Condensed Consolidated Interim Financial Statements of

CARGOJET

For the three and nine month periods ended September 30, 2019 and 2018

(unaudited - expressed in millions of Canadian dollars)

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CARGOJET INC.

Condensed Consolidated Interim Balance Sheets
As at September 30, 2019 and December 31, 2018

(unaudited - in millions of Canadian dollars)

	Note	September 30, 2019	December 31, 2018
		$	$
ASSETS			
CURRENT ASSETS			
Trade and other receivables		39.8	65.2
Inventories		1.3	1.6
Prepaid expenses and deposits		6.1	5.2
Income taxes recoverable		0.1	0.1
Derivative financial instruments	19	6.2	0.5
		53.5	72.6
NON-CURRENT ASSETS			
Property, plant and equipment	5,8	858.7	721.3
Goodwill	6	48.3	46.4
Intangible assets		2.0	2.0
Deposits		5.5	7.1
Contract asset	4	78.7	-
Deferred income taxes	12	3.5	3.5
		1,050.2	852.9
LIABILITIES			
CURRENT LIABILITIES			
Overdraft		0.1	0.9
Trade and other payables		49.4	44.4
Lease liabilities	2,9	38.6	25.2
Dividends payable		3.2	2.9
		91.3	73.4
NON-CURRENT LIABILITIES			
Borrowings	8	201.6	206.0
Lease liabilities	2,9	169.1	174.2
Stock warrant obligations	4	62.0	-
Provisions	10	-	1.4
Debentures	11	306.4	198.1
Deferred income taxes	12	31.5	26.6
Employee pension, crew incentive and option liability		19.9	15.5
		881.8	695.2
EQUITY		168.4	157.7
		1,050.2	852.9

The accompanying notes are an integral component of these condensed consolidated interim financial statements.

CARGOJET INC.

Condensed Consolidated Interim Statements of Earnings and Comprehensive Income

Three and nine Month Periods ended September 30, 2019 and 2018

(unaudited - in millions of Canadian dollars except per share data)

	Note	Three months ended September 30, 2019	Three months ended September 30, 2018	Nine months ended September 30, 2019	Nine months ended September 30, 2018
		$	$	$	$
REVENUES		117.4	114.1	346.9	322.3
DIRECT EXPENSES	13	87.6	87.5	269.3	247.1
		29.8	26.6	77.6	75.2
General and administrative expenses	14	13.9	11.9	39.2	34.3
Sales and marketing expenses		0.4	0.6	2.2	1.9
Finance costs	15	11.6	6.9	32.2	19.2
Other gain, net	16	(9.9)	-	(17.0)	(0.8)
		16.0	19.4	56.6	54.6
EARNINGS BEFORE INCOME TAXES		13.8	7.2	21.0	20.6
PROVISION FOR INCOME TAXES	12				
Deferred		2.0	2.5	4.9	6.7
NET EARNINGS AND COMPREHENSIVE INCOME		11.8	4.7	16.1	13.9
EARNINGS PER SHARE	18				
- Basic		$0.87	$0.35	$1.19	$1.04
- Diluted		$0.87	$0.35	$1.19	$1.03

The accompanying notes are an integral component of these condensed consolidated interim financial statements.

CARGOJET INC.

Condensed Consolidated Interim Statements of Changes in Equity
Nine month periods ended September 30, 2019 and 2018

(unaudited - in millions of Canadian dollars)

	Note	Shareholders' capital	Contributed surplus	Conversion option	Surplus on debenture settlement	Deficit	Total shareholders' equity
		$	$	$	$	$	$
Balance, January 1, 2019		177.9	2.1	5.1	8.0	(35.4)	157.7
Net earnings and comprehensive income		-	-	-	-	16.1	16.1
Share-based compensation	7	-	2.2	-	-	-	2.2
Restricted shares, dividend shares and options vested and exercised	17,7	1.4	(1.4)	-	-	-	-
Tax paid on vested RSU's and options	7	-	(1.6)	-	-	(0.6)	(2.2)
Dividend Shares		0.1	-	-	-	-	0.1
Convertible debenture-conversion		4.0	-	(0.2)	0.2	-	4.0
Dividends	17	-	-	-	-	(9.5)	(9.5)
Balance, September 30, 2019		183.4	1.3	4.9	8.2	(29.4)	168.4
Balance, January 1, 2018		174.4	2.6	5.1	8.0	(35.5)	154.6
Net earnings and comprehensive income		-	-	-	-	13.9	13.9
Vested options settled in cash		-	(0.5)	-	-	(1.5)	(2.0)
Effect of change in method of settlement of		-	(2.2)	-	-	(5.0)	(7.2)
Restricted shares and options vested and exercised		1.4	(1.4)	-	-	-	-
Share-based compensation		-	3.7	-	-	-	3.7
Tax paid on vested RSU's and options		-	(0.8)	-	-	(2.2)	(3.0)
Dividends	17	-	-	-	-	(8.5)	(8.5)
Balance, September 30, 2018		175.8	1.4	5.1	8.0	(38.8)	151.5

The accompanying notes are an integral component of these condensed consolidated interim financial statements.

CARGOJET INC.

Condensed Consolidated Interim Statements of Cash Flows
Nine month periods ended September 30, 2019 and 2018

(unaudited - in millions of Canadian dollars)

	Note	Nine months ended September 30, 2019	2018
		$	$
CASH FLOWS FROM OPERATING ACTIVITIES			
Net earnings		16.1	13.9
Items not affecting cash			
Depreciation of property, plant and equipment	5	70.1	47.4
Share-based compensation	7	6.1	4.6
Finance costs		32.2	19.2
Crew Incentive		0.8	-
Gain on disposal of property, plant and equipment	5	(1.0)	(0.1)
Employees pension liability		2.0	1.4
Income tax provision	12	4.9	6.7
Other gains and expenses	19	(19.9)	(2.2)
		111.3	90.9
Items affecting cash			
Interest paid		(18.0)	(12.4)
		93.3	78.5
Changes in non-cash working capital items and deposits			
Contract asset		(6.5)	-
Trade and other receivables		25.4	(2.5)
Inventories		0.3	(0.2)
Prepaid expenses and deposits		0.7	(1.0)
Trade and other payables		5.0	(2.0)
NET CASH GENERATED FROM OPERATING ACTIVITIES		118.2	72.8
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	5	(163.9)	(155.6)
Proceeds from disposal of property, plant and equipment		1.0	1.3
Proceeds from sale and lease back of aircraft		-	10.3
Proceeds from total return swap & settlement of derivative financial instrument		4.0	2.9
Acquisition of business	6	(3.1)	-
Settlement of provision		(1.4)	-
NET CASH USED IN INVESTING ACTIVITIES		(163.4)	(141.1)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of borrowings		(61.7)	-
Proceeds from borrowings		57.2	143.8
Repayment of obligations under lease liabilities	2,9	(41.6)	(65.4)
Options settled in cash		(2.3)	(7.3)
Proceeds from debenture issuance net of issuance costs		109.7	-
Tax paid on vested RSU's and options		(2.2)	(3.0)
Dividends paid to shareholders	17	(9.2)	(8.3)
NET CASH FROM FINANCING ACTIVITIES		49.9	59.8
EFFECT OF EXCHANGE RATE CHANGES		(3.9)	0.4
NET CHANGE IN CASH		0.8	(8.1)
(OVERDRAFT) CASH, BEGINNING OF PERIOD		(0.9)	5.7
OVERDRAFT, END OF PERIOD		(0.1)	(2.4)

The accompanying notes are an integral component of these condensed consolidated interim financial statements.

