



Basel III Pillar III Disclosures

June 30, 2016

## Basel III Pillar III Disclosures

This document represents the Pillar III disclosures for DirectCash Bank (the “Bank”) as at June 30, 2016 pursuant to the Office of the Superintendent of Financial Institutions’ (“OSFI”) November 2007 Advisory on Pillar III Disclosure Requirements. This report is unaudited.

### I. Capital Adequacy

OSFI requires banks to measure capital adequacy in accordance with guidelines for determining risk adjusted capital and risk-weighting assets. The Bank complies with the Basel III framework.

Risk Based Capital Ratio	Jun 30 2016
Assets	
Total Assets	\$ 31,830,717
Basic Indicator Approach	
Charge for Operational Risk	\$ 5,963,050
Charge for Credit Risk	\$ 6,729,925
Total Risk Weighted Assets	\$ 12,692,976
Regulatory Capital	\$ 8,359,272
Total Risk Based Capital Ratio	65.9%
Tier 1 Risk Based Capital Ratio	65.9%

The Bank has used the basic indicator approach to determine operational risk which calculates operational risk to be 15% of the Bank’s total annual income multiplied by 12.5. This is a permitted approach under the Basel III framework.

The Bank has taken a charge for credit risk. This is a calculated amount which equals 20% of the Bank’s total assets.

The Bank’s Total risk based capital ratio is 65.9% as at June 30, 2016 which is compliant with OSFI’s authorized ratios and the Bank’s internal targets.

Beginning in 2015, all financial institutions will be expected to have Basel III Leverage Ratios that exceed 3%. However, consistent with its application of the Asset-to-Capital Multiple requirement, OSFI intends to maintain the practice of setting an authorized level for the Leverage Ratio on an institution-by-institution basis. The Bank's Leverage Ratio is calculated by dividing total tier 1 capital by total assets.

The Bank has adopted and reported using the new Leverage Requirements (LR) report to OSFI effective Q1 – 2015. The bank's leverage ratio is 26.3% as at June 30, 2016 which is compliant with OSFI's authorized ratios and the Bank's internal targets.

Leverage Ratio	Jun 30 2016
<b>Assets</b>	
Total Assets	\$ 31,830,717
<b>Capital</b>	
Common Shares	\$ 5,500,000
Retained Earnings	\$ 2,859,272
Total Tier 1 Regulatory Capital	\$ 8,359,272
<b>Leverage Ratio (Capital/Assets)</b>	26.3%

The Bank's assessment, based upon stress testing its business model, is that the Bank will not require any additional capital for the next 5 years. The Bank is in a strong financial position and is projected to be profitable for the next 5 years and beyond.

Capital is managed in accordance with policies and plans that are regularly reviewed and approved by the Board of Directors and take into account forecasted capital needs. The goal is to meet or exceed minimum regulated capital, protect individual and corporate deposits and provide capacity for internally generated growth.

## **II. Basel III Capital Disclosure**

The Basel Committee on Banking Supervision has published the Basel III rules supporting more stringent global standards on capital adequacy and liquidity (Basel III). OSFI has implemented the Basel III rules for Canadian banks and has issued guidance and advisories on its implementation plan for all Canadian financial institutions on an accelerated basis. Significant changes under Basel III that are most relevant to the Bank include additional capital buffers and new requirements for levels of liquidity and new liquidity measurements.

Management believes that the transition to Basel III will not significantly impact the Bank as the Bank's equity consists solely of tier 1 components (common shares and retained earnings). As a result, there will be no phasing-out of non-qualifying regulatory capital instruments or phasing-in of regulatory adjustments. In addition, the strengthening of the risk weights for several asset categories will not affect the Bank due to its conservative investment policies, and the fact that there is no loan portfolio in the Bank. Pro forma Basel III calculations for the Bank confirm that the Bank will comply with Basel III's new minimum capital ratios for the next 5 years. Management also believes that the Bank will exceed the regulatory Basel III capital targets throughout the remainder of the transitional period (to 2018) and at the date of full implementation.

The new Basel III Pillar 3 public capital disclosure requirements are intended to improve both the transparency and comparability of the Bank's capital positions. The following table is prepared on the All-in Capital Disclosure template (Annex 1) provided in OSFI's Public Capital Disclosure Requirements. The template has been modified to exclude line items that are not relevant. However, for purposes of comparability, row numbering has been maintained from the OSFI template.

