MEMORANDUM

To: All Employees

From: Michael Angemeer

Date: July 18, 2017

c: E. Lucci, IBEW 636, Business Representative
T. Pitts, IBEW Local 636, Chair

Re: Potential Merger Update

To all valued employees:

I am pleased to provide this update to you on the status of the potential merger between Veridian Corporation ("Veridian") and Whitby Hydro Energy Corporation ("Whitby Hydro").

From our last correspondence, most of you are aware that since Oshawa Power & Utilities Corporation departed from merger discussions, Veridian and Whitby Hydro have been working diligently on next steps. Following this dialogue, we have reached a positive milestone and have signed a Memorandum of Understanding ("MOU") between our two parties.

The MOU sets our principles, objectives, processes and timelines for the merger discussions. The MOU also serves as a commitment between Veridian and Whitby Hydro, and will guide the next stages of merger evaluations.

It is important to note that we remain wholly committed to this merger and we stand behind the possible benefits that can be delivered through our consolidation. Through this process, we will demonstrate to our employees, customers and all shareholders that this merger will lead to efficiencies that we otherwise would not be able to create.

Our core focus remains unchanged – we are determined to create an entity with local ownership that is positioned to preserve local focus and input, and to be responsive of the changing needs of our customers.

We encourage those who have questions to visit our dedicated microsite where we have populated some frequently asked questions. We have added functionality so you can submit your questions as well. We are committed to responsiveness and will ensure you receive a reply within two business days. Please visit: http://learnmore.veridian.on.ca

As we move forward in the process and more information is available, we will update the microsite accordingly. We will also be issuing routine update memos to keep you informed.

As always, we appreciate your support as we work to create a stronger company together.

Thank you,

M. C. Angemeer

Michael Angemeer