



**NOTICE OF SERIAL MEETING OF HOLDERS OF
SERIES B 6.25% CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES
DUE FEBRUARY 28, 2020
to be held April 26, 2019
and
MANAGEMENT INFORMATION CIRCULAR**

These materials are important and require your immediate attention. They require Debentureholders to make important decisions. If you are in doubt as to what decision to make, please contact your financial, legal, income tax or other professional advisors. If you have any questions or require more information, please contact Computershare Trust Company of Canada using the information provided on the back cover of the Management Information Circular.

THE BOARD OF DIRECTORS OF HOLLOWAY LODGING CORPORATION UNANIMOUSLY RECOMMENDS THAT DEBENTUREHOLDERS VOTE FOR THE DEBENTURE AMENDMENTS AS SET OUT IN THE MANAGEMENT INFORMATION CIRCULAR.

TO VOTE FOR THE DEBENTURE AMENDMENTS PLEASE MARK THE "VOTE FOR" BOX ON THE ACCOMPANYING FORM OF PROXY AND SIGN AND DEPOSIT SUCH DOCUMENT IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT THEREIN AS SOON AS PRACTICABLE AND IN ANY EVENT BY 10:00 A.M. (EASTERN DAYLIGHT TIME) ON APRIL 24, 2019.

April 5, 2019

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LETTER TO DEBENTUREHOLDERS

April 5, 2019

TO: The holders of Series B 6.25% convertible unsecured subordinated debentures due February 28, 2020

The Debenture Amendments

You, as holders ("**Debentureholders**") of the Series B 6.25% convertible unsecured subordinated debentures due February 28, 2020 (the "**Debentures**") of Holloway Lodging Corporation (the "**Company**"), are being asked to consider certain amendments (the "**Debenture Amendments**") to the Debentures (as amended as proposed, the "**Amended Debentures**"), which, if approved by the Debentureholders, will:

- (a) EXTEND the maturity date for the Debentures from February 28, 2020 to February 28, 2023;
- (b) AMEND the conversion price of the Debentures to \$12.50, being a conversion rate of 80 common shares of the Company ("**Common Shares**") per \$1,000 principal amount of the Debentures. The Debentures are currently convertible into \$285.71 in cash and 28.57 Common Shares per \$1,000 principal amount of the Debentures;
- (c) AMEND the redemption provision to, among other things, prohibit the Company from redeeming the Debentures until June 1, 2020, except in connection with a change of control of the Company resulting in the acquisition of 100% of the voting or equity interests in the Company and except, for the 60 days following the effective date of the Debenture Amendments, to allow the Company to redeem up to 10% of the aggregate principal amount, being approximately \$5,086,600 aggregate principal amount, of the Debentures at a price equal to the principal amount thereof, plus accrued and unpaid interest; and
- (d) PROVIDE FOR consequential and other amendments of a housekeeping nature.

To Vote for the Debenture Amendments

To vote for the Debenture Amendments please mark the "VOTE FOR" box on the accompanying form of proxy and sign and deposit such document in accordance with the instructions set out therein as soon as practicable and in any event by 10:00 a.m. (Eastern Daylight Time) on April 24, 2019.

Approval of the Debenture Amendments

For the Debenture Amendments to be approved, holders of at least 66 $\frac{2}{3}$ % of the principal amount of the Debentures, present or represented by proxy at the serial meeting of the Debentureholders (the "**Debentureholder Meeting**"), must vote **FOR** the Debenture Amendments. The Debentureholder Meeting is scheduled to be held at the offices of Bennett Jones LLP, at 3400 One First Canadian Place, Toronto, Ontario, M5X 1A4, on April 26, 2019 at 10:00 a.m. (Eastern Daylight Time). The quorum for the Debentureholder Meeting is the presence in person or by proxy of Debentureholders representing 25% of the principal amount of Debentures outstanding at the record date, which has been set by the Board of Directors of the Company as the close of business on March 25, 2019. Each Debentureholder present in person or represented by proxy at the Debentureholder Meeting shall be entitled to one vote in respect of each \$1,000 principal amount of Debentures held by such Debentureholder.

If the Debenture Amendments are approved by the Debentureholders, the Company anticipates that the effective date of the Debenture Amendments will be on or about May 1, 2019, being the date the Company expects to enter into the third amended and restated trust indenture among the Company and Computershare Trust Company of Canada (the "**Third Amended and Restated Indenture**") which provides for the Debenture Amendments, such indenture to be substantially in the form attached as Appendix "B" to the accompanying management information circular ("**Circular**").

Listing

The Toronto Stock Exchange (the "**TSX**") has conditionally approved the listing of the Amended Debentures. The Amended Debentures will continue to trade on the TSX under the symbol "HLC.DB".

Benefits of the Debenture Amendments

If approved, the Board believes that the Debenture Amendments provide the following advantages:

- **Continued Favourable Interest Rate:** While the maturity date for the Debentures is February 28, 2020, the maturity date for the Amended Debentures will be extended to February 28, 2023, thereby affording Debentureholders a longer period of time during which to receive interest at a favourable rate. The Company believes the 6.25% interest rate on the Debentures represents an attractive yield in light of other reinvestment opportunities available.
- **Beneficial Change in the conversion rights of the Debentures:** Debentureholders will have the right to convert the Debentures into Common Shares at a more favourable conversion price. Additionally, the conversion price will be satisfied entirely in Common Shares rather than in a combination of cash and Common Shares. Therefore, Debentureholders will have more opportunity to participate in the growth of the Company's business. This conversion feature offers Debentureholders the opportunity to generate capital appreciation from the Debentures in addition to earning interest during the extended term.
- **Call Protection:** The amended redemption provision provides Debentureholders with call protection until June 1, 2020, subject to certain exceptions. During this call protection period, Debentureholders will benefit from regular semi-annual interest payments and any appreciation in the value of the Common Shares issuable upon the conversion of the Debentures.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE DEBENTUREHOLDERS VOTE FOR THE DEBENTURE AMENDMENTS.

Management Information Circular

The accompanying Circular provides a detailed description of the Debenture Amendments. Please give this material your careful consideration. If you require assistance, you should consult your financial, legal, income tax or other professional advisors.

