

51-102F3  
MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

Trenchant Capital Corp. (the “**Company**”)  
1790 – 1066 West Hastings Street  
Vancouver, BC V6E 3X1

**Item 2 Date of Material Change**

May 30, 2019

**Item 3 News Release**

News release dated May 30, 2019 was disseminated via GlobeNewswire.

**Item 4 Summary of Material Change**

The Company has closed the first tranche of its prospectus offering (the “**Debenture Offering**”), of 8% Series B secured convertible debentures of the Company (the “**Debentures**”), pursuant to which it has raised gross proceeds of \$2,428,000 through the issuance of 2,428 Debentures priced at \$1,000 per Debenture. The Debenture Offering is being completed pursuant to the final long form prospectus of the Company dated May 8, 2019 (the “**Prospectus**”). The proceeds of the Debenture Offering, together with the proceeds of the Company’s first Debenture Offering (the “**First Omni Debenture Offering**”), will be used to fund the Loan (as defined herein). Together with the principal amount of \$7,994,000 of Debentures issued in connection with the First Omni Debenture Offering, which offering closed in two tranches with \$5,659,000 being raised pursuant to the initial tranche which closed on March 23, 2018 and \$2,335,000 being raised pursuant to the second tranche which closed on May 17, 2018, the Company has raised gross aggregate proceeds of \$10,422,000.

The Debenture Offering was led by Industrial Alliance Securities Inc., as lead agent, through a syndicate of agents including Canaccord Genuity Corp., GMP Securities L.P., Raymond James Ltd., Echelon Wealth Partners Inc., PI Financial Corp., Hampton Securities Limited and Integral Wealth Securities Ltd. (collectively, the “**Agents**”). The Agents have received a cash commission of 6.5% of the gross proceeds of the Debenture Offering.

**The Debenture Offering**

The Debentures issued in the first tranche of the Debenture Offering will mature on January 31, 2023 and the outstanding principal of the Debentures will bear interest at the rate of 8.0% per annum, payable quarterly in cash. The Debentures will be governed by the terms and conditions of the trust indenture dated March 23, 2018 (the “**Trust Indenture**”) between the Company and Computershare Trust Company of Canada. The Trust Indenture was entered into in connection with the First Omni Debenture Offering which was completed pursuant to the Amended and Restated Prospectus of the Company dated February 21, 2018 (the “**First Omni Debenture Prospectus**”). A copy of the Trust Indenture, the First Omni Debenture Prospectus and Prospectus are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Commencing on March 23, 2019, the outstanding principal amount of the Debentures may be converted, at the option of the holder, into common shares of the Company (each, a “**Common Share**”) at a conversion price equal to the greater of: (i) 95% of the volume weighted average trading price of the Common Shares for the 30 trading-day period ending three business days before the conversion date, and (ii) \$1.25 per Common Share, provided that, unless the conversion is being effected in connection with a redemption by the Company, no more than 25% of the aggregate principal amount of Debentures held by a holder may be converted in any 180-day period.

The Company may prepay the outstanding principal of the Debentures, and accrued but unpaid interest thereon, in cash, at any time between March 24, 2020 and March 23, 2021 by paying the holders 105% of the outstanding principal amount of the Debentures, 103% of the outstanding principal amount of the Debentures between March 24, 2021 and March 23, 2022, and 101% of the outstanding principal amount of the Debentures between March 24, 2022 and January 30, 2023 (in any case, the “**Break Fee**”), plus any accrued but unpaid interest thereon.

The Company has pledged all of the outstanding shares of its wholly-owned subsidiary 1141864 B.C. Ltd. (the “**Lender**”) to the holders of the Debentures as security for the Company’s outstanding obligations under the Debentures. The holders of the Debentures have no recourse to the Company other than with respect to the shares of the Lender. The Company intends to apply to list the Debentures on the TSX Venture Exchange (the “**TSXV**”), subject to approval of the TSXV and to there being a sufficient number of holders to meet the TSXV’s distribution requirements.

