ANNUAL INFORMATION FORM
for the year ended December 31, 2021

Dated: March 3, 2022

TABLE OF CONTENTS

ANNUAL INFORMATION FORM

INTRODUCTION

General

In this annual information form (this "**Annual Information Form**"), unless the context otherwise requires, "**PLC**" or the "**Company**" refers to Park Lawn Corporation, its subsidiaries and divisions and their respective predecessors. Unless otherwise indicated, references to "dollars" and "$" are to Canadian dollars, and the information contained herein is given as at December 31, 2021, and should be read in conjunction with PLC's audited consolidated financial statements for the financial year ended December 31, 2021.

Forward-looking Information

All information other than statements of current and historical fact contained in this Annual Information Form is forward-looking information. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" "occur" or "be achieved" and similar words or the negative thereof. The forward-looking information contained herein is expressly qualified in its entirety by this cautionary statement.

Forward-looking information in this Annual Information Form includes, but is not limited to, statements regarding the Company's business, future development and construction, future financial position and business strategy, the death care industry, potential acquisitions, potential business partnerings, litigation, the ability of the Company to procure additional sales from new and existing customers, and the Company's plans and objectives. By its nature, forward-looking information is inherently uncertain, is subject to risk and is based on numerous assumptions, including those regarding present and future business strategies, the environment in which the Company will operate in the future, expected revenues, expansion plans and the Company's ability to achieve its goals. Although management of the Company believes that the expectations represented in such forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct.

The future outcomes that relate to forward-looking information may be influenced by many factors that could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking information, including, but not limited to, the risks associated with the ongoing COVID-19 pandemic and the other risk factors described under the heading "Risk Factors" in this Annual Information Form. The Company cautions that such list of risk factors is not exhaustive, and that, when relying on forward-looking information to make decisions with respect to the Company, readers should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking information.

There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is provided as of the date of this Annual Information Form or such other date specified herein, and the Company assumes no obligation to update or revise such forward-looking information to reflect new events or circumstances except as required under applicable securities laws.

CORPORATE STRUCTURE

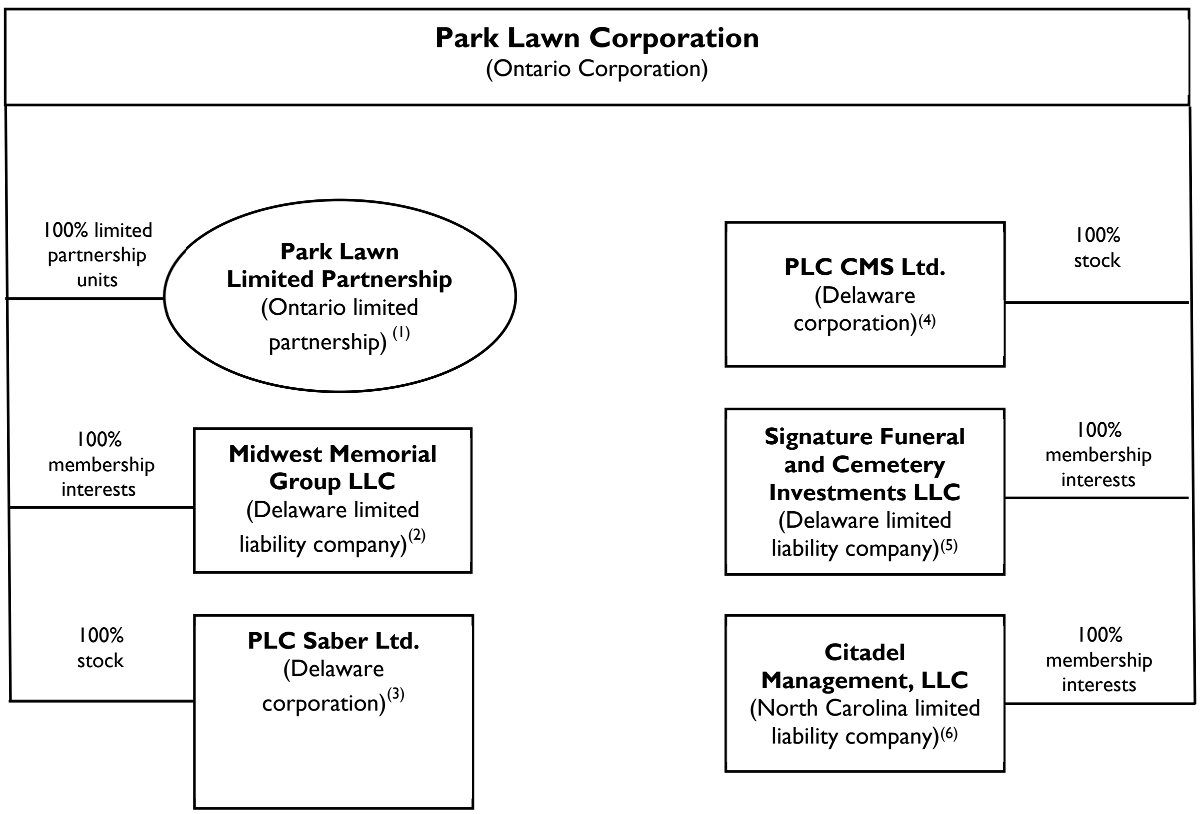
Name, Address and Incorporation

Park Lawn Corporation is an Ontario corporation existing under the *Business Corporations Act* (Ontario) (the "**OBCA**").

The Company's head and registered office is located at 2 St. Clair Avenue West, Suite 1300, Toronto, Ontario M4V 1L5.

Intercorporate Relationships

The following diagram illustrates the inter-corporate relationships between the Company and its material subsidiaries as at the date of this Annual Information Form:



Notes:

Notes (1) – (6) to the above diagram are contained in "Appendix B – Intercorporate Relationships" to this Annual Information Form.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

PLC's business began in 1915 with the incorporation of Park Lawn Cemetery Company, which subsequently acquired the Humberdale cemetery, now named Park Lawn Cemetery, which had been operating since 1892. PLC was incorporated on October 15, 2010 under the OBCA, following changes to the *Income Tax Act* (Canada), for the purpose of continuing the Company's business, which, at that time, was carried on by Park Lawn Income Trust, whose units began trading on the TSX Venture Exchange ("**TSXV**") in September 2006. On October 19, 2016, PLC's common shares (the "**Common Shares**") were delisted from the TSXV and began trading on the Toronto Stock Exchange ("**TSX**") under the symbol "PLC". Subsequently, on February 11, 2022, PLC launched a U.S. denominated ticker symbol, "PLC.U" on the TSX, under which purchases and sales of its Common Shares can be made in U.S. dollars.

Three Year History

Cress Acquisition

On April 1, 2019, the Company announced that it completed the acquisition of Cress Funeral Service Inc. (the "**Cress Acquisition**"). The Cress Acquisition expanded the Company's footprint into Wisconsin by adding eight funeral homes and two crematoria to PLC's portfolio. The Cress Acquisition was funded from the Credit Facility (as hereinafter defined).

2019 *Equity Offering*

On April 23, 2019, the Company completed its offering of Common Shares (the "**2019 Offering**") with a syndicate of underwriters co-led by National Bank Financial Inc., CIBC Capital Markets and Cormark Securities Inc. on a bought deal basis. In connection with the 2019 Offering, the Company issued 5,605,100 Common Shares (including Common Shares issued pursuant to the exercise in full of the over allotment option granted by the Company) at a price of $25.65 per Common Share for gross proceeds of over $143 million. The net proceeds of the 2019 Offering were used to repay the Company's outstanding indebtedness under the Credit Facility and indebtedness related to the Cress Acquisition, to fund the Company's ongoing growth initiatives, and for general corporate purposes.

Ziegenhein Acquisition

On May 2, 2019, the Company announced that it acquired substantially all the outstanding assets of John L. Ziegenhein & Sons Undertakers Inc. (the "**Ziegenhein Acquisition**"). The Ziegenhein Acquisition expanded PLC's operations in Missouri with the addition of two funeral homes in St. Louis. The Ziegenhein Acquisition was funded with proceeds from the 2019 Offering.

Baue Acquisition

On June 4, 2019, the Company announced that it completed the acquisition of all the outstanding stock and membership interests of The Baue Funeral Home Co. (the "**Baue Acquisition**"). The Baue Acquisition added a large cemetery and four funeral homes, all based in Missouri, to PLC's portfolio. The Baue Acquisition was funded with proceeds from the 2019 Offering.

Integrity Acquisition

On June 27, 2019, the Company announced that it completed the purchase of the assets of Integrity Funeral Care (the "**Integrity Acquisition**"). The Integrity Acquisition added a funeral business to complement PLC's existing cemetery operations in Houston, Texas.

Horan Acquisition

On July 2, 2019, the Company announced that it completed the acquisition of all the outstanding equity of Horan & McConaty Funeral Services Inc. (the "**Horan Acquisition**"). As the Horan Acquisition was a significant acquisition for the Company under Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI51-102**"), a Form 51-102F4 was filed on SEDAR on September 13, 2019 in respect thereof. The Horan Acquisition augmented the existing PLC business with a portfolio of two cemeteries and eleven funeral homes in Denver and Aurora, Colorado. The Horan Acquisition was funded with the remaining proceeds from the 2019 Offering and the Credit Facility.

Journey Acquisition

On November 18, 2019, the Company acquired the assets of two U.S. businesses: Journey Group Texas One, LLC and Journey Group Texas Two, LLC located in central Texas (collectively, the "**Journey Acquisition**"). The Journey Acquisition expanded PLC's footprint in Texas by adding two combination funeral homes and cemeteries, three cemeteries and three stand-alone funeral homes to PLC's portfolio. The Journey Acquisition was funded from cash on hand and the Credit Facility.

Acquisitions of Family Legacy, LLC and WG-TN, LLC

On January 31, 2020, the Company announced that it completed the acquisition of all of the outstanding stock and membership interests of Family Legacy, LLC (the "**Family Legacy Acquisition**"), as well as all of the outstanding membership interests in WG-TN, LLC (the "**Harpeth Hills Acquisition**"). Both the Family Legacy Acquisition and Harpeth Hills Acquisition expanded PLC's operations into the Tennessee market by adding four combination funeral homes and cemetery properties, seven stand-alone funeral homes and two stand-alone cemeteries, and were funded with the proceeds from the Credit Facility.

COVID-19 Pandemic

As the pandemic began to unfold in early 2020, it was unclear as to the scope, severity or duration of COVID-19, including the financial impact it might have on the Company in the weeks and months ahead. With that in mind, the Company implemented contingency planning procedures in early March 2020 to limit its financial risks. This included implementing measures to reduce operating expenses in certain areas of the business, including minimizing the use of part-time employees, eliminating non-essential expenses such as travel, reducing marketing and advertising expenditures, reducing corporate expenses where possible and managing field level maintenance programs to essential matters only. The Company also deferred or slowed the pace of a number of planned maintenance and growth capital expenditure programs, examined its acquisition pipeline and deferred many opportunities as it focused on preserving financial flexibility.

To protect the health and well-being of all employees, their families and client families, the Company implemented enhanced safety protocols and procedures designed for working with any deceased who may have been infected by COVID-19. Likewise, it also put into place safety protocols and procedures in regard to its interactions with customers to protect the health and safety of all concerned. The Company implemented web broadcasting of funeral services and provided other alternatives to traditional visitations and services so that friends and family could be included at the funeral service of loved ones. In addition, stay at home orders impacted pre-need sales such that the Company is now utilizing different strategies and technology, such as virtual meeting platforms, to discuss and arrange service and product offerings with clients. The Company began utilizing its family contacts in conjunction with the triggering effect that the pandemic created, resulting in a backlog of contacts and opportunities. It also implemented work from home policies where possible to reduce the risk of its employees being exposed to the infection. Due to the measures implemented and the great work of PLC's people, the pandemic has not, to date, had a materially negative impact on the overall financial performance of the business. As a result, the Company was able to reactivate several growth oriented objectives during the second and third quarter of 2020, including certain capital expenditure programs and its acquisition program. In 2021, as pandemic-related restrictions eased, the Company experienced an increase in services performed in COVID-19 hot spots, as well as from a renewed interest in celebrating life. Further, the Company also observed an increase in the pre-planning of funeral and burial services.

At the start of the pandemic in 2020, the Canadian and U.S. governments announced measures to support workers and businesses through the COVID-19 crisis. In the U.S., the Company took steps under the Coronavirus Aid, Relief, and Economic Security Act (the "**CARES Act**") to defer the employer portion of certain components of the Company's payroll -related tax remittances through to December 31, 2020, with one-half of the deferred amounts due by December 31, 2021 and the balance of the deferred amount due by December 31, 2022. In Canada, the programs allowed for a deferral of income taxes and HST payments until June 30, 2020, but more significant was the Canada Emergency Wage Subsidy program, which allowed for qualifying companies to recover 75% of certain wages paid from March to June 2020. The Company applied for and received approximately $1.0 million in wage subsidies for the first two claim periods.

*Resignation of Andrew Clark as Chief Executive Officer and Chairman of PLC's board of directors (the "**Board**"), and Appointments of J. Bradley Green as Chief Executive Officer and a member of the Board, Jay D. Dodds as President and Chief Operations Officer and a member of the Board, and Paul Smith as Chairman of the Board*

Effective February 18, 2020, Andrew Clark, then Chairman of the Board and Chief Executive Officer, resigned from his position as Chairman of the Board, and Paul Smith, an independent director of PLC, assumed the role of Chairman of the Board. On March 31, 2020, Mr. Clark stepped down from his position as Chief Executive Officer, and J. Bradley Green, the Company's then President, assumed the role of Interim Chief Executive Officer, effective March 31, 2020. On May 12, 2020, Mr. Clark resigned from the Board, and on June 22, 2020, the Board appointed Mr. Green to the position of Chief Executive Officer and as a member of the Board, and Jay D. Dodds as President and Chief Operations Officer of the Company and a member of the Board.

Construction of On-Site Funeral Visitation and Reception Centre at Westminster Cemetery, Toronto

On March 2, 2020, the Company announced that construction of an on-site funeral visitation and reception centre at the Westminster Cemetery in Toronto, Ontario had begun. The 32,100 square foot facility will be the Company's first on-site funeral visitation and reception centre in Canada. Construction is expected to be completed in the second quarter of 2022.

Development of the Eternal Sunset Memorial Park and Cemetery

On March 5, 2020, the Company provided an update on the continuing development of the 78-acre Eternal Sunset Memorial Park and Cemetery in Lafayette, New Jersey. Since November 2018, PLC has developed and opened approximately 15,150 new lots in inventory, having sold over 9,000 lots to multiple associations and hundreds of families. The Company has also begun development of another 1,750 lots, with an anticipated completion date of July 2022, and an additional 5,000 lots scheduled to be built in 2023 and 2024. The new cemetery office and meeting space will be completed in July 2022, as well as a new maintenance yard and maintenance building by early 2023. Up to three free standing columbaria will also be installed in late 2022 and early 2023.

Senior Unsecured Debentures

On July 14, 2020, the Company completed a bought deal offering (the "**2020 Offering**") of senior unsecured debentures (the "**Debentures**"). A total of $75 million aggregate principal amount of Debentures were issued at a price of $1,000 per Debenture. PLC also granted the underwriters, co-led by CIBC World Markets Inc. and National Bank Financial Inc., an over-allotment option (the "**Over-Allotment Option**") to purchase up to an additional $11.25 million aggregate principal amount of Debentures on the same terms and conditions. This Over-Allotment Option was exercised in full following the closing of the 2020 Offering, for total gross proceeds of $86.3 million. The net proceeds from the 2020 Offering were used to pay down the Credit Facility and for general corporate purposes.

The Debentures bear interest at a rate of 5.75% per annum, are payable semi-annually in arrears on June 30 and December 31 of each year, and will mature on December 31, 2025 (see "Description of Capital Structure – Debentures").

Divestiture of All Faiths of the Pines

On August 5, 2020, the Company disposed of substantially all of the assets of All Faiths of the Pines in Smithville, Texas, a single stand-alone funeral home that had been previously acquired by the Company as part of the Journey Acquisition.

Retirement of Joseph Leeder and Appointment of Daniel Millett as Chief Financial Officer

On September 8, 2020, the Company announced the appointment of Daniel Millett as Chief Financial Officer of the Company. Mr. Millet succeeded Joseph Leeder, who retired after serving as PLC's Chief Financial Officer since 2013.

Bowers Acquisition

On October 1, 2020, the Company completed the acquisition of the assets of Bowers Funeral Service Ltd. (the "**Bowers Acquisition**"). The Bowers Acquisition added three funeral homes to PLC's portfolio, located in Salmon Arm, Golden and Revelstoke, British Columbia. The Bowers Acquisition was funded with cash on hand.

J.F. Floyd Acquisition

On November 2, 2020, the Company announced the acquisition of all the outstanding stock of W.R. Floyd Corp. and Floyd Properties, Inc., and a majority of the assets of W.R. Floyd Services, Inc., GRAS, LLC, Piedmont Crematory, Inc. and Floyd's Pet Cremation, LLC (collectively, the "**J.F. Floyd Acquisition**"), a group of businesses located in Spartanburg and Charleston, South Carolina. The J.F. Floyd Acquisition added four funeral home locations (three of which are on-sites), six stand-alone cemeteries and one stand-alone crematory to PLC's portfolio, and was funded primarily with cash on hand.

Construction of Integrity Funeral Home

On December 7, 2020, PLC opened its newly constructed funeral home, Integrity Funeral Home at Forest Lawn Cemetery, in Houston, Texas. The building is approximately 12,000 square feet and includes a chapel that seats over 200 people.

Winscott Acquisition

Effective December 15, 2020, the Company purchased the assets of Winscott Funeral Service Corporation (the "**Winscott Acquisition**"). The Winscott Acquisition added a single funeral home located in Benbrook, Texas, to PLC's portfolio.

Wichmann Acquisition

Effective April 1, 2021, the Company acquired all of the assets of Wichmann Funeral Home & Crematory, Inc., BDB Company LLP and 312 Milwaukee Street, LLC (collectively, the "**Wichmann Acquisition**"), a group of businesses located in Appleton, Wisconsin and surrounding areas. The Wichmann Acquisition added five funeral home locations and one cremation business, and was funded through a combination of the Credit Facility and PLC's available cash on hand.

West Acquisition

Effective April 22, 2021, the Company acquired all of the assets of West Funeral Home, Inc., West Monument Company and Cemetery, Inc. and Sky View Memorial Park, Inc. (collectively, the "**West Acquisition**"), located in Weaverville and Asheville, North Carolina. The West Acquisition added three cemeteries, one funeral home and one monument company to PLC's portfolio, and was funded by a combination of the Credit Facility and PLC's available cash on hand.

