

*This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult your investment dealer, stock broker, bank manager, lawyer, accountant or other professional advisor. The Offer has not been approved by any securities regulatory authority nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.*

*This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, and deposits will not be accepted from or on behalf of, shareholders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of that jurisdiction. However, United Corporations Limited may, in its sole discretion, take such action as it may deem necessary to make the Offer in any such jurisdiction and to extend the Offer to Shareholders in such jurisdiction.*

November 7, 2023

# UNITED CORPORATIONS LIMITED

## UNITED CORPORATIONS LIMITED

### OFFER TO PURCHASE FOR CASH

### UP TO \$40,000,000 IN VALUE OF ITS COMMON SHARES AT A PURCHASE PRICE OF NOT LESS THAN \$105.00 AND NOT MORE THAN \$125.00 PER COMMON SHARE

United Corporations Limited (“United” or the “Corporation”) hereby offers, upon the terms and subject to the conditions described herein, to purchase for cancellation a number of common shares of the Corporation validly deposited and not withdrawn (the “Shares”) for an aggregate purchase price not exceeding \$40,000,000. The purchase price of any Share taken up by the Corporation will be determined in the manner described below but will be not less than \$105.00 and not more than \$125.00 per Share.

The offer by the Corporation is subject to the terms and conditions set forth in this offer to purchase (the “Offer to Purchase”), the accompanying issuer bid circular (the “Circular”), and the related letter of transmittal (the “Letter of Transmittal”) and notice of guaranteed delivery (the “Notice of Guaranteed Delivery”) (which together constitute, and are herein referred to as, the “Offer”).

**The Offer commences on November 10, 2023 and expires at 5:00 p.m. (Toronto time) (the “Expiration Time” on December 15, 2023 or such later time and date to which the Offer may be extended by United (such time on such date, the “Expiration Date”).** The Offer is not conditional upon any minimum number of Shares being properly deposited under the Offer. The Offer is, however, subject to other conditions and the Corporation reserves the right, subject to applicable laws, to withdraw, extend or vary the Offer if, at any time prior to the payment of the purchase price of any Shares, certain events occur. See Section 7 of the Offer to Purchase, “Certain Conditions of the Offer”.

Holders of Shares (“Shareholders”) wishing to tender to the Offer may do so pursuant to: (i) auction tenders in which the tendering Shareholders specify the number of Shares being tendered at a price (the “Auction Price”) of not less than \$105.00 and not more than \$125.00 per Share in increments of \$1.00 per Share (the “Auction Tenders”), or (ii) purchase price tenders in which the tendering Shareholders do not specify a price per Share, but rather agree to have a specified number of Shares purchased at the Purchase Price to be determined by the Auction Tenders (the “Purchase Price Tenders”).

Promptly following the Expiration Date, the Corporation will determine a single price per Share (the “Purchase Price”) (which will be not less than \$105.00 and not more than \$125.00 per Share) that it will pay for Shares validly deposited pursuant to the Offer and not withdrawn, taking into account the number of Shares deposited pursuant to Auction Tenders and Purchase Price Tenders and the prices specified by Shareholders depositing Shares pursuant to Auction Tenders. For the purpose of determining the Purchase Price, Shares deposited pursuant to a Purchase Price Tender will be deemed to have been deposited at a price of \$105.00 per Share (which is the minimum price per Share under the Offer). The Purchase Price will be the lowest price per Share that enables the Corporation to purchase the maximum number of Shares validly deposited and not properly withdrawn pursuant to the Offer having an aggregate purchase price not to exceed \$40,000,000.

If the Purchase Price is determined to be \$105.00 (which is the minimum price per Share under the Offer), the maximum number of Shares that may be purchased by the Corporation is 380,952 Shares. If the Purchase Price is determined to be \$125.00 (which is the maximum price per Share under the Offer), the maximum number of Shares

that may be purchased by the Corporation is 320,000 Shares. If no Auction Tenders or Purchase Price Tenders are made pursuant to the Offer, no Shares will be purchased by the Corporation. Shares validly deposited by a Shareholder pursuant to an Auction Tender will not be purchased by the Corporation pursuant to the Offer if the price per Share specified by the Shareholder is greater than the Purchase Price. Shareholders who tender Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender.

**Each Shareholder who has properly deposited Shares pursuant to an Auction Tender at or below the Purchase Price or pursuant to a Purchase Price Tender and who has not withdrawn such Shares will receive the Purchase Price, payable in cash (subject to applicable withholding taxes, if any), for all Shares purchased upon the terms and subject to the conditions of the Offer, including the provisions relating to proration and the preferential acceptance of odd lots, each as described herein.**

The Purchase Price will be payable in Canadian dollars. If you are a registered Shareholder, you will receive the Purchase Price per Share in Canadian dollars unless you exercise the right to elect in your Letter of Transmittal to receive the Purchase Price per Share in respect of your Shares in U.S. dollars.

If you are a non-registered Shareholder, you will receive the Purchase Price per Share in Canadian dollars unless you contact the intermediary in whose name your Shares are registered and request that the intermediary make an election on your behalf. If your intermediary does not make an election on your behalf, you will receive payment in Canadian dollars.

The exchange rate that will be used to convert payments from Canadian dollars into U.S. dollars will be the rate established by Computershare Trust Company of Canada, in its capacity as foreign exchange service provider to the Corporation, on the date the funds are converted, which rate will be based on the prevailing market rate on the date the funds are converted. The risk of any fluctuations in such rates, including risks relating to the particular date and time at which funds are converted, will be solely borne by the Shareholder. Computershare Trust Company of Canada will act as principal in such currency conversion transactions.

If the aggregate purchase price for Shares validly deposited and not withdrawn pursuant to Auction Tenders at Auction Prices at or below the Purchase Price and Purchase Price Tenders would result in an aggregate purchase price in excess of \$40,000,000, then such deposited shares will be purchased as follows: (i) first, the Corporation will purchase all Shares tendered at or below the Purchase Price by Shareholders who own fewer than 100 Shares (the “**Odd Lot Holders**”) at the Purchase Price; and (ii) second, the Corporation will purchase at the Purchase Price on a pro rata basis according to the number of Shares deposited or deemed to be deposited at a price equal to or less than the Purchase Price by the depositing Shareholders, less the number of Shares purchased from Odd Lot Holders. All Auction Tenders and Purchase Price Tenders will be subject to adjustment to avoid the purchase of fractional Shares (rounding down to the nearest whole number of Shares). All payments to Shareholders will be subject to deduction of applicable withholding taxes. See Section 3 of the Offer to Purchase, “*Number of Shares and Proration of Tenders*”.

Certificates or direct registration system (“**DRS**”) advices for all Shares not purchased under the Offer (including Shares not purchased because of proration), or properly withdrawn before the Expiration Date, will be returned (in the case of certificates or DRS advices representing Shares all of which are not purchased) or replaced with new certificates or DRS advices representing the balance of Shares not purchased (in the case of certificates or DRS advices representing Shares of which less than all are purchased), promptly after the Expiration Date or termination of the Offer or the date of withdrawal of the Shares, without expense to the Shareholder. In the case of Shares tendered through book-entry transfer into the Depositary’s (as defined herein) account at DTC (as defined in the Offer to Purchase) or CDS (as defined in the Offer to Purchase), the Shares will be credited to the appropriate account maintained by the tendering Shareholder at DTC or CDS, as applicable, without expense to the Shareholder.

As of November 7, 2023, there were 11,595,448 Shares issued and outstanding. The Offer would be for approximately 3.3% of the total number of issued and outstanding Shares if the Purchase Price is determined to be \$105.00 (which is the minimum price per Share under the Offer) or approximately 2.8% of the total number of issued and outstanding Shares if the Purchase Price is determined to be \$125.00 (which is the maximum price per Share under the Offer).

The Shares are listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “**UNC**”. On November 7, 2023, the last full trading day prior to the date of announcement of the Corporation’s intention to make the Offer, the closing price of the Shares on the TSX was \$100.60 per Share.

The board of directors of the Corporation (the “**Board of Directors**”) has concluded it can rely on the “**liquid market exemption**” specified in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. To that end, the Board of Directors has obtained a liquidity opinion (the “**Liquidity Opinion**”) from Cormark Securities Inc. (“**Cormark**”), to the effect that, based on and subject to the qualifications, assumptions and limitations stated in the Liquidity Opinion, a liquid market for the Shares exists as of November 7, 2023, and it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for Shareholders who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. A copy of the Liquidity Opinion of Cormark is attached hereto as Schedule A.

The Corporation has suspended purchases of its Shares pursuant to its normal course issuer bid through the facilities of the TSX as well as through other designated exchanges and alternative systems in Canada until after the Expiration Date or the date of termination of the Offer.

**The Board of Directors has approved the Offer. However, none of United, its Board of Directors, the Dealer Manager (as defined herein), Cormark or the Depositary (as defined herein) makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares under the Offer. Shareholders are urged to evaluate carefully all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer, and, if so, how many Shares to deposit and at what price(s).**

**Shareholders should carefully consider the income tax consequences to them of having Shares purchased under the Offer. See Section 13 of the Circular, “*Income Tax Considerations*”.**

Shareholders wishing to deposit all or any portion of their Shares pursuant to the Offer must comply in all respects with the delivery procedures described herein. See Section 5 of the Offer to Purchase, “*Procedure for Depositing Shares*”.

**The Offer expires at 5:00 p.m. (Toronto time) on December 15, 2023 unless extended, varied or withdrawn.**

**NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF UNITED AS TO WHETHER YOU SHOULD DEPOSIT OR REFRAIN FROM DEPOSITING SHARES PURSUANT TO THE OFFER. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN AS SET FORTH IN THIS OFFER. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY UNITED.**

No Canadian, U.S. or foreign securities commission has approved or disapproved of this Offer or passed upon the merits or fairness of this Offer or passed upon the adequacy or accuracy of the information contained in this Offer. Any representation to the contrary is a criminal offense.

**Any questions or requests for information regarding the Offer should be directed to Computershare Investor Services Inc. (the “**Depositary**”) or TD Securities Inc. (the “**Dealer Manager**”) at the addresses and telephone numbers of the Depositary and the Dealer Manager set forth on the last page of the accompanying Circular.**

**The Dealer Manager for the Offer is:**

**TD Securities Inc.**

**66 Wellington Street West, 10th Floor  
Toronto, Ontario  
M5K 1A2**

**Telephone: 1-416-982-3412**

**The Depositary for the Offer is:**

**Computershare Investor Services Inc.**

**100 University Ave, 8th Floor  
Toronto, Ontario,  
M5J 2Y1**

**Telephone: 1-514-982-7555**

**Fax: 1-888-453-0330**

**Email: [corporateactions@computershare.com](mailto:corporateactions@computershare.com)**

## FORWARD-LOOKING STATEMENTS

Certain statements in this Offer about the Offer, including the terms and conditions of the Offer, the number and aggregate dollar amount of Shares to be purchased for cancellation under the Offer, the expected Expiration Date and the anticipated benefits of the Offer, as well as any other future events or developments constitute “forward-looking statements” within the meaning of applicable Canadian securities laws. The words “may”, “will”, “would”, “should”, “could”, “expects”, “plans”, “intends”, “trends”, “indications”, “anticipates”, “believes”, “estimates”, “predicts”, “likely” or “potential” or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward looking statements. Forward-looking statements are based on estimates and assumptions made by the Corporation in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Corporation believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct or that the Corporation’s expectations regarding this Offer or future events or developments will be achieved.

By their nature, forward-looking statements require the Corporation to make assumptions and involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These risks and uncertainties include, but are not limited to, market risk including equity risk, hedging risk, interest rate risk, foreign exchange rate risk; liquidity risk; credit risk including counterparty risk; political risk, including in emerging markets; geopolitical risk; operational risk, including legal and regulatory compliance risk, environmental and social risk, model risk, human resources risk, third party risk, technology and information security risk, and business continuity risk; and risk with respect to significant ownership of common shares and pandemic risk.

Other factors could also cause the Corporation’s expectations regarding the Offer to differ materially from those expressed or implied by the forward-looking statements, including with respect to the Corporation’s ability to complete the Offer on the timelines anticipated, the Corporation’s expectation that any purchases of Shares pursuant to the Offer will be funded from a combination of cash available to be drawn on United’s existing operating credit facility and available cash on hand, the Corporation continuing to have sufficient financial resources and working capital following the completion of the Offer, the Offer not precluding the Corporation from pursuing future business opportunities, the market for the Shares not being materially less liquid after the completion of the Offer than the market that exists at the time of the Offer, satisfaction or waiver of the conditions to the Offer, the extent to which Shareholders determine to deposit their Shares to the Offer, and the anticipated benefits of the Offer. This should not be considered a complete list of all factors that could affect the Corporation and the Offer. When relying on forward-looking statements to make decisions with respect to tendering to the Offer, readers should carefully consider these factors, as well as other uncertainties and potential events and the inherent uncertainty of forward-looking statements.

The purpose of the forward-looking statements is to provide the reader with a description of management’s expectations and may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements made herein. Furthermore, unless otherwise stated, the forward-looking statements contained in this Offer are made as of the date of this Offer, and the Corporation has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The forward-looking statements contained in this Offer are expressly qualified by this cautionary statement. Further details and descriptions of these and other factors are disclosed in the Offer and in the Corporation’s Annual Information Form for the year ended March 31, 2023, Management’s Discussion & Analysis for the year ended March 31, 2023, and Management’s Discussion & Analysis for the three and six months ended September 30, 2023, which are available under the Corporation’s profile at [www.sedarplus.ca](http://www.sedarplus.ca) (“SEDAR+”).

## INFORMATION FOR UNITED STATES SHAREHOLDERS

The Offer is made by United, a Canadian issuer, for its own Shares, which are not registered with the United States Securities and Exchange Commission under the *United States Securities and Exchange Act of 1934*, as amended. While the Offer is subject to the disclosure requirements of the province of Ontario and the other provinces of Canada, U.S. Shareholders should be aware that these disclosure requirements are different from those of the United States. Financial statements of United have been prepared in accordance with International Financial Reporting

Standards (IFRS) and are subject to Canadian auditing and auditor independence standards and, therefore, they may not be comparable to financial statements of U.S. companies.

The enforcement by Shareholders of civil liabilities under U.S. federal and state securities laws may be adversely affected by the fact that United is incorporated under the *Canada Business Corporations Act* and that a majority of its directors and officers are residents of Canada. In addition, U.S. Shareholders should not assume that courts in Canada or in the countries where such directors and officers reside or in which United's assets or the assets of such persons are located (i) would enforce judgments of U.S. courts obtained in actions against United or such persons predicated upon civil liability provisions of U.S. federal and state securities laws as may be applicable, or (ii) would enforce, in original actions, any asserted liabilities against United, its subsidiaries or such persons predicated upon such laws. Enforcement of any asserted civil liabilities under U.S. securities laws may be further adversely affected by the fact that some or all of the experts named in the Offer may be residents of Canada.

U.S. Shareholders should be aware that the acceptance of the Offer will have certain tax consequences under United States and Canadian law. Certain information is provided in the Circular – see Section 13 of the Circular, “*Income Tax Considerations*”. However, such consequences are not exhaustively described in the Circular and such holders should consult their own tax advisors with respect to United States and Canadian tax consequences.

#### **CURRENCY**

All dollar references in the Offer to Purchase and the Circular are in Canadian dollars except where otherwise indicated.

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## SUMMARY

*This summary is provided for your convenience. It highlights certain material information relating to the Offer, but you should understand that it does not describe all of the details of the Offer to the same extent as described elsewhere herein. The Corporation therefore urges you to read the entire Offer to Purchase, Circular, Letter of Transmittal and Notice of Guaranteed Delivery because they each contain important information. References have been included to certain sections of the Offer where you will find a more complete discussion.*

**Expiration Date**

The Offer expires at 5:00 p.m. (Toronto time) on December 15, 2023, or at such later time and date to which the Offer may be extended or varied by the Corporation. See Section 1 of the Offer to Purchase, “*The Offer*”.

**Payment Date**

United will take up and pay for Shares as soon as reasonably practicable after the Expiration Date and in any event within 10 days after the Expiration Date. See Section 9 of the Offer to Purchase, “*Taking Up and Payment for Deposited Shares*”.

**Currency of Payment**

The Purchase Price will be denominated in Canadian dollars and payments of amounts owing to Shareholders whose Shares are taken up will be made in Canadian dollars. However, Shareholders may elect to receive the Purchase Price in United States dollars as described in the Offer. In such case, the risk of any fluctuation in exchange rates, including risks relating to the particular date and time at which funds are converted, will be borne solely by the Shareholder. See Section 2 of the Offer to Purchase, “*Purchase Price*”.

**Methods of Tender**

Shareholders wishing to tender to the Offer may do so pursuant to:

- (a) Auction Tenders in which the tendering Shareholders specify the number of Shares being tendered and an Auction Price of not less than \$105.00 and not more than \$125.00 per Share in increments of \$1.00 per Share; or
- (b) Purchase Price Tenders in which the tendering Shareholders do not specify a price per Share, but rather agree to have a specified number of Shares purchased at the Purchase Price to be determined by the Auction Tenders.

Shareholders may deposit different Shares pursuant to Auction Tenders and Purchase Price Tenders.

If a Shareholder wishes to deposit Shares in separate lots at a different price for each lot, that Shareholder must complete a separate Letter of Transmittal (and, if applicable, a Notice of Guaranteed Delivery) for each price at which the Shareholder is depositing Shares. A Shareholder may not deposit the same Shares pursuant to both an Auction Tender and a Purchase Price Tender, or pursuant to an Auction Tender at more than one price. See Section 5 of the Offer to Purchase, “*Procedure for Depositing Shares*”.

**Purchase Price**

The Purchase Price will be determined by the Corporation in the manner described in the Offer but will be not less than \$105.00 and not more than \$125.00 per Share, taking into account the Auction Prices and the number of Shares deposited pursuant to Auction Tenders and Purchase Price Tenders. The Purchase Price will be the lowest price per Share that enables the Corporation to purchase the maximum number of Shares properly tendered and not properly withdrawn pursuant to the Offer having an aggregate purchase price not to exceed \$40,000,000.

All Shares purchased by the Corporation pursuant to the Offer will be purchased at the same Purchase Price.

The Corporation will return all Shares not purchased under the Offer, including Shares not purchased as a result of proration or invalid tender, promptly after the Expiration Date. Section 2 of the Offer to Purchase, “*Purchase Price*”.

**Number of Shares to be Purchased**

United will purchase Shares under the Offer up to a maximum aggregate amount of \$40,000,000. Since the Purchase Price will only be determined after the Expiration Date, the number of Shares that will be purchased will not be known until after the Expiration Date.