1. NATURE OF THE BUSINESS

Cargojet Inc. ("Cargojet" or the "Company") operates a domestic network air cargo co-load network between fourteen major Canadian cities. The Company also provides dedicated aircraft to customers on an Aircraft, Crew, Maintenance and Insurance ("ACMI") basis, operating between points in Canada and the USA. As well, the Company operates scheduled international routes for multiple cargo customers between the USA and Bermuda and Canada and Germany and flights between Canada and Mexico.

Cargojet is publicly listed with shares and convertible debentures traded on the Toronto Stock Exchange ("TSX"). The Company is incorporated in Ontario and domiciled in Canada and the registered office is located at 2281 North Sheridan Way, Mississauga, L5K 2S3, Ontario.

These condensed consolidated interim financial statements (the "financial statements") were approved and authorized for issuance by the Board of Directors on November 4, 2019.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") using International Accounting Standard 34*, Interim Financial Reporting* ("IAS 34"*).*

Basis of preparation

These financial statements include the accounts of the Company and its wholly owned subsidiaries, Cargojet GP Inc. ("CGP"), Cargojet Holdings Limited Partnership ("CHLP"), and CHLP's wholly owned subsidiaries, Cargojet Holdings Ltd. ("CJH"), CJH's wholly owned subsidiary, 2422311 Ontario Inc., CJH's wholly owned subsidiary, ACE Air Charter Inc. ("ACE"), ACE's wholly owned subsidiaries, ACE Maintenance Ontario Inc. ("ACEM"), 2166361 Ontario Inc. ("ACEO"), and ACEO's wholly owned subsidiary, Navigatair Inc. ("NAVIGATAIR"), CJH's wholly owned subsidiary, Cargojet Airways Ltd. ("CJA"), Cargojet Partnership ("CJP") and Aeroship Handling Ltd. ("AH").

For the nine month period ended September 30, 2019, the financial statements also include the accounts of the wholly owned subsidiary Services Aeroportuaires G.E.S Inc. ("GTA") up to the date of dissolution of GTA on May 30, 2019. Upon dissolution of GTA the assets and liabilities were rolled over to "CJA" its sole shareholding Company, without any effect on the financial statements of the Company.

All intra-company balances and transactions are eliminated in full on consolidation.

These financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2018 and 2017.

Except as noted below, the Company has followed the same basis of presentation, accounting policies and method of computation for these financial statements as disclosed in the annual audited consolidated financial statements for the years ended December 31, 2018 and 2017.

Accounting changes

Crew incentive program

The Company has implemented a long-term incentive plan for its pilots with prime objective of retention of pilots. Compensation charges related to this incentive program are expensed over the vesting period of the plan in salaries and benefits expenses in the Condensed Consolidated Interim Statements of Earnings and Comprehensive Income. The Company has entered in to a total return swap agreement to manage its exposure under this incentive program (See Financial Instruments Note 19).

Stock warrants

The Company's accounting for warrants issued to Amazon is determined in accordance with the financial reporting guidance for financial instruments. The warrants issued to a customer are recorded as a contract asset using the fair value at the date of issue. The contract asset is amortized against revenues over the duration of the agreement. The unexercised warrants are classified as liabilities and re-measured to fair value at the end of each reporting period, resulting in a non-operating gain or loss.

New Accounting standards effective for 2019

Leases:

In January 2016, the IASB issued IFRS 16, *Leases*, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e., the customer ("lessee") and the supplier ("lessor"). IFRS 16 replaces the previous lease standard, IAS 17 *Leases*, and related interpretations. The most significant effect of the new requirements will be an increase in lease assets and financial liabilities as IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. All leases are 'capitalized' by recognizing the present value of the lease payments and showing them either as lease assets (right of use assets) or together with property, plant and equipment. If lease payments are made over time, a company also recognizes a financial liability representing its obligation to make future lease payments. The liability will adjust for any prepayments, lease incentives received, initial direct costs incurred and an estimation of future restoration, removal or dismantling costs. Straight-line basis of recognition of lease costs will be replaced with a depreciation charge and interest expense on the recognized leased liability. In the statement of cash flows, lease payments will be included in financing activities for principal repayments and operating activities for related interest charge. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted.

The following is the Company's new accounting policy for leases under IFRS 16.

The Company has applied IFRS 16 effective January 1, 2019 using a simplified approach. Under this approach, the Company has determined the effect of applying the standard on the existing leases as at January 1, 2019, the initial date of application. The comparative information has not been restated and will continue to be reported under IAS 17 and IFRIC 4. The Company has elected to use the practical expedients under the simplified approach. The Company will use the interest rate implicit in the lease for discounting the lease payments to determine its lease liability and right of use asset at the present value of the remaining lease payments if the rate can be readily determined. Otherwise, the Company's incremental borrowing rate will be used. The Company has also elected not to apply the provisions of the standard to short-term leases or where the underlying asset is of low value.

Accounting for right of use asset and lease liability

The Company has one aircraft under operating lease and has recorded the asset in use and the lease liability in accordance with the requirements of the standard. The Company has leased hangars and warehouses at its airport locations and has recorded the asset in use and the lease liability under the standard.

Leases are recognized as right of use assets and a corresponding lease liability is recognized at the date at which the leased asset is available for use by the Company. Each lease payment is allocated between the liability and interest expense. The interest cost is charged to the Condensed Consolidated Statements of Earnings and Comprehensive Income over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Right of use assets will be accounted for under IAS 16 Property, Plant and Equipment. Aircraft recorded as right of use assets will have the same accounting policies as directly owned aircraft, meaning the right of use assets will be componentized and depreciated over the lease term. In accordance with its policy on owned aircrafts, any qualifying maintenance events will be capitalized and depreciated over the lesser of the lease term and expected maintenance life. Maintenance provisions for end-of-lease return obligations will be recorded, as applicable, on aircraft leases as a maintenance expense over the term of the lease. Any changes to the provision for end-of-lease conditions will be recognized as an adjustment to the right of use asset and subsequently amortized to the income statement over the remaining term of the lease.

Critical judgements in applying IFRS 16

The application of IFRS 16 requires assumptions and estimates in order to determine the value of the right of use assets and lease liabilities. Included below are some of the judgements exercised by the Company:

- Judgement related to the discount rate used for discounting the lease payments to determine the value of the lease asset in use and the recognition of the related obligation.
- Judgement required to determine the lease period including, the assessment of whether it is reasonably certain that the option to renew the lease at the end of the lease period will be exercised (or not exercised) for determination of the lease period
- Judgement may also be required in assessing whether a contract contains a lease or not.

(unaudited - in millions of Canadian dollars except where noted)

Impact to Financial Statements

Aircraft and property lease rent costs have been eliminated and replaced with amortization of right of use assets and interest costs on the lease liabilities. A qualified maintenance expense on an aircraft is capitalized as part of the right of use asset and amortized over the lease period. Revaluation of the aircraft liability denominated in US dollars has resulted in exchange gains or losses due to volatility in exchange rates.

Assets and liabilities have increased as at January 1, 2019, by the value of the right of use assets and corresponding liabilities of $33.9. During the nine month period ending on September 30, 2019, the Company recognized $1.5 amount of interest on lease liability as part of finance costs and $6.8 amount of amortization of the right of use asset in depreciation and amortization as part of direct expenses.

