



**Community
CarShare**

203-290 King St. E.
Kitchener, ON N2G 2L3
T: 1-855-SHARE-99
F: 519-579-2195
W: communitycarshare.ca

January 25, 2018

CONFIDENTIAL

BY ELECTRONIC MAIL

The City of Hamilton
71 Main Street West
Hamilton, ON
L8P 4Y5

Attention: **Mike Zegarac, General Manager, Finance & Corporate Services**
Email: mike.zegarac@hamilton.ca

Subject: Loan Agreement dated as of May 30, 2012 between Community CarShare Co-Operative Inc., formerly known as The People's Car Co-Operative Inc., and The City of Hamilton (the "Agreement")

To whom it may concern:

Please be advised that Community CarShare Co-Operative Inc. (the "**Seller**") has entered into an asset purchase agreement dated as of January 18, 2018 with Virtue Transportation Systems Incorporated (the "**Purchaser**") pursuant to which the Seller has agreed to sell to the Purchaser substantially all its assets, including the rights and obligations under the Agreement (the "**Transaction**"). The Transaction is currently scheduled to close on February 28, 2018 (the "**Closing**").

In respect of the foregoing and for all purposes required under the Agreement, including, without limitation, Section 10.5 thereof, the Seller hereby requests that you confirm your consent to the Transaction, which consent is to be effective as of the date of Closing. Your signature below will confirm that, subject to the Closing of the Transaction and effective as of the date of Closing, the Agreement shall be assigned to the Purchaser without any other formality and that, for all intents and purposes of the Agreement, this letter constitutes sufficient and appropriate consent for all purposes required thereunder.

Mtl#: 2498090.2

Should you have any questions or require any additional information, we invite you to contact Janet MacLeod at janet@communitycarshare.ca or by telephone at 1-855-742-7399 ext. 2001.

Kindly date and sign this letter where indicated below and return a fully-executed copy thereof to the attention of Xavier Plamondon by e-mail at xplamondon@dwpv.com or by fax at 514-841-6499, with the original to follow at Davies Ward Phillips & Vineberg, Attn: Xavier Plamondon, 1501 McGill College, 26th Floor, Montreal, Quebec, H3A 3N9, Canada. Your response as soon as reasonably practicable and in no event later than February 9, 2018, would be greatly appreciated.

* * *

We thank you in advance for your cooperation in this matter,

Yours truly,

**COMMUNITY CARSHARE
CO-OPERATIVE INC.**

by 
Name: Mohan Thomas
Title: President, Board of Directors

Acknowledged, agreed and confirmed on this ____ day of _____, 2018.

THE CITY OF HAMILTON

by _____
Name:
Title: