

ACE AVIATION

**Third Quarter 2015
Interim Unaudited
Condensed Consolidated Financial Statements and Notes**

November 24, 2015

Notice required under National Instrument 51-102 - “Continuous Disclosure Obligations,” Part 4.3 (3) (a).

The accompanying unaudited interim condensed consolidated financial statements for ACE Aviation Holdings Inc. as at and for the three and nine month period ended September 30, 2015, together with the accompanying notes have not been reviewed by the Corporation’s auditors.

Consolidated Statement of Net Assets in Liquidation

Unaudited (Canadian dollars in thousands except per share figures)		As at September 30 2015	As at December 31 2014
ASSETS			
Cash and cash equivalents	Note 2	\$ 18,956	\$ 10,738
Short-term investments	Note 2	-	123,019
Commodity taxes receivable		148	166
		\$ 19,104	\$ 133,923
LIABILITIES			
Accounts payable and accrued liabilities		172	238
Income and other taxes payable	Note 3	-	-
		\$ 172	\$ 238
Contingencies	Note 5	-	-
NET ASSETS IN LIQUIDATION		\$ 18,932	\$ 133,685
NET ASSETS IN LIQUIDATION PER SHARE			
Basic and Diluted	Note 4	\$ 0.58	\$ 4.12

Contingencies, guarantees and indemnities [Notes 3 and 5]

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

Ernst & Young Inc.,
In its capacity as Court-appointed Liquidator of ACE Aviation Holdings Inc.
and not in its personal capacity

Per: (signed) Sharon Hamilton

Consolidated Statement of Changes in Net Assets in Liquidation

Unaudited (Canadian dollars in thousands except per share figures)	Three Months Ended September 30 2015	Nine Months Ended September 30 2015	Year Ended December 31 2014	Three Months Ended September 30 2014	Nine Months Ended September 30 2014
Net assets in liquidation, beginning of period	\$ 18,971	\$ 133,685	\$ 132,744	\$ 133,125	\$ 132,744
Interest income	37	555	1,488	378	1,112
Administrative and other expenses	(76)	(308)	(547)	(103)	(456)
Income (loss) before taxes	(39)	247	941	275	656
Provision for income taxes Note 3 Current	-	-	-	-	-
Income (loss) for the period	(39)	247	941	275	656
Distribution to common shareholders	-	(115,000)	-	-	-
Net assets in liquidation, end of period	\$ 18,932	\$ 18,932	\$ 133,685	\$ 133,400	\$ 133,400
Income per share					
Basic and Diluted Note 5	\$ -	\$ 0.01	\$ 0.03	\$ 0.01	\$ 0.02

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

Consolidated Statement of Cash Flows in Liquidation

Unaudited (Canadian dollars in thousands)		Three Months Ended September 30		Nine Months Ended September 30	
		2015	2014	2015	2014
Cash flows from (used for)					
Income (loss) for the period		\$ (39)	\$ 275	\$ 247	\$ 656
Non-cash adjustments					
Changes in non-cash working capital balances		15	(25)	(48)	(69)
		(24)	250	199	587
Financing					
Distribution to common shareholders	Note 1	-	-	(115,000)	-
		-	-	(115,000)	-
Investing					
Decrease (increase) in short-term investments	Note 2	-	(348)	123,019	(1,031)
		-	(348)	123,019	(1,031)
Increase (decrease) in cash and cash equivalents		(24)	(98)	8,218	(444)
Cash and cash equivalents, beginning of period		18,980	10,864	10,738	11,210
Cash and cash equivalents, end of period	Note 2	\$ 18,956	\$ 10,766	\$ 18,956	\$ 10,766

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

**Notes to the Interim Condensed Consolidated Financial Statements (unaudited)
(Canadian dollars in thousands)**

1. GENERAL INFORMATION, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

A) GENERAL INFORMATION

The accompanying consolidated financial statements (the "financial statements") are of ACE Aviation Holdings Inc. ("ACE"). ACE is incorporated and domiciled in Canada. The address of its registered office is 1155 René-Lévesque West, 40th Floor, Montreal, Québec, H3B 3V2, Canada.

ACE, which was incorporated on June 29, 2004, is an investment company that held aviation interests. Reference to the "Corporation" in the following notes to the financial statements refers to ACE and its wholly owned subsidiaries. Refer to Note 2 for a description of ACE's investments.