	Reconciliation of lease liability pursuant to IFRS 16	**$**
	Off Balance sheet lease obligation as at December 31, 2018	23.2
Less:	Leases of low value assets	(0.3)
	Current leases with lease terms of 12 months or less	(0.2)
Add:	Aircraft lease changes due to election of practical expedient	1.9
	Property lease changes due to extension and termination options	3.6
	Property lease changes due to election of practical expedient	2.6
	Lease liability as at January 1, 2019	**30.8**
Add:	Additional property lease liabilities recognized	3.2
Less:	Lease payments	(5.8)
	Lease liability as at September 30, 2019	**28.2**
	Right of use assets - Aircraft	5.8
	Right of use assets - Hangars and Warehouses	28.1
	Total right of use assets	**33.9**
	Depreciation of right of use assets	6.8
	Interest expense on lease liabilities	1.5

(unaudited - in millions of Canadian dollars except where noted)

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company has recognized the following amounts relating to revenue in the condensed consolidated interim statements of earnings and comprehensive income:

	Three month period ended September 30,		Nine month period ended September 30,	
	2019	2018	2019	2018
	$	$	$	$
Revenue from air cargo services	113.2	111.9	336.1	316.0
Revenue from other sources	4.2	2.2	10.8	6.3
Total revenue	117.4	114.1	346.9	322.3

Disaggregation of revenue from contracts with customers

The Company does not have any revenue derived from the transfer of services over time. The following revenue streams are recognized at a point of time:

Revenue recognized at a point of time

	Three month period ended September 30,		Nine month period ended September 30,	
	2019	2018	2019	2018
	$	$	$	$
Domestic Network	63.8	60.5	189.6	177.4
Fuel and Other Surcharges	27.8	28.5	80.0	80.2
ACMI	16.0	12.0	47.2	31.7
All-in charter	5.6	10.9	19.3	26.7
Total revenue	113.2	111.9	336.1	316.0

(unaudited - in millions of Canadian dollars except where noted)

Contract assets and liabilities

The Company has recognized the following revenue-related assets and liabilities:

	September 30, 2019	December 31, 2018
	$	$
Contract asset	78.7	-
Trade receivables	31.8	57.2
Other receivables	4.0	2.9
Total contract assets	114.5	60.1
Stock warrant obligations	62.0	-
Contract liability - expected rebates to customers	0.5	0.4
Total contract liabilities	62.5	0.4

4. STOCK WARRANT

On August 23, 2019, the Company entered into a new stock warrant agreement with Amazon. This agreement is in conjunction with Amazon's existing commercial agreement for overnight air cargo services and charters and is intended to incentivize growth in Amazon's utilization of those services to support fast delivery for Amazon customers in Canada.

Under the agreement, the Company issued warrants to Amazon for the opportunity to purchase variable voting shares that will vest in two tranches based on the achievement of commercial milestones related to Amazon's business with the Company. The warrant agreement will grant Amazon the right to acquire up to 14.9% of the issued and outstanding voting shares. The Tranche I warrant shares would represent 9.9% and the Tranche II warrant shares would represent 5.0% of the aggregate of the issued and outstanding shares of the Company, excluding any shares issuable upon conversion or redemption of the 2021 Debentures. The Tranche I, when fully vested, will give Amazon a right to purchase up to an aggregate of 1.59 million shares and Tranche II will give a right to purchase an aggregate of 0.8 million shares. The exercise price of Tranche I is $91.78 per voting share. The exercise price for Tranche II will be determined based on 30-day volume weighted average trading price as of the earlier of August 23, 2021 and the date upon which all of the Tranche I will vest in full. 0.4 million warrant shares of Tranche I vested immediately upon the execution of the agreement. Vesting of additional warrants is tied to the revenue generated by Amazon and its affiliates aggregated to an amount specified in the agreement of up to a maximum of $400 for Tranche I. Upon completion of vesting under Tranche I in full, vesting of Tranche II warrants will be tied to revenue generated by Amazon and its affiliates aggregated to an amount specified in the agreement of up to a maximum of $200. Tranche I is exercisable in accordance with its terms through February 23, 2026 and Tranche II is exercisable in accordance with its terms through February 23, 2027.

(unaudited - in millions of Canadian dollars except where noted)

The Company has determined that the warrants are a derivative instrument and should be classified as a liability in accordance with IAS 32 and IFRS 9. The financial instruments are initially recorded at fair value and are then revalued at each reporting date. The initial fair value of warrants of $72.6 issued to Amazon on August 23, 2019 was recorded as warrant obligations, having a fair value of $32.67 per warrant for Tranche I and $25.81 per warrant for Tranche II. The fair value of warrants under Tranche I and Tranche II was determined using a Monte Carlo pricing model and were classified within Level 3 of the valuation hierarchy. (See Financial Instruments Note 19) The corresponding customer incentive asset was recognized at inception and will amortize against revenue over the duration of the agreement. The fair value of the warrant obligations was revalued as at September 30, 2019 using an American option pricing model utilizing Monte Carlo simulation and it resulted in a non-operating gain of $10.6 before the effect of income tax.

5. PROPERTY, PLANT AND EQUIPMENT

Cost	Balance as at January 1, 2019	Adjustments due to adoption of IFRS 16	Additions	Transfers	Disposal	Balance as at September 30, 2019
	$	$	$	$	$	$
Aircraft hull	375.4	-	8.4	33.3	(3.1)	414.0
Engines	246.0	-	4.6	98.0	(1.0)	347.6
Right of Use Assets	-	33.9	-	-	-	33.9
Spare parts	6.9	-	0.3	-	-	7.2
Ground equipment	40.4	-	9.9	-	-	50.3
Rotable spares	36.0	-	10.5	0.1	-	46.6
Computer hardware and software	11.2	-	0.6	0.1	-	11.9
Furniture and fixtures	3.4	-	0.3	-	-	3.7
Leasehold improvements	22.0	-	-	0.6	-	22.6
Vehicles	3.2	-	0.1	-	-	3.3
Hangar and cross-dock facilities	24.1	-	6.8	-	-	30.9
Property, plant and equipment under development	115.3	-	115.7	(127.9)	-	103.1
Deferred heavy maintenance	71.4	-	16.4	(4.2)	-	83.6
	955.3	33.9	173.6	-	(4.1)	1,158.7

(unaudited - in millions of Canadian dollars except where noted)

Accumulated Depreciation & Impairment	Balance as at January 1, 2019	Depreciation	Adjustments	Balance as at September 30, 2019	Net Book Value as at September 30, 2019
	$	$	$	$	$
Aircraft hull	60.3	14.6	(3.1)	71.8	342.2
Engines	77.0	27.6	(1.0)	103.6	244.0
Right of Use Assets	-	6.8	-	6.8	27.1
Spare parts	-	-	-	-	7.2
Ground equipment	15.6	2.6	-	18.2	32.1
Rotable spares	13.0	4.0	-	17.0	29.6
Computer hardware and	7.9	1.1	-	9.0	2.9
Furniture and fixtures	1.7	0.2	-	1.9	1.8
Leasehold improvements	10.0	1.2	-	11.2	11.4
Vehicles	1.9	0.2	-	2.1	1.2
Hangar and cross-dock facilities	8.0	0.8	-	8.8	22.1
Property, plant and equipment under development	-	-	-	-	103.1
Deferred heavy maintenance	38.6	11.0	-	49.6	34.0
	234.0	70.1	(4.1)	300.0	858.7

Cost	Balance as at January 1, 2018	Additions	Transfers	Adjustments	Balance as at December 31, 2018
	$	$	$		$
Aircraft hull	296.7	40.0	40.3	(1.6)	375.4
Engines	173.6	52.2	20.9	(0.7)	246.0
Spare parts	4.0	2.9	-	-	6.9
Ground equipment	37.8	2.6	-	-	40.4
Rotable spares	35.4	7.8	-	(7.2)	36.0
Computer hardware and software	9.9	0.6	0.7	-	11.2
Furniture and fixtures	3.1	0.3	-	-	3.4
Leasehold improvements	20.8	1.1	0.1	-	22.0
Vehicles	3.1	0.1	-	-	3.2
Hangar and cross-dock facilities	24.1	-	-	-	24.1
Property, plant and equipment under development	31.7	146.2	(62.6)	-	115.3
Deferred heavy maintenance	50.7	22.5	0.6	(2.4)	71.4
	690.9	276.3	-	(11.9)	955.3

