

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
AND SUBSIDIARY**

**CONSOLIDATED FINANCIAL STATEMENTS
AND INDEPENDENT AUDITORS' REPORT**

DECEMBER 31, 2019

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
AND SUBSIDIARY**

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Arthur Morris & Company Limited

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INDEPENDENT AUDITORS' REPORT

To the Shareholder and Directors of Annuity and Life Re (Holdings), Ltd.

We have audited the accompanying consolidated financial statements of Annuity and Life Re (Holdings), Ltd. (the "Company"), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, and the related consolidated statements of (loss) income and comprehensive (loss) income, changes in shareholder's equity and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Annuity and Life Re (Holdings), Ltd. as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

INDEPENDENT AUDITORS' REPORT

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Emphasis of Matter

Without qualifying our opinion, we draw attention to Notes 3, 4, 5, 13 and 16 in the consolidated financial statements. The Company has made investments in Tethys Petroleum Limited, a related party, which comprise: common shares recorded at fair value of \$1,215,511; a debenture recorded at face value of \$1,320,734; loans recorded at face value of \$2,457,629; and related interest receivable of \$1,185,730. As described in note 16, the debenture, loans and interest receivable were converted into common shares on January 27, 2020.

The Q3 financial results and management discussion and analysis filed with the Canadian securities regulatory authority includes the following disclosures regarding going concern:

“The Management and the Board has considered the Company’s current activities, funding position and projected funding requirements for the period of at least twelve months from the date of approval of the condensed consolidated interim financial statements in determining the ability of the Company to adopt the going concern basis in preparing the condensed consolidated interim financial statements for the three and nine months ended September 30, 2019.

The Company currently does not have sufficient funding to fund its obligations for the next twelve months should all lenders call in their debts at once. The Company is currently in default on loan obligations. The Company has been in discussions and negotiations with the related counterparties to restructure the repayments that are currently due. In order to continue as a going concern, the Company will need to agree adequate terms with counterparties to restructure repayments. There is material uncertainty about the outcome of these negotiations which casts significant doubt on the Company’s ability to continue as a going concern.”

No adjustment has been made to the value of the debenture and loans as a result of the going concern matter.

Arthur Morris + Company Limited

Hamilton, Bermuda
April 29, 2020

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
AND SUBSIDIARY**

CONSOLIDATED BALANCE SHEETS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

ASSETS	2019	2018
Cash and cash equivalents (note 4)	1,182,038	7,074,357
Investments (note 3)	4,897,719	4,502,682
Debenture (note 5)	1,320,734	1,320,734
Loan receivable (note 6)	6,247,629	3,652,629
Interest receivable (notes 5 and 6)	1,472,783	887,915
Other assets	24,222	15,510
TOTAL ASSETS	15,145,125	17,453,827
LIABILITIES		
Reserve for losses and loss expenses (note 7)	95,629	95,962
Insurance balance payable	333	-
Due to affiliates (note 8)	250,000	250,000
Investment sold short, at fair value (notes 3 and 4)	742,535	-
Accounts payable and accrued expenses	57,407	35,083
TOTAL LIABILITIES	1,145,904	381,045
SHAREHOLDERS' EQUITY		
Share capital (note 9)	5,017,500	5,017,500
Treasury stock (note 10)	(18,896,796)	(18,166,954)
Additional paid-in-capital (notes 9 and 10)	32,583,633	32,583,633
Accumulated other comprehensive income (loss)	-	605,844
Deficit	(4,705,116)	(2,967,241)
TOTAL SHAREHOLDER'S EQUITY	13,999,221	17,072,782
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	15,145,125	17,453,827

Approved on behalf of the board:



 Director

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
AND SUBSIDIARY**

CONSOLIDATED STATEMENTS OF (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