### **The Omni Investment**

The Company, through the Lender, intends to make a third investment in the sum of \$2,428,000 (the “**Loan**”) to ABO Healthcare Limited Partnership (the “**Borrower**”) pursuant to a loan agreement dated December 21, 2017, as amended (the “**Loan Agreement**”). The Borrower is a limited partnership related to the Hillcore Group (“**Hillcore**”). The Loan Agreement is secured by the Borrower’s 88.73% indirect equity interest in Omni Health Investments Inc. (“**Omni**”), one of Canada’s largest long-term care operators.

Omni owns, operates and manages, under license from the Ontario government, 18 long-term care homes located throughout eastern and southwestern Ontario. Its corporate office is located in Peterborough, Ontario. With 1,500 beds and over 1,700 employees, Omni is the sixth largest long-term care operator in Canada measured by bed count. Omni has been recognized as one of Canada’s Top 100 Employers on three occasions. For more details on Omni see: [omniway.ca](http://omniway.ca).

The outstanding principal of the Loan will bear interest at the rate of 10% per annum payable quarterly in cash and payable on the maturity date of January 27, 2023. The Borrower has paid the Company a fee equal to 7% of the funds advanced.

The Borrower has also granted the Company a five-year unit purchase option entitling it to purchase up to 15% of the Borrower’s indirect holdings in Omni. **The actual percentage interest that the Company may acquire pursuant to the purchase option will be adjusted on a pro rata basis based on the amount of funds actually advanced under the Loan Agreement.**

The Borrower may prepay the outstanding principal of the Loan by paying the Lender the outstanding principal amount of the Loan, plus any accrued and unpaid interest thereon, as well as an amount equal to the Break Fee payable by the Company on the redemption or repurchase of Debentures with a principal amount of not more than the principal amount being prepaid by

the Borrower. The Loan is secured by a pledge of the Borrower's indirect 88.73% equity interest in Omni.

The Loan Agreement also provides that the Lender will provide management services to the Borrower, have observer rights at board meetings of the Borrower, and have the right to appoint a nominee to the board of directors of the Borrower.

### **The Hillcore Group**

Hillcore is a leading independent Canadian investment and advisory firm that invests predominantly in the life sciences, real estate, seniors living, financial, industrial and energy sectors. With offices in Toronto, Vancouver, Calgary and Montreal, Hillcore employs approximately 2,500 people throughout Canada across its various groups and portfolio companies. Since 2005, Hillcore has completed acquisitions, directly or indirectly through investment funds, with an aggregate asset value in excess of \$8.5 billion. Entities under management by Hillcore had an asset value in excess of \$4.5 billion as of December 31, 2018.

### **Hillcore Strategic Alliance**

In 2016, the Company entered into a strategic alliance with Hillcore that grants the Company rights of first negotiation to provide special situation debt financing to Hillcore's pipeline of current and future private equity investments. The Company expects that such financings may include secondary, subordinated, mezzanine or non-traditional debt, asset backed securities and back-leveraged/holdco debt. The Company has also been granted certain back-in and tag along negotiation rights, as well as negotiation rights, for capital market transactions with respect to projects for which the Company has provided financing. HCG5 Investment Limited Partnership ("**HCG5**"), a limited partnership related to Hillcore, holds approximately 17.3% of the issued and outstanding Common Shares.

### **MI 61-101 Disclosure**

As HCG5 holds 17.3% of the issued and outstanding Common Shares, the Loan constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), which requires that the Company, in the absence of exemptions, obtain a formal valuation for, and minority shareholder approval of, the related party transaction. The Company is relying on the exemptions from the formal valuation and minority shareholder approval requirements set out in sections 5.5(e) and 5.7(c) of MI 61-101. The Loan and related transactions are supported, and the Company anticipates will be approved, by Eric Boehnke, a director of the Company who is not an interested party to the Loan, and who owns 5,006,171 Common Shares, representing approximately 43.0% of the issued and outstanding Common Shares.

## Item 5 Full Description of Material Change

### 5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the attached news release which was filed on SEDAR on May 30, 2019.

#### **Disclosure Required by MI 61-101**

Pursuant to MI 61-101, the Loan constitutes a “related party transaction”, as the Loan was made to an affiliate of Hillcore.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) *a description of the transaction and its material terms:*

See Item 4 above for a description of the Loan.

(b) *the purpose and business reasons for the transaction:*

The Loan will represent the third investment of the Company since becoming an investment issuer.