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements
September 30, 2019 and 2018
(unaudited - in millions of Canadian dollars except where noted)

Accumulated Depreciation & Impairment	Balance as at January 1, 2018	Depreciation	Disposals/ Transfers	Balance as at December 31, 2018	Net Book Value December 31, 2018
	$	$	$	$	$
Aircraft hull	45.9	15.3	(0.9)	60.3	315.1
Engines	50.3	27.2	(0.5)	77.0	169.0
Spare parts	-	-	-	-	6.9
Ground equipment	12.7	2.9	-	15.6	24.8
Rotable spares	15.4	4.5	(6.9)	13.0	23.0
Computer hardware and software	6.7	1.2	-	7.9	3.3
Furniture and fixtures	1.6	0.1	-	1.7	1.7
Leasehold improvements	8.7	1.3	-	10.0	12.0
Vehicles	1.5	0.4	-	1.9	1.3
Hangar and cross-dock facilities	7.1	0.9	-	8.0	16.1
Property, plant and equipment under development	-	-	-	-	115.3
Deferred heavy maintenance	26.3	12.3	-	38.6	32.8
	176.2	66.1	(8.3)	234.0	721.3

Property, plant and equipment under development of $103.1 (2018 - $115.3) relates to the purchase and/or modification primarily of aircraft and aircraft engines that are not yet available for use.

During the nine month period ended September 30, 2019, the Company completed the acquisition of one Boeing 767-300 aircraft under a finance lease term, one Boeing 767-200 aircraft and two 767-300 aircraft engines using the revolving credit facility and term loan. The Company also sold one Boeing 727-200 aircraft that was previously owned and recorded as Aircraft hull and Engines for $0.6 and surplus spares for $0.4 resulting in a total gain of $1.0.

Depreciation expense on property, plant and equipment for the three and nine month periods ended September 30, 2019 totaled $22.3 and $70.1 (2018 - $16.9 and $47.4) out of which $21.7 and $68.6 (2018 – 16.4 and 45.9) was recorded in direct expenses and $0.6 and $1.5 (2018 - $0.5 and $1.5) was recorded in general and administrative expenses.

6. BUSINESS COMBINATION

On January 31, 2019, the Company acquired all of the outstanding shares of Services Aeroportuaires G.E.S. Inc., DBA, GTA Aviation thus obtaining control. Cash consideration paid for the acquisition was $3.1. The Company determined that the transaction represented a business combination with the Company being identified as an acquirer. The Company accounted for the combination under the acquisition method.

The Company acquired assets comprised of ground service equipment of total fair value of $1.2. Goodwill of $1.9 was recognized as the difference in the fair value of the assets acquired and the consideration paid. The Company's purchase price allocation for the acquisition is as follows:

(unaudited - in millions of Canadian dollars except where noted)

	$
Goodwill	1.9
Property plant and equipment	1.2
Consideration paid	3.1

7. SHARE-BASED COMPENSATION

Crew incentive program

During the nine month period ended September 30, 2019, the Company implemented a long-term incentive plan for its pilots with prime objective of retention of pilots. Under the plan, the Company gave to all active crewmembers an option of $0.1 of cash or a onetime allotment of $0.1 value of deferred stock units (“DSU’s”). The cash payment or DSUs will vest 50% on June 30, 2023 and the balance 50% on June 30, 2026. For the purpose of this offer, allotment and valuation of DSUs took place on July 1, 2019 based on market price of the Company’s share on that date.

All active crewmembers to be hired between ratification and before April 1, 2020 will be given $0.1 of cash or a $0.1 onetime allotment of DSU’s with 50% cash payment or DSU will vest on June 30, 2024 and the balance 50% on June 30, 2027. Allotment and valuation of shares will take place on April 1, 2020 for second allotment.

As the crewmembers are eligible to receive an equivalent cash value of the common shares at a future date, the fair value of the service received is recognized as expense with corresponding increase in the liability at the end of each reporting period up to the date of the settlement. Changes in value will be recognized as compensation expense in the Condensed Consolidated Interim Statements of Earnings and Comprehensive Income proportional to the period of service rendered by the employees.

Based on the dollar amount allotted and market price per share 1,188 DSUs were granted to each crewmember. The Company re-measured the fair value of DSUs as at September 30, 2019 and recognized the compensation expense of $0.7 in salaries and benefits expenses for the services rendered.

For the crewmembers who elected for an option of $0.1 cash at the end of vesting period, the Company also recognized $0.1 salaries and benefits expenses for the services rendered and $0.1 in interest cost in the Condensed Consolidated Interim Statements of Earnings and Comprehensive Income.

(unaudited - in millions of Canadian dollars except where noted)

Restricted Share Units

The Company's restricted share unit plan (the "RSU Plan") and stock option plan (the "Stock Option Plan") provide the Company the ability to grant restricted share units ("RSUs") and options ("Options") to certain of its executive officers and senior management as part of its long term incentive plan. Each RSU granted entitles the holder to one common voting share or one variable voting share of the Company on the settlement thereof. Each Option granted entitles the holder to one common voting share or one variable voting share of the Company on due exercise thereof or, if the holder duly elects a cash-less exercise of the Option, the holder will receive that number of common voting shares or variable voting shares, as the case may be, equal to the excess of the five day volume weighted average trading price of the shares (as determined in accordance with the rules of the TSX) ending on the trading day before the exercise date of the Option (the "Market Price") over the exercise price of the Option, multiplied by the number of shares in respect of which the Option is exercised, divided by the Market Price, less any amount to be deducted or withheld in respect of taxes or otherwise pursuant to law. Option holder can also request to settle options in cash subject to the approval by the management of the Company.

During the nine month period ended September 30, 2019, in accordance with the RSU Plan, the Company granted 29,411 RSUs to certain key executives. Each RSU had an average value of $84.75 calculated as the volume weighted average closing price of the common voting shares of the Company on the TSX for the five trading days prior to the grant date. 9,804 of these RSUs vested immediately. Accordingly, an amount of $0.9 was recognized immediately with a corresponding credit to contributed surplus. Of the remaining 19,607 RSUs granted in 2019, 9,804 and 9,803 will vest in each of the first quarters of 2019 and 2020 respectively.

There are 56,820 remaining RSUs out of which 37,914 were granted in prior years also vested in the second quarter of 2019.

The RSU activity for the nine month period ended September 30, 2019 and the year ended 2018 is summarized below

	Number of RSUs	Fair value $
Balance at January 1, 2018	63,276	1.1
Granted in the year	56,566	3.6
Share dividend	622	-
Share based compensation-Vested and settled	(62,789)	(1.7)
Share based compensation-Unvested and amortized	-	(1.8)
Balance at December 31, 2018	57,675	1.2
Share dividend	728	0.1
Granted in the year	29,411	2.5
Share based compensation-Vested and settled	(48,446)	(0.9)
Share based compensation-Unvested and amortized	-	(1.4)
Forfeited during the period	(1,422)	-
Balance at September 30, 2019	37,946	1.5

(unaudited - in millions of Canadian dollars except where noted)

During the three and nine month period ended September 30, 2019, the total share based compensation expense of $0.6 and $2.3 related to under settlement and unvested RSUs was included in the Condensed consolidated interim statements of earnings and comprehensive income (for the three and nine month periods ended September 30, 2018 – $0.6 and $2.8). Unrecognized share-based compensation expense as at September 30, 2019 related to these RSUs was $1.5 (September 30, 2018 – $1.9) and will be amortized on a pro-rated basis in the Condensed consolidated interim statements of earnings and comprehensive income over the vesting period.