We encourage you to read the materials in the accompanying Circular carefully. Your vote is important. Whether or not you attend the meeting of Debentureholders, please take the time to vote your Debentures in accordance with the instructions contained in the accompanying Circular.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Michael Rapps*"
Michael Rapps
Chairman



NOTICE OF SERIAL MEETING OF DEBENTUREHOLDERS

NOTICE IS HEREBY GIVEN that a debentureholder meeting (the "**Debentureholder Meeting**") of the holders ("**Debentureholders**") of the Series B 6.25% convertible unsecured subordinated debentures due February 28, 2020 (the "**Debentures**") of Holloway Lodging Corporation (the "**Company**") will be held at the offices of Bennett Jones LLP, at 3400 One First Canadian Place, Toronto, Ontario, M5X 1A4, on April 26, 2019 at 10:00 a.m. (Eastern Daylight Time) for the following purposes:

1. to consider and, if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (the "**Debentureholder Resolution**") in the form attached as Appendix "A" to the management information circular (the "**Circular**") accompanying this Notice of Serial Meeting of Debentureholders, approving certain amendments to the second amended and restated trust indenture dated July 31, 2014, as supplemented by the first supplemental trust indenture dated October 31, 2017 (the "**Indenture**") between the Company and Computershare Trust Company of Canada (the "**Debenture Trustee**") and authorizing the Debenture Trustee to execute the third amended and restated trust indenture embodying such amendments, which third amended and restated trust indenture shall be substantially in the form attached as Appendix "B" to the Circular, all as more particularly described in the Circular; and
2. to transact such further or other business as may properly come before the Debentureholder Meeting or any adjournment or adjournments thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Debentureholder Meeting and forms part of this Notice of Serial Meeting of Debentureholders.

The Debentureholder Resolution, if passed by the holders of at least 66⅔% of the principal amount of the Debentures present in person or by proxy at the Debentureholder Meeting, or any adjournment thereof, in accordance with the provisions of the Indenture, will be binding upon the Debentureholders, whether present or absent from the Debentureholder Meeting. Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Debentureholder Meeting in person. The Board of Directors has established the record date for the Debentureholder Meeting as the close of business on March 25, 2019 (the "**Record Date**"). Only Debentureholders of record at the close of business on the Record Date will be entitled to notice of the Debentureholder Meeting or any adjournment thereof, and to vote at the Debentureholder Meeting. No Debentureholder becoming a Debentureholder of record after such time will be entitled to vote at the Debentureholder Meeting or any adjournment thereof.

The Debentures have been issued in the form of global certificates registered in the name of CDS & Co. and, as such, CDS & Co. is the sole registered Debentureholder. Only registered Debentureholders, or their duly appointed proxyholders, have the right to vote at the Debentureholder Meeting, or to appoint or revoke a proxy. However, CDS & Co., or its duly appointed proxyholders, may only vote the Debentures in accordance with instructions received from the beneficial Debentureholders. Beneficial Debentureholders as of the Record Date wishing to vote their Debentures at the Debentureholder Meeting must provide instructions to their broker or other intermediary through which they hold their Debentures in sufficient time prior to the deadline for depositing proxies for the Debentureholder Meeting to permit their broker or other nominee to instruct CDS & Co., or its duly appointed proxyholders, as to how to vote their Debentures at the Debentureholder Meeting.

If you have any questions or require more information with regard to voting your Debentures please contact Computershare Trust Company of Canada using the information provided on the back cover of the Circular.

DATED at Toronto, Ontario, this 5th day of April, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Michael Rapps*"
Michael Rapps
Chairman



MANAGEMENT INFORMATION CIRCULAR
Dated April 5, 2019

SUMMARY

The following is a brief summary of certain information contained in this Circular. Reference is made to, and this summary is qualified by, the detailed information contained in this Circular. Debentureholders are encouraged to read this Circular and the attached Appendices carefully and in their entirety.

The Debentureholder Meeting

A serial meeting (the "**Debentureholder Meeting**") of holders (the "**Debentureholders**") of the Series B 6.25% convertible unsecured subordinated debentures due February 28, 2020 (the "**Debentures**") of Holloway Lodging Corporation (the "**Company**") will be held at the offices of Bennett Jones LLP, at 3400 One First Canadian Place, Toronto, Ontario, M5X 1A4, on April 26, 2019 at 10:00 a.m. (Eastern Daylight Time) for the purposes set forth in the accompanying Notice of Serial Meeting, including to consider and, if deemed advisable, to approve certain amendments (the "**Debenture Amendments**") to the second amended and restated trust indenture dated July 31, 2014, as supplemented by the first supplemental trust indenture dated October 31, 2017 (the "**Indenture**") between the Company and Computershare Trust Company of Canada (the "**Debenture Trustee**") and to authorize the Debenture Trustee to execute the third amended and restated trust indenture (the "**Third Amended and Restated Indenture**") embodying such amendments. Only Debentureholders of record as of the close of business on March 25, 2019 (the "**Record Date**") are entitled to receive notice of the Debentureholder Meeting and to vote at the Debentureholder Meeting. Each Debentureholder present in person or represented by proxy at the Debentureholder Meeting shall be entitled to one vote in respect of each \$1,000 principal amount of Debentures held by such Debentureholder.

The Debenture Amendments

The Debenture Amendments, if approved by Debentureholders, will:

- (a) EXTEND the maturity date for the Debentures from February 28, 2020 to February 28, 2023;
- (b) AMEND the conversion price of the Debentures (the "**Conversion Price**") to \$12.50, being a conversion rate of 80 common shares of the Company ("**Common Shares**") per \$1,000 principal amount of the Debentures. The Debentures are currently convertible into \$285.71 in cash and 28.57 Common Shares per \$1,000 principal amount of the Debentures;
- (c) AMEND the redemption provision to, among other things, prohibit the Company from redeeming the Debentures until June 1, 2020, except in connection with a change of control of the Company resulting in the acquisition of 100% of the voting or equity interests in the Company and except, for the 60 days following the effective date of the Debenture Amendments (the "**Effective Date**"), to allow the Company to redeem up to 10% of the aggregate principal amount, being approximately \$5,086,600 aggregate principal amount, of the Debentures at a price equal to the principal amount thereof, plus accrued and unpaid interest; and
- (d) PROVIDE FOR consequential and other amendments of a housekeeping nature.