Basel III All-in Capital Disclosure Template			
Common Equity Tier 1 capital: instruments and reserves			Cross-Reference <sup>(1)</sup>
1	Directly issued qualifying common share capital (and equivalent for non-joint stock companies) plus related stock surplus	5,500,000	a
2	Retained earnings	2,859,272	b
3	Accumulated other comprehensive income (and other reserves)	n/a	
4	Directly issued capital subject to phase out from CET1 (only applicable to non-joint stock companies)	n/a	
5	Common share capital issued by subsidiaries and held by third parties (amount allowed in group CET1)	n/a	
6	<b>Common Equity Tier 1 capital (CET1) before regulatory adjustments</b>	8,359,272	
<b>Common Equity Tier 1 capital: regulatory adjustments - n/a</b>			
28	Total regulatory adjustments to Common Equity Tier 1	0	
29	<b>Common Equity Tier 1 capital (CET1)</b>	8,359,272	
<b>Additional Tier 1 capital: instruments - n/a</b>			
36	<b>Additional Tier 1 capital before regulatory adjustments</b>	0	
<b>Additional Tier 1 capital: regulatory adjustments n/a</b>			
43	Total regulatory adjustments applied to Additional Tier 1 capital	0	
44	<b>Additional Tier 1 capital (AT1)</b>	0	
45	<b>Tier 1 capital (T1 = CET1 + AT1)</b>	8,359,272	
<b>Tier 2 capital: instruments and provisions - n/a</b>			
51	<b>Tier 2 capital before regulatory adjustments</b>	0	
<b>Tier 2 capital: regulatory adjustments - n/a</b>			
57	Total regulatory adjustments to Tier 2 capital	0	
58	<b>Tier 2 capital (T2)</b>	0	
59	<b>Total capital (TC = T1 + T2)</b>	8,359,272	
60	<b>Total risk weighted assets</b>	\$ 12,692,976	
<b>Capital ratios</b>			
61	Common Equity Tier 1 (as a percentage of risk weighted assets)	65.9%	
62	Tier 1 (as a percentage of risk weighted assets)	65.9%	
63	Total capital (as a percentage of risk weighted assets)	65.9%	
<b>OSFI all-in target</b>			
69	Common Equity Tier 1 all-in target ratio	7.0%	
70	Tier 1 capital all-in target ratio	8.5%	
71	Total capital all-in target ratio	10.5%	
<b>Amounts below the thresholds for deduction (before risk-weighting)</b>			
72	Non-significant investments in the capital of other financials	n/a	
73	Significant investments in the common stock of financials	n/a	
74	Mortgage servicing rights (net of related tax liability)	n/a	
75	Deferred tax assets arising from temporary differences (net of related tax liability)	n/a	
<b>Capital instruments subject to phase-out arrangements (only applicable between 1 Jan 2013 and 1 Jan 2022)</b>			
80	Current cap on CET1 instruments subject to phase out arrangements	n/a	
81	Amount excluded from CET1 due to cap (excess over cap after redemptions and maturities)	n/a	
82	Current cap on AT1 instruments subject to phase out arrangements	n/a	
83	Amount excluded from AT1 due to cap (excess over cap after redemptions and maturities)	n/a	
84	Current cap on T2 instruments subject to phase out arrangements	n/a	
85	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	n/a	

**Statement of Financial Position as at June 30th, 2016** (as reported to Shareholders)

	Balance Sheet as reported to Shareholders	Under regulatory scope of consolidation	Cross-Reference to Definition of Capital Components
<b>Assets</b>			
<i>Cash resources:</i>			
Cash in bank	\$ 21,336,314	\$ 21,336,314	
	<b>21,336,314</b>	21,336,314	
<i>Securities:</i>			
Short term investments	9,971,230	9,971,230	
Accrued interest	68,446	68,446	
	<b>10,039,676</b>	10,039,676	
<i>Other:</i>			
Trade and Other Receivables	449,803	449,803	
Prepaid expenses	3,478	3,478	
Computer Equipment	1,446	1,446	
	<b>454,727</b>	454,727	
	<b>\$ 31,830,717</b>	\$ 31,830,717	
<b>Liabilities and shareholders' equity</b>			
<i>Deposits (non-interest bearing):</i>			
Corporate	\$ 22,458,168	\$ 22,458,168	
Individual	568,302	568,302	
	<b>23,026,470</b>	23,026,470	
<i>Other:</i>			
Trade and other payables	242,085	242,085	
Income tax payable	202,890	202,890	
	<b>444,975</b>	444,975	
<b>Shareholders' equity:</b>			
Share capital	5,500,000	5,500,000	a
Retained earnings	2,859,272	2,859,272	b
	<b>8,359,272</b>	8,359,272	
	<b>\$ 31,830,717</b>	\$ 31,830,717	