If the Purchase Price is determined to be \$105.00 (which is the minimum price per Share under the Offer), the maximum number of Shares that may be purchased by the Corporation is 380,952 Shares. If the Purchase Price is determined to be \$125.00 (which is the maximum price per Share under the Offer), the maximum number of Shares that may be purchased by the Corporation is 320,000 Shares.

**Proration**

If the aggregate purchase price for Shares validly deposited and not withdrawn pursuant to Auction Tenders at Auction Prices at or below the Purchase Price and Purchase Price Tenders would result in an aggregate purchase price in excess of \$40,000,000, then such deposited Shares will be purchased as follows: (i) first, the Corporation will purchase all Shares tendered at or below the Purchase Price by Odd Lot Holders at the Purchase Price; and (ii) second, the Corporation will purchase at the Purchase Price on a pro rata basis according to the number of Shares deposited or deemed to be deposited at a price equal to or less than the Purchase Price by the depositing Shareholders, less the number of Shares purchased from Odd Lot Holders (with adjustments to avoid the purchase of fractional Shares).

**Odd Lot Preference**

If a Shareholder beneficially owns fewer than 100 Shares as of the Expiration Date and tenders all such Shares under the Offer, the Corporation will accept for purchase, without proration but otherwise subject to the terms and conditions of the Offer, all such tendered Shares deposited pursuant to an Auction Tender at or below the Purchase Price or pursuant to a Purchase Price Tender. An Odd Lot Holder must complete the appropriate box in the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery. See Section 3 of the Offer to Purchase, “*Number of Shares and Proration of Tenders*”.

**Delivery Procedure**

Each Shareholder wishing to deposit Shares pursuant to the Offer must (a) provide certificates for all deposited Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal, in accordance with the instructions in such Letter of Transmittal, together with all other documents required by the Letter of Transmittal and must be delivered to, and received by, the Depository at one of the addresses listed in the Letter of Transmittal by the Expiration Date, (b) follow the guaranteed delivery procedure described in Section 5 of the Offer to Purchase, “*Procedure for Depositing Shares*”, or (c) transfer Shares pursuant to the procedures for book-entry transfer described in Section 5 of the Offer to Purchase, provided that a confirmation of the book-entry transfer (a “**Book-Entry Confirmation**”) of such Shares through CDS Clearing and Depository Services Inc. (“CDS”) or an Agent’s Message transmitted through The Depository Trust Company (“DTC”) into the Depository’s account at CDS or DTC, respectively, is received by the Depository at its office in Toronto, Ontario prior to the Expiration Date.

**A Shareholder who wishes to deposit Shares under the Offer and who holds such Shares through an investment dealer, stock broker, bank, trust company or other nominee should immediately contact such nominee in order to take the necessary steps to be able to deposit such Shares under the Offer.**

**Brokerage Commissions**

Shareholders depositing Shares will not be obligated to pay brokerage fees or commissions to the Corporation or to the Depositary. However, Shareholders are cautioned to consult with their own brokers or other intermediaries to determine whether any fees or commissions are payable to their own brokers or other intermediaries in connection with a deposit of Shares pursuant to the Offer. See Section 9 of the Offer to Purchase, *“Taking Up and Payment for Deposited Shares”*.

**Conditions to the Offer**

The obligation of the Corporation to take up and pay for any Shares deposited under the Offer is subject to the conditions described in Section 7 of the Offer to Purchase, *“Certain Conditions of the Offer”*.

**Withdrawal Rights**

Shares deposited pursuant to the Offer may be withdrawn by the Shareholder (a) at any time prior to the Expiration Date, (b) at any time if the Shares have not been taken up by the Corporation before actual receipt by the Depositary of a notice of withdrawal in respect of such Shares, or (c) at any time after three business days from the date the Corporation takes up the Shares, if such Shares have not been paid for by the Corporation.

**Position of the Corporation and its Directors**

Neither the Corporation nor its Board of Directors makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares. Shareholders are urged to evaluate carefully all information in the Offer, consult their own investment and tax advisors and make their own decisions whether to deposit Shares under the Offer. See Section 1 of the Offer to Purchase, *“The Offer”*.

**Participation of Insiders in the Offer**

To the knowledge of the Corporation and its directors and officers, after reasonable inquiry, no director or officer of the Corporation, no associate or affiliate of the Corporation or of an insider of the Corporation, no insider of the Corporation (other than a director or officer) and no person or company acting jointly or in concert with the Corporation, has indicated any present intention to deposit any of such person’s or company’s Shares pursuant to the Offer. These intentions may change or Shares may be sold on the TSX depending on the change in circumstance of such individuals. In addition other officers may sell Shares on the TSX during the period of the Offer. See Section 10 of the Circular, *“Arrangements Concerning Shares – Acceptance of the Offer”*.

**Purpose of the Offer**

The Corporation believes that the purchase of Shares is in the best interests of the Corporation, and permits the Corporation to return up to \$40,000,000 to Shareholders who elect to tender their shares. See Section 3 of the Circular, *“Purpose and Effect of the Offer”*.

## **Tax Considerations**

For Canadian federal income tax purposes, a Shareholder who sells a Share to the Corporation under the Offer will be deemed to receive a dividend equal to the excess of the Purchase Price paid by the Corporation over the “**paid-up capital**” of the Share for purposes of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”). Shareholders who sell Shares under the Offer are generally expected to realize deemed dividends for purposes of the Tax Act. Refer to Section 13 of the Circular, “*Income Tax Considerations – Certain Canadian Federal Income Tax Considerations*”. In addition, under certain circumstances, for United States federal income tax purposes, a Shareholder who sells a Share to the Corporation under the Offer will be deemed to receive a dividend, which may be in an amount up to an amount equal to the Purchase Price. Refer to Section 13 of the Circular, “*Income Tax Considerations – Certain United States Federal Income Tax Considerations*”. In view of the deemed dividend tax treatment under the Tax Act of a sale of Shares pursuant to the Offer, and the potential for dividend tax treatment under U.S. federal income tax law for U.S. shareholders, in each case, as opposed to the capital gain or capital loss tax treatment that would generally apply to a sale of shares in the market, Shareholders who wish to sell their Shares should consult their own tax advisors regarding selling their Shares in the market as an alternative to accepting the Offer. The selling price for such market sales may be different from the Purchase Price.

A Non-Resident Shareholder (as defined in the Circular) will generally be subject to withholding tax under the Tax Act in respect of a deemed dividend realized in connection with a sale of Shares under the Offer. Such Shareholders should consult their own tax advisors in this regard and in relation to an alternative transaction of selling their shares in the market.

U.S. and other non-Canadian Shareholders should also consider the tax consequences to them under applicable laws of selling Shares under the Offer, including the creditability of any Canadian withholding tax.

**Shareholders should carefully review the information in Section 13 of the Circular, “Income Tax Considerations”. Shareholders should carefully consider and should consult their own tax advisors in relation to the tax consequences to them of selling their Shares pursuant to the Offer, having regard to their own circumstances.**

## **Liquidity**

The Board of Directors has concluded it can rely on the “**liquid market exemption**” specified in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. To that end, the Board of Directors has obtained the Liquidity Opinion from Cormark to the effect that, based on and subject to the qualifications, assumptions and limitations stated in the Liquidity Opinion, a liquid market for the Shares exists as of November 7, 2023, and it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for Shareholders who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. See Section 3 of the Circular, “*Purpose and Effect of the Offer – Liquidity of Market*” and Schedule A.

## **Trading Information**

On November 7, 2023, the last full trading day prior to the public announcement of the Corporation’s intention to make the Offer, the closing price of the Shares on the TSX was \$100.60 per Share. During the past six months, the closing prices of the Shares on the TSX has ranged from a low of \$98.32 to a high of \$106.81. See Section 5 of the Circular, “*Price Range of Shares*”.

**Further Information**

For further information regarding the Offer, Shareholders may contact the Depositary or the Dealer Manager or consult their own brokers. The address and telephone and facsimile numbers of the Depositary and the Dealer Manager are set forth on the back cover of the Offer.

**NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF THE CORPORATION AS TO WHETHER SHAREHOLDERS SHOULD DEPOSIT OR REFRAIN FROM DEPOSITING SHARES PURSUANT TO THE OFFER. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN AS SET FORTH IN THE OFFER. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE CORPORATION.**

## OFFER TO PURCHASE

**To the Shareholders of United Corporations Limited:**

### 1. THE OFFER

The Corporation hereby offers, upon the terms and subject to the conditions described in this Offer to Purchase, the accompanying Circular, the related Letter of Transmittal and the Notice of Guaranteed Delivery, to purchase for cancellation a number of Shares having an aggregate purchase price not exceeding \$40,000,000.

The Offer will commence on November 10, 2023, and expire at 5:00 p.m. (Toronto time) (the “**Expiration Time**”) on December 15, 2023 or such later time and date to which the Offer may be extended by United (such date, the “**Expiration Date**”).

**THE OFFER IS NOT CONDITIONAL UPON ANY MINIMUM NUMBER OF SHARES BEING DEPOSITED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 7 OF THE OFFER TO PURCHASE, “CERTAIN CONDITIONS OF THE OFFER”.**

Each Shareholder who has properly deposited Shares pursuant to an Auction Tender at or below the Purchase Price or pursuant to a Purchase Price Tender and who has not withdrawn such Shares will receive the Purchase Price, payable in cash (subject to applicable withholding taxes, if any), for all Shares purchased upon the terms and subject to the conditions of the Offer, including the provisions relating to proration described herein.

United will return all Shares not purchased under the Offer (including Shares not purchased because of proration) or properly withdrawn before the Expiration Date.

None of United, its Board of Directors, TD Securities Inc. (the “**Dealer Manager**”), Cormark or Computershare Investor Services Inc. (the “**Depositary**”) makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares. Shareholders must make their own decisions as to whether to deposit Shares under the Offer. Shareholders should carefully consider the income tax consequences to them of having Shares purchased under to the Offer. See Section 13 of the Circular, “*Income Tax Considerations*”.

The accompanying Circular and Letter of Transmittal contain important information and should be read carefully before making a decision with respect to the Offer.

### 2. PURCHASE PRICE

Promptly following the Expiration Date, the Corporation will determine the Purchase Price (which will be not less than \$105.00 and not more than \$125.00 per Share) that it will pay for Shares validly deposited pursuant to the Offer and not withdrawn, taking into account the number of Shares deposited pursuant to Auction Tenders and Purchase Price Tenders and the prices specified by Shareholders depositing Shares pursuant to Auction Tenders. For the purpose of determining the Purchase Price, Shares deposited pursuant to a Purchase Price Tender will be deemed to have been deposited at a price of \$105.00 per Share (which is the minimum price per Share under the Offer). The Purchase Price will be the lowest price per Share that enables the Corporation to purchase the maximum number of Shares validly deposited and not properly withdrawn pursuant to the Offer having an aggregate purchase price not to exceed \$40,000,000.

If no Auction Tenders or Purchase Price Tenders are made pursuant to the Offer, no Shares will be purchased by the Corporation. If the Purchase Price is determined to be \$105.00 (which is the minimum price per Share under the Offer), the maximum number of Shares that may be purchased by the Corporation is 380,952 Shares. If the Purchase Price is determined to be \$125.00 (which is the maximum price per Share under the Offer), the maximum number of Shares that may be purchased by the Corporation is 320,000 Shares. Shareholders who tender Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender.

All Shares purchased by the Corporation pursuant to the Offer (including Shares tendered at Auction Prices below the Purchase Price) will be purchased at the Purchase Price. United will return all Shares not purchased under

the Offer, including Shares not purchased because of proration or invalid tenders, or properly withdrawn before the Expiration Date. All payments to Shareholders will be subject to deduction of applicable withholding taxes.

Each registered Shareholder who has tendered Shares under the Offer will receive payment of the Purchase Price for purchased Shares in Canadian dollars, unless such Shareholder exercises the applicable election in the Letter of Transmittal to use the Depositary's currency exchange services to convert payment of the Purchase Price of the tendered Shares into United States dollars as described below. There is no additional fee payable by Shareholders who elect to use the Depositary's currency exchange services.

Each non-registered or beneficial Shareholder who has tendered Shares under the Offer will receive payment of the Purchase Price for purchased Shares in Canadian dollars, unless such non-registered Shareholder contacts the intermediary in whose name such Shareholder's shares are registered and requests that the intermediary make an election on its behalf to receive the Purchase Price in United States dollars as described below.

The exchange rate that will be used to convert payments from Canadian dollars into United States dollars will be the rate available from Computershare Trust Company of Canada, in its capacity as foreign exchange service provider, on the date on which the funds are converted, which rate will be based on the prevailing market rate on such date. The risk of any fluctuations in such rates, including risks relating to the particular date and time at which funds are converted, will be borne solely by the Shareholder. Computershare Trust Company of Canada will act as principal in such currency conversion transactions.

### 3. NUMBER OF SHARES AND PRORATION OF TENDERS

As of November 7, 2023, there were 11,595,448 Shares issued and outstanding and, accordingly, the Offer is for a maximum of approximately 3.3% of the total number of issued and outstanding Shares if the Purchase Price is determined to be \$105.00 (which is the minimum price per Share under the Offer). If the Purchase Price is determined to be \$125.00 (which is the maximum price per Share under the Offer), the Offer is for a maximum of approximately 2.8% of the total number of issued and outstanding Shares. The Offer is not conditional upon any minimum number of Shares being properly deposited under the Offer.

If the aggregate purchase price for Shares validly deposited and not withdrawn pursuant to Auction Tenders at Auction Prices at or below the Purchase Price and Purchase Price Tenders would result in an aggregate purchase price in excess of \$40,000,000, then such deposited shares will be purchased as follows: (i) first, the Corporation will purchase all Shares tendered at or below the Purchase Price by Odd Lot Holders (as defined below) at the Purchase Price; and (ii) second, the Corporation will purchase at the Purchase Price on a pro rata basis according to the number of Shares deposited or deemed to be deposited at a price equal to or less than the Purchase Price by the depositing Shareholders, less the number of Shares purchased from Odd Lot Holders. All Auction Tenders and Purchase Price Tenders will be subject to adjustment to avoid the purchase of fractional Shares (rounding down to the nearest whole number of Shares).

For purposes of the Offer, the term "**Odd Lots**" means all Shares validly tendered at or below the Purchase Price by Shareholders who own, as of the close of business on the Expiration Date, fewer than 100 Shares (the "**Odd Lot Holders**"). As set out above, Odd Lots will be accepted for purchase before any proration. In order to qualify for this preference, an Odd Lot Holder must properly tender, pursuant to an Auction Tender at a price at or below the Purchase Price or pursuant to a Purchase Price Tender, all Shares beneficially owned by such Odd Lot Holder. Partial tenders will not qualify for this preference. This preference is not available to holders of 100 or more Shares even if holders have separate share certificates for fewer than 100 Shares or hold fewer than 100 Shares in different accounts. Any Odd Lot Holder wishing to tender all Shares beneficially owned, without proration, must complete the appropriate box on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery. Shareholders owning an aggregate of fewer than 100 Shares whose Shares are purchased pursuant to the Offer will not only avoid the payment of brokerage commissions, but will also avoid any odd lot discounts, each of which may be applicable on a sale of their Shares in a transaction on the TSX.

#### **4. ANNOUNCEMENT OF RESULTS OF THE OFFER**

The Corporation will publicly announce the results of the Offer, including the Purchase Price, the number of Shares validly tendered to the Offer and the aggregate purchase price of the Shares to be purchased for cancellation pursuant to the Offer, as promptly as practicable after the Expiration Date.

#### **5. PROCEDURE FOR DEPOSITING SHARES**

##### *Proper Deposit of Shares*

Shareholders who wish to accept the Offer may do so by making Auction Tenders or Purchase Price Tenders. A Shareholder who wishes to make an Auction Tender will be required to specify, among other things, the number of Shares that it wishes to sell and the price per Share (not less than \$105.00 and not more than \$125.00 per Share and in increments of \$1.00 per Share) at which it is prepared to sell those Shares. A Shareholder may make an Auction Tender in respect of certain of their Shares and a Purchase Price Tender in respect of other Shares. If a Shareholder wishes to deposit Shares in separate lots at a different price for each lot, that Shareholder must complete a separate Letter of Transmittal (and, if applicable, a Notice of Guaranteed Delivery) for each price at which the Shareholder is depositing Shares. A Shareholder may not deposit the same Shares pursuant to both an Auction Tender and a Purchase Price Tender, or pursuant to an Auction Tender at more than one price.

Odd Lot Holders making an Auction Tender or a Purchase Price Tender will be required to tender all Shares owned by the Shareholder.

A Shareholder who wishes to make a Purchase Price Tender may not specify an Auction Price.

Shares deposited pursuant to an Auction Tender in compliance with the procedures set forth herein will be taken up only if the Auction Price specified in the Auction Tender is equal to or less than the Purchase Price.

Shareholders who tender Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender.

##### *Holders of Shares*

To deposit Shares pursuant to the Offer, Shareholders must (a) provide certificates for all deposited Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof), in accordance with the instructions in such Letter of Transmittal, together with all other documents required by the Letter of Transmittal and must be delivered to, and received by, the Depositary at one of the addresses listed in the Letter of Transmittal by the Expiration Date, (b) follow the guaranteed delivery procedure described below, or (c) transfer Shares pursuant to the procedures for book-entry transfer described below (and a confirmation of such transfer must be received by the Depositary, including either a Book-Entry Confirmation or an Agent's Message (each defined below) if the tendering Shareholder has not delivered a Letter of Transmittal). The term "**Agent's Message**" means a message, transmitted by the Depository Trust Company ("DTC") to and received by the Depositary and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgment from the tendering participant, which acknowledgment states that such participant has received and agrees to be bound by the Letter of Transmittal and that the Corporation may enforce such Letter of Transmittal against such participant. The term "**Book-Entry Confirmation**" means a confirmation of a book-entry transfer of a Shareholder's Shares into the Depositary's account at CDS Clearing and Depository Services Inc. ("CDS").

**A non-registered Shareholder who desires to deposit Shares under the Offer should immediately contact such Shareholder's investment dealer, stock broker, commercial bank, trust company or other nominee in order to take the necessary steps to be able to deposit such Shares under the Offer.**

**Participants of CDS and DTC should contact such depository to obtain instructions as to the method of depositing Shares under the terms of the Offer. CDS and DTC will each be issuing instructions to participants as to the method of depositing Shares under the terms of the Offer.**

### ***Signature Guarantees***

No signature guarantee is required on the Letter of Transmittal if (a) the Letter of Transmittal is signed by the registered holder of the Shares exactly as the name of the registered holder appears on the share certificate deposited therewith, and payment is to be made directly to such registered holder, or (b) Shares are deposited for the account of a Canadian Schedule I chartered bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP) (each such entity, an “**Eligible Institution**”). In all other cases, all signatures on the Letter of Transmittal must be guaranteed by an Eligible Institution. See the appropriate instructions in the Letter of Transmittal.

