



**ANNUAL INFORMATION FORM**

**March 22, 2018**

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## EXPLANATORY NOTES

The information in this annual information form (the “**AIF**”) is given as of December 31, 2017, unless otherwise indicated. Dollar amounts are expressed in thousands of Canadian dollars unless specified otherwise or the context provides otherwise.

In this AIF unless the context otherwise requires, all references to “Enercare Solutions” are to Enercare Solutions Inc. and, as applicable, its predecessor, The Consumers’ Waterheater Operating Trust (the “**Operating Trust**”), and references to “Enercare” are to Enercare Inc. and, as applicable, its predecessor, The Consumers’ Waterheater Income Fund (the “**Fund**”).

## FORWARD-LOOKING STATEMENTS

This AIF contains certain forward-looking statements within the meaning of applicable Canadian securities laws (“**forward-looking statements**” or “**forward-looking information**”) that involve various risks and uncertainties and should be read in conjunction with Enercare Solutions’ 2017 audited consolidated financial statements.

Statements other than statements of historical fact contained in this AIF may be forward-looking statements, including, without limitation, management’s expectations, intentions and beliefs concerning anticipated future events, results, circumstances, economic performance or expectations with respect to Enercare Solutions, including its business operations, business strategy and financial condition. The words “anticipates”, “believes”, “budgets”, “could”, “estimates”, “expects”, “forecasts”, “goal”, “intends”, “may”, “might”, “outlook”, “plans”, “projects”, “schedule”, “should”, “strive”, “target”, “will”, “would” and similar expressions are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words. These forward-looking statements may reflect the internal projections, expectations, future growth, results of operations, performance, business prospects and opportunities of Enercare Solutions and are based on information currently available to Enercare Solutions and/or assumptions that Enercare Solutions believes are reasonable. Many factors could cause actual results to differ materially from the results and developments discussed in the forward-looking information.

In developing these forward-looking statements, certain material assumptions were made. These forward-looking statements are also subject to certain risks. These factors include, but are not limited to:

- actual future market conditions being different than anticipated by management;
- the risk that the roll out of rental HVAC offerings beyond the present seven states in the United States does not realize anticipated results as the rental model is a new concept in this industry in the United States; and
- the risks and uncertainties described under “Risk Factors” in this AIF.

Material factors or assumptions that were applied to drawing a conclusion or making an estimate set out in forward-looking statements include, but are not limited to:

- the view of management regarding current and anticipated market conditions;

- industry trends remaining unchanged;
- the financial and operating attributes of the Home Services and Service Experts businesses (as defined below) as at the date hereof and the anticipated future performance of the Home Services and Service Experts businesses;
- assumptions regarding the volume and mix of business activities remaining consistent with current trends;
- assumptions regarding the interest rates of Enercare Solutions' variable rate loans, foreign exchange rates and commodity prices; and
- the number of Common Shares outstanding increasing as a result of the DRIP.

Readers are cautioned that the preceding list of material factors or assumptions is not exhaustive. Although forward-looking statements contained in this AIF are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Accordingly, readers should not place undue reliance on such forward-looking statements and assumptions as management cannot provide assurance that actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Enercare Solutions. All forward-looking information in this AIF is made as of the date hereof. These forward-looking statements are subject to change as a result of new information, future events or other circumstances, in which case they will only be updated by Enercare Solutions where required by law.

See "Risk Factors" in this AIF for a thorough discussion in respect of the material risks relating to the business and structure of Enercare Solutions.

## **ENERCARE SOLUTIONS INC.**

### **General**

Enercare Solutions is engaged in the Home Services and Service Experts businesses. Through its Home Services and Service Experts businesses, Enercare Solutions provides intelligent and energy-efficient products, services, programs and solutions that enable homeowners, multi-unit owners and tenants to make a substantial contribution to Canada's growing culture of energy conservation.

As at December 31, 2017, Enercare Solutions had approximately 4,042 employees (including contract employees), comprised of 857 Home Services employees, 3172 Service Experts employees and 13 corporate (head office) employees. There were an additional 74 employees of Enercare that provided corporate and other support services to Enercare Solutions. Enercare Solutions also provides services to its customers through 7 independent licensed franchisees, which have approximately 443 employees in aggregate, and 194 third party contractors.

Enercare Solutions has issued debt securities to the public and its operations are principally carried out by its subsidiaries.

Enercare Solutions is a wholly-owned subsidiary of Enercare. The common shares (the “**Common Shares**”) of Enercare are traded on the Toronto Stock Exchange (“**TSX**”) under the symbol “**ECI**”.

The principal and head office of Enercare Solutions is located at 7400 Birchmount Road, Markham, Ontario, L3R 5V4.

## **Corporate History**

Enercare Solutions Inc. is the successor to The Consumers’ Waterheater Operating Trust, following the conversion (the “**Conversion**”) of the Operating Trust from an income trust to a corporate structure pursuant to a plan of arrangement (the “**Arrangement**”) under the *Canada Business Corporations Act* (the “**CBCA**”) on January 1, 2011. Enercare Solutions is a wholly-owned subsidiary of Enercare, the successor to The Consumers’ Waterheater Income Fund, following the Conversion pursuant to the Arrangement.

Enercare Solutions was incorporated on September 27, 2010 pursuant to the provisions of the CBCA for the sole purpose of participating in the Conversion and did not carry on any active business prior to the Conversion. Enercare Solutions is governed by the CBCA pursuant to its Articles.

The Operating Trust was an unincorporated open-ended investment trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated November 18, 2002, as amended and restated on December 17, 2002. The Operating Trust was a wholly-owned subsidiary of the Fund.

The Operating Trust, through Enercare Solutions Limited Partnership (“**ESLP**”), purchased Direct Energy Marketing Limited’s (“**DE**”) rental portfolio of residential and commercial water heaters and HVAC Equipment on December 17, 2002. The Fund completed its initial public offering on December 17, 2002. Concurrent with the closing of the Fund’s initial public offering, the Operating Trust raised \$500,000 of senior indebtedness through a private placement of a secured floating rate note. As a result of a number of transaction steps completed in connection with the Fund’s initial public offering, ESLP owned the Rental Portfolio (as it existed at that time) and the Enercare Co-ownership Interest and DE owned the DE Co-ownership Interest. The aggregate purchase price paid to DE in connection with that acquisition was approximately \$995,200, less transaction costs, of which approximately 75% was paid in cash and approximately 25% was paid through the issuance of exchangeable partnership units in Holding LP.

On January 22, 2003, the Operating Trust completed its initial public offering of \$275,000 principal amount of Series A-1 secured notes and \$225,000 principal amount of Series A-2 secured notes. The gross proceeds of this initial public offering of secured notes were used by the Operating Trust to repay the \$500,000 secured floating rate note, which secured notes were repaid in accordance with their respective terms from the proceeds of subsequent financings.

Through a series of transactions, DE ceased to own any interest, directly or indirectly, in the Fund, as of June 23, 2006.

On January 1, 2011, the Fund completed the Conversion pursuant to the Arrangement (which had been previously approved by Unitholders at a special meeting of Unitholders on November 25, 2010 and by final order of the Ontario Superior Court of Justice on November 29, 2010). As a result of the completion of the Conversion and related transactions:

- each Unit was exchanged for one Common Share;
- Enercare assumed the Fund's convertible debentures, which became convertible into Common Shares on the same terms as their conversion into Units;
- the Fund was wound-up and dissolved and its assets and operations were assumed by Enercare;
- Holding LP was wound-up and dissolved and its assets assumed by the Operating Trust; and
- the Operating Trust was wound-up and dissolved and Enercare Solutions assumed the senior indebtedness that was outstanding at that time.

Consequently, Enercare Solutions owns, directly and indirectly, subsidiaries which own and operate the businesses which were held and operated by the Operating Trust and its subsidiaries prior to the completion of the Conversion. The Units of the Fund were traded on the TSX under the symbol "CWL.UN" prior to the Conversion and were exchanged for Common Shares on a one-for-one basis pursuant to the Conversion.

On October 20, 2014, Enercare Solutions purchased the Ontario home and small commercial services business ("**OHCS**") from DE (the "**DE Acquisition**") and effectively reunited the business separated in 2002 with the creation of the Operating Trust. Enercare Solutions, through its subsidiaries, operates the Home Services business, which is the provision of water heaters, Water Treatment Solutions, furnaces, air conditioners and other HVAC Equipment rental products, plumbing services, Protection Plans and related services to customers located principally in Ontario. As a result of the DE Acquisition, the ownership of the Custodial Assets, which had been separated into the Enercare Co-ownership Interest and the DE Co-ownership Interest when the Fund completed its initial public offering in 2002, was reunited. Prior to the DE Acquisition, approximately 90% of the Rental Portfolio revenue was subject to the Co-ownership Agreement. For the component of the Rental Portfolio under the Co-ownership Agreement, Enercare Solutions was entitled to 65% of the revenue and other payments and DE was entitled to 35% of the revenue. For DE's portion of the revenue, it was responsible for servicing and maintaining the assets and, through OHCS, was also responsible, pursuant to the Co-ownership Agreement, Origination Agreement and other agreements with ESLP, for the removal, origination and installation of new and replacement water heaters, HVAC Equipment and other assets that were owned by Enercare Solutions and subsequently serviced by DE. As part of the DE Acquisition, the Co-ownership Agreement, Origination Agreement and other servicing agreements between DE and ESLP were either assigned by DE to EHCS and amended to simplify their respective terms to reflect the inter-company nature of such agreements after the closing date of the DE Acquisition or terminated. As a result, Enercare Solutions assumed the obligations of DE under those agreements to service the Rental Portfolio previously serviced by DE and is entitled to receive 100% of the revenues from the Rental Portfolio. As a result of the

DE Acquisition, all of the Custodial Assets are owned by Enercare Solutions and Enercare Solutions has gained control from DE over key operational aspects of the Rental Portfolio.

On May 11, 2016, Enercare Solutions acquired, through a merger, 100% of the outstanding shares of SEHAC Holdings Corporation, now SEHAC Holdings LLC (“**SEHAC**”) (the “**SE Transaction**”), which owned the Service Experts business. Enercare Solutions, through its subsidiaries, operates the Service Experts business (“**Service Experts**”), which is the provision of sales, installation, maintenance, repair and rental of HVAC Equipment and water heaters directly to residential and light commercial customers. As of March 20, 2018, there are 90 Service Experts centers in 29 states in the United States and Canada.

### **Home Services Business**

The Home Services business is primarily carried out by ESLP and Enercare Home and Commercial Services Limited Partnership (“**EHCS**”), each an indirect subsidiary of Enercare Solutions, through their respective employees, third party contractors (generally on a fee-for-service basis) and independent licensed franchisees. The Home Services business consists of the following: the Rental Portfolio, the Protection Plan Portfolio, HVAC Sales and Other Services.

Enercare Solutions rents residential and commercial water heaters, HVAC Equipment, Water Treatment Solutions and other related assets (the “**Rental Portfolio**”). Approximately 95% of the Rental Portfolio consists of residential water heaters. All of the Rental Portfolio assets are located in the Province of Ontario, except for approximately 1,215 units which are located in the Provinces of New Brunswick and Nova Scotia.

Enercare Solutions also owns a portfolio of approximately 552,000 residential and commercial protection plan contracts (the “**Protection Plan Portfolio**”). The Protection Plan Portfolio consists of full service protection plans and maintenance protection plans for such items as furnaces, air conditioners, electrical systems, plumbing and appliances.

Enercare Solutions also sells HVAC Equipment (the “**HVAC Sales**”). Customers are provided with the option of purchasing HVAC Equipment outright or through a financing option.

Enercare Solutions also provides ancillary services such as duct cleaning, plumbing and electrical work and other one-time chargeable services (collectively, the “**Other Services**”).

For more information on the Home Services business of Enercare Solutions, see “Home Services”.

### **Service Experts Business**

Enercare Solutions expanded into the U.S. marketplace through its acquisition of the Service Experts business in May 2016. The Service Experts business is primarily carried out by SEHAC and SE Canada Inc. (“**SE Canada**”), each a subsidiary of Enercare Solutions. SEHAC, operating in 29 states in the United States, and SE Canada, operating in three provinces in Canada, provide HVAC Equipment, water heaters, servicing and maintenance to residential and light commercial customers. The Service Experts business has an average local brand age of more than 50 years

and conducts over 720,000 customer appointments per year.

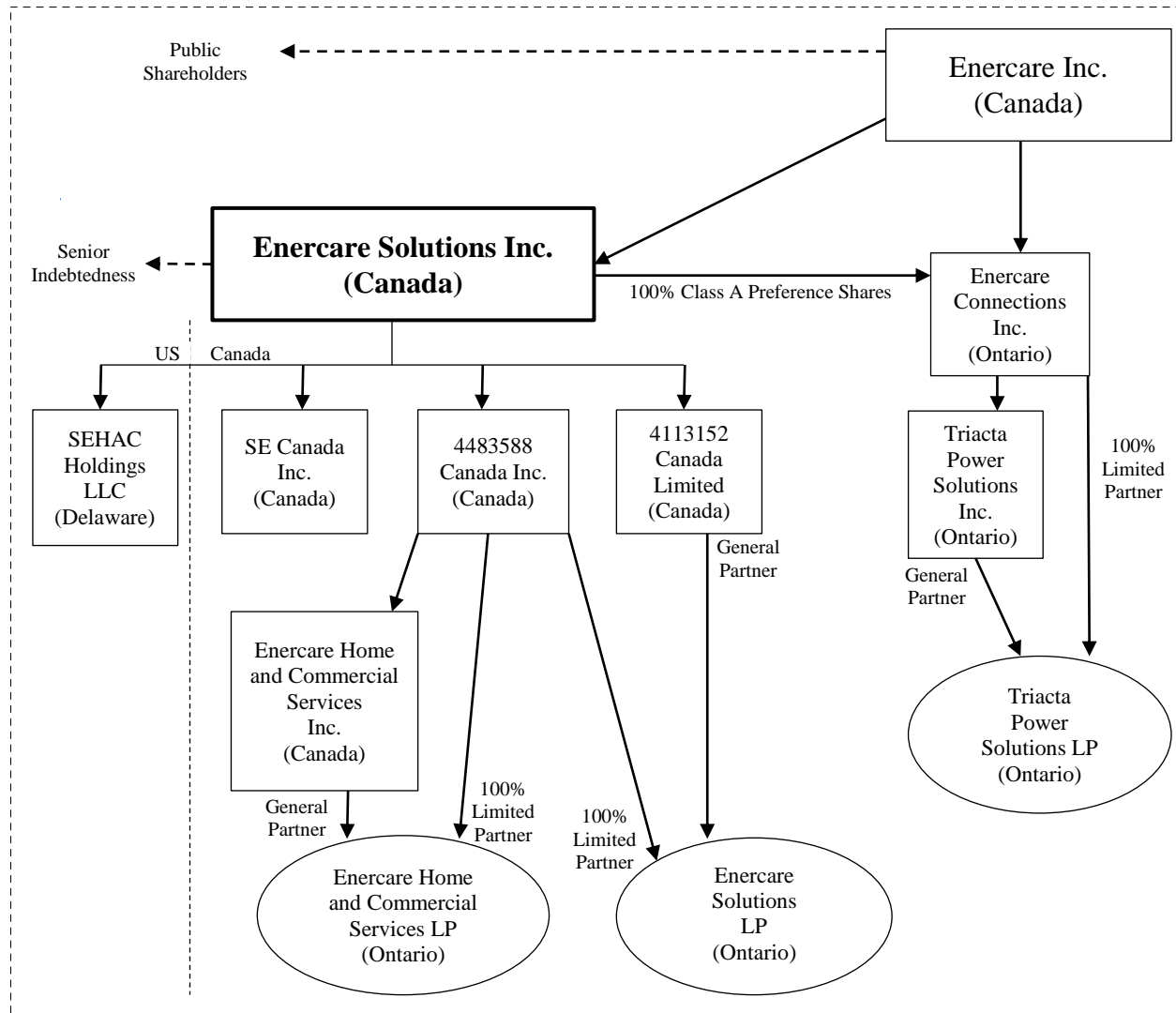
Founded in 1996, the Service Experts business is a leading provider of HVAC Equipment service, maintenance and repairs and related services to residential and commercial customers. Headquartered in Dallas, Texas, Service Experts is one of North America's largest heating and air conditioning companies, with 90 service center locations as of March 20, 2018, 41 of which are located in the top 100 U.S. metropolitan statistical areas, and approximately 3,172 employees serving approximately 2,500 homes and businesses, on average, each working day.

The Service Experts business consists of the following business lines: (i) residential HVAC Equipment and water heater service and replacement; (ii) commercial HVAC Equipment and water heater service and replacement; (iii) HVAC Equipment and water heater installation in residential new construction; and (iv) HVAC Equipment and water heater installation in commercial new construction.

For more information on the Service Experts business of Enercare Solutions, see "Service Experts".

### **Structure of Enercare and Enercare Solutions**

The following chart sets out the simplified organizational structure of Enercare, Enercare Solutions and their respective subsidiaries as at the date hereof:<sup>1</sup>



Notes:

(1) All interests are 100% common shares unless otherwise noted.

## Acquisitions and Business Expansion

### Home Services

In 2007, the Operating Trust expanded the Rental Portfolio through its acquisition of the water heater rental businesses of Toronto Hydro Energy and Festival Hydro, respectively. The Operating Trust acquired the water heater rental business of Toronto Hydro Energy, which included assets of approximately 85,845 primarily electric water heaters, for cash consideration of approximately \$41,030, and the water heater rental business of Festival Hydro for cash consideration of approximately \$1,472.

Also in 2007, the Operating Trust entered into the HVAC Agreement with DE pursuant to which the Operating Trust rented HVAC Equipment to residential and commercial customers in Ontario, Alberta and Manitoba.

In 2008, the Operating Trust acquired the water heater portfolio of Thunder Bay Hydro, including 5,935 electric and gas water heaters, for cash consideration of approximately \$3,800.

In 2011, Enercare Solutions entered into the EGNB Origination Agreement, pursuant to which EGNB originated (until April 2017) and services water heaters and HVAC Equipment in connection with EGNB's fuel switching programs in New Brunswick.

In 2012, Enercare Solutions acquired the rental portfolio comprised of water heaters and HVAC Equipment (the "**GreenSource Assets**") of GreenSource, a subsidiary of DE, which included approximately 3,421 assets, consisting primarily of gas-fired water heaters for cash consideration of approximately \$1,944.

Also in 2012, Enercare Solutions announced that, through DE, it began originating commercial water heaters and HVAC Equipment in Nova Scotia as a result of the then relatively recent introduction of natural gas in that province.

In 2014, Enercare Solutions acquired the rental portfolio comprised of water heaters of Energy Services Niagara, which included approximately 2,468 assets, consisting primarily of electric and gas-fired water heaters for cash consideration of approximately \$3,035, plus inventory of \$38. In connection with the acquisition, Energy Services Niagara, Enercare Solutions and EGD entered into an assignment, assumption and consent agreement pursuant to which the amended and restated open bill access billing and collection services agreement dated as of January 6, 2014 between Energy Services Niagara and EGD (the "**Energy Services Niagara OBA**") and related agreements were assigned to Enercare Solutions. The Energy Services Niagara OBA is on substantially similar terms as the OBA and Enercare OBA.

Also in 2014, pursuant to an asset purchase agreement dated July 24, 2014 (the "**OHCS Asset Purchase Agreement**") between Enercare, EHCS and DE, Enercare Solutions, through EHCS, acquired the assets of OHCS from DE, which included the DE Co-ownership Interest, for a purchase price of approximately \$550,390, subject to working capital adjustments. The DE Acquisition also included OHCS' Protection Plans, HVAC Equipment sales, small commercial services and other services businesses. The DE Acquisition and related transaction costs of approximately \$23,000 were financed through a combination of debt and equity, including approximately \$333,262 from Enercare's offering of subscription receipts (the "**DE Subscription Receipts**"), \$150,000 from the 2014 Term Credit Facility (see "Consolidated Capitalization of Enercare Solutions") and \$100,000 from a private placement of Common Shares to DE. A portion of such Common Shares were sold to Enercare through the NCIB in 2015 (See "Developments in 2015, 2016 and 2017 – Block Trade Purchase of Common Shares") and DE notified Enercare in 2016 that it had sold the remainder of such Common Shares.

In March 2015, Enercare Solutions acquired the rental portfolio comprised of water heaters of Cobourg Network, comprised of approximately 1,380 electric water heaters, for cash consideration of approximately \$890, subject to post-closing adjustments. In connection with the acquisition, Cobourg Network and Enercare Solutions also entered into a transitional agreement, pursuant to which Cobourg Network provided transitional support and billing and collection services on behalf of Enercare Solutions.

Enercare Solutions has developed and tested a new smart home product offering (“**Smarter Home**”) that enables customers to utilize technology to support energy efficiency savings by providing insights on heating and cooling equipment functionality. Customers are able to use a mobile application to monitor and control their home at any time and from any place. At the outset, Smarter Home, among other things, allows customers to manage their energy usage, monitor and control their cooling and heating appliances, detect water leaks and enable remote water shut-off. Enercare Solutions tested several options with an approximately 140 person pilot in late 2017 to early 2018 and completed a controlled launch of Smarter Home to customers in Ontario in March of 2018.

For more information on the Home Services business of Enercare Solutions, see “Home Services”.

### *Service Experts*

In 2016, Enercare Solutions acquired, through a merger, the Service Experts business. Enercare Solutions purchased 100% of the outstanding shares of SEHAC for approximately US\$340,750, excluding transaction costs, subject to customary working capital and other adjustments (the “**Consideration**”). For more information on the SE Transaction, see “– Developments in 2015, 2016 and 2017 – Enercare Solutions Acquires Service Experts Business”.

In 2017, the Service Experts business completed the acquisition of certain assets in Austin, Texas from CS Operating LLC (“**Church Services**”), an HVAC and plumbing company. The Service Experts business acquired the assets for US\$875 and paid the purchase price using cash on hand. For more information on the acquisition of Church Services, see “Developments in 2015, 2016 and 2017 – Service Experts Business Completes Acquisition of Church Services.”

In 2017, the Service Experts business acquired certain assets of Hammond Plumbing & Heating Inc. (“**Hammond**”), a full-service residential and commercial plumbing and heating company, for cash consideration of approximately \$5,300. For more information on the acquisition of Hammond, see “Developments in 2015, 2016 and 2017 – Service Experts Business Completes Acquisition of Hammond.”

In 2017, the Service Experts business acquired certain assets of Aramendia Plumbing, Heating & Air Ltd. (“**Aramendia**”), an HVAC and plumbing services company, with locations in San Antonio, Texas and McKinney, Texas, for cash consideration of approximately US\$24,000. For more information on the acquisition of Aramendia, see “Developments in 2015, 2016 and 2017 – Service Experts Business Completes Acquisition of Aramendia.”

In 2018, the Service Experts business acquired certain assets of CS Newco, LLC and Finch Newco, LLC (“**CS & Finch**”), which offers residential and commercial HVAC, plumbing and other related services in certain Texas markets. The cash consideration for the acquisition was US\$15,000. Enercare Solutions indirectly funded a portion of the purchase price by drawing \$15,000 on the 2014 Line of Credit. For more information on the acquisition of CS & Finch, see “Recent Developments – Service Experts Business Acquires Additional Operations in Texas.”

In 2018, the Service Experts business completed the acquisition of certain assets of Midway Services, LLC and MSICORP, LLC (“**Midway**”), which provides HVAC, plumbing and

electrical, sales and service as well as residential interior kitchen, bath and general remodeling in Tampa, Florida. The cash consideration for the acquisition was US\$8,000, subject to post-closing adjustments. Service Experts funded the purchase price through Enercare Solutions drawing \$10,000 on the 2014 Line of Credit. For more information on the Midway acquisition, see “Recent Developments – Service Experts Business Acquires Assets of Midway Services, LLC and MSICORP, LLC.”

For more information on the Service Experts business of Enercare Solutions, see “Service Experts”.

## **Developments in 2015, 2016 and 2017**

### *Changes to the Consumer Protection Act, 2002*

In November 2013, the *Stronger Protection for Ontario Consumers Act, 2013* (“**Bill 55**”) passed third reading in the Ontario Legislature. Bill 55 was a direct response by the Ontario Government to aggressive and deceptive door-to-door water heater rental sales.

In March 2014 and October 2014, the Ontario Ministry of Government and Consumer Services (the “**Ministry**”) issued proposals for regulations to implement Bill 55 and invited public consultation on the proposals. Enercare submitted its comments on the proposals to the Ministry in respect of both consultations.

On April 1, 2015, the amendments to the Consumer Protection Act pursuant to Bill 55 came into force.

Among other things, Bill 55 effected the following changes in respect of direct agreements for the supply of water heaters:

- doubled the existing 10-day cooling-off period to 20 days, providing consumers with more time to consider their decision;
- subject to certain exceptions, including where the consumer initiates contact with the supplier, banned the delivery and installation of water heaters during the new 20-day cooling-off period; and
- provided new consumer protection when the rules are not followed, such as requiring the supplier to reimburse the customer for all cancellation, return or removal fees when the 20-day cooling-off period is not observed.

Concurrently with the coming into force of Bill 55, new or amended regulations under the Consumer Protection Act (the “**Regulations**”) also came into effect. Among other things, the Regulations require the following in respect of direct agreements for the supply of water heaters:

- companies must confirm sales by making scripted and recorded telephone calls to the customer, subject to certain exceptions including where the consumer initiates contact with the supplier; and

- enhanced disclosure must be provided, including the requirement to include mandatory cover pages and the comparable retail price, rental rate, total amounts payable under the contract and any termination charges.

Enercare Solutions believes that Bill 55 was a strong enhancement in consumer protection that provided the necessary protection for its customers and greatly assisted with its continued efforts to combat attrition in its water heater business. Bill 55 was effectively repealed on March 1, 2018 with the coming into effect of the relevant provisions of Bill 59, except that the enhanced disclosure obligations remain in effect until the disclosure obligations under Bill 59 come into force on May 1, 2018. Enercare Solutions believes that Bill 59 will expand and improve upon the consumer protection offered by Bill 55 and assist with its continued efforts to combat attrition in its water heater business. See “–*The Putting Consumers First Act, 2016*”.

#### *Acquisition of Water Heater Rental Business of Cobourg Network*

In March 2015, Enercare Solutions acquired the rental portfolio of Cobourg Network. See “–*Acquisitions and Business Expansion*”.

#### *Rebranding Initiatives*

In June 2015, Enercare Solutions introduced a new brand platform, featuring a new logo and visual style. New Enercare branded workforce uniforms were deployed to over 700 front line employees and a fleet of over 650 vehicles were redesigned and rebranded. A redesigned Home Services business web site was launched featuring an enhanced visual style, simplified navigational structure, responsive design format and improved functionality.

In August 2015, Enercare announced its multi-year sponsorship with Exhibition Place in Toronto, which includes naming rights to the Enercare Centre (formerly the Direct Energy Centre).

In September 2015, Enercare Solutions completed its rebranding with the rebranding of customer invoices, sales literature and advertising. Enercare Solutions also launched its first fully integrated mass marketing campaign featuring TV, radio and digital media as well as media outreach programs.

#### *Extended Protection Plan Program*

On May 1, 2015, Enercare Solutions launched an extended protection plan program on heating and air conditioning sales (the “**Extended Protection Plan Program**”). Prior to May 1, 2015, these types of plans were outsourced to a third party extended warranty provider. The new program allowed Enercare Solutions to retain the customer relationship, and also to provide comprehensive ongoing maintenance as opposed to the outsourced arrangement which covered only limited parts and labour. These plans augment the customer value proposition when a customer chooses to purchase rather than rent. From the launch of the Extended Protection Plan Program to December 31, 2017, approximately 82% of residential HVAC Equipment sales included an Extended Protection Plan.

### *Strongest Quarterly Organic Unit Growth since 2005*

In October 2015, Enercare Solutions reported that quarterly rental unit growth surpassed attrition for the first time since the third quarter of 2007. Rental unit growth surpassed attrition during the third and fourth quarter of 2015 and each quarter of 2016 and 2017 by approximately 19,000 units in total. Such periods represent the first ten consecutive quarters of net unit growth in over a decade.

### *Block Trade Purchase of Common Shares*

In November 2015, Enercare purchased for cancellation 3,846,154 Common Shares under the NCIB at a price of \$15.61 per Common Share for an aggregate price of approximately \$60,000. The Common Shares were purchased from DE by way of a block trade and were cancelled. The Common Shares were originally issued to DE as partial consideration for the DE Acquisition.

### *Rental of Water Treatment Solutions*

In December 2015, Enercare Solutions launched a pilot program for a new rental proposition for water softeners, reverse osmosis systems and water filters (the “**Water Treatment Solutions**”), which is complementary to its water heater rental product. Similar to water heaters, water softeners have a useful life of approximately 16 years and have the benefits of enhancing the useful life of water heaters in hard water areas. These products were rolled out in phases within the operating territory during 2016.

### *HVAC Financing Program*

Following a pilot introduced in December 2015, Enercare Solutions launched the HVAC financing program to consumers in Ontario in October 2016.

### *Transfer of the Pension Assets and Liabilities from DE*

On December 1, 2015, Enercare Solutions received regulatory approval for the settlement and transfer of pension assets and liabilities from DE in respect of OHCS to the DE-established mirror pension plan with respect to the transferred employees from the DE Acquisition. This transfer was completed on January 28, 2016. Also, on January 28, 2016, DE funded the shortfall of the estimated deficit amount to fund the new pension plan on a solvency basis which was settled through an \$11,107 payment received from DE representing \$84,360 of pension liabilities net of \$73,453 of pension assets and \$200 of wind up expenses, as of December 22, 2015. Effective as of January 28, 2016, Enercare Solutions assumed all responsibilities related to the sponsorship and administration of the new pension plan.

### *Completion of Information Technology Transition and Exit from Transition Services Agreement with DE*

On December 20, 2015, Enercare Solutions and DE successfully completed the information technology transition and, as a result, the Transition Services Agreement which was entered into concurrently with the closing of the DE Acquisition, was terminated. Pursuant to the Transition Services Agreement, DE provided certain transition services to Enercare Solutions relating to,

among other things, the provision of ongoing information technology and other support services and information technology decoupling services.

#### *Enercare Solutions Acquires Service Experts Business*

On March 7, 2016, Enercare Solutions entered into a definitive merger agreement pursuant to which an indirect wholly-owned subsidiary of Enercare Solutions acquired, through a merger, SEHAC for consideration of US\$340,750, excluding transaction costs, subject to customary working capital and other adjustments. The SE Transaction closed on May 11, 2016. See “Material Contracts” for a summary description of the SE Acquisition Agreement.

In conjunction with the SE Transaction, Enercare also announced that it entered into an agreement with a syndicate of underwriters to issue, on a bought deal basis, approximately \$218,000 of subscription receipts plus approximately \$21,800 of subscription receipts issuable pursuant to an over-allotment option granted to the underwriters (collectively, the “**SE Subscription Receipts**”) to finance a portion of the Consideration, with the remainder being financed with a committed term loan provided by Enercare Solutions’ existing lenders. See “– Enercare Completes \$239,800 Bought Deal Offering of SE Subscription Receipts”.

#### *Enercare Completes \$239,800 Bought Deal Offering of SE Subscription Receipts*

On March 30, 2016, Enercare announced that it had completed its previously announced offering of SE Subscription Receipts (the “**2016 Offering**”). The 2016 Offering, which raised gross proceeds of approximately \$239,800, was underwritten on a bought deal basis by a syndicate of underwriters co-led by National Bank Financial Inc. and TD Securities Inc. and included RBC Dominion Securities Inc., Scotia Capital Inc., Desjardins Securities Inc. and Goldman Sachs Canada Inc. A total of 15,725,600 SE Subscription Receipts (which included 1,429,600 SE Subscription Receipts sold as a result of the exercise in full of the over-allotment option by the underwriters) were sold at a price of \$15.25 per SE Subscription Receipt (the “**2016 Offering Price**”).

The majority of the net proceeds from the 2016 Offering were used by Enercare to finance (through Enercare Solutions), in part, the SE Transaction (see “– Enercare Solutions Acquires Service Experts Business”).

In addition to the SE Subscription Receipts issued pursuant to the 2016 Offering, the Chief Executive Officer and certain other officers of SEHAC subscribed for an aggregate of approximately \$1,600 of SE Subscription Receipts at the 2016 Offering Price on a private placement basis (the “**Concurrent Private Placement**”).

The SE Subscription Receipts were automatically converted into Common Shares on closing of the SE Transaction (see “– Equity Financing”).

#### *Debt Financing*

In October 2014, Enercare Solutions entered into the 2014 Credit Facility. The 2014 Credit Facility comprises the 2014 Line of Credit, which is a 5-year \$200,000 revolving, non-amortizing variable rate credit facility with a maturity date of October 20, 2019 and the 2014

Term Credit Facility, which was a 4-year non-revolving, non-amortizing variable rate term credit facility in the amount of \$210,000 with a maturity date of October 20, 2018. The 2014 Term Credit Facility was repaid on February 23, 2017 using proceeds from the issuance of the Series 2017 Notes. See “– Issuance of Series 2017 Notes”. The full amount of the 2014 Term Credit Facility was drawn for the purpose of financing the DE Acquisition and re-paying the 2013 Term Credit Facility. Of the available credit under the 2014 Line of Credit, \$50,000 was drawn to partially fund the Common Shares purchased from DE by way of a block trade under the NCIB. See “– Block Trade purchase of the Common Shares”. A further \$55,000 was drawn in January 2017 for general corporate purposes. The 2014 Line of Credit ranks equally and ratably with the other outstanding Senior Indebtedness. At a “BBB” rating, the 2014 Line of Credit bears interest at a rate based upon the applicable banker’s acceptance rate plus 125 basis points, and a standby charge of 0.25%.

In order to finance a portion of the Consideration, Enercare Solutions entered into the 2016 Term Loan. The 2016 Term Loan comprises two 4-year non-revolving, non-amortizing variable rate term credit facilities in the aggregate amount of US\$200,000 with a maturity date of May 11, 2020. The full amount of the 2016 Term Loan was drawn for the purpose of financing the SE Transaction. The 2016 Term Loan contains representations, warranties, covenants and events of default that are customary for credit facilities of this kind and on substantially the same terms as the 2014 Credit Facility (see “Consolidated Capitalization of Enercare Solutions”), as the 2014 Credit Facility was modified in conjunction with the SE Transaction as described below. Enercare Solutions’ obligations under the 2016 Term Loan are guaranteed by all of Enercare Solutions’ direct and indirect subsidiaries, including SEHAC and SE Canada.

The 2016 Term Loan is payable interest only until maturity and is pre-payable in whole or in part at any time without penalty. The 2016 Term Loan bears interest at a rate of LIBOR plus 125 basis points or base rate plus 25 basis points at Enercare Solutions’ credit rating as of the date hereof.

In conjunction with the SE Transaction, Enercare Solutions entered into an amendment to the 2014 Credit Facility to give effect to the SE Transaction and 2016 Term Loan which included, among other things: (i) modifying the definition of Adjusted EBITDA to exclude the SE Transaction and integration costs up to \$10,300 in the aggregate; (ii) adding SEHAC and its affiliates and subsidiaries, as well as SE Canada, as guarantors; (iii) increasing certain of the “basket” sizes permitted under certain covenants and events of default (to take into account the increase of assets under management due to the SE Transaction); and (iv) the enhancement of certain financial covenants as described below.

The amendment to the 2014 Credit Facility included enhancements to certain of the financial covenants described under “Consolidated Capitalization of Enercare Solutions – Senior Indebtedness” as follows: (i) the ratio of total debt (other than subordinated debt) to Adjusted EBITDA must only be equal to or less than 4.75:1; and (ii) the ratio of Adjusted EBITDA to Cash Interest Expense must only be equal to or greater than 3.00:1.

Concurrent with the closing of the SE Transaction, a portion of the net funds from the SE Subscription Receipts were loaned from Enercare to Enercare Solutions in the form of an

interest bearing promissory note of \$187,504, so that an indirect wholly-owned subsidiary of Enercare Solutions could fund the SE Transaction.

#### *Equity Financing*

The majority of the net proceeds from the 2016 Offering were used by Enercare to finance the remaining portion of the Consideration. In accordance with the terms of the agreement pursuant to which the SE Subscription Receipts were issued, each outstanding SE Subscription Receipt was exchanged for one Common Share, resulting in the issuance of 15,834,600 Common Shares (including 109,000 Common Shares issued to certain U.S. persons, including the Chief Executive Officer and certain other officers of SEHAC in exchange for the SE Subscription Receipts issued to them in the Concurrent Private Placement) and a cash payment equal to \$0.14 per SE Subscription Receipt. The cash payment was equal to the aggregate amount of dividends per Common Share for which record dates occurred since the issuance of the SE Subscription Receipts, less any withholding taxes, if any, to the date of closing of the SE Transaction. The Common Shares issued in exchange for the SE Subscription Receipts issued in the Concurrent Private Placement were subject to a contractual hold period of six months from closing of the 2016 Offering.

#### *Enercare Solutions Launches Industry First Mobile App for Customers*

On September 27, 2016, Enercare Solutions announced that it had become the first Canadian home services company to launch a self-service mobile app, offering customers an easy-to-use, real-time tracking tool to manage their service appointments and enhance their overall experience with Enercare Solutions.

#### *Enercare Honoured for HR Excellence with the Accompass Award for HR Team of the Year*

On September 29, 2016, Enercare announced that it had been honoured by HRM Canada, a leading human resources publication, with the Accompass Award for HR Team of the Year. The prize, which is awarded annually to an organization with 500 or more employees in Canada, recognizes Enercare's high performance and focus on talent amid a period of exponential growth of its workforce.

#### *Service Experts Business Introduces Rental Program*

In October 2016, the Service Experts business introduced a rental program for HVAC Equipment and water heaters in several centers within Canada. The Canadian rollout of the rental program was completed in February 2017. The Service Experts business rolled-out its U.S. HVAC Equipment rental program throughout 2017; it is currently offered in seven states.

#### *Amendments to the Direct Selling Business Licensing Regulation under the Fair Trading Act, 2000*

Effective January 1, 2017, the Alberta Government strengthened protections for Alberta consumers with its introduction of an amendment to the Direct Selling Business Licensing Regulation under the Fair Trading Act, 2000 (the “**Amended DSBL Regulation**”). The Amended DSBL Regulation is expected to address concerns related to questionable sales tactics

used in the sale of rental water heater and HVAC equipment by prohibiting unsolicited door-to-door sales of, among other things, furnaces, air conditioners, water heaters and energy audits. Enercare Solutions believes that the Amended DSBL Regulation is a positive development for consumers and its business.

#### *Filing of Enercare Solutions' Short Form Base Shelf Prospectus*

On January 30, 2017, Enercare Solutions filed its short form base shelf prospectus in each of the provinces and territories of Canada qualifying Enercare Solutions to offer up to an aggregate principal amount of \$1,000,000 of debt securities. The specific terms of each offering of debt securities offered under the short form base shelf prospectus are set forth in a prospectus supplement. One such prospectus supplement was filed in respect of the Series 2017 Notes. See “– Issuance of Series 2017 Notes”.

