

APPENDIX "A"

Acquisition of Showline Property by TPLC

Purchase Price:

See Confidential Attachment 1

CP Conditions:

- Conditional upon obtaining CP Board approval by December 18, 2017

TPLC Approval Condition:

- Conditional upon obtaining any required TPLC Board and City Council approvals by December 18, 2017

TPLC Due Diligence Conditions:

To be satisfied or waived by February 15, 2018.

- Conditional upon TPLC determining, in its sole discretion, that the Showline Property is suitable in all respects for TPLC's purposes, including results of title and off-title searches.

Covenants:

- CP to provide all surveys, environmental and other reports immediately upon execution of Agreement of Purchase and Sale.
- TPLC and, if applicable, the City of Toronto shall enter into Non-Disclosure Agreement, in a form reasonably acceptable to the parties, to keep confidential all surveys, environmental and other reports provided to them by CP, subject to applicable laws
- TPLC to purchase Showline Property 'as is' with title subject to a sign lease that will encumber the property until 2025 and impact redevelopment.
- Purchase to close at same time as sale of TPLC Property to CP

Sale of TPLC Property to CP

Purchase Price:

See Confidential Attachment 1

CP Due Diligence Conditions:

To be satisfied or waived by February 15, 2018:

- Conditional upon CP determining, in its sole discretion, that the TPLC Property is suitable in all respect for CP's purposes, including:
 - Environmental testing
 - Site condition/geotechnical testing
 - Conservation Authority investigations
 - Results of title and off-title searches
 - Overall suitability of TPLC Property
 - Confirmation that existing rail line can be moved, along with critical path timeline for its removal

CP Approval Condition:

- Conditional upon obtaining CP Board Approval by December 18, 2017

CP Closing Conditions:

To be satisfied or waived by closing:

- Conditional upon:
 - CP being satisfied with its legal right to proceed to build its proposed facility, as designed
 - CP being satisfied with respect to site plan and all other approvals
 - CP being satisfied with respect to City building permits
 - Environmental RSC/CPU in place (if required)
 - Existing railway line moved off the site and any easement released at the expense of TPLC
 - Look-out berm requirement moved from the TPLC Property

TPLC Conditions:

- Conditional upon obtaining any required TPLC Board and City Council approvals by December 18, 2017

Covenants:

- TPLC to provide all surveys, environmental and other reports immediately after execution of Agreement of Purchase and Sale
- If Phase II testing is satisfactory to CPC, CPC will purchase 'as is'.

- TPLC Property boundary to be edge of relocated rail line and TPLC to fence boundary between TPLC Property and relocated rail line
- Purchase to close at same time as purchase of Showline Property from CP

Umbrella Agreement linking the two transactions:

See further provisions in Confidential Attachment 1

- Both transactions are conditional on closing at the same time – Closing to occur no later than March 31, 2018
- Confidentiality: Any communications or media releases shall be co-ordinated as set out in the Letter of Intent dated November 17, 2017
- Any disagreements to be dealt with by arbitration which is to be confidential, subject to any applicable law