

This prospectus is a base shelf prospectus. This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada, except in the Province of Québec, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Quarterhill Inc. at 25 King Street West, Suite 1101, Toronto, Ontario, Canada, M5L 2A1, and are also available electronically at www.sedar.com.

New Issue

SHORT FORM BASE SHELF PROSPECTUS

October 19, 2021



QUARTERHILL INC.

\$200,000,000
Common Shares
Preferred Shares
Debt Securities
Warrants
Subscription Receipts
Units

Quarterhill Inc. (the "**Company**", "**Quarterhill**", "**us**" or "**we**") may offer and issue from time to time common shares ("**Common Shares**"), preferred shares ("**Preferred Shares**"), bonds, debentures, notes or other evidences of indebtedness of any kind, nature or description (collectively, "**Debt Securities**") which may include Debt Securities convertible into or exchangeable for Common Shares, warrants to acquire Common Shares, Preferred Shares or Debt Securities herein (the "**Warrants**"), subscription receipts that entitle the holder to receive upon satisfaction of certain release conditions, and for no additional consideration, any of the other securities that are described in this Prospectus ("**Subscription Receipts**"), Units (as defined under "Description of the Units" herein) comprising more than one of any of the other securities that are described herein offered together as a unit, or any combination of such securities (all of the foregoing collectively, the "**Securities**" and individually, a "**Security**"), for up to an aggregate offering price of \$200,000,000 (or its equivalent in United States dollars or any other currencies), in one or more transactions during the 25-month period that this short form base shelf prospectus (this "**Prospectus**"), including any amendments hereto, remains effective.

We will provide the specific terms of any offering of Securities, including the specific terms of the Securities with respect to a particular offering and the terms of such offering, in one or more prospectus supplements (each a "**Prospectus Supplement**") to this Prospectus. The Securities may be offered separately or together or in any combination, and as separate series.

All information permitted under applicable securities laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. For the purposes of applicable securities laws, each Prospectus Supplement will be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which that Prospectus Supplement pertains. You should read this Prospectus and any applicable Prospectus Supplement carefully before you invest in any Securities issued pursuant to this Prospectus.

Our Securities may be sold pursuant to this Prospectus through underwriters or dealers or directly or through agents designated from time to time at amounts and prices and other terms determined by us or any selling securityholders. In connection with any underwritten offering of Securities, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution". A Prospectus Supplement will set out the names of any underwriters, dealers, agents or selling securityholders involved in the sale of our Securities, the amounts, if any, to be purchased by underwriters, the plan of distribution for such Securities, including the net proceeds we expect to receive from the sale of such Securities, if any, the amounts and prices at which such Securities are sold and the compensation of such underwriters, dealers or agents.

We have filed an undertaking with the Ontario Securities Commission (the "**OSC**") that we will not distribute Securities that, at the time of distribution, are novel specified derivatives or asset-backed securities, without first pre-clearing with the OSC the disclosure to be contained in the Prospectus Supplement pertaining to the distribution of such Securities.

Our Common Shares are listed on the Toronto Stock Exchange (the "**TSX**") under the symbol "QTRH". On October 18, 2021, the closing price of the Common Shares on the TSX was \$2.85. Unless otherwise specified in the applicable Prospectus Supplement, Securities other than Common Shares will not be listed on any securities exchange. There is currently no market through which such Securities may be sold and purchasers may not be able to resell any such Securities purchased under this Prospectus and the applicable Prospectus Supplement relating to such Securities. This may affect the pricing of such Securities in the secondary

market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See the "Risk Factors" section of the applicable Prospectus Supplement.

Purchasers of Securities should be aware that the acquisition of Securities may have tax consequences in Canada. This Prospectus does not discuss Canadian tax consequences and any such tax consequences may not be described fully in any applicable Prospectus Supplement with respect to a particular offering of Securities. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

The Company has one class of issued and outstanding shares, being the Common Shares. Each Common Share is entitled to one vote on all matters requiring shareholder approval. See "Description of the Share Capital of the Company".

An investment in Securities involves significant risks that should be carefully considered by prospective investors before purchasing Securities. The risks outlined in this Prospectus and in the documents incorporated by reference herein, including the applicable Prospectus Supplement, should be carefully reviewed and considered by prospective investors in connection with any investment in Securities. See "Risk Factors".

No underwriter has been involved in the preparation of this Prospectus nor has any underwriter performed any review of the contents of this Prospectus.

Our head and registered office is located at 25 King Street West, Suite 1101, Toronto, Ontario, Canada, M5L 2A1.

The offering of Securities hereunder is subject to approval of certain legal matters on behalf of Quarterhill by Norton Rose Fulbright Canada LLP.

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ABOUT THIS SHORT-FORM BASE SHELF PROSPECTUS

We have not authorized anyone to provide readers with information different from that contained in this Prospectus (or incorporated by reference herein) or in any applicable Prospectus Supplement. We take no responsibility for, and can provide no assurance as to, the reliability of any other information that others may give readers of this Prospectus. We are not making an offer of Securities in any jurisdiction where the offer is not permitted. This Prospectus is not an offer to sell or a solicitation of an offer to buy the Securities in any jurisdiction where it is unlawful.

Readers should not assume that the information contained or incorporated by reference in this Prospectus is accurate as of any date other than the date of this Prospectus or the respective dates of the documents incorporated by reference herein, unless otherwise noted herein or as required by law. It should be assumed that the information appearing in this Prospectus, any Prospectus Supplement and the documents incorporated by reference herein and therein are accurate only as of their respective dates. The business, financial condition, results of operations and prospects of the Company may have changed since those dates.