UNDERWRITING INCOME	2019	2018
Premiums written	-	-
Change in unearned premiums	-	-
Net premiums earned	-	-
UNDERWRITING EXPENSES		
Losses and loss expenses	-	-
Acquisition costs	-	-
Commutation expense	-	-
Profit commission	-	-
Total underwriting expenses	-	-
NET UNDERWRITING (LOSS) INCOME	-	-
NET INVESTMENT (LOSS) INCOME (note 3)	(1,528,864)	4,749,056
(LOSS) INCOME BEFORE OPERATING EXPENSES	(1,528,864)	4,749,056
OPERATING EXPENSES (note 15)	(814,855)	1,395,861
NET (LOSS) INCOME	(2,343,719)	6,144,917
OTHER COMPREHENSIVE LOSS		
Holding loss on investments arising during the year	-	(986,677)
COMPREHENSIVE (LOSS) INCOME	(2,343,719)	5,158,240
Earnings per share	\$ (0.47)	\$ 1.22

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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**CONSOLIDATED STATEMENTS OF CHANGES IN
SHAREHOLDER'S EQUITY**

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

	2019	2018
Share capital		
Balance at beginning and end of year (5,017,500 shares at \$1 par)	5,017,500	5,017,500
<hr/>		
Treasury stock		
Balance at beginning of year	(18,166,954)	(18,166,954)
Shares purchased during the year	(729,842)	-
Balance at end of year	(18,896,796)	(18,166,954)
<hr/>		
Additional paid-in-capital		
Balance at beginning and end of year	32,583,633	32,583,633
Additional paid-in-capital during the year	-	-
Balance at end of year	32,583,633	32,583,633
<hr/>		
Accumulated other comprehensive income		
Balance at beginning of year	605,844	1,592,521
Change in treatment of OCI pursuant to ASU 2016-01	(605,844)	-
Change in accumulated other comprehensive income	-	(986,677)
Balance at end of year	-	605,844
<hr/>		
Deficit		
Balance at beginning of year	(2,967,241)	(9,112,158)
Change in treatment of OCI pursuant to ASU 2016-01	605,844	-
Net (loss) income for the year	(2,343,719)	6,144,917
Balance at end of year	(4,705,116)	(2,967,241)
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TOTAL SHAREHOLDER'S EQUITY	\$ 13,999,221	\$ 17,072,782

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
AND SUBSIDIARY**

CONSOLIDATED STATEMENTS OF CASH FLOWS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income for the year	\$ (2,343,719)	\$ 6,144,917
Adjustments to reconcile net income from continuing operations to cash used in operating activities:		
Net realized gain on sale of investments	(50,418)	(4,179,741)
Net unrealized loss on equity investments	1,778,368	-
Net unrealized loss on short sale investments	299,684	-
Changes in assets and liabilities:		
Interest receivable	(584,868)	(210,360)
Other assets	(8,712)	(9,694)
Reserve for losses and loss expenses	(333)	-
Insurance balance payable	333	-
Accounts payable and accrued expenses	22,324	2,888
NET CASH (USED FOR) PROVIDED BY OPERATING ACTIVITIES	(887,341)	1,748,010
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CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investments	(2,441,208)	(2,446,611)
Proceeds from sale of investments	761,072	6,848,242
(Issuance) Collection of loans	(2,595,000)	630,455
NET CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES	(4,275,136)	5,032,086
<hr/>		
CASH FLOWS FROM FINANCING ACTIVITIES		
Repurchase of stocks	(729,842)	-
NET CASH USED FOR FINANCING ACTIVITIES	(729,842)	-
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(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(5,892,319)	6,780,096
CASH AND CASH EQUIVALENTS – Beginning of year	7,074,357	294,261
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CASH AND CASH EQUIVALENTS – End of year	\$ 1,182,038	\$ 7,074,357
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**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

1. BUSINESS ACTIVITY

Annuity and Life Re (Holdings), Ltd. (“Holdings”) was incorporated under the laws of Bermuda on December 2, 1997. Its principal activity is that of investment holding.