Williams Acquisition

Effective May 1, 2021, the Company acquired all of the issued and outstanding membership interests of Cremation Society of Tennessee and Family Care Services, LLC, and the outstanding stock of Polk Memorial Gardens Corporation and Williams Funeral Home, Inc. (collectively, the "**Williams Acquisition**"). The Williams Acquisition expanded PLC's footprint in the Tennessee market with two funeral homes, three cemeteries and one cremation business located in Columbia, Mt. Pleasant and Pulaski, Tennessee. The Williams Acquisition was funded by a combination of the Credit Facility and PLC's available cash on hand.

Construction of Waco Funeral Home

On May 13, 2021, the Company announced it had executed an agreement to commence construction of a new funeral home (the "**Waco Funeral Home**"). The Waco Funeral Home will be located on-site at Waco Memorial Park in Waco, Texas. Construction is expected to be completed by the end of 2022.

Divestiture of Parkland

On June 18, 2021, the Company disposed of all of its shareholdings in the capital of Parkland Funeral Holdings Ltd., consisting of nine funeral homes in Manitoba and Saskatchewan, that had been previously acquired by the Company.

Legacy Acquisition

Effective August 9, 2021, the Company acquired the membership interests of Legacy Funeral Homes of Mississippi, LLC, Reimann Funeral Properties, LLC and the James Webb Funeral Home (collectively, the "**Legacy Acquisition**"). The Legacy Acquisition expanded PLC's market share in the state of Mississippi by adding one on-site funeral home and cemetery location and ten funeral homes. The Legacy Acquisition was funded through the Credit Facility and available cash on hand.

Williamson Acquisition

On September 1, 2021, the Company completed its acquisition of the assets of the Williamson Memorial Funeral Home and Cremation Services, LLC, Williamson Memorial Gardens, Inc. and Spring Hill Memorial Park, Funeral Home and Cremation Services, LLC (collectively, the "**Williamson Acquisition**"). The Williamson Acquisition further expanded the Company's footprint in Tennessee by adding two combination funeral home and cemetery locations, and one cremation business, located in Franklin and Spring Hill, Tennessee. The Williamson Acquisition was funded through the Credit Facility and PLC's available cash on hand.

Credit Facility

On August 31, 2021, the Company entered into a third amended and restated credit agreement with a syndicate of lenders led by National Bank of Canada, to increase its overall borrowing capacity by $50 million to $300 million on a cost neutral basis with a maturity date of August 31, 2026 (as amended, amended and restated, renewed, extended, supplemented, replaced or otherwise modified from time to time, the "**Credit Facility**"). The principal amounts outstanding under the Credit Facility bear variable interest at the banker's acceptance rate plus an applicable margin based on a leverage ratio calculation. As part of the amendment, the interest spread of the variable interest rate was reduced. Under the Credit Facility, the Company has the ability, through a U.S. subsidiary, to borrow funds in United States dollars.

Under the Credit Facility, all amounts borrowed may be repaid at any time and re-borrowed, subject to certain terms and conditions. PLC's obligations are: (i) secured by a first-priority lien (subject to permitted liens and other exceptions) over substantially all present and future personal property and real property; and (ii) guaranteed by each of the Company's wholly-owned material subsidiaries. The Credit Facility also includes certain financial and non-financial covenants that PLC must comply with.

The outstanding balance under the Credit Facility, including letters of credit issued, as of December 31, 2021, was $109,819,903.

2021 Equity Offering

On September 3, 2021, the Company completed a public offering of Common Shares with a syndicate of underwriters (the "**Underwriters**") co-led by Scotia Capital Inc. and National Bank Financial Inc. on a bought deal basis (the "**2021 Offering**"). Pursuant to the 2021 Offering, the Company issued a total of 4,081,000 Common Shares at a price of $36.40 per Common Share for total gross proceeds of approximately $148.5 million, which included proceeds from the full exercise by the Underwriters of an over-allotment option to purchase an additional 371,000 Common Shares.

The net proceeds from the 2021 Offering were used to pay down the Credit Facility to free up capacity to fund potential future acquisitions and organic growth opportunities, and for general corporate purposes. The Common Shares were offered pursuant to a short-form prospectus filed in each of the provinces of Canada.

Malcolm, Deavitt & Binhammer Acquisition

On October 1, 2021, the Company completed its acquisition of the assets of Malcolm, Deavitt & Binhammer Funeral Home Limited, a single funeral home business in Pembroke, Ontario, from cash on hand.

Change of Auditor

On October 14, 2021, PLC issued a Notice of Change of Auditor pursuant to NI 51-102 to announce the resignation of MNP LLP ("**MNP**") as the Company's auditor, at the request of the Company. MNP's resignation is effective as of the day immediately following the date of MNP's report in respect of its audit of the Company's consolidated financial statements for the year ended December 31, 2021. The Company also announced the appointment of KPMG LLP ("**KPMG**") as its auditor, following completion of a request for proposal process to fill the vacancy from the effective date of MNP's resignation until the next annual meeting of shareholders of the Company.

Pugh Acquisition

On October 25, 2021, the Company completed the acquisition of substantially all of the assets of Pugh Funeral Homes and New Hope Memorial Gardens (collectively, the "**Pugh Acquisition**"), a business consisting of five funeral homes and one cemetery located in central North Carolina. The Pugh Acquisition was funded through the Credit Facility and available cash on hand.

Smith Acquisition

On November 15, 2021, the Company completed its acquisition of substantially all of the assets of Smith Funeral & Cremation Service, Life & Legacy Cremation Center and Smith Event Centers, as well as Grandview Cemetery and Cremation by Grandview (collectively, the "**Smith Acquisition**"). The Smith Acquisition added one funeral home, one combination funeral home and cemetery property and five event centers in Maryville, Tennessee, and was funded through the Credit Facility and available cash on hand.

Ingram Acquisition

On December 13, 2021, the Company announced the acquisition of substantially all of the assets of Ingram Funeral Home & Crematory, Inc. (the "**Ingram Acquisition**"). The Ingram Acquisition expanded PLC's footprint in the U.S. through the purchase of a stand-alone funeral home located in Cumming, Georgia, and was financed with the Credit Facility and available cash on hand.

Adoption of a Quarterly Dividend Payment Schedule

On December 20, 2021, the Company announced that it was moving from a monthly to a quarterly dividend payment schedule, with dividends expected to be paid in March, June, September and December of each calendar year, subject to approval of the Board. The dividend rate remains the same at $0.114 per Common Share per quarter ($0.456 per Common Share annually).

Lakeland Place

On December 29, 2021, the Company acquired substantially all the assets, consisting principally of inventory and undeveloped cemetery property, of Lakeland Place Garden Park Cemetery, LLC, Lakeland Place, LLC. and Kelman, LLC. ("**Lakeland Place**"), located in Brandon, Mississippi (the "**Lakeland Acquisition**"). Lakeland Place will be combined with PLC's existing Ott & Lee business also located in Brandon, Mississippi, and the Company intends to further develop the property to support its organic growth initiatives. The Lakeland Acquisition was financed with the Credit Facility and available cash on hand.

Recent Developments

Change in Presentation Currency

On January 1, 2022, the Company transitioned to a U.S. dollar presentation currency in order to reduce the volatility from exchange rates, given that approximately 90% of the Company's revenues are generated from operations in the U.S. The Company applied the change retrospectively and restated the comparative financial information in its audited consolidated financial statements for the year ended December 31, 2021, as if the presentation currency had always been in U.S. dollars.

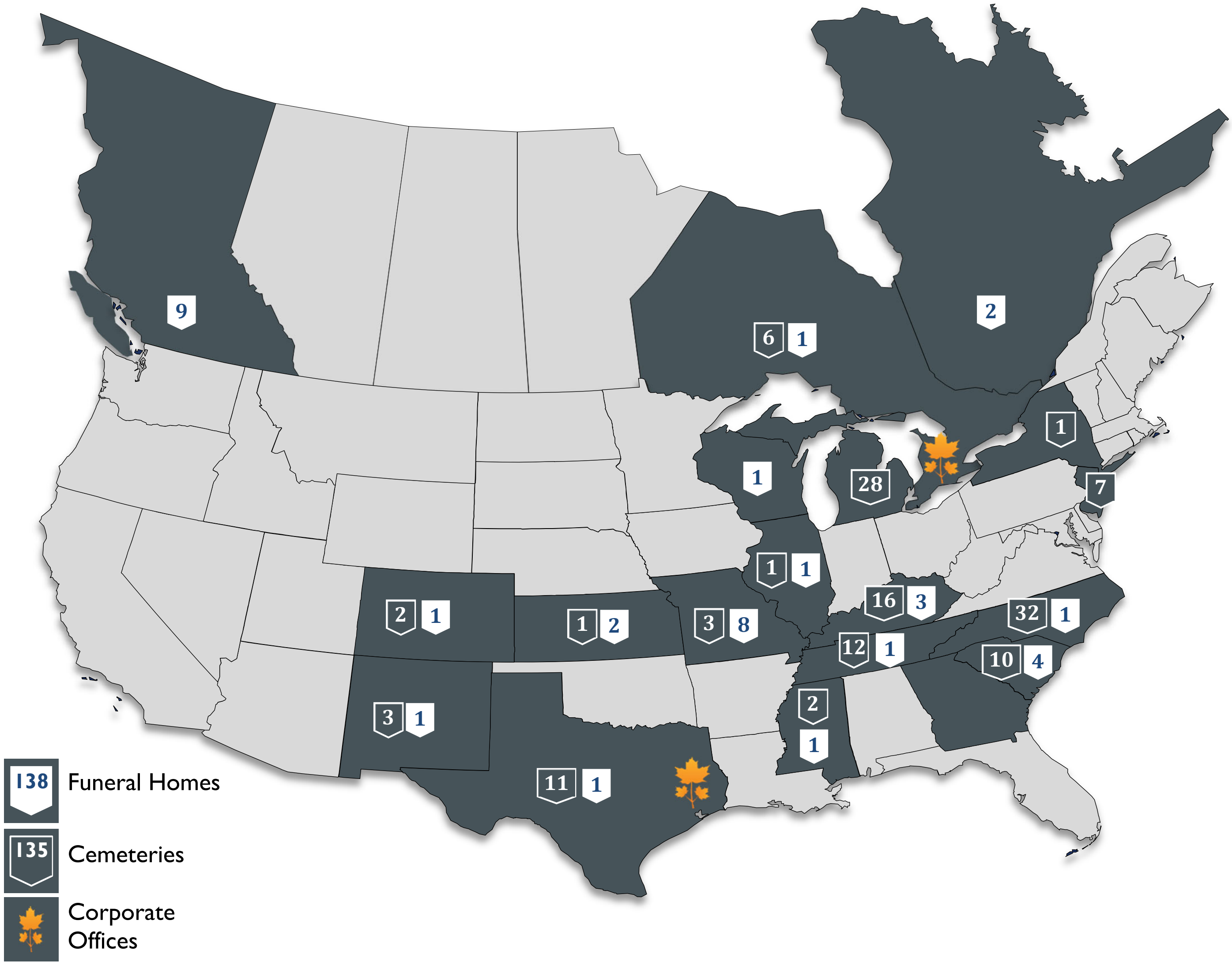
Update on Previously Disclosed EBITDA Growth Target

On January 18, 2022, the Company announced that it expects to modestly exceed the previously disclosed aspirational growth target of $100 million in pro forma Adjusted EBITDA by the end of 2022, and has posted an updated investor presentation in respect thereof. The updated investor presentation is located under the "Investors" tab on the Company's website at www.parklawncorp.com.

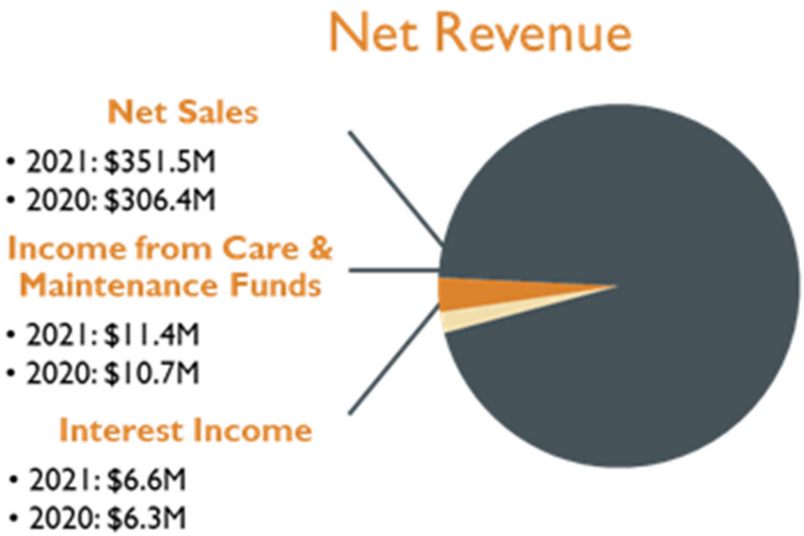
DESCRIPTION OF THE BUSINESS

General

Through strategic acquisitions and strong organic growth, along with an entrepreneurial and adaptable business model, PLC has become the fastest growing company in North America associated with the disposition and memorialization of human remains. The Company sells its products and services both at the time of need (at-need) and on a pre-arranged basis (pre-need) in markets with dense populations, as well as traditional markets. Operating in three Canadian provinces and 16 U.S. states, PLC manages 135 cemeteries and 138 funeral homes (including 29 on-sites, where a funeral home is located on a cemetery). The following map shows the number of PLC's funeral home, cemetery and crematory locations throughout North America:



The Company derives revenues from the goods and services associated with the disposition and memorialization of remains, from its care and maintenance funds and from interest and other income. In 2020 and 2021, revenues from net sales, care and maintenance funds and interest and other income accounted for PLC's consolidated net revenues as follows:



In 2021, the Company made an accounting presentation change to present the contributions to PLC's care and maintenance trust funds from costs of sales to net revenue in fiscal 2021. The comparative amounts in the statement of earnings have also been reclassified for consistency. Based on these changes, consolidated net revenues, allocated based on the location of the customer are as follows:

	2021	2020
Net Sales:		
Canada	$36,446,465	$34,439,450
United States	315,058,607	271,977,170
Total	351,505,072	306,416,620
Income from care and maintenance funds:		
Canada	5,015,235	4,130,000
United States	6,406,306	6,531,812
Total	11,421,541	10,661,812
Interest and other income:		
Canada	971,234	1,171,952
United States	5,642,385	5,179,724
Total	6,613,619	6,351,676
Total net revenue:		
Canada	42,432,934	39,741,402
United States	327,107,298	283,688,706
Total	$369,540,232	$323,430,108

The Company's primary revenue streams are derived from the sale of cemetery property interment rights, cemetery services and merchandise sales, and funeral services and merchandise sales, as further described below.

Cemetery Property Interment Rights, Merchandise and Services

PLC currently operates 135 cemeteries in 14 U.S. states and the province of Ontario. The cemetery operations are led by a team of experienced industry and sales professionals and regional leadership with substantial management experience.

The cemeteries provide cemetery property interment rights, including developed lots, lawn crypts, mausoleum spaces, niches and other cremation memorialization and interment options. Cemetery merchandise and services consist of memorials, markers and bases, outer burial containers, wreaths, flowers and floral placements, graveside services, merchandise installation, interments and other ancillary merchandise. Cemetery services can be purchased on an at-need and pre-need basis. Pre-need contracts, which account for 65% of PLC's cemetery businesses, are fixed price agreements, enabling families to establish, in advance, the type of service to be performed, the products to be used and the cost of such products and services to be delivered and performed in the future. Pre-need contracts permit families to eliminate issues of making death care plans at the time of need and allow input from other family members before the death occurs.

Funeral Services and Merchandise Sales

PLC currently operates 138 funeral homes (including 29 on-sites, where a funeral home is located on a cemetery) in 13 U.S. states and three Canadian provinces. The funeral home operations are led by a team of experienced industry professionals and regional leadership with substantial management experience.

Funeral services include meeting with families, removing and preparing remains, embalming, arranging and directing funeral services, cremations and other ancillary funeral services. Merchandise sales for the funeral business consist primarily of the use of funeral home facilities for visitation, remembrance and transportation services, burial caskets, urns, outer burial containers, flowers, online and video tributes, memorialization products and other ancillary funeral and cremation merchandise. While approximately 75% of PLC's funeral home services were sold at-need in the financial year ended December 31, 2021, PLC offers both at-need and pre-need funeral services. In addition to pre-need funeral contracts, the Company also offers "pre-planned" funeral arrangements, whereby a customer pre-determines all of the details of a funeral service without any financial commitment or other obligation on the part of the client until the actual time of need. Pre-planned funeral arrangements permit a family to avoid the stresses of making death care plans at the time of need and enable a funeral home to establish relationships that may eventually lead to an at-need sale.

Care and Maintenance Funds

The Company's care and maintenance trust funds were established, as required by provincial and state regulations, to receive principal contributions from the Company upon the sale of cemetery lots, mausoleum crypts and niches. Pursuant to the requirements of provincial and state regulations, the Company is required to deposit a portion of the proceeds received in respect of both pre-need and at-need contracts into trust. The income received from the trust funds may be paid to the Company to be used exclusively for eligible care and maintenance of the cemeteries as defined by provincial and state regulations.

Interest and Other Income

Interest and other income are comprised of pre-need trust realized capital gains, finance charges and interest and other income. Pre-need merchandise and service trust funds were established as required by provincial and state regulations to hold prepaid funds to purchase supplies and services, such as funeral services, merchandise, grave and crypt openings when required. When the services are performed, the Company withdraws the money held in the trust to pay for the supplies and services. The Company invests the fixed income component of these pre-need merchandise and service trust funds and is entitled to retain, in certain jurisdictions, the interest, capital gains and dividends within the trusts as earned, which is considered to be at the point of time the pre-need contract becomes at-need.

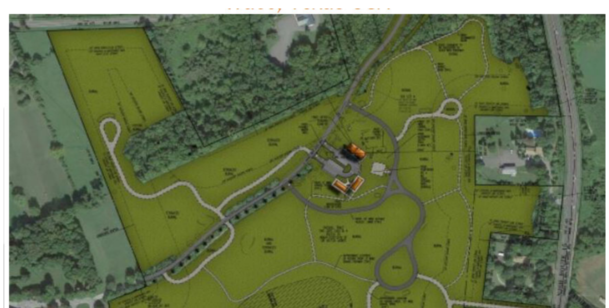
Growth Strategy

Although PLC is a story of growth, it does not consider itself to be a consolidator, but an operating company whose culture resembles strong, independent, family-run businesses. It distinguishes itself from others in the industry as its operational leaders work in the businesses alongside their respective teams and rely on decades of experience as opposed to theories found in management treatises, empty initiatives and catch phrases.