If a certificate representing Shares is registered in the name of a person other than the signatory to a Letter of Transmittal, or if payment is to be made, or certificates representing Shares not purchased are to be issued, to a person other than the registered holder, the certificate must be endorsed or accompanied by an appropriate stock power, in either case, signed exactly as the name of the registered holder appears on the certificate with the signature on the certificate or stock power signature guaranteed by an Eligible Institution.

### ***Book-Entry Transfer Procedures – CDS***

An account with respect to the Shares will be established at CDS for purposes of the Offer. Any financial institution that is a participant in CDS may make book-entry delivery of the Shares through CDS’s on-line tendering system pursuant to which book-entry transfers may be effected (“**CDSX**”) by causing CDS to transfer such Shares into the Depository’s account in accordance with CDS’s procedures for such transfer. Delivery of Shares to the Depository by means of a book-entry transfer through CDSX will constitute a valid tender under the Offer.

Shareholders may accept the Offer by following the procedures for a book-entry transfer established by CDS, provided that a Book-Entry Confirmation through CDSX is received by the Depository at its Toronto, Ontario office address set forth on the back cover page of this Offer to Purchase and Circular prior to the Expiration Date. Shareholders, through their respective CDS participants, who utilize CDSX to accept the Offer through a book-entry transfer of their holdings into the Depository’s account with CDS shall be deemed to have completed and submitted a Letter of Transmittal and to be bound by the terms thereof and, therefore, such instructions received by the Depository are considered a valid tender in accordance with the terms of the Offer. Delivery of documents to CDS does not constitute delivery to the Depository.

### ***Book-Entry Transfer Procedures – DTC***

The Depository intends to establish an account with respect to the Shares at DTC for purposes of the Offer. Any financial institution that is a participant in DTC may make book-entry delivery of the Shares by causing DTC to transfer such Shares into the Depository’s account in accordance with DTC procedures for such transfer. Although delivery of the Shares may be effected under the Offer through book-entry transfer into the Depository’s account at DTC, the Letter of Transmittal (or a manually signed photocopy thereof) with any required signature guarantees, or (in the case of a book-entry transfer) an Agent’s Message in lieu of the Letter of Transmittal and any other required documents must, in any case, be transmitted to and received by the Depository at its Toronto, Ontario office address set forth on the back cover page of this Offer and Circular prior to the Expiration Time in connection with the tender of such Shares. Delivery of documents to DTC does not constitute delivery to the Depository.

Shareholders who are depositing their Shares by book-entry transfer to the Depository’s account at DTC may execute their tender through DTC’s Automated Tender Offer Program (“**ATOP**”) by transmitting their acceptance to DTC in accordance with DTC’s ATOP procedures. DTC will then verify the acceptance, execute a book-entry delivery to the Depository’s account at DTC and send an Agent’s Message to the Depository. Delivery of the Agent’s Message by DTC will satisfy the terms of the Offer in lieu of execution and delivery of a Letter of Transmittal by the participant identified in the Agent’s Message. Accordingly, the Letter of Transmittal need not be completed by a Shareholder tendering through ATOP.

### ***Method of Delivery***

The method of delivery of certificates representing Shares and all other required documents is at the option and risk of the depositing Shareholder. If certificates representing Shares are to be sent by mail, registered mail that is properly insured is recommended and it is suggested that the mailing be made sufficiently in advance of the Expiration Date to permit delivery to the Depositary on or prior to such date. Delivery of a share certificate representing Shares will only be made upon actual receipt of such share certificate representing Shares by the Depositary.

### ***Procedure for Guaranteed Delivery***

If a Shareholder wishes to deposit Shares pursuant to the Offer and cannot deliver certificates for such Shares, or the book-entry transfer procedures described above cannot be completed, prior to the Expiration Date, or time will not permit all required documents to reach the Depositary by the Expiration Date, such Shares may nevertheless be deposited if all of the following conditions are met:

- (a) such deposit is made by or through an Eligible Institution;
- (b) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by the Corporation through the Depositary is received by the Depositary, at its Toronto office listed in the Notice of Guaranteed Delivery, by the Expiration Date; and
- (c) the share certificates for all Shares proposed to be taken up in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof) or Book-Entry Confirmation in lieu thereof relating to such Shares, with signatures that are guaranteed if so required in accordance with the Letter of Transmittal, and any other documents required by the Letter of Transmittal, are received by the Toronto office of the Depositary, before 5:00 p.m. (Toronto time) on or before the second trading day on the TSX after the Expiration Date.

The Notice of Guaranteed Delivery may be hand delivered, couriered, mailed or transmitted by facsimile or email transmission to the Toronto office of the Depositary listed in the Notice of Guaranteed Delivery, and must include a guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery.

Notwithstanding any other provision hereof, payment for Shares accepted for payment pursuant to the Offer will be made only after timely receipt by the Depositary of the share certificates for all Shares proposed to be taken up in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof) or Book-Entry Confirmation in lieu thereof relating to such Shares, with signatures that are guaranteed if so required in accordance with the Letter of Transmittal, and any other documents required by the Letter of Transmittal.

The tender information specified in a Notice of Guaranteed Delivery by a person completing such Notice of Guaranteed Delivery will, in all circumstances, take precedence over the tender information that is specified in the related Letter of Transmittal that is subsequently deposited.

### ***Return of Unpurchased Shares***

Certificates for all Shares not purchased under the Offer (including Shares deposited pursuant to an Auction Tender at prices greater than the Purchase Price, Shares not purchased because of pro-ration, improper tenders, or Shares not taken up due to the termination of the Offer), or properly withdrawn before the Expiration Time, will be returned (in the case of certificates or DRS advices representing Shares all of which are not purchased) or replaced with new certificates or DRS advices representing the balance of Shares not purchased (in the case of certificates or DRS advices representing Shares of which less than all are purchased), promptly after the Expiration Time (or termination of the Offer) or the date of withdrawal of the Shares. In the case of Shares tendered through book-entry transfer into the Depositary's account at DTC or CDS, the Shares will be credited to the appropriate account maintained by the tendering Shareholder at DTC or CDS, as applicable, without expense to the Shareholder.

#### ***Determination of Validity, Rejection and Notice of Defect***

All questions as to the number of tenders to be accepted, the form of documents and the validity, eligibility (including time of receipt) and acceptance for payment of any Shares will be determined by the Corporation, in its sole discretion, which determination shall be final and binding on all parties. United reserves the absolute right to reject any deposits of Shares determined by it not to be in proper form or completed in accordance with the instructions herein and in the Letter of Transmittal or the acceptance for payment of or payment for which may, in the opinion of the Corporation's counsel, be unlawful. United also reserves the absolute right to waive any of the conditions of the Offer or any defect or irregularity in the deposit of any particular Shares and United's interpretation of the terms of the Offer (including these instructions) will be final and binding on all parties. No individual deposit of Shares will be deemed to be properly made until all defects and irregularities have been cured or waived. Unless waived, any defects or irregularities in connection with deposits must be cured within such time as United shall determine. **None of United, the Depositary and any other person is or will be obligated to give notice of defects or irregularities in deposits, nor shall any of them incur any liability for failure to give any such notice.** The Corporation's interpretation of the terms and conditions of the Offer (including the Letter of Transmittal and the Notice of Guaranteed Delivery) will be final and binding.

Under no circumstances will interest be paid by the Corporation by reason of any delay in making payment to any person using the guaranteed delivery procedures, including without limitation any delay arising because the Shares to be delivered pursuant to the guaranteed delivery procedures are not so delivered to the Depositary, and therefore payment by the Depositary on account of such Shares is not made until after the date the payment for the deposited Shares taken up pursuant to the Offer is to be made by the Corporation.

#### ***Formation of Agreement***

The proper deposit of Shares pursuant to any one of the procedures described above will constitute a binding agreement between the depositing Shareholder and the Corporation, effective as of the Expiration Date, upon the terms and subject to the conditions of the Offer.

#### ***Further Assurances***

Each Shareholder accepting the Offer covenants under the terms of the Letter of Transmittal to execute, upon request of United, any additional documents, transfers and other assurances as may be necessary or desirable to complete the sale, assignment and transfer of any Shares proposed to be taken up by the Corporation. Each authority therein conferred or agreed to be conferred may be exercised during any subsequent legal incapacity of such Shareholder and shall, to the extent permitted by law, survive the death or incapacity, bankruptcy or insolvency of the Shareholder and all obligations of the Shareholder therein shall be binding upon the heirs, personal representatives, successors and assigns of such Shareholder.

### **6. WITHDRAWAL RIGHTS**

Except as otherwise provided in this Section, deposits of Shares pursuant to the Offer will be irrevocable. Shares deposited pursuant to the Offer may be withdrawn by the Shareholder (a) at any time prior to the Expiration Date, (b) at any time if the Shares have not been taken up by the Corporation before actual receipt by the Depositary of a notice of withdrawal in respect of such Shares, or (c) at any time after three business days from the date the Corporation takes up the Shares, if such Shares have not been paid for by the Corporation..

For a withdrawal to be effective, a written or printed copy of a notice of withdrawal must be actually received by the Depositary prior to 5:00 p.m. (Toronto time) on the applicable date specified above at the place of deposit of the relevant Shares. Any such notice of withdrawal must (i) be signed by or on behalf of the person who signed the Letter of Transmittal that accompanied the Shares being withdrawn or, in the case of Shares tendered by a CDS or DTC participant, be signed by such participant in the same manner as the participant's name as listed on the applicable Book-Entry Confirmation or Agent's Message, or be accompanied by evidence sufficient to the Depositary that the person withdrawing the tender has succeeded to the beneficial ownership of the Shares, and (ii) specify the name of the person who deposited the Shares to be withdrawn, the name of the registered holder (if different from that of the person who tendered such Shares) and the number of Shares to be withdrawn. If the certificates for the Shares deposited pursuant to the Offer have been delivered or otherwise identified to the Depositary, then, prior to the release

of such certificates, the depositing Shareholder must submit the serial numbers shown on the particular certificates evidencing the Shares to be withdrawn and the signature on the notice of withdrawal must be guaranteed by an Eligible Institution, except in the case of Shares deposited by an Eligible Institution. If Shares have been deposited pursuant to the procedure for book-entry transfer described in Section 5, the notice of withdrawal must also specify the name and number of the account at DTC or CDS, as applicable, to be credited with the withdrawn Shares, and must otherwise comply with DTC's or CDS' procedures. If a Shareholder has used more than one Letter of Transmittal or has otherwise deposited in more than one group of Shares, such Shareholder may withdraw Shares using either separate notices of withdrawal or a combined notice of withdrawal, so long as the information specified above is included. **A withdrawal of Shares deposited pursuant to the Offer can only be accomplished in accordance with the foregoing procedure. The withdrawal shall take effect only upon actual receipt by the Depositary of a properly completed and executed notice of withdrawal in writing.**

**A Shareholder who wishes to withdraw Shares under the Offer and who holds Shares through a broker, dealer, commercial bank, trust company or other nominee should immediately contact such broker, dealer, commercial bank, trust company or other nominee in order to take the necessary steps to be able to withdraw such Shares under the Offer.** Please be advised that such nominees may have their own deadlines relating to the withdrawal of your Shares that differ from those set out in this Offer to Purchase. We recommend that you contact any such nominee to find out its deadline.

**Participants of CDS and DTC should contact such depository with respect to the withdrawal of Shares under the Offer.**

All questions as to the form and validity (including time of receipt) of notices of withdrawal will be determined by the Corporation, in its sole discretion, which determination shall be final and binding. None of the Corporation, the Depositary and any other person shall be obligated to give any notice of any defects or irregularities in any notice of withdrawal and none of them shall incur any liability for failure to give any such notice.

Any Shares properly withdrawn will thereafter be deemed not deposited for purposes of the Offer. However, withdrawn Shares may be redeposited prior to the Expiration Date by again following the procedures described in Section 5 of the Offer to Purchase, "Procedure for Depositing Shares".

If the Corporation extends the period of time during which the Offer is open, is delayed in its purchase of Shares or is unable to purchase Shares pursuant to the Offer for any reason, then, without prejudice to the Corporation's rights under the Offer, the Depositary may, subject to applicable law, retain on behalf of the Corporation all deposited Shares, and such Shares may not be withdrawn except to the extent that depositing Shareholders are entitled to withdrawal rights as described in this Section.

## **7. CERTAIN CONDITIONS OF THE OFFER**

Notwithstanding any other provision of the Offer, the Corporation shall not be required to accept for purchase, to purchase or, subject to any applicable rules or regulations, to pay for any Shares deposited, and may terminate, cancel or amend the Offer or may postpone the payment for Shares deposited, if, at any time before the payment for any such Shares, any of the following events shall have occurred (or shall have been determined by the Corporation to have occurred) which, in the Corporation's sole judgment, acting reasonably, in any such case and regardless of the circumstances, makes it inadvisable to proceed with the Offer or with such acceptance for purchase or payment:

- (a) there shall have been threatened, taken or pending any action, suit or proceeding by any government or governmental authority or regulatory or administrative agency in any jurisdiction, or by any other person in any jurisdiction, before any court or governmental authority or regulatory or administrative agency in any jurisdiction (a) challenging or seeking to cease trade, make illegal, delay or otherwise directly or indirectly restrain or prohibit the making of the Offer, the acceptance for payment of some or all of the Shares by the Corporation or otherwise directly or indirectly relating in any manner to or affecting the Offer, or (b) seeking material damages or that otherwise, in the sole judgment of the Corporation, acting reasonably, has or may have a material adverse effect on the Shares, or the business, income, assets, liabilities, condition or position (financial or otherwise), properties, operations, results of operations or prospects of the Corporation and its

subsidiaries taken as a whole or has impaired or may materially impair the contemplated benefits of the Offer to the Corporation or otherwise make it inadvisable to proceed with the Offer;

- (b) there shall have been any action or proceeding threatened, pending or taken or approval withheld or any statute, rule, regulation, stay, decree, judgment or order or injunction proposed, sought, enacted, enforced, promulgated, amended, issued or deemed applicable to the Offer or the Corporation or any of its subsidiaries by or before any court, government or governmental authority or regulatory or administrative agency or any statute, rule or regulation shall become operative or applicable in any jurisdiction that, in the sole judgment of the Corporation, acting reasonably, might directly or indirectly result in any of the consequences referred to in clauses (a) or (b) of paragraph (a) above or would or might prohibit, prevent, restrict or delay consummation of the Offer or would or might impair the contemplated benefits of the Offer to the Corporation;
- (c) there shall have occurred (i) any general suspension of trading in, or limitation on prices for, securities on any securities exchange or in the over-the-counter market in Canada or the United States, (ii) the declaration of a banking moratorium or any suspension of payments in respect of banks in Canada or the United States (whether or not mandatory), (iii) a natural disaster or the commencement of a war, armed hostilities, act of terrorism or other international or national calamity directly or indirectly involving Canada or the United States, (iv) any limitation (whether or not mandatory) by any government or governmental authority or regulatory or administrative agency or any other event that, in the sole judgment of the Corporation, acting reasonably, might affect the extension of credit by banks or other lending institutions, (v) any significant decrease, in the sole judgment of the Corporation, acting reasonably, in the market price of the Shares since the close of business on November 7, 2023 (including, without limitation, a decrease in excess of 10% of the market price of the Shares on the TSX since the close of business on November 7, 2023), (vi) any change in the general political, market, economic or financial conditions that, in the sole judgment of the Corporation, acting reasonably, has or may have a material adverse effect on the Corporation's or its subsidiaries', taken as a whole, business, operations or prospects or the trading in, or value of, the Shares, or (vii) any decline in any of the S&P/TSX Composite Index, the Dow Jones Industrial Average or the S&P 500 Index by an amount in excess of 10%, measured from the close of business on November 7, 2023 or (viii) in the case of any of the foregoing existing at the time of the commencement of the Offer, an acceleration or worsening thereof;
- (d) there shall have occurred any change or changes (or any development involving any prospective change or changes) in (i) general, political, market, economic, financial or industry conditions in the United States or Canada, or (ii) the business, earnings, assets, liabilities, properties, condition (financial or otherwise), operations, results of operations or prospects of the Corporation or any of its subsidiaries that, in each case, in the sole judgment of the Corporation, acting reasonably, has, have or may have, individually or in the aggregate, material adverse effect with respect to the Corporation and its subsidiaries taken as a whole;
- (e) any take-over bid or tender or exchange offer with respect to some or all of the securities of United, or any merger, amalgamation, arrangement, business combination or acquisition proposal, disposition of assets, or other similar transaction with or involving United or any of its affiliates, other than the Offer, or any solicitation of proxies, other than by management, to seek to control or influence the Board of Directors, shall have been proposed, announced or made by any individual or entity;
- (f) the Corporation shall have determined, in its sole judgment, acting reasonably, that the Purchase Price for a Share exceeds the fair market value of such Share at the time of the acquisition of such Share by the Corporation pursuant to the Offer, determined without reference to the Offer;
- (g) the Corporation shall have concluded, in its sole judgment, acting reasonably, that the Offer or the take up and payment for any or all of the Shares by the Corporation is illegal or not in compliance with applicable law or stock exchange requirements, or that necessary exemptions under applicable securities legislation, including exemptions from the obligation to take up Shares in the event that the Offer is extended in certain circumstances, are not available to the Corporation for the Offer and,

if required under any such legislation, the Corporation shall not have received the necessary exemptions from or waivers of the appropriate courts or securities regulatory authorities in respect of the Offer;

- (h) any changes shall have occurred or been proposed to the Tax Act or the Internal Revenue Code (United States) (the “**Code**”), to the publicly available administrative policies or assessing practices of the Canada Revenue Agency (“**CRA**”) or the Internal Revenue Service (“**IRS**”) or to relevant tax jurisprudence that, in the sole judgment of the Corporation, are detrimental to United and its subsidiaries taken as a whole or any one or more Shareholders, or with respect to making the Offer or taking up and paying for Shares deposited under the Offer;
- (i) the Corporation shall have determined that the Corporation would be subject to Part VI.1 tax under the Tax Act in connection with the Offer;
- (j) the completion of the Offer subjects the Corporation to any material tax liability;
- (k) Cormark shall have withdrawn or amended the Liquidity Opinion provided by it in connection with the Offer; or
- (l) the Corporation reasonably determines that the completion of the Offer and the purchase of the Shares may cause the Shares to be delisted from the TSX.