#### *Service Experts Business Completes Acquisition of Church Services*

In 2017, the Service Experts business completed the acquisition of certain assets in Austin, Texas from Church Services, an HVAC and plumbing company. The Service Experts business acquired the assets for US\$875 and paid the purchase price using cash on hand.

#### *Issuance of Series 2017 Notes*

On February 21, 2017, Enercare Solutions issued \$275,000 aggregate principal amount of 3.38% Series 2017-1 Senior Unsecured Notes due February 21, 2022 (the “**Series 2017-1 Notes**”) and \$225,000 aggregate principal amount of 3.99% Series 2017-2 Senior Unsecured Notes due February 21, 2024 (the “**Series 2017-2 Notes**”, and together with the Series 2017-1 Notes, the “**Series 2017 Notes**”). The Series 2017-1 Notes were sold at a price of 99.982% of the principal amount, with an effective yield of 3.384% per annum if held to maturity. The Series 2017-2 Notes were sold at a price of 99.982% of the principal amount, with an effective yield of 3.993% per annum if held to maturity. The Series 2017 Notes received ratings of "BBB", with a "stable" trend from DBRS and "BBB", with a "stable" outlook from S&P.

The proceeds of the issuance of the Series 2017 Notes were used by Enercare Solutions to: (i) repay the 2014 Term Credit Facility on February 23, 2017; (ii) redeem all of its outstanding Series 2012-1 Notes (including accrued and unpaid interest and the applicable make-whole premium) on March 23, 2017; and (iii) repay a portion of the 2014 Line of Credit. See “– Redemption of Series 2012-1 Notes”.

#### *Redemption of Series 2012-1 Notes*

On March 23, 2017, Enercare Solutions redeemed the Series 2012-1 Notes. The Series 2012-1 Notes were redeemed for an aggregate redemption price of approximately \$258,377, which included payment of interest and a make-whole premium, using proceeds from the issuance of the Series 2017 Notes. See “– Issuance of Series 2017 Notes”.

#### *Retirement of Scott Boxer and Appointment of Scott Boose as President and Chief Executive Officer, Service Experts*

On March 20, 2017, Scott Boxer retired as President and Chief Executive Officer, Service Experts and Scott Boose was appointed President and Chief Executive Officer, Service Experts. Mr. Boxer assisted with the transition until his retirement in May 2017.

#### *The Putting Consumers First Act, 2016*

On April 13, 2017, the Putting Consumers First Act (Consumer Protection Statute Law Amendment), 2017 (“**Bill 59**”) received royal assent. The government has stated that Bill 59 is intended to protect consumers against high-pressure tactics used by “aggressive door-to-door sales marketers to sell certain products and services.”

On July 5, 2017, the Ministry of Government and Consumer Services posted a consultation paper seeking industry and other interested parties’ input on the regulations to implement Bill 59 and invited public submissions. Enercare submitted its comments on August 21, 2017.

On December 18, 2017, the implementing regulations in respect of Bill 59 were published and on January 26, 2018, regulations with new disclosure requirements in connection with Bill 59 were also published. The requirements in these regulations become effective on March 1, 2018, except certain disclosure requirements which will come into effect on May 1, 2018.

Among other things, Bill 59 and its related regulations:

- ban unsolicited door-to-door sales of prescribed appliances such as water heaters, furnaces, air conditioners and water filters;
- void all contracts resulting from unsolicited door-to-door sales of the prescribed appliances;
- enable consumers to demand a refund from the supplier up to one year after the payment was made under the void contract;
- enhance disclosure in contracts related to prescribed appliances signed in the home; and
- provides consumers with a 10-day cooling off period to reconsider their decision in respect of contracts related to prescribed appliances signed in the home.

The new rules for water heater door-to-door sales that came into effect on April 1, 2015 pursuant to Bill 55, coupled with various Enercare Solutions initiatives to educate consumers and enhance its customer value proposition, have helped to significantly reduce attrition in its rental water heater business. Enercare Solutions supports Bill 59 and the protection it affords consumers from door-to-door and outbound marketing abuses. The impact, if any, of additional disclosure requirements resulting from Bill 59 have yet to be assessed.

#### *Enercare Home Services Receives Accreditation by the BBB*

On May 1, 2017, Enercare announced that the Home Services business had been accredited by the Better Business Bureau (BBB) serving central Ontario with a rating of A. The Home Services business’ rating is an A+ as of the date hereof.

*Service Experts Business Completes Acquisition of Hammond*

On May 24, 2017, the Service Experts business acquired Hammond Plumbing & Heating Inc., a full-service residential and commercial plumbing and heating company, for consideration of \$5,300. SEHAC acquired certain assets plus assumed warranty liabilities and paid the purchase price using cash.

*Service Experts Business Completes Acquisition of Aramendia*

On August 15, 2017, the Service Experts business acquired HVAC and plumbing assets of Aramendia Plumbing, Heating & Air Ltd., an HVAC and plumbing services company, with locations in San Antonio, Texas and McKinney, Texas for consideration of US\$24,000.

**Recent Developments**

*Service Experts Business Completes Acquisition of Additional Operations in Texas*

On January 4, 2018, the Service Experts business acquired certain assets of CS & Finch, which offers residential and commercial HVAC, plumbing and other related services in certain Texas markets. The cash consideration for the acquisition was US\$15,000. Enercare Solutions indirectly funded a portion of the purchase price by drawing \$15,000 on the 2014 Line of Credit.

*Service Experts Business Sells the Assets of Four Centers in Ontario*

On January 16, 2018, the Service Experts business completed the sale of certain assets and liabilities related to its residential HVAC operations in four centers located in Whitby, Scarborough, Brampton and Ottawa, Ontario to Right Time GTA Inc. for cash consideration of approximately \$13,422. The sale of these assets was completed to address Enercare's Ontario market overlap, resulting from the SE Transaction, between the service territory of Service Experts business locations with that of certain Enercare franchisees.

*Resignation of Evelyn Sutherland as Chief Financial Officer and Appointment of Brian Schmitt as Acting Chief Financial Officer*

On January 28, 2018, Evelyn Sutherland resigned as Chief Financial Officer of Enercare Solutions and its subsidiaries, other than those operating the Service Experts business. On January 29, 2018, Brian Schmitt was appointed as Acting Chief Financial Officer of Enercare Solutions and its subsidiaries, other than those operating the Service Experts business.

*Appointment of Director*

On January 30, 2018, John W. Chandler was appointed as a Director of Enercare and its subsidiaries, other than those operating the Service Experts business.

*Order for Production of Information in respect of Enercare's Residential Water Heater Business*

On February 2, 2018, as anticipated, an order for production of information was issued in connection with the Competition Bureau's (the "**Bureau**") inquiry into whether Enercare has a

dominant market position supplying residential water heaters in the former Enbridge Gas distribution territory and has engaged in anti-competitive acts through its water heater return procedures and its buyout form of contract. Known as a so-called “Section 11 order” under the Competition Act, this is a routine procedural step in a Bureau inquiry. Enercare has been voluntarily cooperating with the Bureau in its process and expects that it will satisfy the information requests within required timelines. Enercare provided the Bureau with its voluntary assurance in November 2014 regarding return procedures when it completed the DE Acquisition (see “Risk Factors – Regulatory Matters”). That voluntary assurance did not address the buyout form of contract – a form of contract that the Bureau approved in 2010. Enercare believes that it has complied in all material respects with the voluntary assurance. Furthermore, Enercare believes that it does not have a dominant market position and, in any event, has not engaged in anti-competitive acts. Enercare strives to conduct its business in compliance with all applicable laws, including the Competition Act and the voluntary assurance provided to the Bureau. Although it is not possible to predict the outcome of the Bureau’s inquiry at this stage in the process, Enercare expects to continue to work cooperatively with the Bureau to address its concerns and hopes to arrive at a mutually satisfactory resolution.

#### *Service Experts Business Completes Acquisition of Midway Services, LLC and MSICORP, LLC*

On March 5, 2018, the Service Experts business completed the acquisition of certain assets of Midway which provides HVAC, plumbing and electrical, sales and service as well as residential interior kitchen, bath and general remodeling in Tampa, Florida. The cash consideration for the acquisition was US\$8,000, subject to post-closing adjustments. Service Experts funded the purchase price through Enercare Solutions drawing \$10,000 on the 2014 Line of Credit.

#### *Enercare Solutions Launches Initial Smarter Home Offering to Customers*

On March 14, 2018, Enercare Solutions introduced its initial Smarter Home offering in Ontario. For more information on Smarter Home, see “Enercare Solutions Inc. – Acquisitions and Business Expansion.”

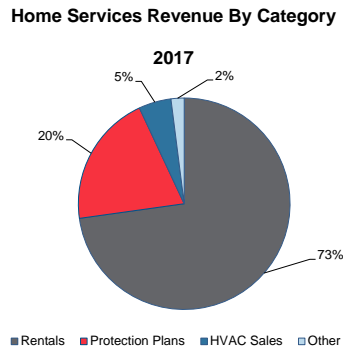
## **HOME SERVICES**

### **General**

The Home Services business consists of the following: the Rental Portfolio, the Protection Plan Portfolio, HVAC Sales, and Other Services. In 2015, 2016 and 2017, revenues (excluding investment income) from the Rental Portfolio, the Protection Plan Portfolio, HVAC Sales, and Other Services accounted for Enercare Solutions’ consolidated revenues as follows:

- Rental Portfolio – 2015: \$298,133 (69%); 2016: \$314,109 (37%); 2017: \$333,269 (30%);
- Protection Plan Portfolio – 2015: \$91,885 (21%); 2016: \$95,443 (11%); 2017: \$92,764 (8%);
- HVAC Sales – 2015: \$24,872 (6%); 2016: \$20,061 (2%); 2017: \$22,664 (2%); and
- Other Services – 2015: \$11,581 (3%); 2016: \$9,005 (1%); 2017: \$9,180 (1%).

Of the four main business activities, the Rental Portfolio component produces the largest portion of revenue, followed by the Protection Plan Portfolio, HVAC Sales and Other Services, as illustrated in more detail by the following chart.



### **The Rental Portfolio**

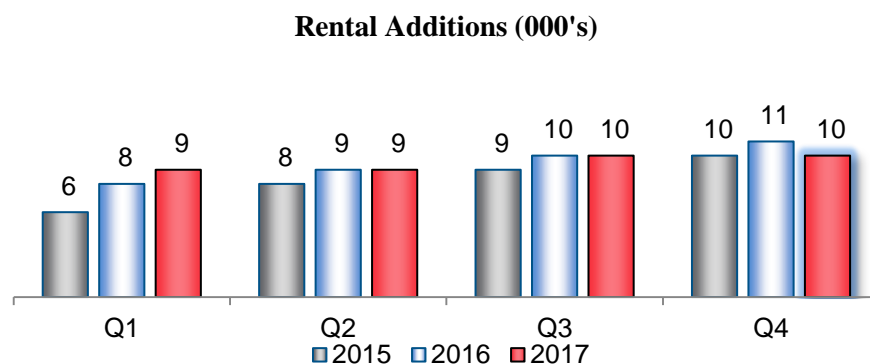
There are approximately 1.1 million customers for residential and commercial rental water heaters and HVAC Equipment in the Rental Portfolio, all of which are located in Ontario, other than approximately 1,215 units located in New Brunswick and Nova Scotia.

The following sections contain information concerning the Rental Portfolio.

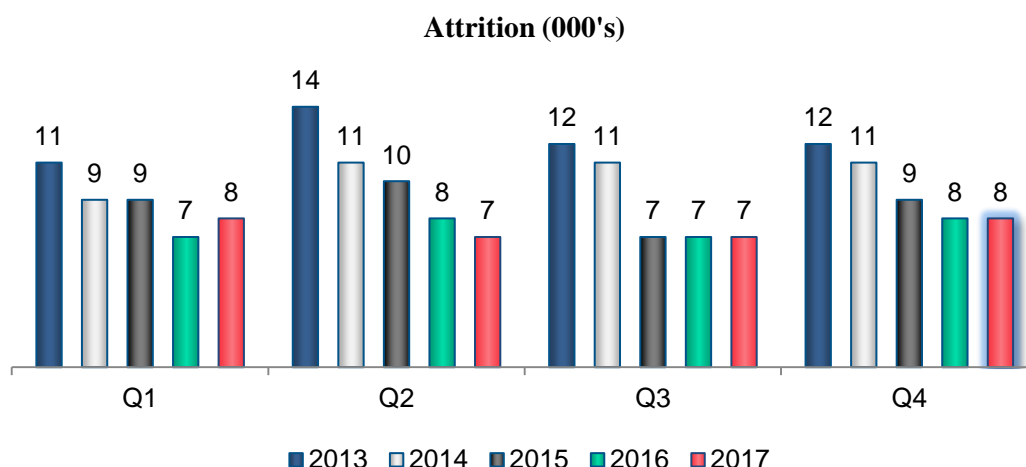
#### *Growth of the Rental Portfolio*

The Home Services business is focused on growing the Rental Portfolio by increasing originations and reducing attrition. Rental unit additions surpassed attrition during the third and fourth quarter of 2015 and each quarter of 2016 and 2017 by approximately 19,000 units in total. Such periods represent the first ten consecutive quarters of net unit growth for Enercare Home Services in over a decade.

Originations are primarily obtained from the new home builder market and new customers identified through field technicians and dealers. New products, such as rental HVAC, have contributed significantly to increasing total originations. As seen in the graph below, additions were approximately 10,000 units in the fourth quarter of 2017 and 37,500 units for the year ended December 31, 2017, decreases of 9% and 1%, respectively, compared to the same periods in 2016.

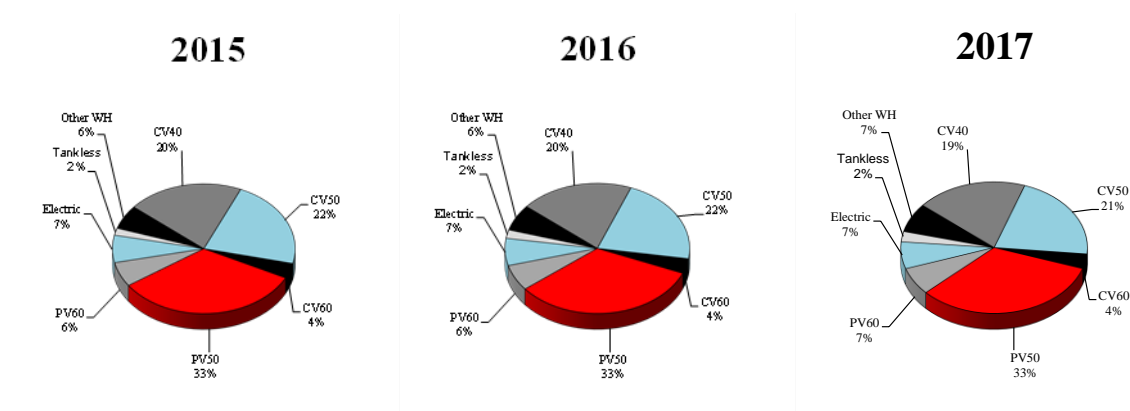


To aid in the reduction of attrition, Enercare Home Services has implemented many programs, including continued consumer education campaigns and customer retention programs. Such initiatives, coupled with enhancements to Enercare Solutions' customer value proposition (for example, the "same day service campaign") and the coming into effect of Bill 55 on April 1, 2015, have helped to significantly reduce attrition. The chart below illustrates attrition trends since 2013.



### *Different Types of Water Heaters*

The charts below set out the different sizes and types of water heaters in the Rental Portfolio as at December 31, 2015, 2016 and 2017, respectively. The types of equipment indicate whether the water heaters are gas-fired water heaters (referred to as "CV40", "CV50", "CV60", "PV50" or "PV60"), electric water heaters (referred to as "Electric"), tankless water heaters (referred to as "Tankless") or other types of residential water heaters not otherwise included in the charts (referred to as "Other"). In the case of gas-fired water heaters, the volume of the tank is indicated in U.S. gallons. For example, power vented 50 (or "PV50") is a power vented water heater with a 50 gallon tank and conventional 40 (or "CV40") is a conventional vented water heater with a 40 gallon tank.



### *Other Rental Portfolio Assets*

In addition to residential water heaters, the Rental Portfolio consists of other rental assets, including commercial water heaters, and residential and commercial furnaces, air conditioning units, boilers, conversion burners and Water Treatment Solutions. These other assets account for approximately 5.5% of the number of assets in the Rental Portfolio.

### *Typical Manufacturers' Warranty*

Water heaters in the Rental Portfolio are, and have in the past been, typically purchased from manufacturers with express one-year parts and labour warranties and six-year tank failure warranties. In 2006, the tank failure warranties were extended to eight years. As at December 31, 2017, approximately 52% of the water heaters in the Rental Portfolio were covered under manufacturer's express warranties.

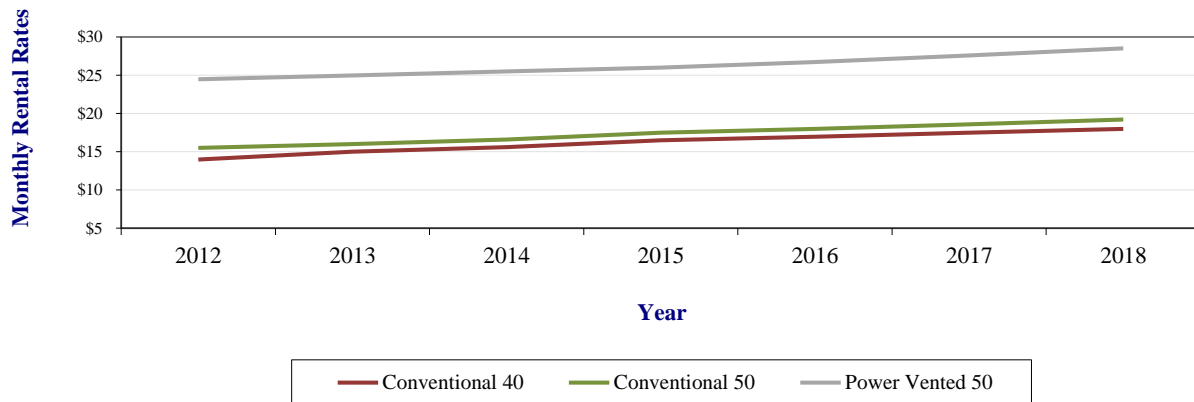
HVAC Equipment in the Rental Portfolio is, and has in the past been, typically purchased from manufacturers with express six-year parts warranties (five-year parts warranties prior to 2012). Upon online registration in accordance requirements of certain manufacturers, such parts warranties are increased to 10 years.

### *Rental Rates*

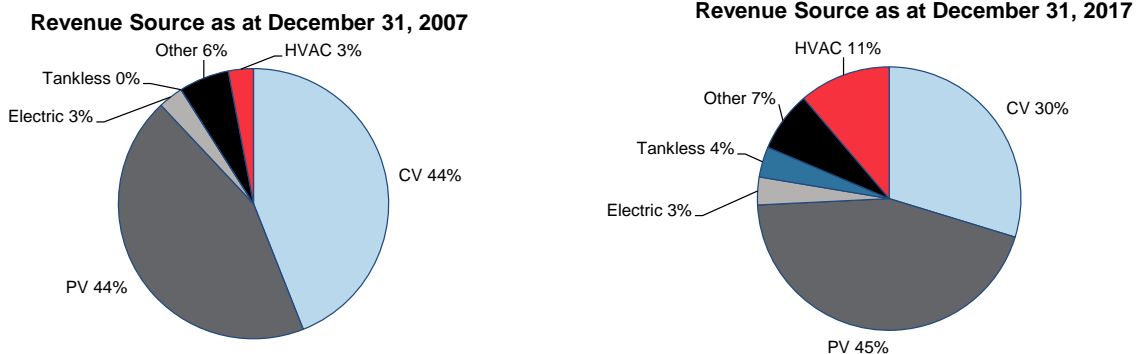
In January 2016, 2017 and 2018 Enercare Solutions increased its weighted average rental rate in the Rental Portfolio by 2.7%, 3.1% and 3.0%, respectively.

The following chart shows historical rental rates per month for the specified types of natural gas water heaters for the six years to 2017. Effective January 2016, 2017 and 2018, the Home Services business implemented an average increase in rental rates of 2.9%, 3.3% and 3.2%, respectively, for the specified types of natural gas water heaters below, which, as demonstrated above, represent the substantial majority of residential water heaters in the Rental Portfolio.

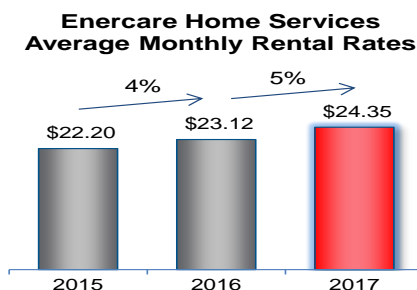
## Growth in Monthly Rental Rates



In recent years, changes in water heater technology and consumer trends have led to an increase in the origination of higher value products. One of Enercare Solutions’ growth platforms has been to focus on single family and multi-residential HVAC rental units. Although the results have a small impact on the unit continuity, HVAC units provide three to five times more rental revenue than that of a water heater. A comparison of the product mix ten years ago to that of today reveals that the portfolio contains a higher percentage of power vent (“PV”), HVAC and tankless rental units, all of which provide a higher revenue than conventional vent (“CV”) units.



Enercare Solutions is also able to grow revenue through rental rate increases each year. In January of 2016 and 2017, Enercare Solutions increased its weighted average rental rate by 2.74% and 3.10%, respectively, with respect to the rental water heater portfolio. This, in combination with asset mix changes and the focus on adding HVAC rental units, led to an increase in the average portfolio rental rate of 4% from 2015 to 2016 and 5% from 2016 to 2017. The weighted average rental rate increase for the HVAC rental portfolio was 5% from 2016 to 2017.



### *Product Faults*

Across the Rental Portfolio, there are inevitably product and component failures. These failures are typically attributable to:

- normal wear and tear – in these circumstances Enercare Solutions will be required to service at its own cost or, if required, remove the water heaters or HVAC Equipment, as applicable; and
- manufacturer defects – historically there have been instances where water heaters or HVAC Equipment, as applicable (or components) have been subject to recall or a retrofit program for defects inherent in the manufacture or design of the equipment. On these occasions, Enercare Solutions has worked with the manufacturer to ensure that the defects are remedied on a timely basis with minimum disruption to customers. Where the defect is discovered when a manufacturer's warranty is still in effect, Enercare Solutions has typically sought to enforce its rights under the terms of the warranty. Where the warranty has expired, Enercare Solutions has worked with the manufacturer to find a mutually acceptable resolution.

### *Summary of Rental Arrangements*

All installed rental water heaters and HVAC Equipment are governed by a rental arrangement with the customer. Rental contracts are either reflected in an agreement with the customer or by the customer's course of conduct. Subject to any regulatory requirements (see "Risk Factors – Risks Related to the Home Services Business and Industry"), Enercare Solutions did not historically require builders to obtain rental contracts from customers.

Nearly all of the rental contracts provide that during the useful life of the water heater or HVAC Equipment, as applicable, Enercare Solutions will service the water heater or HVAC Equipment, as applicable, with no service charges or parts replacement charges except in limited circumstances, including damage caused by the customer and in respect of vent or pipe cleaning, repair or replacement. Enercare Solutions provides 24 hours per day, 7 days per week emergency phone support. All of the rental contracts can be transferred to subsequent homeowners upon the sale of the customer's home. Currently, most standard residential real estate purchase and sale agreements in use in Ontario expressly contemplate the possibility of rental water heaters.

In return for the above services provided by Enercare Solutions, the customer agrees to pay, usually on a monthly basis, rental charges set by Enercare Solutions from time to time, in certain instances subject to an annual increase limit.

Unless authorized by Enercare Solutions, no person other than Enercare Solutions (or its franchisees or agents) is permitted to service the water heater or HVAC Equipment, as applicable, during the term of the rental contract. At the end of the useful life of the water heater or HVAC Equipment, as applicable, the customer is not obligated to rent, and Enercare Solutions is not obligated to supply, a replacement water heater or HVAC Equipment, as applicable, unless there is mutual agreement to do so.

There are currently essentially two forms of rental contracts. The first form of contract, referred to as the “non-buy out form of contract”, only applies to water heaters and gives a customer the right to purchase his or her water heater at a pre-determined purchase price discounted based on the age of the water heater, determined with reference to the price of the water heater at the time of installation of the water heater, or to terminate his or her rental contract at any time and return the water heater to Enercare Solutions. Approximately 53% of rental water heater customers in the Rental Portfolio are under the non-buy out form of contract.

The second form of contract, referred to as the “buy-out form of contract”, was implemented in 2010 in respect of water heaters and also applies to all rental HVAC Equipment. The buy-out form of contract requires customers to buy-out their water heaters or HVAC Equipment, as applicable, at a pre-determined price discounted based on the age of the equipment if the contract is terminated prior to the end of the useful life of the water heater or HVAC Equipment, as applicable. Approximately 47% of rental water heater customers in the Rental Portfolio are under the buy-out form of contract. The buy-out form of contract is currently the subject of a review by the Bureau. See “Risk Factors – Regulatory Matters”.

#### *Water Heater Rental Market in Ontario*

The water heater rental program now operated by Enercare Solutions as part of the Home Services business was started by EGD in the late 1950's in an effort to encourage Ontario customers to switch to natural gas and build year-round demand for gas supply. Customers were attracted to the program due to both the cost advantages of using gas to heat water and the convenience and efficiency of the energy source. In addition, the rental program offered the homeowner a convenient way of installing and maintaining an important piece of equipment in their house with no capital outlay.

The Canadian water heater rental market is currently limited primarily to Ontario where homeowners have generally elected to rent rather than buy water heaters. However, there are some water heater rental opportunities in other parts of Canada, including parts of Alberta, Manitoba, Québec, Nova Scotia and New Brunswick.

There have historically been two primary sources of growth in the natural gas water heater rental market in Ontario. These are the replacement of electric, oil and propane fuel burning water heaters with gas appliances and newly constructed homes.

Although there continues to be some replacement of electric, oil and propane water heaters with gas appliances, the majority of growth in the water heater market is currently a result of new home construction. The Rental Portfolio's customer base is primarily in the detached, semi-detached and row house markets, although there are some customers in other housing types (such as apartments). Below are the number of newly constructed detached, semi-detached and row homes in Ontario in each of the years indicated.

	2015	2016	2017
Detached, Semi-Detached and Row Housing Starts in Ontario	37,482	44,130	48,129

Source: Canadian Mortgage and Housing Corporation

### *Removal of Water Heaters or HVAC Equipment*

There are a limited number of circumstances where water heaters or HVAC Equipment will be removed from the Rental Portfolio. These are as follows:

- end of the useful life;
- customer termination of the rental contract (“**customer terminations**”); and
- customer acquisition of the underlying water heater or HVAC Equipment (“**buy-outs**”).

### *End of Useful Life*

Water heaters and HVAC Equipment in the Rental Portfolio have an average useful life of approximately 16 years, and often operate for more than 20 years. However, there are a number of operating parts that can and do fail. The main reasons for water heater failure are leaks, lime build-up, physical damage and rusting of the tank. The main reason for HVAC Equipment failure is normal wear and tear. Where it is not economical to repair the water heater or HVAC Equipment, as applicable, or replace defective parts, a replacement unit under a new rental contract will typically be offered to a customer.

### *Customer Terminations and Buy-outs*

There are currently essentially two forms of rental contracts (see “– Summary of Rental Arrangements”). Under the non-buy out form of contract, a customer may terminate his or her rental at any time by notifying Enercare Solutions. If this occurs, unless the customer elects to buy the water heater at a pre-determined price set forth in the rental contract, either Enercare Solutions will remove the water heater from the customer's premises (a pick-up charge may apply) or the customer can return the water heater, or have the water heater returned.

Under the buy-out form of contract, a customer can only terminate his or her rental contract prior to the end of the useful life of the water heater or HVAC Equipment, as applicable, by purchasing their water heater or HVAC Equipment, as applicable, at a pre-determined price. The buy-out form of contract is currently the subject of a review by the Bureau. See “Risk Factors – Regulatory Matters”.

A customer seeking to upgrade his or her water heater to another is not charged a fee for this service. In almost all cases, it is not economically viable to refurbish and re-install used water heaters. The customer is charged applicable rental rates on the newly installed water heater. However, Enercare Solutions will typically charge customers for additional installation work if the installation requirements warrant it.

Buy-outs and customer terminations have decreased steadily since 2010 (see “ – Growth of Rental Portfolio”).

## **Protection Plan Portfolio**

The following sections contain information concerning the Protection Plan Portfolio, which was acquired by Enercare Solutions as part of the DE Acquisition.

### *General*

Enercare Solutions has approximately 552,000 residential and commercial protection plan customers in the Protection Plan Portfolio, all of which are located in Ontario. Enercare Solutions sells a variety of plans (each, a “**Protection Plan**”) covering such items as furnaces, air conditioning, electrical systems, plumbing and appliances. There are essentially two types of Protection Plans: maintenance Protection Plans and full service Protection Plans. Maintenance Protection Plans essentially only provide for maintenance services, whereas full service Protection Plans provide a broader suite of protections, such as parts and labour. The plans are typically one year in length with monthly or annual payment options.

On May 1, 2015, the Home Services business launched an Extended Protection Plan Program for a term of three, seven or eleven years on heating and air conditioning sales. Prior to the launch of this program, these types of plans were outsourced to a third party extended warranty provider. The Extended Protection Plan Program not only allows Enercare Solutions to retain the customer relationship, but also provides for ongoing maintenance, whereas the outsourced arrangement covered only limited parts and labour. The Extended Protection Plan Program augments the customer value proposition when a customer chooses to purchase rather than rent. Since inception, approximately 82% of residential HVAC unit sales included a plan under the Extended Protection Plan Program (each, an “**Extended Protection Plan**”).

### *Summary of Terms and Conditions*

The Protection Plans are governed by terms and conditions that set out, among other things, the parts and service coverage inclusions and exclusions of each Protection Plan. The Protection Plan terms and conditions generally provide service and/or maintenance in exchange for a fixed fee that is paid by lump sum or through monthly installments billed to the customer. Protection Plan contracts are generally entered into for an initial term of one year, subject to automatic annual renewal unless either the customer or Enercare Solutions provides advanced notice of non-renewal. If a customer cancels a Protection Plan or if Enercare Solutions cancels the Protection Plan due to non-payment, any remaining installments on the annual fees will immediately become due. Enercare Solutions has the right to modify the terms and conditions, including pricing, by giving notice to the customer no less than 30 days, and no more than 90 days, prior to the anniversary date of each Protection Plan contract. The Protection Plan terms

and conditions generally provide that Protection Plans can be transferred to a customer's new residence (provided the new residence is located within Enercare Solutions' service area) in the event the customer moves and notifies Enercare Solutions of the move in advance. Customers cannot assign the Protection Plan without Enercare Solutions' written consent.

The terms and conditions governing the Extended Protection Plan Program are substantially similar to those of the Protection Plans with certain exceptions, including the upfront payments, fixed terms and non-transferability of an Extended Protection Plan.

### *Attrition*

Due to the annual nature of the contract, Protection Plans tend to have a higher churn rate. The following table illustrates the protection plan contract continuity for years ended December 31, 2017 and 2016.

Protection Plan Unit Continuity (000's)	Year ended December 31,	
	2017	2016
Contracts - start of period	542	545
Portfolio additions	77	71
Protection plan attrition	(67)	(74)
Contracts - end of period	552	542
% change in units during the period	1.8%	(0.6%)

Other than non-renewals, other reasons for attrition include customers purchasing HVAC Equipment from Enercare Solutions or its competitors, customers moving out of the service area of the Home Services business or customers moving into homes with HVAC Equipment and/or appliances that are not eligible for coverage, and non-renewals of one year promotional offers.

During 2015 and 2016, Enercare Solutions made changes to the offerings and related promotions of the Protection Plan Portfolio. As a result, a number of Protection Plans were consolidated and pricing was adjusted. Many of the changes made improved the average monthly revenue per Protection Plan.

Overall Protection Plan attrition improved during 2017 by 9%, in part due to new plan offers and competitive pricing, compared to 2016. In 2017, HVAC unit originations continued to be more through rentals than sales. Accordingly, the opportunities for Protection Plan sales were fewer as rentals already include a service component. The execution of the HVAC rental strategy is a key component of the long term growth of the Home Services business, as it continues to grow Enercare Solutions' recurring revenue base, including service offerings that allow it to provide a valuable experience for customers while positioning Enercare Solutions for future cross-selling opportunities.

### **HVAC Sales and HVAC Equipment Rentals**

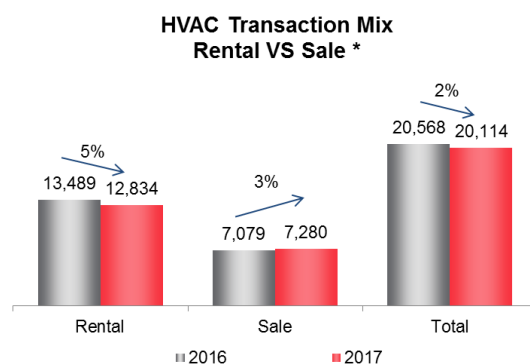
The following sections contain information concerning the HVAC Sales and HVAC Equipment rentals business, which was acquired by Enercare Solutions as part of the DE Acquisition.

### *General*

A customer can acquire HVAC Equipment through a sale, comprised of an outright purchase or financing, or a rental. Typically, most HVAC originations occur during the heating and cooling seasons of the year.

As part of Enercare Solutions' strategy to grow its recurring revenue customer base, the Home Services business, in 2013, re-launched its HVAC Equipment rental program. Converting a customer from an outright sale to a long-term rental product is capital intensive and creates a short-term reduction in the income statement, instead of a one-time in year gain on margin, the HVAC Equipment rental creates a long-term customer revenue stream. However, the rental relationship provides greater cross-selling opportunities and is therefore more valuable than a one-time sale. Enercare Solutions estimates that a rental unit is worth approximately 2.5 times that of a sale on a discounted cash flow basis over the life of the asset.

During 2017, the Home Services business rented approximately 12,834 new units of HVAC Equipment, a decrease of 5% over the prior year and sold approximately 7,280 units of HVAC Equipment for a total of 20,114 HVAC Equipment units, compared to 20,568 units in the prior year, a decrease of 2%. A comparison between 2017 and 2016 is outlined in the chart below.



\* HVAC rental and sales units presented include residential, commercial and multi-residential rental additions and sales.

### *HVAC Sales Payment Terms*

Customers are provided the option of paying the purchase price for HVAC Equipment outright or financing all or a portion of the purchase price. For HVAC Equipment rental arrangements, see “- The Rental Portfolio”.

## **Other Services**

### *General*

The Other Services business was acquired by Enercare Solutions as part of the DE Acquisition. The Other Services division includes ancillary services such as duct cleaning, plumbing work, electrical work and other one-time chargeable services in exchange for a fixed fee.

## **Installation and Servicing**

### *Service Territory and Delivery Models*

The Home Services business operates principally in Barrie, Caledon, Durham, the Greater Toronto Area, Halton, Hamilton, Kitchener, London, Mississauga, the Niagara Region, Ottawa and the National Capital Region and Windsor. Although the Home Services business operates predominantly in EGD's gas distribution territory (as it existed at the time of deregulation of the natural gas industry in Ontario), operations have been expanded outside of the traditional EGD gas distribution territory. The Home Services business uses two service delivery models depending on the geographic territory: corporate districts and licensed franchisee districts. As at December 31, 2017, approximately 39% of servicing and installation in respect of the Home Services business, as applicable, is carried out by Enercare Solutions' independent licensed franchisees and their subcontractors, with the remaining 61% carried out by Enercare Solutions' employees and subcontractors.

### *Corporate Districts*

As at December 31, 2017, the Home Services business had 299 service and maintenance technicians, 102 installers and helpers, 147 clerical and sales staff and 47 energy management consultants (salespersons) available to it.

The service and maintenance technicians, installers and clerical staff providing residential services are covered by the collective agreement with the Communications, Energy and Paperworkers Union (now Unifor Local 975) (the "**Union**") that was negotiated and ratified in 2012 and 2014, and expired on March 31, 2017 (the "**CBA**"). Renegotiations began in March 2017 and the Union's bargaining committee and Enercare reached an agreement in respect of the new collective agreement (the "**New CBA**") on March 13, 2018. The Union's bargaining committee has taken the New CBA to its members and Enercare Solutions expects it will be ratified in due course. Although Enercare Solutions has developed a contingency plan to minimize the impact of potential labour disputes to its customers, there can be no assurance that any potential labour dispute will not impact customer service levels. See "Risk Factors – Risks Related to the Home Services Business and Industry – Labour Relations".

The other such employees providing commercial services are covered by the collective agreement with the unionized Maintenance and Service Contract members of ORAC and Local 787 of the United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada that was entered into in May 2016 and expires in April 2019.

### *Franchisees*

The Home Services business has seven licensed franchisees each operating in exclusive districts. As at December 31, 2017, the licensed franchisees collectively employ approximately 163 service and maintenance technicians, 121 installers and assistant installers, 27 energy management consultants and 132 clerical/management employees. The licensed franchisees are independent owners/operators who directly employ technicians and subcontractors. Enercare Solutions collects payments from customers, retains royalty fees as revenue from licensed

franchisees and pays the licensed franchisee an agreed percentage of sales. Costs, however, are borne by the licensed franchisee. As a result, Enercare Solutions requires little to no capital in order to generate revenue from such licensed franchisees. Although each licensed franchisee has an exclusive district, Enercare Solutions reserves the right to re-assign work where the franchisee cannot meet service standards. The licensed franchisees and their subcontractors are, to management's knowledge, not unionized. However, one of the franchisees has completed a union certification process and may become subject to the terms of a collective agreement in the future. In 2012, DE renegotiated the franchisee agreements and, beginning in October 2012, royalty fees increased by approximately 1.69% across all districts. The new franchise agreements expire in 2034; however, up to two of the franchisees in any one year are entitled to terminate their franchise agreement on 12 months' notice.

### *Servicing Capabilities*

Enercare Solutions currently has approximately 462 service and maintenance technicians available to it, who are employed by Enercare Solutions or the licensed franchisees, to deal with service calls on water heaters, HVAC Equipment and other equipment serviced by Enercare Solutions in the Home Services business. Technicians are available for service calls 365 days per year. These technicians are trained to deal with all potential servicing requirements of the water heater portfolio and are required to be certified under the TSSA's enabling statute. In addition to Enercare Solutions employees, the Home Services business uses approximately 194 independent contractors to install and service assets in the corporate districts, in accordance with the CBA.

The Home Services business also currently has approximately 223 installers and helpers available to it, who are employed by Enercare Solutions or the licensed franchisees. The function of these installation crews is to remove, replace or install water heaters, HVAC Equipment and other equipment serviced by Enercare Solutions in the Home Services business. This service is also available 365 days per year. These installation crews do not install water heaters and HVAC Equipment in newly-constructed housing, as this is typically done by the home builder's HVAC contractor. Installation crews are also required to be certified under the TSSA's enabling statute. The certification is specific to the individual and therefore the technicians and installation crews are required to meet safety standards or risk losing their certification.