PLC strives to be North America's premier funeral, cremation and cemetery provider, and the indisputable choice for funeral and cemetery services in the communities it serves. The Company's growth strategy includes organic initiatives, the optimization of product and service offerings, a focus on streamlining and improving its operational efficiencies, and future acquisitions which align with the Company's culture. Organic initiatives include the build-out of inventory at new or existing cemetery properties, remodeling of existing funeral homes, and the construction of new stand-alone funeral homes and new funeral homes on cemeteries (referred to as on-sites or combination properties). These projects unlock new sources of revenue for existing businesses while increasing the useful life of PLC's existing portfolio by allowing certain facility, personnel and equipment costs to be shared between the funeral service and cemetery locations. Such combination properties are typically more cost competitive and have higher gross margins than funeral and cemetery operations that are operated separately. Combination locations also create synergies between funeral and cemetery pre-need sales personnel and give families the added convenience of purchasing both funeral and cemetery merchandise and services at one place. Like most businesses worldwide, the COVID-19 pandemic has impacted various aspects of our operations, including certain growth projects due to manufacturing and material delays, however, the Company's growth strategies remain unchanged. The Company's current organic growth projects include the continued development of a total of 18,000 new lots at the Eternal Sunset Memorial Park & Cemetery (Lafayette Township, New Jersey), the development of an approximately 10,000 square foot on-site in Waco Memorial Park (to become the only on-site in the market), which is expected to be completed by the end of 2022, the development of Cemeteries within a Cemetery for cremation services at several cemeteries in Kansas, Michigan, Tennessee and Texas, and the new 32,100 square foot on-site funeral visitation and reception centre at Westminster Cemetery in Toronto, Ontario, which is expected to be completed by the end of June, 2022.

Westminster Visitation Centre
Toronto, Ontario Canada

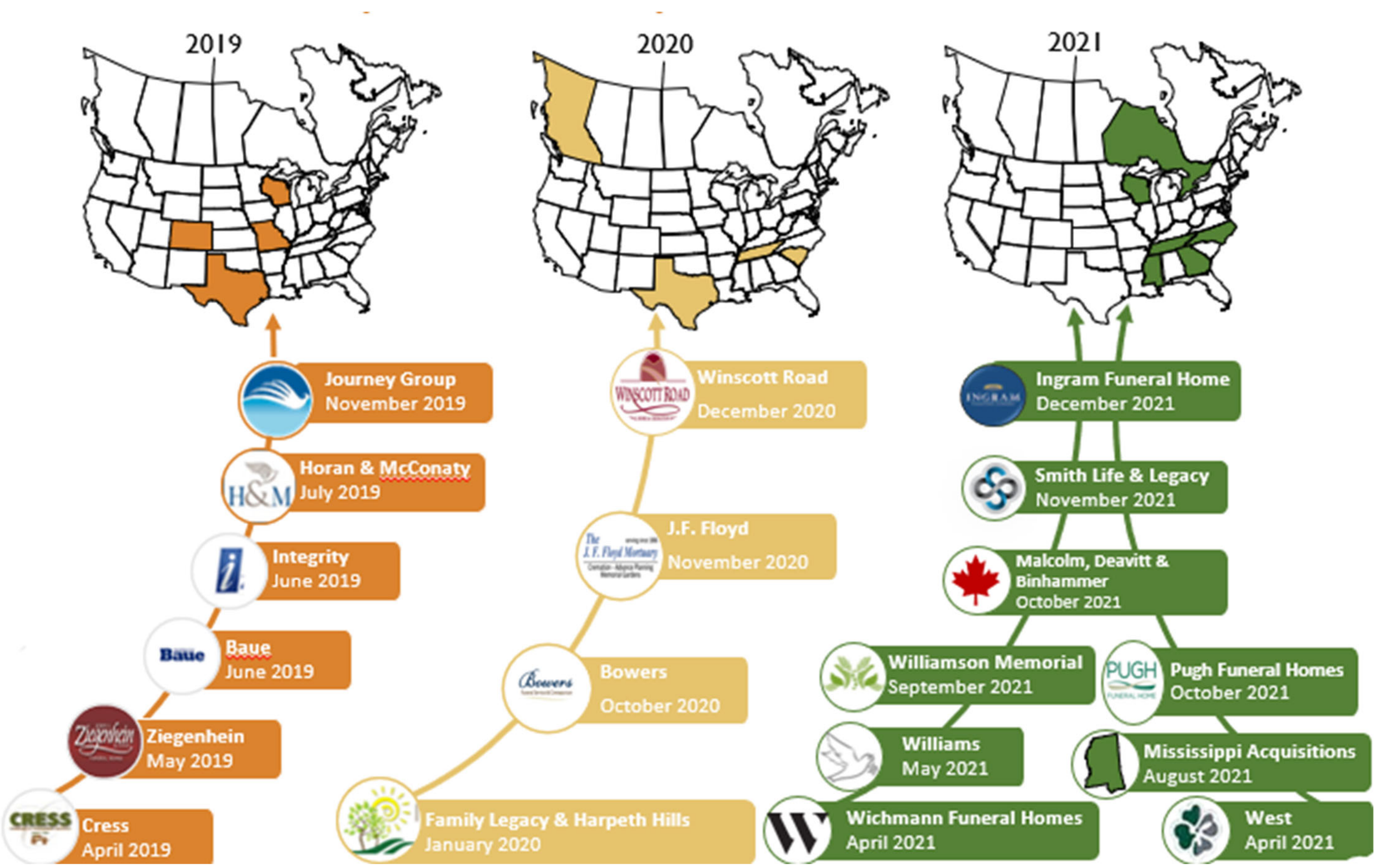
Waco Memorial Funeral Home
Waco, Texas USA



Eternal Sunset Memorial Park & Cemetery
Lafayette Township, New Jersey USA

In 2018, the Company began the development of the Funeral and Cemetery Technology System ("**FaCTS**™"), an innovative and comprehensive software platform developed for funeral homes, cemeteries and crematories. The software's robust platform allows businesses to efficiently manage day-to-day operations with its customized pre-need and at-need purchase contracts, inventory, CRM, scheduling, accounting, trust conversion and reporting tools. FaCTS™ is currently being used by over 100 of the Company's cemeteries and the Company anticipates having FaCTS™ implemented into all of its remaining cemeteries and funeral homes by the end of the year.

The death care industry continues to be a highly fragmented market in North America, and the Company plans to continue its acquisition growth strategy where opportunities are attractive and can be integrated with its existing operations or provide an entry to new markets. In 2019, 2020 and 2021, the Company spent approximately $180 million, $100 million and $160 million, respectively, on acquisitions, as detailed above under "General Development of the Business – Three Year History" and in the maps below:



The Company is continuously engaged in discussions (which may involve entering into non-binding letters of intent) with respect to possible acquisitions of, and investments in, new assets and businesses, dispositions of existing assets, and related financings and re-financings. There can be no assurance that any of these discussions will result in a definitive agreement, and, if they do, what the terms or timing of any acquisition, investment, disposition, financing or refinancing would be, if consummated. The Company expects to continue current discussions and actively pursue acquisition, investment, disposition, financing and refinancing opportunities, some of which may be material.

Competitive Conditions

In the jurisdictions within which the Company operates, cemeteries are typically owned by a large number of religious organizations, municipal governments, other "not-for-profit" organizations and commercial owners. The Company's competition in the funeral services business comes from large commercial operators who operate on a national basis and from smaller independently-owned funeral homes which operate in local markets.

As an industry leader in memorialization and personalization, the Company is developing and executing strategies that are often copied by its competitors. Presently, the Company competes with its competitors by providing well-maintained premises, a wide variety of service and product offerings and, where financially viable, a complete selection of permanent placement options for families that choose cremation. In addition, the Company's growth strategy has focused on strategically positioning itself as a viable succession plan solution for the independent, owner-operated funeral homes and cemeteries where owners are seeking to transition their business to a true operator, which management believes is unique in the industry. These funeral home and cemetery businesses offer a full range of traditional funeral and cemetery services, including many cremation options, and management believes that there are significant opportunities available to the Company to continue its expansion across Canada and the United States.

Aside from its main competitors, due in part to a lack of available cemetery-zoned land, the strict regulations surrounding the development of cremation facilities, complex funeral regulations that vary by jurisdiction, and the requirement for significant up-front capital investment to develop facilities, the barriers to entry in the industry are high. In management's view, without the benefit of a centralized location and a significant amount of capital, new entrants would find it difficult to compete with existing operators, including the Company.

Notwithstanding the foregoing, there has been increased competition from providers specializing in specific services, such as cremations, who offer minimal service and low-end pricing. The Company also faces competition from companies that market products and related merchandise over the internet, non-traditional casket stores in certain markets, and third party vendors like Costco, Wal-Mart and Amazon, enabling price conscious consumers to compare prices, and product and service offerings (Sundale Research, September 2021 (16th Edition)). These competitors have been successful in capturing a portion of the low-end market and product sales. The Company believes that its acquisition, continued development and branding of several low-cost providers in Canada and the U.S. position it to effectively compete with these new entrants. The Company also believes that operating crematoriums in markets where the Company has low-cost providers gives it a competitive advantage over other new entrants who generally need to outsource cremations to third parties.

Seasonality

PLC's business can be affected by seasonal fluctuations in the death rate. Generally, the number of deaths is higher during the winter months as influenza and pneumonia are generally higher during this period than other periods of the year. Additionally, the COVID-19 pandemic has and continues to trigger an increase in both pre-need and at-need sales in markets negatively impacted by the pandemic.

Employees

As at December 31, 2021, the Company and its subsidiaries employed approximately 2,340 employees.

Collective Bargaining Agreements

Park Lawn Limited Partnership ("**PLLP**") has a collective agreement (the "**PLLP Collective Agreement**") with Universal Workers Union L.I.U.N.A. Local 183 (the "**Universal Union**"), which is effective through January 8, 2023. The PLLP Collective Agreement recognized the Universal Union as the exclusive bargaining agent for all employees of PLLP in the City of Toronto and the Town of Woodbridge, save and except personnel above the rank of foreman, office clerical and sales staff, persons regularly employed for not more than 24 hours per week, and students employed during the vacation period.

The Company's Midwest Region subsidiary, Midwest Memorial Group LLC ("**MMG**"), has two collective bargaining agreements with United Steelworkers Local 13702 (the "**Steelworkers Union**"), which are effective until June 30, 2024. The first collective bargaining agreement between MMG and the Steelworkers Union recognizes the Steelworkers Union as the effective bargaining agent for certain employees of MMG at Acacia Park Cemetery, Grand Lawn Cemetery, Oakview Cemetery, Roseland Park Cemetery, Woodlawn Cemetery, Forest Lawn Cemetery, Cadillac Memorial Gardens East, Cadillac Memorial Gardens West, Oakland Hills Memorial Gardens, United Memorial Gardens and Mt. Hope Memorial Gardens, including all hourly rated grounds crew members, but excluding all supervisory, office and other employees, such as sales employees. The second collective bargaining agreement between MMG and the Steelworkers Union recognizes the Steelworkers Union as the effective bargaining agent for all hourly rated clerical employees of the Company hired prior to May 12, 2008 at Cadillac Memorial Gardens East, Cadillac Memorial Gardens West, Forest Lawn Cemetery, Grand Lawn Cemetery, Mt. Hope Memorial Gardens, Oakland Hills Memorial Gardens and Woodlawn Cemetery, excluding all supervisory employees.

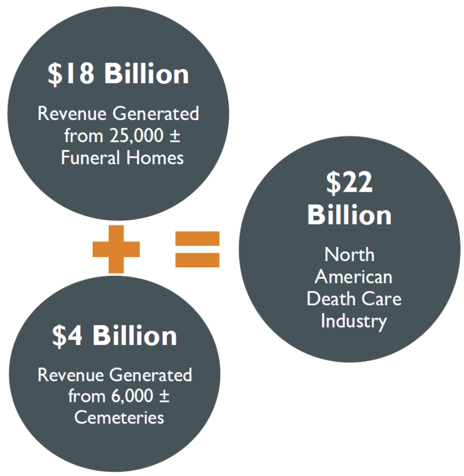
MMG also has a collective bargaining agreement (the "**MMG Teamster Collective Agreement**") with the International Brotherhood of Teamsters on behalf of its Local 247 (the "**Teamsters Union**"), which is effective through and until December 31, 2022. The MMG Teamsters Collective Agreement recognizes the Teamsters Union as the effective bargaining unit for certain employees of MMG at Woodmere Cemetery who are grounds employees, but excludes all watchmen, supervisory employees and all office and sales employees at Woodmere Cemetery.

The Company's Northeast Region subsidiary, Vestal Hills Memorial Park Association, Inc., has a collective bargaining agreement (the "**SEIU Collective Agreement**") with the Service Employees International Union Local 200 United (the "**SEIU**"), which is effective through and until December 31, 2022. The SEIU Collective Agreement recognizes the SEIU as the effective bargaining unit for certain employees at Vestal Hills Memorial Park who are regular full-time or seasonal employees, but excludes all superintendents, sales employees, foremen, supervising employees, office and clerical employees and short-term student employees.

Industry Trends

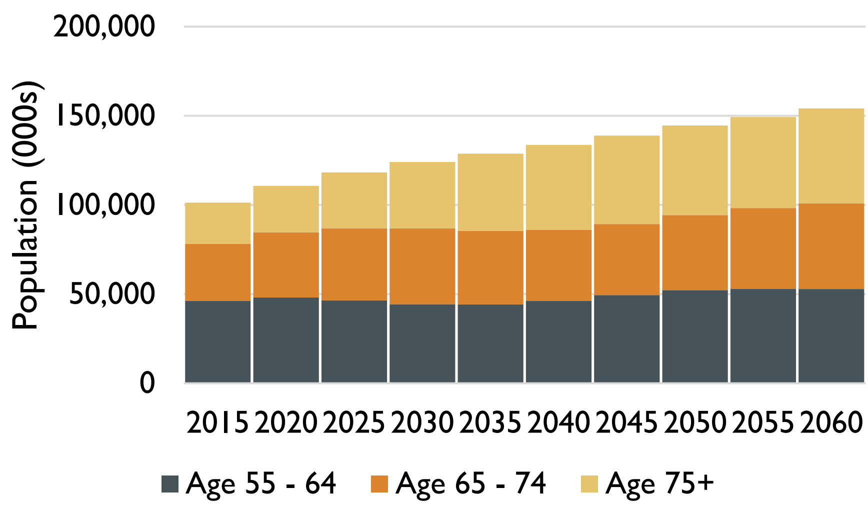
Reports indicate that by 2025, the average amount spent per U.S. household on funeral services and cemetery lots and vaults will increase by approximately 7% from the average amounts spent in 2020, due to the increased number of deaths from the COVID-19 pandemic and the trend towards personalized funeral services (Sundale Research, September 2021 (16th Edition)).

In 2021, North American cemeteries and funeral homes generated an aggregate of approximately US$22 billion dollars in revenue.



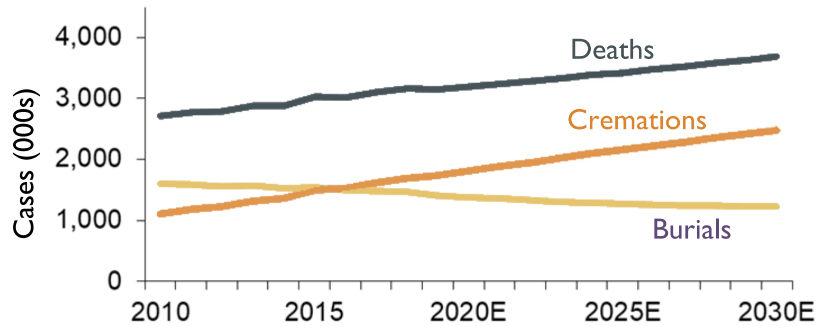
Source: The Research Corporation, IBISWorld US & Canada

The Company is the only Canadian publicly listed cemetery, funeral and cremation business. Over the next several years, the industry will be largely shaped by the aging of the "Baby Boomer" generation in the North American population, and the expectation that this generation will move away from "traditional" funeral services, seeking more meaningful services that are a celebration of life for their loved ones. In response to this trend, PLC has invested in resources to provide more personalized services, as well as reception rooms and banquet halls designed to host celebrations based on the demographics and evolving preferences of the communities in which it serves. Further, while there has been an increased return to in-person funeral service gatherings, it is expected that the interest in virtual presentations and online funeral service planning will continue post-pandemic as client families prefer the convenience of making decisions and purchases from the comfort and safety of their homes. By offering various strategies and technologies to arrange services, and flexible and creative product and service bundles, the Company can effectively respond to trends, meet consumer preferences and drive growth. The impact of the Baby Boomers is apparent through the growth in PLC's pre-need cemetery sales program, particularly as the COVID-19 pandemic progresses and Baby Boomers are making decisions for their parents and planning for the future. With the rising population of adults aged 55+, PLC anticipates many growth opportunities for its funeral homes and cemeteries with respect to both pre-need sales and planning, and at-need sales. Below is a graph depicting the increasing number of North American adults aged 55+:



Source: Statistics Canada. U.S. Census Bureau, CDC, CANA, NFDA. North America is defined throughout as Canada and the U.S.

Over the past several years, the cremation market has grown due to several significant factors, including societal acceptance of the process, the decline of the nuclear family and the disappearance of some cultural traditions. The following graph shows the rise in cremation rates in North America, which have outnumbered the number of families choosing a traditional burial since 2016:



Source: Statistics Canada. U.S. Census Bureau, CDC, CANA, NFDA. North America is defined throughout as Canada and the U.S.

To adapt to the rise in cremation rates, PLC offers unique and flexible cremation service packages that give families the option of honouring their loved ones by holding a traditional funeral or celebratory memorialization prior to cremation. The memorialization business continues to grow, with demand for mausoleum crypts and permanent placement for cremated remains. Growth for in-ground casket burials remains muted; however, demand is generally consistent as a result of cultural and religious reasons for traditional burials. Management estimates that a significant portion of the industry remains fragmented and there is scope for consolidation.

RISK FACTORS

The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Annual Information Form. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, may also impair the operations of the Company. If any such risks actually occur, the business, financial condition or liquidity and results of operations of the Company, and the ability of the Company to pay dividends on the Common Shares, could be materially adversely affected.