The foregoing conditions are for the sole benefit of the Corporation and may be asserted by the Corporation in its sole discretion, acting reasonably, regardless of the circumstances (including any action or inaction by the Corporation) giving rise to any such conditions, or may be waived by the Corporation, in its sole discretion, in whole or in part at any time. The failure by the Corporation at any time to exercise its rights under any of the foregoing conditions shall not be deemed a waiver of any such right; the waiver of any such right with respect to particular facts and other circumstances shall not be deemed a waiver with respect to any other facts and circumstances; and each such right shall be deemed an ongoing right which may be asserted at any time or from time to time. Any determination by the Corporation concerning the events described in this Section 7 shall be final and binding on all parties.

Any waiver of a condition or the withdrawal of the Offer by United shall be deemed to be effective on the date on which notice of such waiver or withdrawal by the Corporation is delivered or otherwise communicated to the Depositary. United, after giving notice to the Depositary of any waiver of a condition or the withdrawal of the Offer, shall immediately make a public announcement of such waiver or withdrawal and provide or cause to be provided notice of such waiver or withdrawal to the TSX and the applicable Canadian securities regulatory authorities. If the Offer is withdrawn, the Corporation shall not be obligated to take up, accept for purchase or pay for any Shares deposited under the Offer, and the Depositary will return all certificates for deposited Shares, Letters of Transmittal and Notices of Guaranteed Delivery and any related documents to the parties by whom they were deposited.

## **8. EXTENSION AND VARIATION OF THE OFFER**

Subject to applicable law, the Corporation expressly reserves the right, in its sole discretion, and regardless of whether or not any of the conditions specified in Section 7 of this Offer to Purchase, “*Certain Conditions of the Offer*” shall have occurred, at any time or from time to time, to extend the period of time during which the Offer is open or to vary the terms and conditions of the Offer by giving written notice, or oral notice to be confirmed in writing, of extension or variation to the Depositary and by causing the Depositary to provide to all Shareholders, where required by law, as soon as practicable thereafter, a copy of the notice in the manner set forth in Section 12 of this Offer to Purchase, “*Notice*”. Promptly after giving notice of an extension or variation to the Depositary, but, in the case of an extension, no later than 9:00 a.m. (Toronto time) on the next business day following the last previously scheduled or announced Expiration Date, the Corporation will make a public announcement of the extension or variation and provide or cause to be provided notice of such extension or variation to the TSX and the applicable Canadian securities regulatory authorities. Any notice of extension or variation will be deemed to have been given and be effective on the day on which it is delivered or otherwise communicated to the Depositary at its principal office in Toronto, Ontario.

Where the terms of the Offer are varied (other than a variation consisting solely of the waiver of a condition of the Offer), the period during which Shares may be deposited pursuant to the Offer shall not expire before ten days

(except for any variation increasing or decreasing the percentage of Shares to be purchased, the consideration provided for under the Offer or fees payable to the Dealer Manager of the Offer or any soliciting dealer, in which case the Offer shall not expire before ten business days) after the notice of variation has been given to Shareholders, unless otherwise permitted by applicable law. During any such extension or in the event of any variation, all Shares previously deposited and not taken up or withdrawn will remain subject to the Offer and may be accepted for purchase by the Corporation in accordance with the terms of the Offer, subject to Section 6 of this Offer to Purchase, “*Withdrawal Rights*”. An extension of the Expiration Date or a variation of the Offer does not constitute a waiver by the Corporation of its rights in Section 7 of this Offer to Purchase, “*Certain Conditions of the Offer*”.

If the Corporation makes a material change in the terms of the Offer or the information concerning the Offer, the Corporation will extend the time during which the Offer is open to the extent required under applicable Canadian and United States securities legislation.

The Corporation expressly reserves the right, in its sole discretion, (a) to terminate the Offer and not take up and pay for any Shares not theretofore taken up and paid for upon the occurrence of any of the conditions specified in Section 7 of this Offer to Purchase, “*Certain Conditions of the Offer*”, and/or (b) at any time or from time to time, to vary the Offer in any respect, including increasing or decreasing the aggregate purchase price for Shares that the Corporation may purchase or the range of prices it may pay pursuant to the Offer, subject to compliance with applicable Canadian and United States securities legislation.

Any such extension, delay, termination or variation will be followed as promptly as practicable by a public announcement. Without limiting the manner in which the Corporation may choose to make any public announcement, except as provided by applicable law, the Corporation shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release through a widely circulated news wire service.

Pursuant to legislative proposals released on August 4, 2023, the Tax Act is proposed to be amended to impose a 2% tax (the “**Share Buyback Tax**”) on publicly listed entities such as the Corporation that undertake certain equity repurchases on or after January 1, 2024. Subject to certain exclusions, the Share Buyback Tax is imposed on the amount by which the aggregate fair market value of equity that is redeemed, acquired or cancelled during a year exceeds the aggregate fair market value of equity issued during the year. If the Share Buyback Tax is enacted as proposed, a purchase of Shares pursuant to the Offer on or after January 1, 2024, whether as a result of any extension or delay of the Offer or otherwise, may subject the Corporation to Share Buyback Tax in respect of its 2024 taxation year depending on the fair market value of equity issuances, if any, during such year.

## **9. TAKING UP AND PAYMENT FOR DEPOSITED SHARES**

Upon the terms and provisions of the Offer (including proration) and subject to and in accordance with applicable securities laws, the Corporation will take up and pay for Shares properly deposited under the Offer in accordance with the terms thereof as soon as practicable after the Expiration Date, but in any event not later than ten days after the Expiration Date, provided that the conditions of the Offer (as the same may be varied) have been satisfied or waived. Any Shares taken up will be paid for as soon as practicable but in any event no later than three business days after they are taken up in accordance with applicable Canadian securities laws.

For the purpose of the Offer, the Corporation will be deemed to have taken up and accepted for payment validly tendered Shares having an aggregate Purchase Price not exceeding \$40,000,000 if, as and when the Corporation gives written notice or other communication confirmed in writing to the Depositary to that effect.

The Corporation reserves the right, in its sole discretion, to delay taking up or paying for any Shares or to terminate the Offer and not take up or pay for any Shares upon the occurrence of any of the conditions specified in Section 7 of this Offer to Purchase by giving written notice thereof or other communication confirmed in writing to the Depositary.

In the event of proration of Shares deposited pursuant to the Offer, the Corporation will determine the proration factor and pay for those deposited Shares accepted for payment as soon as practicable after the Expiration Date. However, the Corporation does not expect to be able to announce the final results of any such proration until approximately three business days after the Expiration Date.

Certificates or DRS advices for all Shares not purchased under the Offer (including Shares deposited pursuant to an Auction Tender at prices greater than the Purchase Price, Shares not purchased because of pro-rata or improper tenders and Shares not taken up due to the termination of the Offer), or properly withdrawn before the Expiration Time, will be returned (in the case of certificates or DRS advices representing Shares all of which are not purchased) or replaced with new certificates or DRS advices representing the balance of Shares not purchased (in the case of certificates or DRS advices representing Shares of which less than all are purchased), or in the case of Shares deposited by book-entry transfer, credited to the account maintained with DTC or CDS, as applicable, by the participant who delivered the Shares, promptly after the Expiration Time (or termination of the Offer) or the date of withdrawal of the Shares, in any case without expense to the Shareholder.

The Corporation will pay for Shares taken up under the Offer by providing the Depositary with sufficient funds (by bank transfer or other means satisfactory to the Depositary) for transmittal to depositing Shareholders. Under no circumstances will interest accrue or be paid by the Corporation or the Depositary on the Purchase Price of the Shares purchased by the Corporation, regardless of any delay in making such payment or otherwise.

Depositing Shareholders will not be obligated to pay brokerage fees or commissions to the Corporation or the Depositary. However, Shareholders are cautioned to consult with their own brokers or other intermediaries to determine whether any fees or commissions are payable to their brokers or other intermediaries in connection with a deposit of Shares pursuant to the Offer. United will pay all fees and expenses of the Depositary in connection with the Offer.

The Depositary will act as agent of persons who have properly deposited Shares in acceptance of the Offer and have not withdrawn them, for the purposes of receiving payment from the Corporation and transmitting payment to such persons. **Receipt by the Depositary from the Corporation of payment for such Shares will be deemed to constitute receipt of payment by persons depositing Shares.** The Depositary will also coordinate with CDS and DTC, as applicable, with respect to Shareholders who have deposited Shares by way of book-entry transfer which are taken up and accepted by the Corporation, to arrange for payment to be made to such Shareholders in accordance with the settlement procedures of CDS and DTC, as applicable, including a currency election if made available by CDS and DTC.

The settlement with each Shareholder who has deposited Shares under the Offer will be effected by the Depositary by forwarding a cheque, representing the cash payment (subject to applicable withholding taxes, if any) for such Shareholder's Shares taken up under the Offer. The cheque will be issued in the name of the person as specified by properly completing the appropriate box in the Letter of Transmittal. Unless the depositing Shareholder instructs the Depositary to hold the cheque for pick-up by checking the appropriate box in the Letter of Transmittal, the cheque will be forwarded by first class mail, postage prepaid, to the payee at the address specified in the Letter of Transmittal. If no such address is specified, the cheque will be sent to the address of the depositing Shareholder as it appears in the registers maintained in respect of the Shares. Cheques mailed in accordance with this paragraph will be deemed to have been delivered at the time of mailing.

All Shares purchased by the Corporation pursuant to the Offer shall be cancelled.

#### **10. PAYMENT IN THE EVENT OF MAIL SERVICE INTERRUPTION**

Notwithstanding the provisions of the Offer, cheques in payment for Shares purchased under the Offer and certificates for any Shares to be returned will not be mailed if the Corporation determines that delivery by mail may be delayed. Persons entitled to cheques or certificates that are not mailed for this reason may take delivery at the office of the Depositary at which the deposited certificates for the Shares were delivered until the Corporation has determined that delivery by mail will no longer be delayed. United will provide notice, in accordance with Section 12 of this Offer to Purchase, of any determination not to mail under this Section 10 as soon as reasonably practicable after such determination is made.

#### **11. LIENS AND DIVIDENDS**

Shares acquired pursuant to the Offer shall be acquired by the Corporation free and clear of all liens, charges, encumbrances, security interests, claims, restrictions and equities whatsoever, together with all rights and benefits arising therefrom, provided that any dividends or distributions that may be paid, issued, distributed, made or

transferred on or in respect of such Shares to Shareholders of record on or prior to the date upon which the Shares are taken up and paid for under the Offer shall be for the account of such Shareholders. Each Shareholder of record on that date will be entitled to receive that dividend or distribution whether or not such Shareholder deposits Shares pursuant to the Offer.

## **12. NOTICE**

Without limiting any other lawful means of giving notice, any notice to be given by the Corporation or the Depositary under the Offer will be deemed to have been properly given if it is mailed by first-class mail, postage prepaid, to the registered Shareholders at their respective addresses as shown on the share registers maintained in respect of the Shares and will be deemed to have been received on the first business day following the date of mailing. These provisions apply despite (i) any accidental omission to give notice to any one or more Shareholders, and (ii) an interruption of mail service following mailing. In the event of an interruption of mail service following mailing, the Corporation will use reasonable efforts to disseminate the notice by other means, such as publication. If post offices are not open for deposit of mail, or there is reason to believe there is or could be a disruption in all or any part of the postal service, any notice which the Corporation or the Depositary may give or cause to be given under the Offer will be deemed to have been properly given and to have been received by Shareholders if it is issued by way of a news release and if it is published once in *The Globe and Mail* or the *National Post* and in *La Presse*.

## **13. OTHER ITEMS**

No broker, dealer or other person has been authorized to give any information or to make any representation on behalf of the Corporation other than as contained in the Offer and, if any such information or representation is given or made, it must not be relied upon as having been authorized by the Corporation.

It is a term of the Offer that for the purposes of subsection 191(4) of the Tax Act, the “specified amount” in respect of each Share shall be an amount equal to the closing trading price for the Shares on the TSX on the Expiration Date. We will publicly announce the specified amount when we announce the Purchase Price pursuant to the Offer.

The Offer and all contracts resulting from the acceptance thereof shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

The Corporation, in its sole discretion, shall be entitled to make a final and binding determination of all questions relating to the interpretation of the Offer, the validity of any acceptance of the Offer and the validity of any withdrawals of Shares. The Offer is not being made to, and deposits of Shares will not be accepted from or on behalf of, Shareholders residing in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. United may, in its sole discretion, take such action as it may deem necessary to make the Offer in any such jurisdiction and extend the Offer to Shareholders in any such jurisdiction.

The accompanying Circular, together with this Offer to Purchase, constitutes the issuer bid circular required under Canadian provincial securities legislation applicable to United with respect to the Offer.

The accompanying Circular contains additional information relating to the Offer.

**DATED** this 7<sup>th</sup> day of November, 2023, at Toronto, Ontario.

**United Corporations Limited**

(signed) “Richard B. Carty”  
Richard B. Carty  
Corporate Secretary

(signed) “Frank J. Glosnek”  
Frank J. Glosnek  
Treasurer

## ISSUER BID CIRCULAR

This Circular is being furnished in connection with the Offer by United to purchase for cancellation a number of Shares validly deposited for an aggregate purchase price not exceeding \$40,000,000 at a Purchase Price of not less than \$105.00 per Share and not more than \$125.00 per Share. Terms defined in the Offer to Purchase and not otherwise defined herein have the same meaning in this Circular. The terms and conditions of the Offer to Purchase, Letter of Transmittal and the Notice of Guaranteed Delivery are incorporated into and form part of this Circular. Reference is made to the Offer to Purchase for details of its terms and conditions.

### 1. UNITED CORPORATIONS LIMITED

The Corporation is an investment corporation, incorporated under the Companies Act (Canada) by Letters Patent dated May 6, 1933 and continued under the Canada Business Corporations Act by Certificate of Continuance dated September 20, 1977.

The registered office of the Corporation is located at 165 University Avenue, Tenth Floor, Toronto, Ontario, M5H 3B8.

The Corporation's wholly-owned subsidiary, UNC Holdings No. 3 Limited, was incorporated under the laws of the Province of Ontario.

United is a closed-end investment corporation that trades on the TSX under the symbols UNC; UNC.PR.A; UNC.PR.B; and UNC.PR.C.

United has always been an investment vehicle for long-term growth through investments in common equities, as management believes that over long periods of time common equities, as an asset class, will outperform fixed income instruments or balanced funds. The equity investments in the portfolio reflect investment opportunities worldwide. From time to time, however, the assets of the Corporation may be invested in interest-bearing short-term securities pending the selection of suitable equity investments.

On January 19, 2021, the Corporation announced that it was transitioning its investment managers. Comgest Asset Management International Limited ("Comgest"), an international asset manager, was appointed to provide portfolio management services for a portion of its assets in its Comgest Global Equity Strategy. As part of this transition the portfolio managed by Macquarie Investment Management Europe S.A. was allocated to Comgest, Causeway Capital Management LLC ("Causeway"), and Harding Loevner LP ("Harding Loevner"). Additionally, in January 2021, United's investments in the Burgundy Emerging Markets Equity Fund and the LSV Emerging Markets Small Cap Equity Fund were redeemed.

On March 28, 2022, the Corporation announced that it had appointed Neuberger Berman Canada ULC ("Neuberger Berman Canada"), an investment management firm headquartered in Toronto, to provide portfolio management services for a portion of its assets. On September 21, 2023, the Corporation announced that Neuberger Berman Canada would be providing portfolio management services for a greater portion of its assets, replacing Harding Loevner.

As at September 30, 2023, approximately 97% of the Corporation's investment portfolio was in global equity mandates.

The objective of the Corporation is to earn an above-average rate of return, primarily through long term capital appreciation and dividend income. Short-term volatility is expected and tolerated. Management remains confident that the Corporation's investment strategy is expected to reward shareholders over the long term.

The investment portfolio of the Corporation comprises a mix of predominantly foreign equities. Net equity value and net investment income may vary significantly from period to period depending on the economic environment and market conditions.

The Board of Directors is responsible for the management of the Corporation and retains and monitors the performance of the managers, but the Board of Directors does not select equities for the global portfolio and the

investment manager does not seek the approval of the Board of Directors prior to buying or selling securities for the Corporation.

The majority of the Corporation's investment portfolio is actively managed by Neuberger Berman Canada, Comgest, and Causeway and further details on each of these three managers follows. Each of the managers has a global equity mandate. The remaining investment in the portfolio, Algoma Central Corporation, a related party to the Corporation, is a long-term asset of the Corporation.

### **Neuberger Berman Canada**

As at September 30, 2023, approximately 46% of the Corporation's investment portfolio was managed by Neuberger Berman Canada. Neuberger Berman Canada is a registered portfolio manager headquartered in Toronto, Ontario, and an indirect wholly owned subsidiary of Neuberger Berman Group LLC. Neuberger Berman Group LLC, its subsidiaries and affiliates are collectively referred to as "Neuberger Berman". Neuberger Berman, founded in 1939, is a private, independent, employee-owned investment manager headquartered in New York City. The firm manages a range of strategies including equity, fixed income, quantitative and multi-asset class, private equity, real estate and hedge funds on behalf of institutions, advisors and individual investors globally.

Neuberger Berman Canada manages its portfolio in two separate mandates. The first mandate invests in global equities tracking the MSCI All Country World Index. The new and now second mandate invests in global equities with a quality strategy.

None of the investment managers are permitted to invest in shares of the Corporation or other reporting issuers related to the Corporation.

### **Comgest**

As at September 30, 2023, approximately 27% of the Corporation's investment portfolio was managed by Comgest. Comgest is part of the Comgest group which is an independent, international asset management group, with headquarters in Paris and offices in Amsterdam, Boston, Dublin, Düsseldorf, Hong Kong, Singapore, Tokyo, Sydney, branches in Milan and Brussels and a representative office in London. Since inception in 1985, Comgest has pursued a long-term 'Quality Growth' investment style with the objective of selecting quality companies with solid prospects for sustainable growth. Comgest believes that environmental, social and governance ("ESG") factors have a tangible impact on long-term performance and ESG analysis is fully integrated into its stock selection process. This enhances the investment strategy as it enables the manager to better understand the character of a company through its core values, the way its management prioritizes various projects and the overall decision-making process. ESG analysis is an important component of Comgest's overall assessment of a company's quality characteristics, as well as the identification of investment opportunities and risks.

The benchmark for the portfolio is the MSCI All Country World Index. There are certain guidelines applied by Comgest: (i) it has a maximum single issuer limit of 10% of the portfolio; (ii) a maximum cash limit of 10% of the portfolio; and (iii) borrowing is generally not permitted. The portfolio will generally hold between 30 and 40 securities.