### *Suppliers*

Enercare Solutions purchases water heaters, HVAC Equipment and other necessary parts and materials to support the Home Services business from a number of suppliers.

In respect of water heaters, the majority are supplied by A.O. Smith Enterprises Ltd. (GSW), Rheem Canada Ltd., Usines Giant Factories Inc. and Redmond-Williams Distributing Inc. Enercare Solutions is one of the largest purchasers of water heaters in Canada and, as such, Enercare Solutions has been able to negotiate terms of trade with suppliers based on such volume and the depth and length of the relationships. These suppliers provide a range of water heaters, including various tank capacities and venting technologies. Over the past few years the popularity of tankless water heaters has grown, especially in the new housing market. Enercare Solutions acquires tankless water heaters from Rinnai Corporation through its Canadian distributors. Enhancements and refinements to water heater design are introduced from time to

time to serve customer needs and preferences, improve performance and efficiency or meet regulatory requirements. Prior to the start of each calendar year, Enercare Solutions issues a request for quotation to the manufacturers, specifying the terms and conditions on which Enercare Solutions is seeking to purchase its inventory of water heaters for the following year.

### *Service Calls*

The Home Services business does not currently conduct periodic scheduled maintenance of installed rental water heaters, in large part due to their reliable performance. The Home Services business does conduct periodic scheduled maintenance of installed rental HVAC Equipment, as well as under certain Protection Plans and Extended Protection Plans.

Service and installation calls are initiated by the customer and, regardless of the district from which they originate, are answered by the Home Services business call center operated by various service providers. The customer management software system automatically allocates work to the appropriate technician who is dispatched according to proximity and availability. In most cases, the technician is able to repair a faulty water heater or HVAC Equipment on the first visit. As a result of their experience in servicing the Rental Portfolio, technicians carry an appropriate mix of replacement parts based on service records so as to reduce the number of required repeat visits and optimize customer service. In 2017, there were approximately 304,759 service calls and 262,074 maintenance calls made by Enercare Solutions, its franchisees and their respective subcontractors.

The key performance measures for servicing include:

- same-day service for all non-operational furnace, air conditioner or water heater calls received before 5:00 p.m.;
- maximum four-hour response time for leaking water heaters, or non-operational furnaces or air conditioners; and
- in respect of water heaters, installation of a replacement water heater on the same day if diagnosed before 4:00 p.m.

The goal is to meet or exceed the targets 90% of the time. Performance is reviewed on a regular basis as there are external factors, such as weather or road conditions, that can have an impact.

### *Installation – Replacements*

In the majority of cases, a service technician will be dispatched to review and assess the problem with an installed water heater or HVAC Equipment, whether or not rented from Enercare Solutions. Where it is determined that the water heater or HVAC Equipment is beyond reasonable repair, and the customer chooses to rent a replacement, an installation crew is dispatched to remove the water heater or HVAC Equipment and replace it. The crew will then test the equipment. In the case of a water heater, customers are given a choice of size of their replacement water heater although the type of equipment (electric, gas, tankless or venting technology) is often determined by the house and service access. Customers are also given the choice of installing a mixing valve, which limits the hot water temperature. The cost of the mixing valve, which is not included as part of the rental assets, is paid by the customer.

### *Installation – New Additions*

With the exception of installations in newly-constructed housing, installations are typically completed by an installation crew that installs and tests the equipment. All water heaters and HVAC Equipment installed in newly-constructed housing are installed by the HVAC contractor of the builder developing the property. All installation crews, including any such contractors, must be certified by the TSSA.

### **Customer Services; Billing**

#### *Billing under the OBAs*

In 2002, Enbridge agreed, unless prohibited by governmental authority, to permit DE to bill its water heaters and other assets on billing statements issued by affiliates of Enbridge in the same manner as at January 2002.

In 2006, EGD was ordered by the OEB to bring forward a comprehensive “Open Bill” solution that would enable other companies in addition to DE to access the EGD bill on an equivalent basis. In 2007, EGD presented its comprehensive Open Bill solution to the OEB which was accepted on an interim basis and resulted in DE and EGD entering into the Old OBA. In December 2009, EGD presented and the OEB accepted EGD’s permanent solution, which resulted in DE and EGD entering into the OBA. In September 2011, DE signed an extension agreement to extend the OBA until December 2012. The OBA was amended and restated effective December 21, 2012, and further amended and restated effective January 6, 2014 (see “– Open Bill Agreements”). In connection with the DE Acquisition, the OBA was assigned by DE to Enercare Solutions effective October 20, 2014.

In May 2011, Enercare Solutions entered into the Enercare OBA with EGD, pursuant to which EGD provided billing and collection services to Enercare Solutions respecting the Rental Portfolio assets not then serviced by DE in the EGD franchise area. The Enercare OBA was amended and restated effective December 21, 2012, and further amended and restated effective January 6, 2014 (see “– Open Bill Agreements”).

In February 2014, in connection with its acquisition of the water heater rental business of Energy Services Niagara, the Energy Services Niagara OBA was assigned by Energy Services Niagara to Enercare Solutions (see “– Open Bill Agreements”).

#### *Open Bill Agreements*

Under the OBA, the Enercare OBA and the Energy Services Niagara OBA (collectively, the “OBAs”), EGD provides billing and collection services to Enercare Solutions in the EGD franchise area in Ontario for an initial term that ended in March 2015, after which each of the OBAs automatically renews for successive one-year terms unless otherwise terminated in accordance with such OBA; provided, however, that such OBA shall not be automatically renewed if, as applicable: (i) Enercare Solutions is not in good standing under the financial assurances, if any, to be provided by Enercare Solutions under the applicable OBA or the Amended Receivables Trust Agreement, (ii) Enercare Solutions is not in material compliance with all of its obligations or is in material breach of any of its representations or warranties set

out in the applicable OBA or the related user manual established by EGD, or (iii) Enercare Solutions has not provided the annual forecast, where required to do so, in accordance with the applicable OBA. Effective January 6, 2014, suppliers were required to verify certain types of water heater contracts through a sales verification call before such contracts may be billed by EGD.

Under each of the OBAs, effective January 1, 2018, Enercare Solutions is entitled to receive from EGD, subject to certain exceptions, 99.51% (99.51% for 2017 and 2016) of all amounts (the “**EGD Payment**”) invoiced to customers on the EGD bill, subject to annual adjustment to reflect EGD’s actual bad debt experience.

The OBAs may be terminated by EGD at any time upon (i) Enercare Solutions failing to perform or observe any of its respective obligations under the respective OBA or the Amended Receivables Trust Agreement or being in breach of any representation or warranty made thereunder and such failure or breach not being remedied within a specified cure period; (ii) the occurrence of various insolvency and bankruptcy events in respect of Enercare Solutions; (iii) Enercare Solutions ceasing to be a party to the Amended Receivables Trust Agreement; (iv) the enforcement of any execution, distress or other enforcement process that would have a material adverse effect on the financial viability of Enercare Solutions, (v) if a compliance order is issued against or in respect of Enercare Solutions or Enercare Solutions is the subject of any other order made under the Consumer Protection Act; (vi) 30 days’ prior notice, upon the occurrence of a regulatory change established by a governmental authority which causes, results in, requires or necessitates such termination; and (vii) six months’ prior notice at the expiry of the term or renewal term if Enercare Solutions has not complied with its obligations under the applicable OBA or has not acted in a good faith manner in the performance of its obligations under the applicable OBA or the provision of customer service, as determined by EGD in its sole discretion. In connection with the expiration or termination of any of the OBAs for any reason, EGD will co-operate with Enercare Solutions to effect the orderly transition and migration from EGD to Enercare Solutions (or a third-party service provider) of all the billing services then being performed under the applicable OBA for a reasonable period of time.

#### *Amended Receivables Trust Agreement*

In connection with the OBA, EGD, DE, CIBC Mellon, as trustee, among others (including other billers), entered into an amended and restated proceeds transfer, servicing and trust agreement (the “**Amended Receivables Trust Agreement**”) effective February 4, 2010, which was assigned by DE to Enercare Solutions effective October 20, 2014, and applicable under the OBAs, under which Enercare Solutions, as well as the other billers, transferred their interest in proceeds received from their respective receivables billed on an EGD bill to CIBC Mellon, which proceeds are deposited by EGD on behalf of CIBC Mellon into a designated account held in trust by CIBC Mellon for the benefit of EGD, Enercare Solutions and the other billers. On each business day, proceeds on deposit in such account are allocated by EGD in accordance with an allocation formula set forth in the Amended Receivables Trust Agreement and are to be withdrawn and paid by CIBC Mellon to EGD on such day and to Enercare Solutions and the other billers on the 21st day after such day, net of amounts in respect of such proceeds paid to Enercare Solutions by EGD under the OBA. The allocation formula essentially provides that Enercare Solutions and the other billers will receive, out of the account, 99.51% (99.51% for

2017 and 2016) of the amount billed on an EGD bill with certain structural safeguards in relation to payments as between Enercare Solutions (and the other billers) and EGD. In exchange for and upon receipt of the EGD Payment, Enercare Solutions will transfer to EGD its entitlement to the distributions under the Amended Receivables Trust Agreement in respect of those receivables for which the EGD Payment has been made. To the extent Enercare Solutions does not receive an EGD Payment in respect of any of the receivables, it will, instead, receive the distribution entitlement in respect of such receivables pursuant to the above-described allocation formula under the Amended Receivables Trust Agreement.

The Amended Receivables Trust Agreement may be terminated at any time upon (i) the resignation of EGD from the performance of its duties and obligations thereunder, provided Enercare Solutions has approved such resignation, (ii) notice to the other parties if EGD is prohibited by a governmental authority from participating as a beneficiary under the Amended Receivables Trust Agreement, or (iii) the termination or expiration of the OBA (unless EGD determines otherwise). Pursuant to the Amended Receivables Trust Agreement, Enercare Solutions is responsible for the fees and expenses of CIBC Mellon and EGD in respect of certain services they provide thereunder.

#### *Billing Outside of the OBAs*

Enercare Solutions has also outsourced to third party providers the billing of customers not billed under the OBAs, including customers both within and outside of the EGD franchise area.

### **Competition**

#### *Rental Portfolio Competition*

There are two principal alternatives to renting water heaters and/or HVAC Equipment from Enercare Solutions: owning (including purchasing HVAC Equipment from Enercare Solutions) and renting from a competitor. More specifically, the major sources of competition are set out below:

- A principal area where the Home Services business faces competition is in the new home construction market. Enercare Solutions' main competitors in this area are Reliance, Cricket Home Services, and Vista Credit.
- Reliance provides a rental program for Ontario residents, which operates substantially the same way as the Home Services business rental program. Although Reliance has historically operated outside of EGD's gas distribution territory, it has over recent years increased its level of activity in EGD's gas distribution territory, primarily in the new construction and multi-residential segments.
- Since 2008, a number of other competitors entered the rental water heater and/or HVAC Equipment business, namely National Energy Corporation, under the name National Home Services, Ontario Consumers Home Services, Eco Energy, Ontario Energy Group, Vista Credit, Simply Green, Summit Energy Inc. and other competitors who utilize the OBA billing arrangement. Reliance acquired National Home Services in November 2014.

- Customers may elect to purchase, principally from small HVAC contractors or larger retailers in the case of water heaters or also from Enercare Solutions in the case of HVAC Equipment, their own water heater and/or HVAC Equipment rather than rent. Larger retailers offering water heaters and HVAC Equipment for sale include Canadian Tire, Home Depot, Rona and Lowe's.
- In the case of water heaters, historically affiliates of municipal electricity utilities often operated electric water heater rental businesses. However, this area of competition is diminishing, as many of these utilities have sold their water heater portfolios and are no longer in the business of renting such units.

#### *Protection Plan Portfolio Competition*

There are two alternatives to purchasing Protection Plans from Enercare Solutions: purchasing protection plans from competitors and not purchasing any protection plans at all and paying for service and maintenance as required. More specifically, the major sources of competition are set out below:

- an increasing number of competitors offer protection plans similar to those of Enercare Solutions, including Reliance, Ontario Consumers Homes Services, Eco Energy, and Vista Credit; and
- other providers of protection plans covering HVAC Equipment and/or appliances include Comerco Services Inc. and TransGlobal Service, a part of The Brick Group.

#### *HVAC Sales Competition*

For customers, the alternatives to purchasing HVAC Equipment from Enercare Solutions are purchasing or renting their HVAC Equipment from a competitor or renting from Enercare Solutions. There are a number of local HVAC Equipment providers of varying sizes with which Enercare Solutions competes (see “– Rental Portfolio Competition”).

#### *Other Services Competition*

There are various competitors who provide products and services similar to the Other Services provided by Enercare Solutions, including small HVAC contractors.

### **Marketing Activities**

Marketing activities in relation to rental water heaters have historically been largely directed to the newly constructed housing market and customer retention. Supply of water heaters in newly constructed housing is a competitive marketplace with local contractors, builders, Reliance, Cricket Home Services, and Vista Credit and Enercare Solutions, among others, competing to supply water heaters. In most instances, the decision as to which water heater supplier to use is made by the entity building the home. Builders who elect to have Enercare Solutions supply a rental water heater for newly constructed homes in their developments are paid a fee by Enercare Solutions for installation and administration costs.

In addition to the rental water heater marketing activities, Enercare Solutions runs seasonal marketing campaigns to build awareness of its brand and HVAC Equipment, Protection Plans and other product and service offerings. Such campaigns are generally run using a variety of advertising channels such as radio, transit, digital media and social media and target the heating and cooling seasons.

### *Customer Focused Programs*

Since 2009, when DE and Enercare Solutions experienced high attrition rates due to aggressive door-to-door competitors, Enercare Solutions has conducted a series of customer communications and marketing initiatives to defend the customer base, including employing print, radio and telemarketing campaigns, door hangers, loyalty programs, digital and social media and consumer advocates. The purpose of such initiatives has been to improve consumer awareness and educate them about the issues associated with the door to door campaigns employed by a number of our competitors.

The industry-leading, same day service campaign was launched by DE in October 2012. The same day service program assures that if a call from an Enercare Solutions customer is received by 5:00 p.m. for a non-operational water heater, air conditioner or furnace, a technician will do everything possible to attend and provide service on the same day.

In January 2013, Enercare re-introduced an in-person consumer education program that it had initiated in early 2012, targeting the Greater Toronto Area. This program ran throughout the first two quarters of 2013. As part of the program, educational flyers, outlining consumer rights with respect to door-to-door sales, were distributed. Such initiatives, coupled with enhancements to its customer value proposition (for example, the same day service campaign) and the coming into force of Bill 55 on April 1, 2015, have helped to significantly reduce attrition. For more information on Bill 55, see “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Changes to the Consumer Protection Act, 2002”.

In June 2015, Enercare Solutions introduced a new brand platform, featuring a new logo and visual style. New Enercare branded workforce uniforms were deployed to over 700 front line employees and a fleet of over 650 vehicles were redesigned and rebranded. A redesigned Home Services web site was launched featuring an enhanced visual style, simplified navigational structure, responsive design format and improved functionality.

In August 2015, Enercare announced its multi-year sponsorship with Exhibition Place in Toronto, which includes naming rights to the Enercare Centre (formerly Direct Energy Centre).

In September 2015, Enercare Solutions completed its rebranding with the rebranding of customer invoices, sales literature and advertising. Enercare Solutions also announced the launch of its first fully integrated mass marketing campaign featuring TV, radio and digital media as well as media outreach programs.

In 2016 and 2017, Enercare Solutions continued to expand its marketing reach by developing seasonal marketing campaigns that include offers and promotions such as “no payment until next year” events and free furnace contests. Enercare Solutions also leverages its fleet of service and installation vehicles to promote its protection plans and other product offerings. In addition,

during the 2017 holiday season, Enercare Solutions developed a pop up shop in Toronto's Distillery District to show shoppers the value of Enercare Solutions' water treatment and air quality solutions.

## **SERVICE EXPERTS**

### **General**

The Service Experts business is one of the largest national operators of locally-branded, locally competing HVAC and water heater companies in the United States and competes primarily with regional and local competitors. The Services Experts business also has operations in Canada in the provinces of Ontario, Alberta and Manitoba.

### *Service Experts Business*

The Service Experts business consists of the following business lines: (i) residential HVAC Equipment and water heater service and replacement; (ii) commercial HVAC Equipment and water heater service and replacement; (iii) HVAC Equipment and water heater installation in residential new construction; and (iv) HVAC Equipment and water heater installation in commercial new construction.

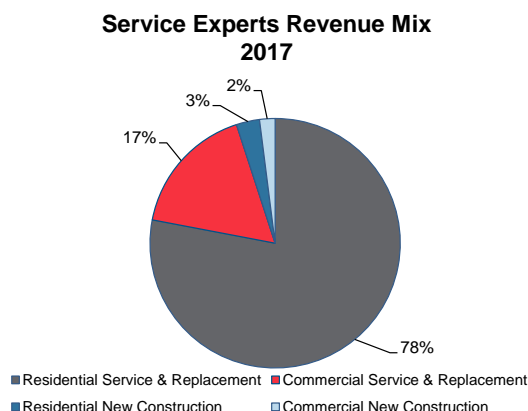
The Service Experts business is primarily focused on service and replacement over new construction.

Residential service and replacement comprises the replacement, maintenance and servicing of HVAC Equipment and the sale of ancillary products to residential customers (excluding the new home market), including indoor air quality devices and related services. Commercial service and replacement is comprised of both services to commercial customers at various local centers as well as commercial services to national account customers that are managed through a national accounts group. The national accounts group services over 7,500 customer locations, including a large number of Home Depot, Walgreens, Williams Sonoma, Bed, Bath & Beyond, Value City Furniture, CVS Pharmacies and Costco stores.

From May 11, 2016 to December 31, 2016 and in 2017, revenues (excluding investment income) for each Service Experts business line accounted for Enercare Solutions' consolidated revenues as follows:

- Residential HVAC Equipment and water heater service and replacement – 2016 (May 11 to December 31): \$320,151 (38%); 2017: \$516,630 (46%);
- Commercial HVAC Equipment and water heater service and replacement – 2016 (May 11 to December 31): \$68,728 (8%); 2017: \$112,599 (10%);
- HVAC Equipment and water heater installation in residential new construction – 2016 (May 11 to December 31): \$11,794 (1%); 2017: \$19,870 (2%); and
- HVAC Equipment and water heater installation in commercial new construction – 2016 (May 11 to December 31): \$10,062 (1%); 2017: \$13,247 (1%).

A breakdown of revenues of the Service Experts business by business line in 2017 is set out in the chart below.



The major business activities within both the residential and commercial businesses consist of HVAC Equipment and Water Heater Sales, Servicing and Rentals, and Maintenance Contracts. In October 2016, a rental program for HVAC Equipment and water heaters was introduced in several centers within Canada. In February 2017, the Canadian rollout was completed. The U.S. HVAC rental program was launched throughout 2017 and is currently offered in seven states. The U.S. rental program is similar to Enercare Solutions' existing Canadian rental program, except that due to U.S. regulations, the rental contracts in the United States are for a definitive term, which in the current states offering the program is 7 to 10 years.

### **HVAC Equipment and Water Heater Sales, Servicing and Rentals**

HVAC Equipment and water heater sales and servicing includes service and replacement, which consists of demand, tune-up and HVAC unit replacements and upgrades, commercial HVAC service and replacement, and HVAC installations in commercial and residential new construction. Water heater sales and rentals consist primarily of on-demand residential water heater unit replacements and upgrades.

#### *HVAC and Water Heater Sales and Rentals*

A customer can acquire HVAC Equipment and water heaters through a sale, comprised of an outright purchase or financing through a third party, or a rental. Typically, most HVAC sales and rentals occur during the heating and cooling seasons of the year.

The Service Experts business has implemented a number of growth initiatives in recent years, including:

- emphasizing sales and rentals of higher efficiency and higher value products;
- acquiring HVAC Equipment and plumbing assets in targeted locations;
- expanding the number of service centers that offer plumbing services; and

- expanding the number of service centers that offer full home performance contracting, which focuses on measuring and improving the total efficiency of the home and home envelope.

During 2017, approximately 69,314 HVAC and water heater units were sold and approximately 2,275 HVAC and water heater units were rented, for a total of approximately 71,589 HVAC and water heater unit installations, an increase of 14% compared to the prior year. The increase in total HVAC and water heater unit installations was despite generally unfavorable weather trends throughout the first three quarters of 2017, including the negative impact in the third quarter, particularly in Florida, during the days leading up to and after Hurricane Irma. Although temperatures in the fourth quarter were considered to be one of the warmest in the past 25 years in the Southern, Western and Central regions of the United States, average temperatures were nevertheless cooler compared to 2016, resulting in higher demand for HVAC sales, rentals, service and repairs during the quarter. See “ – Seasonality”.

HVAC Equipment and water heaters purchased from manufacturers typically include standard five-year or ten-year parts warranties, which are assigned to customers. Customers of the Service Experts business can also purchase extended parts, labour and maintenance coverage through the Ultimate Protection Plan program, which is backed by a third party warranty administrator. This plan, when renewed annually, provides full parts and labour coverage with applicable maintenance for up to either 5 years or 10 years.

#### *HVAC and Water Heater Servicing*

HVAC and water heater repair and replacement activities comprise the majority of the Service Experts business and are considered essential services to both residential and commercial customers. This revenue stream has minimal exposure to new construction and in recent years has been positively affected by the housing stock growth and significant pent-up demand from residential recession-era replacement deferrals in the United States. Additionally, the Service Experts business has focused on various growth initiatives, including expanding outbound calling and online marketing to increase the number of customer contacts which convert to booked calls and ultimately result in a larger recurring customer base.

#### **Maintenance Contracts**

Maintenance contracts generally consist of annual or semi-annual maintenance contracts predominantly to a recurring customer base. These maintenance plans not only generate recurring revenue but also promote the development of customer loyalty and provide the opportunity for cross-marketing of other products and services to such customers.

The Service Experts business currently offers two types of maintenance contracts covering HVAC Equipment. The first is a maintenance only contract where semi-annual or annual maintenance visits are conducted to perform system cleaning, adjustments and diagnostics of HVAC Equipment, while the second is a full service plan that includes repair services along with certain parts and labour. Approximately 200,000 customers have ongoing maintenance contracts covering approximately 217,000 pieces of equipment. Although the total number of maintenance contracts can fluctuate from quarter to quarter as a result of the timing of contract renewals and

the number of new HVAC unit installations initiated by customers with maintenance contracts, in recent years, maintenance contracts have remained stable. The following table illustrates the maintenance contracts continuity for the years ended December 31, 2017 and 2016.

Maintenance Contract Unit Continuity (000's)	Year ended December 31,	
	2017	2016
Contracts - start of period	216	218
Portfolio additions	107	68
Portfolio attrition	(106)	(70)
Contracts - end of period	217	216
% change in units during the period	0.5%	(1%)

## Operations

The Service Experts business operates under a de-centralized model, with regional responsibility allocated to vice presidents, regional vice presidents and directors. Each vice president reports to the chief executive officer of the Service Experts business. The vice presidents delegate responsibility to regional vice presidents and directors who, in turn, delegate to general managers at each local service center who are responsible for: (i) overseeing day-to-day field operations at their respective service centers; (ii) managing service center staff; and (iii) the financial performance of the service center. In essence, the business model is to provide each local service center with a fair degree of operational autonomy and profit and loss accountability. This business model is designed to drive performance and permit operational flexibility to address local market dynamics. For example, certain sales consultant incentive program awards, certain marketing initiatives and in-bound call handling are all conducted at the service center level with a view to tailoring each aspect to the local market.

The decentralized model used by the Service Experts business is a key component to the success of the business as it allows the regional vice presidents, directors and service center general managers to tailor their product and service offerings, employee incentives and other initiatives generally on a service center-by-service center basis. Corporate support, including purchasing, sourcing, finance, human resources and information technology is centralized within a head office in Dallas, Texas and the focus on a national level is to create efficiencies in respect of sourcing, marketing and training, and optimizing the sharing and execution of best practices across the various regions and service centers.

In total, the Service Experts business employs approximately 3,172 individuals, including approximately 1,870 field technicians and over 455 salespeople and 847 office and field support professionals. Approximately 93% of Service Experts' employees are located at its service centers, including technicians, sales representatives, center and region management (including service center general managers), as well as local administrative personnel.

## Servicing, Maintenance and Installation

### *Servicing and Installation Guarantees*

Customers receive a 12 month labour guarantee for issues regarding material and workmanship in respect of servicing and installation work performed.

### *Suppliers*

Enercare Solutions purchases HVAC Equipment, water heaters and other necessary parts and materials to support the Service Experts business from a number of suppliers on a “just-in-time” basis.

HVAC Equipment for the Service Experts business is sourced through both manufacturers, primarily, Lennox International Inc., and distributors. Water heaters for the Service Experts business are sourced through both manufacturers, primarily, Rheem Canada Ltd., and distributors. Approximately 90% of HVAC Equipment, 65% of parts and materials and 30% of water heaters are purchased through multi-year pricing agreements.

### **Competition**

#### *Sales and Rentals Competition*

The Service Experts business competes in a large, but fragmented, competitive landscape. In the United States, there are a few large national competitors (including American Residential Services LLC, One Hour Heating & Air Conditioning and Aire Serv Heating & Air Conditioning LLC), but the primary source of competition for the Service Experts business comes from strong regional and local contractors. In Canada, the Services Experts business also faces strong competition from large national companies, as well as smaller independent contractors.

For customers, the alternatives to purchasing HVAC Equipment or water heaters from the Service Experts business are purchasing or renting their HVAC Equipment or water heater from a competitor. Currently, there is a very limited rental offering of HVAC Equipment or water heaters from US competitors.

#### *Servicing and Maintenance Competition*

There are various competitors who provide services similar to the servicing and maintenance services provided by the Service Experts business, including small HVAC contractors.

### **Seasonality**

The Service Experts business is subject to greater seasonality than the Home Services business as a result of fewer recurring revenue sources. Revenue and EBITDA tend to be seasonally highest in the second quarter of the year, followed by the third quarter, and substantially less in the fourth and first quarters, due primarily to the geography where the Service Experts business operates and weather patterns. The heating season (roughly November through February) and cooling season (roughly May through August) are periods when consumers transition their buying patterns from one season to the next. In most of the states in which the Service Experts business operates, cooling equipment as opposed to heating equipment represents a substantial portion of its annual HVAC Equipment sales and service revenue. Conversely, in the three Canadian provinces that the Service Experts business operates, heating equipment represents a large portion of its Canadian sales and service revenue. The sales are also impacted by seasonal weather patterns; in periods of extreme heat and cold, installation and demand service revenues tend to increase. This results in higher sales in the second and third quarters due to the higher

volume in the cooling season relative to the heating season and the lowest revenue and substantially reduced EBITDA, relative to other quarters, in the first quarter.

As a result, the working capital needs are generally greater in the first quarter, followed by higher operating cash inflows in the second and third quarters.

## **RATINGS**

As of the date hereof, Enercare Solutions has ratings on its Series 2013-1 Notes, Series 2017-1 Notes and Series 2017-2 Notes of “BBB” with a “stable” outlook from S&P and “BBB” from DBRS with a “stable” trend. S&P has also provided each of Enercare and Enercare Solutions with a long-term corporate credit rating of “BBB” with a “stable” outlook and DBRS has provided Enercare Solutions with an issuer rating of “BBB” with a “stable” trend.

Enercare Solutions and its Series 2013-1 Notes, and Enercare, previously had ratings of “A-” from S&P. In November 2013, S&P published its revised corporate ratings criteria and, as a result of this criteria change, lowered the above ratings to “BBB+” with a stable outlook. In July 2014, S&P confirmed the above ratings of “BBB+”, but changed its outlook from “stable” to “negative”. The negative outlook was based on S&P’s view that the DE Acquisition would increase Enercare Solutions’ debt leverage modestly over the following year, while Enercare Solutions faces ongoing pressure for shareholder returns that could result in higher debt leverage. S&P also indicated that it believed the DE Acquisition has only a modestly favorable effect on Enercare Solutions’ competitive position that is offset by slightly higher earnings volatility. S&P expected that Enercare Solutions will realize modest competitive benefits from the DE Acquisition, allowing it to control the servicing of its water heater portfolio more readily with minimal disruption. Because Enercare Solutions previously outsourced most servicing of its water heaters to DE, S&P expected that integration would be straightforward with clear, achievable cost savings from reduced overhead. Notwithstanding similar margins, S&P expected that the volatility of Enercare Solutions’ profitability will increase with the DE Acquisition, as Enercare Solutions internalizes direct fixed costs for the maintenance of the Rental Portfolio, along with the earnings volatility from other businesses like the Protection Plan Portfolio and HVAC Sales. DBRS confirmed its ratings of “BBB (high)” (with a stable outlook) in connection with the DE Acquisition. On December 21, 2015, S&P affirmed its “BBB+” long-term corporate credit rating for Enercare and Enercare Solutions and revised its outlook on the companies from “negative” to “stable” as a result of the successful information technology transition and, as a result, the exit from the related Transition Services Agreement entered into concurrently with the closing of the DE Acquisition. S&P’s revision incorporated credit measures that have returned to levels before the DE Acquisition and S&P’s view that competitive pressure in the Home Services business is abating partly due to better customer awareness of aggressive tactics by competitors, which has also led to a noticeable improvement in attrition. On March 8, 2016, DBRS placed the ratings of Enercare Solutions and the Series 2013-1 Notes under review with negative implications. Further, on March 10, 2016, S&P changed its credit ratings assigned to Enercare, Enercare Solutions and the Series 2013-1 Notes to ‘BBB’ with a “stable” outlook from ‘BBB+’ with a “stable” outlook. Similarly, on June 13, 2016, DBRS changed its credit ratings assigned to Enercare Solutions from BBB (high) to BBB with a “stable” trend. Both S&P and DBRS based their lowered ratings on the view that Enercare’s transformation from a high-margin water heater rental provider to a diversified home services company (both geographically and by service

offering) introduces greater earnings volatility. These ratings were confirmed in February 2017 in connection with the issuance of the Series 2017 Notes.

A credit rating generally provides an indication of the risk that the borrower will not fulfill its full obligations in a timely manner, with respect to both interest and principal commitments. Rating categories range from highest credit quality (generally AAA) to very highly speculative (generally C). Each rating category of DBRS, other than AAA and D, is denoted by the subcategories “high” and “low” and each rating category of S&P from “AA” to “CCC” is denoted by the subcategories “plus (+)” and “minus (-)”, in each case, to show relative standing within the applicable rating category. Absence of either a “high” or “low” or “plus (+)” or “minus (-)” designation indicates the rating is in the “middle” of the category. According to the DBRS rating system, debt securities rated “BBB” are of adequate credit quality and the capacity for the payment of financial obligations is considered acceptable, but entities in this category may be vulnerable to future events. Rating trends provide guidance in respect of DBRS’s opinion regarding the outlook for the rating in question, with rating trends falling into one of three categories – “Positive”, “Stable” or “Negative”. The rating trend indicates the direction in which DBRS considers the rating may move if present circumstances continue, or in some cases, unless challenges are addressed. In general, DBRS’s view is based primarily on an evaluation of the issuing entity or guarantor itself, but may also include consideration of the outlook for the industry or industries in which the issuing entity operates.

According to the S&P rating system, a “BBB” rating indicates that the obligations exhibit adequate protection parameters; however, adverse economic conditions or changing circumstances are more likely to lead to weakened capacity of the obligor to meet its financial commitment on the obligations. A rating outlook, expressed as positive, stable, negative or developing assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). A “stable” outlook means that a rating is not likely to change. In determining a rating outlook, consideration is given by S&P to any changes in the economic and/or fundamental business conditions. According to S&P, an outlook is not necessarily a precursor of a rating change or future credit watch action.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization. There can be no assurance that a rating will remain for any given period of time or that a rating will not be lowered or withdrawn entirely if in the Rating Agency’s judgment circumstances so warrant. A revision or withdrawal of a rating may have an adverse effect on the market price of the Common Shares and Senior Notes.

Enercare Solutions has paid customary rating fees to DBRS and S&P in connection with the above-mentioned ratings and will pay customary rating fees to DBRS and S&P in connection with (a) the confirmation of such ratings for purposes of offerings of Senior Notes, and (b) credit ratings to be assigned to Senior Notes, if any, which may be offered for sale from time to time in the future. Enercare Solutions did not make any payments to DBRS or S&P in respect of any other service provided to Enercare Solutions by DBRS or S&P.

## DESCRIPTION OF CAPITAL STRUCTURE

Enercare Solutions' authorized share capital consists of an unlimited number of common shares (the "**Shares**"). As at the date hereof, there were 1,169 Shares issued and outstanding.

The following is a brief summary of Enercare Solutions' authorized share capital, as set forth in its Articles. This summary may not be complete and is subject to, and qualified in its entirety by reference to, the Articles, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### Shares

Holders of Shares will be entitled to one vote per share at meetings of shareholders of Enercare Solutions, to receive dividends if, as and when declared by the Board of Directors and to receive *pro rata* the remaining property and assets of Enercare Solutions upon its dissolution or winding-up, subject to the rights of shares having priority over the Shares.

### Senior Notes

As at the date hereof, there were \$225,000 aggregate principal amount of Series 2013-1 Notes, \$275,000 aggregate principal amount of Series 2017-1 Notes and \$225,000 aggregate principal amount of Series 2017-2 Notes outstanding (see "Consolidated Capitalization of Enercare Solutions – Senior Indebtedness – The Senior Notes").

## DIRECTORS AND OFFICERS

The Articles provide that Enercare Solutions will have a minimum of three and a maximum of ten Directors. The Directors are to supervise the activities and manage the investments and affairs of Enercare Solutions. Directors are elected to serve until the next annual meeting or until their successors are elected or appointed, unless their office is earlier vacated.

The names and municipalities of residence of the Directors and senior management of Enercare Solutions, their respective positions and offices held with Enercare Solutions and their principal occupation for the last five or more years are shown below. As at December 31, 2017, the Directors and senior management of Enercare Solutions as a group owned, directly or indirectly, 907,966<sup>1</sup> Common Shares (representing approximately 0.9% of the outstanding Common Shares).

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<sup>1</sup> Excludes John Chandler and Brian Schmitt who were not Directors or senior management, as applicable, of Enercare Solutions as of December 31, 2017.

Name and Municipality of Residence	Principal Occupation	Date of Initial Appointment as Director/Senior Management of Enercare	Independent
<b>Directors</b>			
Jim Pantelidis <sup>(5)</sup> Toronto, Ontario, Canada	Chair of the Board, Enercare and Chairman of the Board of Directors, Parkland Fuel Corporation	December 4, 2002	Yes
John W. Chandler Longmeadow, Massachusetts, U.S.A.	Director, Enercare	January 30, 2018	Yes
Lisa de Wilde <sup>(1)(3)(4)(5)</sup> Toronto, Ontario, Canada	Chief Executive Officer, Ontario Educational Communications Authority (TVO)	July 26, 2006	Yes
John A. Macdonald <sup>(5)</sup> Aurora, Ontario, Canada	President and Chief Executive Officer, Enercare	April 26, 2007	No
Grace M. Palombo <sup>(3)(4)</sup> Aurora, Ontario, Canada	Executive Vice-President, Chief Human Resources Officer, Great-West Lifeco Inc.	March 16, 2012	Yes
Jerry Patava <sup>(1)(3)(5)</sup> Toronto, Ontario, Canada	Chief Executive Officer, Great Gulf Group of Companies	December 4, 2002	Yes
Roy J. Pearce <sup>(2)(3)(5)</sup> Stouffville, Ontario, Canada	Director, Enercare	June 4, 2004	Yes
Michael Rousseau <sup>(1)(2)(5)</sup> St-Lambert, Quebec, Canada	Executive Vice President and Chief Financial Officer, Air Canada	December 4, 2002	Yes
William M. Wells <sup>(1)(2)(4)</sup> St. James, Barbados	Executive Chairman, HLS Therapeutics Inc. and Chairman, Evizone Limited	March 20, 2012	Yes
<b>Senior Management</b>			
John A. Macdonald <sup>(5)</sup> Aurora, Ontario, Canada	President and Chief Executive Officer, Enercare	November 27, 2006	–
Brian Schmitt, Aurora, Ontario, Canada	Acting Chief Financial Officer, Enercare	January 29, 2018	–
Scott F. Boose Highland Village, Texas, U.S.A.	President and Chief Executive Officer, Service Experts	March 20, 2017	–
John Toffoletto <sup>(5)</sup> Toronto, Ontario, Canada	Senior Vice President, Chief Legal Officer and Corporate Secretary, Enercare	January 5, 2009	–
Irene Zaguskin Thornhill, Ontario, Canada	Chief Information Officer, Enercare	January 18, 2016	–
Jenine Krause Toronto, Ontario, Canada	Chief Operating Officer, Home Services, Enercare	February 1, 2016	–
Colleen Bailey Moffitt Toronto, Ontario, Canada	Chief Human Resources Officer, Enercare	April 27, 2015	–

(1) Member of the Audit Committee.

(2) Member of the Investment Committee.

(3) Member of the Governance and Compensation Committee.

(4) Member of the Corporate Responsibility and Risk Management Committee.

- (5) In respect of dates prior to January 1, 2011, the corresponding individual was initially appointed as a trustee and/or member of senior management, as applicable, of the Fund on the dates indicated and appointed as a director and/or member of senior management, as applicable, of Enercare on December 22, 2010.

The following are biographies of the Directors and members of senior management:

**Jim Pantelidis, 72**, Director and Chair of the Board. Mr. Pantelidis is Chair of the board of directors of Parkland Fuel Corporation, and a member of the board of directors of Intertape Polymer Group Inc. Mr. Pantelidis was formerly on the board of directors of Industrial Alliance Insurance Financial Services Inc. and RONA inc. From 2008 to 2011, Mr. Pantelidis was a non-executive director, Chair of the Compensation and Human Resources Committee and member of the Audit Committee of Equinox Minerals Limited, a mining company. Mr. Pantelidis has previously served as the Chairman and Chief Executive Officer of FisherCast Global Corporation, a manufacturer of molten metal injection technologies and Bata Limited, a leading, privately held, global footwear retailer and manufacturer. He was also the President and Chief Executive Officer of JP & Associates, a strategic consulting company. Mr. Pantelidis had a 30 year career in the petroleum industry and was at one time President of both the Resources Division and the Products Division of Petro Canada. Mr. Pantelidis holds a Bachelor of Science degree and a Master of Business Administration degree, both from McGill University.

