and equipment expenditures	$ 731	$ —	$ —	$ 731

($ thousands)	Three months ended June 30, 2021 Equipment Financing - U.S.	Equipment Financing - Canada	Corporate Overhead - Canada	Total
Interest revenue on leases and loans	$ 21,623	$ 5,439	$ —	$ 27,062
Ancillary finance and other fee income	2,021	1,441	—	3,462
Interest expense	(5,987)	(1,752)	—	(7,739)
Provision for credit losses	2,612	(1,471)	—	1,141
Finance margin	**20,269**	**3,657**	**—**	**23,926**
Personnel expenses	4,770	1,637	589	6,996
Share-based compensation expense	9	2	233	244
Other expenses	3,336	1,456	662	5,454
Depreciation	207	54	—	261
Amortization - intangible assets	—	361	—	361
Operating income	**11,947**	**147**	**(1,484)**	**10,610**
Unrealized gain on interest rate derivative	—	—	132	132
Unrealized gain on foreign exchange	—	87	207	294
Income before taxes	**11,947**	**234**	**(1,145)**	**11,036**
Tax expense (recovery)	3,375	63	(214)	3,224
Net income	**$ 8,572**	**$ 171**	**$ (931)**	**$ 7,812**
Net cash used in operating activities	$ (79,839)	$ (16,291)	$ (1,411)	$ (97,541)
Net cash used in investing activities	$ 2	$ (81)	$ —	$ (79)
Net cash from financing activities	$ 166,707	$ 13,517	$ (79,365)	$ 100,859
Property and equipment expenditures	(2)	$ 81	$ —	$ 79

($ thousands)	Three months ended June 30, 2020 Equipment Financing - U.S.	Equipment Financing - Canada	Corporate Overhead - Canada	Total
Interest revenue on leases and loans	$ 23,712	$ 2,925	$ —	$ 26,637
Ancillary finance and other fee income	2,418	956	—	3,374
Interest expense	(6,163)	(1,211)	—	(7,374)
Provision for credit losses	(4,144)	(1,244)	—	(5,388)
Finance margin	**15,823**	**1,426**	**—**	**17,249**
Personnel expenses	3,402	571	328	4,301
Share-based compensation expense	34	3	111	148
Other expenses	3,870	370	120	4,360
Depreciation	282	31	10	323
Amortization - intangible assets	—	333	—	333
Operating income	**8,235**	**118**	**(569)**	**7,784**
Restructuring costs	—	—	(5,776)	(5,776)
Unrealized gain on interest rate derivative	—	—	133	133
Unrealized gain on foreign exchange	—	—	19	19
Income before taxes	**8,235**	**118**	**(6,193)**	**2,160**
Tax expense (recovery)	1,696	27	(970)	753
Net income	**$ 6,539**	**$ 91**	**$ (5,223)**	**$ 1,407**
Net cash used in operating activities	$ 52,985	$ 9,068	$ (872)	$ 61,181
Net cash used in investing activities	$ (156)	$ —	$ —	$ (156)
Net cash from financing activities	$ (57,193)	$ (11,082)	$ (3,017)	$ (71,292)
Property and equipment expenditures	$ 156	$ —	$ —	$ 156

19. BUSINESS COMBINATION

On April 30, 2021 (the Effective Date), the Company merged its Canadian equipment leasing subsidiary, Blue Chip, with Vault Credit, a provider of equipment lease and commercial loan financing to small and medium size businesses across Canada. Chesswood incorporated a new company, Canadian Holdco, that acquired 100% of the shares of Blue Chip and 2750036 Ontario Inc., Vault Credit's parent company. In return, Chesswood received 51% ownership of Canadian Holdco. Chesswood also received a call option to acquire the remaining 49% of shares. See Note 2 - *Financial Instruments*. The transaction resulted, in substance, in a 100% ownership interest at the date of acquisition and the full consolidation of Blue Chip and Vault Credit with no non-controlling interest recognized at that date. Subsequent to the acquisition and prior to exercise of the option, the non-controlling interest has the right to 49% of Canadian Holdco's earnings. Those non-controlling interest earnings and distributions made to the non-controlling interest holders will be recognized as non-controlling interest within shareholder's equity.

The Company exercises control over Vault Credit through the ability to control the decisions of Canadian Holdco's board of directors, through a priority vote, related to those activities that are most relevant to determining returns. The acquisition of Vault Credit was accounted for using the acquisition method, whereby the cost of acquisition is measured as the aggregate of the acquisition-date fair value of consideration transferred. Goodwill is measured as the excess of the aggregate of the acquisition-date fair value of consideration transferred over the net acquisition-date fair values of the identifiable assets acquired and liabilities assumed. Costs related to the acquisition are expensed as incurred.

