

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares (the “**Common Shares**”) of TWC Enterprises Limited (“**TWC**”). TWC’s head office is located at 55 City Centre Drive, Suite 1000, Mississauga, ON, L5B 1M3.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The Common Shares were acquired through the facilities of the Toronto Stock Exchange and alternative Canadian trading systems.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Paros Enterprises Limited (“**Paros**”)
55 City Centre Drive, Suite 1000
Mississauga, Ontario L5B 1M3

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Between November 4, 2014 and September 20, 2018, Paros and S.N.A. Management Limited (“**S.N.A.**”) acquired 1,211,117 Common Shares of TWC. Paros acquired 1,075,455 Common Shares through (i) the facilities of the Toronto Stock Exchange and alternative Canadian trading systems, (ii) the issuance of stock dividends of TWC and (iii) the exercise by Paros of options to purchase Common Shares. S.N.A. acquired 135,662 Common Shares through the issuance of stock dividends. The Common Shares acquired by Paros represent approximately 4.43% of the issued and outstanding Common Shares.

Both Paros and S.N.A. are controlled by K. Rai Sahi, who is also the Chairman, President and Chief Executive Officer of TWC.

2.3 State the names of any joint actors.

See item 2.2 above.

Item 3 - Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.**

See item 2.2 above.

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

Paros has acquired ownership of the Common Shares that are subject of this report.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately prior to the transactions that triggered the requirement to file this report, Paros (together with S.N.A. and K. Rai Sahi) owned 17,595,906 Common Shares, representing approximately 66.7% of the issued and outstanding Common Shares. Immediately following the transactions that triggered the requirement to file this report, Paros (together with S.N.A. and K. Rai Sahi) owns 18,807,023 Common Shares, representing 68.85% of the issued and outstanding Common Shares.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 3.4 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6** If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7** If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8** If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 - Consideration Paid

- 4.1** State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Common Shares were acquired at an average weighted price per common share of approximately \$10.60.

- 4.2** In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

- 4.3** If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

Paros acquired the Common Shares for investment purposes. Paros and its affiliates may from time to time, depending on market and other conditions or relevant factors, increase or decrease its beneficial ownership, control or direction over securities of TWC through market transactions, private agreements or otherwise.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Not applicable.

Item 7 - Change in material fact

Not applicable.

Item 8 - Exemption

Not applicable.

Item 9 - Certification

Certificate

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated as of the 27th day of September, 2018

By: (Signed) "Beverley G. Flynn"

Name: Beverley G. Flynn

Title: Secretary