This Prospectus shall not be used by anyone for any purpose other than in connection with an offering of Securities as described in one or more Prospectus Supplements. We do not undertake to update the information contained or incorporated by reference herein, including any Prospectus Supplement, except as required by applicable securities laws. Information contained on, or otherwise accessed through, our website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference herein.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at the address set forth on the cover page of this Prospectus and are also available electronically at www.sedar.com ("**SEDAR**").

The following documents, filed by the Company with securities commissions or similar regulatory authorities in Canada, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) Quarterhill's audited consolidated financial statements as at December 31, 2020 and 2019 and January 1, 2019 and for the years ended December 31, 2020 and 2019, and the related notes thereto and the independent auditor's report thereon;
- (b) Quarterhill's Management's Discussion and Analysis for the years ended December 31, 2020 and 2019;
- (c) Quarterhill's Annual Information Form, dated March 19, 2021, for the year ended December 31, 2020 (the "**AIF**");
- (d) Quarterhill's Management Information Circular dated March 19, 2021 in connection with the annual general meeting of the shareholders of Quarterhill held on April 14, 2021;
- (e) Quarterhill's unaudited interim condensed consolidated financial statements as at June 30, 2021 and for the three and six-month periods ended June 30, 2021 and 2020, together with the related notes thereto;
- (f) Quarterhill's Management's Discussion and Analysis as at June 30, 2021 and for the three and six-month periods ended June 30, 2021 and 2020;
- (g) Quarterhill's Material Change Report dated August 24, 2021 in which the Company announced it had entered into a definitive agreement to acquire the outstanding equity value of Electronic Transaction Consultants, LLC for total cash consideration of \$150.0 million plus transaction-related expenses, which acquisition was expected to close in September 2021; and
- (h) Quarterhill's Material Change Report dated September 10, 2021 in which the Company announced that it had closed the previously announced acquisition of 100% of the outstanding equity of Electronic Transaction Consultants, LLC, the \$150.0 million purchase price of which was satisfied by \$75.0 million of the Company's cash on hand and \$75.0 million of newly established syndicated debt facilities provided by a syndicate of banks led by HSBC Bank Canada.

Any statement contained in this Prospectus or in any document incorporated or deemed to be incorporated by reference in this Prospectus will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference into this Prospectus modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus.

Any document of the type required by National Instrument 44-101 – Short Form Prospectus Distributions to be incorporated by reference into a short form prospectus, including any annual information forms, material change reports (except confidential material change reports), business acquisition reports, interim financial statements, annual financial statements (in each case, including exhibits containing updated earnings coverage information) and the report of independent registered public accounting firm thereon, management's discussion and analysis and information circulars of the Company filed by the Company with securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the completion or withdrawal of any offering under this Prospectus shall be deemed to be incorporated by reference into this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus, the applicable Prospectus Supplement and the documents incorporated or deemed to be incorporated by reference herein and therein.

Upon the filing of a new annual information form and new annual consolidated financial statements by the Company with the applicable Canadian securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous annual information form, the previous annual consolidated financial statements and all interim consolidated financial statements and, in each case the accompanying management's discussion and analysis of financial condition and results of operations, and material change reports, filed prior to the commencement of the financial year of the Company in which the new annual information form is filed shall be deemed to no longer be incorporated into this Prospectus for purpose of future offers and sales of Securities under this Prospectus. Upon interim consolidated financial statements and the accompanying management's discussion and analysis of financial condition and results of operations being filed by the Company with the applicable Canadian

securities commissions or similar regulatory authorities during the period that this Prospectus is effective, all interim consolidated financial statements and the accompanying management's discussion and analysis of financial condition and results of operations filed prior to such new interim consolidated financial statements and management's discussion and analysis of financial condition and results of operations shall be deemed to no longer be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for an annual meeting of shareholders being filed by the Company with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

References to our website and/or any website of any of our subsidiaries in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on such website into this Prospectus, and we disclaim any such incorporation by reference.

Any "template version" of "marketing materials" (as those terms are defined in National Instrument 41-101—General Prospectus Requirements) pertaining to a distribution of Securities filed after the date of a Prospectus Supplement and before termination of the distribution of Securities offered pursuant to such Prospectus Supplement will be deemed to be incorporated by reference into the Prospectus Supplement for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

A Prospectus Supplement containing the specific terms of an offering of Securities and other information in relation to the Securities will be delivered to prospective purchasers of such Securities together with this Prospectus and shall be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement but only for the purposes of the offering of the Securities covered by that Prospectus Supplement.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus and the documents incorporated herein by reference contain forward-looking statements about Quarterhill's business outlook, objectives, strategies, plans, strategic priorities and results of operations as well as other statements that are not historical facts. A statement Quarterhill makes is forward-looking when it uses what Quarterhill knows and expects today to make a statement about the future. In some cases, you can identify forward-looking statements by words such as "may", "might", "will", "should", "could", "expects", "intends", "plans", "anticipates", "believes", "estimates", "predicts", "projects", "potential", "continue", or the negative of these terms or other similar words. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking. All such forward-looking statements constitute forward-looking information within the meaning of applicable Canadian securities legislation.