Proxy Information

To vote for the Debenture Amendments, Debentureholders can do so by using any of the methods outlined below:

By Mail:

Step 1. Mark the "VOTE FOR" box in the accompanying form of proxy ("**Form of Proxy**").

Step 2. Sign and date the Form of Proxy.

Step 3. Deposit with the Debenture Trustee, Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, as soon as practicable and in any event no later than 10:00 a.m. (Eastern Daylight Time) on April 24, 2019.

Via Financial Broker:

Debentureholders may contact their broker or send their proxy or voting instruction form to their broker who can vote on the Debentureholder's behalf.

By Telephone:

1-866-732-VOTE (8683), English or French. The 15-digit Control Number listed at the bottom of the front page of the Form of Proxy will be required to complete your voting.

By Internet:

Log on to www.investorvote.com. The 15-digit Control Number listed at the bottom of the front page of the Form of Proxy will be required to complete your voting.

INTRODUCTION

Information Contained in this Circular

No person has been authorized to give information or to make any representations in connection with the matters to be considered by the Debentureholders other than those contained in this Circular and, if given or made, any such information or representations should not be relied upon in making a decision as to whether to vote for the Debentureholder Resolution or be considered to have been authorized by the Company.

This Circular does not constitute an offer to buy, or a solicitation of an offer to sell, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation.

Debentureholders should not construe the contents of this Circular as legal, tax or financial advice and should consult with their own professional advisors as to the relevant legal, tax, financial or other matters in connection herewith.

The accompanying Form of Proxy is for use by Debentureholders in connection with the Debenture Amendments and Debentureholders are encouraged to complete, sign and deposit such document in accordance with the instructions set out therein.

Capitalized Terms

Unless the context indicates otherwise, capitalized terms which are used in this Circular and not otherwise defined in this Circular have the meanings given to such terms in the accompanying Letter to Debentureholders and Notice of Serial Meeting of Debentureholders.

Notice to Debentureholders in the United States

The Debentures have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and no solicitation is being made in the United States.

You should be aware that the Debenture Amendments may have tax consequences both in the United States and in Canada. Tax considerations applicable to Debentureholders subject to United States federal taxation have not been included in the Circular, and such Debentureholders should consult their own tax advisors to determine the particular consequences to them of participating in the solicitation being made hereunder.

THIS TRANSACTION HAS NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), ANY STATE SECURITIES ADMINISTRATOR, OR ANY SECURITIES REGULATORY AUTHORITY IN CANADA, NOR HAS THE SEC, ANY STATE SECURITIES ADMINISTRATOR, OR ANY SECURITIES REGULATORY AUTHORITY IN CANADA PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements included herein constitute "forward-looking statements". All statements included in this Circular that address future events, conditions or results of operations, including in respect of the Debenture Amendments, are forward-looking statements. These forward-looking statements can be identified by the use of forward-looking words such as "may", "should", "will", "could", "expect", "intend", "plan", "estimate", "anticipate", "believe", "future" or "continue" or the negative forms thereof or similar variations. These forward-looking statements are based on certain assumptions and analyses made by management in light of their experiences and their perception of historical trends, current conditions and expected future developments, as well as other factors they believe are appropriate in the circumstances. Debentureholders are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of risks and uncertainties, including but not limited to, the risk that the Debenture Amendments will not be successfully completed for any reason and the risk that, if

completed, the Company may not realize the anticipated benefits of the Debenture Amendments. Many of such risks and uncertainties are outside the control of the Company and could cause actual results to differ materially from those expressed or implied by such forward-looking statements. In making such forward-looking statements, management has relied upon a number of material factors and assumptions, including with respect to general economic and financial conditions, interest rates, exchange rates, equity and debt markets, business competition, changes in government regulations or in tax laws, acts and omissions of third parties and the ability of the Company to obtain approval for the Debenture Amendments. Such forward-looking statements should, therefore, be construed in light of such factors and assumptions. All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

Conventions

In this Circular, unless otherwise specified, all dollar amounts are expressed in Canadian dollars. Information contained in this Circular is given as of April 5, 2019, unless otherwise specifically stated.

THE DEBENTURE AMENDMENTS

General

The Debenture Amendments, if approved by Debentureholders, will:

- (a) EXTEND the maturity date for the Debentures from February 28, 2020 to February 28, 2023;
- (b) AMEND the conversion price of the Debentures to \$12.50, being a conversion rate of 80 Common Shares per \$1,000 principal amount of the Debentures. The Debentures are currently convertible into \$285.71 in cash and 28.57 Common Shares per \$1,000 principal amount of the Debentures;
- (c) AMEND the redemption provision to, among other things, prohibit the Company from redeeming the Debentures until June 1, 2020, except in connection with a change of control of the Company resulting in the acquisition of 100% of the voting or equity interests in the Company and except, for the 60 days following the Effective Date, to allow the Company to redeem up to 10% of the aggregate principal amount, being approximately \$5,086,600 aggregate principal amount, of the Debentures at a price equal to the principal amount thereof, plus accrued and unpaid interest; and
- (d) PROVIDE FOR consequential and other amendments of a housekeeping nature.

Other than the foregoing amendments the Indenture will remain unchanged.

The full text of the Debentureholder Resolution is attached to this Circular as Appendix "A".

For the Debentureholder Resolution to be adopted in accordance with the provisions of the Indenture, it must be approved by the affirmative vote of holders of at least 66⅔% of the principal amount of the Debentures, present or represented by proxy, at the Debentureholder Meeting which is scheduled to be held at the offices of Bennett Jones LLP, at 3400 One First Canadian Place, Toronto, Ontario, M5X 1A4, on April 26, 2019 at 10:00 a.m. (Eastern Daylight Time).

The Debentureholder Resolution, if passed by the holders of at least 66⅔% of the principal amount of the Debentures in accordance with the provisions of the Indenture, will be binding upon all Debentureholders.

If the Debentureholder Resolution is passed, then the Company and the Debenture Trustee will enter into the Third Amended and Restated Indenture substantially in the form attached as Appendix "B" to this Circular.

