

POLLARD
banknote limited

ANNUAL REPORT

2016

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LETTER TO SHAREHOLDERS

Enclosed please find our 2016 Annual Report. We are extremely proud of our achievements during the last year and believe our record results reflect the level of excellence attained in all areas of our operations. We are extremely excited about our prospects and the opportunities that we believe will present themselves in 2017.

Our Omni-platform approach to lotteries paid significant dividends, with strong sales of instant tickets combining with growth in a number of ancillary areas to reach record revenue levels.

Our new press performance improved significantly during the year, but there remains work to do to achieve the expected lower cost platform. The press is producing high quality product and we are seeing incremental improvements in our cost efficiencies each month as our experience grows.

Our iLottery operations remain the industry standard. Our Michigan ilottery operation clearly illustrates that a properly run, market focused, responsible gaming approach can be very successful, while still supporting growth in the traditional bricks and mortar operations at the same time.

And our acquisition strategy continues to develop, with increased resources and strong focus we are hoping the results of our efforts will come to fruition in the near future.

Sales

2016 revenue reached record levels at over \$246 million, an improvement of 11%. A number of factors led to the increase, including higher volumes of instant tickets (generating \$3.2 million in additional revenue), higher average selling price reflecting higher sales of our high value proprietary products (increasing revenue by \$4.3 million) and improved sales of our ancillary products including iLottery, digital and licensed games sales creating \$6.5 million in additional revenue. Charitable gaming sales were up \$3.2 million through additional volumes of vending machines and strong sales in pull tabs. The weaker Canadian dollar impacted our revenue figures positively by \$8.2 million.

Our expanding sales in our ancillary product lines, although still small relative to our sales of instant tickets, is an important metric as we expand into providing greater value added services to our lottery customers. Our continued focus on innovation is highlighted through the robust sales of our value added products

such as our Scratch FX® premium products, which achieved record sales for a second year in a row.

2016 witnessed increasing traction and interest in our lottery management systems (including our SureTrack® information system), with a number of installations achieved during the year. Lotteries are increasingly looking to update and modernize their instant ticket information systems and our unique stand-alone inventory tracking and distribution software is well positioned to drive higher sales. We are investing additional resources in the next upgraded version of SureTrack® and look forward to assisting more customers in the future.

Licensed game sales continue to play an important role with lotteries, providing a unique game experience for their players. 2016 generated considerable interest in a number of our arcade-based licenses such as Frogger and PacMan™ and our outlook for 2017 is very positive, including future sales relating to our Corvette licensed products.

Our contract portfolio remains very strong and is well-positioned to generate higher sales volumes. Contract renewals were attained for a number of lotteries including Florida, Iowa, Kentucky, Massachusetts, France, Israel, Czech Republic and Poland during 2016. In addition, new contracts were awarded with existing clients whose contracts expired, including Kansas, Minnesota, Finland, Sweden and two lotteries in Australia. A new 3-year contract with the Michigan Lottery was initiated in early 2017 which continues our long standing, collaborative partnership with an industry leading lottery.

Our Michigan iLottery joint venture continued to outpace the rest of the industry for internet-based lottery operations. The ability to play draw based games was added during the year and combined with the sale of instant tickets and Keno, lottery players have embraced this platform as an important method of choice to play lottery games. Our enhanced subscription service for the Virginia Lottery started live operation in the fall of 2016 and has already exceeded the lottery's expectations. Marketed appropriately, we have seen digital and internet-based sales augment lotteries revenue while at the same time assisting in strong growth in sales of lottery products at traditional retail locations.

Operations

Gross margin increased approximately \$5 million in absolute terms, reflecting the growth in revenue discussed previously. Gross margin percentage remained steady at 20%. The positive leverage of increased volume and higher selling prices was mitigated by higher costs associated with the operation of the new Tresu press. While producing large volumes of quality product, our new press has not yet achieved the ultimate cost efficiencies we anticipate. However,

throughout 2016 we experienced steady improvement in key operating metrics and we continue to see steady improvements. We are confident this trend will continue steadily throughout 2017.

Administration and selling expenses increased 9% compared to 2015. Additional investments have been made in a number of areas to support our ancillary digital and lottery management services product lines. Included in our administration category are a number of support activities including our technical and research department as well as our large information technology group. These employees are directly correlated to our manufacturing and production activities and are critical in driving our innovation process.

One of the strengths of our business model is the generation of significant free cash flow and 2016 was no exception. Cash flow from operations before CAPEX and investments in working capital generated \$28.6 million during the year, compared to \$22.5 million in 2015. After deducting our expenditures for CAPEX and a large investment in non-cash working capital, our net financial position (interest bearing debt less cash) improved by approximately \$3 million. As working capital balances stabilize, combined with a continued low level of CAPEX, we anticipate generating significant amounts of free cash flow. These funds will provide the foundation to grow our business including through the financing of acquisitions.

The Canadian dollar was slightly weaker during 2016 relative to both the U.S. dollar and the Euro compared to 2015, which has a positive impact on our operating results. Pollard has a net exposure to U.S. dollar cash inflows and a weaker Canadian dollar does generate additional cash. Similarly we have a number of European customers who pay in Euros so a weaker Canadian dollar compared to the Euro has a positive impact. A weaker Canadian dollar also assists us in bidding more aggressively for international contracts which helped us during 2016.

We worked diligently during 2016 investigating opportunities to grow our business through strategic alliances including acquisitions. We believe there exists a number of actionable prospects to expand our business through the addition of key resources to supplement and improve our product and service options for our clients. We have been very cautious in our analysis and will only consummate a transaction if the financial and business metrics exceed appropriate internal hurdles.

Outlook for 2017

We expect 2017 to be another very good year for Pollard Banknote, building on all the success achieved in 2016. The lottery industry remains very robust,

particularly in the instant ticket sector. Our existing contract portfolio provides us a good foundation to grow along with our lottery customers. Additional expansion of lotteries into ancillary areas such as loyalty clubs and digital products provides growth opportunities for Pollard.

Our new press capacity will continue to provide the opportunity to grow our production volumes and to do so in an improving cost structure environment.

iLottery operations are expected to grow and support our traditional core instant ticket products. We will be actively monitoring and participating in the development of iLottery opportunities in the U.S. and throughout the world. We believe recent interest in iLottery operations has increased in a number of American jurisdictions and we are cautiously optimistic we will see positive developments in 2017.

All of the factors discussed above should result in very strong cash flow during the year which can be used to further reduce our debt or provide a cornerstone for funding acquisitions.

2016 was a very successful year for Pollard with growth in a number of areas including higher sales, innovative product development and increased capacity. These results could not have been achieved without the dedication of almost 1,200 passionate employees; over 60 loyal lottery customers and hundreds of hard-working charitable gaming distributors; dozens of supportive suppliers and vendors; our diligent board of directors and of course, our shareholders, who have backed us for many years and continue to help provide the inspiration to grow and expand the Pollard name in the lottery world.

We thank everyone for all your support and look forward to achieving even greater success in 2017.

On February 22, 2017, our Director, friend and mentor, Del Crewson, passed away. Since our IPO in 2005, Del has been an integral part of Pollard's success. His business acumen, wisdom and insightful analysis were matched by his kindness, sense of humour and passion for doing the right thing. Pollard is an appreciably better organization as a result of Del's contributions. He will be sorely missed.

Douglas Pollard
Co-Chief Executive Officer

John Pollard
Co-Chief Executive Officer

DIRECTORS OF POLLARD BANKNOTE LIMITED

Gordon Pollard

Executive Chair

Gordon Pollard joined Pollard Banknote in 1989 as Vice President, Marketing. He became Co-Chief Executive Officer in 1997 and on May 1, 2011, was appointed Executive Chair of the Board of Directors. Prior to 1989, he practiced law with a major Manitoba firm specializing in corporate and securities law. Mr. Pollard has an LL.B. from the University of Manitoba and a B.A. from the University of Winnipeg.

Jerry Gray

Jerry Gray is Dean Emeritus of the I. H. Asper School of Business at the University of Manitoba where he also held the CA Manitoba Endowed Chair in Business Leadership. He is a Past Chair of the Winnipeg Regional Health Authority and is a director and Chairman of the Board of Gendis, Inc. He has consulted with many major corporations in the United States and Canada in the areas of motivation, organizational design, manpower planning, managing change, management development, incentive system design, customer service and strategic planning.

Garry Leach

Garry Leach is the Chief Executive Officer of Mandak Capital Limited (an investment corporation). From 1988 to 2004, Mr. Leach was President and Chief Executive Officer of Gerdau MRM Steel (Manitoba Rolling Mills) and its predecessors. Mr. Leach has previously served on the Board of Directors for Gerdau Ameristeel, GLM Industries, Manitoba Hydro, the Canadian Steel Producers Association, (Ottawa), the Steel Manufacturers Association, (Washington), as well as the Business Council of Manitoba. Mr. Leach also served as Regent for the University of Winnipeg.

Douglas Pollard

Douglas Pollard is Co-Chief Executive Officer of Pollard Banknote. He joined Pollard Banknote in 1997 as Vice President, Lottery Management Services and on May 1, 2011, he was appointed Co-Chief Executive Officer. From 1997 to 1999 he was a director and the General Manager of Imprimerie Spéciale de Banque, a subsidiary of Pollard Banknote based in Paris, France. Prior to 1997 Mr. Pollard was a Senior Consultant with PricewaterhouseCoopers. Mr. Pollard has an M.B.A. from The Richard Ivey School of Business at the University of Western Ontario and a B.A. from the University of Manitoba.

John Pollard

John Pollard is Co-Chief Executive Officer of Pollard Banknote. He joined Pollard Banknote in 1986 as Vice President, Finance and became Co-Chief Executive Officer in 1997. Prior to 1986, he was an associate with the accounting firm Deloitte & Touche LLP. Mr. Pollard has a B.Comm. from the University of Manitoba, and is a former member of the Institute of Chartered Accountants of Manitoba.

POLLARD **banknote** limited

December 31, 2016

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS**

FOR THE YEAR ENDED DECEMBER 31, 2016

March 13, 2017

This management's discussion and analysis ("MD&A") of Pollard Banknote Limited ("Pollard") for the year ended December 31, 2016, is prepared as at March 13, 2017, and should be read in conjunction with the accompanying audited financial statements of Pollard and the notes therein as at December 31, 2016. Results are reported in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("GAAP" or "IFRS").

Forward-Looking Statements

Certain statements in this report may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this document, such statements include such words as "may," "will," "expect," "believe," "plan" and other similar terminology. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this document. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.

Use of Non-GAAP Financial Measures

Reference to "Adjusted EBITDA" is to earnings before interest, income taxes, depreciation and amortization, unrealized foreign exchange gains and losses, mark-to-market gains and losses on foreign currency contracts, and certain non-recurring items including start-up costs. Adjusted EBITDA is an important metric used by many investors to compare issuers on the basis of the ability to generate cash from operations and management believes that, in addition to net income, Adjusted EBITDA is a useful supplementary measure.

Adjusted EBITDA is a measure not recognized under GAAP and does not have a standardized meaning prescribed by GAAP. Therefore, this measure may not be comparable to similar measures presented by other entities. Investors are cautioned that Adjusted EBITDA should not be construed as an alternative to net income determined in accordance with GAAP as an indicator of Pollard's performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows.

Basis of Presentation

The results of operations in the following discussions encompass the consolidated results of Pollard for the year ended December 31, 2016. All figures are in millions except for per share amounts.

POLLARD BANKNOTE LIMITED

Overview

Pollard Banknote Limited ("Pollard") is one of the leading providers of products and services to the lottery and charitable gaming industries throughout the world. Management believes Pollard is the largest provider of instant-win scratch tickets ("instant tickets") based in Canada and the second largest producer of instant tickets in the world.

Pollard produces and provides a comprehensive line of instant tickets and lottery services including: licensed products, distribution, SureTrack® lottery management system, retail telephone selling ("tel-sell"), marketing, iLottery, digital products, Social Instants™, retail management services and instant ticket vending machines. In addition, Pollard's charitable gaming product line includes pull-tab (or break-open) tickets, bingo paper, pull-tab vending machines and ancillary products such as pull-tab counting machines. Pollard also markets products to the commercial gaming and security sector including such items as promotional scratch and win tickets, transit tickets and parking passes.

Pollard's lottery products are sold extensively throughout Canada, the United States and the rest of the world, wherever applicable laws and regulations authorize their use. Pollard serves over 60 instant ticket lotteries including a number of the largest lotteries throughout the world. Charitable gaming products are mostly sold in the United States and Canada where permitted by gaming regulatory authorities. Pollard serves a highly diversified customer base in the charitable gaming market of over 250 independent distributors with the majority of revenue generated from repeat business.

Product line breakdown of revenue

	Year ended December 31, 2016	Year ended December 31, 2015
Instant Tickets	89%	90%
Charitable Gaming Products	11%	10%

Geographic breakdown of revenue

	Year ended December 31, 2016	Year ended December 31, 2015
United States	54%	49%
Canada	20%	24%
International	26%	27%

The following financial information should be read in conjunction with the accompanying financial statements of Pollard and the notes therein as at and for the year ended December 31, 2016.

SELECTED FINANCIAL INFORMATION

(millions of dollars, except per share information)

	Year ended December 31, 2016	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Sales	\$246.4	\$221.0	\$194.5	\$184.9
Cost of sales	197.2	176.7	153.4	149.7
Gross profit	49.2	44.3	41.1	35.2
<i>Gross profit as a % of sales</i>	20.0%	20.0%	21.1%	19.0%
Administration expenses	20.9	19.2	17.0	15.2
<i>Expenses as a % of sales</i>	8.5%	8.7%	8.7%	8.2%
Selling expenses	8.0	7.4	6.9	6.8
<i>Expenses as a % of sales</i>	3.2%	3.3%	3.5%	3.7%
Net income	12.3	7.5	8.7	5.4
<i>Net income as a % of sales</i>	5.0%	3.4%	4.5%	2.9%
Adjusted EBITDA	29.7	26.8	25.6	22.7
<i>Adjusted EBITDA as a % of sales</i>	12.1%	12.1%	13.2%	12.3%
Earnings per share (basic)	\$0.52	\$0.32	\$0.37	\$0.23
Earnings per share (diluted)	\$0.52	\$0.32	\$0.37	\$0.23
	December 31, 2016	December 31, 2015	December 31, 2014	December 31, 2013
Total Assets	\$176.8	\$164.1	\$149.3	\$133.4
Total Non-Current Liabilities	\$94.4	\$96.3	\$89.2	\$79.2

RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA

(millions of dollars)

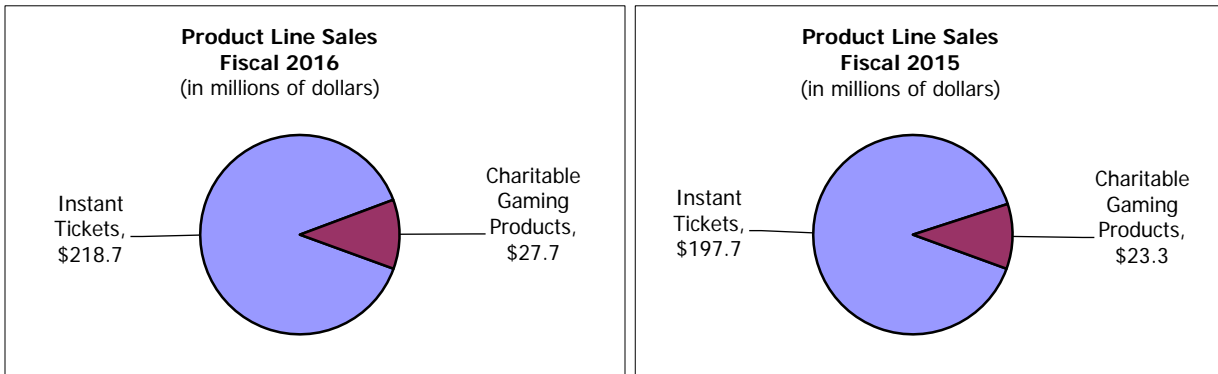
	Year ended December 31, 2016	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Net income	\$12.3	\$7.5	\$8.7	\$5.4
Adjustments:				
Amortization and depreciation	10.8	8.4	7.9	8.6
Interest	3.4	2.9	2.9	3.4
Unrealized foreign exchange (gain) loss	(1.6)	3.8	1.7	1.0
Mark-to-market (gain) loss on foreign currency contracts	-	(0.5)	0.1	0.4
Start-up costs – Michigan iLottery	-	-	0.6	-
Income taxes	4.8	4.7	3.7	3.9
Adjusted EBITDA	\$29.7	\$26.8	\$25.6	\$22.7

REVIEW OF OPERATIONS

Financial and operating information has been derived from, and should be read in conjunction with, the consolidated financial statements of Pollard and the selected financial information disclosed in this MD&A.