Specifically, without limiting the generality of the foregoing, all statements included in this Prospectus, including the documents incorporated by reference herein, that address activities, events or developments that Quarterhill expects or anticipates will or may occur in the future, and other statements that are not historical facts, are forward-looking statements. Forward-looking information in this Prospectus and the documents incorporated by reference herein includes references to the use of proceeds from the sale of Securities; expectations regarding the future growth and revenues; expectations as to Quarterhill's cash needs; expectations as to the use of Quarterhill's existing working capital; the ability of Quarterhill to obtain additional financing on reasonable terms or at all; expectations as to the sources of revenues and future operations; expectations as to the intended business activities of Quarterhill and its subsidiaries; the ability of Quarterhill and its subsidiaries to meet current and future obligations; the overall business and economic conditions; future development and growth prospects; and Quarterhill's growth strategy and opportunities and drivers and their ability to realize thereon. These statements are based upon our management's perception of historic trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. Although we believe that the plans, intentions, expectations, assumptions and strategies reflected in these forward-looking statements are reasonable, these statements relate to future events or our future financial performance, and involve known and unknown risks, uncertainties and other factors, including but not limited to the risks described in detail in the section entitled "Risk Factors" and elsewhere in documents incorporated by reference herein, that may cause our actual results to be materially different from any future results expressed or implied by these forward-looking statements. Accordingly, prospective purchasers should not place undue reliance on the forward-looking statements contained in this Prospectus or in the documents incorporated by reference herein.

Forward-looking statements made in this Prospectus and in the documents incorporated herein by reference are based on a number of assumptions that Quarterhill believed were reasonable when we made the forward-looking statements. Such forward-looking information has been made by Quarterhill in light of information available at the time the statements were made and reflect Quarterhill's experience and its perception of historical trends, including expectations and assumptions concerning: the growth rates of Quarterhill's subsidiaries' businesses; Quarterhill's ability to acquire additional businesses to further its growth and sufficiency of Quarterhill's financial resources. Refer to the documents incorporated by reference herein for other assumptions that Quarterhill has made in preparing forward-looking statements. If our assumptions turn out to be inaccurate, our actual results could be materially different from what we expect.

Forward-looking information is not a guarantee of future performance and involves a number of associated risks and uncertainties, some that are similar to other companies in the same industry as Quarterhill and some that are unique to Quarterhill. Actual results may differ materially from those expressed or implied by the forward-looking information included herein, and prospective purchasers are cautioned not to place undue reliance on such forward-looking information. Although Quarterhill believes that the expectations represented by such forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct and Quarterhill makes no representation that actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. There are a number of risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by the forward-looking information, including risks relating to: the COVID-19 and its impact; Quarterhill's inability to execute its corporate strategy; profitability may not be sustained in the future and the impact of lower profits on the market price of the Common Shares; undertaking acquisitions or other strategic transactions or investments that could result in significant changes or management disruption and fail to enhance shareholder value; acquisition of contingent liabilities; acquisitions of businesses with procedures and internal controls over financial reporting and other material policies that differ from Quarterhill's; risks relating to Quarterhill's operating structure; failure to recruit, engage or retain key personnel and increased pressures on existing personnel; reputational risk; competition and technology may erode Quarterhill's business; general economic conditions; intellectual property-related risk and claims; litigation risk; cybersecurity risk; climate, political, social and economic risks, natural disasters and pandemics; risks specific to Quarterhill's operating subsidiaries, including operations in foreign jurisdictions; trade policy considerations, fluctuations in foreign exchange rates; unpredictability and volatility in quarterly revenue and operating results; high goodwill and intangible asset values relative to total assets; the payment of future dividends; shareholder activism; volatility in the market price of the Common Shares and the effect that the issuance of additional securities by Quarterhill could have on the market price of the Common Shares; financial reporting obligations and other burdens associated with being a public company; changes in financial accounting or taxation standards, rules, practices or interpretations; failure to maintain an effective system of internal controls; investors' inability to bring actions or enforce judgments against us and certain of our directors and officers; our actual financial results may vary from our publicly disclosed forecasts; changes to our tax assets or liabilities could have an adverse effect on our consolidated financial condition or results of operations; tax consequences relating to the acquisition of, investment in, and disposition of Common Shares; substantial future sales of Common Shares by us and/or our shareholders or

the perception that such sales may occur, could cause the market price of our common Shares to decline, even if our business is performing well; requirements for additional capital in the future and the availability of such capital on acceptable terms; and discretion in our use of proceeds from raising capital. Prospective purchasers are cautioned that the foregoing list of important risks and uncertainties is not exhaustive. You should also carefully consider the matters discussed under "Risk Factors" in this short form prospectus. Prospective purchasers are also urged to refer to the heading "Risk Factors" in the AIF and to all other applicable risk factors described in other documents incorporated by reference herein for information respecting further important risks and uncertainties relating to Quarterhill. Copies of these documents are available without charge from Quarterhill or electronically under Quarterhill's profile on SEDAR at www.sedar.com.

The forward-looking statements in this Prospectus represent our views as of the date of this Prospectus and forward-looking statements contained in the documents incorporated herein by reference represent our views as of the date of such documents, unless otherwise indicated in such documents. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law.

Prospective purchasers are cautioned that the risks referred to above are not the only ones that could affect Quarterhill. Additional risks and uncertainties not currently known to Quarterhill or that Quarterhill currently deems to be immaterial may also have a material adverse effect on Quarterhill's financial position, financial performance, cash flows, business or reputation.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

In this Prospectus, any Prospectus Supplement and the documents incorporated by reference in this Prospectus or any Prospectus Supplement, unless otherwise specified or the context otherwise requires, all dollar amounts are stated in Canadian dollars. References to "\$" and "CDN\$" are to Canadian dollars and references to "US\$" are to United States dollars. On October 18, 2021, the Bank of Canada rate of exchange was CDN\$1.00 = US\$0.8081 or US\$1.00 = CDN\$1.2375.

WHERE YOU CAN FIND MORE INFORMATION

Quarterhill files certain reports with certain securities regulatory authorities of Canada. Quarterhill's filings are available on SEDAR at www.sedar.com.

QUARTERHILL INC.