Holdings was wholly owned by Pope Investments II LLC, a managed limited liability company registered in Delaware. In 2013, the Board of Directors of Holdings approved the transfer of all its common shares from Pope Investments II LLC to Wilson & Co., a nominee company owned by HSBC Bermuda Custody Services for and on behalf of National Financial Services, with the intent of allowing more liquidity to the Company’s investors.

The financial statements include the accounts of Holdings and its wholly owned subsidiary, Annuity and Life Reassurance, Ltd. (“ALRE”), a Class 3A and Class C insurer under the Insurance Act, 1978 of Bermuda and related regulations. ALRE has not written any long-term business since December 31, 2005 and does not intend to continue writing any long-term business in the near future. Effective August 1, 2013, ALRE entered into a commutation and release agreement with Alterra Bermuda Limited, in respect of the Property Quota Share Retrocession Agreement which both parties entered into in January 1, 2010. The commutation and release agreement mutually releases both parties from any and all past, present and future payment obligations in connection with the Retrocession agreement.

Holdings and ALRE are collectively referred to herein as the “Company.”

In 2012, the Company obtained a waiver on the qualified investor restriction, effectively allowing the Company’s listed securities to be held by the general public, subject to a few requirements imposed on regular publicly listed entities in the BSX.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

The significant accounting policies are as follows:

(a) Basis of consolidation

The consolidated financial statements include the accounts of Holdings and ALRE. All significant inter-company accounts and transactions have been eliminated upon consolidation.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Cash and cash equivalents

Cash and cash equivalents are carried at market value, and consist of money market funds and short-term investments, with original maturities of 90 days or less. The Company considers cash pledged as collateral for securities sold short to be restricted cash.

(c) Premiums written

Premiums are recognized as revenue on a pro-rata basis over the periods of the respective policies or contracts of reinsurance. The portion of premiums that will be earned in the future are deferred and reported as unearned premiums. Premiums which are subject to adjustment are estimated based upon available information. Any variances from the estimates are recorded in the periods in which they become known.

(d) Reserve for losses and loss expenses

Long-term Business

The development of reserves for policy benefits and for claims incurred but not reported ("IBNR") for the Company's long-term products requires management to make estimates and assumptions regarding mortality, lapse, persistency, expenses and investment experience. Such estimates are primarily based on historical experience and information provided by ceding companies. Actual results could differ materially from those estimates. Management monitors actual experience and, where circumstances warrant, revises its assumptions and the related reserve estimates. In certain instances, the Company continues to be liable for claims arising on novated contracts which pre-date the novation agreement.

General Business

The liability for losses and loss adjustment expenses in relation to the Company's general reinsurance activities included an amount determined from loss reports and individual cases received from the ceding reinsurer and an amount, based on past experience and based on the study performed by an independent actuary, for losses incurred but not reported. These liabilities were commuted on August 1, 2013.

(e) Acquisition costs and profit commission

Acquisition costs, primarily commission and brokerage expenses, represent those costs which vary with and are primarily related to the acquisition of the general reinsurance contracts. These costs are deferred and are amortized over the period during which related premiums are earned.

Profit commission is accrued in accordance with the terms of the Property Quota Share retrocession agreement in an amount based upon the net income on the contract as recorded in the financial statements.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Investments

Effective January 1, 2019, with the adoption of the new FASB guidance on recognition, measurement, presentation and disclosure of financial instruments (ASU 2016-01), the Company measures investments at fair value with changes in unrealized gains and losses recognized in consolidated net income.

Prior to January 1, 2019, investments were classified as available for sale, carried at market value with unrealized gains and losses included in other comprehensive income in the consolidated statements of income and comprehensive (loss) income which is presented as a separate component of shareholder's equity.

Investments are carried at their fair value with the unrealized gain or loss reported in the consolidated statements of (loss) income.