On April 25, 2012, at ACE's annual and special meeting, ACE's shareholders approved a special resolution providing for an amendment to the articles of ACE pursuant to which all Class A variable voting shares and Class B voting shares of ACE were converted into a new class of common shares of ACE on a one-for-one basis.

The shareholders of ACE also approved a special resolution providing for the voluntary liquidation of ACE pursuant to Section 211 of the *Canada Business Corporations Act*, through distribution of its remaining assets to shareholders, after providing for outstanding liabilities, contingencies and costs of the liquidation, the appointment of a liquidator at a time to be determined by the board of directors of ACE and the ultimate dissolution of ACE in the future, once all the liquidation steps have been completed.

On May 9, 2012, ACE declared a distribution in the aggregate amount of \$275,000 (or approximately \$8.46 per common share) to common shareholders of record as of June 1, 2012, which was paid on June 8, 2012. This distribution represented the initial distribution to shareholders of amounts to be paid in the course of the voluntary liquidation of ACE pursuant to Section 211 of the *Canada Business Corporations Act*.

On June 28, 2012, the Superior Court of Québec (Commercial Division) (the "Court") issued an order appointing Ernst & Young Inc. as liquidator of ACE (the "Liquidator"). Effective June 28, 2012, all of the directors and officers of ACE resigned from their positions and the Liquidator was vested with the powers of the directors of ACE.

On July 16, 2012, ACE announced that the TSX advised ACE that it no longer met the continued listing requirements of the TSX as a result of the previously announced appointment of the Liquidator of ACE and the resignation of all of the directors and officers of ACE. The TSX advised ACE that if it did not voluntarily delist by September 14, 2012, the TSX would delist its common shares. As a result, ACE delisted its common shares from the TSX effective at the close of business on September 14, 2012.

ACE transferred the listing of its common shares from the TSX to the NEX board of the TSX Venture Exchange on September 17, 2012, the trading day immediately following the delisting from the TSX.

Pursuant to an order issued by the Court on February 25, 2013, the Liquidator established a process for the identification, resolution and barring of claims and other contingent liabilities against ACE. Creditors had until May 13, 2013 to file their proofs of claim, failing which their claims would be barred and extinguished.

In response to ACE's claims process, Air Canada filed a contingent claim related to the previously disclosed tax indemnities which are described herein under Note 5 – Taxes. The contingent claim, in the amount of \$50,161 covered any eventual reassessment of Air Canada's input tax credit refund claims plus any related interest and ancillary legal costs. The reassessment periods for substantially all of the input tax credit claims covered by the indemnity in favour of Air Canada expired in 2014 and 2015, with the remaining reassessment period expiring at the beginning of 2016. Aveos filed a similar contingent claim in the amount of \$1,600 with respect to any eventual reassessment of input tax credit refund claims and any related interest and ancillary costs referred to under Note 5 – Taxes (Certificate

of Discharge and Tax Audits). The reassessment periods for the input tax credit claims covered by the indemnity in favour of Aveos expired at the end of 2014. ACE maintains a reserve for claims and other contingencies, which includes an amount for the indemnity in favour of Air Canada with respect to reassessment periods which have not yet expired. Such reserve will not be available for distribution to the shareholders pending the expiration of the remaining reassessment period or settlement of such contingencies and approval by the Court of any such distributions.

In 2013, ACE also received a claim from a plaintiff relating to a proposed class action initiated in the Ontario Superior Court of Justice by the plaintiff against Air Canada and ACE Aviation Holdings Inc., which alleged that Air Canada improperly charged the plaintiff and other class members for certain United States taxes in connection with the sale of airfare. The plaintiff alleged that as the former parent or shareholder of Air Canada, ACE was liable for the acts of Air Canada. The plaintiff therefore filed a proof of claim against ACE in the liquidation claims process in the amount of \$200,000, pending determination of the allegedly overcharged amounts. No breakdown or calculation was provided in relation to the amount claimed. ACE was of the view that this claim against ACE had no merit given that ACE is a separate entity from Air Canada and that ACE never sold airfare. Accordingly, the Liquidator delivered a notice of disallowance to the plaintiff and the plaintiff did not contest the notice of disallowance prior to the expiry date for such contestation. The plaintiff subsequently agreed to formally discontinue the action against ACE in the Ontario Superior Court of Justice.