Quarterhill is a growth-oriented Canadian company operating in the intelligent transportation system and intellectual property licensing industries. Quarterhill is working to acquire and manage attractive technology companies in the intelligent transportation systems industry (the **"ITS Industry"**) and its adjacent markets to become a global leader in this space. More specifically, we are seeking out acquisition opportunities in the ITS Industry that provide a foundation for growth and that have reasonable valuations, recurring and re-occurring revenues, predictable cashflows and gross profit, intimate customer relationships and dedicated management teams among other considerations. In appropriate circumstances, we may also divest certain assets if favourable conditions for such a divestiture are presented.

SUMMARY DESCRIPTION OF THE BUSINESS

The ITS Industry is a developing, multi-disciplinary technology area growing alongside, among other things, existing analog and digital technologies, population growth, burgeoning public and private vehicle ownership, environmental and economic concerns, national security interests and the availability and connectedness of fixed, mobile and handheld equipment and networks.

An "intelligent transportation system" is a combination of information and communication technologies applied in transportation networks and infrastructure to facilitate vehicle-to-vehicle and vehicle-to-infrastructure communication and the collection and transfer of information. Intelligent transportation systems can enhance safety, traffic management and environmental performance of roadways, railways, aviation and maritime transportation. The ITS Industry comprises companies that offer various intelligent transportation system products, solutions and services, many of which companies both collaborate and compete with one another.

The ITS Industry benefits different means of transportation, including roadways, railways, aviation and maritime, with its capability of providing improved safety, mobility and efficiency across these transportation networks. For any jurisdiction, enabling population mobility safely and efficiently while minimizing negative environmental impact is a key priority. Quarterhill management believes there is a multi-trillion U.S. dollar gap between infrastructure funding and infrastructure needs in the United States alone, and that intelligent transportation systems can provide and are providing a growing source of revenues for governments at all levels to help bridge that gap through both traditional tolling and emerging user-funded infrastructure programs. Leveraging residents with intelligent transportation systems can also save their time, help make economic progress and make cities more efficient. Intelligent transportation systems aim to reduce traffic congestion and greenhouse emissions, increase safety, reduce travel time and make the travel experience more convenient.

Based on market research, Quarterhill management believes the global ITS Industry market is expected to grow from more than US\$51 billion in 2019 to exceeding US\$69 billion by 2025, at a compound annual growth rate of more than 14% between 2020 and 2025¹. Factors such as infrastructure stimulus spending, increasing concern for public safety, traffic congestion problems, initiatives taken by governments for effective traffic management, increasing concerns about protecting the environment and the development of smart cities across the world appear to be the current major driving forces for the ITS Industry.

Our current ITS Industry operating subsidiaries are International Road Dynamics (together with its subsidiaries, collectively, **"IRD"**) and Electronic Transaction Consultants, LLC (**"ETC"**).

IRD provides a portfolio of integrated hardware and software solutions to detect, measure and analyze a variety of transportation metrics. IRD has established a network of operations, relationships and installed systems in strategic geographic regions around the world using its technologies including its Weigh-In-Motion and vehicle measurement technologies that detect, classify and weigh vehicles at highway speeds. IRD's product offerings include automated systems for commercial vehicle operations at truck weigh stations, border crossings, highway traffic data collection and highway toll collection systems around the world for such customers as government transportation agencies, traffic engineering consultants and operators, city and municipal agencies, concessionaires, and industrial, mining and transportation companies.

ETC has been a leading provider of tolling and mobility systems for more than 20 years to some of the largest tolling authorities in the United States, including to tolling authorities in California, Illinois and Texas. ETC's flexible riteSuite™ software platform enables authorities to customize operations to their specific needs, with features that include "All Electronic Tolling", dynamic pricing, agency interoperability, hosted mobility solutions and machine learning. ETC's platform processes more than two billion transactions annually representing more than US\$3.0 billion in toll billings across more than 1,500 toll lanes in the United States. ETC's back-office, reporting and inter-operability technology complements IRD's widely deployed lane-embedded sensors and toll audit systems.

Our intellectual property licensing subsidiary, Wi-LAN Inc. (**"WiLAN"**), is a leading technology innovation and licensing company that partners with its customers to unlock the value of intellectual property through various patent monetization models. Since its founding in 1993, through internal technology development, acquisitions and strategic partnerships with third parties, WiLAN currently owns, directly or indirectly, more than 4,700 patents and patent applications in many different countries, for many of which it has granted licenses to more than 350 companies in many technology markets around the world.

¹ "Intelligent Transportation System Market with COVID-19 Impact Analysis – Global Forecast to 2025", MarketsandMarkets, June 2020, p. 36

A cycle of innovation and commercialization of innovative technology drives the creation of products, services, markets and, ultimately, economic value. The commercialization of technology has helped to establish a large market for licensing patented inventions to the designers, manufacturers and/or sellers of products and services that use these inventions in their products and services. Both directly and through its wholly owned subsidiaries, WiLAN develops, acquires and commercializes innovative patented technologies that it believes hold value and also works with third party partners to monetize such patents in various ways which often involve sharing revenues and the financial risk associated with licensing these patents with third party partners. From time to time, WiLAN also sells selected patents as an alternative means of monetization.

Current WiLAN patent portfolios include patents relating to memory interface technologies, semiconductor manufacturing and packaging technologies, medical, industrial and automotive applications, computer gaming, intelligent personal assistant technologies, enhanced image processing, streaming video technologies, non-volatile Flash memory, DRAM and other memory technologies as well as semiconductor analog circuitry technologies.