### **Causeway**

As at September 30, 2023, approximately 24% of the Corporation's investment portfolio was managed by Causeway. Causeway is a global investment manager that was founded in 2001. The firm is based out of Los Angeles, California, USA. The investment philosophy emphasizes the merits of value investing and combines both fundamental and quantitative research to identify investment opportunities in equity markets around the world. The typical value characteristics include: low price-to-earnings ratio relative to the sector, high yield relative to the market, low price-to-book value ratio relative to the market, low price-to-cash flow relative to the market and financial strength. This dual perspective provides a knowledge advantage that helps the investment team construct the portfolio and manage risk, and allows the investment team to evaluate information efficiently and act quickly. Causeway believes material ESG factors have the potential to impact investment performance and, for its fundamental investment process, integrates material ESG considerations where applicable as an input in forming a holistic view of an investment. The objective is long-term growth of capital and income. The manager will seek to achieve the objective through

investment primarily in stocks of companies in developed countries. The portfolio will generally hold between 35 and 55 securities.

The benchmark for the portfolio is the MSCI All Country World Index. There are certain guidelines applied by Causeway. It is not permitted to purchase any security if, at the time of investment (i) more than 5% of the total assets of the account would be invested in securities of a single issuer; (ii) the account would own more than 10% of the outstanding equity of a single issuer; or (iii) more than 25% of the account's total assets would be invested in one or more issuers having their principal activities in a single industry. Up to 20% of the assets may be held in emerging markets companies (determined at time of investment), and the manager is not expected to hold more than 10% of the total assets in cash.

## 2. AUTHORIZED CAPITAL

The classes of shares and, where applicable, the maximum number of shares that the Corporation is authorized to issue are as follows:

- (a) 52,237 First Preferred Shares without nominal or par value are redeemable at \$30.00 each;
- (b) 200,000 Second Preferred Shares without nominal or par value, issuable in series of which: 80,290 are designated \$1.50 Cumulative Redeemable Second Preferred Shares, 1959 Series (“**1959 Series Second Preferred Shares**”) and are redeemable at \$30.00 each; and, 119,710 shares are designated \$1.50 Cumulative Redeemable Second Preferred Shares, 1963 Series (“**1963 Series Second Preferred Shares**”) and are redeemable at \$31.50 each;
- (c) Third Preferred Shares without nominal or par value, issuable in series. The maximum number of Third Preferred Shares that may be outstanding at any time shall be the number for which the stated value does not exceed \$15,000,000; and
- (d) An unlimited number of Shares.

As at November 7, 2023, the following shares are outstanding:

- (a) 52,237 First Preferred Shares;
- (b) 80,290 1959 Series Second Preferred Shares;
- (c) 119,710 1963 Series Second Preferred Shares; and
- (d) 11,595,448 Shares.

### *Additional Information*

United is subject to the information and reporting requirements of Canadian provincial securities laws and the rules of the TSX, and in accordance therewith files periodic reports and other information with securities regulatory authorities in Canada and the TSX, relating to its business, financial condition and other matters. United is required to disclose in such reports certain information, as of particular dates, concerning United's directors and officers, their compensation, any stock options granted to them, the principal holders of United's securities and any material interest of such persons in transactions with United. Such reports, statements and other information may be accessed on the System for Electronic Data Analysis and Retrieval website at [www.sedarplus.ca](http://www.sedarplus.ca) (“**SEDAR+**”).

## 3. PURPOSE AND EFFECT OF THE OFFER

Since the commencement of its use of normal course issuer bids (each, a “**Normal Course Issuer Bid**”), the Corporation has utilized the Normal Course Issuer Bids to repurchase its Shares, when doing so has been accretive to management's estimates of intrinsic value of the Shares. United believes that the recent trading price of the Shares is not fully reflective of the underlying value of the Corporation or its long term growth prospects and has determined that an acceleration and expansion of the Share repurchases beyond that permitted under the Normal Course Issuer Bids is in the best interests of the Corporation. The Offer permits the Corporation to return up to \$40,000,000 to

Shareholders who elect to tender their Shares while at the same time increasing the equity ownership of Shareholders who elect not to tender. The Board of Directors believes that the Offer is an advisable use of the Corporation's financial resources given its cash requirements and borrowing costs. In addition, as the purchase of Shares pursuant to the Offer will reduce the number of outstanding Shares, the Offer will be accretive to any future earnings per Share that the Corporation may record, although there can be no assurance of such earnings.

After giving effect to the Offer, United believes that it will continue to have sufficient financial resources and working capital to conduct its ongoing business and operations and the Offer is not expected to preclude the Corporation from pursuing its foreseeable business opportunities or the future growth of the Corporation's business.

### ***Background to the Offer***

Management of the Corporation believes that the trading price range of the Shares is below their intrinsic value and that repurchasing a portion of the Shares would be an efficient use of United's resources. The Corporation's management engaged Cormark Securities Inc. ("Cormark") to provide a liquidity opinion in connection with the Offer and engaged the Dealer Manager to provide capital markets advice in connection with the Offer.

Management of the Corporation proposed the Offer to the Board of Directors for the Board of Directors to consider and whether to proceed. The Board of Directors considered the proposed issuer bid and whether it would be in the best interests of the Corporation. In evaluating the Offer and determining that it would be in the best interests of the Corporation, the Board of Directors gave careful consideration to a number of factors, including, without limitation, the following:

- (a) that the recent trading price range of the Shares is not considered to be fully reflective of the value of the Corporation's business and future prospects and that, consequently, the repurchase of Shares represents an attractive investment and an appropriate and desirable use of available funds;
- (b) the belief that the Offer is a prudent use of the Corporation's financial resources given its business profile and assets, the current market price of the Shares, and its cash requirements and borrowing costs;
- (c) that, after giving effect to the Offer, the Corporation will continue to have sufficient financial resources and working capital to conduct its ongoing business and operations and the Offer is not expected to preclude United from pursuing its foreseeable business opportunities or the future growth of the Corporation's business;
- (d) the anticipated positive impact that the purchase of Shares could have on the Corporation's earnings and cash flow calculated on a per Share basis, as well as on the return on equity on the Shares;
- (e) that the Offer is an equitable and efficient means of distributing up to \$40,000,000 in cash in the aggregate to Shareholders while providing Shareholders with an option to elect whether to participate in the distribution;
- (f) that the Offer provides Shareholders with an opportunity to realize on all or a portion of their investment in the Corporation, should they desire liquidity, in quantities which might not otherwise be available in the market without incurring brokerage fees or commissions (subject to any fees or commissions that non-registered Shareholders may be charged by the nominee holding their Shares on their behalf) which might otherwise be payable on a sale of their Shares on the TSX;
- (g) that, generally, Shareholders that own fewer than 100 Shares, whose Shares are purchased pursuant to the Offer, will not only avoid the payment of any brokerage fees and commissions (subject to any fees or commissions that non-registered Shareholders may be charged by the intermediary holding their Shares on their behalf) but also any Odd Lot discounts, each of which may otherwise be applicable on a sale of their Shares in a transaction on the TSX;
- (h) that the deposit of Shares under the Offer is optional, the option is available to all Shareholders, and all Shareholders are free to accept or reject the Offer;

- (i) that Shareholders wishing to tender Shares may do so pursuant to Auction Tenders or Purchase Price Tenders;
- (j) that Shareholders who do not deposit their Shares under the Offer will realize a proportionate increase in their equity interest in United to the extent that Shares are purchased by United pursuant to the Offer. For example, if the Offer is fully subscribed and Shares are purchased at a Purchase Price equal to the maximum purchase price per Share of \$125.00, the Offer will result in the purchase by United of 320,000 Shares and those Shareholders who do not deposit any Shares under the Offer will see a 2.8% proportionate increase in their respective equity interest in United based on the number of Shares issued and outstanding as at November 7, 2023. Similarly, if the Offer is fully subscribed and Shares are purchased at a Purchase Price equal to the minimum purchase price per Share of \$105.00, the Offer will result in the purchase by United of 380,952 Shares and those Shareholders who do not deposit any Shares under the Offer will see a 3.3% proportionate increase in their respective equity interest in United based on the number of Shares issued and outstanding as at November 7, 2023;
- (k) that the Offer is not conditional on any minimum number of Shares being deposited;
- (l) the maximum Purchase Price represents a premium of approximately 24.3% over the closing price of the Shares of \$100.60 on the TSX on November 7, 2023, the last trading day preceding the date of United's announcement of its intention to make the Offer;
- (m) the advice of the Corporation's financial advisor, the Dealer Manager, in respect of the Offer;
- (n) the opinion from Cormark regarding the liquidity of the market for the Shares after completion of the Offer (the "**Liquidity Opinion**"); and
- (o) the fact that it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for Shareholders who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer (see "*Liquidity of Market*" below).

The foregoing summary of the factors considered by the Board of Directors is not, and is not intended to be, exhaustive. In view of the variety of factors and the amount of information considered in connection with its determination to proceed with the Offer, the Board of Directors did not find it practical to, and did not, quantify or otherwise attempt to assign any relative weight to each specific factor considered in reaching its conclusion.

**The Board of Directors, based on careful consideration of the above mentioned reasons, determined that the Offer is in the best interests of the Corporation and authorized, ratified and approved the engagement of Cormark and the Dealer Manager, the making of the Offer, its final pricing and the Offer, including this Circular and related documents on November 7, 2023.**

**None of United, its Board of Directors, the Dealer Manager, Cormark and the Depositary makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares under the Offer. Shareholders are urged to evaluate carefully all information in the Offer, consult their own investment and tax advisors and make their own decisions whether to deposit Shares under the Offer. Shareholders are urged to evaluate carefully all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer, and, if so, how many Shares to deposit and at what price(s). See Section 13 of the Circular, "*Income Tax Considerations*".**

Canadian securities laws prohibit the Corporation and its affiliates from acquiring or offering to acquire beneficial ownership of any Shares, other than pursuant to the Offer, until at least 20 business days after the Expiration Date or termination of the Offer, except, in the case of acquisitions during the period following the Expiration Date, pursuant to certain acquisitions effected in the normal course on a published market or as otherwise permitted by applicable law.

Subject to applicable law, the Corporation may in the future purchase additional Shares on the open market, in private transactions, through issuer bids, including the NCIB, or otherwise. Any such purchases may be on the same terms or on terms that are more or less favourable to Shareholders than the terms of the Offer. Any possible future purchases by the Corporation will depend on many factors, including the market price of the Shares, the Corporation's business and financial position, the results of the Offer and general economic and market conditions.

Shareholders who do not tender their Shares to the Offer or whose Shares are not accepted because their tenders were at a price above the Purchase Price or due to the preferential acceptance of Odd Lots or pro-ration should be aware that while remaining Shareholders will have a proportionately increased equity interest in the Corporation, the amounts available for future returns of capital to Shareholders, if any, on a per Share basis may be less than the Purchase Price under the Offer.

#### ***Liquidity of Market***

As at November 7, 2023, there were 11,595,448 Shares issued and outstanding, of which 2,170,598 Shares comprise the public float, which excludes Shares beneficially owned, or over which control or direction is exercised, by "**related parties**" of the Corporation, as defined under applicable securities laws (which includes directors and senior officers of United as well as any person that beneficially owns or exercises control or direction over 10% or more of the issued and outstanding Shares). If the Purchase Price is determined to be \$105.00 (which is the minimum Purchase Price under the Offer), the maximum number of Shares that the Corporation is offering to purchase pursuant to the Offer represents approximately 3.3% (380,952) of the Shares outstanding on November 7, 2023. If the Corporation purchases 380,952 Shares pursuant to the Offer, there will be approximately 11,214,496 Shares outstanding. In addition, if the Corporation purchases 380,952 Shares pursuant to the Offer and none of the "**related parties**" of the Corporation deposit their shares pursuant to the Offer, the "**public float**" will comprise approximately 1,789,646 Shares. If the Purchase Price is determined to be \$125.00 (which is the maximum Purchase Price under the Offer), the maximum number of Shares that the Corporation is offering to purchase pursuant to the Offer represents approximately 2.8% (320,000) of the Shares outstanding on November 7, 2023. If the Corporation purchases the 320,000 Shares pursuant to the Offer, there will be approximately 11,275,448 Shares outstanding. In addition, if the Corporation purchases 320,000 Shares pursuant to the Offer, and none of the "**related parties**" of the Corporation deposit their shares pursuant to the Offer, the "**public float**" will comprise approximately 1,850,598 Shares.

United is relying on the "**liquid market exemption**" specified in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") from the requirement to obtain a formal valuation that would otherwise be applicable to the Offer. Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

United is relying on the "**liquid market exemption**" since there is a published market for the Shares (the TSX) and the Board of Directors has obtained the Liquidity Opinion from Cormark. The Liquidity Opinion states that based upon and subject to the qualifications, assumptions and limitations contained therein, it is Cormark's opinion as of November 7, 2023 that: (a) a liquid market for the Shares exists; and (b) it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for Shareholders who do not tender their Shares to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. The full text of the Liquidity Opinion, setting out the assumptions made, matters considered and limitations and qualifications on the review undertaken in connection with the Liquidity Opinion, is attached as Schedule A to this Circular. The summary of the Liquidity Opinion in this Circular is qualified in its entirety by reference to the full text of the Liquidity Opinion. The Liquidity Opinion is not a recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares.

The Board of Directors urges Shareholders to read the Liquidity Opinion in its entirety. See Schedule A to this Circular.

Based on the liquid market test set out above and the Liquidity Opinion of Cormark, the Corporation determined that it is reasonable to conclude as of November 7, 2023 that, following the completion of the Offer, there will be a market for Shareholders who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer.

Engagement of Cormark

United engaged Cormark to render the Liquidity Opinion pursuant to a written engagement letter (the “**Engagement Letter**”). The Engagement Letter provides that Cormark is to be paid a fixed fee for the preparation and delivery of the Liquidity Opinion, no part of which is contingent upon the completion or success of the Offer or the conclusions of the Liquidity Opinion and notwithstanding that the Liquidity Opinion may be subsequently amended, supplemented or withdrawn in accordance with the Engagement Letter. In addition, Cormark is to be reimbursed for its reasonable out-of-pocket expenses and to be indemnified by United in certain circumstances.

Credentials of Cormark

Cormark is an independent Canadian investment dealer providing investment research, equity sales and trading and investment banking services to a broad range of institutions and corporations. Cormark has participated in a significant number of transactions involving public and private companies.

Independence of Cormark

None of Cormark of any of its affiliated entities (as such term is defined for purposes of MI 61-101):

- (i) is an “associated entity”, “affiliated entity” or “issuer insider” (as such terms are defined for the purposes of MI 61-101) of the Corporation, any control person of the Corporation or any person that would reasonably be expected to be a control person of the Corporation upon successful completion of the Offer (each an “**Interested Party**”);
- (ii) is an advisor to an Interested Party in respect of the Offer;
- (iii) is a manager or co-manager of a soliciting dealer group formed in respect of the Offer (or a member of such a group performing services beyond the customary soliciting dealer’s function or receives more than the per security or per security holder fees payable to the other members of the group);
- (iv) has a financial incentive in respect of the conclusions reached in the Liquidity Opinion or on the outcome of the Offer;
- (v) has a material financial interest in the completion of the Offer;
- (vi) during the 24 months before Cormark was first contacted by the Corporation in respect of the Offer: (a) had a material involvement in an evaluation, appraisal or review of the financial condition of an Interested Party or any of its affiliated entities; (b) acted as a lead or co-lead underwriter of a distribution of securities of an Interested Party or any of its affiliated entities; or (c) had a material financial interest in a transaction involving an Interested Party or any of its affiliated entities, except as disclosed in Schedule A;
- (vii) is the external auditor of an Interested Party; or
- (viii) is a lender of a material amount of indebtedness to an Interested Party or any of its affiliated entities.

Cormark is of the view, and the Board of Directors has determined on the basis of the foregoing, that Cormark is qualified and independent of the Corporation for the purposes of MI 61-101.

**4. FINANCIAL STATEMENTS**

The audited consolidated financial statements of United as at and for the year ended March 31, 2023 have previously been filed and are available on SEDAR+’s website at [www.sedarplus.ca](http://www.sedarplus.ca). The unaudited interim condensed consolidated financial statements of United as at and for the three and six months ended September 30, 2023 have previously been filed and are also available on SEDAR+’s website. Shareholders may obtain copies of the most recent

financial statements free of charge upon request to the Vice President of United at 165 University Avenue, 10<sup>th</sup> Floor, Toronto, Ontario, M5H 3B8, Telephone (416) 947-2578.

## 5. PRICE RANGE OF SHARES

The Shares are listed on the TSX under the symbol “UNC”. The following table sets forth the high and low closing prices per Share and the total trading volume of Shares traded on the TSX, as compiled from published financial sources for each month shown below:

Period	High (\$)	Low (\$)	Volume
May 2023	103.77	101.10	25,700
June 2023	105.26	101.54	19,319
July 2023	106.26	105.52	13,640
August 2023	105.26	104.29	9,296
September 2023	104.75	99.81	11,353
October 2023	104.50	99.37	11,377
November 1 to November 7 , 2023	102.00	98.32	7,486

On November 7, 2023, the last full trading day prior to the date of the public announcement by United of its intention to make the Offer, the closing price of the Shares on the TSX was \$100.60.

Shareholders are urged to obtain current market quotations for the Shares.

## 6. DIVIDEND POLICY

Subject to the solvency restrictions in the *Canada Business Corporations Act*, there are no other restrictions in the Corporation's articles that would prevent it from paying dividends or distributions on the Shares. The Corporation's dividend policy is to distribute quarterly Preferred Shares dividends of \$0.375 per share and quarterly Share dividends at \$0.30 per share. If the annual net investment income is in excess of the quarterly dividends paid, an additional Share dividend equal to the excess will be paid following the end of the fiscal year. The Corporation's dividend policy is established by the Board of Directors and is subject to change.

The Corporation pays quarterly dividends of \$0.30 per share on its Shares and \$0.375 per share on its Preferred Shares in February, May, August and November of each year. On August 1, 2023 and November 2, 2023, the Board of Directors declared a cash dividend of \$0.30 per Share payable on November 15, 2023 to shareholders of record on November 3, 2023, and a cash dividend of \$0.30 per Share payable on February 15, 2024 to shareholders of record on February 2, 2024, respectively.

Since November 2021, the following dividends were paid on the Shares:

- November 2021 – \$0.30 per Share
- February 2022 – \$0.30 per Share
- May 2022 – \$0.30 per Share
- June 2022 – \$4.50 per Share
- August 2022 – \$0.30 per Share
- November 2022 – \$0.30 per Share
- February 2023 – \$0.30 per Share
- May 2023 – \$0.30 per Share
- June 2023 – \$0.25 per Share
- August 2023 – \$0.30 per Share

## 7. PREVIOUS PURCHASES OF SHARES

On March 9, 2022 the Corporation renewed its normal course issuer bid to purchase up to 604,194 Shares between March 9, 2022 and March 8, 2023 (the “**2022 NCIB**”). The Corporation purchased on the open market and cancelled an aggregate of 24,400 Shares under the 2022 NCIB at an average price of \$92.91 per Share.