If the Debenture Amendments are approved by the Debentureholders, the Company anticipates that the Effective Date of the Debenture Amendments will be on or about May 1, 2019, being the date the Company expects to enter into the

Third Amended and Restated Indenture, such Third Amended and Restated Indenture to be substantially in the form attached as Appendix "B" to this Circular which provides for the Debenture Amendments.

Listing

The TSX has conditionally approved the listing of the Amended Debentures. The Amended Debentures will continue to trade on the TSX under the symbol "HLC.DB".

Comparison of Terms of the Amended Debentures and the Debentures

The following table is a summary only and does not address all of the attributes and characteristics of the Debentures and the Amended Debentures.

	Amended Debentures	Debentures
Securities:	\$50,866,000 principal amount of 6.25% convertible unsecured subordinated debentures due February 28, 2023.	\$50,866,000 principal amount 6.25% convertible unsecured subordinated debentures due February 28, 2020.
Principal Amount:	\$1,000 per Amended Debenture. Aggregate of \$50,866,000 outstanding.	\$1,000 per Debenture. Aggregate of \$50,866,000 outstanding.
Maturity Date:	February 28, 2023.	February 28, 2020.
Interest Rate:	6.25% per annum, payable in cash, semi-annually, in arrears.	6.25% per annum, payable in cash, semi-annually, in arrears.
Ranking:	Direct unsecured obligations of the Company.	Direct unsecured obligations of the Company.
Conversion Price:	\$12.50 per Common Share; the Amended Debentures are convertible into 80 Common Shares per \$1,000 principal amount of the Amended Debentures.	The Debentures are convertible into 28.57 Common Shares and \$285.71 in cash for each \$1,000 principal amount of Debentures.
Redemption:	<ul style="list-style-type: none"> <u>May 1, 2019 – May 31, 2020:</u> The Amended Debentures will not be redeemable by the Company, except (i) in connection with a change of control of the Company resulting in the acquisition of 100% of the voting or equity interests in the Company and, (ii) for the 60 days following the Effective Date, to allow the Company to redeem up to 10% of the aggregate principal amount of the Amended Debentures at a price equal to the principal amount thereof, plus accrued and unpaid interest. <u>June 1, 2020 – February 28, 2023:</u> The Amended Debentures will be redeemable at a price equal to the principal amount thereof, plus accrued and unpaid interest. 	<p><u>October 31, 2011 – February 28, 2020:</u> The Debentures are redeemable, in whole or in part, at a price equal to the principal amount thereof, plus accrued and unpaid interest.</p>

	Amended Debentures	Debentures
TSX Listing:	The TSX has conditionally approved the listing of the Amended Debentures under the symbol "HLC.DB".	The Debentures are listed on the TSX under the symbol "HLC.DB".

BENEFITS OF DEBENTURE AMENDMENTS AND RECOMMENDATION OF THE BOARD

Benefits of the Debenture Amendments

Management and the Board regularly review and evaluate the Company's capital structure and strategic options with a view to enhancing securityholder value. Management and the Board believe that the proposed Debenture Amendments enhance the Company's strategy of pursuing long-term value creation for the benefit of its securityholders.

The Board believes that the Debenture Amendments provide the following advantages:

- **Continued Favourable Interest Rate:** While the maturity date for the Debentures is February 28, 2020, the maturity date for the Amended Debentures will be extended to February 28, 2023, thereby affording Debentureholders a longer period of time during which to receive interest at a favourable rate. The Company believes the 6.25% interest rate on the Debentures represents an attractive yield in light of other reinvestment opportunities available.
- **Beneficial Change in the conversion rights of the Debentures:** Debentureholders will have the right to convert the Debentures into Common Shares at a more favourable conversion price. Additionally, the conversion price will be satisfied entirely in Common Shares rather than in a combination of cash and Common Shares. Therefore, Debentureholders will have more opportunity to participate in the growth of the Company's business. This conversion feature offers Debentureholders the opportunity to generate capital appreciation from the Debentures in addition to earning interest during the extended term.
- **Call Protection:** The amended redemption provision provides Debentureholders with call protection until June 1, 2020, subject to certain exceptions. During this call protection period, Debentureholders will benefit from regular semi-annual interest payments and any appreciation in the value of the Common Shares issuable upon the conversion of the Debentures.

Recommendation of the Board

The Board has concluded that the Debenture Amendments are in the best interests of the Company and, as such, has authorized submission of the Debenture Amendments to Debentureholders for approval. The Board of Directors of the Company unanimously recommends that Debentureholders vote FOR the Debenture Amendments.

CERTAIN INFORMATION CONCERNING THE COMPANY

Price Range and Trading Volume of the Company's Securities

Common Shares

The outstanding Common Shares are listed on the TSX under the trading symbol "HLC". The following table sets forth the price range and trading volume of the Common Shares for the periods indicated.

Period	Price Range		Volume
	High	Low	
March 2018	\$5.99	\$5.25	571,803

Period	Price Range		Volume
	High	Low	
April 2018	\$6.10	\$5.85	60,263
May 2018	\$6.09	\$5.77	96,270
June 2018	\$6.10	\$5.87	372,151
July 2018	\$6.09	\$5.91	209,531
August 2018	\$6.13	\$5.95	22,048
September 2018	\$6.20	\$6.05	552,060
October 2018	\$6.25	\$6.08	273,555
November 2018	\$6.22	\$6.01	460,394
December 2018	\$6.47	\$5.90	270,324
January 2019	\$6.49	\$6.28	92,734
February 2019	\$7.25	\$6.42	27,809
March 2019	\$7.20	\$6.90	15,015

Source: TMX Datalinx

On April 4, 2019, the last day the Common Shares traded prior to the public announcement of the Debenture Amendments, the closing price of the Common Shares on the TSX was \$7.10.

Debentures

The Debentures are listed and posted for trading on the TSX and trade under the symbol "HLC.DB". The following sets out the price range and trading volume of the Debentures for the periods indicated.