(c) *the anticipated effect of the transaction on the issuer’s business and affairs:*

See (b) above.

(d) *a description of:*

(i) *the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:*

The Borrower, which is related to Hillcore, received the Loan from the Company.

(ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

The Loan did not result in any change in the percentage of securities of the Company beneficially owned or controlled by any person or company referred to in subparagraph (i).

(e) *unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

The Loan was approved unanimously by the Company’s board of directors, none of whom are related parties to HCG5 or Hillcore or interested parties in connection with the Loan Agreement. Eric Boehnke, a director of the Company, owns 4,958,293 Common Shares,

representing 43.0% of the issued and outstanding Common Shares, as at the date hereof, and was not an interested party in connection with the Loan.

A special committee was not established in connection with the approval of the Loan, and no materially contrary view or abstention was expressed or made by any director.

- (f) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

- (g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

- (i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

- (ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

- (h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

See Item 4 above for a description of the Loan Agreement.

- (i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Company relied on the exemptions in Sections 5.5(e) and 5.7(c) of MI 61-101 as the above transactions were approved by Eric Boehnke, a director of the Company who is not an interested party to these transactions and who owns 5,006,171 Common Shares, representing 43.0% of the issued and outstanding Common Shares as at the date hereof.

The Company did not file a material change report more than 21 days before making the Loan as the Company determined to make the Loan on an expedited basis.

#### *5.2 Disclosure for Restructuring Transactions*

N/A

#### **Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

#### **Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Eric Boehnke, President and CEO  
Telephone: (604) 307-4274

**Item 9 Date of Report**

May 31, 2019



1790 – 1066 West Hastings Street, Vancouver, BC V6E 3X1

Tel: (604) 307-4274

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May 30, 2019

Trading Symbol: TCC

**TRENCHANT RAISES \$2,428,000 IN FIRST TRANCHE  
OF 8% CONVERTIBLE DEBENTURE OFFERING**

May 30, 2019, VANCOUVER, BC - Trenchant Capital Corp. (TSX.V: TCC) (“Trenchant” or the “Company”) is pleased to announce that, further to its news release dated March 19, 2019, it has closed the first tranche of its prospectus offering (the “**Debenture Offering**”), of 8% Series B secured convertible debentures of the Company (the “**Debentures**”), pursuant to which it has raised gross proceeds of \$2,428,000 through the issuance of 2,428 Debentures priced at \$1,000 per Debenture. The Debenture Offering is being completed pursuant to the final long form prospectus of the Company dated May 8, 2019 (the “**Prospectus**”). The proceeds of the Debenture Offering, together with the proceeds of the Company’s first Debenture Offering (the “**First Omni Debenture Offering**”), will be used to fund the Loan (as defined herein). Together with the principal amount of \$7,994,000 of Debentures issued in connection with the First Omni Debenture Offering, which offering closed in two tranches with \$5,659,000 being raised pursuant to the initial tranche which closed on March 23, 2018 and \$2,335,000 being raised pursuant to the second tranche which closed on May 17, 2018, the Company has raised gross aggregate proceeds of \$10,422,000.

The Debenture Offering was led by Industrial Alliance Securities Inc., as lead agent, through a syndicate of agents including Canaccord Genuity Corp., GMP Securities L.P., Raymond James Ltd., Echelon Wealth Partners Inc., PI Financial Corp., Hampton Securities Limited and Integral Wealth Securities Ltd. (collectively, the “**Agents**”). The Agents have received a cash commission of 6.5% of the gross proceeds of the Debenture Offering.

**The Debenture Offering**

The Debentures issued in the first tranche of the Debenture Offering will mature on January 31, 2023 and the outstanding principal of the Debentures will bear interest at the rate of 8.0% per annum, payable quarterly in cash. The Debentures will be governed by the terms and conditions of the trust indenture dated March 23, 2018 (the “**Trust Indenture**”) between the Company and Computershare Trust Company of Canada. The Trust Indenture was entered into in connection with the First Omni Debenture Offering which was completed pursuant to the Amended and Restated Prospectus of the Company dated February 21, 2018 (the “**First Omni Debenture Prospectus**”). A copy of the Trust Indenture, the First Omni Debenture Prospectus and Prospectus are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Commencing on March 23, 2019, the outstanding principal amount of the Debentures may be converted, at the option of the holder, into common shares of the Company (each, a “**Common Share**”) at a conversion price equal to the greater of: (i) 95% of the volume weighted average trading price of the Common Shares for the 30 trading-day period ending three business days before the conversion date, and (ii) \$1.25 per Common Share, provided that, unless the conversion is being effected in connection with a redemption by the Company, no more than 25% of the aggregate principal amount of Debentures held by a holder may be converted in any 180-day period.

