

NOTICE TO NOTEHOLDERS

MANITOULIN USD LTD.

(incorporated as a corporation under the laws of Canada)

Registered office:

100 University Avenue, 11th Floor, Toronto, Ontario, Canada M5J 2Y1

**Muskoka Series 2018-1 USD 6,000,000 Class B Guarantee Linked Notes due 2024,
Muskoka Series 2018-1 USD 4,000,000 Class C Guarantee Linked Notes due 2024,
Muskoka Series 2018-1 USD 23,000,000 Class D Guarantee Linked Notes due 2024 and
Muskoka Series 2018-1 USD 51,750,000 Class E Guarantee Linked Notes due 2024** (the
"Notes", and the holders thereof, the "Noteholders")

NOTICE IS HEREBY GIVEN to the Noteholders that, pursuant to clause 11.3 (*Optional Termination*) of the loan portfolio financial guarantee dated 27 September 2018 between the Guarantor (as defined therein) and the Beneficiary (as defined therein) (the "**Financial Guarantee**"), the Beneficiary has designated the Optional Call Date (as defined in the Financial Guarantee) scheduled to fall on 10 March 2023 as the Effective Guarantee Termination Date.

Consequently, pursuant to Condition 7(d) (*Mandatory Redemption of the Notes following Effective Guarantee Termination Date*), the Notes will be redeemed in part on the Note Payment Date falling on the Effective Guarantee Termination Date (the "**Early Redemption Date**").

Pursuant to Condition 7(f) (*Redemption of the Notes during the Extension Period*) of the terms and conditions of the Notes (the "**Conditions**"), a Note Extension Amount will apply on the Early Redemption Date. The purpose of the Note Extension Amount is to ensure that following the redemption of the Notes in part on the Early Redemption Date, the Issuer retains sufficient funds to pay in full any losses in respect of any Unsettled Guaranteed Obligations as of the Early Redemption Date.

On the Early Redemption Date, there will be two Unsettled Guaranteed Obligations with an aggregate Defaulted Amount equal to USD 12,500,000. The aggregate Initial Loss Amount in respect of those Unsettled Guaranteed Obligations is USD 4,875,000. As a result, the Note Extension Amount pursuant to Condition 7(f)(ii) is equal to USD 7,625,000.

Accordingly, the Principal Balance of the Class E Notes that will remain outstanding following the Early Redemption Date is USD 12,500,000 and the Adjusted Principal Balance of the Class E Notes that will remain outstanding following the Early Redemption Date is USD 7,625,000.

The remaining Class E Notes will be redeemed at a later date in accordance with Condition 7(f)(v) (*Redemption of the Notes during the Extension Period*) of the Conditions.

Terms used and not defined in this notice have the meanings given to them in the Conditions.

This notice is given by

Manitoulin USD Ltd.

Copy to:

U.S. Bank Trustees Limited (as Trustee)

Address: 125 Old Broad Street, Fifth Floor
London EC2N 1AR
United Kingdom

Attention: CLO Relationship Management

Email: CLO.Relationship.Management@usbank.com

Elavon Financial Services DAC, UK Branch (as Principal Paying Agent)

Address: 125 Old Broad Street, Fifth Floor
London EC2N 1AR
United Kingdom

Attention: CLO Relationship Management

Email: CLO.Relationship.Management@usbank.com

Bank of Montreal (as Issuer Account Bank, Cash Administrator and Cash Deposit Bank)

Address: Bank of Montreal
100 King Street West
1 First Canadian Place
3rd Floor Podium
Toronto, Ontario
Canada M5X 1H3

Attention: Risk & Capital Solutions Desk

Email: MuskokaUSDLtd@bmo.com