**John W. Chandler, 60**, Director. Mr. Chandler was the Senior Vice President and Chief Marketing Officer of MassMutual Life Insurance Company from 2006 until his retirement in 2016. From 2004 to 2006, Mr. Chandler was the Chief Marketing Officer of The Hanover Insurance Group, Inc., and previous to that was Senior Vice President, Marketing of the Hasbro Games division of Hasbro, Inc. from 1999 to 2003 and Vice President of Marketing for Holiday Inn Hotels from 1995 to 1999. Mr. Chandler also held various marketing and leadership positions within the Cadbury Schweppes soft drink business in the U.S. and U.K. Mr. Chandler is a member of the board of directors of Homesteaders Life Company where he serves on the audit committee and the compensation committee. Mr. Chandler is a former Chair of the Strategic Marketing Issues Committee of LIMRA/LOMA, a former board member and Head of Strategic Planning for the Economic Development Council of Western Massachusetts and a former Board Chair and President of the Springfield Symphony Orchestra. Mr. Chandler is also an Executive Fellow with the Center for Digital Strategies at Dartmouth College's Tuck School of Business. Mr. Chandler holds a Master of Business Administration degree from Dartmouth College's Tuck School of Business and a Bachelor of Arts degree from Trinity College (Hartford).

**Lisa de Wilde, 61**, Director. Ms. de Wilde has been Chief Executive Officer of the Ontario Educational Communications Authority (TVO) since 2005. Previously, Ms. de Wilde was the President and CEO of Astral Television Networks Inc., and practiced law in private practice and as Legal Counsel to the CRTC. Ms. de Wilde serves as a member of the board of TELUS Corporation and Toronto Global and is a former Chair of the Board of Directors of the Toronto International Film Festival. She served as a member of the Board of Trustees of Noranda Income Fund from 2002 to 2010 as well as AT&T Canada Inc. (2002 to 2003) and Cinar Corp. (2002 to 2004). Her other advisory appointments include: the University of Toronto's Mowat Centre for Policy Innovation; the Ontario Institute for Studies in Education (OISE); and the Asia Pacific Foundation's Toronto Advisory Group. She is a member of the Institute of Corporate Directors (ICD.D) and the Law Society of Upper Canada. She holds an LL.B. and an Honours Bachelor of

Arts degree, both from McGill University. In 2015, Ms. de Wilde was appointed to the Order of Canada and received an honorary Doctor of Laws (honoris causa) from Brandon University. She also received an honorary doctorate from Ryerson University in 2016.

**John A. Macdonald, 61**, Director. Mr. Macdonald has been the President and Chief Executive Officer of Enercare since November 27, 2006. From 2002 to 2006 Mr. Macdonald served as President and Chief Executive Officer of Hydro One Telecom Inc. Mr. Macdonald has previously held senior marketing positions at AT&T Canada Inc. and Nortel Networks Corporation and was a member of the board of advisors of Atria Networks LP until 2010. Mr. Macdonald is a registered professional engineer and holds a Bachelor of Applied Science in Electrical Engineering from the University of Toronto.

**Grace M. Palombo, 54**, Director. Ms. Palombo is the Executive Vice President, Chief Human Resources Officer of Great-West Lifeco Inc., a position she has held since November 2014. From 2011 to 2014, Ms. Palombo was the Executive Vice President, Head of Human Resources, TD Bank, America's Most Convenient Bank based in the U.S.A. Prior to 2011, Ms. Palombo served as the Senior Vice President, Corporate Human Resources of CanWest Global Communications Corporation ("**CanWest**") and also served as a member of its Management Committee. Prior to joining CanWest, Ms. Palombo held various executive positions in the areas of Human Resources, Legal and Corporate Services with Husky Injection Molding Systems Ltd., The Canada Life Assurance Company, Westcoast Energy Inc./Union Gas Limited and Bombardier Inc. She also practiced law in Toronto, in the areas of employment, labour relations and corporate law. Ms. Palombo has served as a Director and a member of the Compensation, Nominating and Corporate Governance Committees of Student Transportation Inc. since 2010, and as a Director of the Osgoode Hall Law School Alumni Association since 2009. Ms. Palombo was formerly a Director, as well as a member of the Audit Committee, Administrative Affairs Committee and Board Development Committee of the Canadian College of Naturopathic Medicine from 2002 to 2008 and a member of the Management Committee of Union Gas Ltd. from 1998 to 2002. Ms. Palombo has also served as Board and Committee Member on a voluntary basis for various organizations in the Greater Toronto area. Ms. Palombo holds an LL.B. degree from Osgoode Hall Law School in Toronto and a Bachelor of Arts in Psychology from York University. Ms. Palombo is a member of the Institute of Corporate Directors (ICD.D), Conference Board of Canada, Council of National Human Resource Executives, the Law Society of Upper Canada, The Canadian Bar Association, the Women's Law Association and the Women's Executive Network.

**Jerry Patava, 64**, Director and Chair of the Governance and Compensation Committee. Mr. Patava is the Chief Executive Officer of the Great Gulf Group of Companies, a position he has held since July 2007. Mr. Patava was appointed to the board of Terra Firma Capital Corporation in August 2017 and previously served as Lead Director and a member of the Governance and Compensation Committee of Trimac Transportation Ltd., and he served as a Director and Chair of the Governance and Compensation Committee of Capstone Infrastructure Corporation. Mr. Patava was also Executive Vice President and Chief Financial Officer of Fairmont Hotels & Resorts Inc., a position he held from January 1998 to January 2005. Previously, he was Vice President and Treasurer of Canadian Pacific Limited and prior thereto Vice President and Director of RBC Dominion Securities Inc. Mr. Patava holds a Bachelor of

Arts degree from the University of Toronto and a Master of Business Administration from York University.

**Roy J. Pearce, 75**, Director and Chair of the Investment Committee. Mr. Pearce was the Chief Financial Officer of K2 Pure Solutions Canada Corporation from April 2007 until his retirement in November 2008. Prior to joining K2 Pure Solutions Canada Corporation, Mr. Pearce was a trustee and member of the Compensation Committee of ACS Media Income Fund. He was the Chief Financial Officer of several companies, including KCP Income Fund and its predecessor business, KIK Corporation, the Plastics Division of Crown Cork and Seal Company, Inc. and Crown Cork and Seal Canada, Inc. Mr. Pearce has held senior finance positions with various companies including Gilbey Canada Inc., Lever Detergents Limited, Monarch Fine Foods Limited, John Labatt Ltd., and Lever Brothers Inc. Mr. Pearce is a Chartered Professional Accountant, Chartered Accountant.

**Michael Rousseau, 60**, Director and Chair of the Audit Committee. Mr. Rousseau is Executive Vice President and Chief Financial Officer of Air Canada, a position he has held since 2007. Since 2010, Mr. Rousseau has been a director of Resolute Forest Products Inc. and is currently serving on the Finance Committee, the Audit Committee and is Chair of the Human Resources and Compensation/Nominating and Corporate Governance Committee. He also served as a trustee and Chair of the Audit Committee of Golf Town Income Fund. Mr. Rousseau was the President of Hudson's Bay Company from 2006 to 2007; prior to that, he was the Executive Vice President and Chief Financial Officer. Mr. Rousseau was the Senior Vice President and Chief Financial Officer of Moore Corporation and was also a member of its Pension Committee and he was Vice President and Chief Financial Officer of Silcorp Limited. Mr. Rousseau holds a Bachelor of Business Administration from York University and is a Chartered Professional Accountant, Chartered Accountant. In 2017, Mr. Rousseau became a Fellow CPA and a Fellow CA and won the Canada's CFO of the Year™ award.

**William M. Wells, 57**, Director and Chair of the Corporate Responsibility and Risk Management Committee. Mr. Wells is the Founder and Chairman of Evizone Limited, a privately held online communications service firm and the Founder and Chairman of HLS Therapeutics Inc., a privately held pharmaceutical company. He previously served on the boards of Acadia Pharmaceuticals Inc. and MedGenesis Therapeutix Inc., and he has also served on the Standard & Poors' Issuers Advisory Committee. Mr. Wells was a director of Biovail Corporation ("Biovail"), a pharmaceutical company from 2005 until 2010 and was lead director, chair of the compensation committee and a member of the risk and audit committees prior to becoming Chief Executive Officer. He served as the Chief Executive Officer of Biovail from 2008 until its merger with Valeant Pharmaceuticals International, Inc. ("Valeant"), when he then served as Chairman of Valeant until 2010. Prior to joining Biovail, Mr. Wells held a number of senior executive positions, including as Chief Financial Officer of Loblaw Companies Limited, a retail grocery chain, Chief Financial Officer of Bunge Limited, a U.S. headquartered company engaged in the global agribusiness, fertilizer and food product industries, and financial management positions at McDonald's Corporation in the U.S. and Brazil. Mr. Wells holds a Master's degree in International Business from the University of South Carolina and a Bachelor's degree in Philosophy and English from the University of Western Ontario.

**Brian Schmitt**, Acting Chief Financial Officer. Mr. Schmitt was appointed Acting Chief Financial Officer of Enercare in January 2018. Mr. Schmitt joined Enercare in June 2008 as Vice President of Finance. During his tenure, he has been instrumental in supporting the growth of Enercare through the acquisitions of the Sub-metering business, portfolio purchases as well as Enercare's most recent transformational transactions. Mr. Schmitt has also led or supported Enercare's capital transactions, corporate reporting, accounting, strategic and annual planning processes. He has implemented new financial and operational performance management systems and put into practice corporate policies and procedures. Before joining Enercare, Mr. Schmitt began his career with Ernst & Young and progressed to hold more senior financial management roles at Citi Financial, Wells Fargo and MoneyConnect Inc. Mr. Schmitt is a member of the Chartered Professional Accounts of Ontario, as well as a member of the CFA Institute and holds a Bachelor of Arts (Commerce) degree from Western University and a Bachelor of Commerce, Honours - Accounting from the University of Windsor.

**Scott F. Boose**, President and Chief Executive Officer, Service Experts. Mr. Boose is the Chief Executive Officer of the Service Experts business and became a member of senior management of Enercare on March 20, 2017. Mr. Boose is an accomplished senior executive with significant experience in the HVAC industry, including deep expertise in operations management, strategic planning and finance. Prior to joining Enercare, Mr. Boose was the President of Direct Energy Services. Mr. Boose joined DE in 2004 through the acquisition of the Residential Services Group, in which he held several senior positions over a 10 year period. From 2007 to 2010, he served as the Managing Director of the Heating Services business in the UK for British Gas, where he oversaw a team of 11,000 employees, including more than 7,000 frontline technicians and installers. Mr. Boose also served on the board of British Gas Insurance during his time in the UK. From October 2014 to May 2016, Mr. Boose was a member of the board of Enercare as DE's representative.

**John Toffoletto**, Senior Vice President, Chief Legal Officer and Corporate Secretary. Mr. Toffoletto was appointed Senior Vice President, General Counsel and Corporate Secretary of Enercare in January 2009 and Senior Vice President, Chief Legal Officer and Corporate Secretary in March 2015. Before joining Enercare, Mr. Toffoletto practiced law at Torys LLP from 2001, where he played a significant role in the Fund's formation in 2002 and its subsequent legal affairs, including financings, acquisitions and commercial arrangements. Mr. Toffoletto has a Bachelor of Arts Honours Degree (with High Distinction) from the University of Toronto and a Bachelor of Laws Degree (with Honours) from the Faculty of Law, University of Toronto.

**Irene Zaguskin**, Chief Information Officer. Ms. Zaguskin was appointed Chief Information Officer of Enercare in January 2016. Prior to joining Enercare, she held various positions with such organizations as Loblaw Companies Limited, Canadian Tire Corporation and most recently, Rogers Communications Inc., where she led a team of 100 IT professionals responsible for end-to-end IT operations across retail, supply chain, field sales and sales call centers. Ms. Zaguskin graduated from York University with a Bachelor of Computer Science and Economics (Honours) and obtained a Masters of Business Administration from Ryerson University.

**Jenine Krause**, Chief Operating Officer, Home Services. Ms. Krause was appointed Chief Operating Officer, Home Services of Enercare in February 2016. Ms. Krause has over 20 years

of diverse experience in operations management, strategic planning, information technology, product development and consulting. Ms. Krause spent 11 years at Bell Canada, including a number of years as Vice President, Field Operations before transitioning to Senior Vice President, ICT Delivery in Business Markets and most recently led the network deployment in Toronto for residential services. Ms. Krause is a member of the board of Young People's Theatre and previously served as a member of the board of Northwestel Inc. and the advisory board of Impact Consulting Group for Joseph L. Rotman School of Management, University of Toronto. Ms. Krause received her Bachelor of Commerce degree from the University of Victoria and a Master of Business Administration from Joseph L. Rotman School of Management, University of Toronto.

**Colleen Bailey Moffitt**, Chief Human Resources Officer. Mrs. Bailey Moffitt was appointed Vice President, Human Resources of Enercare in April 2015. Mrs. Bailey Moffitt has over 20 years' experience in Human Resources across various industries including; consulting, energy services, retail, and financial services. She has held executive Human Resources roles with TD Bank, PwC and DE. Mrs. Bailey Moffitt has a Bachelor of Arts. (Hons.) from the University of Waterloo.

### **Committees of the Board of Directors**

The Board has appointed an audit committee, investment committee, governance committee and corporate responsibility and risk management committee.

#### *Audit Committee*

##### **Audit Committee Mandate**

The Audit Committee Mandate is attached as Appendix A to this annual information form.

##### **Composition of the Audit Committee**

The Board has appointed an audit committee (the "**Audit Committee**") consisting of four Directors, all of whom are, and are required to be, "independent" and "financially literate" as defined in National Instrument 52-110 – *Audit Committees*. The members of the Audit Committee are: Michael Rousseau (Chair), Lisa de Wilde, Jerry Patava and William M. Wells.

##### **Relevant Education and Experience of Audit Committee Members**

For a description of the education and experience of each member of the Audit Committee, see their respective biographies above.

##### **Pre-approval Policies and Procedures**

The Audit Committee approves and where required, recommends, to the Board of Directors all audit and non-audit fees and terms of service provided by the independent auditor, pursuant to the Audit Committee Mandate and related policies.

In January 2011, the Board of Directors adopted policies and procedures in respect of the approval of external auditor fees, including non-audit services and fees. Under the policy, at each regularly scheduled Audit Committee meeting, management will provide the Audit Committee with details of the known or planned non-audit services to be provided by the auditors, together with the estimated fees proposed for the work. The Audit Committee will review and discuss the requests, make any changes to the scope or timing of the services to be performed, and approve the services and fees with which they are satisfied.

To facilitate the ongoing process, in addition to any services and fees approved by the Audit Committee in its regularly scheduled meetings or as approved by the Chair or individual Audit Committee member as described below, management of Enercare has been pre-approved for non-audit fees for the following services in an aggregate amount up to \$50. Management is required to advise promptly the Audit Committee of each non-audit service to be undertaken by the external auditors, together with the related fees, including:

- statutory or regulatory filings or engagements,
- due diligence support on acquisitions,
- planning, analysis and support regarding international financial reporting standards,
- preparation and support regarding the income and other tax returns for Enercare and its affiliates, and
- analysis and support of hedge accounting.

In the event that management believes other non-audit services are required to be committed between Audit Committee meetings, the Chair of the Audit Committee (or in his absence, any other member of the Audit Committee) has the authority of the Audit Committee to approve such services and fees. The details of any such projects would be brought forward to the Audit Committee at the next meeting of the Audit Committee.

#### Auditors' Fees

The fees billed by the external auditors in respect of the years 2016 and 2017 for Enercare, including Enercare Solutions and its subsidiaries, were as follows:

	<b>2016</b>	<b>2017</b>
Audit Fees	\$929	\$715
Audit Related Fees <sup>(1)</sup>	1,408	330
Tax Fees <sup>(2)</sup>	816	303
All Other Fees <sup>(3)</sup>	222	300
<b>Total</b>	<b>\$3,375</b>	<b>\$1,648</b>

(1) In respect of 2016: Fees paid for services in respect of the SE Transaction, translation services and other audits. In respect of 2017: Fees paid for services in respect of audits.

(2) In respect of 2016: Fees paid for analysis and planning for the SE Transaction, tax compliance, research and analysis on Canadian and U.S. federal and state income and indirect tax issues. In respect of 2017: Fees paid for tax compliance, research and analysis on Canadian and U.S. federal and state income and indirect tax issues.

- (3) In respect of 2016: One-time fees paid in respect of advice relating to the integration of the Service Experts business. In respect of 2017: One-time fees paid in respect of advice relating to Canadian corporate strategy.  
Investment Committee

The Board has appointed an investment committee (the “**Investment Committee**”) consisting of three Directors, all of whom are, and are required by the Investment Committee Mandate to be, “independent” as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. The members of the Investment Committee are: Roy J. Pearce (Chair), William M. Wells and Michael Rousseau. The Investment Committee is responsible for: (i) reviewing all proposals regarding investments, dispositions and borrowings of Enercare Solutions and making recommendations in connection therewith to the Directors; (ii) approving any material changes to Enercare Solutions’ investment policy, if any; (iii) financing and interest rate hedging strategies; and (iv) target leverage ratios, target ratings on Enercare Solutions, Enercare Solutions’ shares and debt securities of Enercare Solutions, and target dividends on Enercare Solutions’ shares.

#### *Governance and Compensation Committee*

The Board has appointed a governance and compensation committee (the “**Governance and Compensation Committee**”) consisting of four Directors, all of whom are, and are required by the Governance and Compensation Committee Mandate to be, “independent” as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and have direct experience that is relevant to his or her responsibilities in executive compensation so as to enable the Governance and Compensation Committee to make decisions on the suitability of Enercare Solutions’ compensation policies and practices, including (without limiting the generality of the foregoing) in respect of the due consideration of the implications of the risks associated with such policies and practices. The members of the Governance and Compensation Committee are: Jerry Patava (Chair), Lisa de Wilde, Roy J. Pearce and Grace Palombo. The Governance and Compensation Committee is responsible for (i) annually reviewing compliance by Enercare Solutions and its subsidiaries of their respective undertakings in respect of Enercare Solutions’ continuous disclosure obligations; (ii) developing Enercare Solutions’ approach to corporate governance; (iii) advising the Directors in filling Director vacancies; (iv) periodically reviewing the compensation and effectiveness of the Directors and the contribution of individual Directors; (v) assisting in orientating and providing for continuing education for the Directors; (vi) advising the Directors in the selection and retention of senior management; (vii) periodically reviewing the compensation and performance of senior management; (viii) assisting in the professional development of senior management; (ix) assisting in developing and managing benefit plans for employees; (x) administering and managing Enercare Solutions’ pension plans; and (xi) performing the additional duties set out in its mandate or otherwise delegated to the Governance and Compensation Committee from time to time by the Board or otherwise required by law.

#### *Relevant Experience and Skills in Compensation Matters*

Mr. Patava is the Chair of the Governance and Compensation Committee and has served as a member of the Governance and Compensation Committee since the inception of the Fund in 2002, providing him with the necessary familiarity with Enercare Solutions and its management to guide Enercare Solutions’ Governance and Compensation Committee in making executive

compensation decisions and developing executive compensation policies and practices. Mr. Patava has also developed relevant experience and skills as the Chief Executive Officer of the Great Gulf Group of Companies and as a member of the board of Terra Firma Capital Corporation, and previously as Lead Director and a member of the Governance and Compensation Committee of Trimac Transportation Ltd. and as a Director and Chair of the Governance and Compensation Committee of Capstone Infrastructure Corporation. He has also served previously on a number of other governance and compensation committees for both public and private companies.

Ms. Palombo is the Executive Vice President, Chief Human Resources Officer of Great-West Lifeco Inc. Ms. Palombo has also developed relevant experience and skills as the Executive Vice President, Human Resources for TD Bank, America's Most Convenient Bank, Senior Vice President, Corporate Human Resources of CanWest and as a member of its Management Committee and as a member of the Compensation, Nominating and Corporate Governance Committee of Student Transportation Inc. She held various executive positions in the areas of Human Resources, Legal and Corporate Services with Husky Injection Molding Systems Ltd., The Canada Life Assurance Company, Westcoast Energy Inc./Union Gas Limited, and Bombardier Inc. Ms. Palombo is also a member of the Institute of Corporate Directors and is a lawyer. Ms. Palombo has been a member of the Governance and Compensation Committee since March 28, 2012.

Mr. Pearce was a member of the Compensation Committee of ACS Media Income Fund and also developed relevant experience and skills in determining executive compensation as Chief Financial Officer of KCP Income Fund. Mr. Pearce has served as a member of the Governance and Compensation Committee since 2004.

Ms. de Wilde is the Chief Executive Officer of the Ontario Educational Communications Authority (TVO) and was previously the President and Chief Executive Officer of Astral Television Networks Inc. In addition to these positions, Ms. de Wilde has had a number of other board and advisory appointments which have provided her with experience in determining executive compensation. Ms. de Wilde has been a member of the Governance and Compensation Committee since 2006.

Given their experiences as executives and members of compensation committees of other companies, the individual and collective qualifications provide the skills and experience necessary for the Governance and Compensation Committee to assess and determine Enercare Solutions' compensation policies with due regard to its risk profile.

#### *Corporate Responsibility and Risk Management Committee*

The Board has appointed a corporate responsibility and risk management committee (the “**Corporate Responsibility and Risk Management Committee**”) consisting of three Directors, all of whom are, and are required by the Corporate Responsibility and Risk Management Committee Mandate to be, “independent” as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. The members of the Corporate Responsibility and Risk Management Committee are: William M. Wells (Chair), Lisa de Wilde and Grace Palombo. The Corporate Responsibility and Risk Management Committee is responsible for (i) assisting the

Board in overseeing the development of strategy and policy on effective management of social, environmental, ethical, legal, regulatory and operational issues and risk (collectively, the “**Risks**”) and promoting a culture of integrity at Enercare Solutions; (ii) overseeing key stakeholder engagement on social, environmental and ethical issues; (iii) approving Enercare Solutions’ Code of Business Conduct (the “**Code**”), monitoring compliance with the Code and approving any waivers related to the Code with respect to any Director or senior management; (iv) identifying and monitoring Enercare Solutions’ key Risks and evaluating their management; (v) reviewing and approving Risk management policies, systems and metrics to manage Risk; and (vi) providing a forum for “big picture” analysis of future Risks, including the consideration of Risk trends.

## **DIRECTOR COMPENSATION**

*The following discussion and disclosure relates to Enercare’s compensation of Directors. All Director compensation is paid by Enercare as Directors do not receive compensation for acting as Directors of Enercare Solutions per se. All dollar amounts under “Director Compensation” are not expressed in thousands of Canadian dollars.*

### *Compensation Philosophy and Approach*

The compensation of non-executive Directors is guided by the following goals: compensation should fairly pay Directors for work required in an issuer of Enercare’s size and scope; it should not exceed what is customary given the size and scope of Enercare’s business and operations; compensation should align Directors’ interests with the long-term interests of Shareholders, and the structure of the compensation should be simple, transparent and easy for Shareholders to understand. The Governance and Compensation Committee reviews Director compensation at least annually, and makes compensation recommendations to the Board for its review and approval.

### *Compensation Peer Group*

In 2017, Lane Caputo provided the Governance and Compensation Committee with an updated independent, third-party analysis of the compensation levels and practices for Director compensation, as well as for Enercare’s senior executive team (for additional information, see “Compensation of Executive Officers”). Based on the findings and recommendations of Lane Caputo, the Board approved the use of the same peer group of companies, the Compensation Peer Group, from which to base the assessments of both Director and executive compensation levels and practices. While the Governance and Compensation Committee may rely on external information and advice, all of the decisions with respect to Director compensation are made by the Governance and Compensation Committee and the Board alone and may reflect factors and considerations other than, or that may differ from, the information and recommendations provided by external consultants or advisors.

### *Board of Director Compensation - 2017 Details*

For 2017, each member of the Board received an annual retainer of \$50,000, the Chairs of the Board, Audit, Governance and Compensation, Investment and Corporate Responsibility and Risk Management Committees received additional annual retainers of \$75,000, \$15,000, \$8,000,

\$8,000 and \$8,000, respectively, and, in addition to the annual retainers, each Director received an annual member retainer for the Audit, Governance and Compensation, Investment and Corporate Responsibility and Risk Management Committees of \$5,000, \$3,000, \$3,000 and \$3,000, respectively, provided a Director is not a Chair of the applicable committee, and each Director received \$1,500 for each board, committee, shareholder or strategy meeting attended. Where a board or committee meeting of Enercare was held together or consecutively with meetings of directors of subsidiary entities of Enercare, such meetings were counted as a single meeting for purposes of Director remuneration. All Directors were entitled to reimbursement for out-of-pocket expenses incurred in acting as a Director.

Neither Enercare nor Enercare Solutions has a pension plan or any other post-employment benefit program for Directors.

#### *Deferred Share Unit Plan*

Enercare adopted the DSUP effective January 1, 2011, as amended and restated effective March 11, 2011, June 1, 2011, December 31, 2015, March 6, 2017 and subsequently on March 5, 2018, for non-executive Directors to assist Enercare to: promote a greater alignment of interests between the Directors and the Shareholders; provide a compensation system for Directors that is reflective of the responsibility, commitment and risk accompanying Board membership; assist Enercare to attract and retain individuals with experience and ability to serve as members of the Board; and allow the Directors to participate in the long-term success of Enercare. Pursuant to the DSUP, non-executive Directors will receive 50% of their fees in the form of deferred share units (the “DSUs”) until the Director has met the Director’s share ownership requirements. Directors may also elect on an annual basis to receive all or any portion of their fees (or the balance remaining after the provision of DSUs referred to above) in the form of DSUs for the immediately succeeding year. Such election may be revoked or modified if written notice is provided on or before the 15th of the calendar month preceding each fiscal quarter. In addition, the Board has the discretion to grant additional DSUs to the Directors.

A Director’s DSUs may be redeemed only when the Director ceases to hold all positions with Enercare and must be redeemed no later than December 15 of the calendar year following the year the Director ceases to hold all positions with Enercare or a corporation related to Enercare within the meaning of the *Income Tax Act* (Canada). The Director is entitled to receive an amount equal to the number of DSUs credited to the Director’s account multiplied by the market value of a Common Share, less applicable withholdings and deductions. The redemption amount is paid by Enercare (i) where there is one redemption date, as a lump sum, or (ii) where there are two redemption dates, in two installments but in no event later than December 31 of the calendar year following the year the Director ceases to hold all positions with Enercare or a related corporation. DSUs accrue dividends in the form of additional DSUs at the same rates as dividends on the Shares. The market value of the Common Shares for calculating DSUs granted and credited as dividends, and the redemption price, will be the volume weighted average trading price of a Common Share for the five trading days before the relevant date.

The Board may amend, suspend or terminate the DSUP or any portion thereof at any time in accordance with applicable legislation, and subject to any required regulatory or Shareholder approval.

### *Director Compensation Table*

The following table provides information on the total compensation paid to the non-executive Directors<sup>(1)</sup> for the year ended December 31, 2017:

<b>Name</b>	<b>Fees Earned<sup>(2)</sup> (\$)</b>	<b>DSU Awards<sup>(3)</sup> (\$)</b>	<b>Total (\$)</b>
Jim Pantelidis <sup>(4)</sup>	-	277,616	277,616
Lisa de Wilde	105,917	68,058	173,975
Grace M. Palombo	94,083	68,058	162,141
Jerry Patava <sup>(5)</sup>	103,750	68,058	171,808
Roy J. Pearce <sup>(6)</sup>	34,500	129,058	163,558
Michael Rousseau <sup>(7)</sup>	112,583	68,058	180,641
William M. Wells <sup>(8)</sup>	117,750	68,058	185,808

- (1) Mr. Macdonald, Enercare's President and Chief Executive Officer, did not receive compensation for serving as a member of the Board. Please refer to the section titled, "Compensation of Executive Officers" for compensation provided to Mr. Macdonald.
- (2) Pursuant to Mr. Pantelidis' election to receive in the form of DSUs, 100% of his retainer and meeting fees for 2017, Mr. Pantelidis received 7,037 DSUs in lieu of \$141,500. Pursuant to Mr. Pearce's election to receive 100% of his retainer fees for 2017 in the form of DSUs, Mr. Pearce received 3,033 DSUs in lieu of \$61,000. Of total fees earned by Directors in 2017, 26% was paid in DSUs.
- (3) Based upon the following discretionary DSUs awarded on March 6, 2017 in respect of the performance period commencing January 1, 2017: Jim Pantelidis, 7,600 DSUs; Lisa de Wilde, 3,800 DSUs; Grace M. Palombo, 3,800 DSUs; Jerry Patava, 3,800 DSUs; Roy J. Pearce, 3,800 DSUs; Michael Rousseau, 3,800 DSUs; and William M. Wells, 3,800 DSUs. The value of the DSUs is calculated on the basis of the volume weighted average trading price of the Shares on the TSX for the five trading days immediately preceding December 31, 2017 (\$20.39).
- (4) Chair of the Board.
- (5) Chair of the Governance and Compensation Committee.
- (6) Chair of the Investment Committee.
- (7) Chair of the Audit Committee.
- (8) Chair of the Corporate Responsibility and Risk Management Committee.

The Board is of the opinion that Enercare's non-executive Directors are fairly compensated based on Enercare's guiding philosophy.

### *Outstanding Share-Based Awards*

The following table sets forth the number of DSUs held by Directors other than Named Executive Officers<sup>(1)</sup> as at December 31, 2017:

Name	DSU Awards	
	Number of DSUs <sup>(2)</sup> (#)	Market or Payout Value of DSUs Awards <sup>(3)</sup> (\$)
Jim Pantelidis	188,812	3,381,623
Lisa de Wilde	38,703	693,171
Grace M. Palombo	19,158	343,120
Jerry Patava	35,570	637,059
Roy J. Pearce	77,003	1,379,124
Michael Rousseau	35,570	637,059
William M. Wells	20,594	368,839

- (1) Mr. Macdonald, Enercare's President and Chief Executive Officer, receives no compensation for acting as a Director. For a discussion of his compensation, see "Compensation of Executive Officers".
- (2) The number of DSUs includes DSUs granted on an annual basis since the introduction of the DSUP in 2011 issued in connection with Enercare's share ownership requirements, DSUs issued pursuant to elections by the Directors to receive all or any portion of their fees in the form of DSUs, and DSUs credited reflecting dividends on the Common Shares to December 31, 2017 (see "Deferred Share Unit Plan" above).
- (3) The value of the DSUs is calculated on the basis of the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2017 and assumes all redemption requirements are met (see "Deferred Share Unit Plan" above).

### *Share Ownership Policy*

The Board believes that Common Share ownership by certain members of senior management and the Board is a key element of strong corporate governance. The Board also believes that long-term equity ownership further aligns the interest of Directors and senior management with those of Shareholders and enables them to share in the long-term growth and success of Enercare. In January 2011, the Board approved a share ownership policy (the "**Share Ownership Policy**") which was subsequently revised on February 27, 2013 and March 16, 2017 to require Directors to attain and maintain a level of Common Share ownership with a market value of at least \$375,000, in the case of the Chair of the Board, and \$250,000, in the case of the other Directors (in each case, equal to five times the 2017 annual retainer for such Director) within five years of appointment. In addition, the 2017 Share Ownership Policy requires the Chief Executive Officer to attain and maintain a level of Common Share ownership with a market value of at least \$1,800,000 (equal to three times his 2017 base annual salary), and the Chief Financial Officer, the Chief Operating Officer, Home Services, the President and Chief Executive Officer, Service Experts, and the Senior Vice President, Chief Legal Officer and Corporate Secretary must attain and maintain a level of Common Share ownership with market values of at least \$385,000, \$400,000, US\$315,000 and \$350,000, respectively, which, in each case, is equal to his or her 2017 base annual salary. In the event of an increase to the base annual retainer of the Directors or the base annual salary of the foregoing officers, the Directors or

officers, as applicable, will be required to meet, within two years, increased Common Share ownership requirements to reflect the new base annual retainer or base annual salary, as applicable. The Board periodically reviews the ownership targets with a view to changes in compensation and Common Share price.

For the purposes of the Share Ownership Policy, “Common Share ownership” includes Common Shares owned or controlled and Performance Share Units accumulated under the PSUP and DSUs accumulated under the DSUP. Options are not included for the purposes of the Share Ownership Policy. The determination of whether an individual has satisfied the target Common Share ownership requirement is made annually and is calculated as follows. The market value of Common Shares is determined annually as of November 30 and calculated based on the greater of the market value and the weighted average purchase price of the Common Shares. The market value of Performance Share Units under the PSUP and DSUs under the DSUP is determined annually as of November 30 and calculated based on the market value of the Common Shares. For these purposes, “market value of the Common Shares” is calculated as the volume weighted-average trading price of the Common Shares on the TSX for the five trading days immediately preceding the relevant date.

## COMPENSATION OF EXECUTIVE OFFICERS

*The following discussion and disclosure relates to Enercare’s compensation of its named executive officers as determined under applicable securities laws (the “**Named Executive Officers**”). All executive compensation is paid by Enercare as Named Executive Officers do not receive compensation for acting as officers of Enercare Solutions per se. All dollar amounts under “Compensation of Executive Officers” are not expressed in thousands of Canadian dollars.*

### *Compensation Discussion and Analysis*

The objective of Enercare’s compensation program and strategy is to attract, retain, and motivate talented executives and to create sustainable Shareholder value over the long term. The compensation program is designed to reward increases in Common Share value, sustained cash dividends and growth of Enercare. To achieve these objectives, the executive compensation program is designed to conform to the following principles:

- align with Enercare’s business strategy – link executive compensation with the achievement of specific strategic business objectives and Enercare’s performance as a whole;
- align to interests of Shareholders – align the interests of executives with those of Shareholders through the use of incentives that reward increases in Shareholder value, and decline in value when the Common Share price falls, as well as maintain significant Common Share ownership requirements for the Named Executive Officers;
- Corporate governance – strive to be a market leader on governance issues and continually review and, as appropriate for Enercare, adopt executive compensation practices that align to current best practices;

- pay for performance – align with Enercare’s desire to create a performance and development culture and create clear relationships between pay and performance;
- pay competitively – set overall target compensation to ensure it remains competitive; and
- a simple, direct program – provide a simple, direct program that is easy to understand and assess.

(a) Elements of Compensation

The major elements of Enercare’s compensation program are base salary, annual performance bonus, awards under the PSUP and the 2014 Option Plan (each as defined below) and personal benefits. Enercare believes that a high proportion of senior management compensation should be at risk.

**Base Salary**

The purpose of base salary is to attract and retain the highest caliber senior management team. Salaries for senior management are set on the basis of the level of responsibility relative to other positions in Enercare and relative to salaries paid by other organizations. While base salaries were historically targeted between the 25th and 50th percentile of the Compensation Peer Group (as defined below), as a result of its growth in recent years, Enercare has begun a transition to targeting salaries at the 50th percentile (or “**median**”) of the Compensation Peer Group (see “- Benchmarking” below). Enercare will pay above or below this target to reflect each senior manager’s relative experience or performance versus the market, or to reflect competitive market pressures for a given skill set.

**Annual Performance Bonus**

The annual performance bonus is designed to recognize both the contribution of management to corporate results and personal results. The purpose of the annual performance bonus is to pay for performance, to align with Enercare’s strategy, and to provide motivation for superior corporate and personal results. The target annual performance bonus varies on the basis of the senior manager’s position and is designed to reflect the degree of influence of the participant in Enercare’s affairs. Target annual bonus levels are designed to provide median total cash (salary and bonus) levels for target levels of performance and above median total cash levels for above-target performance.

**Performance Share Unit and Option Plans**

Enercare believes that the grant of awards under the performance share unit plan (the “**PSUP**”), the share option plan which came into effect on January 1, 2011 (the “**2011 Option Plan**”) and the share option plan which came into effect on March 5, 2014 (the “**2014 Option Plan**”) and together with the 2011 Option Plan, the “**Option Plans**”) as long-term incentives help align management’s interests with Shareholder interests, provide motivation and promote retention of management for the long term. Enercare grants performance share units (the “**Performance Share Units**”) under the PSUP and options (the “**Options**”) under the Option Plans at competitive levels versus the Compensation Peer Group. Awards of Performance Share Units under the LTIP (as defined below) and Options under the 2014 Option Plan are generally granted

on an annual basis to senior management (see “Performance Share Unit Plan” and “Option Plans” below).

### **Benefits and Executive Perquisites**

Enercare offers to all its employees various benefit programs, such as medical, dental, life, and short and long-term disability insurance coverage to promote employee health and productivity in the work place.

In connection with the DE Acquisition, Enercare entered into a pension asset transfer agreement, pursuant to which DE transferred defined benefit and defined contribution pension assets to Enercare such that Enercare became the administrator and sponsor of the pension plan effective January 28, 2016. The combination pension plan is available to a closed group of active employees employed by Enercare Home and Commercial Services Inc., an indirect wholly-owned subsidiary of Enercare. Such employees were former employees of DE who transferred to Enercare Home and Commercial Services Inc. upon closing of the DE Acquisition on October 20, 2014. New employees employed by Enercare Home and Commercial Services Inc. are eligible to participate only in the defined contribution component of the pension plan.

On March 30, 2017, Enercare amended the pension plan to, among other things, provide for the participation of most full time employees of Enercare in the defined contribution component of the plan. However, senior management, including all the Named Executive Officers, were not included in the pension plan expansion. Instead, such Named Executive Officers employed in Canada continued to participate in Enercare’s existing program whereby Enercare makes registered retirement and personal savings plan contributions to accounts of the senior management employed in Canada that do not participate in Enercare’s pension plan. Named Executive Officers employed by a U.S. subsidiary participate in the Service Experts LLC 401(k) Plan (the “**401(k) Plan**”).

The 401(k) Plan is open to all U.S. employees of Service Experts (as defined below), who can each contribute up to 75% of their eligible earnings each year up to a maximum amount set by the U.S. Internal Revenue Service. In 2017, the limit was US\$18,500 plus an additional US\$6,000 for participants age 50 and older. A participant can make contributions on a pre-tax or after-tax basis. In 2017, Service Experts made matching contributions equal to US\$0.33 for each dollar contributed by an employee to the 401(k) Plan (the “**Matching Portion**”) up to a maximum of the lesser of 6% of such employee’s eligible earnings or US\$6,000. The Matching Portion vests over a period of 6 years. Maximum eligible earnings that can be used to determine the annual allocations under all U.S. tax deferred plans in which an employee participated in 2017, including the 401(k) Plan, were US\$270,000.

All eligible employees of Enercare and its subsidiaries may participate in the Employee Share Purchase Plan (see “Employee Share Purchase Plan” below).

Enercare currently provides to its senior management a limited number of perquisites, including car allowance and membership dues.

Personal benefits provided to senior management reflect market-competitive practices.

(b) Decision Making

The compensation for all executive officers who are employees of Enercare (except the President and Chief Executive Officer) is recommended by the President and Chief Executive Officer to the Governance and Compensation Committee which in turn is recommended by the Governance and Compensation Committee to the Board for approval. The compensation of the President and Chief Executive Officer is determined and approved by the Governance and Compensation Committee, subject to final approval by the Board.

In its deliberations regarding executive compensation, the Governance and Compensation Committee and the Board considers independent advice from external consultants and other advisors, but the Governance and Compensation Committee and the Board are ultimately responsible for all decisions made. As such, these decisions may reflect factors and considerations other than, or different from, those provided by advisors.

(c) External Advice

In August 2012, the Governance and Compensation Committee first engaged Lane Caputo Compensation Inc. (“**Lane Caputo**”) to conduct a review of Enercare’s executive and non-executive Director compensation levels and practices, as well as to analyze and comment on the mix of Enercare’s long-term incentives.

