



WesternOne Inc. Announces Closing of Sale of Equipment Rentals and Heat Business to United Rentals and Wind-up of Operations

VANCOUVER, BC (November 30, 2018) WesternOne Inc. (“**WesternOne**”) (Toronto Stock Exchange: WEQ and WEQ.DB) is pleased to announce the closing of the sale of WesternOne’s equipment rentals and heat business and substantially all of the related assets (collectively, the “**Business**”) to United Rentals of Canada, Inc. (“**United Rentals**”) for a base cash purchase price of Cdn\$120 million (the “**Transaction**”), prior to adjustments for working capital and other adjustments provided for in the definitive agreement governing the Transaction (the “**Agreement**”). As part of the closing, all debts owing by WesternOne to its secured lenders were paid in full.

Raymond James Ltd. acted as financial advisor to WesternOne in connection with the Transaction.

New Corporate Name

WesternOne also announced that it will change its corporate name effective November 30, 2018 from WesternOne Inc. to WEQ Holdings Inc. WesternOne’s common shares and the 6.25% convertible unsecured debentures with a maturity date of June 30, 2020 (the “**Debentures**”) will continue to trade on the Toronto Stock Exchange (the “**TSX**”) under their respective existing trading symbols until they are delisted from the TSX, as discussed below. WesternOne has made application to change the CUSIP/ISIN numbers for each such security. The TSX is expected to announce this change of name and numbers by bulletin during the week of December 3, 2018.

Convertible Debentures

Under the terms of the trust indenture dated February 26, 2010 and the third supplemental trust indenture dated March 28, 2013 (collectively, the “**Indenture**”) respecting the Debentures, the sale of the Business triggers a requirement for WesternOne to provide notice of a change of control (the “**Change of Control Notice**”) to holders of Debentures through the debenture trustee, Computershare Trust Company of Canada (the “**Debenture Trustee**”). WesternOne intends to deliver the Change of Control Notice on or about December 4, 2018 whereby holders of Debentures will have the option to require WesternOne to repurchase their respective Debentures in consideration of 101% of the principal amount of Debentures held plus accrued and unpaid interest (the “**Offer**”). The Offer will be open for 30 days until on or about January 4, 2019.

Also pursuant to the Indenture, WesternOne intends to deliver a notice of redemption (the “**Redemption Notice**”) on or about December 6, 2018 to the Debenture Trustee to redeem any Debentures which are not purchased under the Offer for a price of 100% of the principal amount of Debentures still held plus accrued and unpaid interest. Redemption of any remaining Debentures will take place on or about January 7, 2019.

Delisting

The common shares and Debentures of WesternOne are expected to cease trading and, pursuant to a voluntary application made to the TSX, be delisted on December 12, 2018. It is a term of the plan of liquidation that following the delisting from the TSX and implementation of the liquidation, all transfers of common shares and Debentures thereafter will be void unless made with the explicit sanction of the liquidator.

Concurrent with the commencement of the liquidation, WesternOne intends to apply to cease to be a reporting issuer so as to be relieved of further continuous disclosure obligations under securities laws.

Plan of Liquidation

As a result of shareholders approving of a plan of liquidation at the special meeting held on November 28, 2018 (the “**Special Meeting**”), WesternOne intends to set an effective date on or about December 17, 2018 to commence the liquidation under which the Bowra Group Inc. will be appointed as liquidator. Contemporaneously, WesternOne also intends to make an application to the Supreme Court of British Columbia (the “**Court**”) to seek a liquidation order, which includes an order to be relieved of its obligations to provide further financial statements and hold further shareholder meetings under corporate legislation and to seek a claims procedure order.

