

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.

Update to Early Warning Report filed on June 29, 2017 by 2507492 Ontario Ltd. ("TolnaiCo"), a personal holding company owned by Peter Tolnai.

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 common shares ("Pinetree Shares") of Pinetree Capital Ltd. ("Pinetree").

Pinetree's address is:

Suite 1100, 34 King Street East
Toronto, ON M5C 2X8

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 Disposition (as defined below) took place pursuant to a share purchase agreement, as described in Item 2.2 and did not take place on a stock exchange or other market.

Item 2 - Identity of the Acquiror

2.1 State the name and address of the acquiror.

Peter Tolnai
47 Duggan Avenue
Toronto, ON M4V 1Y1

The Pinetree Shares beneficially owned by Peter Tolnai that were sold pursuant to the Disposition were held by TolnaiCo, a corporation wholly-owned by Peter Tolnai that is incorporated under the laws of the Province of Ontario. TolnaiCo is a personal holding company for Mr. Tolnai's Pinetree Shares.

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.

On September 12, 2017, Peter Tolnai, through TolnaiCo, sold 2,808,891 Pinetree Shares to 1388369 Ontario Inc. ("1388 Ontario") at a price of C\$2.23 per Pinetree Share for an aggregate purchase price of C\$6,263,826.93, pursuant to a share purchase agreement between TolnaiCo and 1388 Ontario (the "Disposition").

2.3 State the names of any joint actors.

Peter Tolnai is the legal and beneficial owner of TolnaiCo.

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 this report and the change in the acquiror's securityholding percentage in the class of securities.**

Peter Tolnai, through TolnaiCo, disposed of 2,808,891 Pinetree Shares, representing a decrease of approximately 31.1% in Peter Tolnai's beneficial securityholding percentage.

- 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 this report.**

Peter Tolnai, through TolnaiCo, disposed of ownership and control of 2,808,891 Pinetree Shares.

- 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.**

Prior to the Disposition, Peter Tolnai beneficially owned a total 3,511,114 Pinetree Shares, representing approximately 38.8% of the issued and outstanding Pinetree Shares. Following the Disposition, Peter Tolnai beneficially owns 702,223 Pinetree Shares, representing approximately 7.8% of the issued and outstanding Pinetree Shares.

As a result of the Disposition, Peter Tolnai's ownership of Pinetree Shares is now below the reporting threshold prescribed by applicable securities laws.

- 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,**

Peter Tolnai has beneficial ownership and control over all the Pinetree Shares referred to in 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.**

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 consideration received by TolnaiCo in connection with the Disposition was C\$2.23 per Pinetree Share, representing total consideration of C\$6,263,826.93.

- 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.**

See Item 4.1 above.

- 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.**

The purpose of the Disposition was due to changes in Peter Tolnai's personal circumstances. Following the Disposition, Peter Tolnai has beneficial ownership of approximately 7.8% of the Pinetree Shares and has no immediate plans to acquire or dispose of any additional Pinetree Shares. In the future, Peter Tolnai may from time to time acquire or dispose ownership of, or control or direction over, additional Pinetree Shares for investment purposes. Following closing of the Disposition, Peter Tolnai resigned as Chief Executive Officer of Pinetree but will continue to serve as Chairman of its board of directors.

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

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report

relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 - Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Section 4.2 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* ("NI 62-104"). The Disposition was made pursuant to a share purchase agreement, as described in Item 2.2, from one purchaser and no offer was made to any other person. The value of the consideration paid for each Pinetree Shares sold (C\$2.23), is not greater than 115% of the market price of the Pinetree Shares on the date hereof as determined in accordance with section 1.11 of NI 62-104. No brokerage fees or commissions were paid in connection with the Disposition.

Item 9 - Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an 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.

September 12, 2017

Date

"Peter Tolnai"

Signature

Peter Tolnai

Name