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NEWS RELEASE

Exchange Income Corporation Announces \$70,000,000 Bought Deal Financing of 5.35% Convertible Unsecured Subordinated Debentures

Winnipeg, Manitoba – June 6, 2018 – Exchange Income Corporation (TSX: EIF) (the “Corporation”) announced today that it has reached an agreement with a syndicate of underwriters co-led by National Bank Financial Inc., Laurentian Bank Securities Inc. and CIBC Capital Markets, and including Cormark Securities Inc., Raymond James Ltd., RBC Capital Markets, Scotiabank, TD Securities Inc., BMO Capital Markets, Canaccord Genuity Corp., AltaCorp Capital Inc., Macquarie Capital Markets Canada Ltd., and Wellington-Altus Private Wealth Inc. (the “Underwriters”), pursuant to which the Corporation will issue on a “bought deal” basis, subject to regulatory approval, \$70,000,000 aggregate principal amount of convertible unsecured subordinated debentures (the “Debentures”) at a price of \$1,000 per principal amount of Debentures (the “Offering”). The Corporation has granted to the Underwriters an over-allotment option to purchase up to an additional \$10,500,000 aggregate principal amount of Debentures at the same price, exercisable in whole or in part at any time for a period of up to 30 days following closing of the Offering, to cover over-allotments. The Corporation intends to use the net proceeds from the Offering to fund the redemption of certain debentures as set forth below and to reduce indebtedness under the credit facility of the Corporation. The Debentures will bear interest from the date of closing at 5.35% per annum, payable semi-annually in arrears on June 30 and December 31 each year commencing December 31, 2018. The Debentures will each have a maturity date of June 30, 2025 (the “Maturity Date”).

The Debentures will be convertible at the holder’s option at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the Corporation for redemption of the Debentures into common shares of the Corporation (“Common Shares”) at a conversion price of approximately \$[49.00] per Common Share, being a conversion rate of [20.4082] Common Shares for each \$1,000 principal amount of Debentures, subject to adjustment as provided in the indenture governing the Debentures.

The Corporation also announced that it will issue a notice of redemption to the holders of its currently outstanding 7 year 5.35% convertible senior unsecured debentures maturing on March 31, 2020 (the “2013 Debentures”). The Corporation has had the right to redeem the 2013 Debentures since March 31, 2018, and subject to all necessary approvals, will redeem all issued and outstanding 2013 Debentures following the closing of the Offering on a date to be determined by the Corporation (the “Redemption Date”). Holders of the 2013 Debentures will have the option to convert the 2013 Debentures into Common Shares prior to the Redemption Date at a price of \$41.60 per share. The 2013 Debentures are redeemable at a redemption price equal to their principal amount, plus accrued and unpaid interest thereon up to, but excluding, the Redemption Date. As of the close of business on June 5, 2018, there was approximately \$65 million principal amount of 2013 Debentures issued and outstanding.

The Corporation intends to use the net proceeds of the Offering to fund the redemption of the 2013 Debentures, as required, and to repay indebtedness under its credit facility. The redemption of the 2013 Debentures is not conditional upon the completion of the Offering.

Closing of the Offering is expected to occur on or about June 26, 2018. The Offering is subject to normal regulatory approvals, including approval of the Toronto Stock Exchange of the listing of the Debentures and the Common Shares to be issued upon conversion of the Debentures. The Debentures will be offered in each of the provinces of Canada by way of a short form prospectus, and by way of private placement in the United States to Qualified Institutional Buyers pursuant to Rule 144A.



About Exchange Income Corporation

Exchange Income Corporation is a diversified acquisition-oriented company, focused in two sectors: aerospace & aviation services and equipment, and manufacturing. The Corporation uses a disciplined acquisition strategy to identify already profitable, well-established companies that have strong management teams, generate steady cash flow, operate in niche markets and have opportunities for organic growth.

The Corporation currently operates two segments: Aerospace & Aviation and Manufacturing. The Aerospace & Aviation segment consists of the operations by Perimeter Aviation, Keewatin Air, Calm Air International, Bearskin Lake Air Service (operating as a division of Perimeter Aviation), Custom Helicopters, Regional One, Provincial Aerospace and Moncton Flight College, and an investment in Wasaya Group. The Manufacturing segment consists of the operations of Overlanders Manufacturing, Water Blast, Stainless Fabrication, WesTower Communications, Ben Machine and Quest Window Systems. For more information on the Corporation, please visit www.ExchangeIncomeCorp.ca. Additional information relating to the Corporation, including all public filings, is available on SEDAR (www.sedar.com).

Caution Concerning Forward-Looking Statements

The statements contained in this news release that are forward-looking are based on current expectations and are subject to a number of uncertainties and risks, and actual results may differ materially. These uncertainties and risks include, but are not limited to, the dependence of Exchange Income Corporation on the operations and assets currently owned by it, the degree to which its subsidiaries are leveraged, the fact that cash distributions are not guaranteed and will fluctuate with the Corporation's financial performance, dilution, restrictions on potential future growth, the risk of shareholder liability, competitive pressures (including price competition), changes in market activity, the cyclical nature of the industries, seasonality of the businesses, poor weather conditions, and foreign currency fluctuations, legal proceedings, commodity prices and raw material exposure, dependence on key personnel, and environmental, health and safety and other regulatory requirements. Further information about these and other risks and uncertainties can be found in the disclosure documents filed by Exchange Income Corporation with the securities regulatory authorities, available at www.sedar.com.

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