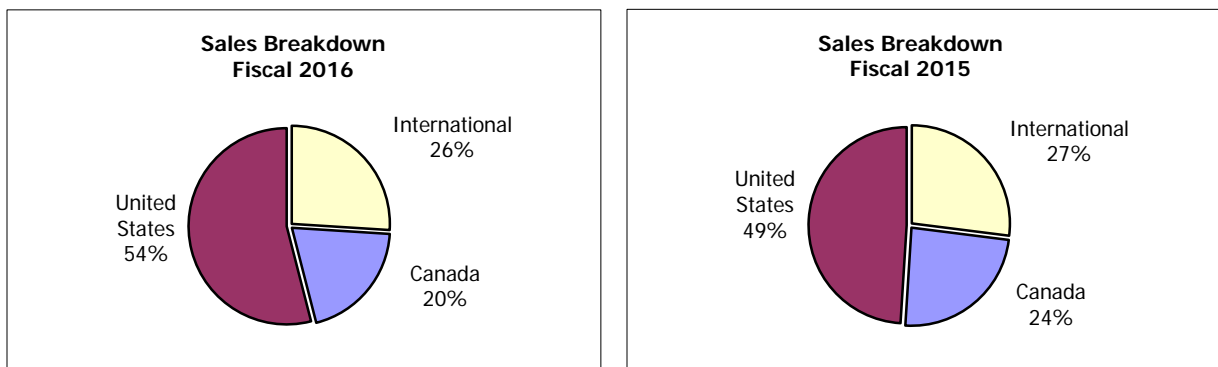
ANALYSIS OF RESULTS FOR THE YEAR ENDED DECEMBER 31, 2016

Sales



During the year ended December 31, 2016 (“Fiscal 2016” or “2016”), Pollard achieved sales of \$246.4 million, compared to \$221.0 million in the year ended December 31, 2015 (“Fiscal 2015” or “2015”). Factors impacting the \$25.4 million sales increase were:

Higher instant ticket average selling prices for 2016 increased sales by \$4.3 million compared to 2015, primarily as a result of greater proprietary product sales, while higher instant ticket volumes increased sales by \$3.2 million. Improved sales of our ancillary lottery products and services further increased sales by \$6.5 million from Fiscal 2015 due primarily to increased revenues from iLottery. Charitable gaming volumes were also higher than Fiscal 2015 increasing sales by \$2.4 million, primarily as a result of greater vending machine sales, while the increase in average selling price increased sales of charitable gaming products by \$0.8 million.



During Fiscal 2016, Pollard generated approximately 68.8% (2015 – 65.0%) of its revenue in U.S. dollars including a portion of international sales which are priced in U.S. dollars. During Fiscal 2016 the actual U.S. dollar value was converted to Canadian dollars at an average rate of \$1.328 compared to an average rate of \$1.269 during Fiscal 2015. This 4.7% increase in the U.S. dollar value resulted in an approximate increase of \$7.6 million in revenue relative to Fiscal 2015. Also during Fiscal 2016, the Canadian dollar

weakened against the Euro resulting in an approximate increase of \$0.6 million in revenue relative to Fiscal 2015.

Cost of sales and gross profit

Cost of sales was \$197.2 million in Fiscal 2016 compared to \$176.7 million in Fiscal 2015. Cost of sales was higher in Fiscal 2016 relative to Fiscal 2015 as a result of an increase in instant ticket volumes, increased ancillary lottery products and services sales, higher exchange rates on U.S. dollar transactions in 2016, which increased cost of sales approximately \$5.8 million, and higher amortization relating to our new press.

Gross profit was \$49.2 million (20.0% of sales) in Fiscal 2016 compared to \$44.3 million (20.0% of sales) in Fiscal 2015. This higher gross profit was due primarily to the increase in ancillary lottery products and services sales, increased average selling price of instant tickets and the positive impact from higher exchange rates on net U.S. dollar transactions.

Administration expenses

Administration expenses increased to \$20.9 million in Fiscal 2016 from \$19.2 million in Fiscal 2015 due primarily to higher professional fees, increased compensation expenses (which primarily related to expansion of our lottery management system and ancillary lottery product and services sales) including incentive accruals.

Selling expenses

Selling expenses increased to \$8.0 million in Fiscal 2016 from \$7.4 million in Fiscal 2015 due primarily to higher compensation expense in our charitable gaming division to support increased sales, higher contract support costs and the increased Canadian dollar equivalent of U.S. dollar denominated expenses.

Other income

Other income in Fiscal 2016 consisted of a \$0.7 million loss on equity investment, which was fully offset by a \$0.7 million miscellaneous gain, primarily consisting of a \$0.5 million gain on the sale of an associate.

Interest expense

Interest expense increased to \$3.4 million in Fiscal 2016 from \$2.9 million in Fiscal 2015 primarily as a result of no longer capitalizing borrowing costs related to the new press project, which ended after the second quarter in 2015.

Foreign exchange gain

The net foreign exchange gain was \$0.4 million in Fiscal 2016 compared to a net loss of \$3.1 million in Fiscal 2015. The 2016 net foreign exchange gain consisted of a \$1.6 million unrealized gain primarily a result of the decreased Canadian equivalent value of U.S. denominated accounts payable and long-term debt with the strengthening of the Canadian dollar relative to the U.S. dollar. This gain was partially offset by the realized foreign exchange loss of \$1.2 million as a result of foreign currency denominated account receivables collected being converted into Canadian dollars at unfavorable foreign exchange rates.

The 2015 net foreign exchange loss consisted of a \$3.8 million unrealized loss which was primarily a result of the increased Canadian equivalent value of U.S. denominated debt with the significant weakening of the Canadian dollar relative to the U.S. dollar. This loss was partially offset by the realized foreign exchange gain of \$0.7 million as a result of foreign currency denominated account receivables collected being converted into Canadian dollars at favorable foreign exchange rates.

Amortization and depreciation

Amortization and depreciation, including depreciation of property and equipment and the amortization of deferred financing costs and intangible assets, totaled \$10.8 million during Fiscal 2016 which increased from \$8.4 million during Fiscal 2015 primarily as a result of increased depreciation of property, plant and equipment due to the commissioning of the new press in our Ypsilanti facility.

Adjusted EBITDA

Adjusted EBITDA was \$29.7 million in Fiscal 2016 compared to \$26.8 million in Fiscal 2015. The primary reason for the increase in Adjusted EBITDA of \$2.9 million was the increase in gross profit of \$7.3 million (net of amortization and depreciation). This increase was partially offset by higher administration expenses of \$1.7 million, an increase in selling expenses of \$0.6 million and the increase in realized foreign exchange loss of \$1.9 million.

Income taxes

Income tax expense was \$4.8 million in Fiscal 2016, an effective rate of 28.1%, which was similar to our expected effective rate of 27.0%.

Income tax expense was \$4.7 million in Fiscal 2015, an effective rate of 38.8%, which was higher than our expected effective rate of 26.8% due primarily to differences relating to the foreign exchange impact of Canadian dollar denominated debt in its U.S. subsidiaries. Pollard has capitalized its U.S. operations using intercompany Canadian dollar debt. The weakening of the Canadian dollar versus the U.S. dollar results in a future gain on debt repayment for U.S. tax purposes in the subsidiary, creating a deferred tax expense with no related income (as the gain is eliminated on consolidation). This increased the consolidated provision percentage approximately 30%. Other permanent differences relating to the foreign exchange translation of property, plant and equipment decreased the provision by approximately 15%. Current income tax expense was in a recovery position due to accelerated tax depreciation on capital expenditures.

Net income

Net income was \$12.3 million in Fiscal 2016 compared to net income of \$7.5 million in Fiscal 2015. The primary reasons for the increase in net income were the increase gross profit of \$4.9 million and the decrease in net foreign exchange loss of \$3.5 million. Partially offsetting these increases in net income were the increase in administration expense of \$1.7 million, the increase in selling expenses of \$0.6 million, the increase in interest expense of \$0.5 million and the decrease in the non-cash mark-to-market gain on foreign currency contracts of \$0.5 million.

Earnings per share (basic and diluted) increased to \$0.52 per share in Fiscal 2016 from \$0.32 per share in Fiscal 2015.

Liquidity and Capital Resources

Cash provided by operating activities

For the year ended December 31, 2016, cash flow provided by operating activities was \$11.7 million compared to \$19.7 million in Fiscal 2015. Higher net income before income taxes after non-cash adjustments in Fiscal 2016 contributed to an increase in cash provided by operating activities compared to Fiscal 2015. Changes in the non-cash component of working capital decreased cash flow from operations by \$16.9 million for Fiscal 2016 (due primarily to increases in accounts receivable and inventory, partially offset by an increase in accounts payable and accrued liabilities), compared to a decrease of \$2.8 million for Fiscal 2015 (due primarily to increases in accounts receivable, prepaid expenses and income taxes receivable, and a decrease in accounts payable and accrued liabilities, partially offset by a decrease in inventory). The significant increase in the investment in accounts receivables in 2016 was a result of increased sales volumes.

Cash used for interest payments increased to \$3.3 million in 2016 as compared to \$2.8 million in 2015. As well, cash used for pension plan contributions increased to \$3.1 million in 2016 as compared to \$2.9 million in 2015. Cash received for income taxes recovered was \$0.7 million in 2016 compared to \$3.1 million of income taxes paid in 2015. Income taxes were recovered as a result of tax loss carrybacks generated from accelerated depreciation on U.S. based equipment.

Cash used for investing activities

In the year ended December 31, 2016, cash used for investing activities was \$6.4 million compared to \$16.5 million in the year ended December 31, 2015. In Fiscal 2016, capital expenditures were \$5.0 million. Pollard expended \$0.8 million on its investment in its iLottery joint venture and \$1.1 million on additions to intangible assets. These intangible additions primarily related to implementation costs, including capitalized internal costs, for ERP software. Proceeds from the sale of Pollard's investment in associate provided cash of \$0.5 million.

In Fiscal 2015, capital expenditures were \$15.4 million, with \$12.0 million in expenditures relating to the new press project including various auxiliary equipment. Pollard expended \$0.4 million on its investment in its iLottery joint venture and \$0.7 million on additions to intangible assets, net of investment tax credits. These intangible additions primarily related to implementation costs, including capitalized internal costs, for ERP software.

Cash used for financing activities

Cash used for financing activities was \$5.4 million in the year ended December 31, 2016, compared to cash used for financing activities of \$2.3 million in the year ended December 31, 2015.

During Fiscal 2016, cash was used to repay \$1.8 million of long-term debt, \$0.7 million of subordinated debt, \$0.2 million of financing costs and dividends paid of \$2.8 million.

During Fiscal 2015 proceeds from long-term debt of \$1.0 million were offset by \$0.4 million of financing costs and dividends paid of \$2.8 million.

As at December 31, 2016, Pollard had unused committed credit facility of \$18.9 million. This amount is available to be used for future working capital requirements, contractual obligations, capital expenditures and dividends.

**ANALYSIS OF RESULTS FOR THE PERIOD OCTOBER 1, 2016 TO DECEMBER 31, 2016
FOURTH QUARTER OF 2016**

SELECTED FINANCIAL INFORMATION

(millions of dollars)

	Three months ended December 31, 2016	Three months ended December 31, 2015
	(unaudited)	(unaudited)
Sales	\$65.7	\$57.2
Cost of sales	51.5	45.6
Gross profit	14.2	11.6
Administration	4.9	5.7
Selling	2.2	2.0
Other expense	0.3	0.1
Income from operations	6.8	3.8
Finance costs	1.2	1.8
Income before income taxes	5.6	2.0
Income taxes:		
Current (recovery)	1.2	(4.5)
Future	0.6	5.3
	1.8	0.8
Net income	<u>\$3.8</u>	<u>\$1.2</u>
Adjustments:		
Amortization and depreciation	2.3	2.4
Interest	0.8	0.8
Unrealized foreign exchange loss	0.4	1.1
Income taxes	1.8	0.8
Adjusted EBITDA	<u>\$9.1</u>	<u>\$6.3</u>

Sales

During the three months ended December 31, 2016, Pollard achieved sales of \$65.7 million, compared to \$57.2 million in the three months ended December 31, 2015. Factors impacting the \$8.5 million sales increase were:

Instant ticket sales volumes for the fourth quarter of 2016 were higher than the fourth quarter of 2015 by 14.1%, which increased sales by \$6.7 million, due to higher volumes from existing customers. In addition, an increase in our ancillary instant ticket products and services volumes, primarily sales from iLottery, increased sales by \$1.1 million. Higher volumes of charitable game sales added \$1.5 million in sales compared to the fourth quarter of 2015, primarily as a result of higher vending machine sales. Partially offsetting these increases in sales was a slight decrease in average selling price of instant tickets compared to 2015 which reduced sales by \$0.6 million.

During the three months ended December 31, 2016, Pollard generated approximately 68.2% (2015 – 62.0%) of its revenue in U.S. dollars including a portion of international sales which were priced in U.S. dollars. During the fourth quarter of 2016 the actual U.S. dollar value was converted to Canadian dollars at an average rate of \$1.332, compared to an average rate of \$1.336 during the fourth quarter of 2015. This 0.3% decrease in the value of the U.S. dollar resulted in an approximate decrease of \$0.1 million in revenue relative to 2015. Also during the fourth quarter of 2016, the Canadian dollar strengthened against the Euro resulting in an approximate decrease of \$0.1 million in revenue relative to 2015.

Cost of sales and gross profit

Cost of sales was \$51.5 million in the fourth quarter of 2016 compared to \$45.6 million in the fourth quarter of 2015. Cost of sales was higher in the quarter relative to the fourth quarter of 2015 as a result of an increase in instant ticket volumes and higher ancillary instant ticket products and services volumes.

Gross profit was \$14.2 million (21.6% of sales) in the fourth quarter of 2016 compared to \$11.6 million (20.3% of sales) in the fourth quarter of 2015. This increase in gross profit dollars was due to the higher instant ticket sales volumes and higher ancillary instant ticket products and services volumes. The increase in gross profit percentage was due to a favorable instant ticket sales mix.

Administration expenses

Administration expenses were \$4.9 million in the fourth quarter of 2016 which was lower compared to \$5.7 million in the fourth quarter of 2015 primarily as a result of lower professional fees, including a settlement generating a recovery of previous legal expenses.

Selling expenses

Selling expenses increased to \$2.2 million in the fourth quarter of 2016 from \$2.0 million in the fourth quarter of 2015 primarily as a result of an increase in contract support costs.

Other expense

Other expense of \$0.3 million in the fourth quarter of 2016 consisted of \$0.4 million loss on equity investment, which was partially offset by a \$0.1 million miscellaneous gain.

Interest expense

Interest expense of \$0.8 million in the fourth quarter of 2016 was similar to \$0.8 million in the fourth quarter of 2015.

Foreign exchange loss

The net foreign exchange loss was \$0.3 million in the fourth quarter of 2016 compared to a net loss of \$0.9 million in the fourth quarter of 2015. The 2016 net foreign exchange loss consisted of a \$0.4 million unrealized loss which was primarily a result of the increased Canadian equivalent value of U.S. denominated debt with the weakening of the Canadian dollar relative to the U.S. dollar. This loss was partially offset by the realized foreign exchange gain of \$0.1 million, as a result of foreign currency denominated account receivables collected being converted into Canadian dollars at favorable foreign exchange rates.

The 2015 net foreign exchange loss consisted of a \$1.1 million unrealized loss which was primarily a result of the increased Canadian equivalent value of U.S. denominated debt with the weakening of the Canadian dollar relative to the U.S. dollar. This loss was partially offset by the realized foreign exchange gain of \$0.2 million, as a result of foreign currency denominated account receivables collected being converted into Canadian dollars at favorable foreign exchange rates.

Amortization and depreciation

Amortization and depreciation, including depreciation of property, plant and equipment and the amortization of deferred financing costs and intangible assets, totaled \$2.3 million during the fourth quarter of 2016 which was similar to \$2.4 million during the fourth quarter of 2015.

Adjusted EBITDA

Adjusted EBITDA was \$9.1 million in the fourth quarter of 2016 compared to \$6.3 million in the fourth quarter of 2015. The primary reasons for the increase in Adjusted EBITDA were the increase in gross profit (net of amortization and depreciation) of \$2.6 million and the decrease in administration expenses of \$0.8 million, partially offset by higher selling expenses of \$0.2 million and an increase in other expenses of \$0.2 million.

Income taxes

Income tax expense was \$1.8 million in the fourth quarter of 2016, an effective rate of 32.5% which was higher than our expected effective rate of 27.0% due primarily to differences relating to the foreign exchange impact of Canadian dollar denominated debt in its U.S. subsidiaries. Pollard has capitalized its U.S. operations using intercompany Canadian dollar debt. The significant weakening of the Canadian dollar versus the U.S. dollar in the fourth quarter results in a future gain on debt repayment for U.S. tax purposes in the subsidiary, creating a deferred tax expense with no related income (as the gain is eliminated on consolidation). This increased the consolidated provision percentage by about 8%. Other permanent differences relating to the foreign exchange translation of property, plant and equipment decreased the provision by approximately 4%.

Income tax expense was \$0.8 million in the fourth quarter of 2015, an effective rate of 37.8% which was higher than our expected effective rate of 26.8% due primarily to differences relating to the foreign exchange impact of Canadian dollar denominated debt in its U.S. subsidiaries. Pollard has capitalized its

U.S. operations using intercompany Canadian dollar debt. The significant weakening of the Canadian dollar versus the U.S. dollar in the fourth quarter results in a future gain on debt repayment for U.S. tax purposes in the subsidiary, creating a deferred tax expense with no related income (as the gain is eliminated on consolidation). This increased the consolidated provision percentage by about 31%. Other permanent differences relating to the foreign exchange translation of property, plant and equipment decreased the provision by approximately 21%. Current income tax expense was in a recovery position due to accelerated tax depreciation on capital expenditures.

Net income

Net income was \$3.8 million in the fourth quarter of 2016 compared to \$1.2 million in the fourth quarter of 2015. The primary reasons for the increase in net income were the higher gross profit of \$2.6 million, the decrease in administration expenses of \$0.8 million and the decrease in net foreign exchange loss of \$0.6 million. Partially offsetting these increases were the increase in income taxes of \$1.0 million, the increase in selling expenses of \$0.2 million and higher other expenses of \$0.2 million.

Earnings per share (basic and diluted) increased to \$0.16 per share in the fourth quarter of 2016 from \$0.05 per share in the fourth quarter of 2015.

Quarterly Information

(unaudited)

(millions of dollars)

	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2016	2016	2016	2016	2015	2015	2015	2015
Sales	\$65.7	\$62.7	\$54.0	\$64.0	\$57.2	\$57.9	\$51.4	\$54.5
Adjusted EBITDA	9.1	7.8	6.0	6.8	6.3	7.5	6.3	6.7
Net income	3.8	2.8	2.1	3.6	1.2	1.9	3.0	1.4

Q4 2016 sales and adjusted EBITDA were higher due to increased sales volumes and favorable sales mix.

Productive Capacity

Management has defined the current productive capacity, factoring in the new press becoming fully operational, as the level of operations necessary to maintain a minimum Adjusted EBITDA of \$30.0 to \$35.0 million on an annualized basis. Due to varying factors implicit in the nature of the lottery industry and the instant ticket market, productive capacity can best be measured through a financial output such as Adjusted EBITDA and cash flow. A significant impact on our Adjusted EBITDA capacity will be the timing of the ramp up of our new press and how quickly increased volumes will be attained through the relatively long sales cycle of the lottery industry. A number of factors impact the level of Adjusted EBITDA including physical plant capacity, machine capacity, nature of product and service offerings produced and mix of customers. Changes to productive capacity have occurred primarily through expenditures on fixed assets and improved processes and other internal improvement measures. Productive capacity is also

impacted by changes in foreign exchange relationships. There have been no increases in productive capacity due to acquisitions since Pollard's initial public offering ("IPO") in August 2005.

Pollard's strategy with respect to productive capacity is to expend the required funds and resources to maintain the assets required to generate the targeted cash flow. In addition, dependent on certain market conditions and limitations on available funds, projects are incurred to increase cash inflow or decrease cash outflow. The nature of the lottery industry does not in itself lead to significant obsolescence risk with the operating assets. To grow productive capacity, ongoing investment in new technology, new fixed assets and new intangible assets is required. Pollard utilizes a number of individual strategies to maintain and grow productive capacity including a capital expenditure budget and a rigorous formal approval process, flexible individual customer management relationships and structured maintenance programs throughout all of the facilities.

An important component to managing and growing productive capacity is the management of certain intangible assets, including customer contracts and relationships, patents, computer software and goodwill. Certain of these assets are reflected in Pollard's financial statements due to the use of continuity of interest method of accounting during the transfer of the business at Pollard's IPO.

Management focuses on maintaining and growing the value of the customer relationship through winning contract renewals, pursuing and obtaining new contracts and assisting existing customers growing their instant ticket product lines. Regular commitment to research and development allows continual development of patents, software and additional technological assets that maintain and increase operating income and cash flow. Detailed cost benefit analysis is performed for any significant investment of funds or resources in order to minimize the associated risks that these assets will not be able to generate the expected level of cash flow. Where new opportunities are identified, such as a new marketing opportunity or a new machine or process able to reduce input costs, consideration is given to revise plans and take advantage of these prospects.

Certain risks are associated with projects aimed at increasing productive capacity, including increases in working capital, acquisition or development of intellectual property, development of additional products or services and purchases of fixed assets. If these investments fail to increase Adjusted EBITDA and cash flow, then productive capacity will ultimately decrease over time due to the consumption of these investment resources. The impact on productive capacity may also depend upon the completion and start up timing of certain investment projects.

Working Capital

Net non-cash working capital varies throughout the year based on the timing of individual sales transactions and other investments. The nature of the lottery industry is few individual customers who generally order large dollar value transactions. As such, the change in timing of a few individual orders can impact significantly the amount required to be invested in inventory or receivables at a particular period end. The high value, low volume of transactions results in some significant volatility in non-cash working capital, particularly during a period of rising volumes. Similarly, the timing of the completion of the sales cycle through collection can significantly impact non-cash working capital.

Instant tickets are produced specifically for individual clients resulting in a limited investment in finished goods inventory. Customers are predominantly government agencies, which result in regular payments. There are a limited number of individual customers, and therefore net investment in working capital is managed on an individual customer by customer basis, without the need for company wide benchmarks.

The overall impact of seasonality does not have a material impact on the carrying amounts in working capital.

As at December 31, 2016, Pollard's investment in non-cash working capital increased \$16.9 million compared to December 31, 2015, primarily as a result of an increased investments in accounts receivables and inventories, which were partially offset by an increase in accounts payable and accrued liabilities. Increased sales volumes, particularly in the fourth quarter, resulted in the large increase in accounts receivable.

	December 31, 2016	December 31, 2015
Working Capital	\$49.5	\$39.1
Total Assets	\$176.8	\$164.1
Total Non-Current Liabilities	\$94.4	\$96.3

Credit Facility

Pollard's credit facility was renewed effective June 24, 2016. The credit facility provides loans of up to \$75.0 million for its Canadian operations and US\$12.0 million for its U.S. subsidiaries. The borrowings for the Canadian operations can be denominated in Canadian or U.S. dollars, to a maximum of \$75.0 million Canadian equivalent. Borrowings under the credit facility bear interest at fixed and floating rates based on Canadian and U.S. prime bank rates, banker's acceptances or LIBOR. At December 31, 2016, the outstanding letters of guarantee were \$1.2 million. The remaining balance available for drawdown under the credit facility was \$18.9 million.

Under the terms and conditions of the credit facility agreement Pollard is required to maintain certain financial covenants including working capital ratios, debt to income before interest, income taxes, amortization and depreciation ("Adjusted EBITDA") ratios and certain debt service coverage ratios. As at December 31, 2016, Pollard is in compliance with all financial covenants.

Pollard's credit facility is secured by a first security interest in all of the present and after acquired property of Pollard's operating subsidiaries. The facility can be prepaid without penalties. Under the terms of the agreement effective June 24, 2016, the facility was committed for a two year period, renewable June 24, 2018.

Pollard believes that its credit facility, subordinated loan from Pollard Equities Limited and ongoing cash flow from operations will be sufficient to allow it to meet ongoing requirements for investment in capital expenditures, working capital and dividends at existing business levels.

Subordinated Debt

On April 2, 2014, Pollard entered into a loan agreement with Pollard Equities Limited ("Equities") for a subordinated term loan facility with a seven year term in the amount of \$6.8 million. Equities owns approximately 73.5% of Pollard's outstanding shares.

Quarterly principal payments on the subordinated loan facility commenced the quarter following June 30, 2016. Interest on the subordinated debt commenced with the first draw at a rate of 9%. The loan is fully subordinated to the secured credit facility.

Outstanding Share Data

As at December 31, 2016 and March 13, 2017, outstanding share data was as follows:

Common shares	23,543,158
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Share Options

Under the Pollard Banknote Limited Stock Option Plan the Board of Directors has the authority to grant options to purchase common shares to eligible persons and to determine the applicable terms. The aggregate maximum number of common shares available for issuance from Pollard's treasury under the Option Plan is 2,354,315 common shares.

On March 5, 2014, the Board of Directors approved the award of 100,000 options to purchase common shares of Pollard for certain key management personnel. The options were granted on March 10, 2014, and have a seven year term, vesting 25% per year over the first four years. The exercise price of the options was equal to the closing price of the common shares on March 7, 2014.

On September 7, 2016, the Board of Directors approved the award of 25,000 options to purchase common shares of Pollard for a key management member. The options were granted on October 3, 2016, and have a seven year term, vesting 25% per year over the first four years. The exercise price of the options was equal to the closing price of the common shares on September 30, 2016.

Subsequent to year end, on March 13, 2017, the Board of Directors approved the award of 125,000 options to purchase common shares of Pollard for key management personnel. The options will be granted on March 16, 2017, and have a seven year term, vesting 25% per year over the first four years. The exercise price of the options will be equal to the closing price of the common shares on March 15, 2017.

Contractual Obligations

Pollard rents premises and equipment under long-term operating leases. The following is a schedule by year of commitments and contractual obligations outstanding, including related interest payments:

<u>(millions of dollars)</u>	<u>Total</u>	<u><1 Year</u>	<u>2-3 Years</u>	<u>4-5 Years</u>	<u>Thereafter</u>
Long-term debt	\$74.7	\$2.3	\$72.4	-	-
Subordinated debt	\$7.3	\$1.8	\$3.3	\$2.2	-
Pension liability	\$13.5	\$1.3	\$2.6	\$2.6	\$7.0
Operating leases	\$22.7	\$4.9	\$7.9	\$5.8	\$4.1
Total	\$118.2	\$10.3	\$86.2	\$10.6	\$11.1

Pension Obligations

Pollard sponsors four non-contributory defined benefit pension plans, of which three are final pay plans and one is a flat benefit plan. As of December 31, 2016, the aggregate fair value of the assets of Pollard's defined benefit pension plans was \$44.4 million and the accrued benefit plan obligations were \$57.9 million. Pollard's total annual funding contribution for all pension plans in 2017 is expected to be approximately \$4.1 million, compared to \$2.6 million in 2016, including estimated solvency payments.

One of Pollard's Canadian pension plans will be subject to a solvency valuation as of December 31, 2016. We anticipate the valuation will result in a deficit due the low current levels of the mandated interest rate used to discount the future liabilities. We estimate the valuation will generate an estimated deficit of approximately \$13.0 million. As a result Pollard will be subject to additional special pension plan payments beginning in 2017 of approximately \$1.3 million per year through to 2026. These additional solvency payments do not impact pension expense and therefore will not affect our net income or EBITDA. Pollard was subject to additional solvency payments from 2011 to 2013, when Pollard was required to make additional pension contributions of approximately \$2.0 million per year. These additional pension solvency payments will be funded from operating cash flows.

Off-Balance Sheet Arrangements

Other than the operating leases described previously, Pollard has no other off-balance sheet arrangements.

Related Party Transactions

During the year ended December 31, 2016, Pollard paid property rent of \$3.1 million (2015 - \$3.1 million) and \$0.4 million (2015 - \$0.3 million) in plane charter costs to affiliates of Equities. In addition, Pollard paid Equities \$0.6 million (2015 - \$0.6 million) of interest on Pollard's subordinated debt.

During the year ended December 31, 2016, Equities paid Pollard \$0.07 million (2015 - \$0.07 million) for accounting and administration fees.

During the year ended December 31, 2016, Pollard reimbursed operating costs and paid software royalties of \$1.8 million (2015 - \$0.5 million) to its iLottery partner which are recorded in cost of sales and \$0.6 million (2015 - \$0.1 million) of development costs.

At December 31, 2016, Pollard owes Equities and its affiliates \$0.9 million (2015 - \$0.8 million) for rent, interest and other expenses. Also included in accounts payable and accrued liabilities is a net amount owing to Pollard's iLottery partner of \$0.8 million (2015 - \$1.1 million) for reimbursement of operating costs and capital expenditures, and its share of operating profits.

Critical Accounting Policies and Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management of Pollard regularly reviews its estimates and assumptions based on historical experience and various other assumptions that it believes would result in reasonable estimates given the circumstances. Actual results could differ from those estimates

under different assumptions. The following is a discussion of accounting policies which require significant management judgment and estimation.

Impairment of goodwill

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired of Pollard's U.S. subsidiaries and the excess purchase price over the underlying carrying amount of the portion of the net assets sold as at August 5, 2005, as part of the 26.7% of Pollard sold in conjunction with the IPO, and is not amortized. Goodwill is subject to an annual impairment test. This requires an estimation of the "value in use" or "fair value less costs to sell" of the cash-generating units ("CGUs") to which goodwill is allocated. Estimating a value in use requires Pollard to make an estimate of the expected future cash flows from the CGUs and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Employee future benefits

Accounting for defined benefit plans requires Pollard to use actuarial assumptions. These assumptions include the discount rate and the rate of compensation increases. These assumptions depend on underlying factors such as economic conditions, government regulations, investment performance, employee demographics and mortality rates.

Income taxes

Pollard is required to evaluate the recoverability of deferred income tax assets. This requires an estimate of Pollard's ability to utilize the underlying future income tax deductions against future taxable income before they expire. In order to evaluate the recoverability of these deferred income tax assets, Pollard must estimate future taxable income.

Future Changes in Accounting Policies

In July 2014, the International Accounting Standards Board ("IASB") issued International Financial Reporting Standards ("IFRS") 9 *Financial Instruments* ("IFRS 9"), which replaces the existing guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. IFRS 9 is required for fiscal years beginning on or after January 1, 2018. Pollard is currently assessing the impact of the new standard on its consolidated financial statements.

In May 2014, the IASB issued IFRS 15 *Revenue from Contracts with Customers*. The new standard specifies the steps and timing for recognizing revenue, as well as requiring more informative, relevant disclosures. IFRS 15 supersedes IAS 11 *Construction Contracts* and IAS 18 *Revenue*. IFRS 15 is required for fiscal years beginning on or after January 1, 2018 with early adoption available. Pollard is currently assessing the impact of the new standard on its consolidated financial statements.

In September 2014, the IASB issued amendments to IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures* (2011). The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business

(whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. These amendments were to be effective for fiscal years beginning on or after January 1, 2016, with early adoption available; however, in December 2015 the IASB decided to defer the effective date for these amendments indefinitely. Pollard is currently assessing the impact of the amendments on its consolidated financial statements.

In January 2016, the IASB issued IFRS 16 *Leases* which replaces IAS 17 *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. Transitional provisions have been provided. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15 *Revenue from Contracts with Customers* at or before the date of initial adoption of IFRS 16. Pollard is currently assessing the impact of the new standard on its consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 7 *Statement of Cash Flows*. The amendments were issued to improve information provided to users of financial statements about an entity's changes in liabilities arising from financing activities. These amendments are effective for annual periods beginning on or after January 1, 2017. Earlier application is permitted. Pollard does not expect these amendments to have a material impact on its consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 12 *Income Taxes*. The amendments were regarding the recognition of deferred tax assets for unrealized losses relating to debt instruments measured at fair value. These amendments are effective for annual periods beginning on or after January 1, 2017. Earlier application is permitted. Pollard does not expect these amendments to have a material impact on its consolidated financial statements.

In June 2016, the IASB issued amendments to IAS 2 *Share-Based Payments*. The amendments clarify how to account for certain types of share-based payment transactions. These amendments are effective for annual periods beginning on or after January 1, 2018. Retrospective or earlier application is permitted under certain conditions. Pollard is currently assessing the impact of the amendments on its consolidated financial statements.

In December 2016, the IASB issued IFRIC Interpretation 22 *Foreign Currency Transactions and Advance Consideration*. The interpretation clarifies the date of the transaction for the purposes of determining the exchange rate to use on initial recognition of the related asset, expense or income is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. The interpretation is effective for annual periods beginning on or after January 1, 2018. Retrospective or earlier application is permitted under certain conditions. Pollard is currently assessing the impact of the amendments on its consolidated financial statements.

Industry Risks and Uncertainties

Pollard is exposed to a variety of business and industry risks. A summary of the major risks faced by Pollard is noted below.

Dependence on Key Products

Instant lottery tickets and related services accounted for approximately 89% of Pollard's Fiscal 2016 revenues. Pollard's financial results and condition are substantially dependent on the continued success and growth in sales of this product and the profitability of such sales. Competitive efforts by other manufacturers of similar or substitute products, shifts in consumer preferences or the introduction and acceptance of alternative product offerings could have a material adverse effect on Pollard's business, financial condition, liquidity and results of operations.

Economic Uncertainty

Considerable economic uncertainty and concern over possible recessions and economic downturns have dominated the news in the past few years. Instant lottery tickets account for approximately 89% of revenue and Pollard's financial results and condition are substantially dependent on the continued success and growth in sales of this product and the profitability of such sales. Historically the lottery industry, and particularly the instant ticket product lines, has not shown any significant negative impact during downturns in the economic cycles. However, lotteries, similar to many government agencies, are increasingly under pressure to reduce costs and expenditures. As such, Pollard has witnessed downward pressure on its selling prices. Continued pressure on lotteries to reduce their costs may further negatively impact Pollard's selling prices. Significant shifts in consumer preferences or the introduction and acceptance of alternative product offerings could have a material adverse effect on Pollard's business, financial condition, liquidity and results of operations.

Inability to Sustain Sales or EBITDA Margins

Pollard's income depends upon its ability to generate sales to customers and to sustain its EBITDA margins. These margins are dependent upon Pollard's ability to continue to profitably sell lottery tickets and gaming products and to continue to provide products and services that make it the supplier of choice to its customers. If Pollard's costs of sales or operating costs increase, or other manufacturers of gaming products could compete more favourably with it, Pollard may not be able to sustain its level of sales or EBITDA margins.

Dependence on Major Customers

Pollard's 10 largest customers accounted for approximately 54% of its revenue during Fiscal 2016. Pollard's largest customer accounted for approximately 17% of Pollard's revenues during Fiscal 2016.

The nature of the worldwide lottery industry limits the absolute number of lottery operations. As is customary in the industry, Pollard does have long-term contracts with most of its customers. However, most allow the customer to cancel the contract at will and none guarantee volumes or order levels. A significant reduction of purchases by any of Pollard's largest customers could have a material adverse effect on Pollard's business, financial condition, liquidity and results of operations including the amount of cash available for dividends to shareholders.

Exchange Rate Fluctuation

A significant portion of Pollard's revenues are denominated in foreign currencies, primarily U.S. dollars and Euros, as well as expenses, principally related to its U.S. operations and to the purchase of raw materials, which are denominated in U.S. dollars. Furthermore, although certain raw materials may be purchased in Canadian dollars, they may have inputs that are denominated in foreign currencies. Any changes in the exchange rate between the Canadian dollar and these foreign currencies could have a material effect on the results of Pollard.

For the purposes of financial reporting, any change in the value of the Canadian dollar against the U.S. dollar and Euro during a given financial reporting period would result in a foreign exchange loss or gain on their translation into Canadian dollar equivalent. Further, Pollard's reported earnings could fluctuate materially as a result of revenues and expenses denominated in foreign currencies under GAAP. There can be no assurance that changes in the currency exchange rate will not have a material adverse effect on Pollard or on its ability to maintain a consistent level of dividends in Canadian dollars.

Additional Capital Requirements

Pollard believes that its future operating income will be sufficient to fund operations and planned capital expenditures. However, Pollard may be required to raise additional capital in the future if it decides to make additional acquisitions or significant additional capital expenditures.

The availability of future borrowings and access to capital markets for longer-term future financing depends on prevailing conditions and the acceptability of financing terms offered. There can be no assurances that future borrowings or equity financing will be available or available on acceptable terms.

Competition

The instant ticket and charitable gaming business is highly competitive, and Pollard faces competition from a number of domestic and foreign instant ticket manufacturers and other competitors. Pollard currently has two instant ticket competitors in North America: Scientific Games Corporation and IGT. Charitable gaming competitors include a number of manufacturers such as Arrow International, Inc. and International Gamco, Inc. Internationally, there are a number of lottery instant ticket vendors which compete with Pollard including Scientific Games, IGT, and the Eagle Press Group of Companies.

Some of Pollard's competitors have longer operating histories, greater name recognition, larger customer bases and greater financial, technical and marketing resources than Pollard. These resources may allow them to respond more quickly than Pollard can to new or emerging technologies and to changes in customer requirements. It may also allow them to devote greater resources than Pollard can to the development, promotion and sale of their products. Pollard's competitors may also engage in more extensive research and development, undertake more far-reaching marketing campaigns and adopt more aggressive pricing policies. The market for Pollard's products is highly competitive at both the lottery and charitable gaming levels. Pollard expects competition to continue to be intense. Pollard also faces competition from emerging and existing lottery and charitable gaming products, such as internet gaming products and video lottery terminals. Competition from these and other gaming products may weaken demand for Pollard's products.

Licensing and Regulatory Requirements

Pollard is subject to regulation in most jurisdictions in which its products are sold or used by persons or entities licensed to conduct gaming activities. The gaming regulatory requirements vary from jurisdiction to jurisdiction and licensing, other approval or finding of suitability processes with respect to Pollard, its personnel and its products, can be lengthy and expensive. Many jurisdictions have comprehensive licensing, reporting and operating requirements with respect to the sale and manufacture of bingo and bingo related products, including bingo paper and pull-tab tickets. These licensing requirements have a direct impact on the conduct of the day-to-day operations of Pollard. Generally, gaming regulatory authorities may deny applications for licenses, other approvals or findings of suitability for any cause they may deem reasonable. There can be no assurance that Pollard, its products or its personnel will receive or be able to maintain any necessary gaming licenses, other approvals or findings of suitability. The loss of a license in a particular jurisdiction will prohibit Pollard from selling products in that jurisdiction and may prohibit Pollard from selling its products in other jurisdictions. The loss of one or more licenses held by Pollard could have an adverse effect on the business.

Certain jurisdictions require extensive personal and financial disclosure and background checks from persons and entities beneficially owning a specific percentage (typically five percent or more) of a vendor's securities. The failure of beneficial owners of Pollard's securities to submit to background checks and provide such disclosure could result in the imposition of penalties upon these beneficial owners and could jeopardize the award of a lottery contract to Pollard or provide grounds for termination of an existing lottery contract.

Income and Other Taxes

Pollard and its incorporated subsidiaries are subject to Canadian federal and provincial, and U.S. federal, state and withholding taxes. As taxing regimes change their tax basis and rates or initiate reviews of prior tax returns, Pollard could be exposed to increased costs of taxation, which would reduce the amount of funds available for operations.

Intellectual Property

Pollard's commercial success depends, in part, on its ability to secure and protect intellectual property rights that are important to its business, including patent, trademark, copyright and trade secret rights, to operate without infringing third party intellectual property rights and to avoid having third parties circumvent the intellectual property rights that Pollard owns or licenses. In particular, the patents and trademarks Pollard owns or licenses may not be valid or enforceable. In addition, Pollard cannot be certain that its proprietary technology affords a competitive advantage, does not infringe third party rights, or will not need to be altered in response to competing technologies. Pollard also cannot be certain that technologies developed in the future will be the subject of valid and enforceable intellectual property rights.

In addition, litigation may be necessary to determine the scope, enforceability and validity of third party intellectual property rights or to establish Pollard's intellectual property rights. Regardless of merit, any such litigation could be time consuming and expensive, divert management's time and attention, subject Pollard to significant liabilities, require Pollard to enter into costly royalty or licensing agreements, or require Pollard to modify or stop using intellectual property that it owns or licenses.

Interest Rates

Pollard has certain floating rate loans and may be negatively impacted by increases in interest rates, the effects of which would be to reduce net income and the amount of cash available for operations and on its ability to maintain a consistent level of dividends in Canadian dollars.

Future Acquisition and Integration Risks

To grow by acquisition, Pollard must identify and acquire suitable acquisition candidates at attractive prices and successfully integrate any acquired businesses with its existing operations. If the expected synergies from acquisitions do not materialize or Pollard fails to successfully integrate any new businesses into its existing business, Pollard's financial performance could be significantly impacted. To the extent that businesses acquired by Pollard or their prior owners failed to comply with or otherwise violated applicable laws, Pollard, as a successor owner, may be financially responsible for these violations.

In connection with future acquisitions by Pollard, there may be liabilities that Pollard failed or was unable to discover in its due diligence prior to the consummation of the acquisition. The discovery of any material liabilities could have a material adverse effect on Pollard's business, financial condition, liquidity and results of operations or future prospects.

Financial Instruments

Pollard is exposed to financial risks that arise from fluctuations in interest rates and foreign exchange rates and the degree of volatility of these rates, liquidity risk and credit risk. Pollard uses financial instruments, from time to time, to manage these risks.

Pollard's risk management policies are established to identify and analyze the risks, to set appropriate risk limits and controls to monitor risks and adherence to limits. The Audit Committee oversees how management monitors compliance with Pollard's risk management policies and procedures. The Audit Committee is assisted in its oversight role by Internal Audit, who undertakes regular reviews of risk management controls and utilizes the annual risk assessment process as the basis for the annual internal audit plan.

Risk Exposure

Currency risk

Pollard sells a significant portion of its products and services to customers in the United States and to international customers where sales are denominated in U.S. dollars. In addition, a significant portion of its cost inputs are denominated in U.S. dollars. Pollard also generates revenue in currencies other than Canadian and U.S. dollars, primarily in Euros.

In addition, translation differences arise when foreign currency monetary assets and liabilities are translated at foreign exchange rates that change over time.

Interest rate risk

Pollard is exposed to interest rate risk relating to its fixed and floating rate instruments. Fluctuation in interest rates will have an effect on the valuation and repayment of these instruments.

Credit risk

Credit risk is the risk of financial loss if a customer or counterpart to a financial instrument fails to meet its financial obligations.

Liquidity risk

Liquidity risk is the risk that Pollard will not be able to meet its financial obligations as they fall due.

Risk Management

Currency risk

Pollard utilizes a number of tools to manage its foreign currency risk including sourcing its manufacturing facilities in the U.S. and sourcing other cost of sales in U.S. dollars.

A 50 basis point strengthening/weakening in the foreign exchange rate between the Canadian and U.S. dollar would decrease/increase the income before income taxes due to changes in operating cashflow by approximately \$0.06 million for year ended December 31, 2016 (2015 - \$0.05 million). A 50 basis point strengthening/weakening in the foreign exchange rate between the Canadian dollar and Euro would decrease/increase the income before income taxes due to changes in operating cashflow by approximately \$0.06 million for year ended December 31, 2016 (2015 - \$0.05 million).

Two manufacturing facilities are located in the U.S. and a significant amount of cost inputs for all production facilities are denominated in U.S. dollars, offsetting a large portion of the U.S. dollar revenue in a natural hedge.

As at December 31, 2016, the amount of financial liabilities denominated in U.S. dollars exceeded the amount of financial assets denominated in U.S. dollars by approximately \$1.6 million (\$2015 - \$4.1 million). A 50 basis point weakening/strengthening in the value of the Canadian dollar relative to the U.S. dollar would result in a decrease/increase in income before income taxes of approximately \$0.01 million (2015 - \$0.02 million).

Pollard also uses financial hedges, including foreign currency contracts, to help manage foreign currency risk. At December 31, 2016, Pollard had no outstanding foreign currency contracts.

Interest rate risk

A 50 basis point decrease/increase in interest rates would result in an increase/decrease in income before income taxes of \$0.4 million for the year ended December 31, 2016 (2015 - \$0.4 million).

Credit risk

Credit risk on Pollard's accounts receivable is minimized since they are mainly from governments and their agencies and are collected in a relatively short period of time. Credit risk on foreign currency contracts is minimized since the counterparties are restricted to Schedule 1 Canadian financial institutions.

The carrying amount of accounts receivable is reduced through the use of an allowance account and any adjustment to the allowance account is recognized in the statement of income within selling and

administration expenses. When a receivable balance is considered uncollectible, it is written off against the allowance account.

Liquidity risk

Pollard's approach is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Pollard maintains a committed credit facility including up to \$75.0 million for its Canadian operations and up to US\$12.0 million for its U.S. subsidiaries. At December 31, 2016, the unused balance available for drawdown was \$18.9 million (2015 - \$17.6 million).

The 2017 requirements for capital expenditures, working capital and dividends are expected to be financed from cash flow provided by operating activities and unused credit facility. Pollard enters into contractual obligations in the normal course of business operations.

Outlook

The lottery industry continues to grow in a number of areas, particularly relating to instant tickets and ancillary services. Lotteries are looking to grow the amount of funds they can raise for good causes by meeting consumer demand for gaming products. This includes refreshing their core products in addition to expanding into alternative channels such as digital products. Retail consumer demand for instant tickets remains very robust and we believe this underlying product strength will continue.

The outlook for our instant ticket volumes in 2017 remains positive and we expect it to grow, due to overall growth in the market, higher underlying retail sales in our existing customer base and strategically increasing our market share utilizing additional available capacity generated through our recent investments in new capacity. As is the nature of our business, quarter to quarter variations in our volumes will continue, as timing of orders and the variability of the mix of our work over short term periods will impact our quarterly results. Historically our product mix during the first half of the year involves fewer higher value-added proprietary products and we expect this trend to continue. The timing of revenue recognition can also be impacted between quarters based on the timing of receipt of the product by our customers.

Our additional press capacity in Ypsilanti continues to produce increasing volumes of high quality product, evidenced in both the fourth quarter of 2016 and the first quarter of 2017. Our efficiencies and related cost structure are improving and we are confident that as our experience grows we will be able to continue to lower our cost platform. Improvement will be incremental and continue throughout 2017 with focus on such critical areas as reduced spoilage, improved set up time, lower machine costs and more efficient labour costs.

Our contract portfolio remains very strong, with the renewal of a number of key contracts occurring in 2016. In January 2017 we were awarded a new three year contract (with five one-year renewal options available) to provide instant tickets to the Michigan lottery, an important and long served customer of Pollard. We do not have any significant contracts coming due in 2017 when renewal options are considered, while a number of lottery contracts where we do not provide significant product are up for bid this upcoming year. We will bid strategically to enhance our product mix and grow our market share while at the same time focusing on growth of our profit margins.

Lotteries are increasing their focus on ancillary services such as: developing player loyalty programs to improve engagement with lottery consumers; expanding digital options for extending interactions with players and providing greater entertainment value; improving the efficiency of their product distribution

to ensure products are easily accessible to players; refreshing their retail point of sale programs; and investigating the appropriate internet and iLottery strategy for each respective jurisdiction. These trends will continue to progress and provide additional opportunities for Pollard to expand our business within the lottery market.

iLottery business remains an important initiative within the lottery industry, particularly in the North American market. Lotteries are taking a cautious approach to expanding in this area and, although we do not anticipate many new opportunities to open up in the short term, there are several jurisdictions currently investigating taking this step in the near term. We continue to monitor developments and assist the industry in realizing the potential of working through this channel. Our Michigan iLottery operation continues to be the industry leader and adds significantly to the Michigan Lottery's contribution to its good causes. Our second iLottery contract with the Virginia Lottery began operation in the fall of 2016 and while available only for subscriptions for draw based games, it demonstrates another successful iLottery implementation.

The market for charitable games products (bingo paper and pull-tabs) remains stable and our American Games operation continues to be an important contributor to our financial success. Our focus will be on incrementally building market share through growth of specific product initiatives such as pull-tabs for specific events and the lottery market.

We continue to review strategic initiatives to increase our expertise to serve the market as lotteries expand their products and services. This includes looking at strategic acquisitions to both add to our core competencies and develop additional areas of expertise. Our strong organic cash flow allows us the flexibility to pursue opportunities to grow our organization while maintaining a sound financial foundation.

The nature of the international focus of our business results in a net positive exposure to U.S. dollar cash flows. Changes in the foreign exchange relationship between the Canadian and U.S. dollar can impact the short term financial results including the operating cash flow and creation of gains and/or losses in monetary assets and liabilities on the balance sheet. We maintain a significant array of internal hedges to offset our net exposure to the U.S. dollar and do not anticipate utilizing any financial hedges in the near future. We also maintain a net exposure to the Euro, major fluctuations in this currency will also impact our financial results.

Our budgeted capital expenditures for 2017 should remain at similar levels as experienced in 2016, with no major projects anticipated. Assuming no additional significant investments in non-cash working capital, strong positive operating cash flow is expected going forward.

Disclosure Controls and Procedures

Under National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," issuers are required to document the conclusions of the Chief Executive Officer and Chief Financial Officer (the "Certifying Officers") regarding the design and effectiveness of the disclosure controls and procedures. Pollard's management, with the participation of the Certifying Officers of Pollard, has concluded that the disclosure controls and procedures as defined in National Instrument 52-109 are designed appropriately and are effective at providing reasonable assurance of achieving the disclosure objectives.

Internal Controls over Financial Reporting

Under National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," issuers are required to document the conclusions of the Certifying Officers regarding the design and effectiveness of the internal controls over financial reporting. Management used the Internal Control – Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013) as the control framework in designing its internal controls over financial reporting. Pollard's management, with the participation of the Certifying Officers of Pollard, has concluded that the internal controls over financial reporting as defined in National Instrument 52-109 are designed appropriately and are effective at providing reasonable assurance of achieving the financial reporting objectives.

No changes were made in Pollard's internal control over financial reporting during the year ended December 31, 2016, that have materially affected, or are reasonably likely to materially affect, Pollard's internal control over financial reporting.

Additional Information

Shares of Pollard Banknote Limited are traded on the Toronto Stock Exchange under the symbol PBL.

Additional information relating to Pollard, including the Audited Consolidated Financial Statements and the Annual Information Form for the year ended December 31, 2016, is available on SEDAR at www.sedar.com.

Pollard Banknote Limited
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Management's Report

The accompanying consolidated financial statements and all the information contained in the annual report of Pollard Banknote Limited ("Pollard") are the responsibility of management and have been approved by the Board of Directors of Pollard. Financial and operating data elsewhere in the annual report is consistent with the information contained in the financial statements. The financial statements and all other information have been prepared by management in accordance with Canadian generally accepted accounting principles. The financial statements include some amounts and assumptions based on management's best estimates which have been derived with careful judgment.

In fulfilling its responsibilities, management of Pollard has developed and maintains a system of internal accounting controls. These controls are designed to ensure that the financial records are reliable for preparing the financial statements. The Board of Directors of Pollard carries out its responsibility for the financial statements through the Audit Committee. The Audit Committee reviews Pollard's annual consolidated financial statements and recommends their approval by the Board of Directors. The auditors have full access to the Audit Committee with and without management present.

The consolidated financial statements have been audited by KPMG LLP Chartered Accountants, whose opinion is contained in this annual report.

"John Pollard"

JOHN POLLARD
Co-Chief Executive Officer

"Robert Rose"

ROBERT ROSE
Chief Financial Officer

March 13, 2017

Consolidated Financial Statements of

**POLLARD BANKNOTE
LIMITED**

Years ended December 31, 2016 and 2015



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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Pollard Banknote Limited

We have audited the accompanying consolidated financial statements of Pollard Banknote Limited, which comprise the consolidated statements of financial position as at December 31, 2016 and 2015, the consolidated statements of income, comprehensive income, changes in equity, and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated 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. 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 consolidated financial statements.

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



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Pollard Banknote Limited as at December 31, 2016 and 2015, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

KPMG LLP

Chartered Professional Accountants

March 13, 2017

Winnipeg, Canada

Pollard Banknote Limited
Consolidated Statements of Financial Position
(In thousands of Canadian dollars)

	December 31, 2016	December 31, 2015
Assets		
Current assets		
Cash	\$ 7,500	\$ 7,587
Restricted cash	3,203	560
Accounts receivable	38,585	24,151
Inventories (note 5)	27,232	23,739
Prepaid expenses and deposits	3,437	4,169
Income taxes receivable	-	3,046
Total current assets	79,957	63,252
Non-current assets		
Property, plant and equipment (note 6)	46,906	50,380
Equity investment (note 7)	468	401
Goodwill (note 8)	37,513	37,717
Intangible assets (note 9)	11,916	12,340
Total non-current assets	96,803	100,838
Total assets	\$ 176,760	\$ 164,090

	December 31, 2016	December 31, 2015
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 25,864	\$ 22,290
Dividends payable	706	706
Income taxes payable	2,541	-
Current portion long-term debt (note 11)	-	1,203
Current portion subordinated debt (note 12)	1,363	-
Total current liabilities	30,474	24,199
Non-current liabilities		
Long-term debt (note 11)	70,852	72,083
Subordinated debt (note 12)	4,769	6,813
Other non-current liabilities	395	397
Pension liability (note 13)	13,524	11,270
Deferred income taxes (note 10)	4,909	5,751
Total non-current liabilities	94,449	96,314
Shareholders' equity		
Share capital (note 14)	73,209	73,209
Reserves	3,917	4,384
Deficit	(25,289)	(34,016)
Total shareholders' equity	51,837	43,577
Commitments and contingencies (note 15)		
Total liabilities and shareholders' equity	\$ 176,760	\$ 164,090

See accompanying notes to consolidated financial statements.

On behalf of the Board:

"Jerry Gray" Director

"John Pollard" Director

Pollard Banknote Limited
Consolidated Statements of Income
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31

	2016		2015	
Sales	\$	246,414	\$	221,030
Cost of sales		197,177		176,675
Gross profit		49,237		44,355
Administration		20,919		19,177
Selling		8,037		7,374
Other income (note 16)		(32)		(284)
Income from operations		20,313		18,088
Finance costs (note 17)		4,281		6,382
Finance income (note 17)		(1,042)		(490)
Income before income taxes		17,074		12,196
Income taxes (note 10)				
Current (recovery)		5,144		(677)
Deferred (reduction)		(339)		5,410
		4,805		4,733
Net income	\$	12,269	\$	7,463
Net income per share (basic) (note 18)	\$	0.52	\$	0.32
Net income per share (diluted) (note 18)	\$	0.52	\$	0.32

See accompanying notes to consolidated financial statements.

Pollard Banknote Limited
Consolidated Statements of Comprehensive Income
(In thousands of Canadian dollars)

Years ended December 31

	2016	2015
Net income	\$ 12,269	\$ 7,463
Other comprehensive income (loss)		
Items that are or may be reclassified to profit and loss		
Foreign currency translation differences – foreign operations	(467)	2,928
Items that will never be reclassified to profit and loss		
Defined benefit plans remeasurements, net of income tax (reduction) of (\$291) and \$773 (note 10 & note 13)	(737)	2,070
Other comprehensive income (loss) – net of income tax	(1,204)	4,998
Comprehensive income	\$ 11,065	\$ 12,461

See accompanying notes to consolidated financial statements.

Pollard Banknote Limited
Consolidated Statements of Changes in Equity
(In thousands of Canadian dollars)

Year ended December 31, 2016

	Attributable to equity holders of Pollard Banknote Limited			
	Share capital	Translation reserve	Deficit	Total equity
Balance at January 1, 2016	\$ 73,209	4,384	(34,016)	43,577
Net income	-	-	12,269	12,269
Other comprehensive loss				
Foreign currency translation differences – foreign operations	-	(467)	-	(467)
Defined benefit plans remeasurements, net of income tax reduction of (\$291)	-	-	(737)	(737)
Total other comprehensive loss	\$ -	(467)	(737)	(1,204)
Total comprehensive income (loss)	\$ -	(467)	11,532	11,065
Share based compensation (note 14)	-	-	20	20
Dividends to owners of Pollard Banknote Limited	-	-	(2,825)	(2,825)
Balance at December 31, 2016	\$ 73,209	3,917	(25,289)	51,837

Year ended December 31, 2015

	Attributable to equity holders of Pollard Banknote Limited			
	Share capital	Translation reserve	Deficit	Total equity
Balance at January 1, 2015	\$ 73,209	1,456	(40,750)	33,915
Net income	-	-	7,463	7,463
Other comprehensive income				
Foreign currency translation differences – foreign operations	-	2,928	-	2,928
Defined benefit plans remeasurements, net of income tax of \$773	-	-	2,070	2,070
Total other comprehensive income	\$ -	2,928	2,070	4,998
Total comprehensive income	\$ -	2,928	9,533	12,461
Share based compensation (note 14)	-	-	26	26
Dividends to owners of Pollard Banknote Limited	-	-	(2,825)	(2,825)
Balance at December 31, 2015	\$ 73,209	4,384	(34,016)	43,577

See accompanying notes to consolidated financial statements.

Pollard Banknote Limited
Consolidated Statements of Cash Flows
(In thousands of Canadian dollars)

Years ended December 31

	2016	2015
Cash increase (decrease)		
Operating activities		
Net income	\$ 12,269	\$ 7,463
Adjustments		
Income taxes	4,805	4,733
Amortization and depreciation	10,799	8,351
Interest expense	3,374	2,917
Unrealized foreign exchange (gain) loss	(1,532)	3,776
Loss on equity investment	730	32
Pension expense	4,417	4,532
Gain on sale of investment in associate	(516)	-
Mark-to-market gain on foreign currency contracts	-	(483)
Interest paid	(3,270)	(2,828)
Income tax recovered (paid)	672	(3,141)
Pension contributions	(3,102)	(2,879)
Change in non-cash operating working capital (note 20)	(16,920)	(2,815)
	11,726	19,658
Investing activities		
Additions to property, plant and equipment	(4,996)	(15,376)
Equity investment (note 7)	(807)	(433)
Proceeds from sale of investment in associate	516	-
Additions to intangible assets	(1,124)	(682)
	(6,411)	(16,491)
Financing activities		
Net proceeds from (repayments of) long-term debt	(1,789)	989
Repayments of subordinated debt	(681)	-
Change in other non-current liabilities	16	(46)
Deferred financing charges paid	(165)	(384)
Dividends paid	(2,825)	(2,825)
	(5,444)	(2,266)
Foreign exchange gain on cash held in foreign currency	42	474
Change in cash position	(87)	1,375
Cash position, beginning of year	7,587	6,212
Cash position, end of year	\$ 7,500	\$ 7,587

See accompanying notes to consolidated financial statements.

Pollard Banknote Limited

Notes to Consolidated Financial Statements

(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

1. Reporting entity:

Pollard Banknote Limited ("Pollard") was incorporated under the laws of Canada on March 26, 2010. The address of Pollard's registered office is 140 Otter Street, Winnipeg, Manitoba, Canada, R3T 0M8.

The consolidated financial statements of Pollard as at and for the year ended December 31, 2016, comprise Pollard and its subsidiaries and its interest in other entities. Pollard is primarily involved in the manufacture, development and sale of lottery and gaming products.

The controlling party of Pollard is Pollard Equities Limited ("Equities"), a privately held company. Equities owns approximately 73.5% of Pollard's outstanding shares.

2. Basis of preparation:

(a) Statement of compliance:

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

On March 13, 2017, Pollard's Board of Directors approved these consolidated financial statements.

(b) Basis of preparation:

These consolidated financial statements have been prepared on a historical cost basis, except for the following material items in the statement of financial position:

- The pension liability is recognized as the net total of the fair value of plan assets less the present value of the defined benefit obligation.

These statements are presented in Canadian dollars, Pollard's functional currency, and all values are rounded to the nearest thousand (except share and per share amounts) unless otherwise indicated.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

2. Basis of preparation (continued):

(c) Use of estimates and judgments:

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively. Actual results may differ from these estimates.

Information about judgments, assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next period are as follows:

Impairment of goodwill:

Pollard determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the “value in use” or “fair value less costs to sell” of the cash-generating units (“CGUs”) to which goodwill is allocated. Estimating a value in use requires Pollard to make an estimate of the expected future cash flows from the CGUs and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Judgment is required in determining the level at which to test goodwill, including the grouping of assets that generate cash inflows. Further details are provided in note 8.

Employee future benefits:

Accounting for defined benefit plans requires Pollard to use actuarial assumptions. These assumptions include the discount rate and the rate of compensation increases. These assumptions depend on underlying factors such as economic conditions, government regulations, investment performance, employee demographics and mortality rates. See note 13 for further information.

Income taxes:

Pollard is required to evaluate the recoverability of deferred income tax assets. This requires an estimate of Pollard’s ability to utilize the underlying future income tax deductions against future taxable income before they expire. In order to evaluate the recoverability of these deferred income tax assets, Pollard must estimate future taxable income. Further details are provided in note 10.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

(a) Principles of consolidation:

These consolidated financial statements include the accounts of Pollard and all its subsidiaries. Subsidiaries are entities which are under Pollard's control, where control is defined as the power to govern financial and operating policies of an entity so as to obtain benefits from its activities. Pollard holds 100% of the voting rights in, and therefore controls, its subsidiaries.

Significant subsidiaries:	Percent Ownership Interest	
	December 31, 2016	December 31, 2015
Pollard Holdings, Inc.	100	100
Pollard (U.S.) Ltd.	100	100
Pollard Games, Inc.	100	100
Pollard iLottery Inc.	100	100

Pollard has entered into a contractual joint agreement with Neogames S.à r.l. for the operation of iLottery gaming for the Michigan Lottery. As such Pollard has recognized in relation to its interest in the joint operation: its assets, including its share of any assets held jointly; its liabilities, including its share of any liabilities incurred jointly and its share of revenue and expenses.

Pollard, in conjunction with NeoGames US, LLP, established NeoPollard Interactive LLC ("NPI"). Pollard accounts for its investment in NPI as a joint venture. Under the equity method of accounting Pollard recognizes its share of the income and expenses and equity movements of NPI.

All inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, have been eliminated.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

(b) Restricted cash:

Under the terms of Pollard's iLottery contract with the Michigan Lottery, Pollard holds iLottery players' deposits in a bank account for the benefit of the lottery and therefore the cash is not available for use by Pollard. Pollard records an equal, offsetting liability within accounts payable and accrued liabilities. Pollard has excluded changes in the restricted cash and related liability from its calculation of the change in cash position in the statements of cash flows.

(c) Revenue recognition:

Revenue is recognized when persuasive evidence of an arrangement exists, significant risks and benefits of ownership are transferred, the sales price to the customer is fixed or is determined and collection of the resulting receivable is reasonably assured. The significant risks of ownership and benefits of ownership are normally transferred in accordance with the shipping terms agreed to with the customer. In some instances, revenue is recognized when the customers' tickets are sold at retail. Volume rebates are accrued and recorded as a reduction to sales based on historical experience and management's expectations regarding sales volume.

Revenues relating to license and royalty sales, iLottery services, loyalty programs, digital and lottery management services are recognized pursuant to the terms of the applicable contracts. Where Pollard provides software and related infrastructure, revenue is recognized in proportion to the stage of completion of the contracted work.

(d) Inventories:

Raw materials, work-in-process and finished goods are valued at the lower of cost and net realizable value. The cost of raw material inventory is based on its weighted average cost and includes all costs incurred to acquire the materials. In addition to the direct costs of conversion, the cost of work-in-process and finished goods, which Pollard manufactures, also includes an appropriate share of production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion.

(e) Goodwill:

Goodwill is comprised of the excess sale price over the underlying carrying amount of the net assets sold as at August 5, 2005, as part of the 26.7% of Pollard sold in conjunction with the Initial Public Offering ("IPO") and the excess purchase price over the underlying carrying amount of the net assets acquired of Pollard's U.S. subsidiaries. Goodwill is not amortized but is subject

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

to an annual impairment test to ensure its recoverable value remains greater than, or equal to, book value.

(f) Intangible assets:

Deferred development:

Development expenditures are recognized as an intangible asset only if Pollard can demonstrate that the development costs can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable and Pollard has sufficient resources to complete development and to use or sell the asset. The expenditures capitalized include the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use and borrowing costs incurred in respect of qualifying assets. Other development expenditures are expensed as incurred.

Capitalized development expenditures are measured at cost less accumulated amortization and accumulated impairment losses.

Computer software and licenses:

Computer software consists of the cost of acquiring and implementing these systems. Cost of implementation include third party costs as well as direct labour and related overhead costs attributable to the asset. Minimum license fees incurred in connection with our licensing agreements for our use of third-party brands are capitalized and amortized over the estimated life of the asset.

Capitalized computer software costs and licenses are measured at cost less accumulated amortization and accumulated impairment losses.

Other intangible assets:

Intangible assets that are acquired by Pollard and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

Intangible assets are amortized, on a straight-line basis, over their estimated useful lives as follows:

Asset	Rate
Customer assets	16 years
Patents	Term of patent
Computer software and licenses	5 to 10 years or term of license
Deferred development	2 to 7 years

Amortization methods, estimated useful lives and residual value are reviewed each annual reporting date and adjusted prospectively if appropriate.