Risks Relating to the Structure of the Company

Unpredictability and Volatility of Common Share and Debenture Market Price

A publicly-traded company will not necessarily trade at values determined by reference to the underlying value of its business. The prices at which the Common Shares and Debentures will trade cannot be predicted. The market price of the Common Shares and Debentures could be subject to significant fluctuations in response to variations in quarterly operating results, dividends and other factors. The annual yield on the Common Shares, as compared to the annual yield on other financial instruments, may also influence the price of Common Shares in the public trading markets.

In addition, the market price for the Common Shares and Debentures may be adversely affected by changes in interest rates, general market conditions, unexpected volatility as a result of political conflict, fluctuations in the market for equity or debt securities and numerous other factors beyond the control of the Company.

Dilution

Under the Company's Articles (as hereinafter defined), it is authorized to issue an unlimited number of Common Shares for the consideration and on such terms and conditions as are established by the Board and, in certain circumstances, without the approval of the Company's shareholders. Any further issuance of Common Shares, or securities convertible or exchangeable into Common Shares, will dilute the interests of existing shareholders.

Under the terms of the Indenture (as hereinafter defined), subject to required regulatory approvals and provided that there is not a current event of default under the Indenture, PLC may, at its option, elect to satisfy its obligation to pay all or a portion of the principal amount of the Debentures on redemption or at maturity through, in whole or in part, the issuance of Common Shares. If the Company exercised this option, it would further dilute the interests of existing shareholders.

Liquidity

Trading volumes on the TSX indicate that the market for the Common Shares may not always be liquid. Illiquid securities may trade at a discount from comparable, more liquid investments, and may be subject to wide fluctuations in market value. In addition, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Company.

Dividend Distributions

There can be no assurance regarding the amount of income generated by the Company's business in the future. The ability of the Company to pay dividends, and the actual amount distributed, is entirely dependent on the operations of the Company and is subject to various factors, including the Company's growth strategy, financial performance, cash generated from operations, obligations under applicable credit facilities, fluctuations in working capital and capital expenditure requirements. Unlike fixed-income securities, there is no obligation of the Company to distribute to shareholders any fixed amount, and reductions in, or suspensions of, cash dividends may occur that would reduce yield based on the price of the Common Shares. The market value of the Common Shares may deteriorate if the Company is unable to pay dividends in the future, and that deterioration may be significant.

Subordination of Debentures

The Debentures are direct, senior, unsecured obligations of PLC and rank subordinate to all existing and future Senior Secured Indebtedness (as hereinafter defined) of PLC, and subordinate to all existing and future secured indebtedness of PLC that is not Senior Secured Indebtedness, but only to the extent of the value of the assets securing such other secured indebtedness. This subordination may significantly reduce the possibility of purchasers obtaining payment of the amounts owed under the Debentures. In the event of the insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up of the Company, the assets of the Company would be made available to satisfy the obligations of the creditors of such Senior Secured Indebtedness, whether those obligations are secured or unsecured, before being available to pay the Company's obligations to holders of Debentures. Accordingly, all or a substantial portion of the Company's assets could be unavailable to satisfy the claims of the Debentures.

Redemption of Debentures prior to Maturity

The Debentures may be redeemed at the Company's option, subject to certain conditions, on or after December 31, 2023, and prior to the Maturity Date (as hereinafter defined), in whole or in part, at a redemption price equal to the principal amount thereof, together with any accrued and unpaid interest, or, if redeemed prior to December 31, 2024, at a redemption price equal to 102.875% of the principal amount of the Debentures redeemed plus accrued and unpaid interest. This redemption option may be exercised if the

Company is able to refinance at a lower interest rate or it is otherwise in the interest of the Company to redeem the Debentures.

Leverage Risk and Restrictive Covenants

PLC has debt service obligations under the Debentures (see "Description of Capital Structure – Debentures") and the Credit Facility (see "General Development of the Business – Three Year History – Recent Developments – Credit Facility"), which obligations rank in priority to the Company's obligations with respect to its Common Shares. In addition, the Company may borrow additional funds from other third parties. The degree to which the Company is leveraged could significantly impact the amount of income and cash flow to be generated.

The consequences of the Company's borrowing activities to the Company and its shareholders include:

(a) the Company's ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited;

(b) a portion of the Company's cash flow from operations will be dedicated to the payment of the interest on its indebtedness, thereby reducing funds available for payment, ultimately, of dividends;

(c) limiting the Company's flexibility in planning for, or reacting to, changes in its business and the industry in which the Company operates, and place it at a competitive disadvantage compared to the Company's competitors that have less debt; and

(d) subjecting some of the Company's borrowings to variable rates of interest, which could expose it to the risk of increased interest rates. The Company's ability to make scheduled payments of interest on, or to refinance, its indebtedness will depend on its future cash flow, which is subject to the operations of its business, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control. These factors might inhibit the Company from refinancing the indebtedness on favorable terms, or at all.

The Company's ability to make payments on and to refinance its indebtedness will depend on its ability to generate cash in the future from operations, financings or asset sales. The Company's ability to generate cash is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond its control. The Company may not generate sufficient funds to service its debt and meet its business needs, such as funding working capital or the expansion of its operations. If the Company is not able to repay or refinance its debt as it becomes due, it may be forced to take certain actions, including reducing spending on day-to-day operations, reducing future financing for working capital, capital expenditures and general corporate purposes, selling assets or dedicating an unsustainable level of its cash flow from operations to the payment of principal and interest on its indebtedness.

The Indenture and the Credit Facility contain restrictive covenants that limit the discretion of the Company with respect to certain business matters. These covenants place restrictions on, among other things, the ability of the Company to incur additional indebtedness, create liens or other encumbrances, to pay dividends or make certain other payments, investments, loans and guarantees, and to sell or otherwise dispose of assets and merge or consolidate with another entity. In addition, there are also a number of financial covenants that require the Company to meet certain financial ratios and financial condition tests. The Company's ability to comply with these restrictive covenants and financial ratios will depend on the Company's future performance, which may be affected by events beyond the Company's control. A failure to comply with these obligations could result in a default which, if not cured or waived, could result in a termination of dividends by the Company and permit acceleration of the relevant indebtedness. If the indebtedness were to be accelerated, there can be no assurance that the assets of the Company would be sufficient to repay that indebtedness in full. There can also be no assurance that future borrowings or equity financings will be available to the Company or available on acceptable terms, in an amount sufficient to fund the Company's needs.

Currency risk

A significant portion of the Company's revenues (approximately 90% in 2021) are generated in U.S. dollars, while the Company will generally raise funds, incur expenses and pay dividends in Canadian dollars. At this time, the Company does not have in place an active hedging program to offset the foreign exchange risk. Management will continue to assess the Company's currency hedging strategy from time to time. However, given the continued expansive growth of the Company in the U.S., the Company has added a U.S. borrower to its Credit Facility (see "General Development of the Business – Three Year History – Recent Developments – Credit Facility") in further efforts to reduce the impact of currency fluctuations in the U.S. dollar relative to the Canadian dollar. Significant fluctuations in exchange rates between the U.S. dollar and the Canadian dollar may adversely affect our results of operations and cash flows. To further reduce the volatility from exchange rates, the Company transitioned to a U.S. dollar presentation of its financial statements on January 1, 2022.

Growth Strategy

As part of management's business strategy, the Company has expanded across various regions in North America and increased partnerships with independent operators in the industry (see "Description of the Business – Growth Strategy"). However, management's business strategy is dependent upon the Company's ability to continue to acquire premier independent businesses in the 2022 calendar year in both new and existing markets, to obtain the financing required to complete such transactions, recent acquisitions performing as expected, multiples remaining at or below levels paid by PLC for previously announced acquisitions, acquisition and financing markets remaining accessible, and to integrate the strategic partners and acquired businesses into the Company's existing operations. While management believes that the fragmentation of the deathcare industry provides the Company with significant consolidation opportunities, there is no guarantee that the Company will be able to identify suitable strategic partners or acquisition targets or to negotiate acceptable terms for such transactions. Even if the Company is able to identify suitable strategic partners or acquisition targets on acceptable terms, it may not be able to obtain the financing required in order to complete such transactions on terms acceptable to the Company, or at all. In addition, while the Company is careful in selecting the businesses that it transacts with, management may not be able to successfully integrate new operations, and such transactions involve a number of risks, including:

(a) the Company's ability to conduct a prudent and thorough level of investigation in connection with the acquisition of a company or assets, and risks with respect to undisclosed or unknown liabilities of, or other issues concerning, the acquired company or assets;

(b) the possibility that the Company will pay more than the acquired company or assets are worth, or that it may become subject to unknown or undisclosed liabilities for which it cannot seek indemnification;

(c) the possibility that cost efficiencies realized at acquired locations may be less favourable than management's estimates, which are based on various assumptions as to purchasing and other efficiencies;

(d) the difficulty of integrating and assimilating the operations and personnel of the acquired business into the Company's existing operations, including the challenge of implementing uniform operating strategies, standards and policies throughout the acquired business;

(e) the potential inability to integrate, train, retain and motivate key personnel of acquired businesses; and

(f) the fact that integration may require substantial attention from, and place substantial demands upon, the Company's senior management team.

Geographic Concentration

The Company only operates in certain jurisdictions in Canada and the U.S. (see "Description of the Business – General"). As a result, the income generated by the Company, and the performance of the Company, will be sensitive to an increase or a decline in the number of deaths in those regions, which may differ from those affecting other regions of North America. Adverse changes in the number of deaths in the Company's markets, including those relating to the COVID-19 pandemic, may have a material adverse effect on the Company's business, cash flows, financial condition and results of operations, and on its ability to pay dividends to holders of Common Shares.

Reliance on Key Personnel

The Company's future success and its ability to manage future growth depend, in large part, upon the continued services of its senior management team and the ability to attract and retain key officers and other highly qualified personnel. Competition for such personnel is intense. There can be no assurance that the Company will continue to be successful in attracting and retaining qualified personnel, and the loss of the services of any of these individuals could have a material adverse effect on the Company's revenue, financial performance and results of operations. The Company does not currently have key-man insurance. Further, any changes to the Company's senior management positions or other internal management or operational structures may negatively effect the operation of PLC's business. While the Company adjusts to these changes, a negative effect on the operation of PLC's business from such a change could have a material adverse impact on the Company's revenue, financial performance and overall results of operations.

Internal Controls

A failure to maintain effective internal control over financial reporting could adversely affect PLC's results of operations, investor confidence and the value of the Common Shares. The accuracy of PLC's financial reporting depends on the effectiveness of its internal control over financial reporting. The Company's executive management team has designed, under their supervision, internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. Management conducted its evaluation based on the framework set forth in the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. However, an internal control system, no matter how well designed and operated, can only provide reasonable, not absolute, assurance with respect to the preparation and fair presentation of financial statements and may not prevent or detect misstatements because of its inherent limitations. A failure of the Company's internal controls could have a material adverse effect on the Company's reputation, investor confidence, as well as business, financial position and results of operations, and could cause the market value of the Common Shares to decline.

Tax Related Risks

The Company runs its business in the U.S. and Canada and strives to run its business in a tax efficient manner. The tax laws in Canada and the U.S. are complicated and continuously changing, and no assurance can be given that Canadian and U.S. federal, provincial or state income tax laws will not be changed in a manner that adversely affects the Company. Although the Company believes its tax estimates are reasonable, any such changes in taxation laws or reviews and assessments could result in higher taxes being payable by the Company, which could adversely affect the Company's profitability. In addition, repatriation of earnings to Canada from the U.S. may be subject to withholding taxes. The Company has no control over changes in tax laws, income tax rates or withholding tax rates.

On March 27, 2020, the U.S. government enacted the CARES Act which includes modifications to the limitation on business interest expense and net operating loss provisions, and provides a payment delay of employer payroll taxes during 2020 after the date of enactment. As of December 31, 2021, PLC evaluated the income tax provisions of the CARES Act and determined they have no significant effect on the computation of its estimated effective tax rate for the year ended December 31, 2021. However, the payment of approximately US$2.8 million of the employer portion of payroll taxes otherwise due in 2020 has been delayed, with 50% due by December 31, 2021 and the remaining 50% by December 31, 2022.

On December 27, 2020, the U.S. government enacted the Consolidated Appropriations Act of 2021 (the "**CAA**"). The CAA includes provisions extending certain CARES Act provisions and adds coronavirus relief, tax and health extenders. The Company will continue to evaluate the impact of the CAA and its impact on the Company's financial statements in 2021 and beyond.

Control over Investments

The Company currently owns a 100% interest in all of its businesses, but may acquire a controlling or non-controlling interest in certain businesses in the future. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a co-venturer may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the Company or may be in a position to take action contrary to the Company's investment objectives. The Company also may, in certain circumstances, be liable for the actions of its third party co-venturers.

Impairments to Goodwill and/or Other Intangible Assets

Declines in overall economic conditions beyond our control could reduce future potential earnings and cash flows, and could result in future impairments to goodwill and/or other intangible assets.

In addition to an annual review, we assess the impairment of goodwill and/or other intangible assets whenever events or changes in circumstances indicate that the carrying value may be greater than fair value. Factors that could trigger an interim impairment review include, but are not limited to, a significant decline in our stock price, significant underperformance relative to historical or projected future operating results, and significant negative industry or economic trends. If any of these factors occur, we may have a triggering event, which could result in an impairment of our goodwill and/or other intangible assets. If economic conditions worsen, causing deterioration in our operating revenue, operating margins and cash flows, we may have a triggering event that could result in an impairment of our goodwill and/or other intangible assets. Our cemetery segment is more sensitive to market conditions and goodwill impairments because it is more reliant on pre-need sales, which are impacted by customer discretionary spending.

Labour Relations

PLC's workforce is comprised of both unionized and non-unionized employees. With respect to those employees that are covered by collective bargaining agreements, there can be no assurance as to the outcome of any negotiations to renew such agreements on satisfactory terms. The failure to renegotiate collective bargaining agreements could result in strikes, work stoppages or interruptions, and if any of these events were to occur, they could have a material adverse effect on PLC's reputation, operations and financial performance, and PLC's ability to satisfy its debt service obligations. If non-unionized employees become subject to collective agreements, the terms of any new collective agreements would have implications for the affected operations, and those implications could be material. Although PLC has developed a contingency plan to minimize the impact of potential labour disputes on its business, there can be no assurance that any potential labour dispute will not impact the business, which could have a material adverse effect on the Company's operations.

Uninsured or Underinsured Risks

PLC's current insurance program is designed to protect PLC and its subsidiaries against liabilities and accidental loss of value of the assets of the Company through comprehensive property and casualty insurance policies that insure against claims for bodily injury or property damage arising out of assets or operations (subject to deductible amounts). While PLC strives to protect its assets, operations and reputation through the procurement of insurance products against all possible liability or property loss exposures, PLC has chosen to self-insure for employer liability losses. Additionally, not all risks are covered by insurance, and no assurance can be given that insurance will be consistently available, or will be consistently available on an economically feasible basis, or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or operations of PLC.

Risks Relating to the Industry

COVID-19 Pandemic

Due to uncertainties relating to the severity and duration of the COVID-19 pandemic, including the current resurgence and possible future resurgences in the number of COVID-19 cases, and various potential outcomes, it is difficult at this time to estimate the impacts of the COVID-19 pandemic on PLC's business. The Company's business could be subject to, among other COVID-19 related risks, a temporary decrease in pre-need funeral and cemetery sales, and a decrease in the Company's trust investments and related net investment income due to a disruption in the financial markets, including high inflation. The Company has taken a number of measures to mitigate the negative effects of the COVID-19 pandemic, as outlined above under "General Development of the Business – Three Year History – COVID-19 Pandemic". However, the pandemic continues to present a material risk to its business. The outbreak of a contagious illness such as this poses a threat to the health and economic well-being of the Company's employees, customers and vendors.

While the Company continues to add measures to help ensure client families can safely visit its facilities and celebrate the life of their loved ones, COVID-19 can impact its business operations in the short term, including PLC's staff, the families it serves and its pre-need funeral and cemetery sales performance. Local precautionary legislation may impact the Company's at-need services by restricting the size and number of funeral services, and the economic impact of the pandemic may impact the income it receives from its trust funds. Although in most jurisdictions, funeral homes and cemeteries are classified as essential services and PLC has and plans to continue to remain open to serve its families at their time of need, the COVID-19 outbreak and regulatory restrictions are different in each city, state and province PLC operates in and it may need to temporarily reduce staffing or close certain of its facilities. In certain facilities, the Company has experienced staff shortages due to certain COVID-19 regulatory requirements and, depending on the duration of the pandemic, including possible future resurgences, it is difficult at this time to estimate the full impact of the COVID-19 pandemic on PLC's business. Further, the pandemic could lead to interruptions in its supply chain and temporary closures of its supplier facilities, or increase operating costs due to overtime, health insurance claims and worker's compensation claims. The extent to which the COVID-19 pandemic will adversely impact PLC will depend on future developments that are difficult to predict, including the effective distribution of approved vaccines and treatments, and the potential development and distribution of new vaccines and treatments, as well as new information which may emerge concerning the severity, duration and resurgences of the COVID-19 pandemic and the actions required to contain the illness or remedy its impacts, among others. The Company continues to monitor the situation and will make all efforts to minimize the risk to employees, customers and other stakeholders.

High Fixed Costs

Companies in the funeral home and cemetery business must incur many of the costs of operating and maintaining their facilities, land and equipment, which may be impacted by many factors, including inflation, regardless of the level of sales during any given period. For example, the Company must pay salaries, utilities, insurance and maintenance costs on its properties regardless of the number of funeral services or interments performed. Because the Company cannot decrease these costs significantly or rapidly when it experiences declines in sales, declines in sales can cause margins, profits and cash flow to decline at a greater rate than the decline in revenue.

In addition, as a matter of conducting business in the ordinary course, certain significant expenditures, including maintenance costs, debt payments, insurance costs and related charges, must be made throughout the period of ownership of the Company's properties, regardless of whether the Company's business is producing sufficient income to pay such expenses. In order to generate adequate revenue over the long term, the Company must maintain or, in some cases, improve each property's condition to meet market demand. Maintaining its properties in accordance with market standards can entail significant costs, which the Company may not be able to pass on. Numerous factors could result in substantial unbudgeted costs for upkeep and maintenance. The timing and amount of capital expenditures required by the Company indirectly affects the amount of cash available to the Company. Dividends may be reduced, or even eliminated, at times when the Company deems it necessary to make significant capital or other expenditures.

Declines in the Number of Deaths

Declines in the number of deaths in the Company's markets could cause sales of funeral and cemetery services to decline, which could decrease the Company's revenues and margins. In addition, variations in the number of deaths in such markets or from quarter to quarter are not predictable. These variations can cause revenue to fluctuate over short periods of time.