In November 2013, October 2014 and February 2015, the Governance and Compensation Committee engaged Lane Caputo to conduct an updated review of Enercare’s executive and non-executive Director compensation levels and practices, as well as to analyze and comment on the mix of Enercare’s long-term incentives. In 2016, the Governance and Compensation Committee again engaged Lane Caputo to provide an update to the work previously performed, which was finalized in February 2017 (the “**Lane Caputo Report**”). The scope of the Lane Caputo Report involved the benchmarking of Enercare’s executive and Director compensation levels and practices against a Compensation Peer Group (as defined below) to ensure alignment with Enercare’s increased size and scope of operations as a result of the SE Transaction. The Lane Caputo Report also benchmarked the structure of Enercare’s compensation program, with particular attention to the mix of Options and Performance Share Units granted to executives.

Other than as described herein, Lane Caputo does not provide any services to Enercare or to management and the Governance and Compensation Committee must pre-approve any services that Lane Caputo or its affiliates provides to Enercare at the request of management.

***Executive Compensation – Related Fees***

The following table provides the fees paid to Lane Caputo for the provision of compensation consulting services to the Governance and Compensation Committee in respect of 2016 and 2017:

Activity	2016	2017
Executive Compensation Related Fees	\$34,000	\$7,745
All Other Fees	Nil	Nil
Total	\$34,000	\$7,745

(d) Benchmarking

In 2015, on the recommendation of Lane Caputo, the Board approved the use of a group of comparator companies (the “**Compensation Peer Group**”) from which to base the assessments of both executive and Board compensation levels and practices. Companies selected for the Compensation Peer Group are dividend-paying companies with North American operations that would be considered of relevant size to Enercare as measured by market capitalization, enterprise value, annual revenues, annual earnings (as measured by EBITDA) and total assets.

For 2017, Enercare modified its peer group to reflect its broader service offerings and geographical breadth. The peer group now includes several American-based companies in related industries and excludes former peers that were otherwise of relevant size but impacted by different macroeconomic factors than Enercare due to operations in distinctly different industries. The peer group consists of 15 companies headquartered in Canada and four companies headquartered in the United States, with seven of those companies operating in both markets. The 19 companies in the 2017 Compensation Peer Group for Enercare are:

AAON Inc.	Morneau Shepell Inc.
ABM Industries Inc.	Parkland Fuel Corp.
Algonquin Power & Utilities Corp.	Rent-A-Center, Inc.
AutoCanada Inc.	Russel Metals Inc.
Comfort Systems USA, Inc.	Suburban Propane Partners LP
DH Corp.	Superior Plus Corp.
Enerflex Ltd.	The North West Company Inc.
FirstService Corp.	Toromont Industries Ltd.
goeasy Ltd.	Winpak Ltd.
Just Energy Group Inc.	

The Governance and Compensation Committee monitors the appropriateness of the Compensation Peer Group on a regular basis to ensure its continued reflection of an appropriate benchmark for Enercare’s compensation practices.

(e) Consideration of Risk

As part of its annual review of Enercare’s compensation policies and practices and pursuant to its mandate, the Governance and Compensation Committee considers any risks associated with such policies and practices and assesses the practices used by Enercare and the Governance and Compensation Committee to mitigate risks associated with them. The Governance and

Compensation Committee is satisfied that the current compensation policies and practices combined with the enterprise risk management of the organization, which includes risk oversight by the Corporate Responsibility and Risk Management Committee, offer a balanced combination that promotes adequate risk-taking with appropriate and reasonable compensation incentives. In particular, risk mitigation features of Enercare's compensation policies and practices include:

- Governance and Compensation Committee comprised exclusively of independent Directors;
- Appropriate balance between short and long-term (i.e., deferred) incentives with more weight on long-term incentives;
- A significant proportion of variable compensation is "at risk" and tied to target metrics aligned with Enercare's interests and Board strategic initiatives and goals;
- Performance measures under the short-term incentive plan are primarily focused on sustained profitability growth (e.g., Compensation Adjusted EBITDA (as defined below) and rental and sub-metering contracted units);
- Performance Share Units and Options reflect Common Share price appreciation and depreciation;
- Alignment of corporate structure across all business segments, with large portion tied to overall Enercare performance; and
- Maximums applied to annual bonus payout (maximum 1.5 times target in respect of the corporate component and 1.5 times in respect of the strategic objective component).

#### *Hedging of Equity Awards*

To further mitigate risk, Enercare has adopted a policy prohibiting, among others, any of its Directors, officers or other employees from purchasing financial instruments that are designed to hedge or offset a decrease in the market value of the Common Shares. Enercare is not aware of any Director or officer having entered into this type of transaction.

#### *Share Ownership Requirements*

The Board believes that Directors and certain senior members of management including the Named Executive Officers can represent the interests of Shareholders more effectively if they have a significant investment in Enercare. To that end, in January 2011, the Board instituted the Share Ownership Policy. See "Director Compensation – Share Ownership Policy".

#### (f) Determination of Executive Compensation Amounts

##### **President and Chief Executive Officer**

John A. Macdonald

##### ***Base Salary***

The President and Chief Executive Officer's base salary for 2017 was \$600,000 (an increase of \$80,000 from 2016). In the Governance and Compensation Committee's view, the amount is

reasonable taking into consideration the Lane Caputo Report and Enercare's and Mr. Macdonald's past performance.

### ***Annual Performance Bonus***

The target annual performance bonus for 2017 was set at 100% of the President and Chief Executive Officer's base salary. In the Governance and Compensation Committee's view, this is reasonable taking into consideration the Lane Caputo Report and Enercare's and Mr. Macdonald's past performance, as well as the strategic objectives set in connection with such bonus.

The annual performance bonus was weighted 100% for the achievement of strategic objectives, which were the same, including regarding respective weighting, as the performance targets of Enercare. The Enercare performance target was based on (i) Enercare's Compensation Adjusted EBITDA, which is defined as EBITDA excluding Compensation Adjustments. Compensation Adjustments is defined as eliminations in respect of unbudgeted transaction costs for acquisitions and integration, HVAC rentals (to record all HVAC originations like a sale), proxy related expenses above budget, long-term compensation expenses and employee share purchases above or below budget, unplanned adjustments for Service Experts International Financial R accounting or opening balance sheet adjustments, foreign exchange above or below budget, any impact associated with accounting adjustments related to the potential overlap in franchisee territories, any severance above budget and any unbudgeted costs or impacts associated with a labour disruption. EBITDA is reported in Enercare's financial statements; (ii) Home Services performance targets other than EBITDA; (iii) Service Experts performance targets other than EBITDA; (iv) sub-metering performance targets other than EBITDA; (v) commercial services performance targets other than EBITDA; and (vi) Triacta performance targets other than EBITDA. Where actual results for the Enercare performance target fell between the "not met" and "target" values, the incentive payment was prorated between 0% and 100% of the target incentive payment accordingly. Where actual results for the Enercare performance target fell between the "target" and "exceeds" values, the incentive payment was prorated between 100% and 150% of the target incentive payment accordingly. Depending on the Enercare performance target, the difference between "not met" and "target" values may or may not be the same as "target" and "exceeds" values. The maximum amount that could be earned in respect of the strategic objectives component was 150%.

The Governance and Compensation Committee approved the Compensation Adjustments described above in order to properly incentivize the Named Executive Officers and other members of Enercare's senior management team, particularly in respect of the introduction of new product and service offerings and acquisition initiatives. If Compensation Adjustments were not taken into account in the determination of compensation decisions, the compensation plan would have been dis-aligned with the Board's corporate strategy. By way of example, the re-introduction of Enercare's rental HVAC program is capital intensive and has a short-term impact on EBITDA; however, over the long-term, it is more beneficial to Enercare to rent HVAC units rather than sell them. Enercare estimates that a rental unit is worth approximately 2.5 times that of a sale on a discounted cash flow basis. The purpose of the Compensation Adjustments to EBITDA, therefore, is to better incent management in order to achieve greater penetration in the rental HVAC market as, without the Compensation Adjustments, management's compensation

would be higher if Enercare achieved more HVAC sales than HVAC rentals. The Compensation Adjustments amounted to approximately \$13.0 million of adjustments to EBITDA as reported in Enercare's financial statements.

The Governance and Compensation Committee approved the Enercare performance targets, which are the same performance targets for the President and Chief Executive Officer, at the beginning of 2017 through Enercare's annual budget and business plan process. The 2017 targets were intended to be challenging and were set at the following levels: (a) Compensation Adjusted EBITDA (accounting for 70% of the Enercare performance target) of \$288.6 million; (b) Home Services non-EBITDA targets (accounting for 14% of the Enercare performance target); (c) Service Experts non-EBITDA targets (accounting for 10% of the Enercare performance target); (d) sub-metering non-EBITDA targets (accounting for 4% of the Enercare performance target); (e) commercial services non-EBITDA targets (accounting for 1% of the Enercare performance target); and (f) Triacta non-EBITDA targets (accounting for 1% of the Enercare performance target). Enercare in 2017 achieved 114% of the Compensation Adjusted EBITDA target, 135% of the Home Services non-EBITDA targets, 105% of the Service Experts accretion target, 95% of the sub-metering non-EBITDA targets, 91% of the commercial services non-EBITDA targets, 0% of the Triacta non-EBITDA targets and 114.2% in the aggregate for the performance target.

In respect of 2017, the President and Chief Executive Officer was awarded 114.2% of the target bonus for the performance of Enercare and received a bonus of \$685,200, representing 114.2% of the target bonus and 114.2% of his base salary.

### ***Long-term Incentives***

The President and Chief Executive Officer was granted an aggregate of 30,151 Performance Share Units under the long term incentive plan ("LTIP") pursuant to the PSUP and 111,801 Options pursuant to the 2014 Option Plan. The number of Performance Share Units and Options granted was determined with reference to the Lane Caputo Report, his ability to influence the performance of Enercare as well as the various factors listed above in respect of the rationale for long-term incentive plans. It was determined that in 2017, Mr. Macdonald be granted Performance Share Units under the LTIP equal in value to approximately 102% of his base salary, based upon the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2016 and Options equal in value to approximately 30% of his base salary. The exercise price of the Options is \$19.12, being the closing price of the Common Shares on the TSX on the day immediately preceding the grant date.

### **Former Chief Financial Officer**

Evelyn Sutherland

#### ***Base Salary***

The base salary in 2017 for the Former Chief Financial Officer was set at \$385,000 (an increase of \$21,000 from 2016) based on the terms of her employment agreement at hire in August 2011,

the Lane Caputo Report and increases approved by the Governance and Compensation Committee in subsequent years to reflect market-based compensation and performance.

#### *Annual Performance Bonus*

Ms. Sutherland resigned effective as of January 28, 2018, prior to the payment of an annual performance bonus in respect of 2017.

#### *Long-term Incentives*

Ms. Sutherland was granted an aggregate of 11,286 Performance Share Units under the LTIP pursuant to the PSUP and 41,848 Options pursuant to the 2014 Option Plan. The grants made under the LTIP were made on the same basis and pursuant to the same terms as those of Messrs. Macdonald, Boose and Toffoletto and Ms. Krause. The number of Performance Share Units and Options granted was determined with reference to the Lane Caputo Report, her ability to influence the performance of Enercare as well as the various factors listed above in respect of the rationale for long-term incentive plans. It was determined that in 2017, Ms. Sutherland be granted Performance Share Units under the LTIP equal in value to approximately 60% of her base salary, based upon the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2016 and Options equal in value to 18% of her base salary. The exercise price of the Options is \$19.12, being the closing price of the Common Shares on the TSX on the day immediately preceding the grant.

Pursuant to the terms of the PSUP, as a result of Ms. Sutherland's resignation from Enercare effective January 28, 2018, unvested Performance Share Units, including all Performance Share Units granted in 2017, were forfeited on the date of resignation. Pursuant to the terms of the Option Plans, vested and unvested Options, including all Options granted in 2017, were also forfeited on the date of resignation other than those that had vested but could not be exercised because a blackout period was in place at the time of resignation.

#### *Chief Operating Officer, Home Services*

Jenine Krause

#### *Base Salary*

The base salary in 2017 for the Chief Operating Officer, Home Services was \$400,000 (an increase of \$30,000 from 2016) based on the terms of her employment agreement at hire in December 2015, the Lane Caputo Report and an increase approved by the Governance and Compensation Committee to reflect market-based compensation and performance.

#### *Annual Performance Bonus*

The target annual performance bonus for 2017, pursuant to her employment agreement, was set at 70% of the base salary of the Chief Operating Officer, Home Services. In the Governance and Compensation Committee's view, this is reasonable taking into consideration the Lane Caputo Report and Enercare's and Ms. Krause's past performance, as well as the performance targets and strategic objectives set in connection with such bonus.

The annual performance bonus was weighted 35% for the achievement of performance targets of Enercare, 35% for the achievement of performance targets of the Home Services business and 30% for the achievement of strategic objectives. The Enercare performance targets were the same as those applicable to the President and Chief Executive Officer. Ms. Krause's strategic objectives include the provision of strategic and operational leadership for the Enercare Home Services business, the development and oversight of strategies that sustain sales and margin growth and the creation of a cohesive, high performance and customer-focused organization.

The Home Services performance targets were based on a number of objectives, including (i) Compensation Adjusted Home Services EBITDA, which is defined as Home Services EBITDA excluding Home Services Compensation Adjustments. Home Services Compensation Adjustments is defined as eliminations in respect of unbudgeted transaction costs for acquisitions, HVAC rentals (to record all HVAC originations like a sale), proxy related expenses above budget, long-term compensation expenses and employee share purchases above or below budget, all corporate allocations, any severance above budget, any unbudgeted costs or impacts associated with a labour disruption and the results of the commercial services business which are measured separately. Home Services EBITDA is reported in Enercare's financial statements; (ii) net increase in contracted units; (iii) increase customer satisfaction scores based upon the point increase in net promoter score; (iv) positive protection plan continuity (including rental HVAC units favourable to plan); (v) operational improvement initiatives; (vi) transition to new supply chain provider; and (vii) efficient use of capital. Where actual results for the Home Services performance target fell between the "not met" and "target" values, the incentive payment was prorated between 0% and 100% of the target incentive payment accordingly. Where actual results for the Home Services performance target fell between the "target" and "exceeds" values, the incentive payment was prorated between 100% and 150% of the target incentive payment accordingly. Depending on the Home Services performance target, the difference between "not met" and "target" values may or may not be the same as "target" and "exceeds" values. The maximum amount that could be earned in respect of the strategic objectives component was 150%.

The Governance and Compensation Committee approved the Home Services Compensation Adjustments described above in order to properly incentivize the Chief Operating Officer, Home Services, particularly in respect of the introduction of new product and service offerings and acquisition initiatives. If Compensation Adjustments were not taken into account in the determination of compensation decisions, the compensation plan would have been dis-aligned with the Board's corporate strategy for the Home Services business. The Home Services Compensation Adjustments amounted to approximately (\$0.4) million of adjustments to Home Services EBITDA as reported in Enercare's financial statements.

The Governance and Compensation Committee approved the Home Services performance targets at the beginning of 2017 through Enercare's annual budget and business plan process. The 2017 targets were intended to be challenging and were set at the following levels: (a) Compensation Adjusted Home Services EBITDA (accounting for approximately 50% of the Home Services performance target) of \$228.1 million; (b) net increase in contracted units (accounting for 10% of the Home Services performance target); (c) customer satisfaction scores (accounting for 10% of the Home Services performance target); (d) positive protection plan continuity (accounting for 10% of the Home Services performance target); (e) operational

improvements (accounting for 10% of the Home Services performance target); (f) supply chain provider transition (accounting for 5% of the Home Services performance target); and (g) efficient use of capital (accounting for 5% of the Home Services performance target). Enercare in 2017 achieved 107% of the Compensation Adjusted Home Services EBITDA target, 150% of the net increase in contracted units target, 122% of the customer satisfaction scores target, 129% of the protection plan growth target, 150% of the operational improvements target, 100% of the supply chain transition target, and 150% of the efficient use of capital target.

In respect of 2017, the Chief Operating Officer, Home Services was awarded approximately 114.2% of the target bonus for performance of Enercare, approximately 121.3% of the target bonus for performance of the Home Services business and, as the strategic objectives were exceeded, 135% of that measure; therefore, based on the aggregate objectives for the annual performance bonus, the Chief Operating Officer, Home Services received a bonus of \$346,108, representing 124% of the target bonus and 87% of her base salary.

#### *Long-term Incentives*

The Chief Operating Officer, Home Services was granted an aggregate of 13,400 Performance Share Units under the LTIP pursuant to the PSUP and 49,689 Options pursuant to the 2014 Option Plan. The grants made under the LTIP were made on the same basis and pursuant to the same terms as those of Messrs. Macdonald, Boose and Toffoletto and Ms. Sutherland. The number of Performance Share Units and Options granted was determined with reference to the Lane Caputo Report, her ability to influence the performance of Enercare as well as the various factors listed above in respect of the rationale for long-term incentive plans. It was determined that in 2017, Ms. Krause be granted Performance Share Units under the LTIP equal in value to approximately 68% of her base salary based upon the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2016 and Options equal in value to approximately 20% of her base salary. The exercise price of the Options is \$19.12, being the closing price of the Common Shares on the TSX on the day immediately preceding the grant date.

#### *President and Chief Executive Officer, Service Experts*

##### *Scott Boose*

##### *Base Salary*

The base salary in 2017 for the President and Chief Executive Officer, Service Experts was US\$400,000 based on the terms of his employment agreement at hire in March 2017.

##### *Annual Performance Bonus*

The target annual performance bonus for 2017, pursuant to his employment agreement, was set at 70% of the pro-rated base salary of the President and Chief Executive Officer, Service Experts. In the Governance and Compensation Committee's view, this is reasonable taking into consideration the Lane Caputo Report, as well as the performance targets and strategic objectives set in connection with such bonus.

While the President and Chief Executive Officer, Service Experts will receive annual performance bonuses in future years based on performance targets similar to those of the other Named Executive Officers, pursuant to the terms of his employment agreement, the President and Chief Executive Officer, Service Experts received 100% of his pro-rated target bonus in respect of 2017. Therefore, the President and Chief Executive Officer, Service Experts received a bonus of US\$230,282, representing 100% of the target bonus and 70% of his pro-rated base salary.

#### *Long-term Incentives*

The target total long-term incentive bonus for 2017, pursuant to his employment agreement, was set at 80% of the annual base salary of the President and Chief Executive Officer, Service Experts. Mr. Boose was granted an aggregate of 21,259 Performance Share Units under the LTIP pursuant to the PSUP. The grants made under the LTIP were made on the same basis and pursuant to the same terms as those of Messrs. Macdonald, Toffoletto and Ms. Sutherland and Krause. The number of Performance Share Units was determined with reference to the Lane Caputo Report, Mr. Boose's ability to influence the performance of Enercare, as well as the various factors listed above in respect of the rationale for long-term incentive plans. It was determined that in 2017, Mr. Boose be granted Performance Share Units under the LTIP equal in value to approximately 100% of his pro-rated base salary, based upon the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2016.

#### *Senior Vice President, Chief Legal Officer and Corporate Secretary*

John Toffoletto

##### *Base Salary*

The base salary in 2017 for the Senior Vice President, Chief Legal Officer and Corporate Secretary was \$350,000 (an increase of \$12,000 from 2016) based on the terms of his employment agreement at hire in January 2009, the Lane Caputo Report and increases approved by the Governance and Compensation Committee in subsequent years to reflect market-based compensation levels, increased responsibilities (including assumption of responsibility of the commercial services business, labour relations and government relations) and performance. Mr. Toffoletto was appointed Senior Vice President, Chief Legal Officer and Corporate Secretary on March 2, 2015. Prior to his appointment, Mr. Toffoletto held the position of Senior Vice President, General Counsel and Corporate Secretary.

##### *Annual Performance Bonus*

The target annual performance bonus for 2017 was set at 50% of the Senior Vice President, Chief Legal Officer and Corporate Secretary's base salary. In the Governance and Compensation Committee's view, this is reasonable taking into consideration the Lane Caputo Report and Enercare's and Mr. Toffoletto's past performance, as well as the performance targets and strategic objectives set in connection with such bonus.

The annual performance bonus was weighted 65% for the achievement of performance targets of Enercare and 35% for the achievement of strategic objectives. The Enercare performance targets

were the same as those applicable to the President and Chief Executive Officer. Mr. Toffoletto's strategic objectives included effective management of all legal and regulatory matters on a cost-effective basis, effective management of labour relations, certain lobbying initiatives, effective execution of acquisitions and the provision of strategic and operational leadership for the commercial services business.

In respect of 2017, the Senior Vice President, Chief Legal Officer and Corporate Secretary was awarded approximately 114.2% of the target bonus for performance of Enercare and, as the strategic objectives were exceeded, 135% of that measure; therefore, based on the aggregate objectives for the annual performance bonus, the Senior Vice President, Chief Legal Officer and Corporate Secretary received a bonus of \$212,590, representing 121% of the target bonus and 61% of his base salary.

#### *Long-term Incentives*

The Senior Vice President, Chief Legal Officer and Corporate Secretary was granted an aggregate of 8,794 Performance Share Units under the LTIP pursuant to the PSUP and 32,609 Options pursuant to the 2014 Option Plan. The grants made under the LTIP were made on the same basis and pursuant to the same terms as those of Messrs. Macdonald and Boose, and Mses. Sutherland and Krause. The number of Performance Share Units and Options granted was determined with reference to the Lane Caputo Report, his ability to influence the performance of Enercare as well as the various factors listed above in respect of the rationale for long-term incentive plans. It was determined that in 2017, Mr. Toffoletto be granted Performance Share Units under the LTIP equal in value to approximately 51% of his base salary based upon the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2016 and Options equal in value to approximately 15% of his base salary. The exercise price of the Options is \$19.12, being the closing price of the Common Shares on the TSX on the day immediately preceding the grant date.

## 2017 Compensation Table

The following table sets forth the annual compensation for 2017, 2016 and 2015 earned by Enercare's named executive officers under applicable securities laws (the "Named Executive Officers").

Name and Principal Position	Year	Salary (\$)	Share-Based Awards <sup>(1)</sup> (\$)	Option Awards <sup>(2)</sup> (\$)	Non-Equity Incentive Compensation Annual Incentive Plan <sup>(3)</sup> (\$)	All Other Comp. <sup>(4)</sup> (\$)	Total Comp. <sup>(5)</sup> (\$)
John A. Macdonald President and Chief Executive Officer	2017	600,000	613,419	180,000	685,200	56,500	2,135,119
	2016	520,000	831,999	161,543	716,560	54,334	2,284,436
	2015	500,000	452,188	161,096	451,000	49,500	1,613,784
Evelyn Sutherland <sup>(6)</sup> Former Chief Financial Officer	2017	385,000	229,612	67,375	-	43,275	725,263
	2016	364,000	345,808	65,963	307,868	39,880	1,123,519
	2015	350,000	229,034	65,781	197,621	38,900	881,336
Jenine Krause <sup>(7)</sup> Chief Operating Officer, Home Services	2017	400,000	272,622	79,999	346,108	37,000	1,135,729
	2016	339,167	883,984	76,630	312,755	182,404	1,794,940
	2015	-	-	-	-	-	-
Scott Boose <sup>(8)</sup> President and Chief Executive Officer, Service Experts	2017	427,506	428,952	-	299,044	373,361	1,528,563
	2016	-	-	-	-	-	-
	2015	-	-	-	-	-	-
John Toffoletto <sup>(9)</sup> Senior Vice President, Chief Legal Officer and Corporate Secretary	2017	350,000	178,913	52,500	212,590	38,900	832,904
	2016	338,000	270,402	52,502	238,231	38,060	937,195
	2015	325,000	196,425	52,357	155,764	37,150	766,696

- (1) In respect of 2017, based upon: (i) 30,151, 11,286, 13,400 and 8,794 Performance Share Units awarded under the LTIP on March 6, 2017 to Mr. Macdonald, Ms. Sutherland, Ms. Krause and, Mr. Toffoletto, respectively, and 21,259 Performance Share Units awarded under the LTIP on March 20, 2017 to Mr. Boose, the value of which is calculated on the basis of the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2016. In respect of 2016, based upon: (i) 19,476, 7,953, 9,238 and 6,330 Performance Share Units awarded under the LTIP on March 7, 2016 to Mr. Macdonald, Ms. Sutherland, Ms. Krause and, Mr. Toffoletto, respectively, the value of which is calculated on the basis of the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2015; and (ii) 32,459, 13,633, and 10,549 Performance Share Units awarded under the MTIP on August 19, 2016 to Mr. Macdonald, Ms. Sutherland and Mr. Toffoletto, respectively and 45,942 Performance Share Units awarded under individual vesting terms to Ms. Krause, in each case the value of which is calculated on the basis of the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2015. In respect of 2015, based upon: (i) 20,562, 8,396 and 6,683 Performance Share Units awarded under the LTIP on March 16, 2015 to Mr. Macdonald, Ms. Sutherland and Mr. Toffoletto, respectively, the value of which is calculated on the basis of the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2014; and (ii) 10,431, 7,302, and 6,780 Performance Share Units awarded under the MTIP on August 7, 2015 to Mr. Macdonald, Ms. Sutherland and Mr. Toffoletto, respectively, the value of which is calculated on the basis of the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2014.
- (2) The estimated fair value of each Option grant was calculated using the Black-Scholes option pricing model, as this is a widely used methodology that satisfies Canadian generally accepted accounting principles for publicly accountable enterprises (as defined by the Accounting Standards Board of The Canadian Institute of Chartered Accountants, as amended from time to time) and corresponds to the compensation value intended to be provided to each Named Executive Officer, within Enercare's total compensation policy, and the fair value used for accounting purposes. The following assumptions were used: (i) expected life – option term plus assumed 3-year vesting period; (ii) risk-free rate - average yield of a Government of Canada bond with a term corresponding to the expected life; (iii) stock price volatility – based on daily closing prices for the 36 months preceding the date of the grant (volatility being capped at 50%); and (iv) dividend yield – average yield of the 12-month period preceding the date of grant. The Options awarded to Messrs. Macdonald and Toffoletto, and Ms. Sutherland and Krause in 2017 were issued at an exercise price equal to \$19.12, being the closing price of the Common Shares on the TSX on the day immediately preceding the date of grant on March 9, 2017. See "2014 Option Plan".

- (3) Amounts under the annual incentive plan are payable in the year following the year in respect of which they are earned. For 2017, under the annual incentive plan \$685,200, \$346,108, US\$230,282, and \$212,590 was awarded to Mr. Macdonald, Ms. Krause, Mr. Boose and Mr. Toffoletto, respectively.
- (4) For 2017: The \$56,500 in respect of Mr. Macdonald consists of a \$12,000 car allowance, \$42,000 registered personal savings and tax free savings plan contributions and \$2,500 membership dues; the \$43,275 in respect of Ms. Sutherland consists of a \$14,400 car allowance and \$28,875 registered personal savings and tax free savings plan contributions; the \$37,000 in respect of Ms. Krause consists of a \$15,000 car allowance and \$22,000 registered personal savings and tax free savings plan contributions; the \$373,361 in respect of Mr. Boose consists of a \$324,650 signing bonus, \$5,857 in 401(k) Plan contributions, the payment of a top-up amount of \$23,375 to reflect the difference between 401(k) Plan contributions received and contributions to the registered retirement and personal savings plans of the Canadian Named Executive Officers and \$19,479 in respect of personal tax support and one-time moving expenses; and the \$38,900 in respect of Mr. Toffoletto consists of a \$14,400 car allowance and \$24,500 registered personal savings and tax free savings plan contributions. For 2016: The \$54,334 in respect of Mr. Macdonald consists of a \$12,000 car allowance, \$39,834 registered personal savings and tax free savings plan contributions and \$2,500 membership dues; the \$39,880 in respect of Ms. Sutherland consists of a \$14,400 car allowance and \$25,480 registered personal savings and tax free savings plan contributions; the \$182,404 in respect of Ms. Krause consists of a \$150,000 signing bonus, a \$13,750 car allowance, and \$18,654 registered personal savings and tax free savings plan contributions; and the \$38,060 in respect of Mr. Toffoletto consists of a \$14,400 car allowance and \$23,660 registered personal savings and tax free savings plan contributions. For 2015: The \$49,500 in respect of Mr. Macdonald consists of a \$12,000 car allowance, \$24,930 registered personal savings plan contributions, \$10,070 tax free savings plan contributions and \$2,500 membership dues; the \$38,900 in respect of Ms. Sutherland consists of a \$14,400 car allowance and \$24,500 registered personal savings plan contributions; the \$37,150 in respect of Mr. Toffoletto consists of a \$14,400 car allowance and \$22,750 registered personal savings plan contributions.
- (5) In respect of 2016, total Named Executive Officer compensation was higher than in recent years, primarily due to (i) one-time payments or grants made for retention and recruitment purposes, including in connection with the SE Transaction and (ii) the expansion of Enercare's executive management team necessary to address the growth of the business as a result of the DE Acquisition and SE Transaction.
- (6) Pursuant to the terms of the PSUP, as a result of Ms. Sutherland's resignation from Enercare effective January 28, 2018, unvested Performance Share Units, including all Performance Share Units granted in 2017, were forfeited on the date of resignation. Pursuant to the terms of the Option Plans, vested and unvested Options, including all Options granted in 2017, were also forfeited on the date of resignation other than those that had vested but could not be exercised because a blackout period was in place at the time of resignation. Ms. Sutherland resigned effective as of January 28, 2018, prior to the payment of an annual performance bonus in respect of 2017.
- (7) Ms. Krause was appointed Chief Operating Officer, Home Services and an officer of Enercare and its subsidiaries on February 1, 2016 and the figures reported above for 2016 represent the pro-ratio of her actual compensation for 2016.
- (8) Mr. Boose was appointed President and Chief Executive Officer of Service Experts on March 6, 2017 and the figures reported above for 2017 represent the pro-ratio of his actual compensation for 2017. The values shown for salary and non-equity incentive compensation for Mr. Boose represent sums that were paid in U.S. dollars and have been converted into Canadian dollars at an exchange rate of US\$1.00 = \$1.2986, representing the Bank of Canada average noon exchange rate between January 1, 2017 and December 31, 2017.
- (9) Mr. Toffoletto was appointed Senior Vice President, Chief Legal Officer and Corporate Secretary of Enercare and its subsidiaries on March 2, 2015. Prior to his appointment, Mr. Toffoletto held the position of Senior Vice President, General Counsel and Corporate Secretary.

(g) Incentive Plans

**Outstanding Share-Based and Option-Based Awards**

The following table sets forth the number of Options and Performance Share Units held by the Named Executive Officers as at December 31, 2017.

Name	Option Awards				Share-Based Awards	
	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options <sup>(1)</sup> (\$)	Number of Share-Based Awards that have not Vested <sup>(2)</sup> (#)	Market or Payout Value of Share-Based Awards that have not Vested <sup>(3)</sup> (\$)
John A. Macdonald <sup>(4)</sup>	111,801	19.12	March 9, 2025	155,403	53,961	1,100,265
	160,205	15.58	March 10, 2024	789,811		
	164,384	14.60	March 16, 2023	971,509		
	180,766	10.71	March 10, 2022	1,771,507		
	86,108	8.88	March 4, 2021	1,001,436		
Evelyn Sutherland <sup>(5)</sup>	41,848	19.12	March 9, 2025	58,169	20,869	425,519
	65,417	15.58	March 10, 2024	322,506		
	52,132	14.60	March 16, 2023	308,100		
Jenine Krause	49,689	19.12	March 9, 2025	69,068	38,292	780,774
	75,995	15.58	March 10, 2024	374,655		
Scott Boose	Nil	Nil	-	Nil	23,950	488,341
John Toffoletto <sup>(6)</sup>	32,609	19.12	March 9, 2025	45,327	16,396	334,314
	52,067	15.58	March 10, 2024	256,690		
	53,425	14.60	March 16, 2023	315,742		

- (1) The value of the Options is calculated as the difference between the closing price of the Common Shares on the TSX on December 29, 2017 (\$20.51) (assumes all vesting requirements are met) and the exercise price of the Options.
- (2) The number of Performance Share Units includes: (i) Performance Share Units granted on an annual basis in 2016 and 2017 (other than Performance Share Units which vested on or before January 1, 2018); (ii) Performance Share Units credited reflecting dividends on the Common Shares to December 31, 2017; (iii) additional Performance Share Units credited to reflect (a) for Performance Share Units granted under the LTIP, a Performance Factor of 0.5 for 2016 and a Performance Factor of 1.25 for 2017 in respect of Performance Share Units granted in 2016 and a Performance Factor of 1.25 for 2017 in respect of Performance Share Units granted in 2017, and (b) for Performance Share Units granted under individual vesting terms, the terms described under "Performance Share Unit Plan – Vesting – Performance Vesting Requirements - Individual Vesting Terms, Chief Operating Officer".
- (3) The value of the Performance Share Units is calculated on the basis of the weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding December 31, 2017 and assumes all time vesting requirements are met, and: (i) for Performance Share Units granted under the LTIP, in respect of Performance Share Units granted in 2016, that the Performance Factor for 2018 in respect of Performance Share Units granted in 2016 will be 1.0, and in respect of Performance Share Units granted in 2017, the Performance Factor for each of 2018 and 2019 will be 1.0, and (ii) for Performance Share Units granted under individual vesting terms, the terms described under "Performance Share Unit Plan – Vesting – Performance Vesting Requirements - Individual Vesting Terms, Chief Operating Officer".
- (4) On March 21, 2017, Mr. Macdonald exercised an aggregate of 92,000 Options awarded pursuant to the 2011 Option Plan at an exercise price of \$8.88.
- (5) As at the date hereof, Ms. Sutherland holds no Performance Share Units due to her resignation from Enercare effective January 28, 2018. On June 29, 2017, Ms. Sutherland exercised: (i) 26,476 Options and 81,081 Options awarded pursuant to the 2011 Option Plan at exercise prices of \$7.79 and \$8.88, respectively; and (ii) 70,588 Options and 14,991 Options awarded pursuant to the 2014 Option Plan at exercise prices of \$10.71 and \$14.60, respectively.
- (6) On March 20, 2017, Mr. Toffoletto exercised 63,866 Options awarded pursuant to the 2014 Option Plan at an exercise price of \$10.71.

## Incentive Plan Awards – Value Vested or Earned During 2017

The following table sets forth the Option Plans and PSUP awards vested and non-equity incentive plan compensation earned in 2017.

Name	Option Awards – Value Vested During the Year <sup>(1)</sup> (\$)	Option Awards – Value Realized on Exercised Options During the Year <sup>(2)</sup> (\$)	PSUP Awards – Value Vested During the Year <sup>(3)</sup> (\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year <sup>(4)</sup> (\$)
John A. Macdonald	1,102,435	1,030,400	1,342,323	685,200
Evelyn Sutherland <sup>(5)</sup>	440,089	1,959,675	556,641	-
Jenine Krause	113,993	-	336,612	346,108
Scott Boose	-	-	-	299,044
John Toffoletto	374,275	598,424	436,261	212,590

- (1) One-third of the Options granted in 2015 and 2016, respectively, vested in 2017 pursuant to the 2014 Option Plan. The value of the Options that vested during the year is calculated as the difference between the exercise price of the Options and the closing price of the Common Shares on the date of vesting.
- (2) Calculated as the difference between the exercise price of the Options and the closing price of the Common Shares on the TSX on the date of exercise.
- (3) Includes Performance Share Units that vested on or before January 1, 2018.
- (4) The value shown for non-equity incentive compensation for Mr. Boose represents an amount that was paid in U.S. dollars and has been converted into Canadian dollars at an exchange rate of US \$1.00 = \$1.2986, representing the Bank of Canada average exchange rate between January 1, 2017 and December 31, 2017.
- (5) As at the date hereof, Ms. Sutherland holds no Performance Share Units due to her resignation from Enercare effective January 28, 2018.

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth certain information on equity compensation plans of Enercare as at December 31, 2017<sup>(1)</sup>.

Plan Category	Number of Common Shares to be Issued upon Exercise of Outstanding Options (#)	Weighted-Average Exercise Price of Options (\$)	Number of Common Shares Remaining Available for Future Issuance under the 2014 Option Plan (excluding Common Shares issued pursuant to the 2014 Option Plan reflected in the first column) <sup>(2)</sup> (#)
Equity compensation plans approved by Shareholders	1,273,576	15.06	1,603,212
Equity compensation plans not approved by Shareholders	-	-	-
Total	1,273,576	15.06	1,603,212

- (1) As at December 31, 2017, Enercare's equity compensation plan includes the 2014 Option Plan (see "Option Plans").
- (2) Following the approval of the 2014 Option Plan by Shareholders on May 1, 2014, grants of Options in 2014 and thereafter were made under the 2014 Option Plan. As the 2011 Option Plan is considered an "evergreen" plan, no additional Options may be granted under the 2011 Option Plan because Shareholders were not asked to approve the unallocated Options thereunder within three years from the date the 2011 Option Plan was adopted as required by the rules of the TSX.

## Performance Share Unit Plan

### *General*

Effective January 1, 2011, Enercare amended and restated the Fund's 2010 PSUP for the Trustees, officers and senior employees of the Fund and its affiliates to reflect the Conversion. The PSUP was amended and restated on June 1, 2011, and subsequently amended and restated effective March 16, 2015 as described below.

The purpose of the PSUP is to (i) support the achievement of Enercare's performance objectives; (ii) ensure that interests of key persons are aligned with the success of Enercare; and (iii) provide compensation opportunities to attract, retain and motivate senior employees critical to the long-term success of Enercare and its subsidiaries.

The PSUP is administered by the Governance and Compensation Committee of the Board. Subject to a requirement to report all matters to the Board and a requirement to obtain approval from the Board on certain matters, the Governance and Compensation Committee has discretion to (a) establish, amend and rescind rules and regulations relating to the PSUP; (b) determine which employees of Enercare and its subsidiaries may participate in the PSUP; (c) set, waive or amend performance vesting targets; (d) correct any defect or supply any omission or reconcile any inconsistency; (e) make adjustments deemed necessary on the occurrence of a capital adjustment such as a Common Share split, merger, consolidation or spin-off; and (f) make any determinations that the Governance and Compensation Committee deems necessary or desirable for the administration of the PSUP. The Governance and Compensation Committee also has the authority to amend, suspend or terminate the PSUP, subject to obtaining any required consent or approval from PSUP participants or regulatory authorities.

Pursuant to the PSUP, Performance Share Units that are subject to time and performance vesting requirements are granted to eligible participants (the "**Performance Share Unitholders**"). The Governance and Compensation Committee does not take previous grants into consideration when making new grants of PSUPs. Grants of Performance Share Units are credited to a notional account for each Performance Share Unitholder. If dividends are paid on the Common Shares, additional Performance Share Units are credited to the Performance Share Unitholder's account, with the number of additional Performance Share Units determined by dividing the dollar amount of the dividends payable in respect of the Performance Share Units and additional Performance Share Units allocated to the Performance Share Unitholder's account by the then fair market value of the Common Shares, which the PSUP defines as the weighted average trading price of the Common Shares on the principal Canadian stock exchange on which the Common Shares are traded for the five trading days immediately preceding the applicable day.