Realized gains and losses on investments are recognized in the consolidated statements of (loss) income using the specific identification method. Interest income is recognized on an accrual basis.

Investments in non-publicly traded companies are measured at cost.

Investments on Short sale

Investments on short sale are carried at their fair value.

Margin receivable represent margin deposits held in respect of short sale contracts.

(g) Use of estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. While management believes that the amounts included in the consolidated financial statements reflect the Company's best estimates and assumptions, actual results could differ from these estimates.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

3. INVESTMENTS

The cost, gross unrealized gains, gross unrealized losses and market value of investments are as follows:

	Cost / (Proceeds)	Gross Unrealized Gains	Gross Unrealized Losses	Net Market Value
<u>2019</u>				
Equities	\$ 6,070,243	\$ 45,715	\$ (1,218,239)	\$ 4,897,719
Equities, sold short	\$(442,851)	-	\$ (299,684)	\$ (742,535)
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Net Market Value
<u>2018</u>				
Equities	\$ 3,896,838	\$ 963,446	\$ (357,602)	\$ 4,502,682

Under Accounting Standards Codification (“ASC”) No. 820 - “Fair Value Measurements and Disclosures, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company’s assumption about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 assets and liabilities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these assets and liabilities does not entail a significant degree of judgment.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

3. INVESTMENTS (continued)

Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The categorization of the Company's financial assets recorded at fair value based upon the fair value hierarchy as at December 31, 2019 are as follows:

Description	Level 1	Level 2	Level 3	Total
Equities	2,121,969	-	2,775,750	4,897,719
Equities, sold short	(742,535)	-	-	(742,535)
Debenture	-	-	1,320,734	1,320,734
Loans receivable	-	-	6,247,629	6,247,629
Interest receivable	-	-	1,472,783	1,472,473

There were no transfers between levels for the years ended December 31, 2019 and 2018.

Net investment (loss) income comprised of:

	2019	2018
Interest income	\$ 657,874	\$ 492,845
Realized (loss) gain on sale of investments	(108,686)	4,179,741
Unrealized loss on investments	(2,078,052)	-
Other Income	-	76,470
	\$ (1,528,864)	\$ 4,749,056

4. INVESTMENT SOLD SHORT

The investment sold short is measured at the fair value of the security at December 31, 2019. Cash and cash equivalents include restricted cash in the amount of \$696,767, to secure the obligation to purchase the security.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

5. DEBENTURE

The debenture comprises a 9% unsecured convertible debenture due on June 30, 2017 was provided by Tethys Petroleum Ltd. As at December 31, 2019, the interest receivable amounted to \$462,976 (2018 - \$312,568).

On December 19, 2016, the Company and Tethys Petroleum Limited entered into an Amendment to Unsecured Convertible Agreement to extend the maturity date to January 27, 2020, waive any defaults for interest payments, amend the interest rate to 4% if the Debenture is repaid in Ordinary shares and revise the conversion price from \$0.10 to \$0.31. To be effective, the Agreement must be approved by shareholders of Tethys excluding Annuity and its affiliates. The shareholders approved the Agreement in a meeting held on January 27, 2017.

On August 10, 2018, Tethys and Annuity entered into a Convertible Securities Purchase agreement with Jaka Partners FZC (Jaka). Annuity sold 25% of its loan receivable and debenture, together called the Convertible Securities, from Tethys to Jaka for an aggregate price of \$1,351,964 (principal plus accrued interest at a rate of 4% per annum to the May 31, 2018 calculation date).

On top of the purchase price, Jaka has agreed to pay \$48,212 plus an amount accrued on a daily basis equivalent to 9% per annum applied to the purchase price from May 31, 2018 until the closing date, August 28, 2018, totaling to \$28,258. Following the transfer of the Convertible Securities, Annuity is now the holder of convertible debenture in the aggregated principal amount of \$1,320,734 and a convertible note in the aggregate principal amount of \$2,457,629.