Changing Consumer Preferences

Future market share, revenue and profit will depend in part on the Company's ability to anticipate, identify and respond to changing consumer preferences. Although the Company continually monitors consumer preferences, it may not correctly anticipate or identify trends in consumer preferences, or it may identify them later than its competitors do. In addition, any strategies the Company may implement to address these trends may prove incorrect or ineffective, which could have a material adverse effect on its financial condition, results of operations and cash flows.

A reduction in discretionary spending could cause a decline in pre-need sales, and could also decrease the amounts that at-need customers are willing to pay. Declines in pre-need sales and average revenue per at-need event would reduce current revenues. Declines in pre-need sales would also reduce the Company's backlog and could reduce its future revenue and market share.

Increasing Number of Cremations

The increasing number of cremations in North America could cause revenue in PLC's funeral service operations to decline since the average revenue received from a cremation arrangement is generally lower than that received from a traditional funeral arrangement. At the same time, the increasing number of cremations has the effect of increasing revenues in PLC's cemetery operations. Further, the Company's product and service offerings are geared to the individual markets in which the Company and its subsidiaries operate. While the Company has been successful in creating new products and services to meet the needs of cremation customers, and to date has not experienced adverse effects as a result of the increase in the number of cremations, a substantial increase in the rate of cremations without services that the Company performs could have a material adverse effect on the Company's financial condition, results of operations and cash flows.

Litigation

In the normal course of the Company's operations, whether directly or indirectly, it may become involved in, be named as a party to or become the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions in relation to personal injuries, property damage, property taxes, land rights, the environment and contract disputes. The Company's U.S. operations may increase this risk due to the highly litigious nature of the U.S. operating environment. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined in a manner adverse to the Company, and, as a result, could have a material adverse effect on the Company's assets, liabilities, business, financial condition and results of operations. Even if the Company prevails in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from the Company's business operations, which could have a material adverse effect on the Company's business, cash flows, financial condition, results of operations and ability to pay dividends.

Professional Liability Practice Claims

The Company's funeral and cemetery practices have evolved and improved over time. Most of its businesses have been operating for decades and, therefore, may have previously used practices and procedures that are outdated in comparison to today's standards. When professional liability disputes occur, the Company may be subjected to litigation and liability for (a) policies, procedures and practices of a different era that are judged today, in hindsight, as being outdated, and (b) alleged violations of the Company's practices and procedures by one or more of its associates. In addition, since the Company acquired a number of its funeral homes and cemeteries through acquisition, it may be subject to litigation and liability based upon actions or events that occurred before it acquired or managed the businesses. Claims or litigation based upon the Company's professional liability practices could have a material adverse impact on its financial condition, results of operations and cash flows.

Competition

The Company is subject to competition and hence, its growth and sustainability may be negatively impacted by loss of market share due to new competition (see "Description of the Business – Competitive Conditions"). To compete successfully, its cemeteries and funeral homes must maintain good reputations and high professional standards in the industry, as well as offer attractive products and services at competitive prices. The regulatory regime in many North American jurisdictions, including Ontario, permits, among other things, the locating of funeral homes within cemeteries (a practice known as on-sites or combinations), and the Company's major competitors in those jurisdictions have invested in combinations on their properties. Management of the Company is monitoring the impact of competitors and new initiatives undertaken by them, such as investments in combinations, in order to respond where appropriate. If the Company is unable to successfully compete, its revenue and margins could be adversely affected.

In addition, there has been increasing competition from providers specializing in specific services, such as cremations, who offer minimal service and low-end pricing. The Company also faces competition from companies that market products and related merchandise over the internet, non-traditional casket stores in certain markets and third party vendors like Costco, Wal-Mart and Amazon (Sundale Research, September 2021 (16th Edition)). These competitors have been successful in capturing a portion of the low-end market and product sales. The Company believes that its acquisition of several low-cost providers in Canada and the U.S. position it to effectively compete with these new entrants, although there can be no assurance that this will be, or will continue to be, the case.

Significant Capital Expenditures

As part of its growth strategy, the Company continues to make a substantial investment in the build-out of inventory at new or existing cemetery properties, remodeling of existing funeral homes, and construction of new stand-alone funeral homes and of new funeral homes on cemeteries (referred to as on-sites or combination properties). The Company is also required to make a substantial investment in the provision of replacement and additional mausoleum and niche inventory. There is no certainty that sales will be sufficient and timely to provide an adequate return on the investment of all of the Company's capital expenditures.

Earnings from Trust Funds

The Company and its subsidiaries are required to establish and maintain two different types of trust funds. First, cemeteries are required to have "care and maintenance" trust funds (or their equivalent) (see "Description of the Business – General – Care and Maintenance Funds"), and cemetery operations are dependent on income generated from such trust funds to offset cemetery maintenance expenses. Second, both cemetery and funeral operations are required to have "pre-need" trust funds (or their equivalent) (see "Description of the Business – General – Interest and Other Income") for merchandise and services that are purchased "pre-need", and such operations are dependent on income earned from those trust funds to provide the merchandise or services at need. Most of these trust funds own investments in equity securities, fixed income securities, commingled funds, money market funds and mutual funds. The fair value of these investments, and our earnings and investment gains and losses on these securities and funds, are affected by financial market conditions that are beyond our control, including inflation. Additionally, we may not choose the optimal mix of securities for any particular market condition. While there is a cumulative impact on current period results as a result of prior years' investment earnings, a significant decline in earnings from such trust funds could cause a decrease in current revenue. In addition, there is no guarantee that increasing "care and maintenance" trust funds, or their equivalent, will cover future increases in the cost of maintaining the Company's and its subsidiaries' cemetery properties, or that increasing "pre-need" trust funds, or their equivalent, will cover future increases in the cost of providing merchandise or services. With respect to the "pre-need" trust funds, the Company may be required to cover any such shortfall with cash flows from operations, which could have an adverse effect on its financial condition, results of operations or cash flows. If the fair value of these "pre-need" trusts, plus any other amount due to the Company upon delivery of the associated contracts, were to decline below the estimated costs to deliver the underlying products and services, the Company would record a charge to earnings to record a liability for the expected losses on the delivery of the associated contracts.

Additionally, the regulatory regimes governing the jurisdictions in which the Company operates vary, such that the required trust contribution levels to "care and maintenance" or "pre-need" trust funds also vary. Specifically, where the required trust contribution levels are lower than what is required by other jurisdictions, there may be a relatively greater shortfall, although, because of such lower trust contributions, there may be higher current earnings.

Replenishment of Trust Funds

PLC may be required to replenish its funeral and cemetery trust funds to meet minimum funding requirements, which would have a negative effect on its earnings and cash flow. In certain states and provinces, the Company has withdrawn allowable distributable earnings, including unrealized gains, prior to the maturity or cancellation of the related contract. Additionally, some jurisdictions have laws that either require replenishment of investment losses under certain circumstances or impose various restrictions on withdrawals of future earnings when trust fund values drop below certain prescribed amounts. In the event of market declines that result in a severe decrease in trust fund value, we may be required to replenish amounts in the respective trusts in some future period.

Surety Bonds

If PLC lost the ability to use surety bonding to support its pre-need activities, the Company may be required to make material cash payments to fund certain trust funds. PLC has entered into arrangements with certain surety companies whereby such companies agree to issue surety bonds on its behalf as financial assurance or as required by existing state and local regulations. The surety bonds are used for various business purposes; however, the majority of the surety bonds issued and outstanding have been issued to support the Company's pre-need funeral and cemetery activities. In the event all of the surety companies canceled or did not renew PLC's surety bonds, which generally have twelve-month renewal periods, it would be required to either obtain replacement coverage or fund the state-mandated trust accounts using Company proceeds. There can be no assurance that PLC would be able to obtain replacement coverage.

Pre-arranged Funeral Insurance Contracts

The Company services pre-need contracts, which are funded by insurance policies providing for future services at prices prevailing when the agreements are signed. In certain jurisdictions, families who have pre-arranged with the Company will receive a refund to the extent that the face amount of the policy exceeds the current retail value of the merchandise and services to be provided. There is no guarantee that the increasing death benefit will cover future increases in the cost of providing a price-guaranteed service, and any such excess costs could be materially adverse to PLC's financial condition, results of operations and cash flows.

Further, if the financial condition of the insurance companies were to deteriorate materially because of market conditions, strategic transactions or otherwise, there could be an adverse effect on PLC's ability to collect all or part of the proceeds of the insurance policy as payment for a pre-need contract at the time of need, including the annual increase in the death benefit. Failure to collect such proceeds could have a material adverse effect on the Company's financial condition, results of operations and cash flows.

Increasing Death Benefits Related to Pre-Need Contracts

Increasing death benefits related to pre-need contracts funded through life insurance or annuity contracts may not cover future increases in the cost of providing a price-guaranteed service. PLC sells price-guaranteed pre-need contracts through various programs providing for future services at prices prevailing when the agreements are signed. For pre-need contracts funded through life insurance or annuity contracts, the Company receives, in cash, a general agency commission from a third-party insurance company that typically averages approximately 25% of the total sale. Additionally, it receives an increasing death benefit associated with the contract of approximately 1% per year, in cash, at the time the service is performed. There is no guarantee that the increasing death benefit will cover future increases in the cost of providing a price-guaranteed service, and any such excess cost could be materially adverse to its financial condition, results of operations and cash flows.

Unfavorable Publicity

Since PLC's operations relate to life events involving emotional stress for its client families, the Company's business is dependent on customer trust and confidence. Unfavorable publicity about the Company's business generally, or in relation to any specific location, could affect its reputation and customers' trust and confidence in its products and services, thereby having an adverse impact on the Company's sales and financial results.

Unclaimed Property

The application of unclaimed property laws by certain provinces and states to PLC's pre-need funeral and cemetery backlog could have a material adverse impact on its liquidity, cash flows and financial results. In the ordinary course, PLC businesses have sold pre-need funeral and cemetery contracts for decades. To the extent these contracts will not be funded with the assignment of the proceeds of insurance policies, depending on applicable provincial and state laws, we could be responsible for escheatment of the portion of the funds paid that relate to contracts which it is unlikely to fulfill.

Regulatory Matters

The Company is subject to several regulations. Changes in, or failure to comply with, regulations and laws applicable to the Company's business could increase costs, require changes to business administration or operational practices, or cause loss of reputation. As the Company's customers are consumers, PLC is subject to consumer protection laws and regulations (including Ontario's *Consumer Protection Act*). Although PLC believes that it is in compliance with such consumer protection laws and regulations in all material respects, given the likelihood that regulatory determinations are likely to favour consumers in the event of any ambiguity in such laws or regulations (of which there are many), no assurance can be given that PLC will be able to comply with such laws or regulations. Furthermore, the death care industry is subject to extensive regulation and licensing requirements which vary by state and province. From time to time, various governments and agencies amend or add regulations, which could increase the Company's cost of operations. Non-compliance with regulations could significantly affect future earnings.

In addition, any changes to the regulations governing the Company's and its subsidiaries' trust funds may impact the timing for withdrawals from such funds and the requirements with respect to contributions thereto. Any such changes could decrease the Company's cash flows until such time as it is allowed to withdraw deposited funds or has met its contribution obligations.

Environmental and Health and Safety Risks

The Company's various operations are subject to numerous local, provincial or state and federal environmental and health and safety laws and regulations. The Company may become subject to liability under any of these laws and regulations for such things as the handling of biomedical waste and hazardous waste and for complying with guidelines aimed at preventing the spread of disease. Certain laws may impose strict, joint and several liability on various parties, regardless of fault or the legality of the original disposal activity. The Company's funeral home, cemetery and crematory operations include the use of some materials that may meet the definition of "hazardous substances" under applicable laws and thus may give rise to liability if released to the environment through a spill or release. There is no assurance that the Company will not face liability under applicable laws for any environmental conditions at its facilities, and there can be no assurance that these liabilities will not be material.

The Company's funeral home operations are generally subject to federal and provincial/state laws and regulations regarding the disposal of medical waste, and are also subject to regulation by federal, provincial/state or local authorities. The Company is required to maintain and report to the regulatory authorities, if applicable thresholds are met, a list of any hazardous chemicals and extremely hazardous substances, which are stored or used at its facilities.

The Company's crematorium operations are subject to clean air regulation. If new regulations applicable to the Company's crematorium operations were to be adopted, they could require permits or capital expenditures that could increase the Company's costs of operation and compliance. The Company is also subject to the laws regarding water quality, including the treatment of sanitary and industrial wastewaters. Many of the Company's funeral homes discharge their wastewaters into publicly operated treatment works, and may be subject to applicable limits as to contaminants that may be included in the discharge of their wastewater. The Company's cemeteries typically discharge their wastewaters from sanitary use and maintenance operations conducted onsite into publicly operated treatment works. If there are violations of applicable laws pertaining to the discharge of wastewaters, the Company may be subject to penalties as well as an obligation to conduct required remediation.

Natural Disasters and Climate Change

Natural disasters, such as earthquakes, hurricanes, tornadoes, floods and other adverse weather and climate conditions and climate-change related events, such as extreme changes in temperature, could disrupt the Company's operations in any of its offices, funeral homes, crematoria or cemeteries, or the operations of one or more of its third-party providers and vendors. To the extent any of these events occur, PLC's business and results of operations could be adversely affected.

Although the Company has integrated the oversight and management of climate change-related risks and opportunities into our strategic plan, there may be certain aspects or events of climate change that it has not taken into account. Further, it may not be aware of how shareholders and potential investors factor climate change-related risks into their investment and voting decisions. If PLC fails to adequately adapt to, and account for, climate change-related risks, and to assess changing shareholder perceptions related to the way it addresses climate change-related risks, PLC's reputation may be harmed.

PLC is not currently, but may in the future, become party to climate change-related litigation, the results of which may require it to pay damages which could adversely affect its business. Such exposure to legal action may result from a variety of factors including, for example, failure to appropriately address climate change-related risks. Such a failure may also negatively impact its ability to obtain insurance, financing or renew licenses required to operate its business, which could harm its financial results and overall results of operations.

Business Continuity

A natural disaster or terrorist attack could affect the Company's ability to operate for a period of time if information systems or facilities could not be accessed, if data integrity is compromised or if an incident occurs that affects multiple employees. The Company relies heavily on the integrity and security of, and consistent access to, data for information such as sales, merchandise ordering, inventory replenishment and order fulfillment. For these information technology systems and processes to operate effectively, PLC and its third-party service providers must periodically maintain and update them. Such systems are subject to damage or interruption from a number of causes, including power outages, computer and telecommunications failures, computer viruses, security breaches, cyber-attacks, including the use of ransomware, catastrophic events such as fires, floods, earthquakes, tornadoes or hurricanes, acts of war or terrorism, and design or usage errors by associates, contractors or third-party service providers. PLC warehouses its data and server infrastructure in an ISO certified data center and utilizes a tiered recovery strategy. The server infrastructure is based on a redundant physical cluster supporting a highly-available virtual environment with a complete on -premises backup. PLC also maintains a real time off -premises backup and a spin up strategy in Azure in the case of a catastrophic event that physically damages the data center. Although PLC and its third-party service providers seek to maintain its respective systems effectively, and to successfully address the risk of compromise of the integrity, security and consistent operations of these systems, such efforts may not be successful. As a result, PLC or its service providers could experience errors, interruptions, delays or cessations of service in key portions of its information technology infrastructure, which could significantly disrupt its operations and be costly, time consuming and resource-intensive to remedy.

Increased Construction Costs and Construction Delays

Unexpected increases in the costs of construction, including labour or raw materials, such as bronze, concrete, steel and granite, could materially adversely affect the Company's future cash flows and operating margins as there is no guarantee that earnings from trust funds would cover future unexpected increases or that the Company can increase prices adequately to cover such cost increases. Further, as a result of the COVID-19 pandemic and the resulting shortages in labour and increases in cost of materials, the Company may experience delays in the completion of internal growth projects, which may also result in greater costs.

Supply Chain Issues

PLC heavily relies on its supply chain to supply merchandise to its funeral home and cemetery locations. Disruptions in its supply chain, including where the Company's fulfillment network does not operate properly, a supplier fails to deliver on its commitments, or delivery networks have difficulty providing capacity to meet demands for their services, may lead to merchandise delivery delays or increased delivery costs, which could lead to lost sales and decreased customer confidence, and adversely affect results of operations. Changes in the costs of procuring commodities used in merchandise or the costs related to PLC's supply chain, due to inflation or other matters, could adversely affect its results of operations. PLC has implemented countermeasures, including advanced order timing and securing alternative sources of supply to mitigate inflationary pressures and lengthen lead times. However, even with these countermeasures, supply chain pressures remain dynamic and may continue to present a challenge to PLC's mitigation efforts going forward.

Cybersecurity

The protection of customer, employee and corporate data is critically important to the Company. The Company's business requires it, and some of its vendors, to use and store personally identifiable and other sensitive information of its customers and employees. The collection and use of personally identifiable information is governed by federal, state and provincial laws and regulations. Privacy and information security laws continue to evolve and may be inconsistent from one jurisdiction to another. Compliance with all such laws and regulations may increase the Company's operating costs and adversely affect its ability to market its products and services.

The security measures put in place by the Company and such vendors cannot provide absolute security, and the Company and its vendors' information technology infrastructure may be vulnerable to criminal cyber-attacks or data security incidents, including ransom of data, such as, without limitation, resident and/or employee information, due to employee error, malfeasance or other vulnerabilities. Any such incident could compromise the Company's or such vendors' networks, and the information stored by the Company or such vendors could be accessed, misused, publicly disclosed, corrupted, lost or stolen, resulting in fraud, including wire fraud related to Company assets, or other harm. Moreover, if a data security incident or breach affects the Company's systems or such vendors' systems, or results in the unauthorized release of personally identifiable information, the Company's reputation and brand could be materially damaged and the Company may be exposed to a risk of loss or litigation and possible liability, including, without limitation, loss related to the fact that agreements with such vendors, or such vendors' financial condition, may not allow the Company to recover all costs related to a cyber breach for which they alone, or they and the Company, should be jointly responsible for, which could result in a material adverse effect on the Company's business, results of operations and financial condition.