Options :

The Options activity during the nine month period ended September 30, 2019 is summarized below:

OPTIONS (in Canadian dollars)	Number of Options	Weighted average exercise price in $
Balance as at January 1, 2019	208,656	$61.87
Forfeited during the period	(4,288)	$25.91
Exercised during the period	(54,677)	$58.25
Balance as at September 30, 2019	149,691	$64.23
Vested & exercisable at September 30, 2019	49,691	$55.20

As at September 30, 2019, there were 49,691 vested Options outstanding and the weighted average contractual life remaining of the outstanding vested Options is 2.1 years.

During the period ended June 30, 2019, certain executives exercised 26,670 Options granted on May 23, 2018, when the volume weighted average trading price per share was $84.75. The Company settled the Options at the request of option holders in cash pursuant to the Stock Option Plan. The cash disbursed to the executives was net of the obligation to withhold tax equal to the tax obligation of each participant and the Company remitted the amount withheld to the tax authority per the terms and conditions of the Stock Option Plan. Accordingly, a payment of $0.4 was issued to the executives for vested and exercised Options and the Company remitted an amount of $0.1 equal to the monetary value of the tax obligation determined based on the Market price of the shares.

During the period ended September 30, 2019, certain other executives exercised 28,007 Options granted on November 16, 2017, when the volume weighted average trading price per share was $102.30. The Company settled the Options at the request of option holders in cash pursuant to the Stock Option Plan. The cash disbursed to the executives was net of the obligation to withhold tax equal to the tax obligation of each participant and the Company remitted the amount withheld to the tax authority per the terms and conditions of the Stock Option Plan. Accordingly, a payment of $1.0 was issued to the executives for vested and exercised Options and the Company remitted an amount of $0.4 equal to the monetary value of the tax obligation determined based on the Market price of the shares.

The Company recognized an expense of $3.4 in share based compensation expense due to change in the fair value of options.

(unaudited - in millions of Canadian dollars except where noted)

Weighted average assumptions on grant date

	23-May-18 Series 4	16-Nov-17 Series 3	28-Mar-16 Series 2	15-Jun-15 Series 1
Exercise price redemption	$64.23	$47.22	$26.50	$25.47
Expected volatility	27.97%	32.96%	32.40%	22.60%
Option life in years	3-5	3	5	5
Dividend yield	1.33%	1.41%	2.50%	2.40%
Risk free rate	0.75% -1.75%	1.75%	0.63%	0.94%
Vesting period	immediate, 2019-2021	immediate	2016-2018	2016-2018
Options granted	185,148	38,440	241,966	172,399
Options outstanding	149,691	-	-	-
Fair value per option on grant date	$14.50	$10.41	$5.43	$4.98
Fair value per option September 30, 2019	$34.42	-	-	-

8. BORROWINGS

Borrowings consist of the following:

	September 30, 2019	December 31, 2018
	$	$
Revolving credit facility	201.4	205.8
Other borrowings	0.2	0.2
	201.6	206.0
Long-term portion	201.6	206.0

Revolving syndicate credit facility and term loan

The Company has a revolving operating credit facility (the “facility”) availed through its subsidiary, Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”) in the principal amount of $400. The facility bears interest payable monthly; at the lead Lender’s prime lending rate / US base rate plus 125 basis points to 175 basis points, depending on the currency of the advance and certain financial ratios of the Company. No scheduled repayments of principal are required under the facility prior to maturity. On April 7, 2019, the Company amended its revolving operating credit facility (the “facility”) availed through its subsidiary, Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”) by amending the pricing grid applicable to all loans, increasing the leverage ratio and extending the maturity date of the facility to expire on April 8, 2024.
Amounts drawn on the facility may be advanced to the Company and its subsidiaries by way of intercompany loans. The facility will be used primarily to finance the working capital requirements and capital expenditures of the Company and its subsidiaries.

The facility is secured by the following:

- general security agreement constituting a first ranking security interest over all personal property of Cargojet Airways Ltd., as borrower, subject to certain permitted encumbrances (including those of aircraft financing parties);
- guarantee and postponement of claim supported by a general security agreement constituting a first ranking security interest over all personal property of the Company and its other material subsidiaries subject to certain permitted encumbrances;
- charge over real property of the Company at Hamilton airport;
- security over aircraft owned by the Company which are otherwise unencumbered; and
- assignment of insurance proceeds.

Advances under the facility are repayable without any prepayment penalties and bear interest based on the prevailing prime rate, US base rate or at a banker's acceptance rate, as applicable, plus an applicable margin to those rates. The facility is subject to customary terms and conditions for borrowers of this nature, including limits on incurring additional indebtedness, granting liens or selling assets without the consent of the Lenders, and restrictions on the Company's ability to pay dividends in certain circumstances. The facility is also subject to the maintenance of a minimum fixed charge coverage ratio and a total adjusted leverage ratio.

The Company was in compliance with the terms of the lending agreements for current and prior facilities as at September 30, 2019 and 2018.

Included in the consolidated statement of earnings and comprehensive income for the three and nine month periods ended September 30, 2019 was interest expense on the revolving credit facility of $2.7 and $7.4 respectively (2018 - $3.0 and $6.9 respectively).

9. LEASE LIABILITIES

The Company has a Master Capital Lease Agreement ("MLA") with an equipment finance and leasing company. The leases under the MLA are guaranteed by the Company and its subsidiaries.

The MLA is subject to the maintenance of certain financial covenants. The Company was in compliance with all such covenants as at September 30, 2019 and December 31,2018.

As at September 30, 2019, the total outstanding balance of the leases under the MLA is $61.2 out of which $9.5 is recognized as a current liability on the consolidated balance sheet.

The Company also has lease arrangements for three Boeing 767-300 aircraft that include a bargain purchase option. The estimated effective interest rate for these leases are 6.6%, 6.5% and 5.9% respectively. These leases are deemed to be maturing on the exercise date of the bargain purchase options in October 2020, October 2021 and November 2023 respectively. As at September 30, 2019, the total outstanding balance of these finance lease arrangements is $96.4 out of which $17.4 is recognized as a current liability on the consolidated balance sheet.

During the nine month period ended September 30, 2019 the Company entered into a lease arrangement for one Boeing 767-300 aircraft that includes a bargain purchase option. The estimated effective interest rate for this lease is 7.2%. This lease is deemed to be maturing on the exercise date of the bargain purchase option in December 2021 or at the end of the lease term in December 2023. As at September 30, 2019, the total outstanding balance of this finance lease arrangement is $21.9 out of which $6.5 is recognized as a current liability on the consolidated balance sheet.

(unaudited - in millions of Canadian dollars except where noted)

As at January 1, 2019, the Company has adopted IFRS 16 (Leases) on a simplified basis. The Company has recognized a right of use asset and lease liability of $33.9 (See Note 2 Summary of Significant Accounting Policies) As at September 30, 2019, the total outstanding balance of the lease liabilities is $28.2 out of which $5.2 is recognized as a current liability on the consolidated balance sheet.

The following is a schedule of future minimum annual lease payments for aircraft, hangars and warehouses under leases together with the balance of the obligations as at September 30, 2019.