Tethys Petroleum Limited is a related party – see note 8.

6. LOANS RECEIVABLE

The Loan Receivable comprise of \$3,790,000 (2018 - \$1,195,000) loan to Multivir, Inc. that accrues a 6% interest per annum and \$2,457,629 (2018 - \$2,457,629) 8% unsecured Loan note with warrants from Tethys Petroleum Ltd. due on March 9, 2017. As at December 31, 2019, the interest receivable relating to the loans is \$1,472,473 (2018 - \$887,915).

On December 19, 2016, the Company and Tethys Petroleum Limited entered into an Amendment Agreement to Loan Agreement to extend the maturity date to January 27, 2020, waive any defaults for interest payments, amend the interest rate to 9% and add a conversion feature to the Loan. To be effective, the Agreement must be approved by shareholders of Tethys excluding Annuity and its affiliates. The shareholders approved the Agreement in a meeting held on January 27, 2017.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

7. RESERVE FOR LOSSES AND LOSS EXPENSES

The movement in the reserve for losses and loss expenses is summarized as follows:

	2019	2018
Long Term Business		
Provisions, beginning of year	\$ 95,962	\$ 95,962
Losses incurred related to prior years	-	-
Losses paid related to prior years	333	-
Provisions, end of year	\$ 95,629	\$ 95,962
General Business		
Provisions, beginning of year	\$ -	\$ -
Losses incurred related to prior years	-	-
Losses paid related to prior years	-	-
Provisions, end of year	-	-
Total reserve for loss and loss expenses	\$ 95,629	\$ 95,962

8. RELATED PARTY BALANCES AND TRANSACTIONS

These represent the funds received from Wells Investment LLP for the Joint Venture agreement with Pope Asset Management LLC, received in February 10, 2012.

William P. Wells is a director and shareholder of the Company and a director and the Chairman of Tethys. At December 31, 2019, the Company held approximately 12% of the issued ordinary shares of Tethys. If the Company were to fully exercise its option to convert the debenture and loan into ordinary shares, its holding would increase to approximately 28%.

9. SHARE CAPITAL

Effective September 21, 2011, Holdings increased its authorized share capital to 100,000,000 shares of \$1 par value from authorized shares of 100 of \$1 par value. As at December 31, 2019, Holdings had issued 5,017,500 shares (2018 - 5,017,500).

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

10. TREASURY STOCK

In June 2014, the Company applied for a repurchase of 2,395,625 of its own shares from Wilson & Co. The application was approved and executed within the facilities of the Bermuda Stock Exchange. Total cost of the repurchase amounted to \$17,687,505. The said repurchase was funded in part through settlement of intercompany accounts between the Company and ALRE via dividend-in-specie, receipt of contributed surplus amounting to \$15,420,000, and settlement of intercompany accounts between the Company and Pope Investments II LLC. The repurchase is reflected as treasury stock at cost in the shareholder's equity.

In August 2014, the Company applied for another repurchase of 84,309 of its own shares from Wilson & Co. The application was approved and executed within the facilities of the Bermuda Stock Exchange. Total cost of the repurchase amounted to \$639,449. The repurchase is reflected as treasury stock at cost in the shareholder's equity.

In January 2019, the Company's Board of Directors approved and executed a repurchase of 80,800 of its common shares from US Bank for a consideration of \$518,721. An additional stock repurchase was approved in April 2019. For a consideration of \$217,183 (inclusive of BSX and Custody fees) the Company bought 25,000 of its shares from US Bank. Both transactions were executed through the facilities of the Bermuda Stock Exchange. The said repurchase was funded by a return of capital received from its subsidiary, Annuity and Life Reassurance Ltd.