WiLAN's license agreements generally grant rights to patents that are relevant to a licensee's products and services as well as granting releases for past sales of relevant products and services. Related license consideration payments may be one-time lump-sum payments, a series of set payments based on fixed-prices made over a specified period or running royalties based on a price per-unit and/or a percentage of product sales or service revenues reported by licensees. The consideration for a license may vary significantly with different licensees because there are many factors that may make different rates and other terms appropriate. Although WiLAN prefers to negotiate license agreements without litigation, to ensure it receives fair consideration for the use of its patented technologies, WiLAN may, in appropriate circumstances, rely on litigation to enforce its patent rights against appropriate infringers with the ultimate goal of signing license agreements.

Quarterhill's principal and registered office is located at 25 King Street West, Suite 1101, Toronto, Ontario, Canada, M5L 1A1. Additional information about our business is included in the documents incorporated by reference into this Prospectus.

RECENT DEVELOPMENTS

On September 1, 2021, Quarterhill announced that it had completed its previously announced acquisition of ETC. Through this acquisition, Quarterhill believes it has now gained a solid position in the United States highway tolling market where ETC currently services some of the largest highway transportation authorities including in parts of Texas, California and Illinois.

For financial reporting purposes, ETC will be included in our intelligent transportation systems business segment together with IRD. The Company expects that, going forward, ETC will generate annualized revenue of between \$95.0 to \$120.0 million, which expectations are subject to the risks described in this Prospectus under the heading "Risk Factors" and, among other factors, are also based on our current understanding of:

- ETC's current long-term fixed-price contracts with customers;
- ETC's estimates on change orders from existing contracts based on discussions with its customers and past experience with those customers;
- future growth from new contracts and/or customers for which ETC is currently bidding; and
- future growth from new contracts and/or customers of which ETC is aware may be available for ETC to bid on pursuant to requests for proposals that ETC expect will be issued in the next few years.

USE OF PROCEEDS

The net proceeds to the Company from any offering of Securities and the proposed use of those proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities.

DESCRIPTION OF THE SHARE CAPITAL OF THE COMPANY

Quarterhill is authorized to issue an unlimited number of Common Shares, 6,350.9 special preferred shares and an unlimited number of Preferred Shares, issuable in series. There are no issued or outstanding special preferred shares or Preferred Shares. On October 18, 2021, 113,822,518 Common Shares were issued and outstanding.

Pursuant to this Prospectus, Quarterhill may also may offer and issue, from time to time, Common Shares, Preferred Shares, Debt Securities, Warrants, Subscription Receipts and/or Units.

The following is a summary of the rights, privileges, restrictions and conditions attaching to our Common Shares, special preferred shares and Preferred Shares.

Common Shares

The holders of Common Shares are entitled to notice of and to vote at all meetings of shareholders (except meetings at which only holders of a specified class or series of shares are entitled to vote) and are entitled to one vote per share. Subject to the preferences accorded to holders of Preferred Shares and any other shares ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares are entitled to receive, if, as and when declared by our Board of Directors (our "**Board**"), such dividends as may be declared thereon by our Board from time to time. In the event of the liquidation, dissolution or winding-up of Quarterhill, or any other distribution of assets among our shareholders for the purpose of winding-up our affairs (any such event, a "**Distribution**"), holders of Common Shares, subject to the preferences accorded to holders of Preferred Shares and any of Quarterhill's other shares ranking senior to the Common Shares from time to time with respect to payment on a Distribution, are entitled to share equally, share for share, in our remaining property.

Special Preferred Shares

The holders of our special preferred shares are not entitled, subject to applicable law, to receive notice of or to attend any meeting of Quarterhill's shareholders and are not entitled to vote at such meetings. The special preferred shares rank ahead of all other classes of our shares with respect to the payment of dividends and the holders are entitled to receive a fixed non-cumulative dividend up to a maximum of \$3.50 per year. In the event of a Distribution, the holders of special preferred shares are entitled to receive \$50.00 per share together with any declared but unpaid dividends prior to any payment or distribution to any of our other classes of shares, but shall not be entitled to share any further in the Distribution. Our Board may, at its option, redeem all or any of the special preferred shares at any time for \$50.00 per share plus the amount of any declared but unpaid dividends. Each holder of special preferred shares may require Quarterhill to redeem all or any of their shares at any time after April 28, 2000 for \$50.00 plus the amount of any declared but unpaid dividends.

Preferred Shares

Our Preferred Shares at any time and from time to time may be issued in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by our Board. From time to time our Board may fix, before the designation of a series, the rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing: the amount, if any, specified as being payable preferential to such series on a Distribution; the extent, if any, of further participation in a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of Quarterhill, or any other Distribution, holders of each series of Preferred Shares will be entitled, in priority to holders of Common Shares and any of our other shares ranking junior to the Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution. The holders of each series of Preferred Shares will be entitled, in priority to holders of Common Shares and any of our other shares ranking junior to the Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

The issuance of Preferred Shares and the terms selected by our Board could decrease the amount of earnings and assets available for distribution to holders of our Common Shares or adversely affect the rights and powers, including the voting rights, of the holders of our Common Shares without any further vote or action by the holders of our Common Shares. The issuance of Preferred Shares, or the issuance of rights to purchase Preferred Shares, could make it more difficult for a third-party to acquire a majority of our outstanding voting shares and thereby have the effect of delaying, deferring or preventing a change of control of Quarterhill or an unsolicited acquisition proposal or of making the removal of management more difficult. Additionally, the issuance of Preferred Shares may have the effect of decreasing the market price of our Common Shares.