Each vested Performance Share Unit is redeemed by Enercare and a cash payment, subject to applicable withholdings and deductions, is made to the Performance Share Unitholder. The cash payment is equal to the fair market value of a Common Share on the date of redemption.

Since Enercare's adoption of the DSUP in 2011, no Performance Share Units have been granted to non-executive Directors and Enercare does not currently intend to make grants of Performance Share Units under the PSUP to non-executive Directors.

### *Termination and Change of Control*

On termination of employment of a Performance Share Unitholder for reasons other than for cause, resignation, death or retirement (as defined in the PSUP), the Performance Share Units will vest immediately and the Governance and Compensation Committee will determine the level of performance achievement. The number of Performance Share Units that will vest will be pro-rated for the period of the Performance Share Unitholder's active employment or service.

On termination of employment of a Performance Share Unitholder by reason of retirement, the Performance Share Units will remain outstanding and continue to vest in accordance with the PSUP for two years from the retirement date, at which point all unvested Performance Share Units will be forfeited. The continued vesting of the Performance Share Units is subject to a non-competition covenant and clawback provision prohibiting the Performance Share Unitholder from engaging in a business that competes with or is substantially similar to the business of Enercare for a period of two years following the date of retirement.

On termination of employment of a Performance Share Unitholder by reason of death, the Performance Share Units will vest immediately and the Governance and Compensation Committee will determine the level of performance achievement.

On termination of employment of a Performance Share Unitholder for cause or on the Performance Share Unitholder's resignation, all unvested Performance Share Units shall be forfeited.

On the occurrence of a change of control (as defined in the PSUP), Performance Share Units will vest immediately prior to the date of closing of the change of control with the Performance Factor determined for a completed calendar year and at a Performance Factor of 1.0 for any calendar year not completed (see "- Vesting – Performance Vesting" below).

### *Vesting*

#### *Time Vesting*

While each grant may have unique time vesting requirements, Performance Share Units (including for greater certainty, any additional Performance Share Units credited to a Performance Share Unitholder's account in connection with any dividends paid on the Common Shares) granted in respect of performance periods commencing on January 1, 2015 consisted of Performance Share Units that were generally subject to one of the following vesting schedules as specified in the terms of each grant: (i) December 31 of the third year following the date of the grant (referred to as "**LTIP**"); (ii) January 1 of the second year following the date of the grant (referred to as "**MTIP**"); or (iii) under individual vesting terms as described in one or more grant agreements entered into with a Named Executive Officer. No Performance Share Units were granted under the MTIP or under individual vesting terms in 2017. Performance Share Units may vest earlier than scheduled: (a) immediately prior to the date of a closing of a change of control, as defined in the PSUP, or (b) such earlier date as provided by the termination of employment provisions in the PSUP and summarized above or as determined by the Governance and Compensation Committee.

### *Performance Vesting*

In addition to time vesting requirements, Performance Share Units may be subject to performance vesting requirements being met for a specified performance period. The performance factors that determine the number of Performance Share Units that vest are determined by the Governance and Compensation Committee at the time of the grant.

#### *Performance Vesting Requirements - LTIP*

For Performance Share Units granted under the LTIP in each of 2015, 2016 and 2017, the Governance and Compensation Committee determined the performance vesting requirements would be as follows: the number of Performance Share Units which vest shall be equal to the number of Performance Share Units granted multiplied by the relevant “Performance Factor” for each of the year of the grant and the following two years, with one-third of the grant allocated to each such year. The “Performance Factor” for each calendar year is determined with reference to the “Total Shareholder Return” on the Common Shares compared to the shares or units, as applicable, of the entities constituting the S&P/TSX Composite Index on January 1, 2015, January 1, 2016 and January 1, 2017, respectively (in each case, the “Comparator Group” for the relevant year). If the Total Shareholder Return for Enercare for a year is in the top, second, third or fourth quartile compared to that of the Comparator Group for the same year, the Performance Factor for that year is as follows: (a) Top Quartile – 2.0; (b) Second Quartile - 1.25; (c) Third Quartile - 0.5; and (d) Fourth Quartile - 0. “Total Shareholder Return” is equal to the quotient of dividing A by B, where A is equal to the closing trading price of a share or unit, as applicable, on the last day of each year, plus the total dividends or other distributions paid on a share or unit, as applicable, minus the closing trading price of a share or unit, as applicable, on the last trading day of the immediately preceding year, and B is equal to the closing trading price of a share or unit, as applicable, on the last trading day of the immediately preceding year. For Performance Share Units granted in 2015, the Performance Factor was 2.0 for 2015, 0.5 for 2016 and 1.25 for 2017; for Performance Share Units granted in 2016, the Performance Factor was 0.5 for 2016 and 1.25 for 2017; and for Performance Share Units granted in 2017, the Performance Factor was 1.25 for 2017.

#### *Performance Vesting Requirements - MTIP*

For Performance Share Units granted under the MTIP in 2016, the Governance and Compensation Committee determined the performance vesting requirements would be as follows: the number of Performance Share Units which vest shall be equal to the number of Performance Share Units granted multiplied by the relevant “Performance Factor” for each of the year of the grant and the following year, respectively, with one-half of the grant allocated to each such year.

For Performance Share Units granted under the MTIP in 2016, the “Performance Factor” for each calendar year is determined with reference to the “Compensation Acquisition Adjusted EBITDA”, with one-half of each year’s grant allocated to each such year. “Compensation Acquisition Adjusted EBITDA” is defined as Acquisition Adjusted EBITDA as defined in Enercare’s Management’s Discussion and Analysis of Financial Condition and Results of Operations for the first quarter ended March 31, 2016 in respect of 2016 and the first quarter

ended March 31, 2017 in respect of 2017, adjusted to eliminate the following: (i) any unbudgeted adjustments for Bolt Acquireco Inc. and SE Canada Inc. in respect of International Financial Reporting Standards accounting or opening balance sheet adjustments, (ii) impact of HVAC rental quantities above or below budget, (iii) long-term compensation expenses and employee share ownership costs above or below budget, (iv) corporate allocations, transfers and structuring to minimize taxation above or below budget, (v) foreign exchange changes above or below budget, (vi) the impact of addressing the SE Canada Inc. overlap in franchisee territories, (vii) including EBITDA associated with certain companies, and (viii) any expenses in respect of the satisfaction of stock appreciation rights and payments to American Capital, Ltd. reflected as add-backs in EBITDA. EBITDA and Adjusted EBITDA are reported in Enercare's financial statements. The Performance Factors for 2016 and 2017 have not been determined as of the date hereof.

*Performance Vesting Requirements - Individual Vesting Terms, Chief Operating Officer*

In connection with her appointment, the Chief Operating Officer, Home Services was granted certain Performance Share Units on February 1, 2016 under individual vesting terms as follows: (i) 17,166 Performance Share Units, which vested on December 31, 2017, with the same Performance Factor as that described above under "Performance Vesting Requirements – LTIP" for the first and second calendar years; and (ii) 12,484 Performance Share Units which vest on December 31, 2018 with a Performance Factor equal to 1.0 in each calendar year. In respect of the Performance Share Units described in (i) above, the Performance Factor was 0.5 for 2016 and 1.25 for 2017.

**Option Plans**

*2011 Option Plan*

Effective January 1, 2011, Enercare adopted the 2011 Option Plan which was approved by unitholders of the Fund at the meeting of unitholders held in November 2010 to consider the Conversion. As the 2011 Option Plan is considered an "evergreen" plan, no additional Options may be granted under the 2011 Option Plan because Shareholders were not asked to approve the unallocated Options thereunder within three years from the date the 2011 Option Plan was adopted as required by the rules of the TSX.

The 2011 Option Plan reserved a maximum of 5% of the Common Shares that were from time to time issued and outstanding. As of December 31, 2017, 398,225 Options have been granted under the 2011 Option Plan. Grants of Options made under the 2011 Option Plan were made on substantially similar terms as the 2014 Option Plan and, except for the number of Common Shares reserved for issuance, the material terms of the 2011 Option Plan are substantially the same as those of the 2014 Option Plan. All future grants of Options will be made under the 2014 Option Plan.

*2014 Option Plan*

Effective March 5, 2014, Enercare adopted the 2014 Option Plan which was approved by Shareholders of Enercare at the meeting of Shareholders held on May 1, 2014. A maximum of 3,000,000 Common Shares are reserved for issuance under the 2014 Option Plan (which

represents approximately 2.8% of the Common Shares issued and outstanding as of December 31, 2017.

Under the 2014 Option Plan, Enercare and its affiliates' employees and officers (the "**Participants**") are eligible for grants of Options. All Options require the approval of and are at the discretion of the Board. The Board does not take previous grants into consideration when making new grants of Options. Non-executive Directors are not eligible to receive Options under the 2014 Option Plan.

The market price of the Common Shares for determining the exercise price of an Option will be the closing price of the Common Shares on the TSX on the day immediately before the relevant date or such other higher exercise price determined by the Board.

The Options will typically vest one third on each of the first three anniversaries of the date of grant. The Board may establish a different vesting schedule and may also establish performance target requirements. On a change of control (as defined in the 2014 Option Plan), the acquiring entity shall assume outstanding Options. If it does not, or otherwise in the discretion of the Board, the vesting of Options will accelerate and there will be a limited time period for the exercise of Options to permit the holder of an Option to participate in the change of control transaction. Any Options not so exercised expire.

The following rules will apply if a Participant's employment is terminated before expiry:

- if terminated by death, the Participant's legal representatives may exercise Options which have vested at the date of death, for one year;
- if terminated for disability or retirement, the Participant's Options continue to vest for two years, and all vested Options may be exercised for two years, from the date of disability or retirement;
- if terminated by resignation or for cause, the Participant's vested and unvested Options expire on the termination date; and
- if terminated for any other reason, the Participant's vested Options may be exercised until 90 days after the termination date and unvested Options or Options which are not exercised within the 90-day period will expire.

Each Option will expire eight years after the Option was granted, provided that, any Option which would otherwise expire during or within 10 business days following a trading blackout may be exercised until the tenth business day following the end of the trading blackout.

Except as provided below, the Board may amend, suspend or terminate the 2014 Option Plan at any time, provided, however, that any such amendment, suspension or termination may not materially adversely affect the entitlements of a Participant which have accrued prior to the date of the amendment, suspension or termination. For example, the Board may make the following types of amendments to the 2014 Option Plan without seeking Shareholder approval:

- i. amendments of a "housekeeping" or administrative nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the 2014 Option Plan or to correct or supplement any

provision of the 2014 Option Plan that is inconsistent with any other provision of the 2014 Option Plan;

- ii. amendments necessary to comply with the provisions of applicable law;
- iii. amendments necessary for awards of Options to qualify for favorable treatment under tax laws;
- iv. any amendment to the vesting provisions;
- v. any amendment to the termination or early termination provisions of the 2014 Option Plan or any Option, whether or not such Option is held by an insider, provided such amendment does not entail an extension beyond the expiry date; and
- vi. amendments necessary to suspend or terminate the 2014 Option Plan.

However, Shareholder approval is required for any amendment which:

- i. increases the number of Common Shares issuable under the 2014 Option Plan or changes that number from a fixed maximum number of Common Shares to a fixed maximum percentage;
- ii. extends the length of the period after a blackout period during which Options may be exercised;
- iii. reduces the exercise price of an Option (other than adjustments in connection with a transaction or reorganization);
- iv. expands the categories of eligible persons which would have the potential of broadening or increasing insider participation, including to add non-executive Director participation;
- v. removes, or causes the 2014 Option Plan to exceed, the insider participation limit;
- vi. extends the term of an Option beyond its original expiry date, except an extension of an Option that would otherwise expire during a blackout period, to 10 business days following the end of the blackout period;
- vii. adds any other provision which results in Participants receiving Common Shares for no cash consideration;
- viii. adds a cashless exercise feature if there is no full deduction of the underlying Common Shares;
- ix. permits any transfer or assignment of an Option other than for normal estate settlement purposes;
- x. amends the amendment provision; or
- xi. is required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

The 2014 Option Plan restricts the participation of insiders in the 2014 Option Plan and all other security-based compensation arrangements as follows:

- i. the number of Common Shares issuable to any one person pursuant to Options granted under the 2014 Option Plan and any other security-based compensation arrangements shall not at any time exceed 5% of the outstanding issue;
- ii. the number of Common Shares issuable to insiders pursuant to Options granted under the 2014 Option Plan and any other security-based compensation arrangements shall not at any time exceed 10% of the outstanding issue; and
- iii. the number of Common Shares issued under the 2014 Option Plan and/or any other security-based compensation arrangements to insiders and their associates in a 12-month period shall not exceed 10% of the outstanding issue.

Options granted under the 2014 Option Plan are not transferrable or assignable other than by will or the laws of descent and distribution.

### *Dilution Impact of Option Plans*

At any time, there are a number of Options available to be issued, plus Options outstanding that have not yet been exercised (overhang). The Board also monitors the outstanding Options (dilution) and the number of Options issued each year (burn rate). The following table sets forth these key measures, and shows the management of Option awards to minimize the dilutive effect on Shareholders.

	Measure (shown as a % of issued and outstanding Common Shares as at December 31)		
	2017	2016	2015
Overhang <sup>(1)</sup>	2.70%	3.12%	3.86%
Dilution <sup>(2)</sup>	1.10%	1.32%	1.26%
Burn Rate <sup>(3)</sup>	0.30%	0.49%	0.39%

(1) Overhang is the total number of Options available to be issued, plus all Options outstanding that have not yet been exercised, expressed as a percentage of the total number of issued and outstanding Common Shares as at December 31, 2017, 2016 and 2015, being 106,377,020, 104,154,895 and 87,948,978 Common Shares, respectively.

(2) Dilution is the number of Options outstanding, expressed as a percentage of the total number of issued and outstanding Common Shares as at the end of the fiscal year.

(3) Burn rate is the number of Options issued during the year, expressed as a percentage of the weighted average number of issued and outstanding Common Shares for 2017.

### Option Grant Rate

The following table sets forth the number of options granted, outstanding and available for grant under the 2014 Option Plan<sup>(1)</sup> as at December 31, 2015, 2016 and 2017:

	2017		2016		2015	
Measure of Dilution	Options (#)	Common Shares Outstanding (%)	Options (#)	Common Shares Outstanding (%)	Options (#)	Common Shares Outstanding (%)
Annual Grant (Burn Rate) <sup>(2)</sup>	316,907	0.30	479,721	0.46	358,483	0.41
Options Exercised or Forfeited <sup>(3)</sup>	(526,106)		(213,309)		(387,575)	
Options Outstanding (Dilution)	1,187,468	1.12	1,089,276	1.05	710,304	0.81
Options Available for Grant <sup>(4)</sup>	1,603,212	1.61	1,875,365	1.80	2,289,696	2.60
Overhang <sup>(5)</sup>	2,876,788	2.70	3,250,306	3.12	3,398,225	3.86

(1) Following the approval of the 2014 Option Plan by Shareholders on May 1, 2014, grants of Options in 2014 and thereafter were made under the 2014 Option Plan. As the 2011 Option Plan is considered an “evergreen” plan, no additional Options may be granted under the 2011 Option Plan because Shareholders were not asked to approve the unallocated Options thereunder within three years from the date the 2011 Option Plan was adopted as required by the rules of the TSX.

(2) The total number of Options granted under the 2014 Option Plan.

(3) In respect of 2017: 92,000 Options exercised by Mr. Macdonald, 193,136 Options exercised by Ms. Sutherland, 63,866 Options exercised by Mr. Toffoletto, and 24,516 Options exercised by Mr. Lorne Solway, former Chief Marketing Officer. In respect of 2016: 30,000 Options exercised by Mr. Macdonald, 49,550 Options exercised by Mr. Toffoletto, 68,369 Options exercised by Mr. Ross Garland, former Senior Vice President and General Manager, Sub-metering and 65,390 Options forfeited by Mr. Garland upon his resignation. In respect of 2015: 293,494 Options exercised by Mr. Macdonald and 94,081 Options exercised by Mr. Toffoletto.

(4) The number of Options remaining available for issuance under the 2014 Option Plan.

(5) The number of Options outstanding plus the number of Options in reserve approved by Shareholders that are available for grant in the future.

### (h) Employee Share Purchase Plan

The Board adopted an employee share purchase plan (the “**ESPP**”) effective November 1, 2014, as amended and restated effective November 9, 2016 to offer eligible employees, defined as all permanent full-time and part-time employees of Enercare and its subsidiaries who have completed at least three months of continuous service, the opportunity to purchase Common Shares. Named Executive Officers are entitled to participate in the ESPP on the same terms as other eligible employees. The ESPP is a voluntary plan that provides a convenient, systematic and cost-effective way for eligible employees to purchase Common Shares through automatic payroll deductions. Enercare’s goal is that the ESPP will further align the interests between employees and Shareholders and promote and recognize employee commitment to Enercare by sharing Enercare’s financial success with as many employees as possible. An eligible employee can contribute 1% to 5% of his or her base salary to the ESPP, subject to an annual maximum of \$10,000. Enercare will facilitate or contribute to the purchase of one Common Share on the open market for every two Common Shares purchased by a participant and held for two years under the ESPP (the “**Matching Shares**”). Any Common Shares sold or transferred (with the exception of certain permitted internal transfers) before the two year holding period will not be matched by Enercare. Except for U.S. participants, whose ESPP Common Shares must be held in a non-registered account, ESPP Common Shares may be held in either a non-registered account, group

registered retirement saving plan account or group tax-free savings account. The trustee of the ESPP acquires the participant's Common Shares on the open market through the TSX. The trustee of the ESPP will automatically reinvest any cash dividends received on the participant's Common Shares by acquiring additional Common Shares on the open market. The price of each Common Share acquired under the ESPP will be the market price on the TSX at the time of purchase or where Common Shares have been purchased on more than one day at various prices, the purchase price of all such Common Shares will be the weighted average price paid for all purchases of Common Shares in that month. The purchase of treasury Common Shares is not available under the ESPP and Common Shares are not purchased at a discount.

In the event of a change of control (as defined in the ESPP) Matching Shares will be awarded with respect to all Common Shares purchased under the ESPP within 30 days of the change of control regardless of how long the corresponding purchased Common Shares have been held. An employee's participation in the ESPP will cease if he or she retires, dies or in the event that his or her employment relationship with Enercare or its subsidiary is terminated for any reason. Upon cessation of participation in the ESPP, the former employee (or his or her beneficiary, successor holder or legal representative of his or her estate, as applicable) will be required to sell or transfer any Common Shares held in his or her ESPP account(s) within 90 days of retirement, death or termination of employment and, unless the employee is an Eligible Leaver (as defined below), he or she will not be awarded Matching Shares in respect of purchased Common Shares for which the two year hold period has not been met. If the employee is an Eligible Leaver, Matching Shares will be awarded as soon as practicable following the date the employee ceases employment. For the purposes of the ESPP, an "Eligible Leaver" is a participant who ceases their employment relationship by reason of death, involuntary termination by Enercare or its subsidiary without cause or retirement with the advanced written agreement of Enercare or its subsidiary.

The ESPP is administered by the Governance and Compensation Committee of the Board or such other committee as may be designated by the Board. The Governance and Compensation Committee may amend or suspend at any time, and from time to time, all or any of the provisions of the ESPP, except that no such amendment shall operate so as to cause the ESPP to cease qualifying as an employee benefit plan or become a salary deferral arrangement under the *Income Tax Act* (Canada) nor to deprive a participating employee of any Common Shares credited to his or her account(s) prior to the date thereof. Notwithstanding the foregoing, if any provision of the ESPP contravenes any applicable laws or stock exchange rules, then the Governance and Compensation Committee may amend such provision, retroactively or prospectively, to the extent required to bring such provision into compliance therewith.

(i) Termination and Change of Control Benefits

The respective employment agreements for each of the Named Executive Officers require Enercare to make certain payments and/or provide certain benefits to each upon their being terminated by Enercare without cause. Enercare believes these payments and benefits are comparable to those of its principal competitors and that their provision is in the best interest of Enercare as it encourages its executives to focus on the operation of Enercare. Differences in amounts are generally driven by the position held by the officer.

In addition, the PSUP provides that on termination of employment of a Performance Share Unitholder for reasons other than for cause, resignation, death or retirement, the Performance Share Units will vest immediately and the Governance and Compensation Committee will determine the level of performance achievement. The number of Performance Share Units that will vest will be pro-rated for the period of the Performance Share Unitholder's active employment or service. On termination of employment of a Performance Share Unitholder by reason of retirement, the Performance Share Units will remain outstanding, subject to certain terms, and continue to vest in accordance with the PSUP for two years from retirement, at which point all unvested Performance Share Units will be forfeited. On termination of employment of a Performance Share Unitholder by reason of death, the Performance Share Units will vest immediately and the Governance and Compensation Committee will determine the level of performance achievement. On termination of employment of a Performance Share Unitholder for cause or on the Performance Share Unitholder's resignation, all unvested Performance Share Units shall be forfeited. On the occurrence of a change of control (as defined in the PSUP), Performance Share Units will vest immediately prior to the date of closing of the change of control with the Performance Factor determined for a completed calendar year as described under "Performance Share Unit Plan" above and at a Performance Factor of 1.0 for any calendar year not completed.

Under the Option Plans, upon a termination of a Participant for reasons other than death, disability or retirement, resignation or for cause, the terminated Participant's vested Options may be exercised until 90 days after the termination date and unvested Options or Options which are not exercised within the 90-day period will expire. On a change of control (as defined in the Option Plans), the acquiring entity shall assume outstanding Options. If it does not, or otherwise in the discretion of the Board, the vesting of Options will accelerate and there will be a limited time period for the exercise of Options to permit the holder of an Option to participate in the change of control transaction. Any Options not so exercised expire.

#### ***John A. Macdonald***

Under the employment agreement with Mr. Macdonald, in the event Enercare terminates Mr. Macdonald's employment without cause, Enercare will pay a salary continuance equivalent to 24 months of base salary and Mr. Macdonald will receive, to the extent permitted by the relevant plan or program, a continuation of all benefits and perquisites available prior to termination for a period of 24 months, provided that if a plan or program does not permit the continuance of some or all of such benefits or perquisites for some or all of such period, Enercare shall pay the cost otherwise payable by Enercare for such benefits.

The agreement provides for, among other things, confidentiality and non-disclosure covenants in favour of Enercare and its affiliates during the term of Mr. Macdonald's employment agreement with Enercare and such covenants survive the termination or expiration of the agreement. The agreement further provides that Mr. Macdonald will not compete with a business from which Enercare derives its income whether carried on by Enercare or any of its affiliates or a third party for a period of 24 months following termination or expiration of the agreement.

***Evelyn Sutherland***

Ms. Sutherland resigned from Enercare effective January 28, 2018 and received no compensation as a result of her resignation. On the date of resignation, all unvested Performance Share Units were forfeited, as well as all vested and unvested Options other than those that had vested but could not be exercised because a blackout period was in place at the time of resignation.

If Enercare had terminated Ms. Sutherland's employment without cause prior to her resignation, Enercare would have paid a salary continuance equivalent to 12 months of base salary and an annual incentive equal to 60% of Ms. Sutherland's salary and in the event such termination occurred within nine months of a change of control (as defined in Ms. Sutherland's employment agreement), Enercare would have paid a salary continuance equivalent to 18 months of base salary and an annual incentive equal to 60% of Ms. Sutherland's salary for 18 months. Ms. Sutherland would have also received, to the extent permitted by the relevant plan or program, a continuation of all benefits and perquisites available prior to termination for a period of 12 months or 18 months, as applicable, provided that if a plan or program did not permit the continuance of some or all of such benefits or perquisites for some or all of such period, Enercare would have paid the cost otherwise payable by Enercare for such benefits.

The employment agreement with Ms. Sutherland provided for, among other things, confidentiality and non-disclosure covenants in favour of Enercare and its affiliates during the term of Ms. Sutherland's employment agreement with Enercare and such covenants survive the termination or expiration of the agreement. The agreement further provided that Ms. Sutherland will not compete with a business that competes with or is substantially similar to the business of Enercare or of its affiliates within any jurisdiction in which Enercare or any of its affiliates conducts a material portion of its business for a period of 12 months following termination of her employment.

***Jenine Krause***

Under the employment agreement with Ms. Krause, in the event Enercare terminates Ms. Krause's employment without cause, Enercare will pay a salary continuance equivalent to 18 months of base salary and an annual incentive equal to 70% of Ms. Krause's salary.

The agreement provides for, among other things, confidentiality and non-disclosure covenants in favour of Enercare and its affiliates during the term of Ms. Krause's employment agreement with Enercare and such covenants survive the termination or expiration of the agreement. The agreement further provides that Ms. Krause will not compete with a business that competes with or is substantially similar to the business of Enercare or its affiliates within any jurisdiction in which Enercare or of its affiliates conducts a material portion of its business for a period of 18 months following termination or expiration of the agreement.

***Scott Boose***

Under the employment agreement with Mr. Boose, in the event Mr. Boose's employment is terminated without cause, he will receive a salary continuance equivalent to 18 months of base salary and an annual incentive equal to 70% of Mr. Boose's salary.

The agreement provides for, among other things, confidentiality and non-disclosure covenants in favour of Service Experts and its affiliates during the term of Mr. Boose's employment and such covenants survive the termination or expiration of the agreement. The agreement further provides that Mr. Boose will not for a period of 18 months following the date of cessation of his employment with Service Experts compete with the business of Service Experts in any state in the United States or province or territory in Canada in which Service Experts or any of its affiliates operates.

### ***John Toffoletto***

Under the employment agreement with Mr. Toffoletto, in the event Enercare terminates Mr. Toffoletto's employment without cause, Enercare will pay a salary continuance equivalent to 12 months of base salary and an annual incentive equal to 50% of Mr. Toffoletto's salary and Mr. Toffoletto will receive, to the extent permitted by the relevant plan or program, a continuation of all benefits and perquisites available prior to termination for a period of 12 months, provided that if a plan or program does not permit the continuance of some or all of such benefits or perquisites for some or all of such period, Enercare shall pay the cost otherwise payable by Enercare for such benefits.

The agreement provides for, among other things, confidentiality and non-disclosure covenants in favour of Enercare and its affiliates during the term of Mr. Toffoletto's employment agreement with Enercare and such covenants survive the termination or expiration of the agreement. The agreement further provides that Mr. Toffoletto will not compete with a business that competes with or is substantially similar to the business of Enercare within Ontario for a period of 12 months following termination or expiration of the agreement.

### **Quantitative Estimates of Payments and Benefits Upon Termination or Change of Control**

The following table sets forth the estimated amount of payments and other benefits each Named Executive Officer would be entitled to receive upon their being terminated without cause or upon a change of control, assuming the event occurred on December 31, 2017.

The material assumptions made with respect to the figures set forth below are as follows:

- the salary and incentive payments are calculated on the amounts of salary and incentive payments which were payable as of December 31, 2017;
- payment under the PSUP is calculated assuming all time vesting requirements are met, excludes all Performance Share Units that vested on or before January 1, 2018, and: (i) for Performance Share Units granted under the LTIP, in respect of Performance Share Units granted in 2016, that the Performance Factor is 0.5 for 2016, 1.25 for 2017 and will be 1.0 for 2018, and in respect of Performance Share Units granted in 2017, the Performance Factor is 1.25 for 2017 and will be 1.0 for each of 2018 and 2019, and (ii) for Performance Share Units granted under individual vesting terms, the terms described under "Performance Share Unit Plan – Vesting – Performance Vesting Requirements - Individual Vesting Terms, Chief Operating Officer" (see "Performance Share Unit Plan");
- the values of the vesting Performance Share Units are based upon the closing market price of the Common Shares on December 29, 2017, being \$20.51 per Common Share;

- the values of the vesting Options are shown as the in-the-money amount of Options based upon the closing market price of the Common Shares on December 29, 2017, being \$20.51 per Common Share; and
- the values of the continuation of benefits are based upon the current cost (or, in the case of Ms. Sutherland, what the current cost would have been) to Enercare for providing to Mr. Macdonald, Ms. Sutherland, Ms. Krause, Mr. Boose and Mr. Toffoletto, Enercare's employees benefits programs for medical, dental, life, and short and long-term disability insurance.

Name	Salary (\$)	Incentive Payment (\$)	Vesting of Performance Share Units <sup>(1)</sup> (\$)	Vesting of Stock Options <sup>(2)</sup> (\$)	Benefits (\$)	Other Compensation <sup>(3)</sup> (\$)	Total (\$)
John A. Macdonald							
Termination without Cause	1,200,000	-	1,106,740	-	6,342	56,500	3,323,560
Disability or Retirement	-	-	-	953,978	-	-	953,978
Change of Control	-	-	1,106,740	-	-	-	1,106,740
Evelyn Sutherland							
Termination without Cause	385,000	231,000	428,023	-	6,211	41,350	1,477,599
Disability or Retirement	-	-	-	386,015	-	-	386,015
Change of Control <sup>(4)</sup>	577,500	346,500	428,023	-	9,317	62,025	1,809,380
Jenine Krause							
Termination without Cause	400,000	280,000	785,369	-	6,221	37,000	1,804,405
Disability or Retirement	-	-	-	295,815	-	-	295,815
Change of Control	-	-	785,369	-	-	-	785,369
Scott Boose							
Termination without Cause	779,160	545,412	491,215	-	-	-	1,815,787
Disability or Retirement	-	-	-	-	-	-	-
Change of Control	-	-	-	-	-	-	491,215
John Toffoletto							
Termination without Cause	350,000	175,000	336,282	-	6,190	38,900	1,212,964
Disability or Retirement	-	-	-	306,592	-	-	306,592
Change of Control	-	-	336,282	-	-	-	336,282

- The figures are in respect of Performance Share Units which vest after January 1, 2018 and include: (i) Performance Share Units granted on an annual basis in 2016 and 2017; (ii) Performance Share Units credited reflecting dividends on the Common Shares to December 31, 2017, and; (iii) additional Performance Share Units credited to reflect (a) for Performance Share Units granted under the LTIP, a Performance Factor of 0.5 for 2016 and a Performance Factor of 1.25 for 2017 in respect of Performance Share Units granted in 2016 and a Performance Factor of 1.25 for 2017 in respect of Performance Share Units granted in 2017, and (b) for Performance Share Units granted under individual vesting terms, the terms described under "Performance Share Unit Plan – Vesting – Performance Vesting Requirements - Individual Vesting Terms" (see "Performance Share Unit Plan").
- The figures are comprised of all of the Options which were unvested as of December 31, 2017 and which would continue to vest until December 31, 2019. On a change of control (as defined in the Option Plans), the acquiring entity shall assume outstanding Options and if it does not, or otherwise in the discretion of the Board, the vesting of Options will accelerate and there will be a limited time period for the exercise of Options to permit the holder of an Option to participate in the change of control transaction. See "Option Plans – 2014 Option Plan" above.
- The \$56,500 in respect of Mr. Macdonald consists of the following: \$12,000 car allowance, \$42,000 registered personal savings and tax free savings plan contributions and \$2,500 membership dues. The \$41,350 in respect of Ms. Sutherland consists of the following on a per annum basis: a \$14,400 car allowance and \$26,950 registered personal savings and tax free savings plan contributions. The \$37,000 in respect of Ms. Krause consists of the following on a per annum basis: a \$15,000 car allowance and \$22,000 registered personal savings and tax free savings plan contributions. The \$38,900 in respect of Mr. Toffoletto consists of the following on a per annum basis: a \$14,400 car allowance and \$24,500 registered personal savings and tax free savings plan contributions.
- Ms. Sutherland resigned from Enercare effective January 28, 2018 and received no compensation as a result of her resignation. On the date of resignation, all unvested Performance Share Units were forfeited, as well as all vested and unvested Options other than those that had vested but could not be exercised because a blackout period was in place at the time of resignation. If Ms. Sutherland's employment had

been terminated prior to her resignation without cause within nine months after a change of control, Ms. Sutherland would have been entitled to amounts shown for “Change of Control” and not the amounts shown for “Termination without Cause”.

## CONSOLIDATED CAPITALIZATION OF ENERCARE SOLUTIONS

### General

All indebtedness of Enercare Solutions will rank *pari passu* with all other indebtedness (other than indebtedness which is expressly subordinated to other indebtedness) and all such indebtedness, including the Senior Indebtedness, will rank ahead of the entitlements of shareholders.

The following table sets forth the consolidated capitalization of Enercare Solutions as at December 31, 2015, 2016 and 2017:

	December 31, 2015	December 31, 2016	December 31, 2017
<b>Indebtedness</b>			
Senior Indebtedness			
Series 2012-1 Notes	\$ 250,000	\$ 250,000	\$ -
Series 2013-1 Notes	225,000	225,000	225,000
Series 2017-1 Notes	-	-	275,000
Series 2017-2 Notes	-	-	225,000
Existing Credit Facilities <sup>(1)</sup>	260,000	493,540	305,900
Total Gross Senior Debt	735,000	968,540	1,030,900
Capital Lease Obligations	6,695	25,624	30,786
Total Gross Indebtedness	741,695	994,164	1,061,686
Unamortized Financing Costs	(2,282)	(2,266)	(3,451)
Promissory Notes	508,367	708,379	675,186
Subordinated Notes	50,000	50,000	50,000
Total Net Indebtedness	1,297,780	1,750,277	1,783,421
Share Capital <sup>(2)</sup>	189,076	189,076	189,076
<b>Total Capitalization</b>	<b>\$ 1,486,856</b>	<b>\$ 1,939,353</b>	<b>\$ 1,972,497</b>

(1) In respect of 2015: the \$50,000 of indebtedness under the 2014 Line of Credit and the \$210,000 of indebtedness under the 2014 Term Credit Facility; in respect of 2016: the \$15,000 indebtedness under the 2014 Line of Credit, the \$210,000 of indebtedness under the 2014 Term Credit Facility and the US\$200,000 (\$268,540) of indebtedness under the 2016 Term Loan; and in respect of 2017: the \$55,000 indebtedness under the 2014 Line of Credit and the US\$200,000 (\$250,900) of indebtedness under the 2016 Term Loan.

(2) Authorized – unlimited Shares; 1,169 Shares issued and outstanding on December 31, 2015, 2016 and 2017.

## *Senior Indebtedness*

### **The Senior Notes**

As of the date hereof, the only Senior Notes outstanding are the \$225,000 aggregate principal amount of Series 2013-1 Notes, the \$275,000 aggregate principal amount of Series 2017-1 Notes and the \$225,000 aggregate principal amount of Series 2017-2 Notes.

The Senior Unsecured Indenture contains terms, covenants and events of default that are customary for senior unsecured indebtedness. In particular, the Senior Unsecured Indenture includes a negative pledge and a right of Enercare Solutions to redeem each series of Senior Notes. Enercare Solutions will have the right to redeem each series of Senior Notes in whole or in part, at any time, upon not less than 30 nor more than 60 days' prior written notice by Enercare Solutions. The redemption price for each series of Senior Notes to be redeemed will be equal to the greater of: (a) the principal amount thereof as at the date set for redemption; and (b) the applicable Canada Yield Price in respect thereof as at the business day prior to the giving of such redemption notice, together, in each case, with accrued and unpaid interest to the date of redemption.

The Senior Unsecured Indenture precludes the incurrence of additional indebtedness (other than certain refinancing debt, working capital debt in the amount of up to \$35,000 and Subordinated Debt) if, after giving pro forma effect to such incurrence (including the application or use of the resulting net proceeds), the ratio of "Incurrence EBITDA" to "Net Interest Expense" is equal to or greater than 3.8 to 1.0 at such time.

The Senior Unsecured Indenture essentially defines "Incurrence EBITDA" as the aggregate of consolidated net earnings of Enercare Solutions, excluding: (a) interest income and expense; (b) income tax expense or recovery; (c) depreciation and amortization expense; (d) extraordinary or non-recurring items; (e) losses on disposal of property and equipment; and (f) non-cash gains or losses on hedging contracts generated: (i) on a 100% basis from direct or indirect investments in portfolios of water heaters, gas fired equipment and renewable energy equipment and the cash flows generated therefrom and any related assets; and (ii) on a 50% basis from all other investments. The Senior Unsecured Indenture essentially defines "Net Interest Expense" as the interest expense with respect to debt of Enercare Solutions and the Guarantors less the amount of interest income on permitted investments held thereby and less the amount of interest expense on Subordinated Debt and working capital debt of up to \$35,000, and excluding amortization of gains or losses on hedging contracts.

The Senior Unsecured Indenture also contains a restriction on asset sales in excess of 3% of the total assets of Enercare Solutions in any financial year (other than sales in the ordinary course of business) unless the net proceeds of disposition are used to redeem the Senior Notes, *pro rata*; provided, however, no such redemption is required: (i) if after giving pro forma effect to the disposition (including the application or use of the net proceeds thereof) the ratio of Incurrence EBITDA to Net Interest Expense is equal to or greater than 3.8 to 1.0 at the time of a disposition; or (ii) if such pro forma ratio is less than 3.8 to 1.0 at such time, to the extent that any net proceeds are used in the business of Enercare Solutions or any Guarantor or are retained by Enercare Solutions or Guarantor.

Enercare Solutions has covenanted in the Senior Unsecured Indenture that, in the event: (i) all or substantially all of the property, assets and undertaking of Enercare on a consolidated basis becomes the property of any other person who is not an affiliate of Enercare Solutions or of Enercare; or (ii) a person who is not an affiliate of Enercare Solutions or of Enercare, or group of such persons acting jointly or in concert, acquires Common Shares or Enercare Solutions Shares representing greater than 50% of the Common Shares or Enercare Solutions Shares, as applicable (each an “**Indenture Change of Control**”), and provided that, within 60 days of the Indenture Change of Control, a definitive rating of a series of Senior Note is downgraded to a rating of BBB- (or lower), or is withdrawn, solely as a result of such Indenture Change of Control, each holder of a Senior Note of the affected series may require Enercare Solutions to repurchase some or all of such Senior Notes held thereby, in whole or in part, at a price of: (i) 101% of the principal amount thereof plus; (ii) all accrued and unpaid interest thereon to the date of repurchase.

As a result of the terms of the Senior Unsecured Indenture, neither the consent of the trustee under the Senior Unsecured Indenture nor the holders of the Senior Notes was required for the Conversion, nor did the Conversion give rise to an Indenture Change of Control.

Events of default in the Senior Unsecured Indenture include the occurrence of a default under the terms of any agreement or instrument relating to debt (other than Subordinated Debt) of Enercare Solutions or a subsidiary of Enercare Solutions in an aggregate amount in excess of \$35,000.

Each Guarantor has guaranteed, among other things, the payment of principal and interest on the Senior Notes and the performance by Enercare Solutions of its other payment obligations under the Senior Unsecured Indenture.