Period	Price Range		Volume
	High	Low	
March 2018	\$98.50	\$94.51	6,360
April 2018	\$98.98	\$96.51	4,160
May 2018	\$99.00	\$97.51	3,260
June 2018	\$99.50	\$98.50	3,110
July 2018	\$100.00	\$98.00	4,190
August 2018	\$100.05	\$98.00	15,557
September 2018	\$99.55	\$98.26	3,860
October 2018	\$99.60	\$98.25	4,870
November 2018	\$99.00	\$98.00	5,660
December 2018	\$99.00	\$97.01	6,800
January 2019	\$100.35	\$98.15	19,169
February 2019	\$100.25	\$99.50	9,740
March 2019	\$115.00	\$99.81	4,360

Source: TMX Datalinx

On April 3, 2019, the last trading day prior to the public announcement of the Debenture Amendments, the closing price of the Debentures on the TSX was \$100.75.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of the anticipated material Canadian federal income tax considerations to Debentureholders arising from and relating to the Debenture Amendments. This summary is applicable to Debentureholders who, at all relevant times, for purposes of the *Income Tax Act* (Canada) (the "**Tax Act**"), are resident or deemed to be resident in Canada, deal at arm's length and are not affiliated with the Company and hold Debentures as capital property (each such Debentureholder, a "**Holder**"). Generally, the Debentures will be considered to be capital property to a Debentureholder provided that the Debentureholder does not hold the Debentures in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Debentureholders who are resident in Canada and who might not otherwise be considered to hold their Debentures as capital property may, in certain circumstances,

be entitled to have them and every other "Canadian security" (as defined in the Tax Act) owned by such Debentureholder treated as capital property in the taxation year of the election and in all subsequent taxation years by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Debentureholders should consult their own tax advisors regarding this election.

This summary is not applicable to a Holder: (i) that is a "financial institution" (as defined in the Tax Act for purposes of the mark-to-market rules); (ii) that is a "specified financial institution" (as defined in the Tax Act); (iii) an interest in which is a "tax shelter investment" (as defined in the Tax Act); (iv) who makes or has made a functional currency reporting election pursuant to section 261 of the Tax Act; or (v) who has entered or will enter into a "derivative forward agreement" or "synthetic disposition arrangement" (each as defined in the Tax Act) with respect to Debentures. Any such Holder should consult its own tax advisors.

No legal opinion from legal counsel or ruling from the Canada Revenue Agency (the "CRA") has been requested, or will be obtained, regarding the Canadian federal income tax consequences of the Debenture Amendments to Debentureholders. This summary is not binding on the CRA, and the CRA is not precluded from taking a position that is different from, and contrary to, the positions taken in this summary. In addition, because the authorities on which this summary is based are subject to various interpretations, the CRA and the Canadian courts could disagree with one or more of the positions taken in this summary.

This summary is based upon the facts set out in this Circular, the current provisions of the Tax Act and the Regulations thereunder, all specific proposals (the "**Tax Proposals**") to amend the Tax Act and the Regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, and counsel's understanding of the current published administrative practices and assessing policies of the CRA. While this summary assumes that the Tax Proposals will be enacted as currently proposed, no assurance can be given that this will be the case. This summary is not exhaustive of all possible Canadian federal income tax consequences, and does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, or changes in administrative policies or assessing practices of the CRA, nor does it take into account other federal or any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, and should not be construed to be, legal or tax advice to any Debentureholder, and no representations with respect to the income tax consequences to any such holder are made. Debentureholders should consult their own tax advisors for advice with respect to the income tax consequences to them of the Debenture Amendments and acquiring, holding and disposing of Debentures, including the application and effect of the income and other tax laws of any country, province, state or local tax authority.

This summary does not address any Canadian federal income tax considerations applicable to non-residents of Canada, and non-residents should consult their own tax advisors regarding the tax consequences of holding Debentures and the Debenture Amendments.

Amendment of Debentures

It is not certain whether the Debenture Amendments would result in a disposition of the Debentures for Canadian tax purposes. Canadian jurisprudence has held that the amendment of one or more fundamental terms of a debt instrument can result in the novation of that instrument and the creation of a new debt obligation, in which event there would be a disposition of the debt instrument for Canadian tax purposes. The CRA has stated that it is a question of fact whether a new obligation is created. Thus, there can be no assurance that the CRA would not treat the Debenture Amendments as a disposition of the Debentures, or that a Canadian court would agree with the CRA's position.

In the event that the Debenture Amendments do not cause a disposition of the Debentures, then a Holder will not be considered to have disposed of any property for tax purposes, and will have no adverse Canadian tax consequences at the effective time of the Debenture Amendments (the "**Effective Time**") as a result of the Debenture Amendments.

In the event that the Debenture Amendments do cause a disposition of the Debentures, a Holder will be deemed to have received an amount on the disposition equal to the fair market value of the Amended Debentures owned by the Holder at the Effective Time. See "*Taxation of Holders – Disposition of Debentures*" for a discussion of the Canadian

federal income tax considerations generally applicable to a Holder in the event of such a deemed disposition. The cost of the Debentures to the Holder after the Effective Time will generally be equal to the fair market value of the Amended Debentures at the Effective Time.

Each Holder should consult its own tax advisor regarding the proper treatment of the Debenture Amendments for Canadian tax purposes.

Taxation of Holders

Interest on Debentures

A Holder that is a corporation, partnership, unit trust or any trust of which a corporation or partnership is a beneficiary will generally be required to include in computing its income for a taxation year all interest (and amounts that are considered for the purposes of the Tax Act to be interest) on the Debentures that accrues or is deemed to accrue to the Holder to the end of the particular taxation year or that has become receivable by or is received by the Holder before the end of that taxation year, including on a conversion, redemption or repayment at maturity, except to the extent that such interest (or amount considered to be interest) was included in computing the Holder's income for a preceding taxation year.

Any other Holder, including an individual, will be required to include in computing income for a taxation year all interest (and amounts that are considered for the purposes of the Tax Act to be interest) on the Debentures that is received or receivable by the Holder in that taxation year (depending upon the method regularly followed by the Holder in computing income), including on a conversion, redemption or repayment at maturity, except to the extent that the interest (or amount considered to be interest) was included in the Holder's income for a preceding taxation year. In addition, if at any time a Debenture should become an "investment contract" (as defined in the Tax Act) in relation to the Holder, such Holder will be required to include in computing income for a taxation year any interest that accrues to the Holder on the Debenture up to the end of any "anniversary day" (as defined in the Tax Act) in that year except to the extent such interest was otherwise included in the Holder's income for that year or a preceding year.