In addition, the Liquidator received a letter from a group acting on behalf of certain air cargo customers (the "Stichting Compensation Foundation") claiming an unspecified amount of compensation from ACE in connection with surcharges for fuel and security for the period from January 1, 2000 to December 31, 2006, which are alleged to have been implemented by certain air cargo carriers in violation of European Union competition law. The Stichting Compensation Foundation relied on a decision of the European Commission issued on November 9, 2010 pursuant to which the European Commission imposed fines on eleven air cargo carriers, including Air Canada the former subsidiary of ACE, for such alleged actions. The decision of the European Commission is being appealed by the air cargo carriers. The Stichting Compensation Foundation did not file a claim in the Liquidation. ACE was of the view that the Stichting Compensation Foundation's claim was barred and had no merit in any event given that ACE is a separate entity from Air Canada, ACE has never operated an air cargo business or sold cargo fares and no penalties, fines or other measures were imposed or taken by the European Commission against ACE. On May 20, 2014, the Court issued an order confirming that the Stichting Compensation Foundation and the air cargo customers that it purports to represent are barred from advancing a claim against ACE in its liquidation process and shall not be entitled to receive any amount from the Liquidator in connection with ACE's liquidation process.

The only remaining subsidiaries of ACE are ACTS LP and its general partner, 4378555 Canada Inc. ACTS LP previously operated a business of aircraft maintenance, repair and overhaul prior to the sale of its business to a consortium of private equity firms in October 2007. ACTS LP does not have any assets, and has not carried on any business since October 2007. As a result of the tax indemnity arrangements entered into with Air Canada, which are referred to above, ACTS LP will be dissolved only after the expiration of the indemnity arrangements with Air Canada. The Liquidator is not aware of any liabilities or contingent liabilities of ACTS LP other than contingent liabilities in respect of the tax indemnity agreements referred to above. In order to ensure that there are no such liabilities or contingent liabilities against ACTS LP and in anticipation of its eventual dissolution, the Liquidator established a process for the identification, resolution and barring of any claims or other contingent liabilities against ACTS LP and its general partner. Pursuant to an order issued by the Court on May 20, 2014, any potential creditors of ACTS LP and its general partner had until July 18, 2014 to file their proofs of claim, failing which their claims against ACTS LP and its general partner would be barred and extinguished. The only proof of claim filed in response to such claims process was filed by Air Canada with respect to certain of the indemnity arrangements referred to above which were entered into by ACTS LP in addition to ACE.

Given the results of the claims process referred to above and taking into account that the reassessment periods for the large majority of the input tax credit claims covered by the indemnity in favour of Air Canada had expired, the Liquidator announced on April 28, 2015 that it intended to seek Court approval for a distribution to shareholders of ACE in the aggregate amount of \$115,000, or approximately \$3.54 per common share of ACE. The Court approved such distribution at a hearing held on May 8, 2015. The record date to determine shareholders entitled to receive the distribution was May 26, 2015 and the payment date for the distribution was June 2, 2015. Further to the distribution, ACE's only remaining assets consist of cash in an aggregate amount of approximately \$19

milion.

Future distributions of ACE's remaining net cash to its shareholders are subject to the expiration or settlement of any contingencies and approval by the Court of any such distributions. There is no certainty as to the timing or amount of such distributions. The final distribution to shareholders and the cancellation of the shares of ACE will not occur until all remaining contingent liabilities are settled or otherwise provided for.

The distribution paid on June 2, 2015 was, and any additional distributions will be, designated as eligible dividends for the purposes of the *Income Tax Act* (Canada).

B) BASIS OF PRESENTATION

The Corporation prepares its financial statements in accordance with generally accepted accounting principles in Canada ("GAAP") as set out in the Handbook of the Canadian Institute of Chartered Accountants – Part 1. These interim condensed consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB applicable to the preparation of interim financial statements, including IAS 34 "Interim Financial Reporting".

In accordance with GAAP, these financial statements do not include all of the financial statement disclosures required for annual financial statements and should be read in conjunction with the Corporation's annual consolidated financial statements for the year ended December 31, 2014, which have been prepared in accordance with IFRS as issued by the IASB. In the Liquidator's opinion, the financial statements reflect all adjustments that are necessary for a fair presentation of the results for the interim period presented.

The Corporation changed the basis of preparing its financial statements from going concern to liquidation, effective January 1, 2011. As a result, the financial statements have been prepared using a liquidation basis of accounting. This basis of presentation differs from the presentation adopted in the interim financial reports of the Corporation issued during 2011. The adoption of a liquidation basis of presentation on January 1, 2011 did not result in a change to net assets.