Any Prospectus Supplement relating to the Preferred Shares offered will contain a description of the specific terms of that series of Preferred Shares as fixed by the Board, including, as applicable

- the number of Preferred Shares offered and the offering price of the Preferred Shares;
- the designation and any stated value of the Preferred Shares;
- the dividend rate(s), period(s) and/or payment date(s) or method(s) of calculation of such rates, periods or dates applicable to the Preferred Shares;
- the date from which dividends on the Preferred Shares will accumulate, if applicable;
- the liquidation rights of the Preferred Shares;
- the procedures for auction and remarketing, if any, of the Preferred Shares;

- the sinking fund provisions, if applicable, for the Preferred Shares;
- the redemption provisions, if applicable, for the Preferred Shares;
- whether the Preferred Shares will be convertible into or exchangeable for other securities and, if so, the terms and conditions of the conversion or exchange, including the conversion price or exchange ratio and the conversion or exchange period (or the method of determining the same);
- whether the Preferred Shares will have voting rights and the terms of any voting rights;
- whether the Preferred Shares will be listed on any securities or stock exchange or on any automated dealer quotation system;
- whether the Preferred Shares will be issued with any other securities and, if so, the amount and terms of these securities; and
- any other specific terms, preferences or rights of, or limitations or restrictions on, the Preferred Shares.

DESCRIPTION OF DEBT SECURITIES

The Company may issue Debt Securities, separately or together, with Common Shares, Preferred Shares, Warrants, Subscription Receipts or Units or any combination thereof, as the case may be. The Debt Securities will be issued under one or more indentures (each, an **"Indenture"**) to be entered into between the Company and one or more trustees (the **"Trustee"**) that will be named in a Prospectus Supplement for the applicable series of Debt Securities. A copy of any such Indenture will be filed with the securities commissions or similar authorities in Canada when it is entered into. The particular terms relating to Debt Securities offered by a Prospectus Supplement and the extent to which the general terms described below may apply to such Debt Securities will be described in such Prospectus Supplement. This description may include, but may not be limited to, any of the following, if applicable:

- the specific designation of the Debt Securities; any limit on the aggregate principal amount of the Debt Securities; the date or dates, if any, on which the Debt Securities will mature and the portion (if less than all of the principal amount) of the Debt Securities to be payable upon declaration of acceleration of maturity;
- the rate or rates (whether fixed or variable) at which the Debt Securities will bear interest, if any, the date or dates from which any such interest will accrue and on which any such interest will be payable and the record dates for any interest payable on the Debt Securities that are in registered form;
- the terms and conditions under which we may be obligated to redeem, repay or purchase the Debt Securities pursuant to any sinking fund or analogous provisions or at the option of a holder thereof or otherwise;
- the terms and conditions upon which we may redeem the Debt Securities, in whole or in part, at our option;
- the events of default and covenants applicable to the Debt Securities;
- the terms and conditions for any conversion or exchange of the Debt Securities for any other securities of the Company;
- whether the Debt Securities will be issuable in registered form or bearer form or both, and, if issuable in bearer form, the restrictions as to the offer, sale and delivery of the Debt Securities which are in bearer form and as to exchanges between registered form and bearer form;
- whether the Debt Securities will be issuable in the form of registered global securities and, if so, the identity of the depository for such registered global securities;
- the denominations in which registered Debt Securities will be issuable;
- if other than Canadian dollars, the currency in which the Debt Securities are denominated or the currency in which we will make payments on the Debt Securities;
- material Canadian federal income tax consequences of owning the Debt Securities;
- any index, formula or other method used to determine the amount of payments of principal of (and premium, if any) or interest, if any, on the Debt Securities;
- any terms for subordination of the Debt Securities;

- whether the Debt Securities will be secured by any assets of or guaranteed by any subsidiaries of the Company; and
- any other material terms of the Debt Securities which apply solely to the Debt Securities.

We may issue Debt Securities bearing no interest or interest at a rate below the prevailing market rate at the time of issuance and offer and sell these securities at a discount below their stated principal amount. We may also sell any of the Debt Securities for a foreign currency or currency unit, and payments on the Debt Securities may be payable in a foreign currency or currency unit. In any of these cases, we will describe certain income tax consequences and other special considerations in the applicable Prospectus Supplement.

Unless otherwise indicated in the applicable Prospectus Supplement, the Company may issue a series of Debt Securities with terms different from those of a series of Debt Securities previously issued and, without the consent of the holders of such series, reopen a previous issue of a series of Debt Securities and issue additional Debt Securities of such series.

The terms on which Debt Securities may be convertible into or exchangeable for Common Shares or other securities of the Company will be described in the applicable Prospectus Supplement. These terms may include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at the option of the Company, and may include provisions pursuant to which the number of Common Shares or other securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Common Shares or other securities of the Company, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

DESCRIPTION OF WARRANTS

As of the date of this Prospectus, the Company has no Warrants outstanding. The Company may issue Warrants for the purchase of Common Shares, Preferred Shares or Debt Securities, separately or together, with Common Shares, Preferred Shares, Debt Securities, Subscription Receipts or Units or any combination thereof, as the case may be. The Warrants would be issued under a separate Warrant agreement or indenture between the Company and one or more banks or trust companies acting as Warrant agent. The specific terms and provisions that will apply to any Warrants that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Warrants offered;
- the price or prices, if any, at which the Warrants will be issued;
- the currency at which the Warrants will be offered and in which the exercise price under the Warrants may be payable;
- upon exercise of the Warrant, the events or conditions under which the amount of Securities may be subject to adjustment;
- the date on which the right to exercise such Warrants shall commence and the date on which such right shall expire;
- if applicable, the identity of the Warrant agent;
- whether the Warrants will be listed on any securities exchange;
- whether the Warrants will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Warrants are to be issued in registered form, book-entry only form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Warrants and the Securities to be issued upon exercise of the Warrants;
- any other rights, privileges, restrictions and conditions attaching to the Warrants and the Securities to be issued upon exercise of the Warrants;
- material Canadian federal income tax consequences of owning the Warrants and the Securities to be issued upon exchange of the Warrants; and

- any other material terms or conditions of the Warrants and the Securities to be issued upon exercise of the Warrants.