(g) Property, plant and equipment:

Property, plant and equipment ("PP&E") are stated at cost less investment tax credits (including SR&ED credits), accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and related fringes, other costs directly attributable to bringing the assets to working condition for their intended use and borrowing costs incurred in respect to qualifying assets. Major spare parts are treated as PP&E when they have a useful life greater than a year. Once major spare parts are put in service, they are transferred into equipment and amortized accordingly.

An item of PP&E is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss on disposal of an item of PP&E is determined by comparing the proceeds from disposal with the carrying value of the PP&E and is recognized in the statement of income on a net basis.

The cost of each component of an item of PP&E is depreciated over its estimated useful life on a straight-line basis, commencing the date it is ready for use. Land is not depreciated. The estimated useful lives for the current and comparative periods are as follows:

Asset	Rate
Buildings	10 to 30 years
Leasehold improvements	Term of lease
Equipment	2 to 11 years
Furniture, fixtures and computers	3 to 9 years

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

Depreciation methods, useful lives and residual values are reviewed each annual reporting date and adjusted prospectively if appropriate.

The carrying value of property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

(h) Investment in associate:

Pollard accounts for its investment in associate using the equity method of accounting as it has significant influence, but not control. Significant influence is presumed to exist when Pollard holds between 20 and 50 percent of the voting power of another entity. The consolidated financial statements include Pollard's share of the income and expenses and equity movements of the entity accounted for under the equity method of accounting.

(i) Investment in joint venture:

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement, rather than rights to the assets and obligations for the liabilities. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require consent of both parties.

The consolidated financial statements include Pollard's share of the income and expenses and equity movements of the entity accounted for under the equity method of accounting.

(j) Investment in joint operation:

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require consent of both parties.

The consolidated financial statements include Pollard's interest in the Michigan Lottery iLottery joint operations: its assets, including its share of any assets held jointly; its liabilities, including its share of any liabilities incurred jointly and its share of revenue and expenses.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

(k) Financial instruments:

Non-derivative financial assets

Pollard initially recognizes loans and receivables on the date that they originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which Pollard becomes a party to the contractual provisions of the instrument. Pollard derecognizes a financial asset when the contractual rights to the cash flows from the asset expire.

Financial assets and liabilities are offset and the net amount presented on the statement of financial position when, and only when, Pollard has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. Pollard classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivables and available-for-sale financial assets.

i) Financial assets at fair value through profit or loss

A financial asset is classified as financial assets at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Attributable transaction costs are recognized in net income as incurred. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognized in net income. Pollard has no non-derivative financial assets classified as financial assets at fair value through profit or loss.

ii) Held-to-maturity financial assets

If Pollard has the positive intent and ability to hold debt securities to maturity, then such financial assets are classified as held-to-maturity. Held-to-maturity financial assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition held-to-maturity financial assets are measured at amortized cost using the effective interest method, less any impairment losses. Pollard has no financial assets classified as held-to-maturity.

iii) Loans and receivables

Loans and receivables are financial assets with fixed or determined payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses, and the net gain or loss is included in finance income. Pollard has classified cash, restricted cash and accounts receivable as loans and receivables.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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3. Significant accounting policies (continued):

iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not classified in any of the previous categories. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign exchange differences, are recognized in other comprehensive income and are presented in the fair value reserve in equity. When an investment is derecognized, the gain or loss accumulated in equity is reclassified to net income. Pollard has no financial assets classified as available-for-sale.

Non-derivative financial liabilities

All non-derivative financial liabilities are classified as other financial liabilities and are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method and the net gain or loss is included in finance costs.

Pollard classifies accounts payable and accrued liabilities, dividends payable, long-term debt, subordinated debt and other non-current liabilities as other financial liabilities.

Share Capital

Common stock is classified as equity. Incremental costs directly attributable to the issue of common stock are recognized as a deduction from equity, net of any tax effects.

Derivatives and hedge accounting

Pollard may use certain derivative financial instruments to manage risks of fluctuation in interest rates and foreign exchange rates. On initial designation of the derivative as the hedging instrument, Pollard formally documents the relationship between the hedging instrument and the hedging item, including the risk management objectives and strategy in undertaking the hedge transaction and the hedged risk, together with the methods that will be used to assess the effectiveness of the hedging relationship. Pollard makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, of whether the hedging instruments are expected to be "highly effective" in offsetting the change in the fair value or cash flows of the respective hedged items attributable to the hedged risk, and whether the actual results of each hedge are within a range of 80 – 125 percent.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

Derivatives are recognized initially at fair value and attributable transaction costs are recognized in net income as incurred. Subsequent to initial recognition, derivatives are measured at fair value and changes are accounted for as follows:

i) Cash flow hedges

When a derivative financial instrument is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and presented in the hedging reserve in equity. Any ineffective portion of changes in fair value of the derivative is recognized immediately in net income. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. This results in the amortization of the respective derivative's cumulative changes in fair value in the hedging reserve, over the remaining term of the derivative. Any adjustments to fair value after discontinuing hedge accounting are recognized immediately in net income as finance income or loss.

ii) Other non-trading derivatives

When a derivative financial instrument is not designated in a hedge relationship that qualifies for hedge accounting, all changes in its fair value are recognized immediately in net income as finance income or loss.

(l) Translation of foreign currencies:

The functional currency for each of Pollard's subsidiaries is the currency of the primary economic environment in which the entity operates. Transactions in foreign currencies are translated to the respective functional currencies of each entity within the consolidated group using the exchange rates in effect at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rates prevailing at the end of the reporting period. Non-monetary items measured at historical cost in a foreign currency are translated to the functional currency using the exchange rate prevalent at the date of acquisition. Non-monetary items denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate prevalent at the date that the fair value was determined. Foreign currency differences arising from translation are recognized in net income, except for exchange differences arising on the translation of financial instruments qualifying as a cash flow hedge, which are recognized directly in other comprehensive income ("OCI").

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

The results and financial position of entities within the consolidated group that have a functional currency different from the presentation currency are translated into Canadian dollars as follows: assets and liabilities are translated at the exchange rate prevailing at the end of the reporting period; income and expenses are translated at the average rate for the reporting period; all resulting exchange differences are recognized in OCI. On disposal of a foreign operation, the deferred cumulative amount recognized in OCI relating to that particular foreign operation is recognized in net income.

(m) Employee benefits:

Share based compensation

The grant date fair value of stock options granted to employees is recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards.

Defined contribution plans

Pollard's U.S. subsidiaries maintain two defined contribution plans in the United States. The obligation to contribute to these plans is recognized as an employee benefit expense as incurred.

Defined benefit plans

Pollard maintains four non-contributory defined benefit pension plans in Canada and the United States, three being final pay plans and one being a flat benefit plan. None of the plans have indexation features.

The costs of Pollard's defined benefit plans are recognized over the period in which employees render service to Pollard in return for the benefits. The defined benefit obligations associated with the plans are actuarially determined using the projected unit credit method pro-rated on service and management's best estimate of salary escalation and retirement ages of employees. The present value of the defined benefit obligations are determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that have maturity terms approximating the maturity terms of the related obligation and that are denominated in the currency in which the benefits will be paid. The expected return on pension plan assets is calculated utilizing the discount rate used to measure the defined benefit obligation at the beginning of the annual period.

Past service costs are recognized as an expense on a straight line basis over the average period until the benefits becomes vested. If the benefits have vested, past service costs are recognized in net income immediately.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

Remeasurements that arise in calculating the present value of the defined benefit obligation and the fair value of plan assets are recognized immediately in OCI.

Pollard's pension asset is limited to the total of any unrecognized past services costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to Pollard's plans. An economic benefit is available to Pollard if it is realizable during the life of the plan, or on settlement of the plan liabilities.

(n) Income taxes:

Current income tax and deferred income tax are recognized in the statement of income except to the extent that the tax relates to items recognized directly in equity or in OCI. Current income tax is the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to tax payable in respect to previous years. Current income tax expense includes withholding taxes.

Deferred income tax is recorded to reflect the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities and their tax basis. Deferred income tax assets and liabilities are determined based on the enacted or substantively enacted tax rates, which are expected to be in effect when the underlying items of income and expense are expected to be realized.

Deferred income tax is not recognized for: temporary differences related to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future, taxable temporary differences arising on the initial recognition of goodwill or temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment, except if it relates to an item previously recognized in equity, in which case the adjustment is made to equity.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax liabilities and assets, and they are levied by the same taxation authority on the same taxable entity, or on different tax entities which intend to settle their current income tax assets and liabilities on a net basis.

(o) Provisions:

Provisions are recognized when Pollard has a present legal or constructive obligation as a result of a past event that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(p) Impairment:

Financial assets

Financial assets classified as loans and receivables, held-to-maturity and available-for-sale are assessed at each reporting period date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Evidence of impairment may include default or delinquency by a debtor, indications that a debtor will enter bankruptcy or economic conditions that correlate with defaults. Pollard has neither available-for-sale nor held-to-maturity instruments.

For loans and receivables, Pollard first assesses whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If Pollard determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assess them for impairment. Individually assessed assets with an impairment loss are not included in the collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows. The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the statement of income. If, in a subsequent year, the amount of the estimated impairment loss

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment is increased or reduced by adjusting the allowance account, through the statement of income.

Non-financial assets

The carrying amount of Pollard's non-financial assets, other than inventories and deferred income tax assets, are reviewed at each reporting date to determine whether there is an indication that an asset may be impaired. If any such indication exists, or when the annual impairment testing for an asset is required, Pollard estimates the asset's recoverable amount. For goodwill the recoverable amount is estimated as of December 31 each year. An impairment loss is recognized if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of cash inflows of other assets or CGUs.

Impairment losses are recognized in net income. Impairment losses recognized in respect to CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis. An impairment loss in respect to goodwill is not reversed. In respect to other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss can only be reversed to the extent that the asset's carrying value that would have been determined, net of amortization, if no impairment had been recognized.

(q) Finance costs and finance income:

Finance costs comprise interest expense on borrowings, amortization of deferred financing costs, mark-to-market losses on foreign exchange contracts and net foreign exchange losses.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

3. Significant accounting policies (continued):

Borrowing costs that are not directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are expensed in the period incurred using the effective interest method.

Finance income comprises mark-to-market gains on foreign exchange contracts and net foreign exchange gains.

4. Future accounting standards:

In July 2014, the International Accounting Standards Board ("IASB") issued International Financial Reporting Standards ("IFRS") 9 *Financial Instruments* ("IFRS 9"), which replaces the existing guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. IFRS 9 is required for fiscal years beginning on or after January 1, 2018. Pollard is currently assessing the impact of the new standard on its consolidated financial statements.

In May 2014, the IASB issued IFRS 15 *Revenue from Contracts with Customers*. The new standard specifies the steps and timing for recognizing revenue, as well as requiring more informative, relevant disclosures. IFRS 15 supersedes IAS 11 *Construction Contracts* and IAS 18 *Revenue*. IFRS 15 is required for fiscal years beginning on or after January 1, 2018 with early adoption available. Pollard is currently assessing the impact of the new standard on its consolidated financial statements.

In September 2014, the IASB issued amendments to IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures* (2011). The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. These amendments were to be effective for fiscal years beginning on or after January 1, 2016, with early adoption available; however, in December 2015 the IASB decided to defer the effective date for these amendments indefinitely. Pollard is currently assessing the impact of the amendments on its consolidated financial statements.

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Notes to Consolidated Financial Statements (continued)
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Years ended December 31, 2016 and 2015

4. Future accounting standards (continued):

In January 2016, the IASB issued IFRS 16 *Leases* which replaces IAS 17 *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. Transitional provisions have been provided. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15 *Revenue from Contracts with Customers* at or before the date of initial adoption of IFRS 16. Pollard is currently assessing the impact of the new standard on its consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 7 *Statement of Cash Flows*. The amendments were issued to improve information provided to users of financial statements about an entity's changes in liabilities arising from financing activities. These amendments are effective for annual periods beginning on or after January 1, 2017. Earlier application is permitted. Pollard does not expect these amendments to have a material impact on its consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 12 *Income Taxes*. The amendments were regarding the recognition of deferred tax assets for unrealized losses relating to debt instruments measured at fair value. These amendments are effective for annual periods beginning on or after January 1, 2017. Earlier application is permitted. Pollard does not expect these amendments to have a material impact on its consolidated financial statements.

In June 2016, the IASB issued amendments to IAS 2 *Share-Based Payments*. The amendments clarify how to account for certain types of share-based payment transactions. These amendments are effective for annual periods beginning on or after January 1, 2018. Retrospective or earlier application is permitted under certain conditions. Pollard is currently assessing the impact of the amendments on its consolidated financial statements.

In December 2016, the IASB issued IFRIC Interpretation 22 *Foreign Currency Transactions and Advance Consideration*. The interpretation clarifies the date of the transaction for the purposes of determining the exchange rate to use on initial recognition of the related asset, expense or income is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. The interpretation is effective for annual periods beginning on or after January 1, 2018. Retrospective or earlier application is permitted under certain conditions. Pollard is currently assessing the impact of the amendments on its consolidated financial statements.

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Notes to Consolidated Financial Statements (continued)
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5. Inventories:

	December 31, 2016	December 31, 2015
Raw materials	\$ 11,246	\$ 9,679
Work-in-process	784	749
Finished goods	15,202	13,311
	\$ 27,232	\$ 23,739

During 2016 Pollard recorded inventory write-downs of \$622 representing an increase in the obsolescence reserves and write-downs of \$22 due to changes in foreign exchange rates.

During 2015 Pollard recorded inventory write-downs of \$359 representing an increase in the obsolescence reserves and write-downs of \$11 due to changes in foreign exchange rates.

The cost of sales reflects the costs of inventory including direct material, direct labour and manufacturing overheads.

6. Property, plant and equipment:

Cost	Land	Buildings	Leasehold improvements	Equipment	Spare parts	Furniture, fixture and computers	Assets in progress	Total
Balance at January 1, 2015	\$ 803	9,391	2,159	122,956	1,023	3,989	15,148	155,469
Additions/net transfers	-	2,488	295	26,807	223	173	(14,610)	15,376
Disposals	-	-	-	(34)	-	-	-	(34)
Effect of movements in exchange rates	-	-	160	924	-	6	-	1,090
Balance at December 31, 2015	\$ 803	11,879	2,614	150,653	1,246	4,168	538	171,901
Additions/net transfers	-	189	722	3,578	107	712	(312)	4,996
Effect of movements in exchange rates	-	-	(30)	(177)	-	(1)	-	(208)
Balance at December 31, 2016	\$ 803	12,068	3,306	154,054	1,353	4,879	226	176,689

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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Years ended December 31, 2016 and 2015

6. Property, plant and equipment (continued):

Accumulated depreciation	Land	Buildings	Leasehold improvements	Equipment	Spare parts	Furniture, fixture and computers	Assets in progress	Total
Balance at January 1, 2015	\$ -	4,227	1,365	105,705	-	3,449	-	114,746
Depreciation for the year	-	323	193	5,217	-	184	-	5,917
Disposals	-	-	-	(34)	-	-	-	(34)
Effect of movements in exchange rates	-	-	130	761	-	1	-	892
Balance at December 31, 2015	\$ -	4,550	1,688	111,649	-	3,634	-	121,521
Depreciation for the year	-	362	250	7,574	-	237	-	8,423
Effect of movements in exchange rates	-	-	(23)	(138)	-	-	-	(161)
Balance at December 31, 2016	\$ -	4,912	1,915	119,085	-	3,871	-	129,783

Carrying amounts	Land	Buildings	Leasehold improvements	Equipment	Spare parts	Furniture, fixture and computers	Assets in progress	Total
At December 31, 2015	\$ 803	7,329	926	39,004	1,246	534	538	50,380
At December 31, 2016	\$ 803	7,156	1,391	34,969	1,353	1,008	226	46,906

In 2014 Pollard commenced the installation of a new printing press which was reflected in the assets in progress category. The press was put into service in 2015. Included in the 2015 expenditures were \$390 of capitalized borrowing costs (2016 - nil).

7. Equity investment:

Interest in joint venture	December 31, 2016	December 31, 2015
Balance – beginning of year	\$ 401	\$ -
Investment	807	433
Equity loss	(730)	(32)
Effects of movements in exchange rates	(10)	-
Balance – end of year	\$ 468	\$ 401

Pollard has entered into an agreement with NeoGames US, LLP for the establishment of NeoPollard Interactive LLC. The entity was established to provide iLottery services in the United States and Canada, excluding the State of Michigan.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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7. Equity investment (continued):

Pollard and Neogames S.à r.l. operate the iLottery operation for the Michigan Lottery under a separate joint operating agreement. Pollard recognizes its interest in the joint operation by including its assets, including its share of any assets held jointly, its liabilities, including its share of any liabilities incurred jointly and its share of revenue and expenses.