	Minimum lease payments	Present value of minimum lease payments
	$	$
Not later than one year	52.3	39.4
Later than one year and not later than five years	168.9	154.6
Later than five years	17.7	13.7
	238.9	207.7
Less: interest	31.2	-
Total obligations under finance leases	207.7	207.7
Less: current portion	38.6	38.6
Non-current portion	169.1	169.1

Interest amounts on the lease liabilities for the three and nine month period ended September 30, 2019 totaled $3.7 and $11.4 respectively (2018 - $1.9 and $6.2 respectively).

10. PROVISIONS

The Company's aircraft operating lease agreement requires leased aircraft to be returned to the lessor in a specified operating condition. The Company initially estimated that it will incur certain maintenance costs at the end of the lease terms and has recorded a maintenance provision liability for these costs. A reconciliation of the carrying amount of the provision is as follows:

	September 30, 2019	December 31, 2018
	$	$
Balance, beginning of period	1.4	1.3
Settlement of provision for lease return conditions	(1.4)	-
Accretion	-	0.1
Balance, end of period	-	1.4
Non-current portion	-	1.4

The provision for lease return conditions represented the present value of management's best estimate of the future outflow of economic benefits that will be required to settle the obligation at the end of the leases. Such costs have been estimated based on contractual commitments and the Company's specific history. Any subsequent change in estimate will be accounted in accordance with IFRIC 1 with corresponding change in right of use asset.

(unaudited - in millions of Canadian dollars except where noted)

11. DEBENTURES

The balance of debentures as at September 30, 2019 and December 31, 2018 consists of the following :

	September 30, 2019	December 31, 2018
	$	$
Convertible debentures - 4.65%	113.5	115.7
Hybrid debentures - 5.75% due April 30, 2024	82.9	82.4
Hybrid debentures - 5.75% due April 30, 2025	110.0	-
Balance	306.4	198.1

Convertible debentures – 4.65% due December 31, 2021

In September 2016, $125.0 of unsecured subordinated convertible debentures were issued at a price of 1,000 (dollars) per debenture with a term of five years due December 31, 2021. These debentures bear a fixed interest rate of 4.65% per annum, payable semi-annually in arrears on June 30 and December 31 of each year, commencing December 31, 2016. The intended use of the net proceeds of the debentures was to refinance three US dollar denominated aircraft finance loans.

The debt component is measured at amortized cost. The balance of the debt component as at September 30, 2019 and December 31, 2018 consists of the following:

	September 30, 2019	December 31, 2018
Principal balance - beginning of period	115.7	125.0
Less:		
Issuance costs	-	(5.8)
Conversion option at inception	-	(7.1)
Accretion during the period	1.8	5.0
Converted during the period	(4.0)	(1.4)
Balance	113.5	115.7

Interest expense on the convertible debentures for the three and nine month periods ended September 30, 2019 and 2018 totaled $2.0 and $6.0 respectively (September 30, 2018 - $2.0 and $6.1 respectively) .

Hybrid debentures – 5.75% due April 30, 2024

In November 2018, $86.3 of senior unsecured debentures were issued at a price of 1000 (dollars) per debenture with a term of five years due April 30, 2024. These debentures bear a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on April 30 and October 31 of each year, commencing April 30, 2019. The intended use of the net proceeds of the debentures is to pay down the credit facility and fund anticipated capital expenditures, including aircraft in the future.

(unaudited - in millions of Canadian dollars except where noted)

On or after April 30, 2022, but prior to April 30, 2023, the debentures are redeemable, in whole at any time or in part from time to time at the option of the Company at a price equal to 102.875% of the principal amount of the Debentures redeemed plus accrued and unpaid interest. On or after April 30, 2023, but prior to the maturity date of April 30, 2024, the debentures are redeemable at a price equal to their principal amount plus accrued and unpaid interest.

On redemption or at maturity on April 30, 2024, the Company has the option to repay the debentures in either cash or freely tradable voting shares of the Company. The number of common shares to be issued will be determined by dividing the aggregate amount of the principal amount of the debentures by 95% of the current market price of the common shares.

In the event of a change in control, as defined in the indenture, the Company will be required to make an offer to the holders of the debentures to repurchase the debentures at a price equal to 101% of the principal amount plus accrued and unpaid interest.

The 5.75% debentures were therefore recorded as a financial instrument. The debt was recorded at fair value of $82.4 net of deferred financing costs of $3.9. Each embedded feature was evaluated separately and it was determined that the economic and risk characteristics are closely related to the host contract and therefore were not accounted for as separate financial instruments.

The debentures are measured subsequently at amortized cost using the effective interest method over the life of the debenture. The balance of the hybrid debentures as at September 30, 2019 and December 31, 2018 consists of the following:

	September 30, 2019	December 31, 2018
	$	$
Principal balance - beginning of period	82.4	86.3
Less:		-
Issuance costs	-	(4.0)
Accretion during the period	0.5	0.1
Balance - end of period	82.9	82.4

Interest expense on the hybrid debentures for the three and nine month period ended September 30, 2019 and 2018 totaled $1.4 and $4.2 respectively (September 30, 2018 - $nil and $nil respectively).

Hybrid debentures – 5.75% due April 30, 2025

In April 2019, $115 of senior unsecured debentures were issued at a price of 1000 (dollars) per debenture with a term of six years due April 30, 2025. These debentures bear a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on April 30 and October 31 of each year, commencing October 31, 2019. The intended use of the net proceeds of the debentures is to pay down the credit facility and fund anticipated capital expenditures, including aircraft in the future.

On or after April 30, 2023, but prior to April 30, 2024, the debentures are redeemable, in whole at any time or in part from time to time at the option of the Company at a price equal to 102.875% of the principal amount of the Debentures redeemed plus accrued and unpaid interest. On or after April 30, 2024, but prior to the maturity date of April 30, 2025, the debentures are redeemable at a price equal to their principal amount plus accrued and unpaid interest.

(unaudited - in millions of Canadian dollars except where noted)

On redemption or at maturity on April 30, 2025, the Company has the option to repay the debentures in either cash or freely tradable voting shares of the Company. The number of common shares to be issued will be determined by dividing the aggregate amount of the principal amount of the debentures by 95% of the current market price of the common shares.

In the event of a change in control, as defined in the indenture, the Company will be required to make an offer to the holders of debentures to repurchase the debentures at a price equal to 101% of the principal amount plus accrued and unpaid interest.

The 5.75% debentures were therefore recorded as a financial instrument. The debt was recorded at fair value of $110 net of deferred financing costs of $4.9. Each embedded feature was evaluated separately and it was determined that the economic and risk characteristics are closely related to the host contract and therefore were not accounted for as separate financial instruments.

The debentures are measured subsequently at amortized cost using the effective interest method over the life of the debenture. The balance of the hybrid debentures as at September 30, 2019 and December 31, 2018 consists of the following:

	September 30, 2019	December 31, 2018
	$	$
Principal balance	115.0	-
Less:		
Issuance costs	(5.3)	-
Accretion	0.3	-
Balance	110.0	-

Interest expense on the hybrid debentures for the three and nine month periods ended September 30, 2019 and 2018 totaled $1.8 and $3.1 respectively (September 30, 2018 - $nil and $nil respectively).