A Holder that throughout the relevant taxation year is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay a tax, refundable in certain circumstances, on its "aggregate investment income", which is defined in the Tax Act to include interest income.

Exercise of Conversion Privilege

Generally, a Holder who converts a Debenture into Common Shares and receives only Common Shares on such conversion (or Common Shares and cash delivered in lieu of a fraction of a Common Share) pursuant to the conversion privilege under the terms of the Debenture (a "**Qualifying Conversion**") will be deemed not to have disposed of the Debenture and, accordingly, will not recognize a capital gain (or capital loss) upon such conversion. Under the current administrative practice of the CRA, a Holder who, upon conversion of a Debenture, receives cash not in excess of C\$200 in lieu of a fraction of a Common Share may either treat this amount as proceeds of disposition of a portion of the Debenture, thereby recognizing a capital gain (or capital loss), or reduce the adjusted cost base of the Common Shares that the Holder receives on the conversion by the amount of the cash received.

Upon a conversion of a Debenture, interest accrued thereon to the date of conversion will, to the extent not otherwise previously included in income, be included in computing the income of the Holder as described above under "*Taxation of Holders - Interest on Debentures*".

The aggregate cost to a Holder of the Common Shares acquired on a Qualifying Conversion will generally be equal to the aggregate of the Holder's adjusted cost base of the Debenture immediately before the conversion, less any reduction of adjusted cost base for cash received *in lieu* of fractional shares as discussed above. The cost to a Holder of the Common Shares acquired on the conversion of a Debenture must be averaged with the adjusted cost base (determined immediately before the conversion) of all other Common Shares held by the Holder as capital property at the time of the conversion of the Debenture to determine the Holder's adjusted cost base of all such Common Shares held.

Disposition of Debentures

A disposition or deemed disposition of a Debenture by a Holder, including on a redemption, payment on maturity or purchase for cancellation, but not including a Qualifying Conversion, will generally result in the Holder realizing a capital gain (or capital loss) equal to the amount, if any, by which the proceeds of disposition (which will exclude interest (and amounts considered to be interest) accrued or deemed to accrue thereon to the date of disposition and not yet due) are greater (or less) than the aggregate of the Holder's adjusted cost base of the Debenture immediately before the disposition or deemed disposition and any reasonable costs of disposition. Such capital gain (or capital loss) will be subject to the tax treatment described below under "*Taxation of Capital Gains and Losses*".

Upon a disposition or deemed disposition of a Debenture, interest (and amounts considered to be interest) accrued or deemed to accrue thereon to the date of disposition, to the extent that such interest has not otherwise been included in computing the income of the Holder, will be included in computing the income of the Holder, as described above under "*Taxation of Holders - Interest on Debentures*", and will be excluded in computing the Holder's proceeds of disposition of the Debentures.

Taxation of Capital Gains and Losses

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Holder in a taxation year must be included in the income of the Holder for the year, and one-half of any capital loss (an "**allowable capital loss**") realized by a Holder in a taxation year may be deducted from taxable capital gains realized by the Holder in that year. Allowable capital losses for a taxation year in excess of taxable capital gains for that year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net capital gains realized in such years to the extent and under the circumstances described in the Tax Act.

A Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay, in addition to tax otherwise payable under the Tax Act, a tax, refundable in certain circumstances, on certain investment income including taxable capital gains.

Capital gains realized by a Holder that is an individual (including certain trusts) may give rise to liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act. Holders who are individuals should consult their own tax advisors in this regard.

GENERAL PROXY AND DEBENTUREHOLDER MEETING MATTERS

Solicitation of Proxies and Voting Instructions

This Circular is furnished in connection with the solicitation of proxies and voting instructions by management of the Company to be used at the Debentureholder Meeting. It is expected that the solicitation will be made primarily by mail, but proxies and voting instructions may also be solicited personally by employees of the Company at nominal costs.

Management may also retain one or more proxy solicitation firms on customary terms to solicit proxies on its behalf by telephone or electronic mail. The total cost of the solicitation of proxies and voting instructions will be borne by the Company.

Beneficial Debentureholders

The Debentures have been issued in the form of global certificates registered in the name of CDS & Co. As such, CDS & Co. is the sole registered holder of Debentures. Accordingly, all Debentureholders do not hold their Debentures in their own name. Such Debentures are held by such Debentureholders through one or more intermediaries (such as a bank, trust company, securities dealer or broker, or trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan).

Only registered Debentureholders, or their duly appointed proxyholders, are permitted to attend and vote at the Debentureholder Meeting or to appoint or revoke a proxy. If you are a beneficial owner, you are entitled to: (i) direct

how the Debentures beneficially owned by you are to be voted, or (ii) obtain a legal Form of Proxy that will entitle you to attend and vote at the Debentureholder Meeting.

Applicable Canadian securities laws require the Company to forward meeting materials to depositories and other intermediaries for onward distribution to beneficial owners who have not waived their right to receive such materials and to seek voting instructions from such beneficial Debentureholders in advance of the Debentureholder Meeting. Typically, intermediaries will use a service company (such as Broadridge Financial Solutions, Inc.) to forward the meeting materials to, and to obtain voting instructions from, beneficial owners.

If you are a beneficial Debentureholder, you will receive either a voting instruction form or a Form of Proxy with your meeting materials. The purpose of these documents is to permit you to direct the voting of the Debentures you beneficially own. **Every broker and other intermediary has its own mailing procedures and provides its own return instructions. You should follow the instructions on the document you receive from your broker or other intermediary and the procedures set out below, depending on what type of document you receive.**

Request for Voting Instructions

If you do not wish to, or are unable to, attend the Debentureholder Meeting (or want another person who need not be a Debentureholder to attend and vote on your behalf), you should complete, sign and return the enclosed request for voting instructions in accordance with the directions provided. You may revoke your voting instructions prior to the Debentureholder Meeting by following the instructions provided by your broker or other intermediary.

