



DUNDEE CORPORATION ANNOUNCES AMENDMENTS TO THE TERMS OF THE SUBSTANTIAL ISSUER BID FOR ITS SERIES 2 PREFERRED SHARES

Toronto, August 24, 2020 – Dundee Corporation (TSX: DC.A, DC.PR.B and DC.PR.D) (“Dundee” or the “Corporation”) announced today that it has received confirmation of support from a few of the largest investors that hold an aggregate of 590,700 Cumulative 5-Year Rate Reset First Preference Shares, Series 2 in the capital of the Corporation (the “Series 2 Shares”) who have agreed to tender all such Series 2 Shares to the Corporation’s previously announced substantial issuer bid (the “Offer”) at a price of \$19.50 per Series 2 Share. As a result, the Corporation intends to mail and file a notice of variation in accordance with applicable Canadian securities laws on or before August 27, 2020 to amend the Offer to: (i) increase the price payable per Series 2 Share to a fixed price of \$19.50 (the “Amended Purchase Price”); and (ii) increase the aggregate number of Series 2 Shares subject to the initial Offer from \$44,000,000 in value to all of the issued and outstanding Series 2 Shares, representing approximately \$61,000,000 in value based on the Amended Purchase Price. The Offer was initially made by way of a "modified Dutch auction", which would have allowed holders who chose to participate in the initial Offer to individually select the price, within a price range of not less than C\$16.00 and not more than C\$18.50 per Series 2 Share, at which to tender.

In addition to the Amended Purchase Price, Shareholders who have Series 2 Shares taken up and paid for by the Corporation pursuant to the amended Offer will be entitled to receive a portion of the \$0.33025 dividend declared by the Board of Directors on such Series 2 Shares for the quarter ended September 30, 2020. As an example, assuming the amended Offer expires on September 8, 2020 and the Series 2 Shares are taken up and paid for by the Corporation on September 10, 2020, the accrued dividend amount payable per Series 2 Share validly tendered, taken up and paid for under the amended Offer is estimated to be approximately C\$0.26.

As a result of the variation in the terms of the Offer, the amended Offer will now expire at 5:00 p.m. (Toronto time) on September 8, 2020 or such later time and date to which the amended Offer may be extended by Dundee, unless varied or withdrawn by Dundee.

The Board of Directors of the Corporation will continue to review various options for the allocation of capital. Throughout 2019 and during 2020 to date, the Corporation has continued to implement its strategy of rationalizing its portfolio of investments and monetizing non-core assets as it exits business lines which are no longer deemed to be aligned with its longer-term strategy, while remaining committed to creating value for the Corporation and considering opportunities that might present themselves, including potential returns to shareholders of the Corporation. In line with the Corporation’s longer-term strategy and commitment to creating value for the Corporation, the Board believes that the purchase of Series 2 Shares under the amended Offer represents an attractive investment opportunity for Dundee and will be welcomed by certain holders of Series 2 Shares who may wish to reduce their share ownership positions.

“We believe that the amended purchase price gives greater certainty for a successful bid, which locks in long term value for our shareholders,” said Jonathan Goodman, Chairman and CEO.

Additional Details of the Amended Offer

The amended Offer will otherwise remain subject to the terms and conditions set forth in the offer to purchase and issuer bid circular dated July 22, 2020, as amended by a notice of variation to be dated on or before August 27, 2020 together with an amended letter of transmittal and an amended notice of guaranteed delivery. Dundee will be mailing the notice of variation, the amended letter of transmittal and the amended notice of guaranteed delivery to all registered holders of the Series 2 Shares. The notice of variation, the amended letter of transmittal

and the amended notice of guaranteed delivery will also be available on Dundee's profile on SEDAR (at www.sedar.com). Shareholders are urged to review these documents carefully as they contain important details with respect to the amended Offer and the procedures that shareholders must follow in order to properly tender their Series 2 Shares. As a result of the amendments to the terms of the Offer, any Series 2 Shares tendered to the amended Offer will no longer be subject to proration. The amended Offer is not conditional upon any minimum number of Series 2 Shares being deposited. However, the amended Offer is subject to certain conditions that are customary for transactions of this nature.