On September 27, 2022, the Corporation repurchased and cancelled 454,545 Shares from the Corporation’s shareholders at a price of \$110.00 per Share for an aggregate purchase price of approximately \$50 million pursuant to a substantial issuer bid.

On March 6, 2023, the Corporation announced the renewal of its normal course issuer bid (the “**NCIB**”) pursuant to which the Corporation may purchase up to 580,102 Shares between March 9, 2023 and March 8, 2024, representing approximately 5% of its issued and outstanding Shares as of February 24, 2023. As of November 7, 2023, the Corporation has purchased 6,600 Shares under the NCIB, through the facilities of the TSX as well as through other designated exchanges and alternative systems in Canada, representing approximately 0.0569% of its issued and outstanding Shares at the time of commencement of the NCIB, at an average purchase price of \$102.08. The Corporation has suspended purchases of its Shares pursuant to the NCIB until after the Expiration Date or the date of termination of the Offer.

Other than as described above and set out below under “Previous Distributions of Shares”, no securities of United were purchased or sold by United during the twelve months preceding the date of the Offer.

## 8. PREVIOUS DISTRIBUTIONS OF SHARES

During the five years preceding the date of the Offer, there have been no distribution of Shares.

## 9. OWNERSHIP OF UNITED’S SECURITIES

To the knowledge of the Corporation, after reasonable inquiry, the following table indicates, as at November 7, 2023, the number of Shares beneficially owned or over which control or direction is exercised, by each director and executive officer of the Corporation and, after reasonable inquiry, by each insider of the Corporation (other than directors and executive officers) and their respective associates and affiliates, and each associate or affiliate of the Corporation or person or company acting jointly or in concert with the Corporation in connection with the Offer.

### *Directors, Officers and Other Insiders*

Name	Relationship with the Corporation	Number of Shares	Percentage of Outstanding Shares <sup>(1)</sup>
Christopher A. Alexander	Director	nil	-
David J. Dawson	Director	489	0.0%
Duncan N.R. Jackman	Director, Chairman and President	17,760	0.2%
The Hon. Henry N.R. Jackman	Honorary Director	nil	-
C.O. Trinity Jackman	Director	nil	-
Fahad Khan	Director	100	0.0%
Kim Shannon	Director	3,300	0.0%
David R. Wingfield	Director	1,700	0.0%
Scott F. Ewert	Vice-President	nil	-
Frank J. Glosnek	Treasurer	nil	-
Richard B. Carty	Corporate Secretary	nil	-

### **Notes:**

(1) As of November 7, 2023, there were 11,595,448 Shares issued and outstanding.

### **Principal Shareholders and Other Holders**

To the best knowledge of the Corporation, as at November 7, 2023, the only persons who beneficially owned, or controlled or directed, directly or indirectly, more than 10% of any class or series of the voting securities of the Corporation were the following:

Name	Number of Shares (includes direct or indirect ownership or control) <sup>(1)</sup>	Percentage of Issued and Outstanding Shares <sup>(2)</sup>
E-L Financial Corporation Limited	6,371,359	54.95%
United-Connected Holdings Corp.	2,743,642	23.66%

**Notes:**

- (1) As of November 7, 2023, associates of persons who beneficially owned, or controlled or directed, directly or indirectly, more than 10% of any class or series of the voting securities of the Corporation collectively held an additional 286,500 Shares, representing approximately 2.47% of the issued and outstanding Shares.
- (2) As of November 7, 2023, there were 11,595,448 Shares issued and outstanding.

## **10. ARRANGEMENTS CONCERNING SHARES**

### *Acceptance of the Offer*

To the knowledge of the Corporation and its directors and officers, after reasonable inquiry, no director or officer of the Corporation, no associate or affiliate of an insider of the Corporation, no associate or affiliate of the Corporation, no insider of the Corporation (other than a director or officer) and no person or company acting jointly or in concert with the Corporation, has indicated any present intention to deposit any of such person's Shares pursuant to the Offer. However, in the event that the circumstances or decisions of any such persons change, they may decide to tender Shares to the Offer or sell their Shares through the facilities of the TSX or otherwise during the period prior to the Expiration Date. In addition, certain officers may sell Shares on the TSX while the Offer is outstanding.

### *Effect of Offer on Voting Interests*

If United purchases 380,952 Shares pursuant to the Offer (the maximum number of Shares that the Corporation could purchase at the minimum Purchase Price of \$105.00 per Share), the effect of the Offer will be to increase the equity interest of continuing Shareholders by 3.3%, or by a factor of 1.03. If United purchases 320,000 Shares pursuant to the Offer (the maximum number of Shares that the Corporation could purchase at the maximum Purchase Price of \$125.00 per Share), the effect of the Offer will be to increase the equity interest of continuing Shareholders by 2.8%, or by a factor of 1.03. A summary of the estimated increase in the Principal Shareholders' respective equity interests is as follows (assuming such persons listed below do not deposit any Shares under the Offer):

### *Equity*

Name	Pre-Offer <sup>(1)</sup>	Equity Interest Post-Offer <sup>(1)</sup>
E-L Financial Corporation Limited	54.95%	56.81%
United Connected Holdings Corp.	23.66%	24.47%

**Notes:**

- (1) Assumes the repurchase of 380,952 Shares by the Corporation pursuant to the Offer, which is the maximum number of Shares the Corporation could repurchase at the minimum purchase price of \$105.00 per Share. The figures disclosed also assume that none of the individuals and entities (or categories of individuals) named above tender any of their Shares under the Offer or trade any of their Shares in the market prior to the Expiration Time.

### *Commitments To Acquire Shares*

United has no agreements, commitments or understandings to purchase securities of the Corporation other than pursuant to the Offer. To the knowledge of the Corporation, after reasonable inquiry, no person or company referred to in this Circular under Section 9 of the Circular, "Ownership of United's Securities" has any agreement, commitment or understanding to acquire securities of the Corporation.

The Corporation has suspended purchases of its Shares pursuant to its NCIB until after the Expiration Date or the date of termination of the Offer.

#### ***Benefits From The Offer***

Except as described or referred to in the Offer, no person or company named under Section 9 of the Circular, “*Ownership of United’s Securities*” will receive any direct or indirect benefit from accepting or refusing to accept the Offer other than the Purchase Price for any Shares purchased by the Corporation in accordance with the terms of the Offer and any benefit available to any Shareholder who does or does not participate in the Offer. See Section 3 of the Circular, “*Purpose and Effect of the Offer*”.

#### ***Contracts, Arrangements or Understandings with Shareholders***

Except as described or referred to in the Offer, there are no contracts, arrangements or understandings, formal or informal, made or proposed to be made between the Corporation and any holder of any securities of the Corporation in relation to the Offer.

### **11. MATERIAL CHANGES IN THE AFFAIRS OF THE CORPORATION**

Except as described or referred to herein: (a) the Corporation does not have any current plans or proposals for material changes in the affairs of the Corporation, other than as have been publicly disclosed, (b) there have not been any material changes that have occurred, other than as have been publicly disclosed, and (c) the Corporation is not aware of any material fact concerning the Shares or any other matter not previously publicly disclosed and known to the Corporation that would reasonably be expected to affect the decision of Shareholders to accept or reject the Offer.

From time to time, the Corporation explores potential corporate opportunities and transactions, including the acquisition or disposition of material assets, material contracting arrangements, financings, significant investments and other similar opportunities or transactions. Transactions may also be pursued to improve the Corporation’s capital structure or improve liquidity for the Corporation’s shareholders. Such opportunities or transactions, if completed, may have a significant effect on the price or value of the Corporation’s securities. The Corporation’s general policy is to not publicly disclose the pursuit of a potential strategic opportunity or transaction until a binding definitive agreement has been signed.

### **12. PRIOR VALUATIONS AND BONA FIDE OFFERS**

To the knowledge of the directors and officers of the Corporation, no “**prior valuation**” (as defined in MI 61-101) in respect of the Corporation has been made in the 24 months before the date hereof. No *bona fide* prior offer that relates to the Shares or is otherwise relevant to the Offer has been received by the Corporation during the 24 months preceding November 7, 2023 (the date on which the launch of the Offer was publicly announced).

### **13. INCOME TAX CONSIDERATIONS**

#### ***Certain Canadian Federal Income Tax Considerations***

The Corporation has been advised by McCarthy Tétrault LLP that the following summary describes certain of the principal Canadian federal income tax considerations pursuant to the Tax Act that generally apply, as at the date hereof, to a disposition of Shares pursuant to the Offer.

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “**Proposed Amendments**”) and the current administrative policies of the CRA published in writing by it prior to the date hereof. This summary assumes that the Proposed Amendments will be enacted in the form currently proposed. No assurances can be given that the Proposed Amendments will be enacted as currently proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policies, whether by judicial, governmental or legislative decision or action, nor does it take into account provincial, territorial, foreign or other tax considerations, which may differ significantly from those discussed herein.

This summary is not applicable to a Shareholder: (i) that is a partnership, (ii) that is a “**financial institution**” for purposes of the mark-to-market rules, (iii) that is a “**specified financial institution**”, (iv) an interest in which is a “**tax shelter investment**”, (v) that reports its “**Canadian tax results**” in a currency other than Canadian dollars, or (vi) that has entered into, with respect to the Shares, a “**derivative forward agreement**” or a “**dividend rental arrangement**”, as each of those terms is defined in the Tax Act.

**This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations. This summary is not, and should not be construed as, legal or tax advice to any particular Shareholder and no representations with respect to Canadian federal income tax consequences to any particular Shareholder are made. Accordingly, Shareholders are urged to consult their own tax advisors with respect to their particular circumstances.**

**Having regard to the deemed dividend tax treatment (including Canadian withholding tax for non-residents of Canada) described below on a disposition of Shares pursuant to the Offer as opposed to capital gains (or capital loss) treatment which would generally apply to a disposition of Shares in the market, Shareholders who wish to dispose of their Shares and who are not generally exempt from Canadian federal income tax should consult their tax advisors regarding the disposition of their Shares in the market as an alternative to disposing of their Shares pursuant to the Offer.**

Generally, for purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Shares must be expressed in Canadian dollars, and any amount denominated in another currency must be converted into Canadian dollars using exchange rates determined in accordance with the Tax Act.

This summary assumes that at all relevant times the Shares will be listed on a “**designated stock exchange**” as defined in the Tax Act (which currently includes the TSX).

#### ***Residents of Canada***

This portion of the summary is applicable to a Shareholder who, at all relevant times for the purposes of the Tax Act (i) is or is deemed to be a resident of Canada, (ii) deals at arm’s length with the Corporation and is not affiliated with the Corporation, (iii) is not exempt from tax under Part I of the Tax Act, and (iv) holds its Shares as capital property (a “**Resident Shareholder**”). Generally, Shares will be considered to be capital property to a Resident Shareholder provided that the Resident Shareholder does not hold the Shares in the course of carrying on a business and has not acquired the Shares in one or more transactions considered to be an adventure or concern in the nature of trade. A Resident Shareholder whose Shares might not otherwise qualify as capital property may, in certain circumstances, make an irrevocable election under subsection 39(4) of the Tax Act to have the Shares and every other “**Canadian security**”, as defined in the Tax Act, owned by such Resident Shareholder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Shareholders are advised to consult their own tax advisors to determine if this election is appropriate in their particular circumstances.

#### **Deemed Dividend**

A Resident Shareholder who disposes of a Share pursuant to the Offer will be deemed to receive a taxable dividend equal to the excess, if any, of the amount paid by the Corporation for the Share, being the Purchase Price, over the paid-up capital thereof for purposes of the Tax Act. The Corporation estimates that on the Expiration Date the paid-up capital per Share should be approximately \$43.86 for purposes of the Tax Act. As a result, the Corporation expects that a Resident Shareholder who disposes of Shares under the Offer will be deemed to receive a taxable dividend.

Any dividend deemed to be received by a Resident Shareholder who is an individual (including certain trusts) will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by Canadian resident individuals from a taxable Canadian corporation, including the enhanced gross-up and dividend tax credit if the Corporation validly designates the dividend as an “eligible dividend”. There may be limitations on the ability of the Corporation to designate dividends as eligible dividends. The Corporation intends to designate the maximum amount permissible in accordance with the provisions of the Tax Act.

Subject to the application of subsection 55(2) of the Tax Act, as described below, any dividend deemed to be received by a Resident Shareholder that is a corporation (a “**Corporate Resident Shareholder**”) will be included in computing such Resident Shareholder’s income as a dividend, and will ordinarily be deductible in computing its taxable income. To the extent that such a deduction is available, private corporations (as defined in the Tax Act) and certain other corporations may be liable to pay refundable tax under Part IV of the Tax Act. Corporate Resident Shareholders should consult their own tax advisors regarding the potential application of Part IV tax with respect to any deemed dividend received by them.

Under subsection 55(2) of the Tax Act, a Corporate Resident Shareholder may be required to treat all or a portion of the deemed dividend (if any) described above as proceeds of disposition of its Shares and not as a taxable dividend. Subsection 55(2) of the Tax Act does not apply to that portion of the dividend, if any, subject to tax under Part IV of the Tax Act that is not refunded under the circumstances specified in subsection 55(2) and does not apply if the dividend would not be deductible in computing taxable income. Further, subsection 55(2) will not apply to a Corporate Resident Shareholder on a sale of Shares to the Corporation pursuant to the Offer unless the result of the deemed dividend (if any) described above is to effect a significant reduction in the capital gain that, but for the deemed dividend (if any), the Corporate Resident Shareholder otherwise would have realized on a disposition of the Shares at fair market value, and the amount of the deemed dividend (if any) exceeds the Corporate Resident Shareholder’s “safe income” in respect of the particular Shares that could reasonably be considered to contribute to such capital gain. Generally, the safe income in respect of a particular Share held by a Corporate Resident Shareholder is the portion of the Corporation’s undistributed income for purposes of the Tax Act which is attributable to such Share and which is earned or realized after the time the Corporate Resident Shareholder acquired the particular Share up to the safe-income determination time. Corporate Resident Shareholders should consult their own tax advisors for specific advice with respect to the potential application of subsection 55(2) of the Tax Act in their own particular circumstances.

#### Capital Gain (Loss)

The amount paid by the Corporation under the Offer for the Shares less any amount deemed to be received by the Resident Shareholder as a dividend will be treated as proceeds of disposition of the Shares. The Resident Shareholder will realize a capital gain (or capital loss) on the disposition of the Shares equal to the amount by which the Resident Shareholder’s proceeds of disposition, net of any costs of disposition, exceed (or are less than) the adjusted cost base to the Resident Shareholder of the Shares sold to the Corporation pursuant to the Offer.

Generally, a Resident Shareholder will be required to include in computing its income for a taxation year one-half of any capital gain (a “**taxable capital gain**”) realized by it in that year. A Resident Shareholder must generally deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) realized in a taxation year from taxable capital gains realized by the Resident Shareholder in that year, and any excess may generally be applied to reduce net taxable capital gains realized by the Resident Shareholder in the three preceding taxation years or in any subsequent taxation year to the extent and under the circumstances specified in the Tax Act.

The amount of a capital loss realized on the disposition of a Share by a Corporate Resident Shareholder may, to the extent and under the circumstances specified in the Tax Act, be reduced by the amount of dividends received or deemed to be received on the Shares (including any dividends deemed to be received as a result of the disposition of Shares to the Corporation under the Offer). Similar rules may apply where Shares are owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary.

A Resident Shareholder who is an individual (including most trusts) and has realized a capital loss on the disposition of Shares pursuant to the Offer could have all or a portion of that loss denied under the “**superficial loss**” rules set out in the Tax Act. In general, these rules apply where such Resident Shareholder or a person affiliated with such Resident Shareholder has acquired Shares in the period beginning 30 days before the disposition of Shares pursuant to the Offer and ending 30 days after the disposition of Shares pursuant to the Offer, and such acquired Shares are owned by such Resident Shareholder or by a person affiliated with such Resident Shareholder at the end of such period.

A Resident Shareholder that is a corporation or trust and has realized a capital loss on the disposition of Shares pursuant to the Offer could have all or a portion of that loss denied under the “**stop-loss**” rules set out in the Tax Act. In general, these rules apply where such Resident Shareholder or a person affiliated with such Resident

Shareholder has acquired Shares in the period beginning 30 days before the disposition of Shares pursuant to the Offer and ending 30 days after the disposition of Shares pursuant to the Offer, and such acquired Shares are owned by such Resident Shareholder or by a person affiliated with such Resident Shareholder at the end of such period.

Resident Shareholders should consult their own tax advisors in relation to the foregoing loss reduction, superficial loss, and stop-loss rules, having regard to their own circumstances.

#### Refundable Tax

A Resident Shareholder that is a “**Canadian-controlled private corporation**” (as defined in the Tax Act) throughout the year may be liable to pay an additional refundable tax on its “**aggregate investment income**” for the year, which is defined to include an amount in respect of taxable capital gains (but not dividends, or deemed dividends, that are deductible in computing taxable income). Proposed Amendments are intended to extend this additional tax and refund mechanism in respect of “aggregate investment income” to “**substantive CCPCs**” as defined in the relevant Proposed Amendments. Resident Shareholders should consult their own tax advisors in this regard.

#### Minimum Tax

A Resident Shareholder who is an individual (including most trusts) who realizes a capital gain or who is deemed to receive a dividend on the disposition of Shares pursuant to the Offer may be subject to alternative minimum tax under the Tax Act. Resident Shareholders should consult their own tax advisors in this regard.

#### *Non-Residents of Canada*

This portion of the summary is applicable to a Shareholder who, at all relevant times for purposes of the Tax Act: (i) is not resident or deemed to be resident in Canada, (ii) does not use or hold, and is not deemed to use or hold, its Shares in connection with carrying on a business in Canada, (iii) deals at arm’s length with the Corporation and is not affiliated with the Corporation, and (iv) is not an insurer that carries on an insurance business in Canada and elsewhere (a “**Non-Resident Shareholder**”).

This portion of the summary assumes that the Shares will not be “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Shareholder at the time of their disposition. Generally, the Shares will not constitute taxable Canadian property of a Non-Resident Shareholder at a particular time provided that the Shares are listed at that time on a designated stock exchange (which includes the TSX), unless at any particular time during the 60-month period that ends at that time (i) one or any combination of (a) the Non-Resident Shareholder, (b) persons with whom the Non-Resident Shareholder does not deal at arm’s length (for the purposes of the Tax Act), and (c) partnerships in which the Non-Resident Shareholder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships, owned 25% or more of the issued shares of any class or series of the capital stock of the Corporation, and (ii) more than 50% of the fair market value of the Shares was derived directly or indirectly from one or any combination of: (a) real or immovable properties situated in Canada, (b) “Canadian resource properties”, (c) “timber resource properties”, and (d) options in respect of, or interests in, or for civil law rights in, any of the foregoing property whether or not the property exists, each term as defined in the Tax Act. Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, Shares may be deemed to be taxable Canadian property. A Non-Resident Shareholder contemplating a disposition of Shares that may constitute taxable Canadian property should consult its tax advisor prior to such disposition.