If you wish to attend the Debentureholder Meeting and vote in person (or have another person who need not be a Debentureholder to attend and vote on your behalf), you must complete, sign and return the enclosed request for voting instructions in accordance with the directions provided and a legal Form of Proxy will be sent to you giving you (or such other person) the right to attend and vote at the Debentureholder Meeting. If you seek a legal Form of Proxy, you should follow the directions below under the heading "*Beneficial Debentureholders – Form of Proxy*".

Form of Proxy

The Form of Proxy may be signed by your intermediary (typically by a facsimile, stamped signature) and completed to indicate the number of Debentures beneficially owned by you. If the Form of Proxy has not been completed, it is being used by your intermediary to obtain voting instructions only, in which case you should follow the instructions set forth under "*Beneficial Debentureholders – Request for Voting Instructions*".

If the Form of Proxy is completed and you do not wish to, or are unable to, attend the Debentureholder Meeting you should complete the Form of Proxy and deposit it in accordance with the instructions set out in the section titled "*Registered Debentureholders*" below. If you wish to attend the Debentureholder Meeting, you must strike out the names of the persons named in the Form of Proxy and insert your name in the blank space provided. To be valid, proxies must be completed and returned to the Debenture Trustee in the manner and with the times set forth under "*Registered Debentureholders – Appointment of Proxies*". You must register with the Debenture Trustee when you arrive at the Debentureholder Meeting.

You should follow the instructions on the document that you have received and contact your intermediary promptly if you need assistance.

Registered Debentureholders

If you are a registered Debentureholder, you may vote in person at the Debentureholder Meeting or you may appoint another person to represent you as your proxyholder to vote your Debentures on your behalf. If you wish to attend the Debentureholder Meeting **do not** complete or return the enclosed Form of Proxy because you will vote in person at the Debentureholder Meeting. Please register with the Debenture Trustee when you arrive at the Debentureholder Meeting.

Appointment of Proxies

If you are a registered Debentureholder and do not wish to, or are unable to, attend the Debentureholder Meeting you can exercise your right to vote by completing, signing and returning a Form of Proxy for the Debentures to

Computershare Trust Company of Canada by mail or delivery in person to Computershare Trust Company of Canada at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, in each case so as to ensure that the applicable form of proxy arrives not later than 10:00 a.m. (Eastern Daylight time), on April 24, 2019 or, if the Debentureholder Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Debentureholder Meeting.

The individuals named in the enclosed Form of Proxy are representatives of the Company or its affiliates. You have the right to appoint someone else to represent you at the Debentureholder Meeting and may do so by striking out the names of the persons named in the Form of Proxy for the Debentureholder Meeting and inserting that other person's name in the blank space provided in the Form of Proxy. The person you appoint to represent you at the Debentureholder Meeting need not be another Debentureholder.

Revocation of Proxies

If you have submitted a Form of Proxy and later wish to revoke it, you can do so by:

- (a) completing and signing the applicable Form of Proxy bearing a later date and depositing it with Computershare Trust Company of Canada as described above;
- (b) depositing a document that is signed by you (or by someone you have properly authorized to act on your behalf): (i) at the registered office of the Company, 145 Hobsons Lake Drive, Suite 106, Halifax, NS, B3S 0H9, to the attention of the "Chairman of the Board of Directors", at any time up to the last Business Day preceding the day of the Debentureholder Meeting or any adjournment thereof, at which the Form of Proxy is to be used; or (ii) with the chairman of the Debentureholder Meeting before the meeting starts on the day of the Debentureholder Meeting or any adjournment thereof; or
- (c) following any other procedure that is permitted by law.

Only registered Debentureholders have the right to revoke a proxy. Beneficial Debentureholders who wish to change their vote must make appropriate arrangements with their brokers or other intermediaries. See "Beneficial Debentureholders".

Voting of Proxies

In connection with any ballot that may be called for, the representatives designated in the enclosed Form of Proxy will vote the Debentures represented thereby for or against the Debentureholder Resolution in accordance with the instructions indicated on the Form of Proxy and, if a choice is specified with respect to any matter to be acted upon, the Debentures will be voted accordingly. In the absence of any direction, the Debentures will be voted **FOR** the Debentureholder Resolution.

The representatives designated in the enclosed Form of Proxy have discretionary authority with respect to amendments to or variations of matters identified in the Notice of Serial Meeting of Debentureholders and with respect to other matters that may properly come before the Debentureholder Meeting.

At the date of this Circular, representatives of the Company know of no such amendments, variations or other matters.

Quorum and Votes Necessary to Pass the Debentureholder Resolution

Under the Indenture, the quorum necessary for the transaction of business at the Debentureholder Meeting consists of Debentureholders present in person or by proxy and representing at least 25% in principal amount of the outstanding Debentures. For the Debentureholder Resolution to be adopted in accordance with the provisions of the Indenture, it must be approved by the holders of not less than 66⅔% of the principal amount of the Debentures, present or represented by proxy at the Debentureholder Meeting and entitled to vote on the Debentureholder Resolution.

Under the Indenture, if, at the Debentureholder Meeting, the holders of not less than 25% in principal amount of the Debentures outstanding are not present in person or by proxy within 30 minutes after the time appointed for the Debentureholder Meeting, then the Debentureholder Meeting shall be adjourned to such date, being not less than 14 nor more than 60 days later, and to such place and time as may be appointed by the chair of the Debentureholder

Meeting. At the adjourned Debentureholder Meeting, the Debentureholders present in person or by proxy shall form a quorum and may transact the business for which the meeting was originally convened and a resolution proposed at such adjourned meeting and passed by the requisite vote shall be an "Extraordinary Resolution" within the meaning of the Indenture, notwithstanding that the holders of not less than 25% in principal amount of the Debentures then outstanding are not present in person or by proxy at such adjourned Debentureholder Meeting.

Interest of Certain Persons or Companies in Matters to be Acted Upon

Except as otherwise disclosed in this Circular, no director or executive officer of the Company at any time since the beginning of the Company's last financial year nor any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted upon at the Debentureholder Meeting.

Voting Securities and Principal Holders of Voting Securities

As at the date hereof, the Company has outstanding \$50,866,000 principal amount of the Debentures. Each Debentureholder present in person or represented by proxy at the Debentureholder Meeting shall be entitled to one vote in respect of each \$1,000 principal amount of Debentures held by such Debentureholder. Any holder of record of Debentures at the close of business on the Record Date is entitled to vote the Debentures registered in his or her name at that date on each matter to be acted upon at the Debentureholder Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, Debentures carrying 10% or more of the voting rights attached to the outstanding principal amount of the Debentures.