The ownership interest in Blue Chip was rolled into Canadian Holdco resulting in a common control reorganization that is accounted for at consolidated book value.

The merger with Vault Credit enables the Company's continued expansion of the Canadian equipment financing segment by removing a competitor and obtaining access to Vault Credit's broker relationships which is accessed through its proprietary technology license. Vault Credit is included in the Canadian Equipment Financing segment and the goodwill recognized is included in the Canadian Equipment Financing cash generating unit for purposes of goodwill impairment tests. The results of the Canadian Operating Segment consist of Blue Chip and the post-acquisition results of Vault Credit.

The measurement period is left open to enable the asset valuation to be finalized, in particular intangibles and goodwill. Recognized goodwill is attributable to synergies from combining both Vault Credit's and the Company's operations and the knowledge and expertise of their leadership teams.

The estimated consideration for the merger included:

		April 30, 2021
		($ thousands)
Shares of the Company	a	**$ 1,667**
Special warrants	b	**16,409**
Call option liability	c	**5,277**
		$ 23,353

a. A total of 133,333 shares of the Company issued on April 30, 2021;
b. A total of 1,466,667 special warrants issued, each convertible to one common share of the Company for no additional consideration payable by the holder. The special warrants vest and are automatically exercised in equal quarterly tranches beginning December 31, 2021 with the final tranche vesting on June 30, 2024. The special warrants are classified as equity and were measured at fair value under the Black Scholes Model; and
c. On exercise of the Company's call option, the derivative is payable in cash. The option is initially recognized as the fair values of the finance receivables less any direct debt, plus a 5% mark up, on the date the call option is exercised, which is at the discretion of the Company. The most likely undiscounted range of contingent consideration outcomes is \$3.3 million to \$8.5 million. Subsequently, the derivative is held at amortized cost. The non-controlling interest holders also hold an equivalent put option over the 49% of shares held in Canadian Holdco, where the exercise price is 95% of the net investment in leases less any direct debt. As the latter is not in-the-money, it has not been considered in the range of outcomes. Distributions to be made by Canadian Holdco are at the sole discretion of the Canadian Holdco board of directors.

The estimated fair values of the assets and liabilities as at the date of merger, including the goodwill and intangibles arising on consolidation, were as follows:

		April 30, 2021
		($ thousands)
Cash	$	2,758
Restricted cash		1,601
Other assets		2,950
Finance receivables		183,032
Right-to-use assets		919
Property and equipment		76
Broker relationships		15,737
Trade name		2,100
Goodwill		10,825
Accounts payable and other liabilities		2,582
Premises leases payable		922
Borrowings		188,629
Deferred tax liabilities		4,512
Net assets acquired	$	23,353

The gross contractual amount of finance receivables is approximately $194 million. Contractual cash flows not expected to be collected on receivables are not significant. A provision for the finance receivables subsequent to acquisition of $2.2 million was recognized.

None of the goodwill is deductible for tax purposes. No impairment on the goodwill has occurred since the date of acquisition. The transaction costs related to the acquisition expensed during the six months ended June 30, 2021 were $0.4 million.

For the period May 1 to June 30, Vault Credit contributed $4.0 million and a loss of $0.9 million to consolidated revenue and net income of the Company, respectively. Had the business combination occurred at the beginning of the current reporting period, the additional contributions of revenue made by Vault Credit would be $6.0 million. The additional contribution of net income would be insignificant to the results of the Company on a consolidated basis. Net income attributable to the non-controlling interest in the Canadian Operating Segment subsequent to the merger is nil.

Chesswood Group Limited

DIRECTORS, OFFICERS AND OTHER INFORMATION

Directors

Edward Sonshine
Director, Chairman, Chesswood Group Limited

Clare Copeland
Director, Chairman, Governance, Nominating and Compensation Committee

Robert Day
Director
Former Chairman, Pawnee Leasing Corporation

Jeff Fields
Director, Chesswood Group Limited

Rags Davloor
Director, Chairman, Audit, Finance and Risk Committee

Ryan Marr
Director
President & C.E.O., Chesswood Group Limited

Frederick W. Steiner
Director, Chesswood Group Limited

Daniel Wittlin
Director
C.E.O., CHW / Vault Holdco

Executive Team

Ryan Marr
President & C.E.O.

Tobias Rajchel
Chief Financial Officer

Other Information

Auditors
BDO Canada LLP

Transfer Agent
TSX Trust Company

Corporate Counsel
McCarthy Tétrault LLP

Toronto Stock Exchange Symbol
CHW

Chesswood Group Limited
1133 Yonge Street, Suite 603
Toronto, Ontario, Canada M4T 2Y7
Tel. 416.386.3099
e-mail:investorrelations@chesswoodgroup.com
www.chesswoodgroup.com

Chesswood Group Limited

TSX: CHW
Executive Office:
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