A Non-Resident Shareholder who disposes of a Share pursuant to the Offer will be deemed to receive a taxable dividend equal to the excess, if any, of the amount paid by the Corporation for the Share, being the Purchase Price, over the paid-up capital thereof for purposes of the Tax Act. The Corporation estimates that on the Expiration Date the paid-up capital per Share should be approximately \$43.86 for purposes of the Tax Act. As a result, the Corporation expects that a Non-Resident Shareholder who disposes of Shares under the Offer will be deemed to receive a dividend. Any such dividend will be subject to Canadian withholding tax at a rate of 25%, subject to reduction under the provisions of an applicable income tax treaty. For example, a dividend received or deemed to be received by a Non-Resident Shareholder that is a resident of the United States for the purposes of the *Canada-United States Income Tax Convention* (the “**U.S. Treaty**”), is fully entitled to all the benefits under the U.S. Treaty, and is the beneficial owner of such dividend will generally be subject to withholding tax at a rate of 15% of the gross amount of

the dividend. Non-Resident Shareholders are urged to consult their own tax advisors to determine their entitlement, if any, to relief under an applicable income tax treaty.

A Non-Resident Shareholder will not be subject to tax under the Tax Act in respect of any capital gain (generally computed as described above under “Residents of Canada – Capital Gain (Loss)”) realized on the disposition of a Share pursuant to the Offer.

In view of the deemed dividend tax treatment described above on a sale of Shares pursuant to the Offer and the resulting Canadian withholding tax for Non-Resident Shareholders, Non-Resident Shareholders should consult their own tax advisors regarding the creditability of any Canadian withholding tax and the possibility of selling their Shares in the market as an alternative to selling Shares pursuant to the Offer.

#### ***Certain United States Federal Income Tax Considerations***

The following discussion describes certain material U.S. federal income tax consequences of the Offer to Shareholders whose securities are properly tendered and accepted for payment pursuant to the Offer. Those Shareholders that do not participate in the Offer will not incur any U.S. federal income tax liability solely as a result of the completion of the Offer.

This discussion is based upon the provisions of the Code, existing final and temporary regulations promulgated thereunder (the “**Treasury Regulations**”), and current administrative rulings and court decisions, all of which are subject to change, possibly with retroactive effect. Changes in these authorities may cause the U.S. federal income tax consequences to vary substantially from those described below.

The Corporation has not requested and will not request a ruling from the IRS with respect to any of the U.S. federal income tax consequences described below. The IRS may disagree with and challenge any of the conclusions reached herein.

This discussion applies only to U.S. Holders (as defined below) of Shares that own the Shares as “**capital assets**” within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion is a summary only and does not consider all aspects of U.S. federal income taxation that may be relevant to certain Shareholders in light of their particular circumstances, such as Shareholders subject to special tax rules (including banks and other financial institutions, brokers, dealers or traders in securities or commodities, insurance companies, regulated investment companies, real estate investment trusts, traders that elect to mark-to-market their securities, certain expatriates or former long-term residents of the United States, personal holding companies, “S” corporations, U.S. expatriates, tax-exempt organizations, tax-qualified retirement plans, persons that own 10% or more of the Corporation’s voting stock, persons who are subject to alternative minimum tax, persons who hold Shares as a position in a “straddle” or as part of a “hedging”, “conversion” “constructive sale” or “integrated” transaction, persons that have a functional currency other than the U.S. dollar, persons subject to the “applicable financial statements” rules of Section 451 of the Code, controlled foreign corporations, passive foreign investment companies, persons whose functional currency is not the U.S. dollar, or persons who acquired Shares through the exercise of employee stock options or otherwise as compensation for services). If a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) is a Shareholder, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. Partnerships or partners in a partnership holding Shares are urged to consult their own tax advisors regarding the tax consequences of participating in the Offer.

**THIS SUMMARY IS FOR GENERAL INFORMATION ONLY AND IS NOT INTENDED TO CONSTITUTE A COMPLETE DESCRIPTION OF ALL TAX CONSEQUENCES RELATING TO THE OFFER. SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES TO THEM (INCLUDING THE APPLICATION AND EFFECT OF ANY STATE, LOCAL AND NON-U.S. INCOME TAX LAWS AND ANY TAX LAWS NOT RELATING TO INCOME TAXES) OF THE OFFER.**

For purposes of this summary, a “**U.S. Holder**” is a beneficial owner of Shares that is: (i) a U.S. citizen or U.S. resident alien as determined for U.S. federal income tax purposes, (ii) a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, that was created or organized under the laws of the United States, any State thereof or the District of Columbia, (iii) an estate whose income is subject to U.S. federal income taxation

regardless of its source, or (iv) a trust that either is subject to the supervision of a court within the United States and has one or more U.S. persons with authority to control all of its substantial decisions or has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

#### ***Characterization of the Purchase – Distribution vs. Sale Treatment***

The purchase of Shares from a U.S. Holder pursuant to the Offer generally will be a taxable transaction for U.S. federal income tax purposes. As a consequence of any such purchase, a U.S. Holder will, depending on the U.S. Holder's particular circumstances, be treated either as having sold its Shares or as having received a distribution in respect of such Shares. The purchase will be treated as a sale if a U.S. Holder satisfies at least one of the three tests discussed below (the “**Section 302 tests**”). The purchase will be treated as a distribution if the U.S. Holder does not satisfy any of the Section 302 tests.

#### ***Section 302 Tests – Determination of Sale or Distribution Treatment***

The purchase of Shares pursuant to the Offer will be treated as a sale of the Shares by a U.S. Holder if any one of the following Section 302 tests is satisfied:

- as a result of the purchase, there is a “**complete redemption**” of the U.S. Holder's equity interest in the Corporation;
- as a result of the purchase, there is a “**substantially disproportionate**” reduction in the U.S. Holder's equity interest in the Corporation; or
- the receipt of cash by the U.S. Holder is “**not essentially equivalent to a dividend**”. These tests are described more fully below.

For purposes of the Section 302 tests, the constructive ownership rules of Section 318 of the Code generally apply. As a result, a U.S. Holder is treated as owning not only stock of the Corporation actually owned by such U.S. Holder but also stock of the Corporation actually (and in some cases constructively) owned by certain related entities and individuals. Under the constructive ownership rules, a U.S. Holder will be considered to own stock of the Corporation owned, directly or indirectly, by certain members of the U.S. Holder's family and certain entities (such as corporations, partnerships, trusts and estates) in which the U.S. Holder has an equity interest or (in the case of a U.S. Holder that is itself an entity) which have an equity interest in the U.S. Holder, as well as certain stock of the Corporation which the U.S. Holder has an option to acquire. U.S. Holders should consult their own tax advisors with respect to the operation of these constructive ownership rules.

The purchase of a U.S. Holder's Shares pursuant to the Offer will result in a “**complete redemption**” of a U.S. Holder's equity interest in the Corporation for purposes of the Section 302 tests if, immediately after the purchase, the U.S. Holder actually and constructively owns no stock of the Corporation. In applying the “**complete redemption**” test, U.S. Holders may be able to waive the application of constructive ownership through the family attribution rules, provided that such U.S. Holders comply with the provisions of Section 302(c)(2) of the Code and applicable U.S. Treasury Regulations. U.S. Holders wishing to satisfy the “**complete redemption**” test through satisfaction of the special conditions set forth in Section 302(c)(2) of the Code should consult their tax advisors concerning the mechanics and desirability of those conditions.

The purchase of a U.S. Holder's Shares pursuant to the Offer will be “**substantially disproportionate**” as to a U.S. Holder for purposes of the Section 302 tests if, immediately after the purchase, the percentage of the outstanding voting stock of the Corporation that the U.S. Holder actually and constructively owns is less than 80% of the percentage of the outstanding voting stock of the Corporation that the U.S. Holder actually and constructively owned immediately before the purchase and the U.S. Holder actually and constructively owns less than 50% of the total combined voting power of the Corporation.

The purchase of a U.S. Holder's Shares pursuant to the Offer will be treated as “**not essentially equivalent to a dividend**” for purposes of the Section 302 tests if it results in a “**meaningful reduction**” in the U.S. Holder's proportionate interest in the Corporation, given the U.S. Holder's particular facts and circumstances. The IRS has indicated in a published ruling that even a small reduction in the percentage interest of a shareholder whose relative

stock interest in a publicly held corporation is minimal and who exercises no control over corporate affairs should constitute a “**meaningful reduction**”. U.S. Holders who intend to qualify for sale treatment by demonstrating that the proceeds received from the Corporation are “**not essentially equivalent to a dividend**” should consult their tax advisors to determine the possibility of satisfying this test.

Each U.S. Holder should be aware that because proration may occur in the Offer, even if all of the Shares actually and constructively owned by a U.S. Holder are tendered pursuant to the Offer and the U.S. Holder does not actually or constructively own any other stock of the Corporation, fewer than all of such Shares may be purchased by the Corporation. Consequently, the Corporation cannot provide assurances that a sufficient number of any particular U.S. Holder’s Shares will be purchased to ensure that the purchase will qualify under any of the tests set forth above for U.S. federal income tax purposes.

If none of the foregoing tests are satisfied, then the redemption will be treated as a distribution with the treatment of the receipt of proceeds as described in the section below titled “*Treatment of a Distribution in Respect of Shares*”. If a U.S. Holder satisfies any of the Section 302 tests, its sale proceeds will be taxable in accordance with the section below titled “*Treatment of a Sale of Shares*”.

#### ***Treatment of a Distribution in Respect of Shares***

Subject to the passive foreign investment company (“PFIC”) rules discussed below, if the full amount (including any amount withheld for Canadian taxes) received by the U.S. Holder pursuant to the Offer is treated as a distribution to the U.S. Holder with respect to the U.S. Holder’s Shares, the distribution will be taxable to the U.S. Holder as a foreign source dividend to the extent the Corporation pays the distribution out of its current or accumulated earnings and profits (as determined under U.S. federal income tax principles).

A dividend received by a non-corporate U.S. Holder will be taxable at a preferential rate, provided that (1) the Corporation is eligible for benefits under a comprehensive United States income tax treaty which the IRS has approved for these purposes or our Shares are readily tradable on an established securities market in the United States (as determined for U.S. federal income tax purposes) or, (2) the Corporation is not a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year, (3) such U.S. Holder satisfies a holding period requirement, and (4) certain other requirements are met. The Corporation believes it is eligible for benefits under the United States-Canada income tax treaty.

A dividend received by a corporate U.S. Holder will be taxable at regular rates and will not be eligible for the dividends-received deduction generally allowed to U.S. corporations in respect of dividends received from other U.S. corporations.

Distributions in excess of the Corporation’s current and accumulated earnings and profits will be treated first as a non-taxable return of capital to the extent of the U.S. Holder’s tax basis in its Shares. After the application of those rules, any remaining tax basis of the U.S. Holder in the redeemed Shares will be added to the U.S. Holder’s adjusted tax basis in its remaining shares. If the proceeds of the Offer exceed the U.S. Holder’s tax basis in its Shares, such proceeds would be treated as an amount realized in a sale or exchange of the U.S. Holder’s Shares. Such amounts will be taxable in accordance with the section below titled “*Treatment of a Sale of Shares*”.

The Corporation does not maintain and will not report calculations of its earnings and profits in accordance with U.S. federal income tax accounting principles. U.S. Holders are urged to consult their tax advisors as to whether all or any part of the payment received from the Corporation should be treated as a dividend.

#### ***Treatment of a Sale of Shares***

Subject to the PFIC rules discussed below, a U.S. Holder that is treated as selling all or a portion of its Shares to the Corporation pursuant to the Offer will recognize U.S. source capital gain or loss in an amount equal to the difference between (x) the sum of the amount of cash received under the Offer and the amount of any Canadian withholding tax withheld in respect of such U.S. Holder and (y) the U.S. Holder’s adjusted tax basis in such Shares, which generally is its cost for the applicable Shares. The gain or loss recognized generally will be treated as long-term capital gain or loss if the U.S. Holder’s holding period in the Shares is greater than one year as of the date of the Corporation’s purchase pursuant to the Offer.

Certain U.S. Holders, including individuals, may be eligible for preferential tax rates on long-term capital gains. A U.S. Holder's ability to deduct capital losses is limited. A U.S. Holder must calculate gain or loss separately for each block of Shares (generally, Shares acquired at the same cost in a single transaction). A U.S. Holder may be able to designate which blocks of Shares it wishes to tender and the order in which different blocks will be purchased in the event that less than all of its Shares are tendered. U.S. Holders should consult their tax advisors concerning the mechanics and desirability of that designation.

#### ***Foreign Currency Exchanges***

A U.S. Holder that elects to receive its sale proceeds in U.S. dollars will not recognize any foreign currency gain or loss. A U.S. Holder that receives its sale proceeds in Canadian dollars and converts the proceeds into U.S. dollars on the same day as it receives them will not recognize any foreign currency gain or loss. A U.S. Holder that receives its sale proceeds in Canadian dollars and converts the proceeds into U.S. dollars at a later date may recognize foreign currency gain or loss which will generally be treated as U.S. source ordinary income or loss and will not be eligible for preferential tax rates that may be applicable to long-term capital gains.

#### ***Foreign Tax Credit***

Subject to various limitations, a U.S. Holder may credit against its United States federal income tax liability on foreign source income any Canadian income tax it pays (or bears, including as a result of any Canadian withholding taxes imposed) as a result of the consummation of the Offer. The practical effect of the source limitation is that a U.S. Holder who is treated as selling its Shares for U.S. federal income tax purposes (rather than receiving a distribution in respect of its Shares) pursuant to the purchase of such Shares in the Offer may be unable to use the credit unless it has other foreign source income. A U.S. Holder that does not claim the foreign tax credit and is eligible for the benefits of the United States-Canada income tax treaty may instead claim a deduction for any Canadian income tax it pays as a result of the sale, but only for a year in which the U.S. Holder elects to do so with respect to all foreign income taxes. A deduction does not reduce the United States tax liability on a dollar-for-dollar basis as the foreign tax credit does, but the deduction is not subject to the same limitations as the foreign tax credit is and the deduction may reduce a U.S. Holder's federal income tax liability on U.S. source income. The rules relating to the foreign tax credit are complex. Accordingly, U.S. Holders are urged to consult their own tax advisors to determine whether and to what extent they may be entitled to the credit.

#### ***Additional Tax on Investment Income***

U.S. Holders who are individuals, estates, or trusts and whose income exceeds certain thresholds will be required to pay (in addition to U.S. federal income tax) a 3.8% tax on net investment income, including dividends and gains from the sale or other taxable disposition of the Shares. U.S. Holders are urged to consult their tax advisors regarding whether this tax will apply to them.

#### ***Reporting Requirement for Significant Holders***

A U.S. Holder that is a “**significant holder**” within the meaning of U.S. Treasury Regulation Section 1.302-2(b) that exchanges Shares for cash pursuant to the Offer may be required to comply with the reporting requirements of such regulation.

#### ***PFIC Rules***

Generally, a PFIC is a non-U.S. corporation that, in any tax year, receives passive income in an amount equal to 75% or more of its gross income or holds assets for the production of passive income representing 50% or more of the average quarterly value of its assets determined, after taking into account the income and assets of the Corporation and certain subsidiaries pursuant to applicable “look-through rules.” If a corporation is treated as a PFIC with respect to a U.S. Holder for any taxable year, the corporation will continue to be treated as a PFIC with respect to that U.S. Holder in all succeeding taxable years, regardless of whether the corporation continues to meet the PFIC requirements in such years, unless certain elections are made. A company’s status as a PFIC must be determined every year based on the income, assets and operations of the company for that year. The Corporation expects to be a PFIC for the current year and may be treated as a PFIC in subsequent years.

If the Corporation is treated as a PFIC in any year in which a U.S. Holder has held its shares, certain adverse consequences could apply to payments made with respect to the Offer, including (1) gain on the disposition of Shares could be treated as ordinary income (taxed at maximum ordinary income rates) and be subject to additional tax in the nature of interest, (2) amounts treated as distributions on the Shares may fail to qualify for preferential rates of taxation, and (3) the U.S. Holder may be subject to additional reporting requirements.

If the Shares are treated as “marketable stock” for purposes of the PFIC rules, you may avoid the foregoing PFIC rules by making a mark-to-market election. The Shares will be marketable stock if they are regularly traded on a qualifying exchange that is either (i) a national securities exchange which is registered with the SEC or the national market system established pursuant to the Exchange Act, or (ii) any exchange or other market that the United States Treasury Department determines is adequate. The Corporation believes that the TSX meets this test, and accordingly, provided that the Shares are regularly traded on the TSX, you should be able to make a mark-to-market election with respect to the Shares if the Corporation is classified as a PFIC. After making such an election, or on an actual sale, you generally would include as ordinary income at the end of each taxable year during which the election is in effect and during which we are a PFIC the excess, if any, of the fair market value of the Shares over your adjusted basis in such Shares. You also would be allowed to take an ordinary loss in respect of the excess, if any, of your adjusted basis in our Shares over their fair market value at the end of the taxable year, and for any loss recognized on actual sale, but only to the extent, in each case, of the previously included mark-to-market income not offset by previously deducted decreases in value. Any loss on an actual sale of the Shares would be a capital loss to the extent in excess of previously included mark-to market income not offset by previously deducted decreases in value.

Because a mark-to-market election cannot be made for any lower-tier PFICs that we may own, you would continue to be subject to the PFIC rules with respect to your indirect interest in any investment held by us that is treated as an equity interest in a PFIC for U.S. federal income tax purposes, notwithstanding making a mark-to-market election in respect of the Shares. You are urged to consult your tax advisor concerning the U.S. federal income tax consequences of holding the Shares and the availability of any tax elections if we are considered a PFIC in any taxable year.

During any taxable year in which we or any subsidiary is treated as a PFIC with respect to you, you may be required to file an annual report with the IRS. Failure to file such report could result in the imposition of penalties. You are urged to consult your tax advisor concerning the PFIC annual filing requirements and regarding the effect of these rules on their tender of Shares pursuant to the Offer.

#### ***Backup Withholding and Information Reporting***

The proceeds of a sale by a U.S. Shareholder pursuant to the Offer may be subject to information reporting to the IRS and to U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder that furnishes a correct taxpayer identification number and makes other required certifications, or that is otherwise exempt from backup withholding and establishes such exempt status.

Backup withholding is not an additional tax. Amounts withheld may be credited against a U.S. Holder’s U.S. federal income tax liability, and a U.S. Holder generally may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing an appropriate claim for refund with the IRS and furnishing any required information.

**THIS DISCUSSION IS GENERAL IN NATURE AND DOES NOT DISCUSS ALL ASPECTS OF U.S. FEDERAL INCOME TAXATION THAT MAY BE RELEVANT TO A PARTICULAR SHAREHOLDER IN LIGHT OF THE SHAREHOLDER’S PARTICULAR CIRCUMSTANCES, OR TO CERTAIN TYPES OF SHAREHOLDERS SUBJECT TO SPECIAL TREATMENT UNDER U.S. FEDERAL INCOME TAX LAWS. YOU ARE ADVISED TO CONSULT WITH YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE OFFER, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND FOREIGN TAX LAWS.**

#### **14. LEGAL MATTERS AND REGULATORY APPROVALS**

United is not aware of any license or regulatory permit that is material to the Corporation’s business that might be adversely affected by the Corporation’s acquisition of Shares pursuant to the Offer or, except as noted below,

of any approval or other action by any government or governmental, administrative or regulatory authority or agency in any jurisdiction, that would be required for the acquisition of Shares by the Corporation pursuant to the Offer and that has not been obtained on or before the date hereof. Should any such approval or other action be required, the Corporation currently contemplates that such approval will be sought or other action will be taken. United cannot predict whether it may determine that it must delay the acceptance for payment of Shares deposited pursuant to the Offer pending the outcome of any such matter.

There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial conditions or that the failure to obtain any such approval or other action might not result in adverse consequences to the Corporation's business.

Notwithstanding the foregoing, as described elsewhere in the Offer, the Offer is not being made to Shareholders in any jurisdiction in which the making of the Offer would not be in compliance with the laws of such jurisdiction, and no action will be taken by the Corporation in respect of such jurisdiction to qualify the Offer.

## **15. SOURCE OF FUNDS**

The Corporation expects to fund the purchase of Shares pursuant to the Offer, including all related fees and expenses, from a combination of cash available to be drawn on United's existing operating credit facility with a Canadian chartered bank affiliate of the Dealer Manager (the "Credit Facility") and available cash on hand.

The Credit Facility is pledged with equity investments from the Corporation's investment portfolio. Under the Credit Facility, the Corporation is able to borrow funds in an amount up to 50% of the fair value of investments pledged. Interest on the Credit Facility accrues at the lender's prime lending rate minus 25 basis points. The Credit Facility is an overnight facility payable on demand. The Corporation was in compliance with the covenants pursuant to the Credit Facility as at the date of the Offer. The Corporation intends to repay any proceeds from its Credit Facility from available cash resources and future cash flows from ongoing operations.

## **16. DEALER MANAGER**

TD Securities Inc. ("TD Securities") has been retained to serve as financial advisor and dealer manager in connection with the Offer.

## **17. DEPOSITORY**

United has appointed Computershare Investor Services Inc. to act as a depository for, among other things: (a) the receipt of certificates representing Shares and related Letters of Transmittal deposited under the Offer, (b) the receipt of Notices of Guaranteed Delivery delivered pursuant to the procedures for guaranteed delivery set forth in Section 5 of the Offer to Purchase, "*Procedure for Depositing Shares*", (c) the receipt from the Corporation of cash to be paid in consideration of the Shares acquired by the Corporation under the Offer, as agent for the depositing Shareholders, and (d) the transmittal of such cash to the depositing Shareholders, as agent for the depositing Shareholders, including the conversion of such cash from Canadian dollars to United States dollars for depositing Shareholders who elect to receive payment of the Purchase Price for their Shares in United States dollars. The Depository may contact Shareholders by mail, telephone or facsimile and may request brokers, dealers and other nominee Shareholders to forward materials relating to the Offer to beneficial owners. The Depository is not an affiliate of the Corporation and the Depository acts as the Corporation's transfer agent and registrar.

## **18. FEES AND EXPENSES**

TD Securities Inc. has been retained by the Corporation to serve as Dealer Manager in connection with the Offer for which it will receive a fixed fee from United for its services.

Cormark has been retained by the Corporation to deliver the Liquidity Opinion in connection with the Offer to the Board of Directors for which it will receive a fixed fee from United for its services.

United has agreed to reimburse Cormark and TD Securities for certain reasonable out-of-pocket expenses incurred in connection with the Offer and to indemnify Cormark and TD Securities against certain liabilities to which

it may become subject as a result of its engagement. None of the fees payable to Cormark are contingent upon the conclusions reached by Cormark in the Liquidity Opinion.

United has retained Computershare Investor Services Inc. to act as the Depositary in connection with the Offer. The Depositary will receive reasonable and customary compensation for its services, will be reimbursed for certain reasonable out-of-pocket expenses and will be indemnified against certain liabilities and expenses in connection with the Offer, including certain liabilities under Canadian provincial and territorial securities laws.

United is expected to incur expenses of approximately \$470,000 in connection with the Offer, which includes filing fees, advisory fees, the fees for the Liquidity Opinion, legal, translation, accounting, depositary and printing fees.

#### **19. STATUTORY RIGHTS**

Securities legislation in the provinces and territories of Canada provides Shareholders with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to the Shareholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult a lawyer.

**APPROVAL AND CERTIFICATE**

November 7, 2023

The board of directors of United Corporations Limited has approved the contents of the Offer to Purchase and the accompanying Issuer Bid Circular dated November 7, 2023, and the delivery thereto to Shareholders. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

(Signed) *“Duncan N.R. Jackman”*

Chairman and President

(Signed) *“Frank J. Glosnek”*

Treasurer

On behalf of the Board of Directors:

(Signed) *“David J. Dawson”*

Director

(Signed) *“Fahad Khan”*

Director

**CONSENT OF CORMARK SECURITIES INC.**

TO: The Board of Directors of United Corporations Limited

We consent to the inclusion of our liquidity opinion dated November 7, 2023 as Schedule A to the Circular dated November 7, 2023, which schedule is incorporated by reference in the Circular and consent to the inclusion of our name and reference to our liquidity opinion on the cover page and in the sections titled “Summary” and “*Certain Conditions of the Offer*” in the Offer to Purchase and in the sections titled “*Purpose and Effect of the Offer*” and “*Fees and Expenses*” of the Circular.

November 7, 2023

(Signed) “*Cormark Securities Inc.*”

**CONSENT OF MCCARTHY TÉTRAULT LLP**

TO: The Board of Directors of United Corporations Limited

We consent to the inclusion of our name and statement in the section titled “*Income Tax Considerations – Certain Canadian Federal Income Tax Considerations*” in the Circular dated November 7, 2023.

November 7, 2023

(Signed) “*McCarthy Tétrault LLP*”

**SCHEDULE A**  
**LIQUIDITY OPINION OF CORMARK SECURITIES INC.**

See attached.

November 7, 2023

**United Corporations Limited**  
165 University Avenue, 10<sup>th</sup> Floor  
Toronto, Ontario  
M5H 3B8

**Re: Liquidity Opinion of Cormark Securities Inc.**

To the Board of Directors:

Cormark Securities Inc. (“**Cormark**”, “**we**” or “**us**”) understands that United Corporations Limited (the “**Issuer**”) is considering undertaking a substantial issuer bid to purchase for cash a number of common shares of the Issuer (“**Common Shares**”) for an aggregate purchase price not exceeding \$40,000,000 (the “**Offer**”). The purchase price of the Common Shares taken up by the Corporation under the Offer will be determined in the manner described in the Offer to Purchase (defined below) but will be not less than \$105.00 and not more than \$125.00 per Common Share. We understand that the Offer will constitute an “issuer bid” for purposes of National Instrument 62-104 *Take-Over Bids and Issuer Bids* of the Canadian Securities Administrators (“**NI 62-104**”). Cormark understands that the terms and conditions of the Offer will be set forth in an offer to purchase and issuer bid circular to be dated November 7, 2023, and mailed to the holders of the Common Shares in connection with the Offer (the “**Offer to Purchase**”). The terms used herein which are used or defined in the Offer to Purchase and not otherwise defined herein will have the same meaning as used in the Offer to Purchase.

Cormark has been retained by the Issuer to prepare and deliver to the Board of Directors of the Issuer (the “**Board**”) an opinion (the “**Liquidity Opinion**”) as to whether, as of the date hereof, (i) a liquid market (as such term is used in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* of the Canadian Securities Administrators (“**MI 61-101**”)) for the Common Shares exists, and (ii) it is reasonable for the Board to conclude that, following the completion of the Offer, there will be a market for holders of the Common Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. We understand that the Board has sought the Liquidity Opinion from Cormark as the basis for relying on an exemption from the requirement to obtain a formal valuation in respect of the Common Shares in accordance with MI 61-101.

**Engagement**

The Issuer engaged Cormark to render the Liquidity Opinion on July 27, 2023 (the “**Engagement Agreement**”). The Engagement Agreement provides that Cormark is to be paid a fixed fee for the preparation and delivery of the Liquidity Opinion, no part of which is contingent upon the completion or success of the Offer or the conclusions of the Liquidity Opinion and notwithstanding that the Liquidity Opinion may be subsequently amended, supplemented or withdrawn in accordance with the Engagement Letter. In addition, Cormark is to be reimbursed for its reasonable

out-of-pocket expenses and to be indemnified by the Issuer in certain circumstances as set out in the Engagement Agreement. The fees paid to Cormark in connection with the Engagement Agreement are not financially material to us. Cormark consents to: (i) the inclusion of the Liquidity Opinion in its entirety, and a summary thereof in a form acceptable to Cormark, acting reasonably, in the Offer to Purchase to be mailed to holders of Common Shares and to the filing thereof, as necessary, by the Issuer with the securities commissions or similar regulatory authorities in Canada; and (ii) the inclusion of references to the Liquidity Opinion, and a summary thereof in a form acceptable to Cormark, acting reasonably, in any press release issued by the Issuer in respect of the Offer.

### Credentials of Cormark

Cormark is an independent Canadian investment dealer providing investment research, equity sales and trading and investment banking services to a broad range of institutions and corporations. Cormark has participated in a significant number of transactions involving public and private companies.

### Relationship with Interested Parties

Neither Cormark nor any of its affiliates is an “issuer insider”, “associated entity” or “affiliated entity” (as those terms are defined in MI 61-101) of the Issuer or any control person of the Issuer, or any person that would reasonably be expected to be a control person of the Issuer upon successful completion of the Offer (collectively, the “**Interested Parties**”).

Neither Cormark nor any of its affiliates has acted as a lead or co-lead underwriter or provided any valuation or financial advisory services to an Interested Party within the past two years or had a material financial interest in any transaction involving an Interested Party, outside of the following:

- Pursuant to an engagement letter dated July 29, 2022, provided a liquidity opinion to the Board with respect to the Issuer’s \$50 MM 2022 substantial issuer bid;
- Pursuant to an engagement letter dated July 29, 2022, and July 27, 2023, provided a liquidity opinion to the board of directors of E-L Financial Corporation Limited with respect to the company’s \$100 MM 2022 substantial issuer bid and \$100 MM 2023 substantial issuer bid, respectively; and
- Pursuant to an engagement letter dated July 29, 2022, and July 27, 2023, provided a liquidity opinion to the board of directors of Economic Investment Trust Limited with respect to the company’s \$20 MM 2022 substantial issuer bid and \$5 MM 2023 substantial issuer bid, respectively.

Neither Cormark nor any of its affiliates is a lender of a material amount of indebtedness to any Interested Party.

Neither Cormark nor any of its affiliates has a material financial interest in the completion of the Offer. The fixed fee payable to Cormark pursuant to the Engagement Agreement does not depend in whole or in part on an agreement, arrangement or understanding that gives Cormark a financial

incentive in respect of the conclusions reached in the Liquidity Opinion or the outcome of the Offer. Neither Cormark nor any of its affiliates is a manager or co-manager of a soliciting dealer group for the Offer, nor a member of a soliciting dealer group for the Offer where, in its capacity as a soliciting dealer, Cormark or its affiliates performs services beyond the customary soliciting dealer's function or receives more than the per Common Share or per Shareholder fees payable to other members of the group.

There are currently no understandings, agreements or commitments between Cormark or any of its affiliates with any Interested Party with respect to any future business dealings. Cormark acts as a trader and dealer, both as principal and agent, in major financial markets and, as such, may have had and may in the future have positions in the Common Shares or other securities of the Issuer, or any of its associates or affiliates and, from time to time, may have executed or may execute transactions on behalf of such companies or clients for which it received or may receive compensation. As an investment dealer, Cormark conducts research on securities and may, in the ordinary course of its business, provide research reports and investment advice to its clients on investment matters, including with respect to the Issuer or the Offer.

Based on the foregoing, Cormark is independent of the Interested Parties within the meaning of MI 61-101.

### **Scope of Review**

In connection with our Liquidity Opinion, we have reviewed and relied upon or carried out, among other things, the following:

1. the most recent draft of the Offer to Purchase (the “**Draft Offer to Purchase**”);
2. the trading activity, volumes, and price history of the Common Shares on the Toronto Stock Exchange (the “**TSX**”) and other alternative trading venues over the past 12 months;
3. the profile of the distribution and ownership of the Common Shares, to the extent publicly disclosed or provided to us by the Issuer;
4. the trading activity and volumes of equity securities of other entities listed and traded on the TSX as we determined necessary in order to provide the Liquidity Opinion;
5. the number of Common Shares proposed to be purchased under the Offer relative to (i) the total number of Common Shares issued and outstanding, *less* (ii) the number of Common Shares beneficially owned, or over which control or direction was exercised, by related parties of the Issuer and Common Shares that were not freely tradable (the “**Public Float**”);
6. public information with respect to the Issuer and the Common Shares;
7. the Issuer’s normal course issuer bid purchases since March 2020;

8. the definition of “liquid market” as outlined in MI 61-101 and certain other parameters in MI 61-101;
9. certain precedent issuer bids that were considered relevant;
10. discussions with senior management of the Issuer; and
11. such other corporate and financial market information, investigations and analyses as Cormark considered necessary or appropriate in the circumstances.

### **Assumptions and Limitations**

With the Board’s approval and as provided for in the Engagement Agreement, Cormark has relied upon the completeness, accuracy, and fair presentation of all of the financial (including, without limitation, the financial statements of the Issuer) and other information, data, advice, opinions, or representations obtained by it from public sources, senior management of the Issuer, and their consultants and advisors (collectively, the “**Information**”). The Liquidity Opinion is conditional upon such completeness, accuracy, and fair presentation of such Information. Subject to the exercise of professional judgment and except as expressly described herein, we have not attempted to verify independently the completeness, accuracy, or fair presentation of any of the Information.

Senior officers of the Issuer have represented to Cormark in a certificate delivered as of the date hereof, among other things, that: (i) the Information provided orally by, or in the presence of, an officer or employee of the Issuer or in writing by the Issuer, any of its affiliates (as such term is defined in NI 62-104) or any of their respective agents or advisors, for the purpose of preparing the Opinion was at the date provided to Cormark, and is at the date hereof complete, true and correct in all material respects, and did not and does not contain any untrue statement of material fact, and did not and does not omit to state any material fact necessary to make such Information or any statement contained therein, not misleading in light of the circumstances under which the Information was provided to Cormark; and (ii) since the dates on which the Information was provided to Cormark, except as disclosed in writing to Cormark, there has been no material change or change in material facts, financial or otherwise, which might reasonably be considered material to the Liquidity Opinion.

In preparing the Liquidity Opinion, Cormark has made several assumptions, including that the Offer will be completed in accordance with the terms and conditions of, and substantially within the time frames specified in, the Draft Offer to Purchase without any waiver or amendment of any material term or condition thereof, that there will be no significant change in the holdings of the Common Shares other than as a result of the Offer, and that the disclosure provided or incorporated by reference in the Draft Offer to Purchase with respect to the Issuer, its subsidiaries and affiliates and the Offer is accurate in all material respects.

The Liquidity Opinion is rendered on the basis of securities markets, economic, financial and general business conditions prevailing as at the date hereof and conditions affecting the Issuer and the Common Shares at the date hereof.

The Liquidity Opinion has been provided for the use of the Board in determining the availability of an exemption from the formal valuation requirements of MI 61-101 and may not be used by any

other person or relied upon by any other person other than the Board without the express prior written consent of Cormark. The Liquidity Opinion is given as of the date hereof and Cormark disclaims any undertaking or obligation to advise any person of any change in any fact or matter affecting the Liquidity Opinion that may come or be brought to Cormark's attention after the date hereof. Without limiting the foregoing, if there is any material change in any fact or matter affecting the Liquidity Opinion after the date hereof, Cormark reserves the right to change, modify, or withdraw the Liquidity Opinion.

Cormark believes that its analyses must be considered as a whole and that selecting portions of the analyses or the factors considered by it, without considering all factors and analyses together, could create a misleading view of the process underlying the Liquidity Opinion. The preparation of an opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis. The Liquidity Opinion is not to be construed as a recommendation to any holder of Common Shares as to whether to tender their Common Shares to the Offer.

For purposes of the Liquidity Opinion, the phrase "liquid market" has the meaning ascribed thereto in paragraph (b) of subsection 1.2(1) of MI 61-101.

### **Conclusion**

Based upon and subject to the foregoing, Cormark is of the opinion that, as of the date hereof: (i) a liquid market for the Common Shares exists; and (ii) it is reasonable to conclude that, following the completion of the Offer, there will be a market for holders of the Common Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer.

Yours very truly,

**CORMARK SECURITIES INC.**

The Letter of Transmittal, certificates for Shares, any other required documents and, if applicable, the Notice of Guaranteed Delivery, must be sent or delivered by each depositing Shareholder or the depositing Shareholder's investment dealer, stock broker, bank, trust company or other nominee to the Depository at its address specified below.

**Office of the Depository, for the Offer:**

**By Hand, Courier or Registered Mail**

**Computershare Investor Services Inc.**

100 University Ave, 8th Floor  
Toronto, Ontario,  
M5J 2Y1

**Attention:** Corporate Actions Dept.

**By Mail (Except Registered Mail)**

**Computershare Investor Services Inc.**

P.O. Box 7021  
31 Adelaide St. E.  
Toronto, ON M5C 3H2

**Attention:** Corporate Actions Dept.

Any questions or requests for assistance regarding the Offer may be directed to the Depository at the addresses and telephone and facsimile numbers specified above. Shareholders also may contact their investment dealer, stock broker, bank, trust company or other nominee for assistance concerning the Offer. Additional copies of the Offer to Purchase, the Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained from the Depository. Manually executed photocopies of the Letter of Transmittal will be accepted.

**The Dealer Manager for the Offer is:**

**TD Securities Inc.**

**66 Wellington Street West, 10th Floor  
Toronto, Ontario  
M5K 1A2**

**Telephone: 1-416-982-3412**

