

NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THESE SECURITIES AND IT IS AN OFFENCE TO CLAIM OTHERWISE.

TSX-V: TCC

JAN/FEB 2018



## ABOUT TRENCHANT

Trenchant is a TSXV Investment Issuer, providing special situation debt financing to established companies with a solid track record of earnings and demonstrated potential for future growth. Trenchant also plans to generate shareholder equity by taking and where prudent, exercising, equity purchase rights in portfolio companies, and by participating in potential going-public transactions or other liquidity events in portfolio companies. Trenchant's mandate is to invest in companies where historical financial and product performance can be used as the primary gauge of risk, focused on tangible, measurable results rather than forward looking estimates more common in venture capital investments. Trenchant is developing a highly scalable business model where a small investment team can drive large numbers of transactions.

## STRATEGIC ALLIANCE WITH THE HILLCORE GROUP

Trenchant benefits from a Strategic Alliance Agreement with the Hillcore Group, a leading independent Canadian investment and advisory firm. Hillcore, who holds a 17.3% interest in Trenchant and employs ~2,500 people throughout Canada, provides Trenchant with rights of first look and negotiation on its current and future financing opportunities. Hillcore invests predominantly in the industrial, life sciences, real estate, technology, seniors living, financial, agriculture and energy sectors. Since 2005, Hillcore has completed acquisitions, directly or indirectly through investment funds, with an aggregate asset value in excess of \$7.2B. Entities under management had an asset value in excess of \$4.5B as of December 31, 2016.

Pursuant to the terms of the Strategic Alliance Agreement, Hillcore Group has granted Trenchant:

- **An exclusive first right to review Hillcore Group's initial due diligence on potential business targets.**
- **An exclusive first right for Trenchant to negotiate participating in the Hillcore Group's acquisition of business targets, primarily by way of Special Situation Debt.**
- **Certain back-in and tag along negotiation rights, as well as negotiation rights for capital market transactions with respect to projects for which Trenchant has provided financing.**

A preliminary prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. A copy of the preliminary prospectus, and any amendment, is required to be delivered with this document. The preliminary prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary prospectus, the final prospectus, and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

## INVESTMENT OPPORTUNITY

8% CONVERTIBLE DEBENTURES SECURED BY  
OMNI HEALTH INVESTMENTS INC.

Omni Health Investments Inc. owns, operates and manages 18 long term care homes, comprising 1,500 beds, with more than 1,700 employees located throughout Eastern and Southwestern Ontario. Omni has been recognized as one of Canada's Top 100 Employers, and is the 6th largest long term care operator in Canada.

Omni enjoys a reputation for quality of care that is based upon a culture of caring and respect for residents and families, and for the staff members who strive to make each day meaningful for its residents.

### HIGHLIGHTS OF THE GROUP AND INDUSTRY:

- **Favorable Demographics** – Current waiting list of ~26,000 seniors for LTC beds in the province of Ontario
- **Low Vacancy/High Demand** – The Omni group experiences over 99% occupancy
- **Significant Barriers to Entry** – The industry is regulated by the province and no new licenses have been issued since the late 1990's.
- **Stable and Predictable cash flows** – 70% of funding is received directly from the government with funding levels increasing every year.
- **Distinguishable brand** – was the only unionized Top 100 Employer 3 years in a row

The Hillcore Group will be pledging all of their equity (88.73%) in Omni Health Care to Trenchant as security for this loan.

WWW.TRENCHANTCAPITAL.NET

# TERMS OF THE OFFERING

- CONVERTIBLE DEBENTURES:** \$1,000 principal amount Debentures.
- OFFERING:** A maximum of 20,000 Debentures for gross proceeds of up to \$20,000,000 offered by way of prospectus offering.
- CURRENCY:** All monetary references are in Canadian dollars.
- INTEREST:** 8.0% per annum, based on a 365-day year, paid quarterly.
- ISSUANCE PRICE:** 100% (face value \$1,000).
- MATURITY DATE:** The principal amount owing under the Debentures, and any accrued and unpaid Interest thereon, will be payable on January 31, 2023.
- CONVERSION PROVISION:** Commencing 12 months post close, the Debentures can be converted into Trenchant Capital Corp shares. Subject to the terms in the final prospectus and any amendment thereto.
- COMMON SHARES:** The common shares (the “Common Shares”) of the Issuer are listed on the TSX Venture Exchange (“TSXV”) under the symbol “TCC”.
- HOLD PERIOD:** Common Shares issued upon due conversion of the Convertible Debentures will not be subject to a hold period.
- SECURITY:** The Debentures will be secured by a pledge and hypothecation of all of the shares of the Issuer’s wholly owned subsidiary, which holds all of the security interests that are provided in connection with the OMNI Health Investments backed loan. There is limited recourse to the Issuer. Trenchant intends to list the Debentures on the TSXV.
- INDENTURE:** The Debentures will be created pursuant to a trust indenture between Trenchant and Computershare Trust Company of Canada, as debenture trustee.
- OFFERING PROCEDURES:** The Debentures will be offered publicly by way of prospectus to investors in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.
- MINIMUM INVESTMENT:** \$10,000.
- INITIAL CLOSING DATE:** On or about February 14, 2018.