Basel III Transitional Capital Disclosure Template

29	Common Equity Tier 1 capital (CET1)	8,359,272
45	Tier 1 capital (T1 = CET1 + AT1)	8,359,272
59	Total capital (TC = T1 + T2)	8,359,272
60	Total risk weighted assets	12,692,976
61	Common Equity Tier 1 (as a percentage of risk weighted assets)	65.9%
62	Tier 1 (as a percentage of risk weighted assets)	65.9%
63	Total capital (as a percentage of risk weighted assets)	65.9%

## **Description of the Bank**

The Bank is a Schedule 1 Canadian chartered bank. It was issued its letters patent of incorporation on October 3, 2007 and was granted its Order to Commence and Carry on Business on January 24, 2008 pursuant to the Bank Act (Canada).

The Bank provides innovative financial solutions for select niche markets. The Bank offers both individual and corporate deposit accounts. The Bank does not engage in any lending activities so it is not exposed to credit risk nor does it have currency risk or international exposure. All financial assets and liabilities are fully disclosed on the Bank's balance sheet. The Bank has no subsidiaries, and all operations are carried out in Canada. The Bank operates online and with agents through its offices and with its authorized agents. The Bank's head office in Calgary, Alberta.

## **III. Risk Summary**

The Board of Directors has overall responsibility for the establishment and oversight of the Bank's risk management framework.

The Bank's risk management policies are established to identify and analyze the risks faced by the Bank, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions, products and services offered. The Bank, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

### **a. Counterparty/Concentration risk**

The majority of the Bank's operating revenue currently consists of variable and fixed fee revenue received pursuant to the terms of various agreements with DC Payments. These contracts have been extended and expires October 31, 2027. The Bank's income would be negatively impacted if DC Payments contracts were not fulfilled.

### **b. Market risk**

Market risk is the risk of a loss resulting from changes in interest rates and market prices and volatilities that arise from the Bank's funding and investment activities. The Bank does not engage in any foreign exchange or trading activities. As such, the Bank's principal risk arises from interest rate risk.

**c. Interest rate risk**

The Bank does not currently pay interest on its accounts and does not engage in any lending, which eliminates its exposure to interest rate spread fluctuations. However, the Bank's interest income could be negatively impacted by declines in interest rates earned on short term investments. Deposits are due on demand.

**d. Liquidity risk**

Liquidity risk is the risk that the Bank will encounter difficulty in meeting obligations from its financial liabilities.

The Bank's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Bank's reputation.

**e. Reputation risk**

Reputation risk is the impact on the Bank's earnings and capital arising from negative public opinion, thereby affecting the Bank's ability to establish new relationships or continue servicing existing customers. The Bank's value is only minimally exposed by reputation risk. The Bank's reputational risk arises from its relationship with agents. Exposure from reputation risk is expected to remain low in the foreseeable future. However, the Bank continues to exercise an abundance of caution in dealing with its agents to effectively monitor these risks.

**f. Litigation risk**

The implementation of the Plan of Compromise and Arrangement (the "Plan") approved by the Superior Court of Justice (Ontario) for The Cash Store Financial Inc. and its affiliates ("CSF") occurred on December 31, 2015. As a result, the Bank has received a release from all class action lawsuits related to CSF as well as a release from any and all claims that may arise as a result of its relationship with CSF (the "Settlement").

There is no monetary impact or financial obligation required by the Bank related to the settlement.

The Bank has also been named as a defendant in a class action lawsuit relating to MasterCard issuers and acquirers which alleges unreasonable merchant fees. The Bank is not a merchant acquirer. A Notice of Discontinuance was filed related to this litigation and Bank has executed a Standstill Agreement.



#### **IV. Capital Structure**

The Bank's regulatory capital is comprised of share capital and retained earnings (Tier 1 Capital). In accordance with the Bank's letters patent of incorporation, the Bank's regulatory capital is \$5,500,000. As at June 30, 2016, the Bank's capital is \$8,359,272. The capital ratios mandated by OSFI consist of the assets-to-capital multiple and the risk-based capital ratio.

#### **V. Statement of Risk Appetite**

The Bank has a low tolerance for risk and its risk tolerance is reviewed quarterly by management and the board of directors.

#### **VI. Remuneration**

Key management personnel (which is comprised of senior executive officers and directors) receive compensation in the form of short-term employee benefits. For the year ended December 31, 2015 the Bank has paid out executive personnel remuneration of \$732,120 plus \$125,514 of other short-term employee benefits (2014 - \$605,283 and \$128,630, respectively). As at December 31, 2015 key management personnel had deposits of \$221,820 outstanding with the Bank (2014 - \$152,493).