The Company may prepay the outstanding principal of the Debentures, and accrued but unpaid interest thereon, in cash, at any time between March 24, 2020 and March 23, 2021 by paying the holders 105% of the outstanding principal amount of the Debentures, 103% of the outstanding principal amount of the Debentures between March 24, 2021 and March 23, 2022, and 101% of the outstanding principal amount of the Debentures between March 24, 2022 and January 30, 2023 (in any case, the “**Break Fee**”), plus any accrued but unpaid interest thereon.

The Company has pledged all of the outstanding shares of its wholly-owned subsidiary 1141864 B.C. Ltd. (the “**Lender**”) to the holders of the Debentures as security for the Company’s outstanding obligations under the Debentures. The holders of the Debentures have no recourse to the Company other than with respect to the shares of the Lender. The Company intends to apply to list the Debentures on the TSX Venture Exchange (the “**TSXV**”), subject to approval of the TSXV and to there being a sufficient number of holders to meet the TSXV’s distribution requirements.

### **The Omni Investment**

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The Loan Agreement also provides that the Lender will provide management services to the Borrower, have observer rights at board meetings of the Borrower, and have the right to appoint a nominee to the board of directors of the Borrower.

### **The Hillcore Group**

Hillcore is a leading independent Canadian investment and advisory firm that invests predominantly in the life sciences, real estate, seniors living, financial, industrial and energy sectors. With offices in Toronto, Vancouver, Calgary and Montreal, Hillcore employs approximately 2,500 people throughout Canada across its various groups and portfolio companies. Since 2005, Hillcore has completed acquisitions, directly or indirectly through investment funds, with an aggregate asset value in excess of \$8.5 billion. Entities under management by Hillcore had an asset value in excess of \$4.5 billion as of December 31, 2018.

### **Hillcore Strategic Alliance**

In 2016, the Company entered into a strategic alliance with Hillcore that grants the Company rights of first negotiation to provide special situation debt financing to Hillcore's pipeline of current and future private equity investments. The Company expects that such financings may include secondary, subordinated, mezzanine or non-traditional debt, asset backed securities and back-leveraged/holdco debt. The Company has also been granted certain back-in and tag along negotiation rights, as well as negotiation rights, for capital market transactions with respect to projects for which the Company has provided financing. HCG5 Investment Limited Partnership ("**HCG5**"), a limited partnership related to Hillcore, holds approximately 17.3% of the issued and outstanding Common Shares.

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### **About Trenchant**

The Company aims to become a diversified investment and venture capital firm with a focus on providing special situation debt financing to established companies with a proven track record. The Company expects to benefit from its strategic alliance with Hillcore, a leading independent Canadian investment and advisory firm, that grants the Company rights of first negotiation to provide financing and management services to Hillcore's pipeline of current and future private equity investments.

### **Other Information**

Please refer to the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) for further particulars on the Debenture Offering and the Company's other investments.

**ON BEHALF OF THE BOARD**

**TRENCHANT CAPITAL CORP.**

Per: "Eric Boehnke"

Eric Boehnke, CEO

For further information, please contact:

Trenchant Capital Corp.  
Eric Boehnke, CEO  
Phone: (604) 307-4274

*Neither TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.*

***Disclaimer for Forward-Looking Information***

*This news release includes certain "forward-looking statements" under applicable Canadian securities legislation that are not historical facts. Forward-looking statements involve risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release include, among other things, statements regarding the potential for listing of the Debentures on the TSXV, the Loan and use of Loan proceeds. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors that may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: the Company's inability to apply to list the Debentures on the TSXV; general business, economic and social uncertainties; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; and other risks outside of the Company's control. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except as required by applicable laws, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.*