## SYNDICATE OF AGENTS

Canaccord Genuity Corp.  
Industrial Alliance Securities Inc.  
Raymond James Ltd.  
GMP Securities L.P.  
PI Financial Corp.

Echelon Wealth Partners Inc.  
Integral Wealth Securities Ltd.  
Hampton Securities Limited  
Mackie Research Capital Corp.

*The above summary is for information purposes only and does not constitute an offer to sell or a solicitation to purchase the Debentures. The offering and sale of the Debentures may be prohibited or restricted by laws in certain jurisdictions. The Debentures may only be purchased where they may be lawfully offered for sale and only through individuals qualified to sell them. Unless the context otherwise requires, terms not defined herein will have the meaning ascribed thereto in the preliminary prospectus. A copy of the preliminary prospectus can be obtained at [www.sedar.com](http://www.sedar.com).*

©2018 Trenchant Capital Corp.

# EXPERIENCED MANAGEMENT

## Eric Boehnke, CEO and Director

- Mr. Boehnke has been the principal of Big Sky Management Ltd., a private company providing corporate finance services to private and public companies since 1996.
- Over a 20 years career Mr. Boehnke was active in the oil and gas industry and served as a director and officer for a number of public companies.
- In his last oil and gas venture he was involved in raising in excess of \$100 million of capital through both debt and equity financings and was instrumental in developing that Company’s portfolio of oil and gas assets.
- Mr. Boehnke holds a BSc from the University of Toronto.

## John Legg, Director

- Mr. Legg has been a lawyer in private practice since 1996, providing counsel in corporate and securities law matters to numerous public and private companies.
- Mr. Legg served as President and director of Golden Predator Corp. from May 2009 through December 2012. During his role he secured over \$60,000,000 in equity and \$35,000,000 in debt capital, grew to a staff of nearly 100 persons, acquired and disposed of numerous resource assets in multiple jurisdictions.
- Mr. Legg also oversaw the spin out from Golden Predator of Silver Predator Corp. and the listing of that company on the TSX.
- He served as Executive Vice-President and Corporate Secretary of Zacoro Metals Corp, a private mining company operating in Mexico, from April 2007 to April 2009.
- Mr. Legg is a member of the Law Society of British Columbia and holds a Bachelor of Arts from the University of British Columbia, as well as a Juris Doctor degree from the Schulich School of Law at Dalhousie University.

## Thomas English, Director

- Mr. English has over 20 years of experience in the financial industry and has held numerous senior roles at investment banks including CIBC and Salman Partners.
- During his career, he has been involved in various capital transactions, including financings (debt, equity, IPO) and mergers and acquisition advisory assignments in Canada, South America and the United States.
- Mr. English holds a Bachelor of Arts from the University of Western Ontario.

## Jennie Choboter, CFO

- Ms. Choboter holds CPA-CA designations in British Columbia and Alberta.
- She has been the CFO of the British Columbia Innovation Council since December 2012. Previously, she served as CFO of Sunward Resources Inc. from March 2010 to February 2012 and has served as a director and/or officer of numerous other public companies.
- Ms. Choboter holds a Bachelor of Commerce degree from the University of Calgary.



## INVESTOR CONTACT

**ERIC BOEHNKE**, CEO  
Trenchant Capital

+1-604-307-4274  
[eric@trenchantcapital.net](mailto:eric@trenchantcapital.net)

**MIKE SHUH**, MANAGING DIRECTOR  
Canaccord Genuity Corp.

+1-416-869-7376  
[mshuh@canaccordgenuity.com](mailto:mshuh@canaccordgenuity.com)

**TSX-V: TCC**