Interest of Informed Persons in Material Transactions

To the knowledge of the directors of the Company, no "informed person", proposed nominee for director of the Company or any associate or affiliate of any informed person or proposed nominee for director of the Company had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction with the Company since the commencement of the Company's 2018 fiscal year, or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. "Informed Person" means:

- (a) a Director or Executive Officer of the Company;
- (b) a Director or Executive Officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all voting securities; and
- (d) the Company, if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Other Business

Management of the Company does not currently know of any matters to be brought before the Debentureholder Meeting other than those set forth in the and Notice of Serial Meeting of Debentureholders accompanying this Circular.

DEBENTUREHOLDER RIGHTS

Some of your rights as a Debentureholder, including those relating to the Debentureholder Meeting, are described generally in this Circular. For more details, reference is made to the full text of the Indenture, a copy of which is posted for public access on the Company's SEDAR profile at www.sedar.com, or, alternatively, can be obtained upon

written request to the Company by: (i) mail at 145 Hobsons Lake Drive, Suite 106, Halifax, NS, B3S 0H9, (ii) by telephone at (902) 404-3499 or (iii) by fax at (902) 423-4001.

DEBENTURE TRUSTEE

The Debenture Trustee under the Indenture is Computershare Trust Company of Canada, a trust company incorporated under the laws of Canada. The Debenture Trustee may be contacted as follows:

Computershare Trust Company of Canada
100 University Ave, 8th Floor
Toronto, ON M5J 2Y1
Attention: Corporate Trust

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR website at www.sedar.com.

Information relating to the Audit Committee and Company's external auditors is available in the Company's Annual Information Form in the section entitled "*Management of Holloway – Committees of the Board of Directors*" which is available on the SEDAR website at www.sedar.com.

Financial information for the Company is provided in the Company's comparative financial statements and management's discussion and analysis for the most recently completed financial year. This information and additional information relating to the Company can be found on the SEDAR website and on the Company's website at www.hlcorp.ca. Copies of the Company's financial statements, management's discussion and analysis and any other public document may be obtained upon request by contacting the Company's Chief Financial Officer. The Company may require the payment of a reasonable charge if the request is made by a person who is not a shareholder or Debentureholder of the Company.

DIRECTORS' APPROVAL

The contents of this Circular and its sending to Debentureholders have been approved by the Board of Directors.

DATED at Toronto, Ontario, the 5th day of April, 2019.

By Order of the Board of Directors,

(Signed) "*Michael Rapps*"
Michael Rapps
Chairman

CONSENT OF BENNETT JONES LLP

TO: The Board of Directors of Holloway Lodging Corporation

We consent to the inclusion of our name in the section titled "*Certain Canadian Federal Income Tax Considerations*" in the information circular dated April 5, 2019 of Holloway Lodging Corporation in connection with the serial meeting of holders of the Series B 6.25% Convertible Unsecured Subordinated Debentures due February 28, 2020, and the reference to our opinion contained therein.

April 5, 2019

(Signed) "*Bennett Jones LLP*"

BENNETT JONES LLP

APPENDIX "A"

DEBENTUREHOLDER RESOLUTION

Capitalized terms herein have the meanings ascribed thereto in the management information circular of Holloway Lodging Corporation (the "**Company**") dated April 5, 2019 ("**Circular**").

BE IT RESOLVED as an Extraordinary Resolution that:

- (a) the amendments to the second amended and restated trust indenture dated July 31, 2014, as supplemented by the first supplemental trust indenture dated October 31, 2017 (the "**Indenture**") between the Company and Computershare Trust Company of Canada (the "**Debenture Trustee**") governing the Series B 6.25% convertible unsecured subordinated debentures due February 28, 2020 (the "**Debentures**"), as described in the Circular and as set forth in the third amended and restated trust indenture (the "**Third Amended and Restated Indenture**") substantially in the form attached as Appendix "B" to the Circular are hereby approved and authorized;
- (b) the Debenture Trustee is hereby authorized and directed to concur in, execute and deliver the Third Amended and Restated Indenture which gives effect to the amendments to the Indenture as substantially set out in Appendix "B" to the Circular and all amendments incidental or ancillary thereto;
- (c) the Debenture Trustee is hereby authorized and directed to execute and to cause to be executed on behalf of the holders of the Debentures or to deliver or cause to be delivered all such documents, agreements and instruments and to do or cause to be done all such other acts and things as the Company and its advisors shall determine to be necessary or desirable to carry out the intent of this Extraordinary Resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document, agreement or instrument or the doing of any such act or thing;
- (d) notwithstanding that this Extraordinary Resolution has been passed by the holders of the Debentures, the Company is authorized, without further notice to or approval of the holders of the Debentures, to (i) amend the Third Amended and Restated Indenture, or (ii) not proceed with the transactions contemplated by the entering into of the Third Amended and Restated Indenture;
- (e) any officer or director of the Company is hereby authorized and directed to execute and deliver all documents and to do all other acts or things as such individual may, in his or her sole discretion, determine to be appropriate from time to time to give effect to the foregoing, such determination to be conclusively evidenced by the execution and delivery by such individual of such documents or the doing of such other acts or things; and
- (f) the Debenture Trustee is hereby authorized and directed to execute and deliver all documents and to do all other acts or things as the Debenture Trustee may determine to be necessary or appropriate from time to time to give effect to the foregoing, such determination to be conclusively evidenced by the execution and delivery by the Debenture Trustee of such documents or the doing of such other acts or things.

APPENDIX "B"

FORM OF THIRD AMENDED AND RESTATED INDENTURE (BLACKLINE COMPARISON OF SECOND AMENDED AND RESTATED INDENTURE AND THIRD AMENDED AND RESTATED INDENTURE)

COMPUTERSHARE TRUST COMPANY OF CANADA

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

Attention: Corporate Trust
Telephone: 1-800-564-6253

**Any questions or requests for assistance may be directed to the
Debenture Trustee at the address and telephone number specified above.**