After its appointment, the liquidator will be tasked with winding up WesternOne’s operations and returning to its shareholders the net proceeds of the sale of the Business, after repayment of all remaining liabilities including the outstanding Debentures, taxes and transaction related expenses (collectively, the “**Obligations**”). Following the Special Meeting, and as part of the final negotiations between the parties in conjunction with the closing of the sale of the Business, United Rentals will have until the end of the post-closing adjustment period in May 2019 to make a claim under the Agreement before any initial distribution is made to WesternOne’s shareholders. Consequently, an interim distribution is now expected to be made in the second quarter of 2019, with a possible final distribution at the conclusion of the liquidation.

Forward-Looking Information

Certain statements in this news release may constitute “forward-looking information” within the meaning of applicable Canadian securities laws, which information involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements or industry results, to be materially different from any future results, performance or achievements or industry results expressed or implied by such forward-looking information. Forward-looking information is identified by the use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “will”, “would”, and similar terms and phrases, including references to assumptions. Such information includes, without limitation, statements with respect to: the intention to change the corporate name of WesternOne and that its common shares and Debentures will continue to trade on the TSX under their respective existing trading symbols until they are delisted from the TSX; the expected change in the CUSIP/ISIN numbers for each of the common shares and the Debentures and the expected TSX announcement of the change of name and numbers by bulletin during the week of December 3, 2018; the expected timing of the delivery of both the Change of Control Notice and the Redemption Notice, deadline for the Offer and redemption of any remaining Debentures; the commencement of the liquidation, appointment of the liquidator and application to seek a liquidation order; the role of the liquidator; the repayment of all of WesternOne’s Obligations; the estimated timing of the payment of distributions to shareholders; and the process and timing of the cease trading and delisting of WesternOne’s common shares and Debentures from the TSX. Actual events or results may differ materially.

Although the forward-looking information contained in this news release is based upon what WesternOne’s management believes to be reasonable assumptions, WesternOne cannot assure investors that actual results will be consistent with such information. Certain key expectations and assumptions made by WesternOne and reflected in the forward-looking information in this news release include without limitation: the Court will grant the liquidation order in substantially the form WesternOne applies for; there will be no material negative purchase price adjustments under the Agreement; there will be no intervening events that will materially reduce the amount funds available for distribution to shareholders following completion of the Transaction with United Rentals, or that delay the distribution of such funds; the impact of the current economic climate in Western Canada and the United States on WesternOne’s operations will remain consistent with WesternOne’s current

expectations, and the supply and demand for WesternOne's products and services and the related impact on the pricing on such products and services will remain consistent with WesternOne's current expectations.

Forward-looking information reflects current expectations of management regarding future events and operating performance as of the date of this news release. Such information involves significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including, without limitation: the risk that the Court will not grant a liquidation order in substantially the form WesternOne applies for or at all; the risk that there are material negative purchase price adjustments under the terms of the Agreement; the risk that the net proceeds of the Transaction will be less than previously disclosed and the expenses of WesternOne will exceed the amount estimated by WesternOne; the risk that distributions to shareholders will be delayed; and the risk that distributions to shareholders will be less than anticipated. Should any of the foregoing risks materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance, activities or achievements could vary materially from those expressed or implied by any forward-looking information contained in this news release. Readers are cautioned that the foregoing list of risks is not exhaustive. Additional information on these and other risk factors that could affect the operations or financial results of WesternOne can be found under "Risk Factors" in WesternOne's Annual Information Form dated March 27, 2018, WesternOne's Information Circular dated October 26, 2018 and Management's Discussion & Analysis dated November 6, 2018, all of which are available on SEDAR at www.sedar.com.

The forward-looking information contained herein is expressly qualified in its entirety by this cautionary statement. Forward-looking information reflects management's current beliefs and is based on information currently available to WesternOne. The forward-looking information is made as of the date of this news release and WesternOne assumes no obligation to update or revise such information to reflect new events or circumstances, except as may be required by applicable law.

Additional Information

Additional information relating to WesternOne and other public filings, is available on SEDAR at www.sedar.com or on WesternOne's website at www.weq.ca.

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