The financial statements do not include costs to liquidate the assets of the Corporation, settle any contingent liabilities or future administrative costs and professional fees to wind-up the activities of the Corporation. These costs may be material and the amounts disclosed as net assets in liquidation in total or on a per share basis will change. The actual amounts available for distribution to shareholders will change and such changes may be material.

These financial statements were approved by the Liquidator for issue on November 24, 2015.

C) SIGNIFICANT ACCOUNTING POLICIES

These financial statements are based on the accounting policies consistent with those disclosed in Note 2 to the 2014 annual consolidated financial statements.

2. NET ASSETS IN LIQUIDATION

Cash

As at September 30, 2015, ACE's cash amounted to \$18,956 (December 31, 2014 – \$10,738). The Corporation did not hold any cash equivalents as at September 30, 2015 or December 31, 2014.

Short-term investments

As at September 30, 2015, ACE's short-term investments amounted to nil (December 31, 2014 – \$123,019). Short-term investments comprise bankers' acceptances and bankers' discount notes that have original maturities over three months, but not more than one year. The average interest rate on short-term investments as at December 31, 2014 was 1.13%.

3. TAXES

Certificates of Discharge and Tax Audits

In March 2010, ACE applied for Certificates of Discharge from the Canada Revenue Agency (“CRA”) and Revenu Québec.

ACE assisted the CRA and Revenu Québec with their audits of ACE's income tax returns for the years 2005 to 2010 and audits in respect of other taxes. The audits of income tax returns required a detailed review of all of the significant corporate transactions undertaken by ACE since its incorporation in 2004, together with a detailed review of all of its returns.

On March 7, 2012, a tax clearance certificate was issued by the CRA in connection with all taxation years ended on or prior to December 31, 2010. On March 12, 2012, Revenu Québec issued an equivalent certificate authorizing the distribution of property up to \$500,000. On August 21, 2015, ACE received a tax clearance certificate from the CRA in connection with all taxation years ended on or prior to December 31, 2013.

In connection with the process leading to the issuance of tax clearance certificates in favour of ACE for all taxation years ended on or prior to December 31, 2010, Revenu Québec conducted a sales tax audit of ACE and its subsidiaries in 2010 and 2011. Revenu Québec issued notices of reassessment in the amount of \$37,700 primarily with respect to certain importations of aircraft parts on the basis that it was Air Canada, and not ACE's subsidiary ACTS LP, which should have paid GST and should have been allowed to claim the related refund. Revenu Québec also issued additional notices of reassessment in the amount of \$7,400 relating, inter alia, to certain intercompany transactions on which Revenu Québec considers that ACE or ACTS LP should have charged Air Canada sales tax in the amount of \$6,800. All such reassessments were paid by ACE and ACTS LP, and Air Canada paid an aggregate amount of approximately \$40,140 to ACE and ACTS LP and then claimed additional GST/QST refunds for the same amount. The reassessment periods for substantially all of the input tax credit claims covered by the indemnity in favour of Air Canada expired in 2014 and 2015, with the remaining reassessment period expiring at the beginning of 2016. ACE agreed to indemnify and hold harmless Air Canada should such refund claims be reassessed in the future.

A substantially similar process occurred with respect to GST payable on importation on behalf of Aveos and Aveos agreed to claim additional GST refunds in the amount of \$1,096 and to pay such amount to ACE to reimburse it for GST paid in connection with the importations. ACE agreed to indemnify and hold harmless Aveos should such refund claims be reassessed in the future. The reassessment periods for the input tax credit claims covered by the indemnity in favour of Aveos expired in 2014.

See “Note 1 – General Information” for additional information relating to the proofs of claim filed by Air Canada and Aveos in connection with ACE's liquidation claims process and the claims process of ACTS LP and its general partner.

Administrative and other expenses for the three months ended September 30, 2015, September 30, 2014 and the year ended December 31, 2014 include net provisions for other taxes of nil.

4. SHARE CAPITAL

The issued and outstanding common shares of ACE as at September 30, 2015 are as follows:

Outstanding shares ('000s)	As at September 30 2015	As at December 31 2014
Issued and Outstanding Common Shares	32,475	32,475
Total issued and outstanding	32,475	32,475

5. CONTINGENCIES, GUARANTEES AND INDEMNITIES

Indemnification agreements

Refer to Note 1 (General Information) and Note 3 (Taxes – Certificates of Discharge and Tax Audits) for a description of indemnification agreements between ACE and Air Canada related to certain commodity tax reassessments. Also refer to Note 1 (General Information) for a description of the proofs of claim filed in response to ACE's claims process.