8. Goodwill:

Goodwill is comprised of \$30,620 (2015 - \$30,620), representing the excess purchase price over the underlying carrying amount of the net assets sold, as at August 5, 2005, as a result of the 26.7% of Pollard sold as part of its IPO with the remaining \$6,893 (2015 - \$7,097) from Pollard's purchase of its U.S. subsidiaries. Goodwill has been allocated to CGUs for impairment testing in this manner, as described in the table below.

	December 31,		December 31,	
	2016		2015	
Lottery	\$	30,620	\$	30,620
Charitable games		6,893		7,097
	\$	37,513	\$	37,717

During 2016 the value of goodwill decreased \$204 (2015 – increased \$1,117) as a result of changes in foreign exchange rates.

For both the lottery and charitable games CGUs the recoverable amounts have been determined based on a value in use calculation using cash flow projections from financial forecasts approved by senior management. These forecasts cover a period of five years and reflect an estimate of a terminal value. Included in these forecasts is an assumption of a 3% growth rate which was based on historical trend and expected future performance.

The calculation of value in use for the CGUs described above are most sensitive to the following key assumptions on which management has based its cash flow projections to undertake impairment testing of goodwill:

- Revenue and related gross profit
- Foreign exchange rates
- Discount rates
- Growth rates

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

8. Goodwill (continued):

Revenue and related gross profit

Projected cash flows from revenue assumes the continuation of recent historical trends adjusted for expected new contract wins, anticipated contract renewal pricing pressures and the expected impact of sales initiatives in conjunction with certain production efficiencies that are being developed or are expected to be developed.

Foreign exchange rates

A significant portion of revenue is denominated in U.S. dollars and Euros, partially offset by U.S. dollar denominated costs. In addition, certain financial assets and liabilities are denominated in U.S. currency. Projected cash flows assume an estimated exchange rate between Canadian dollars to U.S. dollars and Euros based on expected exchange rates during the forecast period.

Discount rates

Discount rates were calculated based on the estimated cost of equity capital and debt capital considering data and factors relevant to the economy, the industry and the CGUs. These costs were then weighted in terms of a typical industry capital structure to arrive at an estimated weighted average cost of capital. The after-tax discount rates applied to the cash flow projections for the CGUs described above were as follows:

Lottery	10.0%
Charitable games	11.0%

Growth rates

Growth rates are based on estimated sustainable long-term growth rates of the CGUs.

Management believes that any reasonable possible change in any of the key assumptions on which the cash generating unit's recoverable amounts are based would not cause the unit's carrying amounts to exceed its recoverable amount.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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9. Intangible assets:

Cost		Customer assets	Patents	Deferred development	Computer software and licenses	Total
Balance at January 1, 2015	\$	18,645	5,051	1,171	5,431	30,298
Additions (net of investment tax credits)		-	81	-	346	427
Additions – internally developed (net of investment tax credits)		-	-	(30)	285	255
Effect of movements in exchange rates		-	-	-	15	15
Balance at December 31, 2015	\$	18,645	5,132	1,141	6,077	30,995
Additions (net of investment tax credits)		-	55	-	898	953
Additions – internally developed (net of investment tax credits)		-	-	7	164	171
Balance at December 31, 2016	\$	18,645	5,187	1,148	7,139	32,119

Accumulated amortization		Customer assets	Patents	Deferred development	Computer software and licenses	Total
Balance at January 1, 2015	\$	10,967	4,415	808	816	17,006
Amortization for the year		1,165	252	147	81	1,645
Effect of movements in exchange rates		-	-	-	4	4
Balance at December 31, 2015	\$	12,132	4,667	955	901	18,655
Amortization for the year		1,165	114	151	118	1,548
Balance at December 31, 2016	\$	13,297	4,781	1,106	1,019	20,203

Carrying amounts		Customer assets	Patents	Deferred development	Computer software and licenses	Total
At December 31, 2015	\$	6,513	465	186	5,176	12,340
At December 31, 2016	\$	5,348	406	42	6,120	11,916

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Notes to Consolidated Financial Statements (continued)
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9. Intangible assets (continued):

Customer assets, \$3,874 of patents and \$229 of computer software were recognized as a result of the excess purchase price over the underlying carrying amount of the intangible assets acquired as at August 5, 2005, as part of the 26.7% of Pollard sold in conjunction with the IPO. As at December 31, 2011, computer software and licenses, and patents recognized at IPO were fully amortized. Customer assets will continue to be amortized until fiscal 2021.

The majority of the non-IPO computer software additions relate to the on-going implementation, starting in 2014, of a new ERP platform. A portion of the platform went live January 2016, at which time amortization pertaining to that portion commenced.

Amortization of intangible assets in 2016 of \$1,548 (2015 – \$1,645), was included in cost of sales.

10. Income taxes:

Income tax expense

	2016		2015	
Current (recovery)	\$	5,144	\$	(677)
Deferred (reduction)		(339)		5,410
Total	\$	4,805	\$	4,733

Income tax recognized in other comprehensive income (loss)

	Amount before tax	Tax benefit	2016 Amount net of tax	Amount before tax	Tax expense	2015 Amount net of tax
Defined benefit plans remeasurement gain (loss)	\$ (1,028)	291	(737)	\$ 2,843	(773)	2,070
	\$ (1,028)	291	(737)	\$ 2,843	(773)	2,070

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

10. Income taxes (continued):

Reconciliation of effective tax rate

	2016	2016	2015	2015
Net income for the year		\$ 12,269		\$ 7,463
Total income tax expense		4,805		4,733
Income before income taxes		\$ 17,074		\$ 12,196
Income tax using Pollard's domestic tax rate	27.0%	4,610	26.8%	3,266
Changes in expected tax rates and other non-deductible amounts	1.5%	259	(3.3%)	(401)
Effect of non-taxable items related to foreign exchange	(0.4%)	(64)	15.3%	1,868
	28.1%	\$ 4,805	38.8%	\$ 4,733

Deferred income tax assets and liabilities

Recognized deferred income tax assets and liabilities

Deferred income tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2016	2015	2016	2015	2016	2015
Property, plant and equipment	\$ 19	148	\$ (6,926)	(6,347)	\$ (6,907)	(6,199)
Intangible assets	108	-	(3,265)	(3,515)	(3,157)	(3,515)
Inventories	364	325	-	-	364	325
Employee benefits	5,758	5,477	(1,458)	(1,734)	4,300	3,743
Unrealized foreign exchange (gains) and losses	1,611	1,869	(1,192)	(1,631)	419	238
Other	72	28	-	(371)	72	(343)
Tax assets (liabilities)	\$ 7,932	7,847	\$ (12,841)	(13,598)	\$ (4,909)	(5,751)

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

10. Income taxes (continued):

Movement in temporary differences during the year

	Balance January 1, 2015	Recognized in profit or loss	Recognized in other comprehensive income	Balance December 31, 2015	Recognized in profit or loss	Recognized in other comprehensive income	Balance December 31, 2016
Property, plant and equipment	\$ (1,240)	(4,959)	-	(6,199)	(708)	-	(6,907)
Intangible assets	(3,328)	(187)	-	(3,515)	358	-	(3,157)
Inventories	304	21	-	325	39	-	364
Employee benefits	3,656	860	(773)	3,743	266	291	4,300
Unrealized foreign exchange (gains) and losses	672	(434)	-	238	181	-	419
Unused tax losses	520	(520)	-	-	-	-	-
Other	(125)	(218)	-	(343)	415	-	72
Tax assets (liabilities)	\$ 459	(5,437)	(773)	(5,751)	551	291	(4,909)

Recognized in the consolidated statements of income as follows:

	2016	2015
Deferred income tax expense (reduction)	\$ (339)	\$ 5,410
Finance income	(212)	27
	\$ (551)	\$ 5,437

Amounts included in finance income relate to unrealized foreign exchange.

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Notes to Consolidated Financial Statements (continued)
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11. Long-term debt:

	December 31, 2016	December 31, 2015
Credit facility, interest of 3.1% to 3.4%, payable monthly, maturing 2018	\$ 71,003	\$ 73,497
Deferred financing charges, net of amortization	(151)	(211)
	70,852	73,286
Less current portion	-	(1,203)
	\$ 70,852	\$ 72,083

Included in the total credit facility balance is a U.S. dollar loan balance of US\$13,400 (2015 - US\$14,200).

Effective June 24, 2016, Pollard Banknote Limited renewed its credit facility. The credit facility provides loans of up to \$75,000 for its Canadian operations and US\$12,000 for its U.S. subsidiaries. The borrowings for the Canadian operations can be denominated in Canadian or U.S. dollars, to a maximum of \$75,000 Canadian equivalent. Borrowings under the credit facility bear interest at fixed and floating rates based on Canadian and U.S. prime bank rates, banker's acceptances or LIBOR. At December 31, 2016, the outstanding letters of guarantee drawn under the credit facility were \$1,205 (2015 - \$1,257).

Under the terms and conditions of the credit facility agreement Pollard is required to maintain certain financial covenants including working capital ratios, debt to income before interest, income taxes, amortization and depreciation ("Adjusted EBITDA") ratios and certain debt service coverage ratios. As at December 31, 2016, Pollard is in compliance with all financial covenants.

As of December 31, 2016, Pollard has unused credit facility available of \$18,908 (2015 - \$17,591).

Pollard's credit facility is secured by a first security interest in all of the present and after acquired property of Pollard. The facility can be prepaid without penalties. Under the terms of the agreement the facility was committed for a two year period, renewable June 24, 2018.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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12. Subordinated debt:

	December 31, 2016	December 31, 2015
Subordinated debt, interest of 9.00% payable quarterly, maturing 2021	\$ 6,132	\$ 6,813
Less current portion	(1,363)	-
	<u>\$ 4,769</u>	<u>\$ 6,813</u>

On April 2, 2014, Pollard entered into a loan agreement with Equities for a subordinated term loan facility with a seven year term in the amount of \$6,813 to assist in the purchase of a printing press.

Quarterly principal payments on the subordinated loan facility commenced the quarter following June 30, 2016. Interest on the subordinated debt commenced with the first draw at a rate of 9%. The loan is fully subordinated to the secured credit facility.

13. Pension liability:

	December 31, 2016	December 31, 2015
Fair value of benefit plan assets	\$ 44,372	\$ 40,073
Present value of benefit plan obligations	(57,896)	(51,343)
Net pension liability	<u>\$ (13,524)</u>	<u>\$ (11,270)</u>

Pollard sponsors non-contributory defined benefit plans providing pension benefits to its employees. Pollard has four pension plans of which three are final pay plans and one is a flat benefit plan. None of the plans have indexation features. The measurement date for all the plans is December 31. The two plans of the U.S. subsidiaries require valuations annually with the last valuations being as of January 1, 2016. One of the Canadian plans of Pollard currently requires valuation every three years with the next valuation to be completed in fiscal 2017 as of December 31, 2016. Pollard's other Canadian plan's last valuation was as of January 1, 2013. A new valuation of this plan will also be completed in fiscal 2017 as of December 31, 2016. Pollard's U.S. subsidiaries also maintain two defined contribution plans. The pension expense for these defined contribution plans is the annual funding contribution by the subsidiaries.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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13. Pension liability (continued):

Pollard expects to contribute approximately \$4,100 to its defined benefit plans in 2017. Included in the 2017 estimated contributions is \$1,300 in additional solvency payments.

The benefit plan assets are held in trust and are invested as follows:

	December 31, 2016	December 31, 2015
Equities	61.5%	62.3%
Bonds	35.8%	37.2%
Cash and cash equivalents	2.7%	0.5%
	100.0%	100.0%

Information about Pollard's defined benefit plans, in aggregate, is as follows:

	2016		2015	
<i>Benefit plan assets</i>				
Fair value, beginning of year	\$	40,073	\$	37,460
Expected return on plan assets		1,733		1,534
Employer contributions		2,577		2,387
Benefits paid		(1,743)		(1,765)
Remeasurement (losses) gains		1,866		(311)
Effect of movements in exchange rates		(134)		768
Fair value, end of year	\$	44,372	\$	40,073
<i>Accrued benefit plan obligations</i>				
Balance, beginning of year	\$	51,343	\$	49,402
Current service cost		3,464		3,595
Interest cost		2,161		1,979
Benefits paid		(1,743)		(1,765)
Remeasurement (gains) losses		2,894		(3,154)
Effect of movements in exchange rates		(223)		1,286
Balance, end of year	\$	57,896	\$	51,343
Net pension liability	\$	(13,524)	\$	(11,270)

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

13. Pension liability (continued):

The total net cost for Pollard's defined benefit and defined contribution pension plans recognized in cost of sales is as follows:

	2016	2015
<i>Net defined benefit plans cost</i>		
Current service cost	\$ 3,464	\$ 3,595
Interest on plan obligations	2,161	1,979
Actual return on plan assets	(3,599)	(1,223)
Difference between expected return and actual return on plan assets	2,142	(64)
Net defined benefit plans cost	4,168	4,287
Defined contribution plans cost	249	245
Net pension plans cost	\$ 4,417	\$ 4,532

Actuarial assumptions

The principal actuarial assumptions used in measuring at the reporting date are as follows:

	2016	2015
Discount rate	4.0% to 4.3%	4.3% to 4.7%
Rate of compensation increase	0% to 3.0%	0% to 3.0%

Assumptions regarding future mortality have been based on published statistics and mortality tables. As of December 31, 2016, Pollard used CPM2014 Private Sector projected CPM-B mortality table for its Canadian subsidiary's pension plans and the RP-2016 healthy mortality tables for its U.S. subsidiary's pension plans. As of December 31, 2015, Pollard used CPM2014 Private Sector projected with Scale B mortality table for its Canadian subsidiary's pension plans and the RP-2015 healthy mortality tables for its U.S. subsidiary's pension plans.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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Years ended December 31, 2016 and 2015

13. Pension liability (continued):

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts show below:

	Increase		Decrease	
Discount rate (1% movement)	\$	(11,083)	\$	14,722
Rate of compensation increase (1% movement)	\$	1,949	\$	(1,774)
Future mortality (one year)	\$	1,247	\$	(1,282)

Remeasurements

	2016		2015	
Remeasurement (losses) gains arising on plan assets	\$	1,866	\$	(311)

Remeasurement (gains) losses arising on plan liabilities from:

Demographic assumptions	\$	(81)	\$	(268)
Financial assumptions		3,223		(3,110)
Experience adjustments		(248)		224

Remeasurement (gains) losses arising on plan liabilities	\$	2,894	\$	(3,154)
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Remeasurements recognized in other comprehensive income

	2016		2015	
Amount accumulated in deficit, beginning of year	\$	(11,259)	\$	(13,329)
Recognized during the year		(737)		2,070
Amount accumulated in deficit, end of year	\$	(11,996)	\$	(11,259)

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14. Share capital:

	December 31, 2016	December 31, 2015
Authorized		
Unlimited common shares		
Unlimited preferred shares		
Issued		
23,543,158 common shares	\$ 73,209	\$ 73,209
	\$ 73,209	\$ 73,209

Ownership restrictions:

The holders of the common shares are entitled to one vote in respect to each common share held, subject to the Board of Directors ability to take constraint actions when a person, or group of persons acting in concert acquires, agrees to acquire, holds, beneficially owns or controls, either directly or indirectly, a number of shares equal to or in excess of 5% of the common shares (on a non-diluted basis) issued and outstanding ("Ownership Threshold"). The Board of Directors, in its sole discretion, can take the following constraint actions:

- place a stop transfer on all or any of the common shares believed to be in excess of the Ownership Threshold;
- suspend all voting and/or dividend rights on all or any of common share held believed to be in excess of the Ownership Threshold;
- apply to a court seeking an injunction to prevent a person from acquiring, holding, owning, controlling and/or directing, directly or indirectly, common shares in excess of the Ownership Threshold; and/or
- make application to the relevant securities commission to effect a cease trading order or such similar restriction, until the person no longer controls common shares equal to or in excess of the Ownership Threshold.

In addition, if a Gaming Regulatory Authority has determined that ownership by a holder of common shares is inconsistent with its declared policies, the Board of Directors is entitled to take constraint action against such shareholder. Any person who controls common shares equal to or in excess of the Ownership Threshold, may be required to file an application, be investigated and have suitability as a shareholder determined by a Gaming Regulatory Authority, if such Gaming Regulatory Authority has reason to believe such ownership would otherwise be inconsistent with its declared policies. The shareholder must pay all the costs of the investigation incurred by any such Gaming Regulatory Authority.

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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Years ended December 31, 2016 and 2015

14. Share capital (continued):

Capital management:

Pollard's objectives in managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Pollard also strives to maintain an optimal capital structure to reduce the overall cost of capital.

In the management of capital, Pollard includes long-term debt, subordinated debt, share capital and deficit, but excludes reserves. The Board of Directors regularly monitors the levels of debt, equity and dividends.

Pollard monitors capital on the basis of funded debt to Adjusted EBITDA, working capital ratio and debt service coverage. Pollard has externally imposed capital requirements as determined through its bank credit facility. As at December 31, 2016, Pollard is in compliance with all financial covenants.

Dividends:

Dividends are paid on the common shares within 15 days of the end of each quarter and are fully discretionary, as determined by the Board of Directors of Pollard.

On November 14, 2016, a dividend of \$0.03 per share was declared, payable on January 13, 2017, to the shareholders of record on December 31, 2016.

There were no other changes in Pollard's approach to capital management during the current period.

Share based compensation:

Under the Pollard Banknote Limited Stock Option Plan the Board of Directors has the authority to grant options to purchase common shares to eligible persons and to determine the applicable terms. The aggregate maximum number of common shares available for issuance from Pollard's treasury under the Option Plan is 2,354,315 common shares.

On March 5, 2014, the Board of Directors approved the award of 100,000 options to purchase common shares of Pollard for certain key management personnel. The options were granted on March 10, 2014, and have a seven year term, vesting 25% per year over the first four years. The exercise price of the options was equal to the closing price of the common shares on March 7, 2014.

On September 7, 2016, the Board of Directors approved the award of 25,000 options to purchase common shares of Pollard for a key management member. The options were granted on October 3, 2016, and have a seven year term, vesting 25% per year over the first four years. The exercise price of the options was equal to the closing price of the common shares on September 30, 2016.

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Notes to Consolidated Financial Statements (continued)
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14. Share capital (continued):

The grant date fair value of these options was determined based on the Black-Scholes formula. Expected volatility is estimated by considering historic average share price volatility. The inputs used in the measurement of the fair values of the share based compensation granted are the following:

Option grant date	October 3, 2016	March 10, 2014
Fair value at grant date	\$ 1.87	\$ 0.82
Share price	\$ 8.12	\$ 3.63
Exercise price	\$ 8.12	\$ 3.63
Expected volatility	30.7%	33.7%
Option life (expected weighted average life)	4.75 years	4.75 years
Risk-free interest rate (based on Canadian government bonds)	0.6% to 0.7%	1.7% to 2.1%

As of December 31, 2016, no share options had been exercised or expired. Of the 125,000 options outstanding at December 31, 2016, 50,000 were exercisable. The weighted average exercise price for the outstanding options was \$4.53.

Subsequent to year end, on March 13, 2017, the Board of Directors approved the award of 125,000 options to purchase common shares of Pollard for key management personnel. The options will be granted on March 16, 2017, and have a seven year term, vesting 25% per year over the first four years. The exercise price of the options will be equal to the closing price of the common shares on March 15, 2017.

15. Commitments and contingencies:

Pollard and certain subsidiaries rent premises and equipment under long-term operating leases. The following is a schedule by fiscal year of rental payment commitments under operating leases outstanding:

2017	\$ 4,930
2018	4,450
2019	3,381
2020	3,093
2021	2,716
Thereafter	4,107

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
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Years ended December 31, 2016 and 2015

15. Commitments and contingencies (continued):

Pollard is contingently liable for outstanding letters of guarantee in the amount of \$1,205 at December 31, 2016 (2015 - \$1,257). These letters of guarantee are part of Pollard's credit facility and are secured as disclosed in note 11.

During 2008 Pollard entered into a sale leaseback with an affiliate of Equities for land and building in Council Bluffs, Iowa. The property was sold for \$4,081 and leased back for ten years at an annual lease rate of approximately US\$260. The sale value was determined through independent appraisal.

Also in 2008 Pollard entered into a lease with an affiliate of Equities for a manufacturing facility in Winnipeg, Manitoba. The lease was for a 12 year 6 month period, ending March 31, 2021, at an annual base rate of approximately \$2,453. In 2015, Pollard agreed to exercise its renewal clause. The renewal covers the period from April 2021 to September 2023 with an approximate annual lease rate of \$2,400, including an annual amortization of a leasehold improvement allowance of approximately \$1,000. The total leasehold allowance is \$2,500. The base rental rate was based on current market value as determined through independent appraisal.

During 2011 Pollard entered into a sale leaseback with an affiliate of Equities for land and building in Winnipeg, Manitoba. The property was sold for \$3,473 and leased back for five years (with an option to renew for an additional five year term) at an annual lease rate of approximately \$313. The sale value was determined through independent appraisal. During 2016, Pollard exercised its option to renew its lease for an additional five year term for annual rent of \$363 per year. The rental rate was based on current market value as determined through independent appraisal.

Pollard is involved in litigation and claims associated with operations, the aggregate amounts of which are not determinable. While it is not possible to estimate the outcome of the proceedings, management is of the opinion that any resulting settlements would not materially affect the financial position of Pollard. Should a loss occur on resolution of these claims, such loss would be accounted for as a charge to income in the period in which the settlement occurs.

Pollard has agreed to indemnify Pollard's current and former directors and officers from and against liability and costs in respect of any action or suit against them in connection with the execution of their duties of office, subject to certain usual limitations. No claims with respect to such occurrences have been made and, as such, no amount has been recorded in these financial statements with respect to these indemnifications.

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Notes to Consolidated Financial Statements (continued)
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16. Other (income) expense:

	2016		2015	
Loss on equity investment (note 7)	\$	730	\$	32
Gain on sale of investment in associate		(516)		-
Other income		(246)		(316)
	\$	(32)	\$	(284)

During 2016, Pollard entered into an agreement to sell its investment in Shenzhen Palm Commerce & Pollard Banknote Technology Co., Ltd. to Palm Commerce Information and Technology (China) Co., Ltd., the majority shareholder, for proceeds of US\$400, which are recorded in accounts receivable as at December 31, 2016.

17. Finance costs and finance income:

Finance costs	2016		2015	
Foreign exchange loss	\$	681	\$	3,120
Interest		3,374		2,917
Amortization of deferred financing costs		226		345
	\$	4,281	\$	6,382

Finance income	2016		2015	
Foreign exchange gain	\$	1,042	\$	7
Mark-to-market gain on foreign currency contracts		-		483
	\$	1,042	\$	490

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18. Net income per share:

	2016		2015	
Net income attributable to shareholders for basic and diluted net income per share	\$	12,269	\$	7,463
Weighted average number of shares (basic)		23,543,158		23,543,158
Weighted average impact of share options		106,216		100,000
Weighted average number of shares (diluted)		23,649,374		23,643,158
Net income per share (basic)	\$	0.52	\$	0.32
Net income per share (diluted)	\$	0.52	\$	0.32

19. Personnel expenses:

	2016		2015	
Wages and salaries	\$	70,851	\$	66,716
Benefits and government payroll remittances		11,645		10,571
Profit share		2,028		1,432
Expenses related to defined contribution plans		249		252
Expenses related to defined benefit plans		4,168		4,288
	\$	88,941	\$	83,259

20. Supplementary cash flow information:

	2016		2015	
Change in non-cash operating working capital:				
Accounts receivable	\$	(14,724)	\$	(1,290)
Inventories		(3,657)		2,356
Prepaid expenses and deposits		182		(1,117)
Income taxes receivable		(417)		(2,199)
Accounts payable and accrued liabilities		1,696		(565)
	\$	(16,920)	\$	(2,815)

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21. Related party transactions:

During the year ended December 31, 2016, Pollard paid property rent of \$3,146 (2015 - \$3,092) and \$357 (2015 - \$272) in plane charter costs to affiliates of Equities. In addition, during the year, Pollard paid Equities \$592 (2015 - \$613) interest on Pollard's subordinated debt.

During the year, Equities paid Pollard \$72 (2015 - \$72) for accounting and administration fees.

During the year ended December 31, 2016, Pollard reimbursed operating costs and paid software royalties of \$1,755 (2015 - \$484) to its iLottery partner, which are recorded in cost of sales and \$633 (2015 - \$115) of development costs.

At December 31, 2016, included in accounts payable and accrued liabilities is an amount owing to Equities and its affiliates for rent, interest and other expenses of \$907 (2015 - \$795). Also included in accounts payable and accrued liabilities is a net amount owing to Pollard's iLottery partner of \$789 (2015 - \$1,125) for reimbursement of operating costs and capital expenditures, and its share of operating profits.

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the company. The Board of Directors and the Executive Committee are considered key management personnel.

Key management personnel compensation comprised:

		2016		2015
Wages, salaries and benefits	\$	2,631	\$	2,571
Profit share		14		9
Expenses related to defined benefit plans		447		483
	\$	3,092	\$	3,063

As at December 31, 2016, the Directors and Named Executive Officers of Pollard, as a group, beneficially owned or exercised control or direction over 17,444,771 common shares of Pollard.

22. Sales to major customers:

For the year ended December 31, 2016, sales to one customer amounted to 17 percent of consolidated sales, in 2015 no customer amounted to 10 percent.

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23. Segmented information:

Pollard's operations consist of one reporting segment principally in the manufacturing, development and sale of lottery and charitable gaming products. The manufacturing, development and sale of lottery and charitable products have been aggregated as one reportable segment as they have similar economic characteristics, including similar gross profit margins. Geographic distribution of sales, property, plant and equipment and goodwill are as follows:

	2016		2015	
Sales:				
Canada	\$	49,399	\$	52,530
U.S.		134,130		108,969
Other		62,885		59,531
	\$	246,414	\$	221,030

	December 31, 2016		December 31, 2015	
Property, plant and equipment and goodwill:				
Canada	\$	43,893	\$	44,266
U.S.		40,526		43,831
	\$	84,419	\$	88,097

24. Financial instruments:

The fair value of a financial instrument is the estimated amount that Pollard would receive or pay to terminate the instrument agreement at the reporting date. The following methods and assumptions were used to estimate the fair value of each type of financial instrument by reference to various market value data and other valuation techniques as appropriate.

The fair values of accounts receivable, accounts payable and accrued liabilities and dividends payable approximate their carrying values given their short-term maturities.

The fair value of the long-term debt approximates the carrying value due to the variable interest rate of the debt.

The fair value of the subordinated debt approximates the carrying value based on the terms associated with the debt.

The fair value of the other non-current liabilities approximates the carrying value based on the expected settlement amount of these liabilities.

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Notes to Consolidated Financial Statements (continued)
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24. Financial instruments (continued):

Certain financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on the quoted prices observed in active markets for identical assets or liabilities

Level 2 - valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 - valuation techniques with significant unobservable market inputs

A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

As at December 31, 2016, the cash and restricted cash recorded at fair value was classified as level one of the fair value hierarchy.

25. Financial risk management:

Pollard has exposure to the following risks from its use of financial instruments:

Credit risk
Liquidity risk
Currency risk
Interest rate risk

Pollard's risk management policies are established to identify and analyze the risks, to set appropriate risk limits and controls and to monitor risks and adherence to limits. The Audit Committee oversees how management monitors compliance with Pollard's risk management policies and procedures. The Audit Committee is assisted in its oversight role by Internal Audit, who undertakes regular reviews of risk management controls and utilizes the annual risk assessment process as the basis for the annual internal audit plan.

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25. Financial risk management (continued):

Credit risk

The following table outlines the details of the aging of Pollard's receivables and the related allowance for doubtful accounts:

	December 31, 2016	December 31, 2015
Current	\$ 36,670	\$ 19,193
Past due for 1 to 60 days	1,530	4,295
Past due for more than 60 days	449	717
Less: Allowance for doubtful accounts	(64)	(54)
	\$ 38,585	\$ 24,151

Liquidity risk

Liquidity risk is the risk that Pollard will not be able to meet its financial obligations as they fall due.

The following table outlines Pollard's maturity analysis of the undiscounted cash flows, including related interest payments, of certain non-current financial liabilities and leases as of December 31, 2016:

	Total	2017	2018 - 2019	2020 - 2021	After
Long-term debt	\$ 74,695	2,271	72,424	-	-
Subordinated debt	7,306	1,839	3,309	2,158	-
Pension liability	13,524	1,300	2,600	2,600	7,024
Operating leases	22,677	4,930	7,831	5,809	4,107
	\$ 118,202	10,340	86,164	10,567	11,131

Pollard's approach is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. In addition, Pollard maintains a committed credit facility including up to \$75,000 for its Canadian operations and up to US\$12,000 for its U.S. subsidiaries. At December 31, 2016, the unused balance available for drawdown under the credit facility was \$18,908 (2015 - \$17,591).

Pollard Banknote Limited
Notes to Consolidated Financial Statements (continued)
(In thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2016 and 2015

25. Financial risk management (continued):

The 2017 requirements for capital expenditures, working capital and dividends are expected to be financed from cash flow provided by operating activities and the unused credit facility. Pollard enters into contractual obligations in the normal course of business operations.

Currency risk

Pollard sells a significant portion of its products and services to customers in the United States and to some international customers where sales are denominated in U.S. dollars. In addition, a significant portion of its cost inputs are denominated in U.S. dollars. Pollard also generates revenue in currencies other than the Canadian and U.S. dollar, primarily in Euros.

A 50 basis point strengthening/weakening in the foreign exchange rate between the Canadian and U.S. dollar would decrease/increase the income before income taxes due to changes in operating cashflow by approximately \$64 for year ended December 31, 2016 (2015 - \$47). A 50 basis point strengthening/weakening in the foreign exchange rate between the Canadian dollar and Euro would decrease/increase the income before income taxes due to changes in operating cashflow by approximately \$64 for year ended December 31, 2016 (2015 - \$52).

In addition, translation differences arise when foreign currency monetary assets and liabilities are translated at foreign exchange rates that change over time. As at December 31, 2016, the amount of financial liabilities denominated in U.S. dollars exceeded the amount of financial assets denominated in U.S. dollars by approximately \$1,552 (2015 - \$4,101). A 50 basis point weakening/strengthening in the value of the Canadian dollar relative to the U.S. dollar would result in a decrease/increase in income before taxes of approximately \$8 for the year ended December 31, 2016 (2015 - \$21).

Pollard utilizes a number of strategies to mitigate its exposure to currency risk. Two manufacturing facilities are located in the U.S. and a significant amount of cost inputs for all production facilities are denominated in U.S. dollars, offsetting a large portion of the U.S. dollar revenue in a natural hedge.

Pollard also uses financial hedges, including foreign currency contracts, to help manage foreign currency risk. At December 31, 2016, Pollard had no outstanding foreign currency contracts.

Interest rate risk

Pollard is exposed to interest rate risk relating to its fixed and floating rate instruments. Fluctuation in interest rates will have an effect on the valuation and repayment of these instruments.

A 50 basis point decrease/increase in interest rates would result in an increase/decrease in income before income taxes of approximately \$355 for the year ended December 31, 2016 (2015 - \$367).

**The Board
of Directors
of Pollard
Banknote
Limited**

Gordon Pollard EXECUTIVE CHAIR
Jerry Gray^{1,2}
Garry Leach¹
John Pollard³
Douglas Pollard

¹ Member of the Audit Committee, Compensation Committee and the Governance and Nominating Committee

² Lead Director

³ Member of the Audit Committee

**Senior
Management**

John Pollard
CO-CHIEF EXECUTIVE OFFICER
Douglas Pollard
CO-CHIEF EXECUTIVE OFFICER
Paul Franzmann
EXECUTIVE VICE PRESIDENT, CORPORATE DEVELOPMENT
Pedro Melo
EXECUTIVE VICE PRESIDENT, INFORMATION TECHNOLOGY
Riva Richard
GENERAL COUNSEL AND EXECUTIVE VICE PRESIDENT,
LEGAL AFFAIRS
Robert Rose
EXECUTIVE VICE PRESIDENT, FINANCE AND CHIEF
FINANCIAL OFFICER
Jennifer Westbury
EXECUTIVE VICE PRESIDENT, SALES AND CUSTOMER
DEVELOPMENT
Robert Young
EXECUTIVE VICE PRESIDENT, OPERATIONS

**Investor
Relations**

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**Stock
Exchange Listing**

The Toronto Stock Exchange - PBL

**Independent
Auditors**

KPMG LLP,
Winnipeg, Manitoba

**Transfer
Agent**

Computershare Trust Company of Canada,
Toronto, Ontario

Bankers

Toronto-Dominion Bank,
Winnipeg, Manitoba

Bank of Montreal,
Calgary, Alberta

Canadian Western Bank,
Edmonton, Alberta

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ANNUAL REPORT

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