12. INCOME TAXES

The reconciliation between the Company's statutory and effective tax rate are as follows:

	Three month periods ended September 30,		Nine month periods ended September 30,	
	2019	2018	2019	2018
	$	$	$	$
Earnings before income taxes	13.8	7.2	21.0	20.6
Basic rate of 26.5% (2019 - 26.5%)	3.7	1.9	5.6	5.5
Share - based compensation	0.7	0.6	1.6	1.2
Meals and entertainment	0.1	0.1	0.2	0.1
Stock warrant	(2.5)	-	(2.5)	-
Sundry items	-	(0.1)	-	(0.1)
Provision for income taxes	2.0	2.5	4.9	6.7

(unaudited - in millions of Canadian dollars except where noted)

The tax effect of significant temporary differences are as follows:

	December 31, 2018	Adjustment	Recognized in Profit & Loss	September 30, 2019
	$	$	$	$
Property, plant and equipment	26.3	0.7	9.3	36.3
Operating loss carryforward	(8.8)	(0.6)	(8.4)	(17.8)
Licenses	0.3	-	-	0.3
Intangible assets	(0.4)	-	-	(0.4)
Pension costs	(3.5)	-	(0.5)	(4.0)
Financing costs	(0.2)	-	2.2	2.0
Convertible debentures	1.2	-	(0.4)	0.8
Provision for lease retirement costs	(0.4)	-	0.4	-
Deferred heavy maintenance	8.6	-	2.2	10.8
Net deferred income tax liability	23.1	0.1	4.8	28.0

13. DIRECT EXPENSES

	Three month periods ended September 30,		Nine month periods ended September 30,	
	2019	2018	2019	2018
	$	$	$	$
Fuel costs	23.7	28.6	72.9	78.3
Maintenance costs	8.0	7.7	25.4	22.3
Heavy maintenance amortization	3.5	3.0	11.0	8.3
Aircraft costs	3.0	3.7	8.5	12.5
Crew costs	9.2	7.6	25.6	20.7
Depreciation	18.2	13.4	57.6	37.6
Commercial and other costs	22.0	23.5	68.3	67.4
Direct expenses	87.6	87.5	269.3	247.1

14. GENERAL AND ADMINISTRATIVE EXPENSES

	Three month periods ended September 30,		Nine month periods ended September 30,	
	2019	2018	2019	2018
	$	$	$	$
Salaries and benefits	6.9	5.6	19.0	16.3
Employee pension	0.7	0.5	2.0	1.4
Depreciation	0.6	0.5	1.5	1.5
Net realized foreign exchange loss (gain)	0.3	(0.2)	(0.2)	0.8
Bonuses and incentives	3.1	2.2	6.0	4.8
Audit, legal and consulting	1.1	0.4	2.7	1.4
IT network and communications	0.8	0.6	2.3	2.0
Other general and administrative expenses	0.4	2.3	5.9	6.1
General and administrative expenses	13.9	11.9	39.2	34.3

(unaudited - in millions of Canadian dollars except where noted)

15. FINANCE COSTS

	Three month periods ended September 30, 2019	2018	Nine month periods ended September 30, 2019	2018
	$	$	$	$
Interest on leases	3.7	1.9	11.4	6.2
Interest on debentures	5.2	2.0	13.4	6.1
Credit facilities and other interest	2.7	3.0	7.4	6.9
Finance costs	11.6	6.9	32.2	19.2

16. OTHER GAINS & LOSSES

	Three month periods ended September 30, 2019	2018	Nine month periods September 30, 2019	2018
Net loss (gain) on forward foreign exchange	-	0.1	-	(1.4)
Gain on total return swap	-	(0.8)	(2.9)	(1.1)
Unrealized foreign exchange loss (gain)	0.7	0.4	(2.5)	1.8
Loss (gain) on disposal of property, plant and	-	0.3	(1.0)	(0.1)
Fair value adjustement on stock warrant	(10.6)	-	(10.6)	-
Other gain, net	(9.9)	-	(17.0)	(0.8)

17. SHAREHOLDERS' CAPITAL

a) Authorized

The Company is authorized to issue an unlimited number of no par value common voting shares, variable voting shares and preferred shares. The common voting shares are held only by shareholders who are "Canadian" as such term is defined in the Canada Transportation Act. The variable voting shares are held only by shareholders who are not Canadian. Under the articles of incorporation and bylaws of the Company, any common voting share that is sold to a non-Canadian is automatically converted to a variable voting share. Similarly, a variable voting share that is sold to a Canadian is automatically converted to a common voting share.

Variable voting shares carry one vote per share held, except where (i) the number of issued and outstanding variable voting shares exceeds 25% of the total number of all issued and outstanding common and variable voting shares, or (ii) the total number of votes cast by or on behalf of the holders of variable voting shares at any meeting on any matter on which a vote is to be taken exceeds 25% of the total number of votes that may be cast at such meeting.

If either of the above noted thresholds is surpassed at any time, the vote attached to each variable voting share will decrease automatically without further act or formality. Under the circumstances described in (i) above, the variable voting shares as a class cannot carry more than 25% of the total voting rights attached to the aggregate number of issued and outstanding common and variable voting shares. Under the circumstances described in (ii) above, the variable voting shares as a class cannot, for a given shareholders' meeting, carry more than 25% of the total number of votes that may be cast at the meeting.

(unaudited - in millions of Canadian dollars except where noted)

b) Issued and outstanding

The following table shows the changes in shareholders' capital from December 31,2018 to September 30, 2019:

	Number of shares	Amount
		$
Variable voting shares	343,887	4.55
Common voting shares	13,109,090	173.35
Outstanding- December 31, 2018	13,452,977	177.90
Changes during the year:		
Restricted share units settled	23,255	1.50
Conversion of convertible debentures	71,825	4.00
	13,548,057	183.40
Consisting of:		
Common voting shares	13,548,057	183.40
Outstanding- September 30, 2019	13,548,057	183.40

Dividends

Dividends to shareholders declared for the three and nine month period ended September 30, 2019 amounted to $3.2 ($0.2340 per share) and $9.5 ($0.7020 per share) respectively and for three and nine periods ended September 30, 2018 amounted to $2.8 ($0.2120 per share) and $8.5 ($0.6360 per share) respectively for both common and variable shares.

As at September 30, 2019, the dividend amount of $3.2 was payable to the shareholders (September 30, 2018 - $2.8).

18. EARNINGS PER SHARE

The following table shows the computation of basic earnings per share for the three and nine month periods ended September 30, 2019 and 2018:

In $ millions except per share	Three month periods ended		Nine month periods ended	
	September 30,		September 30,	
Basic earnings per share	2019	2018	2019	2018
Net earnings	$11.8	$4.7	$16.1	$13.9
Weighted average number of shares	13.5	13.4	13.5	13.4
Dilutive impact of share- based awards and vested warrant	0.1	0.1	0.1	0.1
Diluted weighted average number of shares	13.6	13.5	13.6	13.5
Total basic earnings per share	$0.87	$0.35	$1.19	$1.04
Total diluted earnings per share	$0.87	$0.35	$1.19	$1.03

The effect of the convertible debentures has been excluded from the calculation of diluted earnings per share for the three and nine month periods ended September 30, 2019 and 2018 as the impact would be anti-dilutive. Diluted earnings includes the potentially dilutive impact of share-based awards outstanding at year end, consisting of the incremental shares assumed to be issued on the exercise of stock options and the incremental shares assumed to be issued under restricted stock unit arrangements.

19. FINANCIAL INSTRUMENTS

Derivative financial instruments

Derivative financial instruments are utilized by the Company occasionally in the management of its foreign currency exposures, interest rate risks and share price. The Company's policy is not to utilize derivative financial instruments for trading or speculative purposes. All derivative financial instruments are recorded at their fair values.

Derivatives are initially recognized at fair value at the date the derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in income immediately.

A derivative with a positive fair value is recognized as a financial asset; a derivative with a negative fair value is recognized as a financial liability.

Total return swap

In April 2019, the Company entered into a total return swap agreement with a financial institution to manage its exposure under options to be issued under the Stock Option Plan for certain employees and the DSUs (“Deferred Share Units”) to be issued under the new incentive plan for its existing and new pilots. Under the agreement, the Company pays interest to the financial institution based on Canadian LIBOR on the total value of the notional equity amount which is equal to the total cost of the underlying shares. At the settlement of the total return swap agreement, the Company will receive or remit the net difference between the total value of the notional equity amount and the total proceeds of sale of the underlying shares.

