

**Orangeville Brampton Railway Access Group (OBRAG) Inc.
5375 Blind Line
Burlington, Ontario
L7P 0B1**

PRIVATE AND CONFIDENTIAL

December 16, 2020

VIA EMAIL and FACSIMILE

The Corporation of the Orangeville Railway Development Corp.
c/o Ed Brennan
87 Broadway Street
Orangeville, ON L9W 1K1
Email: ebrennan@orangeville.ca
Fax: 519-941-9569

GIO Railways Corporation Inc.
c/o Gerry Gionet
265 King St.
Port Colborne, ON L3K 4G8
Email: gerry.gionet@trilliumrailway.com
Fax: 905-735-7559

Re: Notice of Termination of the Tripartite Agreement

Dear Sirs:

Reference is made to the Tripartite Agreement (the “**Agreement**”), dated as of June 27, 2018, by and between Orangeville Brampton Railway Access Group (OBRAG) Inc. (“**we**”, “**us**” or “**our**”), The Corporation of the Orangeville Railway Development Corp. (“**ORDC**”) and GIO Railways Corporation (“**GIO**”, and together with ORDC, “**you**” or “**your**”), and the amendments thereto. Capitalized terms used but not defined herein have the meanings ascribed to them under the Agreement.

We hereby notify you that we have elected, pursuant to Section 59 of the Agreement, to terminate the Term of the Agreement, effective as of December 31, 2020. Accordingly, the Term of this Agreement shall be terminated on December 31, 2021.

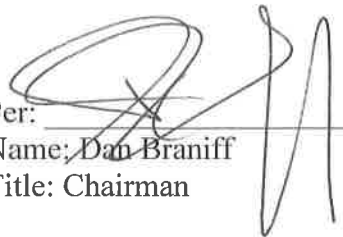
Following the effective date of this notice, you are required to perform your continued obligations under the Agreement, including that GIO shall continue to operate and provide the full range of Services as the Shortline Operator of the Rail Line during this period, and the continued obligation of OBRAG to pay GIO the revenues as agreed, and obligations provided in paragraphs 6(b).

Please direct any questions to Dan Braniff, Chairman at dan.braniff@roechling-plastics.ca.

This notice is without prejudice to any of our rights, powers, privileges, remedies and defences, now existing or hereafter arising, all of which are hereby expressly reserved.

Yours truly,

**ORANGEVILLE BRAMPTON RAILWAY
ACCESS GROUP (OBRAG) INC.**


Per: _____
Name: ~~Dan Braniff~~
Title: Chairman

cc: Ed Brennan, General Manager, ORDC
Gerry Gionet, CEO, GIO
Richard Lande, Administrator, OBRAG