11. STATUTORY REQUIREMENTS AND DIVIDEND RESTRICTIONS

ALRE is required to comply with the provisions of the Companies Act that regulate the payment of dividends and the making of distributions from contributed surplus. ALRE may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that: (i) the relevant company is, or would be after the payment, unable to pay its liabilities as they become due; or (ii) the realizable value of the relevant Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

ALRE must maintain long-term business assets of a value of at least \$500,000 greater than its long-term business liabilities. It is prohibited from declaring or paying dividends unless the value of its long-term business assets exceed the amount of its long-term business liabilities (as certified by an approved actuary), by the amount of the dividend and by at least \$500,000.

Additionally, the amounts of any such dividend must not exceed the aggregate of those excess and other funds properly available for the payment of dividends, including funds arising out of its business aside from its long-term business. Any dividends paid out of contributed capital and in excess of 15% of the prior year's shareholder's capital must be approved by the Bermuda Monetary Authority.

In relation to its general business, ALRE as of December 31, 2019, met the required Minimum General Business Solvency Margin and the required Minimum Liquidity Ratio.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2019 and December 31, 2018

(Expressed in U.S. dollars)

11. STATUTORY REQUIREMENTS AND DIVIDEND RESTRICTIONS (continued)

The required Minimum General Business Solvency Margin as of December 31, 2019 was \$1,000,000 (2018 - \$1,000,000) and the statutory capital and surplus at that date was \$14,966,506 (2018 - \$17,165,922).

The Minimum Liquidity Ratio is the ratio of the insurer's relevant assets to its relevant liabilities; the minimum allowable ratio is 75%. The Company's relevant assets in relation to its general business as of December 31, 2019 was \$11,657,074 (2018 - \$14,968,987) and 75% of its relevant liabilities as of December 31, 2019 was \$765,021 (2018 - \$198,750)

12. TAXATION

The effective tax rate provided for in the consolidated financial statements is computed at a rate of zero. The Company's operations are based in Bermuda and as a result income is exempt from taxation. There is no income or capital gains tax payable by the Company.

Under current Bermuda law, the Company received from the Bermuda Minister of Finance, under The Exempted Undertakings Tax Protection Act 1966 of Bermuda, assurances to the effect that in the event of there being enacted by Bermuda any legislation imposing tax computed on profits or income, or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any such tax shall not be applicable to them or to any of their respective operations or to their shares, debentures or other obligations until March 31, 2035.

Tax Related Risks and Uncertainties

As required by the uncertain tax position guidance in Accounting Standards Codification ("ASC") 740 - "Income Taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company applied the uncertain tax position guidance in ASC 740 to all tax positions for which the statute of limitations remained open. There were no changes to the Company's unrecognized tax benefit liability because the Company believes, more likely than not, that all tax positions would be sustained upon audit.

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(Expressed in U.S. dollars)

13. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial instruments consist of cash and cash equivalents, investments, loans receivable, reserve for losses and loss expenses, due to affiliate and accounts payable and accrued expenses.

The carrying value of cash and cash equivalents and accounts payable and accrued expenses approximates fair value due to their short-term nature.

The carrying value of investments is at fair value based on available market information.

The carrying value of reserves for losses and loss expenses is not at fair value and is recorded using management's best estimate together with the recommendations of the actuaries of the ultimate cost of settlement of losses.

The Company's investment activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most significant types of financial risks to which the Company is exposed to are market risk, credit risk and interest rate risk.

The nature and extent of the financial instruments outstanding at the balance sheet date and the risk management policies employed by the Company are discussed below:

(a) Market risk

The prices of the financial instruments in which the Company may invest can be highly volatile. Price movements are influenced by, among other things, changing supply and demand relationships, trade, fiscal programs and policies of governments, national and international political and economic events and policies.

(b) Credit risk

A concentration of credit risk exists when there are significant contracts with individual counterparties or when groups of issuers or counterparties have similar business characteristics that would cause their ability to meet contract commitments to be adversely affected, in a similar manner, by changes in the economy or other market conditions. The Company conducts business with financial institutions believed to be well established and monitors credit risk on both an individual and group counterparty basis.