Privacy and information security risks have generally increased in recent years because of the proliferation of new technologies, such as ransomware, and the increased sophistication and activities of perpetrators of cyber-attacks. The Company has and may continue to expend additional resources to enhance the Company's information security measures and/or to investigate and remediate any information security vulnerabilities. In addition to all basic security practices, the Company has instituted MFA (multi-factor authentication), enhanced password and access protocols, geo-location protocols and zero-day protocols. Despite these steps, there can be no assurance that the Company will not suffer a data security incident in the future, that unauthorized parties will not gain access to sensitive data stored on the Company's systems, or that any such incident will be discovered in a timely manner. Further, the techniques used by criminals to obtain unauthorized access to sensitive data, such as phishing and other forms of human engineering, are increasing in sophistication and are often novel or change frequently; accordingly, the Company may be unable to anticipate these techniques or implement adequate preventative measures.

If the Company does not allocate and effectively manage the resources necessary to build and sustain reliable information technology infrastructure, the Company fails to timely identify or appropriately respond to cybersecurity incidents, or the Company's or its third-party vendors' information systems are damaged, destroyed, shut down, interrupted or cease to function properly, the Company's business could be disrupted and the Company could, among other things, be subject to: the loss of or failure to attract new customers; the loss of revenue; the loss or unauthorized access to confidential information or other assets; the loss of or damage to trade secrets; damage to its reputation; litigation; regulatory enforcement actions; violation of privacy, security or other laws and regulations; and remediation costs.

DIVIDENDS AND DISTRIBUTIONS

Since January 2012, the Company has made monthly dividend payments to shareholders of record on the last business day of each month, payable on the 15th day following each month-end, or, if not a business day, the next business day thereafter, at a rate of $0.038 per Common Share ($0.46 per Common Share on an annual basis).

Beginning in the 2022 calendar year, the Board deemed it to be in the best interests of the Company to change the payment schedule from monthly to quarterly, with dividends expected to be calculated and determined in March, June, September and December of each calendar year. Quarterly dividend payments will be paid to shareholders of record on the last business day of each calendar quarter, to be paid on the 15th day following each calendar quarter-end, or, if not a business day, the next business day thereafter. The quarterly dividend of the Company will be paid at the rate of $0.114 per Common Share ($0.46 per Common Share on an annual basis). The dividend policy is subject to the discretion of the Board and may vary depending on, among other things, the Company's earnings, financial requirements and the satisfaction of solvency tests imposed by the OBCA for the declaration of dividends.

On October 13, 2015, the Company announced that it had implemented a dividend reinvestment plan (the "**DRIP**"). The DRIP allows eligible shareholders of the Company to reinvest their cash dividends into additional Common Shares, which will be issued from treasury, or purchased on the open market, on the applicable dividend payment date. If Common Shares are issued from treasury, the price at which such Common Shares are issued will be the volume weighted trading price of the Common Shares over the five business days immediately preceding such dividend payment date, less a discount, if any, of up to 5%, at the Company's election. The Company has set the current discount for purchases under the DRIP at 3%. The Company may, subject to the terms of the DRIP, alter or eliminate any discount at any time.

The Company may increase the number of Common Shares available to be issued under the DRIP at any time in its discretion subject to (a) the approval of the Board, (b) the approval of any stock exchange upon which the Common Shares trade, and (c) public disclosure of such increase.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

PLC's authorized share capital consists of an unlimited number of Common Shares. As at the date hereof, there were 33,957,246 Common Shares issued and outstanding. The following is a brief summary of PLC's authorized share capital, as set forth in its articles of amalgamation dated January 1, 2022, as amended (the "**Articles**"). This summary may not be complete and is subject to, and qualified in its entirety by reference to, the Articles, which are available on SEDAR at www.sedar.com.

Holders of Common Shares are entitled to receive notice of and to attend any meeting of shareholders of the Company and to one vote per Common Share at any such meetings, to receive dividends if and when declared by the Company's Board, and to receive, on a pro rata basis, the remaining property and assets of the Company upon its dissolution or winding up.

Debentures

As at the date hereof, there were $82.7 million aggregate principal amount of Debentures outstanding. The following is a brief summary of the material attributes and characteristics of the Debentures and is subject to, and qualified in its entirety by reference to, the terms of that certain indenture between PLC and TSX Trust Company (the "**Debenture Trustee**") dated July 14, 2020 (the "**Indenture**"). This summary does not purport to be complete and reference should be made to the Indenture for full particulars, a copy of which is available on SEDAR at www.sedar.com.

The Debentures were issued in denominations of $1,000 or in integral multiples thereof. The principal amount of the Debentures is payable at maturity in cash or, at PLC's option and subject to the satisfaction of certain conditions, by delivery of freely tradeable Common Shares or a combination of cash and freely tradeable Common Shares. The Debentures bear interest from the date of issue at 5.75% per annum, which is payable semi-annually on June 30 and December 31 of each year.

Rank and Subordination

The Debentures are direct, senior, unsecured obligations of PLC and rank (a) subordinate to all existing and future Senior Secured Indebtedness (as defined below) of PLC, (b) subordinate to all existing and future secured indebtedness of PLC that is not Senior Secured Indebtedness, but only to the extent of the value of the assets securing such other secured indebtedness, (c) *pari passu* with each Debenture issued under the Indenture and with all other present and future unsubordinated indebtedness of the Company that is not Senior Secured Indebtedness, or that is not indebtedness described in clause (b) above, including trade payables, (d) senior in right of payment to indebtedness of the Company that by its terms is subordinated in right of payment to the Debentures, and (e) structurally subordinated to all existing and future obligations, including indebtedness and trade payables, of PLC's subsidiaries. The payment of principal and premium, if any, of, and interest on, the Debentures will be subordinated in right of payment to all Senior Secured Indebtedness of PLC, as provided in the Indenture. The Indenture does not restrict PLC or its subsidiaries from incurring additional indebtedness or from mortgaging, pledging or charging its properties to secure any indebtedness or liabilities.

"**Senior Secured Indebtedness"** means any indebtedness (including without limitation, under guarantees, indemnities and similar instruments) of PLC (including, without limitation, principal, interest, fees, premiums, make whole amounts and any other amounts owing in respect of such indebtedness) that is secured by a first lien on a material portion of the assets of PLC, which shall include all indebtedness under the Credit Facility, and any derivative, swap, hedging or cash management arrangements with any lender or affiliate of any lender under the Credit Facility.

Optional Redemption

Except in certain circumstances upon a Change of Control (as hereinafter defined), the Debentures are not redeemable by the Company prior to December 31, 2023 (the "**First Call Date**"). On or after the First Call Date and prior to December 31, 2024, the Debentures may be redeemed by the Company, in whole or in part from time to time, at a redemption price equal to 102.875% of the principal amount of the Debentures redeemed plus accrued and unpaid interest. On or after December 31, 2024 and prior to December 31, 2025 (the "**Maturity Date**"), the Debentures may be redeemed by the Company, in whole or in part from time to time, at a redemption price equal to the principal amount of the Debentures redeemed plus accrued and unpaid interest. The terms of the Credit Facility permit the Company to effect an optional redemption, but restrict the ability of the Company to effect such optional redemption for cash. Any such optional redemption would be effected subject to compliance with the Credit Facility. In the case of redemption of less than all of the Debentures, the Debentures to be redeemed will be selected by the Debenture Trustee on a pro rata basis or in such other manner as the Debenture Trustee deems equitable, subject to regulatory approvals.

Change of Control

Under the Indenture, a "**Change of Control**" of PLC will be deemed to have occurred at such time after the original issuance of the Debentures upon: (a) the acquisition by any person, or group of persons acting jointly or in concert, of voting control or direction over more than 50% of the voting rights attached to the outstanding Common Shares; or (b) the sale, transfer or other disposition, directly or indirectly, of all or substantially all of the assets and property of PLC and its subsidiaries, taken as a whole, but shall not include a sale, merger, reorganization, arrangement, combination or other similar transaction if the previous holders of Common Shares hold more than 50% of the voting control or direction in such merged, reorganized, arranged, combined or other continuing entity (and in the case of a sale of all or substantially all of the assets, in the entity which has acquired such assets) immediately following the completion of such transaction.

Upon a Change of Control, PLC is required to offer to purchase all of the outstanding Debentures at a purchase price equal to 100% of the principal amount of the Debentures, plus any accrued and unpaid interest. Upon the occurrence of a Change of Control prior to the First Call Date, PLC may redeem the Debentures, at its option and for cash only, at a cash redemption price equal to 102.875% of the principal amount of the Debentures, plus an aggregate amount equal to the interest that (a) has accrued and is unpaid to such date of redemption, and (b) would have accrued and been payable up to and including the First Call Date had the Debentures not been redeemed.

Method of Payment

On redemption or at Maturity, PLC may repay the indebtedness represented by the Debentures by paying to the Debenture Trustee the amount required to repay the principal amount of such Debentures, together with accrued and unpaid interest thereon. Subject to required regulatory approvals and provided that there is not a current event of default under the Indenture, PLC may, at its option, elect to satisfy its obligation to pay all or a portion of the principal amount of the Debentures on redemption or at Maturity through, in whole or in part, the issuance of Common Shares.

MARKET FOR SECURITIES

Common Shares

The Common Shares are listed and posted for trading on the TSX under the symbol “PLC”. The following table shows the monthly range of high and low prices per Common Share and total monthly volumes traded on the TSX for the year ended December 31, 2021:

Month	High ($)	Low ($)	Volume
January	32.33	27.15	1,941,476
February	32.46	29.34	1,362,459
March	33.14	29.08	1,863,763
April	35.20	32.41	1,880,244
May	35.60	32.20	1,446,716
June	34.04	32.10	1,173,000
July	36.09	31.98	1,579,099
August	38.24	34.86	2,532,003
September	38.54	35.20	2,418,835
October	37.41	35.11	1,493,114
November	42.04	36.24	1,740,039
December	41.58	37.32	2,924,932

On February 11, 2022, PLC launched a U.S. denominated ticker symbol on the TSX, "PLC.U", under which purchases and sales of its Common Shares can be made in U.S. dollars.

Debentures

The Debentures are listed and posted for trading on the TSX under the symbol "PLC.DB". The following table shows the monthly range of high and low prices per Debenture and total monthly volumes traded on the TSX for the year ended December 31, 2021:

Month	High ($)	Low ($)	Volume
January	106.50	104.00	11,600
February	106.58	103.50	8,810
March	105.00	102.30	23,720
April	106.50	104.00	9,530
May	106.47	104.55	5,960
June	106.50	105.00	9,540
July	108.00	105.60	5,930
August	110.50	105.01	5,340
September	107.00	105.01	4,870
October	106.89	104.99	9,990
November	104.99	102.55	7,470
December	105.00	103.75	7,370

DIRECTORS AND EXECUTIVE OFFICERS

Pursuant to the Articles of the Company, the Board shall consist of a minimum of three and a maximum of ten directors. The directors of the Company shall hold office until the next annual meeting of shareholders, or until their resignation or removal, or until their respective successors have been duly elected or appointed.

Name, Occupation and Security Holdings

The following table sets out certain information with respect to the executive officers of the Company as at the date of this Annual Information Form:

Name & Municipality of Residence	Position with the Company
Jay D. Dodds Humble, Texas, U.S.	President, Chief Operating Officer and Director
Linda Gilbert Toronto, Ontario, Canada	VP, Corporate Finance and Financial Reporting
J. Bradley Green Houston, Texas, U.S.	Chief Executive Officer and Director
W. Clark Harlow Houston, Texas, U.S.	Senior Vice President, Operational Finance and Accounting
Jennifer Hay Austin, Texas, U.S.	General Counsel
Lorie Johnson The Woodlands, Texas, U.S.	VP, Human Resources
Daniel Millett Toronto, Ontario, Canada	Chief Financial Officer

Name & Municipality of Residence	Position with the Company
Jeff Parker Houston, Texas, U.S.	Chief Technology Officer
James Price Valrico, Florida, U.S.	Senior Vice President, Industry Relations

The following table sets out certain information with respect to the directors of the Company as at the date of this Annual Information Form:

Name & Municipality of Residence	Position with the Company	Principal Occupation
Marilyn Brophy(1) Toronto, Ontario, Canada	Director	Retired Senior Investment Executive
Jay Dodds Humble, Texas, U.S.	Director	President and Chief Operating Officer, Park Lawn Corporation
Amy Freedman(2) Toronto, Ontario, Canada	Director	Partner and Head of Engagement Fund Investing, Ewing Morris & Co. Investment Partners Ltd.
J. Bradley Green Houston, Texas, U.S.	Director	Chief Executive Officer, Park Lawn Corporation
Deborah Robinson(3) Toronto, Ontario, Canada	Director	Founder and President, Bay Street HR
Steven R. Scott(4) Toronto, Ontario, Canada	Director	Chairman and Chief Executive Officer, Storage Vault Canada Inc. and The Access Group of Companies
Paul G. Smith(5) Toronto, Ontario, Canada	Director (Chairman)	Chief Executive Officer and Chairman, Rally Enterprises & Communications Inc.
John Ward(6) Toronto, Ontario, Canada	Director	Executive and Co-owner, Ward Funeral Homes Limited

Notes:

(1) Marilyn Brophy is Chair of the Investment Committee, and a member of the Audit Committee and the Human Resources & Compensation Committee (the "**HR&C Committee**").

(2) Effective June 1, 2021, Amy Freedman assumed the role of Chair of the Governance and Nominating Committee (the "**G&N Committee**"). Ms. Freedman is also a member of the Investment Committee and the HR&C Committee.

(3) Deborah Robinson is Chair of the HR&C Committee and a member of the G&N Committee.

(4) Steven R. Scott is Chair of the Audit Committee.

(5) Paul G. Smith is a member of the Audit Committee, and an honorary member of the Company's G&N Committee, Investment Committee and HR&C Committee.

(6) Effective June 1, 2021, John Ward resigned as Chair of the G&N Committee. Mr. Ward is a member of the G&N Committee and the Investment Committee.

As a group, the directors and executive officers of the Company own, control or direct, directly or indirectly, 160,096 Common Shares, representing approximately 0.48% of the issued and outstanding Common Shares as of the date of this Annual Information Form. The foregoing holdings do not include deferred share units, restricted share units, performance share units or options granted under the Company's equity incentive plans. The following are brief biographies of the directors and executive officers of the Company:

Marilyn Brophy has been a director of PLC since June 22, 2020, and is Chair of the Investment Committee and a member of the Audit Committee and HR&C Committee. Ms. Brophy is now retired but was formerly a Senior Investment Executive and the Managing Director, Head of Equity Research at CIBC Asset Management, where she served for eight years. Prior to joining CIBC Asset Management, Ms. Brophy was the Director, Equity Research at UBS Global Asset Management (Canada) Co. for approximately seven years. Ms. Brophy is an accomplished business leader with substantial experience in multiple disciplines, including investment management, equity capital markets, company strategic analysis, risk assessment and the development of organizational capability. Most recently, she acted as a builder and leader of one of Canada's largest buy-side equity research teams. Alongside this role, she also co-managed approximately $5 billion of equity assets on behalf of institutional and retail investors. Ms. Brophy holds a Master of Business Administration from Queen's University, Master of Arts – Economics from McMaster University, Bachelor of Arts – BA, Honours – Economics from Queen's University, Chartered Director designation from The Directors College, and the Chartered Financial Analyst designation from the CFA Institute.

Jay D. Dodds has been Chief Operating Officer of PLC since May 2018. Mr. Dodds was appointed President and Chief Operating Officer and as a member of the Board on June 22, 2020. Mr. Dodds has over 36 years of experience in the funeral and cemetery profession. He holds a funeral directors and embalmers license in both Texas and New Mexico. In addition, he is a certified cremation operator. Mr. Dodds served as founder, owner and President/ Chief Operations Officer of Signature Funeral and Cemetery Investments, LLC ("**Signature**"). Prior to founding Signature, he was the Executive Vice President and Chief Operating Officer of another U.S. publicly traded company, where he served in a senior operations leadership role for 17 years. Over his career, he has directly managed businesses in every region of the U.S. Mr. Dodds currently serves as the immediate Past President of the International Cemetery Cremation and Funeral Association (ICCFA), Trustee Emeritus for the Funeral Service Foundation, Trustee for the ICCFA Educational Foundation and as a board member of the Pierce Mortuary Colleges.

Amy Freedman has been a director of PLC since June 22, 2020, and is the Chair of the G&N Committee and a member of the HR&C Committee and Investment Committee. Effective January 31, 2022, Ms. Freedman was appointed Partner and Head of Engagement Fund Investing at Ewing Morris & Co. Investment Partners Ltd., an independent Canadian boutique investment firm that manages equity and credit strategies with a focus on North American small-capitalization companies and high yield bonds. Prior to joining Ewing Morris & Co. Investment Partners Ltd., Ms. Freedman was the Chief Executive Officer of Kingsdale Advisors, a shareholder services and advisory firm specializing in strategic and defensive advisory, governance advisory, proxy and voting analytics and investor communications. Ms. Freedman also sits on the board of Mandalay Resources Corporation (TSX: MND). A seasoned capital markets professional, with over 15 years of experience in investment banking, Ms. Freedman began her career at Morgan Stanley in New York, where she spent approximately four years executing lead managed equity transactions and client coverage. Thereafter, Ms. Freedman moved back to Toronto with National Bank Financial and most recently served as Managing Director, Equity Capital Markets for Stifel, where she spent eight years with the organization and its predecessors. Ms. Freedman has extensive experience leading transaction management and positioning companies for success in the marketplace across a broad spectrum of industries. Ms. Freedman obtained her JD/MBA from the University of Toronto.

Linda Gilbert joined PLC as the Director of Finance in September 2014, was appointed VP, Finance and Administration in March 2016 and VP, Corporate Finance and Financial Reporting in January 2022. Ms. Gilbert is a chartered accountant and brings over 21 years of finance experience in public companies. Prior to joining PLC, she was an independent director of Envoy Capital Group Inc., and acted as a member of the Audit Committee, Compensation Committee and Nominating Committee and as Chair of the Corporate Governance Committee. She has previously held the positions of Vice President, Chief Financial Officer and Director of Finance at Envoy Communications Group Inc. Ms. Gilbert also has experience as an independent consultant and has consulted for various companies on financial management, analysis and reporting. Ms. Gilbert holds a Chartered Professional Accountant, Chartered Accountant designation and a Bachelor of Business Administration.

J. Bradley Green joined PLC as President in May 2018, and was appointed the Interim Chief Executive Officer on March 31, 2020. Mr. Green was officially appointed Chief Executive Officer and as a member of the Board, effective June 22, 2020. Mr. Green has over 15 years of experience in the funeral and cemetery profession.

Prior to joining PLC, Mr. Green served as a founder, owner and the Chief Executive Officer of Signature. Prior to founding Signature, he was the Executive Vice President and General Counsel of another publicly traded funeral and cemetery industry consolidator. During that time, he was responsible for many corporate functions, including acquisitions. In addition to his industry experience, Mr. Green is a licensed attorney with an extensive legal background, including work at two international law firms and serving as the General Counsel for a large, international transportation company.