The terms and provisions of any Warrants offered under a Prospectus Supplement may differ from the terms described above and may not be subject to or contain any or all of the terms described above.

Prior to the exercise of any Warrants, holders of such Warrants will not have any of the rights of holders of the securities purchasable upon such exercise, including the right to receive payments of dividends or the right to vote such underlying securities.

DESCRIPTION OF SUBSCRIPTION RECEIPTS

As of the date of this Prospectus, the Company has no Subscription Receipts outstanding. The Company may issue Subscription Receipts, separately or together, with Common Shares, Preferred Shares, Debt Securities, Warrants or Units or any combination thereof, as the case may be. The Subscription Receipts will be issued under one or more subscription receipt agreements that Quarterhill will enter into with one or more escrow agents. If underwriters or agents are involved in the sale of Subscription Receipts, one or more of such underwriters or agents may also be parties to the subscription receipt agreement governing those Subscription Receipts. The relevant subscription receipt agreement will establish the terms of the Subscription Receipt that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Subscription Receipts offered;
- the price or prices, if any, at which the Subscription Receipts will be issued;
- the manner of determining the offering price(s);
- the currency at which the Subscription Receipts will be offered and whether the price is payable in installments;
- the Securities into which the Subscription Receipts may be exchanged;
- conditions to the exchange of Subscription Receipts into other Securities and the consequences of such conditions not being satisfied;
- the number of Securities that may be issued upon the exchange of each Subscription Receipt and the price per Security or the aggregate principal amount, denominations and terms of the series of Debt Securities that may be issued upon exchange of the Subscription Receipts, and the events or conditions under which the amount of Securities may be subject to adjustment;
- the dates or periods during which the Subscription Receipts may be exchanged;
- the circumstances, if any, which will cause the Subscription Receipts to be deemed to be automatically exchanged;
- provisions applicable to any escrow of the gross or net proceeds from the sale of the Subscription Receipts plus any interest or income earned thereon, and for the release of such proceeds from such escrow;
- if applicable, the identity of the Subscription Receipt agent;
- whether the Subscription Receipts will be listed on any securities exchange;
- whether the Subscription Receipts will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Subscription Receipts are to be issued in registered form, book-entry only form, noncertificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts;
- material Canadian federal income tax consequences and U.S. federal income tax consequences of owning the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts;

- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts; and
- any other material terms or conditions of the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts.

The terms and provisions of any Subscription Receipts offered under a Prospectus Supplement may differ from the terms described above and may not be subject to or contain any or all of the terms described above.

Prior to the exchange of any Subscription Receipts, holders of such Subscription Receipts will not have any of the rights of holders of the securities for which the Subscription Receipts may be exchanged, including the right to receive payments of dividends or the right to vote such underlying securities.

DESCRIPTION OF UNITS

As of the date of this Prospectus, the Company has no Units outstanding. The Company may issue Units, separately or together, with Common Shares, Preferred Shares, Debt Securities, Warrants, or Subscription Receipts or any combination thereof, as the case may be. Each Unit would be issued so that the holder of the Unit is also the holder of each Security comprising the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each applicable Security. The specific terms and provisions that will apply to any Units that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Units offered;
- the price or prices, if any, at which the Units will be issued;
- the manner of determining the offering price(s);
- the currency at which the Units will be offered;
- the Securities comprising the Units;
- whether the Units will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Units and the Securities comprising the Units are to be issued in registered form, book-entry only form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Units or the Securities comprising the Units;
- material Canadian federal income tax consequences of owning the Securities comprising the Units;
- any other rights, privileges, restrictions and conditions attaching to the Units or the Securities comprising the Units; and
- any other material terms or conditions of the Units or the Securities comprising the Units, including whether and under what circumstances the Securities comprising the Units may be held or transferred separately.

The terms and provisions of any Units offered under a Prospectus Supplement may differ from the terms described above and may not be subject to or contain any or all of the terms described above.

CONSOLIDATED CAPITALIZATION

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Company since the date of the Company's most recently filed financial statements, including, as required, any material change, and the effect of such material change, that will result from the issuance of Securities pursuant to such Prospectus Supplement.

EARNINGS COVERING RATIOS

The applicable Prospectus Supplement will provide, as required, the earnings coverage ratios with respect to the issuance of preferred shares or Debt Securities having a term to maturity in excess of one year pursuant to such Prospectus Supplement.

PRIOR SALES

Prior sales of our Securities will be provided, as required, in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

Trading price and volume of our Securities will be provided, as required, in each Prospectus Supplement to this Prospectus.

PLAN OF DISTRIBUTION

We may offer and sell Securities directly to one or more purchasers, through agents, or through underwriters or dealers designated by us from time to time. We may distribute the Securities from time to time in one or more transactions at a fixed price or prices (which may be changed from time to time), at market prices prevailing at the times of sale, at prices related to prevailing market prices or at negotiated prices. A description of such pricing will be disclosed in the applicable Prospectus Supplement. We may offer Securities in the same offering, or we may offer Securities in separate offerings.

A Prospectus Supplement will describe the terms of each specific offering of Securities, including (i) the terms of the Securities to which the Prospectus Supplement relates, including the type of Security being offered; (ii) the name or names of any agents, underwriters or dealers involved in such offering of Securities; (iii) the purchase price of the Securities offered thereby (or the manner of determination thereof if offered on a non-fixed price basis) and the proceeds to, and the portion of expenses borne by, the Company from the sale of such Securities; (iv) any agents' commission, underwriting discounts and other items constituting compensation payable to agents, underwriters or dealers; and (v) any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers. Any public offering price and any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers may be changed from time to time.

If underwriters are used in an offering, the Securities offered thereby will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions at a fixed public offering price or at varying prices determined at the time of sale. Securities may be offered to the public either through underwriting syndicates represented by managing underwriters or by underwriters without a syndicate. Only underwriters named in a Prospectus Supplement are deemed to be underwriters in connection with the Securities offered thereby. The obligations of the underwriters to purchase Securities will be subject to the conditions precedent agreed upon by the parties and the underwriters will be obligated to purchase all Securities under that offering if any are purchased.

The Securities may also be sold: (i) directly by the Company at such prices and upon such terms as agreed to; or (ii) through agents designated by the Company from time to time. Any agent involved in the offering and sale of the Securities in respect of which this Prospectus is delivered will be named, and any commissions payable by the Company to such agent will be set forth, in the Prospectus Supplement for such offering of Securities. Unless otherwise indicated in the Prospectus Supplement, any agent is acting on a best efforts basis for the period of its appointment.

We may agree to pay the underwriters, agents or dealers a commission for various services relating to the issue and sale of any Securities offered under any Prospectus Supplement. Agents, underwriters or dealers who participate in the distribution of Securities may be entitled under agreements to be entered into with the Company to indemnification by the Company against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof.

Agents, underwriters or dealers may make sales of Securities in privately negotiated transactions and/or any other method permitted by law, or sales made to or through a market maker other than on an exchange. In connection with any offering of Securities, underwriters, agents or dealers may over-allot or effect transactions which stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail in the open market. Such transactions may be commenced, interrupted or discontinued at any time.

We may authorize agents or underwriters to solicit offers by eligible institutions to purchase Securities from us at the public offering price set forth in the applicable Prospectus Supplement under delayed delivery contracts providing for payment and delivery on a specified date in the future. The conditions to these contracts and the commissions payable for solicitation of these contracts will be set forth in the applicable Prospectus Supplement.

Each class or series of Securities, other than the Common Shares, will be a new issue of Securities with no established trading market. Unless otherwise specified in the applicable Prospectus Supplement, the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units will not be listed on any securities exchange. **Unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units may be sold and purchasers may not be able to resell Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation.** Subject to applicable laws, certain dealers may make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units, as applicable, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units or as to the liquidity of the trading market, if any, for the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units.

CERTAIN CANADIAN AND UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement will include a general summary of certain Canadian federal income tax consequences which may be applicable to a purchaser of Securities thereunder. The applicable Prospectus Supplement may also describe certain United States federal income tax consequences which may be applicable to a purchaser of Securities thereunder by an initial investor who is a United States person (within the meaning of the United States Internal Revenue Code of 1986, as amended). Prospective investors should read the tax discussion in any Prospectus Supplement with respect to a particular offering of our Securities and consult their own tax advisors with respect to their own particular circumstances.

RISK FACTORS

Before making an investment decision, prospective purchasers of Securities should carefully consider the information described in this Prospectus and the documents incorporated by reference herein, including the applicable Prospectus Supplement. Additional risk factors relating to a specific offering of Securities will be described in the applicable Prospectus Supplement. Some of the risk factors described in the documents incorporated by reference herein and/or the applicable Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. If any event arising from these risks occurs, our business, prospects, financial condition, results of operations or cash flows, or your investment in the Securities could be materially adversely affected. Additional risks and uncertainties of which we currently are unaware or that are unknown or that we currently deem to be immaterial could have a material adverse effect on our business, financial condition and results of operation. We cannot assure you that we will successfully address any or all of these risks.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to the Securities, the issue and sale of the Securities will be passed upon on our behalf by Norton Rose Fulbright Canada LLP. The partners, counsel and associates of Norton Rose Fulbright Canada LLP, as a group, beneficially own, directly or indirectly, less than one percent of any class of our securities.

AUDITORS, REGISTRAR AND TRANSFER AGENT

The Company's external auditor is Ernst & Young LLP, located at 100 Adelaide Street West, Toronto, Ontario, M5H 0B3. Ernst & Young LLP has advised the Company that it is independent in the context of CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar of our Common Shares is Computershare Investor Services Inc. at its principal office in Toronto, Ontario.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL & RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto. In several of the provinces and territories, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto contain a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

In addition, original purchasers of convertible, exchangeable or exercisable Preferred Shares, Subscription Receipts, Warrants (unless the Warrants are reasonably regarded by the Company as incidental to the applicable offering as a whole) or convertible or exchangeable Debt Securities (or Units comprised partly thereof) will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of the convertible, exchangeable or exercisable Preferred Share, Subscription Receipt, Warrant or the convertible or exchangeable Debt Security. The contractual right of rescission will be further described in any applicable Prospectus Supplement, but will, in general, entitle such original purchasers to receive the amount paid for the applicable convertible, exchangeable or exercisable Security (and any additional amount paid upon conversion, exchange or exercise) upon surrender of the underlying securities acquired thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus.

In an offering of convertible, exchangeable or exercisable Preferred Shares, Subscription Receipts, Warrants or convertible or exchangeable Debt Securities (or Units comprised partly thereof), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which convertible, exchangeable or exercisable Preferred Shares, Subscription Receipts, Warrants or convertible or exchangeable Debt Securities (or Units comprised partly thereof) are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces or territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: October 19, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada, other than Québec.

CHIEF EXECUTIVE OFFICER

By: (signed) *Paul Hill*
President & Chief Executive Officer

CHIEF FINANCIAL OFFICER

By: (signed) *John Rim*
Chief Financial Officer

On behalf of the Board of Directors:

By: (signed) *John Gillberry*
Director

By: (signed) *Anna Tosto*
Director