(c) Interest rate risk

The Company is exposed to interest rate risk on cash and cash equivalents held at financial institutions and note receivables with third parties. The Company is subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates. The Company manages this risk by depositing cash in established financial institutions in economically stable countries and evaluating the financial position of the third parties involved.

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14. CONTINGENCIES

The Company's assets include debentures and loan receivable from Tethys Petroleum Limited ("Tethys"), an oil and gas company incorporated in the Cayman Islands and operating within the Republic of Kazakhstan, Republic of Tajikistan and Georgia. Tethys has its primary listing on the Toronto Stock Exchange ("TSX") until March 23, 2018 when it transferred to the NEX Board of the Toronto Venture Exchange. Tethys is also listed on the Kazakhstan Stock Exchange ("KASE"). Tethys' auditors have noted in the consolidated financial statements for the year ended December 31, 2018 that without qualifying their opinion, attention is drawn to note 1 in their consolidated financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about Tethys' ability to continue as a going concern. No adjustment has been made to the recorded value of the loans and debentures as a result of the going concern matter.

The Company is a petitioner to the following litigations which are currently on foot before the Supreme Court of Bermuda:

- a. a minority shareholder proceeding under section 111 of the Companies Act 1981 brought by the Company against Full Apex (Holdings) Limited and certain shareholders of that company as Respondents (the "Full Apex matter").

The possible contingent liabilities arising from the Full Apex matter would be adverse costs orders in favor of the Respondents if the Company were to be unsuccessful.

15. OTHER DISCLOSURES

The Company was a petitioner to a litigation which was on foot before the Supreme Court of Bermuda a minority shareholder proceeding under section 111 of the Companies Act 1981 brought by the Company against Kingboard Copper Foil Holdings Limited and certain shareholders of that company as Respondents (the "Kingboard matter").

The company won the substantive hearing in November 10, 2015. In 2016, the company recognized Other Income of \$443,891 comprising the return of legal costs as awarded by the court. An appeal was heard before the Court of Appeals in Bermuda on March 27, 2017. Although the company lost the appeal, an out-of-court settlement is being negotiated. In 2017, a settlement was not reached hence the Company filed the appeal before the Privy Council.

On April 3, 2018, the Company entered into a settlement agreement and release ("Agreement") with Kingboard Copper Foil Holdings Limited ("Kingboard") and certain shareholders of Kingboard. As a result, the Company forgone its appeal before the Privy Council and sold 17,361,000 Kingboard shares for a total aggregate purchase price of S\$7,812,450 Singapore Dollars (approximately \$5,960,000 US Dollars). Kingboard also reimbursed the Company's legal costs amounting to \$1,700,000.

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16. SUBSEQUENT EVENTS

On January 27, 2020, the Company has elected to convert in full, the principal and accrued interest outstanding on the Loans of US\$4,331,840 as of date into 13,973,677 Tethys ordinary shares. The Company is now holding 27% of Tethys' total issued shares.

Unless otherwise indicated, all information included in these financial statements is as of December 31, 2019 and you should not assume that valuations of investments or other matters are current as of any later date. On March 11, 2020, the World Health Organization declared the outbreak of coronavirus (COVID-19) a pandemic. As a result, economic uncertainties have arisen that have had serious and adverse consequences on business conditions around the globe following December 31, 2019. The COVID-19 outbreak has resulted in limitations on travel, transportation, education, production of goods, provision of services and businesses operations generally. Further, the equity and other securities markets have experienced significant volatility, with substantial losses in the equity markets as compared to year end. Although the long-term economic fallout of COVID-19 is difficult to predict, the challenging business conditions currently faced may have adverse effects on the Company's financial performance for future periods, which may be material. At the current time, we are unable to quantify the potential effects of this pandemic on future financial statements.

No additional subsequent events require recognition or disclosure.