#### 2014 Credit Facility

In October 2014, in connection with the DE Acquisition, Enercare Solutions entered into the Third Amended and Restated Credit Agreement in respect of the 2014 Credit Facility, which was further amended in connection with the SE Transaction and, in December 2016, further amended to increase the maximum amount available under the 2014 Line of Credit from \$100,000 to \$200,000. The 2014 Credit Facility comprises the 2014 Line of Credit, which is a 5-year \$200,000 revolving, non-amortizing variable rate credit facility with a maturity date of October 20, 2019 and the 2014 Term Credit Facility, which was a 4-year non-revolving, non-amortizing variable rate term credit facility in the amount of \$210,000 with a maturity date of October 20, 2018. The 2014 Term Credit Facility was repaid on February 23, 2017 using proceeds from the issuance of the Series 2017 Notes. See “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Issuance of Series 2017 Notes”. The full amount of the 2014 Term Credit Facility was drawn for the purpose of financing the DE Acquisition and re-paying the 2013 Term Credit Facility. Of the available credit under the 2014 Line of Credit, \$50,000 was drawn to partially fund the Common Shares purchased from DE by way of a block trade under the NCIB. A further \$55,000 was drawn in January 2017 for general corporate purposes. See “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Block Trade purchase of the Common Shares”. The 2014 Line of Credit ranks equally and ratably with the other outstanding Senior Indebtedness. At a “BBB” rating, the 2014 Line of Credit bears interest

at a rate based upon the applicable banker's acceptance rate plus 125 basis points, and a standby charge of 0.25%.

The 2014 Credit Facility contains representations, warranties, covenants and events of default that are customary for credit facilities of this kind. In particular, the 2014 Credit Facility includes a negative pledge, restrictions on asset sales and reorganizations, limits on distributions to Enercare (and, therefore, in effect, holders of Common Shares) in excess of the aggregate of consolidated operating cash flows of Enercare Solutions plus proceeds of disposal of water heaters in the ordinary course less capital expenditures. The 2014 Credit Facility also contains a positive covenant to the effect that all additional incurrences of senior debt, with certain exceptions, must, on the date of incurrence, result in a pro forma ratio equal to or greater than 3.8 to 1.0 of Incurrence EBITDA (as defined in the Senior Unsecured Indenture) to Net Interest Expense (as defined in the Senior Unsecured Indenture).

The 2014 Credit Facility also contains the following financial covenants (i) the ratio of total debt (other than subordinated debt) to "Adjusted EBITDA" must be equal to or less than 4.75 to 1; and (ii) the ratio of Adjusted EBITDA to "Cash Interest Expense" must be equal to or greater than 3 to 1. Enercare Solutions was in compliance with each of these financial covenants as at December 31, 2017. Although the calculations can only be done at the end of a fiscal quarter, Enercare has no reason to believe that Enercare Solutions is not in compliance with each of these covenants as of the date of this AIF.

The 2014 Credit Facility essentially defines "Adjusted EBITDA" as the consolidated net income of Enercare Solutions and any losses on dispositions of assets less, to the extent included in calculating such net income, all interest income and income tax recoveries, gains on hedging contracts and all extraordinary, non-recurring and unusual income items, plus, to the extent deducted in calculating such net income, (i) amounts for total interest expense, (ii) fees payable under the Origination Agreement, (iii) amortization and depreciation expenses, income taxes and any other non-cash items, (iv) losses on hedging contracts, (v) proceeds of disposal of water heaters in the ordinary course of business, (vi) with respect to the DE Acquisition, transaction expenses, one-time rebranding costs and information technology system harmonization costs up to \$23,500 in the aggregate, and (vii) with respect to the SE Transaction, SE Transaction and integration costs up to \$10,300 in the aggregate, determined on a consolidated basis. The 2014 Line of Credit essentially defines "Cash Interest Expense" as the aggregate amount of interest and other financing charges payable in cash and expensed by Enercare Solutions with respect to debt (other than subordinated debt between Enercare Solutions and Enercare or any subsidiary of Enercare Solutions or between subsidiaries of Enercare Solutions), but excluding any make-whole, prepayment, penalty or premium or other yield maintenance amount with respect to debt.

Events of default in the 2014 Credit Facility include the occurrence of a default under the terms of any agreement or instrument relating to debt of Enercare Solutions or a subsidiary of Enercare Solutions in an aggregate amount in excess of \$50,000, or the occurrence of a "Change of Control". The 2014 Credit Facility defines "Change of Control" as the occurrence of any of the following: (i) all or substantially all of the property, assets and undertaking of Enercare on a consolidated basis becomes the property of any other person who is not an affiliate of Enercare Solutions or Enercare; or (ii) a person who is not an affiliate of Enercare Solutions or Enercare,

or group of such persons acting jointly or in concert, acquires Common Shares or Enercare Solutions Shares (and/or securities convertible into Common Shares or Enercare Solutions Shares, as applicable) representing (on a diluted basis, but only after giving effect to the conversion or exercise of convertible securities held by such person or group of persons) greater than 50% of the Common Shares or Enercare Solutions Shares, as applicable.

Each Guarantor has guaranteed, and each other subsidiary of Enercare Solutions will guarantee, the payment of principal and interest under the 2014 Credit Facility and the performance by Enercare Solutions of its other payment obligations thereunder.

#### 2016 Term Loan

The 2016 Term Loan, which is on substantially the same terms as the 2014 Line of Credit, was entered into by Enercare Solutions to partially fund the SE Transaction. The 2016 Term Loan comprises two 4-year non-revolving, non-amortizing variable rate term credit facilities in the aggregate amount of US\$200,000 with a maturity date of May 11, 2020. The full amount of the 2016 Term Loan was drawn for the purpose of financing the SE Transaction. The 2016 Term Loan contains representations, warranties, covenants and events of default that are customary for credit facilities of this kind and on substantially the same terms as the 2014 Credit Facility, as the 2014 Credit Facility was modified in conjunction with the SE Transaction as described above. Enercare Solutions' obligations under the 2016 Term Loan are guaranteed by all of Enercare Solutions' material direct and indirect subsidiaries, including Service Experts and its subsidiaries.

The 2016 Term Loan is payable interest only until maturity and is pre-payable in whole or in part at any time without penalty. The 2016 Term Loan bears interest at a rate of LIBOR plus 125 basis points or base rate plus 25 basis points at Enercare Solutions' credit rating as of the date hereof.

Enercare Solutions was in compliance with each of the financial covenants in the 2016 Term Loan as at December 31, 2017. Although the calculations can only be done at the end of a fiscal quarter, Enercare has no reason to believe that Enercare Solutions is not in compliance with each of those covenants as of the date of this AIF.

### **RISK FACTORS**

Enercare and its subsidiaries face a number of risks, including the risk factors set out below.

#### **Risks Related to the Home Services Business and Industry**

##### *Billing Arrangements*

As a result of current billing agreements, Enercare Solutions is reliant on the personnel, expertise, technical resources, proprietary information and judgment of EGD, among others, in providing customer services in respect of Home Services. Enercare Solutions and its subsidiaries are therefore exposed to adverse developments in the business and affairs of EGD, and to its management and financial strength. Although EGD is required, under each of the OBAs to make the specified payments to Enercare Solutions, thereby effectively guaranteeing Enercare

Solutions' collection of 99.51% (99.51% for 2017 and 2016) of the amount invoiced by Enercare Solutions on the EGD bill effective January 1, 2018, subject to adjustments in accordance with the terms of the OBAs, there can be no assurance that EGD will have the financial capability to honour such obligation.

In the event that Enercare Solutions does not enter into further arrangements with EGD upon expiration of the OBAs, Enercare Solutions may provide the billing and collection services and issue stand-alone bills in the EGD billing territory, either itself or through contracts with other third parties.

Any provision of customer services in respect of the Rental Portfolio by Enercare Solutions and stand-alone billing could have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations as there can be no assurance that the customer services delivered by Enercare Solutions, or other third parties, will be of the same standard as those delivered under the OBAs and stand-alone billing may result in increased bad debt.

Bad debt experience may also increase if any arrangement relating to stand-alone billing and collection services does not include a collection guarantee. It is also possible that transitional issues may arise following a termination of the OBAs and associated arrangements, and those issues may have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations.

Furthermore, any failure to maintain such billing and trust arrangements may have an adverse impact on the credit rating of Enercare and Enercare Solutions' outstanding indebtedness, Enercare's and Enercare Solutions' respective issuer credit ratings and Enercare Solutions' ability to refinance any of its indebtedness.

#### *Reliance on Call Centers*

Enercare Solutions utilizes third party service providers in the Home Services business in the provision of most customer care services, including dealing with customer telephone queries, protection plan sales and renewals and other direct telephonic communications with customers. As a result, Enercare Solutions is reliant on the personnel, good faith, expertise, technical resources and information systems, proprietary information and judgment of those service providers in providing such customer care services. Accordingly, Enercare Solutions will be exposed to adverse developments in the business and affairs of such service providers, their management and their financial strength.

#### *Regulatory Matters*

As the vast majority of Enercare Solutions' customers are consumers, Enercare Solutions is subject to consumer protection laws and regulations (including the Consumer Protection Act). Although Enercare Solutions believes that it is in compliance with such consumer protection laws and regulations in all material respects, given the likelihood that regulatory determinations are likely to favour consumers in the event of any ambiguity in such laws or regulations (of which there are many), no assurance can be given that Enercare Solutions will be able to comply with such laws or regulations. Furthermore, changes to any of the laws, rules, regulations or

policies respecting the installation, contracting, servicing or billing practices in relation to the Home Services business, particularly including Bill 59 in Ontario, could have a significant impact on Enercare Solutions' business, including its compliance costs. There can be no assurance that Enercare Solutions will be able to comply with any future laws, rules, regulations and policies or, if it does so comply, what the impact may be on its costs to so comply or ability to originate or retain customers. Failure by Enercare Solutions to comply with applicable laws, rules, regulations and policies may subject it to civil or regulatory proceedings, including fines, injunctions, recalls or seizures, which may have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations.

In November 2014, following the DE Acquisition, Enercare voluntarily provided written assurance to the Commissioner under the Competition Act so as to fully resolve concerns that the Commissioner had in respect of certain water heater return policies and practices of DE. The changes provided for in such written assurance, which was the culmination of a co-operative process between Enercare and the Commissioner, have not to-date had a significant impact on Enercare Solutions' operating costs or attrition in the Rental Portfolio. Enercare Solutions believes that Enercare has complied in all material respects with the voluntary assurance. On February 2, 2018, an order for production of information was issued in connection with the Bureau's inquiry into whether Enercare has a dominant market position supplying residential water heaters in the former EGD distribution territory and has engaged in anti-competitive acts through its water heater return procedures and its buyout form of contract – a form of contract that the Bureau approved in 2010. Known as a so-called "Section 11 order" under the Competition Act, this is a routine procedural step in a Bureau inquiry. Enercare Solutions has been voluntarily cooperating with the Bureau in its process and expects that it will satisfy the information requests within required timelines. Furthermore, Enercare Solutions believes that Enercare does not have a dominant market position and, in any event, has not engaged in anti-competitive acts. Enercare strives to conduct its business in compliance with all applicable laws, including the Competition Act and the voluntary assurance provided to the Bureau. Although it is not possible to predict the outcome of the Bureau's inquiry at this stage in the process, Enercare expects Enercare will continue to work cooperatively with the Bureau to address its concerns and hopes to arrive at a mutually satisfactory resolution. There can be no assurance that Enercare Solutions will not in the future be subject to constraints on its business operations under the Competition Act, including as a result of the Bureau's inquiry of which the "Section 11 order" is a part, or otherwise in respect of the Home Services business, which could have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations.

#### *Attrition and Competition*

Enercare Solutions operates in a competitive environment and hence its growth and sustainability may be negatively impacted by loss of market share to new competition or due to changes in consumer behaviour (see "Home Services – Competition"). In 2009, Enercare Solutions encountered increased competitive pressure and a resulting increase in its attrition rate in the Rental Portfolio. The higher attrition rates that began in 2009 are attributable principally to increased competition from both traditional entities and new entrants. Some of these new market entrants used aggressive door to door promotion.

As a result of these and other competitive pressures, Enercare Solutions may experience increased attrition rates in the Rental Portfolio in the future as well as higher expenses in defense of the installed customer base. Increased attrition rates could have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations.

#### *Buy-Outs and Returns of Water Heaters*

Since the fourth quarter of 2004, customers have been permitted to terminate their rental contracts without charge. Prior to that time, in accordance with the Consent Order, the exit charge permitted to be charged to customers in the first five years following installation was not sufficient to cover the capital cost of the installed water heaters and, if the water heater was installed for over five years, there was no exit charge payable. In 2010, Enercare Solutions implemented new terms and conditions for certain new customers pursuant to which Enercare Solutions may require these customers to buy-out their water heaters at a pre-determined price determined with reference to the price of the water heater at the time of installation of the water heater if the contract is terminated prior to the end of the useful life of the applicable equipment. If customers choose to buy their installed water heaters or terminate their rental contracts, the number of installed water heaters and the composition of the portfolio of installed water heaters could change. Any loss of customers could have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations. See also "– Regulatory Matters."

#### *Social or Technological Changes*

Within Canada, the Province of Ontario marketplace is unique in that the vast majority of homeowners rent their water heaters. There can be no assurance that homeowners will continue to rent their water heaters for an indefinite period. It is also possible that more economical or efficient water heating technology than that which is currently used by customers will be developed or that the economic conditions in which the current technology is applied will change resulting in a reduction in the number of installed water heaters. Any material change in homeowners' rental practices or in technology may have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations.

#### *Useful Life of HVAC Equipment and Water Heaters*

Past experience indicates that the average useful life of HVAC Equipment and water heaters is approximately 16 years. However, there can be no assurance that HVAC Equipment and water heaters will continue to have a useful life of that length. Enercare Solutions will be responsible for, among other things, the capital cost and installation fees related to the purchase and installation of replacement HVAC Equipment and water heaters. There can be no assurance that Enercare Solutions will have sufficient cash flow or financing capabilities to fund the purchase and installation of replacement HVAC Equipment and water heaters. The lack of such funds could limit the ability of Enercare Solutions to maintain the portfolio of HVAC Equipment and water heaters which could have a material adverse effect on Enercare Solutions' financial

condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations.

#### *Concentration of Suppliers, Product Faults and Costs*

Although there are a number of manufacturers of water heaters outside Canada, Enercare Solutions relies principally on four suppliers for its supply of water heaters, A.O. Smith Enterprises Ltd. (GSW), Rheem Canada Ltd, Usines Giant Factories Inc. and Redmond-Williams Distributing Inc. Should any of these suppliers fail to deliver in a timely manner, the result could be delays or disruptions in the supply and installation of water heaters. In addition, as many of the installed water heaters are of the same or similar type manufactured or distributed by these four suppliers, manufacturer's defects or product recalls relating to a particular production model or type of water heater could affect a material portion of the Rental Portfolio. Furthermore, different water heater manufacturers may, from time to time, source components from the same manufacturers for use in their water heaters. As a result, a parts defect relating to a commonly sourced component could affect water heaters produced by more than one manufacturer. Enercare Solutions does not insure against this risk of product defects or product recalls. As most manufacturers of water heaters relied on by Enercare have production facilities outside of Canada and/or use raw materials and components from the United States, they may be impacted by foreign exchange fluctuations and the capital cost of the water heaters may increase.

Enercare Solutions' business exposes it to potential product liability and product defect risks that are inherent in the ownership and servicing of water heaters and HVAC Equipment rentals (see for example "Home Services – The Rental Portfolio"). While Enercare Solutions currently maintains what it believes to be suitable product liability insurance, there can be no assurance that Enercare Solutions will be able to maintain such insurance on acceptable terms or that any such insurance will provide adequate protection against potential liabilities. In the event of a successful claim against Enercare Solutions, a lack of sufficient insurance coverage could have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations. Moreover, even if Enercare Solutions maintains adequate insurance, any successful claim could have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations. Enercare Solutions does not insure against the risk of product defects or product recalls.

While there are several major suppliers of water heaters, HVAC Equipment and other rented equipment, the cost of the equipment is affected by commodity prices, such as steel and copper, and currency fluctuations, mainly the U.S. dollar relative to the Canadian dollar. Enercare Solutions does not hedge these types of exposures, so in any given year, there can be no assurance that increases in capital costs and expenses will be able to be recovered fully in rental rates charged to customers.

#### *Franchisee Independence and Relationships*

Approximately 39% of the Home Services business is serviced by licensed franchisees. Licensed franchisees are independent businesses and, as a result, their operations may be adversely affected by factors beyond Enercare Solutions' control which, in turn, could adversely affect

Enercare Solutions' reputation, operations and financial performance. Revenues and earnings could also be adversely affected, and Enercare Solutions' reputation could be harmed, if a significant number of licensed franchisees were to experience operational failures, health and safety exposures or were unable to perform the necessary services under the rental contracts. The franchise system is also subject to franchise legislation in the Province of Ontario. Any new legislation or failure to comply with existing legislation could adversely affect operations and could add administrative costs and burdens, any of which could adversely affect Enercare Solutions' relationship with its licensed franchisees. Enercare Solutions provides various services to the licensed franchisees to assist with management of their operations and dedicated personnel manage Enercare Solutions' obligations to its licensed franchisees. Despite these efforts, relationships with licensed franchisees could pose significant risks if they are disrupted, which could adversely affect the reputation, operations and financial performance of Enercare Solutions.

#### *Labour Relations*

Enercare Solutions' workforce is comprised of both unionized and non-union employees. With respect to those employees that are covered by collective bargaining agreements, including the CBA, there can be no assurance as to the outcome of any negotiations to renew such agreement on satisfactory terms. Failure to renegotiate collective bargaining agreements, including the CBA, could result in strikes, work stoppages or interruptions, and if any of these events were to occur, they could have a material adverse effect on Enercare Solutions' reputation, operations and financial performance and Enercare Solutions' ability to satisfy its debt service obligations. If non-unionized employees become subject to collective agreements, the terms of any new collective agreements would have implications for the affected operations, and those implications could be material.

The CBA expired on March 31, 2017, renegotiations began in March 2017 and the Union's bargaining committee and Enercare reached an agreement in respect of the New CBA on March 13, 2018. The Union's bargaining committee has taken the New CBA to its members and Enercare Solutions expects it will be ratified in due course. Although Enercare Solutions has developed a contingency plan to minimize the impact of potential labour disputes to its customers, there can be no assurance that any potential labour dispute will not impact customer service level, which could have a material adverse effect on Enercare Solutions' operations.

#### *Pension Plan and Other Post-Employment Benefits Obligations*

OHCS participates in a hybrid pension plan which provides defined benefits to a closed group of active employees, and offers other post-employment benefits. Enercare Solutions assumed the pension-related obligations of OHCS pursuant to a new pension plan established pursuant to the OHCS Asset Purchase Agreement following regulatory approval and DE's full funding of the new pension plan on a solvency basis. The transfer was completed on January 28, 2016. The notes to Enercare Solutions' financial statements as at and for the year ended December 31, 2017 include a discussion of the most significant sources of risk for Enercare Solutions as a result of the defined benefit portion of the pension plan, including a sensitivity analysis.

### *Geographic Concentration and New Home Construction*

Essentially all of the assets of the Home Services business are located in the Province of Ontario as the Canadian water heater rental market is primarily limited to the Province of Ontario. As a result, the income generated by Home Services and the performance of the Rental Portfolio business will be highly sensitive to changes in economic conditions in the Province of Ontario, which may differ from those affecting other regions of Canada. Adverse changes in the economic conditions in the Province of Ontario may have a material adverse effect on Enercare Solutions' business, cash flows, financial condition and results of operations.

Furthermore, most of the growth in the number of installed rental water heaters is principally as a result of new home construction of detached, semi-detached and row houses, which is a particularly competitive section of the water heater rental industry in the Province of Ontario. Consequently, Enercare Solutions is particularly reliant on the economy of the Province of Ontario to maintain and to grow the Rental Portfolio. While Ontario's economy is benefiting from a lower U.S. dollar exchange rate, other factors including a slower job recovery rate and anticipated further increases in mortgage rates are creating uncertainty and a corresponding slowdown in new home construction of detached, semi-detached and row houses which may lead to an adverse effect on demand for water heaters and HVAC Equipment.

### *Uninsured or Underinsured Risks*

Enercare Solutions' current insurance coverage in respect of potential liabilities of Enercare Solutions and the accidental loss of value of the assets of Enercare Solutions from risks is in the form of comprehensive property and casualty insurance in respect of claims for bodily injury or property damage arising out of assets or operations (subject to deductible amounts). However, not all risks are covered by insurance, and no assurance can be given that insurance will be consistently available or will be consistently available on an economically feasible basis or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or operations of Enercare Solutions.

### *Lack of Written Rental Contracts*

In many cases, DE did not enter into written agreements with customers or did not enter into updated written agreements to reflect the current rental terms and conditions. As a result, those customers may assert a right to terminate their relationship with Enercare Solutions at any time or Enercare Solutions may be unable to enforce payment of certain charges payable by such customers. Any loss of customers or inability to enforce payment of certain charges paid by customers for installed water heaters or HVAC Equipment could have a material adverse effect on Enercare Solutions' financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations.

### *Protection Plan Renewal Risk*

Protection Plans, other than Extended Protection Plans, typically have a 12-month term. Upon the expiry of any Protection Plan or Extended Protection Plan, there can be no assurance that it will be renewed or, if it is renewed, that the terms thereof will be as favourable to Enercare Solutions as the expiring contract terms. The failure to achieve renewals and/or price increases

may have a material adverse effect on the financial position and results of operations of Enercare Solutions and on Enercare Solutions' ability to satisfy its debt service obligations.

### *Litigation Risk*

In the normal course of Enercare Solutions' operations, whether directly or indirectly, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to, among other things, personal injuries, property damage, contract disputes and its business activities. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined in a manner adverse to Enercare Solutions and as a result, could have a material adverse effect on its financial condition and results of operations and Enercare Solutions' ability to satisfy its debt service obligations. Even if Enercare Solutions prevails in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel away from Enercare Solutions' business operations which could have a material adverse effect on its financial condition and results of operations and on Enercare Solutions' ability to satisfy its debt service obligations. In particular, Enercare and a subsidiary of Enercare Solutions have been named in legal proceedings commenced by certain competitors, the outcomes of which, at this stage of the proceedings, are impossible to predict with any certainty. Furthermore, no assurance can be given that Enercare Solutions will not become involved in litigation, whether as defendant or plaintiff, in other matters from time to time.

### *Foreign Exchange Impacts*

Since December 31, 2013, the Canadian dollar has continued to weaken compared to the US dollar. The Home Services business incurs significant capital and operating expenditures, such as water heaters, HVAC Equipment and other parts costs, that are denominated in U.S. dollars. The continued devaluation of the Canadian dollar may significantly increase Enercare Solutions' capital and operating expenditures in Canadian dollar terms. Enercare Solutions continuously monitors, evaluates and mitigates foreign exchange impacts to Enercare Solutions' margins through price adjustments that are passed on to customers.

## **Risks Related to Enercare Solutions and its Structure**

### *Leverage Risk and Restrictive Covenants*

Enercare Solutions has significant debt service obligations under its Series 2013-1 Notes, 2016 Term Loan and 2017 Notes (see "Consolidated Capitalization – Senior Indebtedness" and "Developments in 2015, 2016 and 2017 – Issuance of Series 2017 Notes"). The degree to which Enercare Solutions is leveraged could have material adverse consequences for Enercare Solutions, including: (i) limiting its ability to obtain additional financing for working capital, capital expenditures (which are important to its growth and strategies), product development, debt service requirements, acquisitions and general corporate or other purposes; (ii) having to dedicate a portion of its cash flows from operations to the payment of interest on its existing indebtedness and not having such cash flows available for other purposes, including operations, capital expenditures and future business opportunities; (iii) restricting its flexibility and

discretion to operate its business; (iv) limiting its ability to declare dividends on its Common Shares; (v) exposing it to increased interest expense on borrowings at variable rates (including the 2014 Credit Facility and 2016 Term Loan); (vi) limiting its ability to adjust to changing market conditions; (vii) placing it at a competitive disadvantage compared to its competitors that have incurred less debt; (viii) making it more vulnerable in a downturn in general economic conditions; and (ix) its failure to refinance its Series 2013-1 Notes, Series 2017-1 Notes, Series 2017-2 Notes, 2014 Credit Facility and 2016 Term Loan will have a material adverse effect on its ability to satisfy its debt service obligations. The interest payable on the 2014 Credit Facility and 2016 Term Loan is variable, and as such, the interest rate may fluctuate significantly. Historical levels, fluctuations and trends in interest rates are not necessarily indicative of future levels. Any significant upward movement in interest rates could materially increase the cost of borrowing under the 2014 Credit Facility and 2016 Term Loan.

The Senior Unsecured Indenture, the Third Amended and Restated Credit Agreement and 2016 Term Loan contain restrictive covenants of a customary nature, including covenants that limit the discretion of the Board of Directors with respect to certain business matters. These covenants place restrictions on, among other things, the ability of Enercare Solutions and the Guarantors to incur additional indebtedness, to pay distributions or dividends or make certain other payments, and to sell or otherwise dispose of significant assets or consolidate with another entity. In addition, there are also a number of financial covenants that require Enercare Solutions to meet certain financial ratios and financial condition tests. Failure to comply with these obligations could result in an event of default which, if not cured or waived, could permit acceleration of the Senior Notes, 2014 Credit Facility and 2016 Term Loan. If the Senior Notes or 2016 Term Loan were to be accelerated, there could be no assurance that the assets of Enercare Solutions would be sufficient to repay in full such indebtedness. There can also be no assurance that the Senior Notes, 2016 Term Loan or any other indebtedness will be able to be refinanced by Enercare Solutions on commercially reasonable terms, or at all.

#### *Credit Ratings and Credit Risk*

There can be no assurance that any credit ratings assigned to Enercare, the Senior Notes and/or Enercare Solutions will remain in effect for any given period of time or that the ratings will not be withdrawn or revised by either or both of DBRS and S&P at any time. Real or anticipated changes in credit ratings on any of Enercare, the Senior Notes or Enercare Solutions may affect the market value of the Common Shares and the Senior Notes. In addition, real or anticipated changes in credit ratings can affect the cost at which Enercare Solutions can access the capital markets and the interest payable under the 2014 Credit Facility and 2016 Term Loan.

#### *Reliance on Key Executives*

Enercare Solutions' operations and prospects are dependent upon the participation of key executives. The loss of their services and Enercare Solutions' inability to attract and retain qualified and experienced personnel may materially affect Enercare Solutions' ability to operate and grow Enercare Solutions.

### *Market Value Fluctuations*

Prevailing interest rates will affect the market value of the Senior Notes, as they carry a fixed interest rate. Assuming all other factors remain unchanged, the market value of the Senior Notes, which carry a fixed interest rate, will decline as prevailing interest rates for comparable debt instruments rise, and increase as prevailing interest rates for comparable debt instruments decline.

### *Reliance on Directors*

In assessing the risk of an investment in Enercare Solutions, potential investors should be aware that they will be relying on the good faith, experience and judgment of the Board of Directors. Although investments made by Enercare Solutions are carefully selected, there can be no assurance that such investments will earn a positive return in the short or long term or that losses may not be suffered by Enercare Solutions from such investments.

### *Cybersecurity*

Enercare Solutions depends on the uninterrupted operation of its information technology systems, networks and services including internal and public internet sites, data hosting and processing facilities, cloud-based services and hardware to operate its business. In the ordinary course of business, Enercare Solutions collects, processes, transmits and retains confidential, sensitive and personal information including personal financial information (“**Confidential Information**”) regarding Enercare Solutions and its franchisees and employees, contractors and customers. Some of this Confidential Information is held and managed by third party service providers. Enercare Solutions has implemented security measures, including employee training, monitoring and testing, maintenance of protective systems and contingency plans, to protect and to prevent unauthorized access of Confidential Information and to reduce the likelihood of disruptions to its information technology systems. Enercare Solutions also has security processes, protocols and standards that are applicable to its third party service providers.

Despite these measures, all of Enercare Solutions’ information systems, including its back-up systems and any third party service provider systems that it employs, are vulnerable to damage, interruption, disability or failures due to a variety of reasons, including physical theft, electronic theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events. Enercare Solutions or its third party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach Enercare Solutions’ security measures or those of our third party service providers’ information systems.

As cyber threats evolve and become more difficult to detect and successfully defend against, one or more cyber threats might defeat Enercare Solutions’ security measures or those of its third party service providers. Moreover, employee error or malfeasance, faulty password management or other irregularities may result in a breach of Enercare Solutions’ or its third party service

providers' security measures, which could result in a breach of privacy or Confidential Information.

If Enercare Solutions does not allocate and effectively manage the resources necessary to build and sustain reliable information technology infrastructure, fails to timely identify or appropriately respond to cybersecurity incidents, or Enercare Solutions' or its third party service providers' information systems are damaged, destroyed, shut down, interrupted or cease to function properly, Enercare Solutions' business could be disrupted and Enercare Solutions could, among other things, be subject to: transaction errors; processing inefficiencies; the loss of, or failure to attract new customers; the loss of revenue; the loss of or unauthorized access to Confidential Information or other assets; the loss of or damage to intellectual property or trade secrets; damage to its reputation; litigation; regulatory enforcement actions; penalties, fines or other consequences in connection with the violation of privacy, security or other laws and regulations; and remediation costs.

### **Risks Related to the Service Experts Business**

#### *Foreign Exchange Risk*

A significant majority of the operations of the Service Experts business are conducted in United States dollars. Furthermore, Enercare Solutions partially financed the SE Transaction through the 2016 Term Loan and the proceeds thereof were in United States dollars. As a result, fluctuations in the United States dollar against the Canadian dollar could have a material adverse effect on Enercare Solutions' business, financial condition, results of operations and cash flow, Common Share price and its ability to satisfy debt service obligations and to make dividend payments to Enercare Solutions as well as the returns it expects to realize from the SE Transaction.

#### *Leverage Risk*

Enercare Solutions' degree of leverage could have material adverse consequences for Enercare Solutions, including: limiting Enercare Solutions' ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions and general corporate or other purposes; restricting Enercare Solutions' flexibility and discretion to operate its business; limiting Enercare Solutions' ability to declare dividends on its Common Shares; having to dedicate a portion of Enercare Solutions' cash flows from operations to the payment of interest on Enercare Solutions' existing indebtedness and not having such cash flows available for other purposes, including operations, capital expenditures and future business opportunities; exposing Enercare Solutions to increased interest expense on borrowings at variable rates (including the 2016 Term Loan); limiting Enercare Solutions' ability to adjust to changing market conditions; placing Enercare Solutions at a competitive disadvantage compared to its competitors that have incurred less debt; making Enercare Solutions more vulnerable in a downturn in general economic conditions; and making Enercare Solutions unable to make capital expenditures that are important to its growth and strategies. As a result of the increased leverage arising as a result of the SE Transaction, there can be no assurance that any credit ratings assigned to Enercare, Enercare Solutions' outstanding Senior Notes and/or Enercare Solutions will not be revised by either or both of DBRS and S&P and any revision will affect the interest payable under the 2016 Term Loan. Even where such credit

ratings are not revised, real or anticipated changes in credit ratings can affect the cost at which Enercare Solutions can access the capital markets.

#### *Risks Related to Entering a New Market*

A substantial majority of the operations of the Service Experts business is in the United States, a jurisdiction where Enercare Solutions had limited operations prior to the SE Transaction. Each of the risks applicable to Enercare Solutions' ability to successfully operate in Canada is also applicable to its ability to successfully operate in the United States. In addition to these risks, Enercare Solutions may not possess the same level of familiarity with the dynamics and market conditions of the United States, or in local markets in the jurisdictions in which the Service Experts business operates, which could materially adversely affect its ability to expand into or operate in the United States. The United States also presents a different regulatory environment, tax regime and degree of litigation risk when compared to Canada. Consequently, Enercare Solutions may be unable to achieve a desired return on its investments in the United States. If expansion into the United States by way of the SE Transaction is unsuccessful, it could materially adversely affect Enercare Solutions' business, financial condition, results of operations and cash flow, and its ability to satisfy debt service obligations and to make dividend payments to Enercare.

#### *Assumption of Service Experts' Liabilities*

Under the terms of the SE Acquisition Agreement, Enercare Solutions effectively assumed all of SEHAC's liabilities post-closing. Enercare Solutions may assume unknown liabilities that could be significant. There may be liabilities that Enercare Solutions failed to discover or was unable to quantify during its pre-acquisition due diligence and Enercare Solutions may not be indemnified for any of these liabilities under the SE Acquisition Agreement or the representations and warranties insurance policy obtained by Enercare Solutions. The subsequent discovery or quantification of material liabilities could have a material adverse effect on Enercare Solutions' business, financial condition or future prospects. The representations and warranties contained in the SE Acquisition Agreement, and related indemnification, may not apply or be sufficient so as to fully indemnify Enercare Solutions for such liabilities. See also " – Indemnities in the SE Acquisition Agreement".

#### *Risks Related to the Business Model of the Service Experts Business*

Unlike Enercare Solutions, the business model used by the Service Experts business has significantly fewer recurring revenue sources as most of its product and service offerings are ad hoc in nature, rather than through long term contracts with customers. Although the diversity of its customer base and broad geographic footprint mitigates much of the risk associated with non-recurring contracted revenue and the Service Experts business has historically generated a significant amount of its revenues from repeat customers, there nevertheless remains the risk to its business and financial performance if a significant number of its customers elect to utilize the services of its competitors. Some of those competitors may be better capitalized, have better call center and distribution networks, offer higher service levels and/or offer similar products and services at a lower cost than the Service Experts business. Furthermore, the Service Experts

business operates in 29 states in the United States and in three provinces in Canada which will increase Enercare Solutions' regulatory and other compliance costs.

#### *Indemnities in the SE Acquisition Agreement*

The representations and warranties provided by SEHAC pursuant to the SE Acquisition Agreement were customary for a transaction of this nature; however, the indemnities provided by the security holders of SEHAC were generally limited to 0.75% of the Consideration and are generally subject to a deductible equal to 0.75% of the purchase price. As a result, Enercare Solutions has obtained a US\$30,000, 6-year buyer-side representations and warranties insurance policy (the "**RWI Policy**") from a third party insurer experienced in underwriting such policies, which insurance is subject to an initial deductible of 0.75% of the Consideration. However, Enercare Solutions will not be entitled to claim under the RWI Policy for losses that are expressly excluded from the RWI Policy (such as known tax exposures, known environmental issues and known litigation) nor for losses suffered that relate to: (i) any matter known to Enercare Solutions before signing the SE Acquisition Agreement; and (ii) any matter in respect of which, according to the insurer, Enercare Solutions did not conduct a sufficient level of due diligence. Furthermore, there can be no assurance that the length and amount of the insurance under the RWI Policy will be sufficient to satisfy the losses Enercare Solutions may suffer as a result of breaches of the SE Acquisition Agreement for which it is entitled to be indemnified.

#### *Other Risks*

As the Service Experts business is substantially similar to Home Services business, many of the risks applicable to Enercare Solutions as described in this AIF will be applicable to the Service Experts business. In particular, as is the case with the Home Services business: (i) as the vast majority of customers of the Service Experts business are consumers, it is subject to consumer protection laws and regulations in both Canada and the United States and no assurance can be given that it will be able to comply with such laws and regulations, or any future laws, rules, regulations and policies; (ii) the Service Experts business relies on a limited number of suppliers for its HVAC Equipment and water heaters, relying, in particular, on Lennox International Inc. in respect of HVAC Equipment. Should any supplier fail to deliver HVAC Equipment or water heaters in a timely manner, the result could be delays or disruptions in the supply and installation of HVAC Equipment or water heaters. In addition, manufacturer's defects or product recalls relating to a particular production model or type could affect a material portion of the HVAC Equipment or water heaters installed by the Service Experts business resulting in customer complaints; and (iii) the Service Experts business exposes it to potential product liability and product defect risks that are inherent in the servicing and installation of HVAC Equipment or water heaters and, even where it is insured for such risks, no assurance can be given that such insurance is sufficient or that the terms of such insurance will provide adequate protection against potential liabilities.

### **PRINCIPAL SHAREHOLDER**

As of the date hereof, Enercare owns all of the issued and outstanding Shares.

## TRUSTEE

The trustee (the “**Trustee**”) for the Senior Notes is Computershare Trust Company of Canada at its principal office in Toronto, Ontario. Registers for the registration and transfer of the Senior Notes are kept at the principal office of the Trustee in the City of Toronto or such other location as it may designate from time to time.

## MATERIAL CONTRACTS

The following are the material contracts (other than those entered into in the ordinary course of business) of Enercare Solutions or its subsidiaries entered into within the last financial year or before the last financial year and still in effect:

- the Senior Unsecured Indenture;
- the Non-Competition Agreement;
- the Third Amended and Restated Credit Agreement; and
- the SE Acquisition Agreement.

A general description of the Non-Competition Agreement and the SE Acquisition Agreement is set out below. A general description of the other material contracts listed above can be found elsewhere in this AIF. The general description includes a summary of the material attributes of such agreements but is not complete and is qualified by reference to the terms of the material agreements, which are available on SEDAR at [www.sedar.com](http://www.sedar.com). Investors are encouraged to read the full text of such material agreements.

### *Non-Competition and Non-Solicitation Agreement*

In connection with the DE Acquisition, Enercare Solutions, DE and Centrica plc entered into a non-competition and non-solicitation agreement dated October 20, 2014 (the “**Non-Competition Agreement**”), pursuant to which DE and Centrica plc are prohibited from competing in Ontario with OHCS, as it existed on October 20, 2014, for a period of eight years and will be prohibited from soliciting any employees of OHCS for a period of three years following the closing date of the DE Acquisition, in each case, subject to certain exceptions. Enercare Solutions is prohibited from soliciting certain executive employees of DE for a period of three years following the closing date of the DE Acquisition, subject to certain exceptions.

The Non-Competition Agreement also provides Enercare Solutions with a right of first offer to acquire any business that may be competitive with OHCS as it existed on October 20, 2014 that may be acquired by DE or Centrica plc after that date as part of a larger acquisition when DE or Centrica plc, as the case may be, sells such competitive business (which it will be required to do within 2 years of the acquisition of that business).

The Non-Competition Agreement replaced the non-competition agreement that existed between DE, Centrica plc and Enercare Solutions, which was entered into in 2002 at the time of the Fund’s initial public offering.

### *SE Acquisition Agreement*

Enercare Solutions acquired, through a merger, 100% of the outstanding shares of SEHAC pursuant to an acquisition agreement (the “**SE Acquisition Agreement**”) for approximately US\$340,750, excluding transaction costs, subject to customary working capital and other adjustments. The SE Acquisition Agreement contained representations and warranties customary for transactions of this nature negotiated between sophisticated purchasers and sellers acting at arm’s length, certain of which were qualified as to materiality and knowledge and subject to certain exceptions. Subject to certain exceptions, the representations and warranties of SEHAC in the SE Acquisition Agreement survive the closing of the SE Transaction for a period beginning on such closing date and ending on the date that is the earlier of (x) June 30, 2017 and (y) 30 days following the completion of the year-end audit for SEHAC’s fiscal year ending December 31, 2016. Certain fundamental representations, however, survive the closing of the SE Transaction for a period of three years and 90 days following the SE Transaction closing date. Pursuant to the SE Acquisition Agreement, the shareholders in SEHAC (the “**Securityholders**”) have severally indemnified Enercare Solutions against any loss arising from (A) a breach of a representation, warranty, covenant or obligation given by SEHAC under the SE Acquisition Agreement and (B) certain other claims, including with respect to pre-closing taxes and certain specified litigation. The indemnity with respect to breaches of representations and warranties (other than specified fundamental representations and warranties) is subject to certain limitations, including that the Securityholders are not required to indemnify Enercare Solutions unless and until Enercare Solutions’ losses exceed US\$2,555, at which point the Securityholders will be responsible for the excess amount of such losses, up to US\$2,555. Enercare Solutions has additional recourse for breaches of representations and warranties under the RWI Policy, described below. Only Enercare Solutions will be entitled to bring a claim or action for misrepresentation or breach of contract under the SE Acquisition Agreement.