W. Clark Harlow joined PLC as VP, Finance-USA in May 2018, and was appointed Senior Vice President, Operational Finance and Accounting in January 2022. Mr. Harlow has over 28 years of experience in various accounting and executive roles across several industries, of which 21 years have been in the funeral and cemetery profession. Mr. Harlow joined Signature Group in 2015 as an owner and its Chief Financial Officer. He has previously led the finance, accounting and M&A functions in private and publicly listed companies.

Jennifer Hay joined PLC in 2018 as Associate General Counsel, and was appointed General Counsel in February 2020. She has been a licensed attorney since 2001 and has approximately 9 years of experience working directly within the funeral and cemetery industry. Ms. Hay has a wide-breadth of legal expertise, with over 12 years of in-house experience advising and serving as counsel for public companies, including two international companies. Prior to joining PLC, she served in numerous capacities for Whole Foods Market, Inc., LDR Spine USA, Inc. and Carriage Services, Inc. In these roles, she has developed, led and had oversight over various functions including Legal, Human Resources and Safety and Risk Management.

Lorie Johnson joined PLC as VP, Human Resources in May 2018. Ms. Johnson has over 15 years of experience in the funeral and cemetery profession, and she joined Signature in 2014 as its Chief Administrative Officer. Ms. Johnson has over 31 years of experience in all aspects of organizational administration, human resources, training and people development. In her role as VP, Human Resources she leads, facilitates and participates in organizational development and effectiveness across an employee's full life cycle with the company. At Signature, she had oversight over all aspects of Human Resources, Training, Safety and Risk Management, as well as Administration and Information Technology. Ms. Johnson is an HRCI and SHRM certified Senior Human Resource Professional.

Daniel Millett was appointed Chief Financial Officer of PLC on September 8, 2020. Prior to joining PLC, Mr. Millett served as Chief Financial Officer of Agellan Commercial REIT and, prior to that, was a Senior Manager at KPMG LLP, in their building, construction and real estate industry group. Mr. Millett has proven expertise in financial controls, risk management, financial reporting and financial modeling for mergers and acquisitions in a public company setting. In addition, Mr. Millett has cross-border experience in Canada and the U.S., and has been involved in over $3 billion of real estate and capital markets transactions. Mr. Millett holds a Chartered Professional Accountant, Chartered Accountant designation, and earned a Bachelor of Business Administration from Wilfrid Laurier University.

Jeff Parker joined PLC as an executive officer and Chief Technology Officer in June 2018. He brings over 40 years of IT experience and 20 years of funeral and cemetery experience. Mr. Parker began his IT career with IBM in the late 1970s, wrote code to guide the Maverick Missiles in the 1980s, joined his father in the energy industry in the 1990s, and started in the funeral and cemetery business at the urging of a friend who was providing hardware to one of the largest publicly traded death care consolidators in the industry in 1998. Mr. Parker's 20 years in the industry includes roles such as Manager of Offsite Systems, Manager of Application Development and Director of Information Systems. He was also the principal architect of the software system that currently runs one of the largest public funeral and cemetery businesses in the U.S.

James Price joined PLC in February 2016 as the Chief Executive Officer of MMG, and was then appointed to Senior VP, Industry Relations. Prior to joining PLC, he co-founded and served as EVP/ Chief Operations Officer of Foundation Partners Group and formerly co-founded and served as Chief Operations Officer of Keystone Group Holdings. Mr. Price currently serves on the International Cemetery, Cremation & Funeral Association (ICCFA) Board of Directors, ICCFA Governmental Affairs Committee, and is currently President of the ICCFA

Educational Foundation. He also serves on the Advisory Board for the Sykes School of Business, Center for the Study of Ethics, at the University of Tampa in Tampa, Florida. Mr. Price has over 50 years of experience in the funeral profession and is a graduate of the California College of Mortuary Science.

Deborah Robinson has been a director of PLC since June 2018, and serves as the Chair of the HR&C Committee and sits on the G&N Committee. Ms. Robinson is the founder and President of Bay Street HR, an outsourced human resources service provider to small and mid-sized financial and professional service firms. Prior to founding Bay Street HR, Ms. Robinson was Executive Director at CIBC World Markets, where she oversaw human resources for Global Investment Banking. She also held senior HR positions at Fidelity Investments and American Express in Boston and New York City. Ms. Robinson sits on the board and is the Chair of the Governance and Compensation Committee of Global Crossing Airlines Group Inc. (TSX-V: JET), and also serves as a director of Timbercreek Financial Corp. (TSX: TF) and Blockchain Foundry Inc. (CSNX: BCFN), and is a director and co-founder of Best Buddies Charitable Foundation. From 2014-2017 she was a Director, member of the Human Resources and Compensation Committee and member of the Corporate Governance, Risk, and Strategy Committee of VIA Rail Canada Inc. Ms. Robinson holds a Bachelor's degree and is also a graduate of the Directors Education Program of the Institute of Corporate Directors and holds the ICD.D designation.

Steven R. Scott has been a director of PLC since April 2014 and serves as the Audit Committee Chair. Mr. Scott is the Chairman and Chief Executive Officer of StorageVault Canada Inc. (TSXV: SVI), and an owner and Chief Executive Officer of The Access Group of Companies. He has over 20 years of experience in the ownership, acquisition, development and management of self storage, residential and commercial real estate in Canada. Mr. Scott serves as the Chair of Parkit Enterprise Inc. (CVE: PKT) and as Director and Treasurer of the Canadian Self Storage Association (CSSA). Mr. Scott worked in public accounting prior to joining The Access Group of Companies and is a Chartered Accountant, having articled with Deloitte & Touche. He holds a Bachelor of Commerce degree and the CPA and CA designations.

Paul G. Smith has been a director of PLC since May 2016 and Chairman since February 2020. He also serves on the Company's Audit Committee, and as an honorary member of the G&N Committee, HR&C Committee and Investment Committee. Over his career, Mr. Smith has held the positions of Chief Financial Officer, Chief Executive Officer, director and Chairman. He was Chair of VIA Rail Canada Inc.'s board of directors from 2010 to 2014, after having joined the board in September 2006, and was President and Chief Executive Officer of Equity Financial Holdings Inc. (TSX: EQI), a Canadian financial services firm he co-founded whose principal subsidiary is an OSFI-regulated deposit-taking institution. Mr. Smith is a director of several companies and was recently reappointed Chair of Centralized Supply Chain Ontario, a centralized procurement agency charged with overseeing the province's procurement practices. Before joining the private sector, Mr. Smith served as Executive Assistant to Former Prime Minister of Canada, Brian Mulroney. Mr. Smith holds a Master of Business Administration from INSEAD (France), a Master of Arts in Public Administration from Carleton University and undergraduate degrees (Accounting, Political Science) from the University of Ottawa. Mr. Smith completed the Directors Education Program of the Institute of Corporate Directors and holds the ICD.D designation.

John Ward has been a director of PLC since August 2013 and serves on the G&N Committee and Investment Committee. Mr. Ward is a fourth generation Funeral Director and co-owner of Ward Funeral Homes Limited, a highly respected independent funeral operator in the Greater Toronto Area. Mr. Ward is actively involved in the funeral industry in Ontario, having previously served as Chairman of the board of directors and Chair of the Audit and Investment Committees of Guaranteed Funeral Deposit. He was also a member of the Board of Funeral Services in Ontario from September 2012 to March 2017.

Audit Committee

The Audit Committee is a committee of the Board. The members of the Audit Committee and the Chair of the Audit Committee are appointed by the Board on an annual basis and hold office until the next annual meeting (or until their successors are duly appointed). The Audit Committee assists the Board in fulfilling its responsibilities by overseeing the Company's financial controls, and reporting and monitoring the Company's compliance with financial covenants and regulatory requirements. These include governing financial disclosure matters and risk management, and evaluating and making recommendations to the Board on relevant matters, including financial reporting, external auditors and performance of the Company's internal audit function. For further information on the mandate of the Audit Committee, see the Charter of the Audit Committee attached hereto as Appendix "A".

Composition of the Audit Committee

As at the date of this Annual Information Form, the Audit Committee is comprised of the following independent directors: Steven R. Scott (Chair), Marilyn Brophy and Paul G. Smith, all of whom are "financially literate" as defined under *National Instrument 52-110 – Audit Committees.*

Relevant Education and Experience

For a description of the education and experience of each member of the Audit Committee, see their respective biographies under "Directors and Executive Officers – Name, Occupation and Security Holdings".

External Auditor Service Fees

The Company's auditor for the most recently completed financial year was MNP LLP.

The fees billed to the Company by its auditor for each of the financial years ended December 31, 2021 and December 31, 2020, were as follows:

Year	Audit Fees(1)	Audit-Related Fees(2)	Tax Fees(3)	All Other Fees(4)
2021	$1,298,604	$357,333	NIL	$43,538
2020	$1,078,011	$253,387	$79,506	$43,843

Notes:

(1) The aggregate of fees billed for annual audit services relating to the audit of the Company.
(2) The aggregate of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees", including interim reviews performed by the auditor, prospectus consent procedures and disbursements related to the audit.
(3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning, including the preparation of corporate tax returns and general tax advisory services.
(4) The aggregate fees incurred for products and services other than set out under the headings, "Audit Fees", "Audit Related Fees" and "Tax Fees", including translation services related to prospectus filings.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, none of the directors or executive officers of the Company is, or has been within 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any other company (including the Company) that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

where "order" refers to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 days.

To the knowledge of the Company, other than as set out below, none of the directors or executive officers of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of this Annual Information Form, or has been within the 10 years before the date of this Annual Information Form, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) within the 10 years before the date of this Annual Information Form, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Deborah Robinson was a director of Frontline Technologies Inc. ("**Frontline**"), a public company trading on the TSXV, until January 7, 2013. On December 11, 2012, Frontline filed a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") and on January 4, 2013, Frontline filed an assignment into bankruptcy with the Official Receiver for the general benefit of its creditors pursuant to the BIA. Ms. Robinson joined the subsequent private entity, Frontline Broadband Inc., a private Canadian information technology service provider ("**FBI**"), as a director and resigned in June 2020. In July 2020, the Ontario Superior Court of Justice appointed a receiver of the assets of the entity and, in October 2020, approved the sale of the assets to Rally Enterprises & Communications Corp ("**Rally**").

Paul G. Smith was a director of Eureka 93 Inc. ("**Eureka 93**"), a public company trading on the *Canadian Securities Exchange*, until August 16, 2019. On February 14, 2020, Eureka 93 filed a notice of intention to make a proposal under the BIA and on August 28, 2020, Eureka 93 was deemed bankrupt and issued a Certificate of Assignment by the Official Receiver. Mr. Smith is currently Chairman and Chief Executive Officer of Rally, and was also Chairman and Chief Executive Officer of its predecessor, FBI, until June 2020. In July 2020, the Ontario Superior Court of Justice appointed a receiver of the assets of FBI and, in October 2020, approved the sale of the assets to Rally.

To the knowledge of the Company, none of the directors or executive officers of the Company or shareholders holding a sufficient number of Common Shares to affect materially the control of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or has entered into a settlement agreement with a securities regulatory authority, or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

In the course of its business, the Company from time to time becomes involved in various claims and legal proceedings. Litigation is subject to many uncertainties and the outcome of individual matters is not predictable. As of the date of this Annual Information Form, the Company is not aware of any current or contemplated legal proceedings to which it is a party or to which any of its property is subject which involves any material liability.

Regulatory Actions

As of the date of this Annual Information Form, the Company is not aware of any:

(a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the financial year ended December 31, 2021;

(b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or

(c) settlement agreements the Company has entered into with a court relating to securities legislation or with the securities regulatory authority during the financial year ended December 31, 2021.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the best of the Company's knowledge, there have been no current or nominated directors or executive officers, or any associate or affiliate of a current or nominated director or executive officer, with a material interest in any transaction within the three most recently completed financial years, or during the current financial year, that has materially affected PLC or is reasonably expected to materially affect PLC.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar for the Common Shares is TSX Trust Company at its principal office, located at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1.

MATERIAL CONTRACTS

The following are the material contracts (other than those entered into in the ordinary course of business) entered into by PLC, or its subsidiaries, within the last financial year, or prior to the most recently completed financial year but still in effect:

(a) the Indenture; and

(b) the Credit Facility.

A general description of the Credit Facility can be found under "General Development of the Business – Three Year History – Recent Developments – Credit Facility" . A general description of the Indenture can be found under "Description of Capital Structure – Debentures". The general descriptions include a summary of the material attributes of such agreements but is not complete and is qualified by reference to the terms of the material agreements, which are available on SEDAR at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

INTERESTS OF EXPERTS

The Company's independent auditors are MNP LLP, Chartered Professional Accountants, who have prepared an audit report on the audited consolidated financial statements of the Company as at and for the year ended December 31, 2021. MNP LLP is independent with respect to the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario. Following the completion of a tender process in 2021, the Board (on the recommendation of the Audit Committee) approved the appointment of KPMG LLP as the Company's auditor effective March 4th, 2022. MNP LLP has notified the Company that, at the request of the Company, it will resign as auditor of the Company effective March 4th, 2022.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's profile on SEDAR, which can be accessed at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans will be contained in the Company's management information circular for its upcoming annual and special meeting of shareholders. Additional financial information is provided in the Company's consolidated financial statements and management's discussion and analysis for the financial year ended December 31, 2021, all of which can be found on SEDAR at www.sedar.com.

APPENDIX A – CHARTER OF THE AUDIT COMMITTEE

Since 1892

PARK LAWN CORPORATION
(THE "CORPORATION")

This Charter of the Audit Committee (the "**Charter**") was adopted by the board of directors of the Corporation on August 25, 2020 and replaces the previous Charter of the Audit Committee of the Corporation.

1. Purpose

The Audit Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of the Corporation. The Committee assists the Board in fulfilling its oversight responsibilities by overseeing the Corporation's financial controls and reporting and monitoring whether the Corporation complies with financial covenants and legal and regulatory requirements governing financial disclosure matters and financial risk management, including evaluating and making recommendations to the Board as appropriate with respect to:

- financial reporting;
- the external auditors, including performance, qualifications, independence, and their audit of the Corporation's financial statements;
- the performance of the Corporation's internal audit function;
- internal controls and disclosure controls;
- financial risk management;
- the Corporation's Code of Business Conduct and Ethics (the "**Code**"); and
- related-party transactions.

The Audit Committee will also have authority to review and, in its discretion, approve certain matters, in accordance with and within the limitations prescribed by this Charter.

The Audit Committee's primary function is to assist the Board in fulfilling its responsibilities. It is, however, the Corporation's management which is responsible for preparing the Corporation's financial statements and it is the Corporation's external auditors who are responsible for auditing those financial statements.

2. Composition and Member Qualification

The Committee should be comprised of a minimum of three directors of the Corporation.

All members of the Committee must (except to the extent permitted by NI 52-110 – *Audit Committees*, as it may be amended or replaced from time to time ("**NI 52-110**")) be independent (as defined by NI 52-110), and free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Committee.

All members of the Committee must be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements).

The members of the Committee and the chair of the Committee (the "**Chair**") are appointed by the Board on an annual basis (or until their successors are duly appointed), and shall hold office until the next annual meeting. Any member of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy will exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

3. Limitations on Committee's Duties

In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee will be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by management of the Corporation ("**Management**") as to the non-audit services provided to the Corporation by the external auditor, (iv) financial statements of the Corporation represented to them by a member of Management or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with applicable generally accepted accounting principles, and
(v) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

4. Meetings

The Committee shall meet regularly, but not less frequently than quarterly, and more frequently if circumstances require. A quorum for the transaction of business at any meeting of the Committee will be the presence in person or via tele- or video-conference of a majority of the members of the Committee or such greater number as the Committee may by resolution determine. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, the quorum for the adjourned meeting will consist of the members then present.

The Committee will keep minutes of each meeting of the Committee. A copy of the minutes will be provided to each member of the Committee.

Meetings of the Committee will be held from time to time and at such place as any member of the Committee will determine upon two days' prior notice to each of the other Committee members. The members of the Committee may waive the requirement for notice. A notice of a meeting of the Committee may be given verbally, in writing or by telephone, fax or other means of communication, and need not specify the purpose of the meeting. In addition, any member of the Committee the Chair of the Board, and each of the Chief Executive Officer, the Chief Financial Officer and the external auditor will be entitled to request that the Chair call a meeting.

The Committee may ask members of Management and employees of the Corporation (including, for greater certainty, its affiliates and subsidiaries) or others (including the external auditor) to attend meetings and provide such information as the Committee requests. Members of the Committee will have full access to information of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations) and will be permitted to discuss such information and any other matters relating to the results of operations and financial position of the Corporation with Management, employees, the external auditor and others as they consider appropriate.

The Committee or its Chair should meet at least once per year with Management and the external auditor in separate sessions to discuss any matters that the Committee or either of these groups desires to discuss privately. In addition, the Committee or its Chair should meet with Management quarterly in connection with the Corporation's interim financial statements.

The Committee shall meet *in camera*, without management, at each meeting of the Committee, and otherwise as considered appropriate by the members of the Committee. Any member of the Committee may move the Committee *in camera* at any time during the course of a meeting, and a record of any decisions made *in camera* shall be maintained by the Chair of the Committee.

The Committee will determine any desired agenda items.

5. <u>Committee Activities</u>

As part of its function in assisting the Board in fulfilling its oversight responsibilities (and without limiting the generality of the Committee's role), the Committee will have the power and authority to:

A. Financial Disclosure

(a) Review and recommend for Board approval the Corporation's interim financial statements, including any certification, report, opinion or review rendered by the external auditor and the related management's discussion & analysis and press release.

(b) Review and recommend for Board approval the Corporation's annual financial statements, including any certification, report, opinion or review rendered by the external auditor, the annual information form and the related management's discussion & analysis and press release.

(c) Review and approve any other press releases that contain financial information and such other financial information of the Corporation provided to the public or any governmental body as the Committee requires.

(d) Satisfy itself that adequate procedures have been put in place by Management for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and the related management's discussion & analysis.

(e) Before the release of financial statements and related disclosures to the public, obtain confirmation from the Chief Executive Officer and Chief Financial Officer as to the matters addressed in the certifications required by the securities regulatory authorities.

(f) Review any litigation, claim or other contingency and any regulatory or accounting initiatives that could have a material effect upon the financial position or operating results of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee.

(g) Receive periodically Management reports assessing the adequacy and effectiveness of the Corporation's disclosure controls and procedures.