The Company did not designate the total return swap agreement as a hedging instrument for accounting purposes. However, the Company adopted the policy of offsetting the fair value changes of the total return swap with the expense to be recognized under the incentive plan in the statement of Condensed consolidated interim Statements of Earnings and Comprehensive Income. The fair value of the 260,000 underlying shares under swap was $4.6 in favor of the Company and the gains for the three and nine month periods ended September 30, 2019 of $1.7 and $4.6 respectively is offset by salaries and benefits and recorded as other gains in the Condensed Consolidated Interim Statements of Earnings and Comprehensive Income.

The fair value of the total return swap is classified as level 3 under the fair value hierarchy and is determined by using the Black Scholes model. This model uses the following inputs: market price of the underlying asset, strike price of the underlying asset, risk free rate, dividend yield and expected volatility. An increase or decrease of 10% in the market price of the underlying asset will result in a gain of $2.0 and a loss of $1.7 respectively. A 10% increase or decrease in other inputs will result in an immaterial amount of gain or loss respectively.

The Company recently changed its method of settlement of options issued under the Stock Option Plan for executives and management by providing a choice to settle either in (i) fully paid Common Voting Shares or Variable Voting Shares, as applicable, or (ii) as a cash payment subject to management's approval. Due to this change in the settlement practice and on subsequent establishment of the present obligation to settle in cash, a prospective change was made to account for the options as cash-settled liabilities. Accordingly, the Company's ultimate obligation will depend on the difference between the exercise price of 208,656 outstanding options and the market price on the date when the option holders exercise these options. In September 2018, the Company entered into a total return swap agreement with a financial institution to manage its exposure under this obligation. Under the agreement, the Company will pay interest to the financial institution based on Canadian dollar LIBOR and the total value of the notional equity amount, which is equal to the total cost of the underlying shares. At the settlement of the total return swap agreement, the Company will receive or remit the net difference between the total value of the notional equity amount and the total proceeds of sales of the underlying shares. The total return swap has a one-year term, may be extended annually, and the contract allows for early termination at the option of the counterparties.

The Company did not designate the total return swap agreement as a hedging instrument for accounting purposes. However, the Company adopted the policy of offsetting the fair value changes of the recognized option liability and the total return swap in the statement of Condensed Consolidated Interim Statement of Earnings and Comprehensive Income. As at September 30, 2019 the fair value of the 208,656 underlying shares under swap was $1.6 in favor of the Company, the gains for the three and nine month periods ended September 30, 2019 of $0.3 and $1.1 respectively and the gain on rollover settlement of $3.9 is offset by salaries and benefits in the Condensed Consolidated Interim Statements of Earnings and Comprehensive Income.

Under the terms of the swap agreement, the expiring old swap was rolled over into a new 1-year equity swap based on share price on the date of roll over. The old swap settled at the same date and a cash settlement amount of $4.0 was received by the Company and recognized in the salaries and operating income in the Condensed Consolidated Interim Statements of Earnings and Comprehensive Income.

The fair value of the total return swap is classified as level 3 under the fair value hierarchy and is determined by using the Black Scholes model. This model uses the following inputs: market price of the underlying asset, strike price of the underlying asset, risk free rate, dividend yield and expected volatility. An increase or decrease of 10% in the market price of the underlying asset will result in a gain of $1.1 and a loss of $0.8 respectively. A 10% increase or decrease in other inputs will result in an immaterial amount of gain or loss respectively.

Fair Values

The fair value of the 4.65% convertible debentures as at September 30, 2019 was approximately $121.6 (September 30, 2018-$125.4). The fair value of the debentures was determined using the discounted cash flow method using a discount rate of 7.0%. The discount rate is determined by using the government of Canada's benchmark bond rate adjusted for the Company's specific credit risk. The fair value of the long-term debt as disclosed in Note 8 was approximately equal to its carrying value. The debentures are categorized as Level 3 under the fair value hierarchy. An increase or decrease of 10% in the discount rate used for valuation of the debentures will decrease or increase the fair value by $1.6 respectively.

The fair value of the 5.75% hybrid debentures due April 30, 2024 as at September 30, 2019 was approximately $78.5 (September 30, 2018-$nil). The fair value of the debentures was determined using the discounted cash flow method using a discount rate of 7.0%. The discount rate is determined by using the government of Canada’s benchmark bond rate adjusted for the Company’s specific credit risk. The debentures are categorized as Level 3 under the fair value hierarchy. An increase or decrease of 10% in the discount rate used for valuation of the debentures will decrease or increase the fair value by $2.2 respectively.

The fair value of the 5.75% hybrid debentures due April 30, 2025 as at September 30, 2019 was approximately $103.5 (on September 30, 2018 the value was - $nil). The fair value of the debentures was determined using the discounted cash flow method using a discount rate of 7.0%. The discount rate is determined by using the government of Canada’s benchmark bond rate adjusted for the Company’s specific credit risk. The debentures are categorized as Level 3 under the fair value hierarchy. An increase or decrease of 10% in the discount rate used for valuation of the debentures will decrease or increase the fair value by $3.4 respectively.

The fair value of the warrant obligations was approximately $72.6 at inception and was revalued as at September 30, 2019 to approximately $62.0.The revaluation resulted in a non-operating gain of $10.6. The warrants were classified as Level 3 derivative liabilities that are valued using unobservable inputs to the valuation methodology which are significant to the measurement of the fair value. Level 3 financial liabilities consist of the derivative liabilities for which there is no current market for these securities such that the determination of fair value requires significant judgment or estimation. Changes in fair value measurements categorized within Level 3 of the fair value hierarchy are analyzed each period based on changes in estimates or assumptions and recorded as appropriate.

The Company used an American option pricing model utilizing Monte Carlo simulation to value Level 3 financial liabilities at inception and on subsequent valuation dates. Significant unobservable inputs include volatility of the Company’s common shares (29.4%) and forecasted revenue from Amazon associated with this arrangement utilized to predict future vesting events.

A significant increase in the volatility in isolation, would result in a significantly higher fair value measurement. Changes in the values of the derivative liabilities were recorded in other gains or losses on the Company’s Condensed Consolidated Interim Statements of Earnings and Comprehensive Income. A significant change to the forecasted revenue may change the vesting dates. Changes to the vesting dates will not significantly affect the fair value of the warrant obligations.

The fair values of all other financial assets and liabilities approximate their carrying values given the short-term nature of these items. The fair values of the interest rate swap and the forward contracts are the estimated amounts the issuer would receive or pay to terminate the agreement at the reporting date. Unrealized gains on derivatives are recorded as derivative instrument assets and unrealized losses are recorded as derivative instrument liabilities in the consolidated balance sheets.

20.SUBSEQUENT EVENTS

Credit Facility

On October 28, 2019, the Company amended its revolving operating credit facility (the “facility”) availed through its subsidiary, Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”). The maturity date of the facility was extended to expire on October 28, 2024 and the applicable margin is amended that will be effective to all loans.

Debenture redemption

On October 31, 2019 the Board of Directors of the Company authorized the redemption of all of the outstanding 4.65% convertible debentures on December 31, 2019, by issuing that number of voting shares of the Company to be obtained by dividing the outstanding principal amount of the 4.65% debentures by 95% of the volume weighted average trading price of the common voting shares on the TSX for the 20 consecutive trading days ending five trading days before the redemption date and to pay accrued and unpaid interest thereon up to but excluding the redemption date in cash to the holders of the 4.65% debentures.