Concurrently with entering into the SE Acquisition Agreement, Enercare Solutions obtained the RWI Policy effected through Ambridge Partners LLC, as representative for the insurers underwriting the RWI Policy. Subject to certain exclusions, the RWI Policy will protect Enercare Solutions against losses arising out of a breach of the representations and warranties of SEHAC contained in the SE Acquisition Agreement as well as the Securityholders’ indemnification obligations for pre-closing taxes. The RWI Policy has a limit of liability of US\$30,000 and a term of three years; however, the fundamental representations and warranties and pre-closing tax liabilities are covered under the RWI Policy for a term of six years. The aggregate retention (deductible) amount under the RWI Policy for all breaches discovered on or prior to the date which is 12 months from the closing of the SE Transaction is US\$5,110. For any loss in respect of a breach that is first discovered after the date which is 12 months from such closing, the retention (deductible) amount under the RWI Policy will be reduced to the lesser of: (i) US\$2,555; and (ii) the then-remaining retention (deductible) amount. The RWI Policy contains customary exclusions, as well as certain transaction-specific exclusions, including for certain known tax exposures, known environmental issues and known litigation.

### **INTERESTS OF EXPERTS**

Enercare Solutions’ auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, PwC Tower, 18 York Street, Suite 2600, Toronto,

Ontario M5J 0B2, who are independent with respect to Enercare Solutions and its subsidiaries within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

### **ADDITIONAL INFORMATION**

Additional information relating to Enercare Solutions, including the documents referenced under “Material Contracts”, can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Additional financial information is provided in Enercare Solutions’ annual consolidated financial statements as at and for the period ended December 31, 2017, including the notes thereto, and related management’s discussion and analysis, all of which can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## GLOSSARY OF TERMS

**“2011 Option Plan”** has the meaning given to it under “Compensation of Executive Officers”.

**“2013 Term Credit Facility”** means the \$60,000 term credit facility that was to mature in January 2016 between, among others, Enercare Solutions, as borrower, the Guarantors, as guarantors and a Canadian chartered bank, as lender, which was repaid in full in October 2014 and terminated.

**“2014 Line of Credit”** means the 5 year \$200,000 revolving, non-amortizing variable rate credit facility with a maturity date of October 20, 2019.

**“2014 Option Plan”** has the meaning given to it under “Compensation of Executive Officers”.

**“2014 Term Credit Facility”** means the 4 year non-revolving, non-amortizing variable rate term credit facility in the amount of \$210,000 with a maturity date of October 20, 2018. The 2014 Term Credit Facility was repaid on February 23, 2017.

**“2016 Offering”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Enercare Completes \$239,800 Bought Deal Offering of SE Subscription Receipts”.

**“2016 Offering Price”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Enercare Completes \$239,800 Bought Deal Offering of SE Subscription Receipts”

**“2016 Term Loan”** means the debt financing of Enercare Solutions in respect of the SE Transaction consisting of two unsecured 4-year variable rate term credit facilities in the aggregate amount of US\$200,000.

**“401(k) Plan”** has the meaning given to it under “Compensation of Executive Officers”.

**“AIF”** means this annual information form.

**“Amended Receivables Trust Agreement”** means the amended and restated proceeds transfer, serving and trust agreement effective February 4, 2010 between, among others, EGD, DE and CIBC Mellon, as trustee, pursuant to which, among other things, collections on joint billing statements issued pursuant to the OBA on behalf of all billers on the OBA and EGD are transferred to CIBC Mellon, as trustee, and allocated by EGD, which agreement was assigned by DE to EHCS in connection with the DE Acquisition.

**“Aramendia”** has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion.”

**“Arrangement”** means the arrangement under section 192 of the CBCA as set out in the plan of arrangement attached as a schedule to the Arrangement Agreement, pursuant to which, on January 1, 2011, the Operating Trust converted from an income fund structure to a corporate structure.

**“Arrangement Agreement”** means the arrangement agreement dated as of October 12, 2010 among the Fund, the Operating Trust, Holding LP, Enercare and Enercare Solutions.

**“Articles”** means the articles of incorporation of Enercare dated September 27, 2010, as amended.

**“Audit Committee”** means the audit committee as appointed by the Board.

**“Bill 55”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Changes to the Consumer Protection Act, 2002”.

**“Bill 59”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – The Putting Consumers First Act, 2016”.

**“Board”** or **“Board of Directors”** means the board of directors of Enercare and Enercare Solutions.

**“Bureau”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Order for Production of Information in respect of Enercare’s Residential Water Heater Business”.

**“Canada Yield Price”** means, on any day with respect to a Series 2013-1 Note, Series 2017-1 Note and a Series 2017-2 Note, a price equal to the net present value of all scheduled payments of interest (other than accrued and unpaid interest) and principal on such note to (a) in respect of a Series 2013-1 Note, its maturity date, discounted to such day using as a discount rate equal to the sum of the Government of Canada Yield plus 0.71% per annum; (b) in respect of a Series 2017-1 Note, its maturity date, discounted to such day using as a discount rate equal to the sum of the Government of Canada Yield plus 0.535% per annum; and (c) in respect of a Series 2017-2 Note, its maturity date, discounted to such day using as a discount rate equal to the sum of the Government of Canada Yield plus 0.61% per annum.

**“CBA”** has the meaning given to it under “Home Services – Installation and Servicing”.

**“CBCA”** means the Canada Business Corporations Act, R.S.C. 1985, c. C-44, as amended, including the regulations promulgated thereunder.

**“Church Services”** has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion.”

**“CIBC Mellon”** means CIBC Mellon Trust Company.

**“Cobourg Network”** means Cobourg Network Inc. and includes its successors and assigns.

**“Code”** means Enercare Solutions’ Code of Business Conduct.

**“Commissioner”** means the Commissioner of Competition at the Competition Tribunal.

**“Common Shares”** means the common shares in the capital of Enercare.

**“Compensation Acquisition Adjusted EBITDA”** has the meaning given to it under “Compensation of Executive Officers”.

**“Compensation Peer Group”** has the meaning given to it under “Compensation of Executive Officers”.

**“Competition Act”** means the *Competition Act* (Canada).

**“Concurrent Private Placement”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Enercare Completes \$239,800 Bought Deal Offering of SE Subscription Receipts”.

**“Confidential Information”** has the meaning given to it under “Risk Factors – Risks related to Enercare Solutions and its Structure”.

**“Consent Order”** means the consent order dated February 20, 2002 between the Commissioner and DE issued pursuant to the Competition Act, which expired on February 20, 2012.

**“Consideration”** has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion”.

**“Consumer Protection Act”** means the *Consumer Protection Act, 2002* (Ontario).

**“Conversion”** means the reorganization of the Fund’s and the Operating Trust’s income trust structure to a corporate structure, pursuant to the Arrangement.

**“Co-owners”** means, collectively, the holders from time to time of the DE Co-ownership Interest and the Enercare Co-ownership Interest.

**“Co-ownership Agreement”** means the co-ownership agreement dated December 17, 2002 between, among others, DE, Rentco and the Custodian, as assigned by Rentco to ESLP on December 17, 2002, as amended on February 6, 2003, January 1, 2005, December 29, 2006, February 8, 2007 and April 25, 2007, as assigned by DE to EHCS on October 20, 2014, as further amended on January 1, 2015, as assigned by the Custodian to EHCS GP Inc., as successor custodian, on January 1, 2015, and as may be further amended, modified, supplemented, restated or replaced from time to time.

**“Co-ownership Interests”** means, collectively, the DE Co-ownership Interest and the Enercare Co-ownership Interest.

**“Corporate Responsibility and Risk Management Committee”** means the corporate responsibility and risk management committee as appointed by the Board.

**“Cricket Home Services”** means Cricket Home Comfort Inc.

**“CS & Finch”** has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion.”

“**Custodial Assets**” include the following:

- (a) Custodial Rental Contracts (including all receivables generated thereby on and after December 17, 2002);
- (b) all customer records and information required for billing and collecting Rental Portfolio rentals and performing the Custodian’s obligations under the Custodial Rental Contracts;
- (c) OBA;
- (d) Amended Receivables Trust Agreement;
- (e) all product warranty rights from manufacturers relating to the Rental Portfolio which have not been assigned to ESLP, as owner of the Rental Portfolio; and
- (f) a limited license to use DE’s trademarks in accordance with the terms of the Co-ownership Agreement.

“**Custodial Rental Contracts**” means all present and future rental contracts or arrangements with customers (whether or not in writing) relating to (i) water heaters (A) owned by Rentco on December 17, 2002, (B) originated and sold to Rentco or ESLP pursuant to the terms of the Origination Agreement, or (C) as the Co-owners may otherwise expressly agree, and (ii) certain other Rental Portfolio assets, but does not include present and future rental contracts and arrangements (whether or not in writing) relating to (x) Toronto Hydro Water Heaters, Festival Hydro Water Heaters, Thunder Bay Water Heaters or HVAC Equipment purchased by ESLP pursuant to the HVAC Agreement, or (y) a water heater, commercial water heater or HVAC Equipment rented pursuant to a rental contract or arrangement with ESLP or an affiliate thereof in replacement of water heaters or commercial water heaters or HVAC Equipment that immediately prior thereto were water heaters, commercial water heaters or HVAC Equipment subject to (x).

“**Custodian**” means CIBC Mellon in its capacity as agent and nominee of the Co-owners under the terms of the Co-ownership Agreement until January 1, 2015 when EHCS GP Inc. was appointed as successor custodian under the Co-ownership Agreement.

“**DBRS**” means DBRS Limited, and its successors.

“**DE**” means Direct Energy Marketing Limited.

“**DE Acquisition**” has the meaning given to it under “Enercare Solutions Inc. – Corporate History”.

“**DE Co-ownership Interest**” means the undivided co-ownership interest in the Custodial Assets owned by DE, as assigned by DE to EHCS on October 20, 2014, under the Co-ownership Agreement.

“**DE Subscription Receipts**” has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion”.

**“Directors”** means the directors of Enercare and Enercare Solutions.

**“DSUP”** has the meaning given to it under “Director Compensation”.

**“EBITDA”** means earnings before interest, tax, depreciation and amortization.

**“Eco Energy”** means Eco Energy Home Services Inc.

**“EGD”** means Enbridge Gas Distribution Inc. (formerly The Consumers’ Gas Company Ltd.) and includes its successors and assigns.

**“EGD Payment”** means the payment made by EGD to Enercare Solutions pursuant to the OBAs constituting, subject to certain exceptions, 99.51% (99.51% for 2017 and 2016) of all amounts invoiced to applicable customers on the EGD bill.

**“EGNB”** means Enbridge Gas New Brunswick Limited Partnership and includes its successors and assigns.

**“EGNB Origination Agreement”** means the origination and servicing agreement dated as of July 7, 2011 between EGNB and ESLP, as amended and restated on May 31, 2012, and as further amended on April 1, 2013, April 1, 2014, April 1, 2015 and April 1, 2016 and as the same may be further amended, modified, restated or replaced from time to time.

**“EHCS”** means Enercare Home and Commercial Limited Partnership (formerly named Enercare Acquisition Limited Partnership), a limited partnership existing under the laws of Ontario with EHCS GP Inc. as its general partner and Rentco as its limited partner.

**“EHCS GP Inc.”** means Enercare Home and Commercial Services Inc., a wholly-owned subsidiary of Enercare Solutions which is the general partner of EHCS.

**“Enbridge”** means Enbridge Inc. and includes its successors and assigns.

**“Enercare”** means Enercare Inc., a corporation incorporated under the laws of Canada.

**“Enercare Co-ownership Interest”** means the undivided co-ownership interest in the Custodial Assets owned by ESLP under the Co-ownership Agreement.

**“Enercare OBA”** means the amended and restated open bill access and collection services agreement and related agreements effective January 6, 2014 between ESLP and EGD.

**“Enercare Solutions”** means Enercare Solutions Inc., a corporation amalgamated under the laws of Canada.

**“Energy Services Niagara”** means Energy Services Niagara Inc. and includes its successors and assigns.

**“Energy Services Niagara OBA”** means the amended and restated open bill access and collection services agreement and related agreements effective January 6, 2014 between Energy Services Niagara and EGD, as assigned to ESLP.

**“ESLP”** means Enercare Solutions Limited Partnership (formerly named Waterheater Operating Limited Partnership), a limited partnership existing under the laws of Ontario with WGP Inc. as its general partner and Rentco as its limited partner.

**“ESPP”** has the meaning given to it under “Compensation of Executive Officers”.

**“Extended Protection Plan”** has the meaning given to it under “Home Services - Protection Plan Portfolio”.

**“Extended Protection Plan Program”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Extended Protection Plan Program”.

**“Festival Hydro”** means Festival Hydro Services Inc.

**“Festival Hydro Water Heaters”** means water heaters and commercial water heaters acquired in November 2007 pursuant to the asset purchase agreement dated October 15, 2007 between ESLP and Festival Hydro.

**“Fund”** means The Consumers’ Waterheater Income Fund, which was wound-up and dissolved on January 1, 2011 in connection with the Conversion.

**“Governance and Compensation Committee”** means the governance and compensation committee as appointed by the Board.

**“Government of Canada Yield”** means, on any day, an interest rate per annum equal to the effective yield to maturity, compounded semi-annually, which a non-callable Government of Canada bond would produce if issued, in Canadian dollars in Canada, at 100% of its principal amount with a term to maturity approximately equal to the remaining term to maturity in respect of a Senior Note and bearing interest payable semi-annually.

**“GreenSource”** means GreenSource Capital Inc. and includes its successors and assigns.

**“GreenSource Assets”** means the rental portfolio comprising of water heaters and HVAC Equipment acquired by Enercare pursuant to the GreenSource Purchase Agreement.

**“GreenSource Purchase Agreement”** means the asset purchase agreement dated February 29, 2012 among GreenSource, DE and ESLP, as the same may be amended, modified, supplemented, restated or replaced from time to time.

**“Guarantors”** means, collectively, ESLP, Rentco and WGP Inc., and prior to January 1, 2011, Holding LP, and on and after October 20, 2014, EHCS and EHCS GP Inc. and on and after May 11, 2016, SEHAC and its operating affiliates and subsidiaries and SE Canada, and **“Guarantor”** means any one of them.

**“Hammond”** has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion.”

**“Holding LP”** means Waterheater Holding Limited Partnership, which was wound-up and dissolved on December 1, 2010 in connection with the Conversion.

**“Home Services”** means Enercare Solutions’ business division that provides the Rental Portfolio, Protection Plan Portfolio, HVAC Sales and Other Services.

**“HVAC Agreement”** means the HVAC origination and servicing agreement dated as of April 25, 2007 between ESLP and DE, as the same was terminated on October 20, 2014.

**“HVAC Equipment”** means commercial and residential mechanical systems which provide heating, cooling, ventilation and/or domestic hot water within a building, to provide a controlled environment for the occupants, whether fueled by natural gas, electricity or otherwise.

**“HVAC Sales”** has the meaning given to it under “Enercare Solutions Inc. – Home Services”.

**“Indenture Change of Control”** has the meaning given to it under “Consolidated Capitalization of Enercare Solutions – Senior Indebtedness – The Senior Notes”.

**“Investment Committee”** means the investment committee as appointed by the Board.

**“Lane Caputo”** has the meaning given to it under “Compensation of Executive Officers”.

**“Lane Caputo Report”** has the meaning given to it under “Compensation of Executive Officers”.

**“LTIP”** has the meaning given to it under “Compensation of Executive Officers”.

**“Matching Portion”** has the meaning given to it under “Compensation of Executive Officers”.

**“Matching Shares”** has the meaning given to it under “Compensation of Executive Officers”.

**“median”** has the meaning given to it under “Compensation of Executive Officers”.

**“Midway”** has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion.”

**“Ministry”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Changes to the Consumer Protection Act, 2002”.

**“MTIP”** has the meaning given to it under “Compensation of Executive Officers”.

**“Named Executive Officers”** has the meaning given to it under “Compensation of Executive Officers”.

**“NCIB”** means the Normal Course Issuer Bid instituted by Enercare in July 2015 and renewed in July 2016. The NCIB expired in July 2017 in accordance with its terms.

**“New CBA”** has the meaning given to it under “Home Services – Installation and Servicing”.

**“Non-Competition Agreement”** means the non-competition and non-solicitation agreement dated October 20, 2014 between Enercare, EHCS, DE and Centrica plc, as may be amended, modified, supplemented, restated or replaced from time to time.

**“OBA”** means the amended and restated open bill access and collection services agreement and related agreements effective January 6, 2014 between DE and EGD, and in respect of the period from December 21, 2012 to January 5, 2014, the amended and restated open bill access and collection services agreement and related agreements effective December 21, 2012 between DE and EGD, and in respect of the period prior to December 21, 2012, the open bill access and collection services agreement effective February 4, 2010 between DE and EGD to give effect to the permanent solution for open bill access to the EGD bill pursuant to the settlement approved by the OEB on December 2, 2009 in connection therewith, which was assigned by DE to ESLP in connection with the DE Acquisition.

**“OBAs”** means collectively the OBA, the Enercare OBA and the Energy Services Niagara OBA.

**“OEB”** means the Ontario Energy Board.

**“OHCS”** has the meaning given to it under “Enercare Solutions Inc. – Corporate History”.

**“OHCS Asset Purchase Agreement”** means the asset purchase agreement dated as of July 24, 2014 between EHCS, Enercare and DE.

**“Old OBA”** means the open bill access and collection services agreement effective March 10, 2008 between DE and EGD to give effect to the interim solution for open bill access to the EGD bill pursuant to the settlement approved by the OEB on February 13, 2007 in connection therewith, as the same was terminated and replaced with the OBA in February 2010.

**“Ontario Consumers Home Services”** means Ontario Consumers Home Services Inc.

**“Operating Trust”** means The Consumers’ Waterheater Operating Trust, which was wound-up and dissolved on January 1, 2011 in connection with the Conversion.

**“Option Plans”** means the 2011 Option Plan and 2014 Option Plan.

**“Options”** has the meaning given to it under “Compensation of Executive Officers”.

**“Origination Agreement”** means the origination agreement dated December 17, 2002 between Rentco and DE providing for the sale to ESLP of rental water heaters originated by DE, as amended on January 1, 2005, December 29, 2006, January 1, 2013 and August 1, 2013, as assigned by DE to EHCS on October 20, 2014 and as may be further amended, modified, supplemented, restated or replaced from time to time.

**“Other Services”** has the meaning given to it under “Enercare Solutions Inc. – Home Services”.

**“Participants”** has the meaning given to it under “Compensation of Executive Officers”.

**“Performance Share Unitholders”** has the meaning given to it under “Compensation of Executive Officers”.

**“Performance Share Units”** has the meaning given to it under “Compensation of Executive Officers”.

**“Protection Plan”** has the meaning given to it under “Home Services – Protection Plan Portfolio”.

**“Protection Plan Portfolio”** has the meaning given to it under “Enercare Solutions Inc. – Home Services”.

**“PSUP”** has the meaning given to it under “Compensation of Executive Officers”.

**“Rating Agency”** means DBRS or S&P (in their capacity as rating agencies in respect of the Senior Notes) or, if neither DBRS nor S&P is in existence, a nationally recognized statistical rating organization or other comparable entity substituted therefor by Enercare Solutions from time to time.

**“Regulations”** means the regulations under the Consumer Protection Act.

**“Reliance”** means Reliance Comfort Limited Partnership.

**“Rental Portfolio”** means all rental assets of Enercare, including residential and commercial water heaters, HVAC Equipment (including residential and commercial furnaces, air conditioning units, boilers, conversion burners and venting systems), Water Treatment Solutions and other related rental assets.

**“Rentco”** means 4483588 Canada Inc. (formerly, Direct Waterheater Rentals Inc.), a corporation amalgamated under the laws of Canada.

**“Risks”** has the meaning given to it under “Directors and Officers – Corporate Responsibility and Risk Management Committee”.

**“RWI Policy”** has the meaning given to it under “Risk Factors – Risks Related to the Business of Service Experts”.

**“S&P”** means Standard & Poor’s Ratings Services and its successors.

**“SE Acquisition”** means the acquisition of Service Experts by Enercare through an indirect wholly-owned subsidiary of Enercare Solutions pursuant to the SE Acquisition Agreement.

**“SE Acquisition Agreement”** has the meaning given to it under “Material Contracts”.

**“SE Subscription Receipts”** means the \$239,800 of subscription receipts issued by Enercare on a bought deal basis in relation to the SE Transaction.

**“SE Transaction”** means the acquisition of Service Experts by Enercare Solutions through an indirect wholly-owned subsidiary pursuant to the SE Acquisition Agreement.

**“Securityholders”** has the meaning given to it under “Material Contracts”.

**“SEHAC”** means SEHAC Holdings LLC (formerly SEHAC Holdings Corporation).

**“Senior Indebtedness”** means any indebtedness outstanding under the Senior Unsecured Indenture from time to time, including the Series 2013-1 Notes, the Series 2017-1 Notes and the Series 2017-2 Notes, under the 2014 Line of Credit and under the 2016 Term Loan.

**“Senior Notes”** means the Series 2013-1 Notes, the Series 2017-1 Notes and the Series 2017-2 Notes and prior to March 6, 2013, the Series 2009-2 Notes, and prior to December 21, 2012, the Series 2010 Notes and prior to April 30, 2012, the Series 2009-1 Notes, and prior to March 23, 2017, the Series 2012-1 Notes and any other series of senior notes authorized, issued and certified in accordance with the terms of the Senior Unsecured Indenture and for the time being outstanding.

**“Senior Unsecured Indenture”** means the trust indenture dated as of January 29, 2010 between the Operating Trust, as issuer, the Guarantors, as guarantors, and Computershare Trust Company of Canada, as indenture trustee, as supplemented by the first supplemental indenture dated as of January 29, 2010, the second supplemental indenture dated as of February 19, 2010, the third supplemental indenture dated as of December 1, 2010, the fourth supplemental indenture dated as of January 1, 2011, the fifth supplemental indenture dated as of September 30, 2012, the sixth supplemental indenture dated as of November 21, 2012, the seventh supplemental indenture dated as of February 1, 2013, the eighth supplemental indenture dated as of October 20, 2014, the ninth supplemental indenture dated as of May 11, 2016, the tenth supplemental indenture dated as of June 10, 2016, the eleventh supplemental indenture dated as of February 21, 2017 and the twelfth supplemental indenture dated as of as of February 21, 2017, as the same may be amended, modified, supplemented, restated or replaced from time to time. The Operating Trust was wound-up and dissolved in connection with the Conversion and all of the covenants and obligations of the Operating Trust with respect to the Senior Unsecured Indenture were assumed by Enercare Solutions.

**“Series 2009 Notes”** means, collectively, the Series 2009-1 Notes and the Series 2009-2 Notes.

**“Series 2009-1 Notes”** means the \$60,000 principal amount of 6.20% Series 2009-1 Senior Notes of Enercare Solutions, which were repaid on April 30, 2012.

**“Series 2009-2 Notes”** means the \$270,000 principal amount of 6.75% Series 2009-2 Senior Notes of Enercare Solutions, which were redeemed on March 6, 2013.

**“Series 2010 Notes”** means the \$240,000 principal amount of 5.25% Series 2010-1 Senior Unsecured Notes of Enercare Solutions, which were redeemed on December 21, 2012.

**“Series 2012-1 Notes”** means the \$250,000 principal amount of 4.30% Series 2012-1 Senior Unsecured Notes of Enercare Solutions due November 30, 2017, which were repaid on March 23, 2017.

**“Series 2013-1 Notes”** means the \$225,000 principal amount of 4.60% Series 2013-1 Senior Unsecured Notes of Enercare Solutions due February 3, 2020.

“**Series 2017 Notes**” means, collectively, the Series 2017-1 Notes and the Series 2017-2 Notes.

“**Series 2017-1 Notes**” means the \$275,000 principal amount of 3.38% Series 2017-1 Senior Unsecured Notes of Enercare Solutions due February 21, 2022.

“**Series 2017-2 Notes**” means the \$225,000 principal amount of 3.99% Series 2017-2 Senior Unsecured Notes of Enercare Solutions due February 21, 2024.

“**Service Experts**” has the meaning given to it under “Enercare Solutions Inc. – Corporate History.”

“**Smarter Home**” has the meaning given to it under “Enercare Solutions Inc. – Acquisitions and Business Expansion.”

“**Shareholder**” means a holder of Common Shares.

“**Shares**” means the common shares in the capital of Enercare Solutions.

“**Simply Green**” means Simply Green Home Services Inc.

“**Subordinated Debt**” means, unsecured indebtedness of any of Enercare Solutions and its subsidiaries which is expressly subordinate and postponed in right of payment to the Senior Indebtedness.

“**Third Amended and Restated Credit Agreement**” means the credit agreement made as of December 18, 2009 between the Operating Trust, the Guarantors, a Canadian chartered bank, and the financial institutions a party thereto, as amended and restated by an amended and restated credit agreement made as of January 1, 2011 between Enercare Solutions, the Guarantors, a Canadian chartered bank, and the financial institutions a party thereto, as amended and restated by a second amended and restated credit agreement made as of July 6, 2011 between Enercare Solutions, the Guarantors, a Canadian chartered bank, and the financial institutions a party thereto, which was further amended on November 15, 2012, February 26, 2013 and July 4, 2014, and as further amended and restated by a third amended and restated credit agreement made as of October 20, 2014 between Enercare Solutions, the Guarantors, a Canadian chartered bank, and the financial institutions a party thereto, as amended and supplemented on May 11, 2016, as supplemented on June 10, 2016 and as further amended on December 22, 2016.

“**Thunder Bay Hydro**” means Thunder Bay Hydro Energy Services Inc.

“**Thunder Bay Water Heaters**” means water heaters and commercial water heaters acquired in September 2008 pursuant to the asset purchase agreement dated September 19, 2008 between ESLP and Thunder Bay Hydro, as the same may be amended, modified, supplemented, restated or replaced from time to time.

“**Toronto Hydro Energy**” means Toronto Hydro Energy Services Inc.

**“Toronto Hydro Purchase Agreement”** means the asset purchase agreement dated January 30, 2007 between ESLP and Toronto Hydro Energy, as the same may be amended, modified, supplemented, restated or replaced from time to time.

**“Toronto Hydro Water Heaters”** means water heaters and commercial water heaters acquired in February 2007 pursuant to the Toronto Hydro Purchase Agreement.

**“Transition Services Agreement”** means the transition services agreement dated October 20, 2014 between DE and EHCS.

**“Triacta”** has the meaning given to it under “Compensation of Executive Officers”.

**“Trustee”** has the meaning given to it under “Trustee”.

**“TSSA”** means the Technical Standards and Safety Authority, a provincial safety regulator in respect of, among other things, natural gas devices, established pursuant to the *Technical Standards and Safety Act* (Ontario).

**“TSX”** has the meaning given to it under “Enercare Solutions Inc. – General”.

**“Union”** has the meaning given to it under “Home Services – Installation and Servicing”.

**“Unitholder”** means a holder of Units.

**“Units”** means trust units of the Fund.

**“Vista Credit”** means Vista Credit Corp.

**“water heaters”** means natural gas water heaters and electric water heaters.

**“Water Treatment Solutions”** has the meaning given to it under “Enercare Solutions Inc. – Developments in 2015, 2016 and 2017 – Rental of Water Treatment Solutions”.

**“WGP Inc.”** means 4113152 Canada Limited, a special purpose wholly-owned subsidiary of Enercare Solutions which is the general partner of ESLP.

## APPENDIX A

### AUDIT COMMITTEE MANDATE

**Last reviewed by the Board of Directors on March 5, 2018**

#### INTRODUCTION:

##### **A. Establishment of Committee and Procedures**

###### **1. Composition of Committee**

The Board of Directors (the “**Board**”) shall appoint an Audit Committee (the “**Committee**”) consisting of at least three Directors, all of whom shall, in the judgment of the Board meet the criteria for independence contained in National Instrument 52-110 -- Audit Committees, as replaced or amended from time to time (including any successor rule or policy thereto) (“**NI 52-110**”). Each member shall hold office until his or her term as a member of the Committee expires or is terminated.

Each member of the Committee shall be financially literate, in that he or she must have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements, and otherwise be financially literate within the meaning of NI 52-110.

At least one member of the Committee shall be a financial expert. The Board will consider a person to be a financial expert if that person has the following attributes:

- i. an understanding of financial statements and the accounting standards or principles used by the Corporation;
- ii. experience preparing, auditing, analyzing or evaluating financing statements that are comparable to the Corporation’s financial statements;
- iii. an understanding of internal controls and procedures for financial reporting; and
- iv. an understanding of audit committee functions obtained through education and experience as a principal financial officer or actively supervising a principal financial officer or principal accounting officer, controller, auditor or person performing similar functions or overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements.

Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the Board.

2. Governance and Procedure

Unless otherwise determined by the Directors, a quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board.

3. Chair of the Audit Committee

The Board shall appoint one member to be Chair of the Audit Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed.

4. The Corporation's Auditors

The Committee shall have the direct responsibility for the oversight of the Corporation's external auditors. The Committee shall serve as the ultimate authority to which the Corporation's external auditors are accountable and the Corporation's external auditors shall report directly to the Committee. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of compensation to the external auditors and any experts or advisors employed by the Committee.

The Committee shall meet with the external auditors, as the Committee may deem appropriate, to consider any matter which the Committee or auditors believe should be brought to the attention of the Board or the shareholders of the Corporation.

5. Review of Mandate

The Committee shall review this mandate at least annually or otherwise as it deems appropriate, and propose recommended changes to the Board.

6. Frequency of Meetings

The Committee shall meet at least once per fiscal quarter, or more frequently as circumstances dictate.

7. Reporting

The Committee shall report to the Board on all significant matters dealt with by the Committee.

8. Retention of Advisors

The Committee may engage such advisors, without approval of the Board of Directors and at the expense of the Corporation, as it considers necessary to perform its duties.

9. Disclosure

This mandate will be posted on the Corporation's website.

**B. General Mandate of Committee**

The role of the Committee, subject to the determination of the Board from time to time, is to review: (i) the engagement of auditors; (ii) the financial policies and procedures of the Corporation; (iii) the financial statements of the Corporation; and (iv) budgets. In furtherance of this role, the Committee provides assistance to the Board in fulfilling its oversight responsibility to the shareholders of the Corporation, the investment community and others, relating to the integrity of the Corporation's financial statements and the financial reporting process, the systems of internal accounting and financial controls, the internal audit function, the external auditors' qualifications, independence, performance and reports, the legal and environmental compliance programs related to financial risk as may be established by management and the Board, and the financial risk identification, assessment and management program. In so doing, it is the Committee's responsibility to maintain an open avenue of communication between the Committee, the external auditors, the internal auditors and management of the Corporation.

Management is responsible for the preparation, presentation and integrity of the financial statements of the Corporation. Management and the internal audit group of the Corporation are responsible for maintaining appropriate internal controls over accounting procedures and financial reporting related documentation and testing for compliance with accounting standards and applicable laws and regulations. While the Committee has the responsibilities and powers set forth herein, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the external auditors. Management is responsible for preparing the interim and annual financial statements and financial disclosure of the Corporation and for maintaining a system of internal controls to provide reasonable assurance that assets are safeguarded and that transactions are authorized, executed, recorded and reported properly. The Committee's role is to provide meaningful and effective oversight and counsel to management without assuming responsibility for management's day-to-day duties.

**C. Duties and Responsibilities**

The Committee shall have the following specific duties and responsibilities:

1. Audit and Financial Matters

The Committee shall:

- (a) have responsibility for recommending to the Board the external auditors to be nominated for appointment and the compensation and retention of the external auditors and shall have responsibility for approving non-audit services and fees and in doing so, shall:
  - (i) review the experience and qualifications of the external auditors' senior personnel who are providing audit services to the Corporation and the quality control procedures of the external auditors;
  - (ii) review the basis and amount of the external auditors' fees;
  - (iii) review and discuss with the external auditors all relationships that the external auditors and their affiliates have with the Corporation and its affiliates in order to determine the external auditors' independence, including, without limitation (i) requesting, receiving and reviewing, on a periodic basis, a formal written statement from the external auditors delineating all relationships that may reasonably be thought to bear on the independence of the external auditors with respect to the Corporation, (ii) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors, and (iii) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence;
  - (iv) resolve disagreements between management and the external auditors regarding financial reporting;
  - (v) approve audit services;
  - (vi) pre -approve the appointment of the external auditor for any non-audit service to be provided to the Corporation or its subsidiaries. The Committee may establish policies and procedures, from time to time, pre-approving the appointment of the external auditor for certain non-audit services. In addition, the Committee may delegate to one or more members of the Committee the authority to pre approve the appointment of the external auditor for any non-audit service to the extent permitted by applicable law, provided that any pre-approvals granted pursuant to such delegation shall be reported to the full Committee at its next scheduled meeting;

- (vii) inform the external auditors and management that the external auditors shall have access directly to the Committee at all times, as well as the Committee to the external auditors;
  - (viii) instruct the external auditors that they are ultimately accountable to the Committee and are required to report directly to the Committee;
  - (ix) on an annual basis, review the performance of the external auditors, including the lead partner responsible for providing the audit services;
  - (x) on an annual basis, obtain and review a report from the external auditors regarding the external auditors internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review of the external auditors or by any inquiry or investigation by any governmental or professional authorities within the preceding 5 years and any steps taken to deal with such material issues; and
  - (xi) ensure the rotation of each of the lead partner responsible for providing the audit services, the concurring partner responsible for reviewing the audit services and other audit partners as required by applicable law;
- (b) review the Corporation's annual and quarterly financial statements and management's discussion and analysis in connection thereto with management and the external auditors to gain reasonable assurance that the statements are accurate, complete, represent fairly the Corporation's financial position and performance and are in accordance with the accounting standards or principles used by the Corporation and report thereon to the Board before such financial statements are approved by the Board;
  - (c) review the Corporation's annual and interim earnings press releases before they are publicly disclosed;
  - (d) review all other financial statements and related disclosures of the Corporation that require approval by the Board before they are released to the public, including, without limitation, financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities;
  - (e) review disclosures made to the Committee by the President and Chief Executive Officer and Chief Financial Officer of the Corporation during their certification process for applicable securities law filings about any significant deficiencies and material weaknesses in the design or operation of the Corporation's internal control over financial reporting which are

reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information, and any fraud involving management or other employees who have a significant role in the Corporation's internal control over financial reporting;

- (f) review with management and the external auditors the appropriateness of the Corporation's accounting policies, disclosures, reserves, key estimates and judgments, including changes or variations thereto and obtain reasonable assurance that they are presented fairly in accordance with the accounting standards or principles used by the Corporation and report thereon to the Board;
- (g) review major issues regarding accounting principles and financial statement presentation, including any significant changes in the selection or application of accounting principles to be observed in the preparation of the accounts of the Corporation;
- (h) review with management and the external auditors:
  - (i) the degree of conservatism of the Corporation underlying accounting policies, key estimates and judgments and reserves;
  - (ii) the co -operation that the external auditors received during the course of their review and their access to all records, data and information that they requested;
  - (iii) any significant transactions that were out of the ordinary course of the Corporation's business; and
  - (iv) all significant adjustments proposed by the external auditors;
- (i) satisfy itself that there are no unresolved issues between management and the external auditors that could reasonably be expected to materially affect the financial statements;
- (j) review annually the approach taken by management in the preparation of earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;
- (k) satisfy itself that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements in order to satisfy itself that such information is fairly presented and periodically assess the adequacy of these procedures;
- (l) review with senior management, the senior legal executive member of management and, as necessary, outside legal advisors, and the Corporation's internal and external auditors the effectiveness of the

Corporation's internal controls to ensure the Corporation is in compliance with legal and regulatory requirements and with the Corporation's policies;

- (m) review at least quarterly with the senior legal executive member of management, and, if necessary, outside legal advisors, significant legal, compliance or regulatory matters that may have a material effect on the business of the Corporation;
- (n) discuss with management the Corporation's policies and procedures for identifying and managing the principal risks of its business (other than risks assumed directly by the Board or one of its other committees), to determine that management has implemented and is maintaining systems and procedures to manage or mitigate those risks, including programs of insurance and risk reduction;
- (o) review the audit plans of the internal and external auditors of the Corporation, including the degree of detail of those plans and the coordination between those plans;
- (p) review and consider, as appropriate, any significant reports and recommendations made by internal audit relating to internal audit issues, together with management's response thereto;
- (q) review management's plans regarding any changes in accounting practices or policies and the financial impact thereof;
- (r) discuss with the external auditors their perception of the Corporation's financial and accounting personnel, any recommendations that the external auditors may have, including those contained in the management letter, with respect to improving internal financial controls, choice of accounting principles or management reporting systems;
- (s) review all management letters from the external auditors together with management's written responses thereto;
- (t) review with management, the external auditors and, as necessary, internal and external legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters may be, or have been, disclosed in the financial statements;
- (u) review annually the internal audit department charter, review with the internal auditors the Corporation's internal control procedures, the scope and plans for the work of the internal audit group, the annual checklist of responsibilities of the Committee, as prepared by the internal auditors; review the adequacy of resources and ensure that the internal auditors have unrestricted access to all functions, records, property and personnel

of the Corporation and inform the internal auditors and management that the internal auditors shall have unfettered access directly to the Committee at all times, as well as the Committee to the internal auditors;

- (v) at least quarterly, meet separately with management, the external auditors and internal auditors to review issues and matters of concern respecting audits and financial reporting;
- (w) review incidents or alleged incidents of fraud, illegal acts and conflict of interest;
- (x) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding accounting or auditing matters;
- (y) discuss with management and the external auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise a material issue regarding the Corporation's financial statements or accounting policies;
- (z) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- (aa) review the annual information form of the Corporation in respect of the disclosure required by Form 52-110F1 or Form 52-110F2, as applicable;
- (bb) conduct a self-assessment of Committee performance in comparison to responsibilities outlined in its mandate and report to the Board in respect of same; and
- (cc) at least annually or otherwise as it deems appropriate, review and reassess the adequacy of the Committee's policies and procedures for the approval of non-audit services and approve any changes thereto.

The Committee may, at the request of the Board or on its own initiative, investigate such other matters as are considered necessary or appropriate in carrying out its mandate and in such matters shall have the authority to retain such counsel, experts or other advisors (financial or otherwise) as it may determine are necessary or appropriate and to set and pay the compensation for such advisors.

This Mandate will be posted on the Corporation's website.