B. Internal Control

(a) Review Management's process to identify and manage the significant risks associated with the activities of the Corporation.

(b) Review the effectiveness of the internal control systems for verifying the accuracy of financial records and monitoring compliance with financial disclosure matters, financial risk management, laws and regulations.

(c) Have the authority to communicate directly with the internal auditor (if any).

(d) Receive periodical Management reports assessing the adequacy and effectiveness of the Corporation's internal control systems, including with respect to the integrity and quality of the Corporation's financial statements and other financial information.

(e) Assess the overall effectiveness of the internal control and risk management frameworks through discussions with Management, the internal auditor (if any) and the external auditors and assess whether recommendations made by the internal auditor (if any) or the external auditors have been implemented by Management.

(f) In consultation with the Corporate Governance and Nominating Committee, oversee management's disclosure controls and procedures regarding the Corporation's financial information to confirm that the Corporation's financial information that is required to be disclosed under applicable law or stock exchange rules is disclosed.

(g) Review any special audit steps adopted in light of material control deficiencies.

C. Relationship with the External Auditor

(a) Recommend to the Board the selection of the external auditor and the fees and other compensation to be paid to the external auditor.

(b) Have the authority to communicate directly with the external auditor and the Chief Financial Officer of the Corporation and arrange for the external auditor to be available to the Committee and the Board as needed.

(c) Oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditors regarding financial reporting,

(d) Require, in accordance with applicable law, that the external auditors report directly to the Committee Advise and not to Management.

(e) Monitor the relationship between Management and the external auditor, including reviewing any Management letters or other reports of the external auditor, discussing any material differences of opinion between Management and the external auditor, any audit problems or difficulties experienced by the external auditor in performing the audit, and resolving disagreements between the external auditor and Management.

(f) Review and discuss with the external auditor all critical accounting policies and practices to be used in the Corporation's financial statements, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the external auditor.

(g) Review any major issues regarding accounting principles and financial statement presentation with the external auditor and management, including any significant changes in the Corporation's selection or application of accounting principles and any significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements.

(h) If considered appropriate, establish separate systems of reporting to the Committee by each of Management and the external auditor.

(i) Review and discuss on an annual basis with the external auditor all significant relationships they have with the Corporation, Management, the external asset manager or employees that might interfere with the independence of the external auditor.

(j) Pre-approve all non-audit services (or delegate such pre-approval, as the Committee may determine and as permitted by applicable securities laws) to be provided by the external auditor.

(k) Review the performance of the external auditor and recommend any discharge of the external auditor when the Committee determines that circumstances warrant.

(l) Periodically consult with the external auditor without Management present about (i) any significant risks or exposures facing the Corporation, (ii) internal controls and other steps that Management has taken to control such risks, and (iii) the completeness and accuracy of the financial statements of the Corporation, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.

(m) Review and approve any proposed hiring of current or former partners or employees of the current (and any former) external auditor of the Corporation.

(n) Consider any matter required to be communicated to the Audit Committee by the external auditors under applicable generally accepted auditing standards, applicable law and listing standards, including the auditor's report to the Audit Committee (and management's response thereto).

D. Audit Process

(a) Review the scope, plan and results of the external auditor's audit and reviews, including the auditor's engagement letter, the post-audit management letter, if any, and the form of the audit report. The Committee may authorize the external auditor to perform supplemental reviews, audits or other work as deemed desirable.

(b) Following completion of the annual audit and quarterly reviews, review separately with each of Management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.

(c) Review any significant disagreements among Management and the external auditor in connection with the preparation of the financial statements.

(d) Where there are significant unsettled issues between Management and the external auditor that do not affect the audited financial statements, the Committee will seek to ensure that there is an agreed course of action leading to the resolution of such matters.

(e) Review with the external auditor and Management significant findings and the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

(f) Review the system in place to seek to ensure that the financial statements, management's discussion & analysis and other financial information disseminated to regulatory authorities and the public satisfy applicable requirements.

E. Financial Reporting Processes

(a) Review the integrity of the Corporation's financial reporting processes, both internal and external, in consultation with the external auditor.

(b) Periodically consider the need for an internal audit function, if not present.

(c) Review all material balance sheet issues, material contingent obligations and material related party transactions.

(d) Review with Management and the external auditor the Corporation's accounting policies and any changes that are proposed to be made thereto, including all critical accounting policies and practices used, any alternative treatments of financial information that have been discussed with Management, the ramification of their use and the external auditor's preferred treatment and any other material communications with Management with respect thereto. Review the disclosure and impact of contingencies and the reasonableness of the provisions, reserves, estimates and special issues (e.g., major transactions, changes in the selection or application of accounting policies, off-balance sheet items, effect of regulatory and financial initiatives) that may have a material impact on financial reporting.

(e) Review and approve, if appropriate, major changes to the Corporation's accounting principles and practices as suggested by management with the concurrence of the external auditors.

6. General

(a) Inform the Board of matters that may significantly impact on the financial condition or affairs of the business.

(b) Respond to requests by the Board with respect to the functions and activities that the Board requests the Committee to perform.

(c) Periodically review this Charter and, if the Committee deems appropriate, recommend to the Board changes to this Charter.

(d) Review the public disclosure regarding the Committee required from time to time by NI 52-110.

(e) Review in advance, and approve, the hiring and appointment of the Corporation's Chief Financial Officer.

(f) Establish and oversee the effectiveness of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing under the Corporation's whistleblower policy.

(g) Perform any other activities as the Committee or the Board deems necessary or appropriate.

7. Responsibilities of Committee Chair

The primary responsibility of the Chair of the Audit Committee is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling this Charter and any other matters delegated to it by the Board. To that end, the Committee Chair's duties and responsibilities shall include:

(a) Working with the Chair of the Board and the Chief Executive Officer to establish the frequency of Committee meetings and the agendas for such meetings.

(b) Providing leadership to the Committee and presiding over Committee meetings.

(c) Facilitating the flow of information to and from the Committee and fostering an environment in which the Committee members may ask questions and express their viewpoints.

(d) Reporting to the Board with respect to the significant activities of the Committee and any recommendations made by the Committee.

(e) Taking such other steps as are reasonably required to ensure that the Committee carries out this Charter.

8. Other Organizational Matters

The members and the Chair of the Committee shall be entitled to receive remuneration for acting in such capacity as the Board may from time to time determine.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to:

(a) with the prior approval of the Chair of the Board, engage, select, retain, terminate, set and approve the fees and other compensation and other retention terms of special or independent counsel, accountants or other advisors, as it deems appropriate;

(b) subject to the prior approval of the Chair of the Board, obtain appropriate funding to pay, or approve the payment of, such approved fees at the expense of the Corporation; and

(c) communicate directly with the internal and external auditors.

The Committee shall have full access to books, records, facilities, and personnel of the Corporation, as it deems necessary to carry out its duties.

The Committee's performance shall be evaluated annually, in accordance with a process developed by the Corporate Governance and Nominating Committee and approved by the Board, and results of that evaluation shall be reported to the Corporate Governance and Nominating Committee and to the Board.

APPENDIX B – INTERCORPORATE RELATIONSHIPS

(1) Park Lawn Management Services Inc. ("**PLMS**"), an Ontario corporation, owns 100% of the general partnership interest of Park Lawn Limited Partnership, the owner of six cemeteries in the Greater Toronto Area. PLC has a 100% direct ownership interest in PLMS.

(2) PLC holds its 100% indirect interest in Midwest Memorial Group LLC through its 100% direct and indirect ownership interest in Park Lawn Capital Limited, Inc., a Delaware corporation ("**PLCL**"), and The Park Lawn Cemetery Company (USA), Inc., a Delaware corporation.

(3) PLC Saber Ltd. directly owns 100% of the membership interests of or an affiliate of PLC Saber Ltd. manages, as applicable, Saber Management, LLC, an Indiana limited liability company, Saber - Gurnee, LLC, an Indiana limited liability company, Saber Management - Kentucky, LLC, an Indiana limited liability company, Saber Management - Kentucky Funeral Services, LLC, an Indiana limited liability company, Forest Lawn Texas, LLC, an Indiana limited liability company and Warren Cemetery Association, an Illinois non-profit corporation. PLC holds its 100% indirect ownership interest PLC Saber Ltd. through its 100% direct ownership interest in PLCL.

(4) PLC CMS Ltd. owns, directly or indirectly, 100% of the stock or membership interests, as applicable, of or an affiliate of PLC CMS Ltd. manages, or has certain business relationships with, as applicable, CMS Mid-Atlantic, Inc., a New Jersey corporation, Mid-Atlantic Finance, Inc., a Pennsylvania corporation, Citadel Management Services, Inc., a New York corporation, Vestal Hills Memorial Park Association, Inc., a New York non-profit corporation, CMS PAC Holdings, Inc., a New Jersey non-profit corporation, CMS PAC Services, LLC, a New Jersey limited liability company, Alpine Cemetery Services, Inc., a New Jersey non-profit corporation, Alpine Cemetery Association, a New Jersey corporation, Laurel Grove Cemetery Services, Inc., a New Jersey non-profit corporation, The Laurel Grove Cemetery Company, a New Jersey non-profit corporation, Hollywood Cemetery Services, Inc., a New Jersey non-profit corporation, Hollywood Memorial Park Company, a New Jersey non-profit corporation, Restland Cemetery Services, Inc., a New Jersey non-profit corporation, Restland Memorial Park Association, incorporated under the laws of the County of Essex, New Jersey, Greenwood Cemetery Services, Inc., a New Jersey non-profit corporation, and Greenwood Cemetery Association, a New Jersey corporation and tax-exempt funeral association. PLC holds its 100% indirect ownership interest PLC CMS Ltd. through its 100% direct and indirect ownership interest in PLC CMS Holdings Ltd., a Delaware corporation, and PLCL.

(5) Signature Funeral and Cemetery Investments LLC owns, directly or indirectly, 100% of the stock or membership interests, as applicable, of or an affiliate of Signature Funeral and Cemetery Investments LLC manages, as applicable, SMI – ABQ Assets, LLC, a Delaware limited liability company, SIG – KS Assets, LLC, a Delaware limited liability company, SIG – MO Assets, LLC, a Delaware limited liability company, SIG – TX Assets, LLC, a Texas limited liability company, PLC – NC Holdings, Inc., a Delaware corporation, Gateway Memorial Park Holdings, LLC, a Texas limited liability company, Wells Events Center, LLC, a Delaware limited liability company, Emerald Hills Memorial Park Holdings, LLC, a Texas limited liability company, Emerald Hills Memorial Park Holdings II, LLC, a Texas limited liability company, Ott and Lee Funeral Homes, LLC, a Delaware limited liability company, Compassionate Care, Inc., a Mississippi corporation, Ott & Lee Funeral Home, Inc., a Mississippi corporation, Ott & Lee Benefit Association, Inc., a Mississippi corporation, PLC – WI Holdings, LLC, a Delaware corporation, Cress Funeral Service, Inc., a Wisconsin corporation, Cress Cremation Services, LLC, a Wisconsin limited liability company, Cress-Speedway, LLC, a Wisconsin limited liability company, Cress-East Washington, LLC, a Wisconsin limited liability company, Cress-University, LLC, a Wisconsin limited liability company, Cress-Sun Prairie, LLC, a Wisconsin limited liability company, Cress-OHC, LLC, a Wisconsin limited liability company, HHW, LLC, a Wisconsin limited liability company, Cress-Apartments, LLC, a Wisconsin limited liability company, PLC – CO Holdings, LLC, a Delaware limited liability company, 6601 East Colfax Building, LLC, a Colorado limited liability company, Horan & McConaty Funeral Services, LLC, a Colorado

limited liability company, Horan & McConaty Funeral Service Buildings, LLC, a Colorado limited liability company, JVJ, LLC, a Colorado limited liability company, Pipkin Braswell Funeral & Cremation, LLC, a Colorado limited liability company, Rocky Mountain Memorial Parks, a Colorado non-profit corporation, PLC – MO Holdings, LLC, a Delaware limited liability company, ACB 1935, LLC, a Missouri limited liability company, The Golden Lab, L.L.C., a Missouri limited liability company, St. Charles Memorial Gardens, Inc., a Missouri corporation, The Baue Funeral Home Co., a Missouri corporation, Baue Pet Services, Inc., a Missouri corporation, Family Funeral Services of Missouri, Inc., a Missouri corporation, St. Charles County Funeral Plan, Inc., a Missouri corporation, Cremation and Memorial Society of Missouri, Inc., a Missouri corporation, Cremation Society of Missouri, Inc., a Missouri corporation, Missouri Cremation and Memorial Society, Inc., a Missouri corporation, Missouri Cremation Society, Inc., a Missouri corporation, PLC – TN Holdings, LLC, a Delaware limited liability company, Family Legacy, LLC, a Tennessee limited liability company, Cemetery & Funeral Solutions LLC, a Tennessee limited liability company, Cole and Garrett, LLC, a Tennessee limited liability company, Gallatin Memory Gardens, LLC, a Tennessee limited liability company, Hendersonville Memory Gardens and Funeral Home, LLC, a Tennessee limited liability company, Joelton Hills Memory Gardens, Inc., a Tennessee corporation, Simple Cremation & Funeral, LLC, a Tennessee limited liability company, Sumner MG, LLC, a Tennessee limited liability company, West Harpeth Funeral Home, L.L.C., a Tennessee limited liability company, WG – TN, LLC, a Tennessee limited liability company, and Harpeth Hills Memory Gardens, Inc., a Tennessee corporation. PLC-SC Holdings, LLC, a Delaware limited liability company, PLC-SC Assets, a Delaware limited liability company, The W.R. Floyd Corporation, a South Carolina corporation, Floyd Properties, Inc., a South Carolina corporation, Greenlawn Memorial Gardens, LLC, a South Carolina limited liability company, Pacolet Memorial Gardens, LLC, a South Carolina limited liability company, Sunset Memorial Park, LLC, a South Carolina limited liability company, Lincoln Memorial Gardens, LLC, a South Carolina limited liability company, Greenlawn Mausoleum & Vault Company, LLC, a South Carolina limited liability company, and Park Lawn Memorial Group, LLC, a Delaware limited liability company, Family Care Services, LLC, a Tennessee limited liability company, Cremation Society of Tennessee, LLC, a Tennessee limited liability company, Polk Memorial Gardens Corporation, a Tennessee corporation, Williams Funeral Home, Inc., a Tennessee corporation, PLC – GA Assets, LLC, a Delaware limited liability company, PLC – NC Holdings II, Inc., a Delaware corporation, PLC – NC Cemetery Holdings, LLC, a Delaware limited liability company, PLC – TN Assets, LLC, a Delaware limited liability company, PLC – WI Assets, LLC, a Delaware limited liability company, PLC – MS Holdings, LLC, a Delaware limited liability company, Riemann Funeral Properties LLC, a Mississippi limited liability company, PLC – RSW MS Holdings, LLC, a Texas limited liability company, Riemann Family Funeral Homes, Inc., a Mississippi corporation, Riemann Funeral Homes, Inc., a Mississippi corporation, Riemann Monument Company, Inc., a Mississippi corporation, Riemann Insurance Company, Inc., a Mississippi corporation, Riemann Funeral Insurance Company, Inc., a Mississippi corporation, Stephens Burial Association, Inc., a Mississippi corporation, and Stephens Funeral Benefit Association, Inc., a Mississippi corporation. PLC holds its 100% indirect ownership interest in Signature Funeral and Cemetery Investments LLC through its 100% direct and indirect ownership interest in PLC Signature Ltd., a Delaware corporation, PLC Signature Holdings Ltd., a Delaware corporation, and PLCL.

(6) Citadel Management, LLC owns, directly, 100% of the stock or membership interests, as applicable, of Blue Ridge Gardens of Memory, LLC, a North Carolina limited liability company, Brookhill Memorial Gardens, LLC, a North Carolina limited liability company, Charlotte Memorial Gardens, LLC, a North Carolina limited liability company, Cleveland Memorial Park, LLC, a North Carolina limited liability company, Devotional Gardens Warsaw, LLC, a North Carolina limited liability company, Eastlawn Gardens of Memory, LLC, a North Carolina limited liability company, Eternal Hills Memorial Park, LLC, a North Carolina limited liability company, Evergreen Memorial Estates, LLC, a North Carolina limited liability company, Fairview Memorial Park, LLC, a North Carolina limited liability company, Forest Hill Memorial Park, LLC, a North Carolina limited liability company, Forest Lawn Memorial Park, LLC, a North Carolina limited liability company, Gardens of Memory, LLC, a North Carolina limited liability company, Gethsemane Memorial Gardens of Wake County, LLC, a North Carolina limited liability company, Grandview Memorial Park, LLC, a North Carolina limited liability

company, Highland Memorial Gardens, LLC, a North Carolina limited liability company, Hillcrest Memorial Park, LLC, a North Carolina limited liability company, Iredell Memorial Park, LLC, a North Carolina limited liability company, Lewis Memorial Park, LLC, a North Carolina limited liability company, McDowell Memorial Park, LLC, a North Carolina limited liability company, Mountain View Memorial Park, LLC, a South Carolina limited liability company, Onslow Memorial Park, LLC, a North Carolina limited liability company, Piedmont Memorial Gardens, LLC, a North Carolina limited liability company, Pine Forest Memorial Gardens, LLC, a North Carolina limited liability company, Reidlawn Cemetery, LLC, a North Carolina limited liability company, Roselawn Memorial Gardens, LLC, a North Carolina limited liability company, Seaside Memorial Park, LLC, a North Carolina limited liability company, Stanly Gardens of Memory, LLC, a North Carolina limited liability company, West Lawn Cemetery, LLC, a North Carolina limited liability company, Westlawn Gardens of Memory, LLC, a North Carolina limited liability company, Socialize, Inc., a North Carolina corporation, Bladen Funeral Home and Cremation, Inc., a North Carolina corporation, Carpenter's Funeral Home, Inc., a North Carolina corporation, Cleveland County Funeral Services, Inc., a North Carolina corporation, Forest Lawn Funeral Home, Inc., a North Carolina corporation, Harrelson Funeral Home, Inc., a North Carolina corporation, Moore Funeral Home of Brevard, Inc., a North Carolina corporation, Pinecrest Funeral and Cremation Services, Inc., a North Carolina corporation, Sisk-Butler Funeral Home, Inc., a North Carolina corporation, and A Simple Cremation, Inc., a North Carolina corporation. PLC holds its 100% indirect ownership interest in Citadel Management, LLC through its 100% direct and indirect ownership interest in PLC Citadel Ltd., a Delaware corporation, PLC Citadel Holdings Ltd., a Delaware corporation, and PLCL.