As a result of the amendments to the terms of the Offer, if a shareholder has previously tendered Series 2 Shares, such tender is no longer valid, and the shareholder WILL BE REQUIRED TO PROPERLY RETENDER THEIR SERIES 2 SHARES to accept the amended Offer. For greater certainty, any and all Series 2 Shares previously tendered will be deemed to be withdrawn, and the shareholder must take additional steps if they wish to participate in the amended Offer.

Registered shareholders who had previously submitted a letter of transmittal (in its previous form) with their share certificate who wish to tender their Series 2 Shares to the amended Offer are required to submit an amended letter of transmittal to the Depositary, which for the purpose of the amended Offer, will be deemed to be submitted with the share certificate currently held by the Depositary. If a registered shareholder who had previously tendered Series 2 Shares does not submit an amended letter of transmittal, the previously tendered Series 2 Shares, in the absence of an amended letter of transmittal, are no longer validly tendered and will not be accepted for take-up and payment, in which case the Depositary will return such previously tendered Series 2 Shares promptly following the expiration of the amended Offer. Previously submitted share certificates will not be returned to shareholders prior to the expiration of the amended Offer, unless requested in writing by such registered shareholder. Shareholders who before the date of mailing and filing of the notice of variation submitted a notice of guaranteed delivery (in its previous form) are required to submit an amended notice of guaranteed delivery to the Depositary.

As at August 21, 2020, the Corporation had 3,115,978 Series 2 Shares issued and outstanding. The Series 2 Shares are listed and posted for trading on the Toronto Stock Exchange (the "TSX") under the symbol "DC.PR.B". On July 21, 2020, the last full trading day prior to the day the Offer was announced, the closing price of the Series 2 Shares on the TSX was C\$16.26.

The Corporation expects to fund any purchases of Series 2 Shares under the amended Offer using the Corporation's available cash on hand. All Series 2 Shares purchased by the Corporation under the amended Offer will be cancelled.

Dundee has retained RBC Dominion Securities Inc. ("RBC") to act as financial advisor, Cassels Brock & Blackwell LLP to act as its external legal advisor, Kingsdale Shareholder Services (the "Information Agent") to act as information agent and appointed Computershare Investor Services Inc. (the "Depositary") to act as depositary for the Offer. Any questions or requests for information or assistance regarding the Offer may be directed to the Information Agent or the Depositary at the contact details set out in the offer documents.

This news release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell any Series 2 Shares. The solicitation and the offer to buy Series 2 Shares will only be made pursuant to the offer documents filed with the Canadian securities regulatory authorities. The amended Offer will not be made to, nor will deposits be accepted from or on behalf of, shareholders in any jurisdiction in which the making or acceptance of the amended Offer would not be in compliance with the laws of any such jurisdiction. However, Dundee may, in its sole discretion, take such action as it may deem necessary to make the amended Offer in any such jurisdiction and to extend the amended Offer to shareholders in any such jurisdiction.

The Board has authorized and approved the amended Offer. However, none of Dundee, the Board, RBC, counsel to Dundee, the Information Agent or the Depositary makes any recommendation to any shareholder as to

whether to deposit or refrain from depositing any or all of such shareholder's Series 2 Shares pursuant to the amended Offer. Shareholders are strongly urged to carefully review and evaluate all information provided in the offer documents, to consult with their own financial, legal, investment, tax and other professional advisors and to make their own decisions as to whether to deposit Series 2 Shares under the amended Offer and, if so, how many Series 2 Shares to deposit.

ABOUT DUNDEE CORPORATION

Dundee Corporation is a public Canadian independent holding company, listed on the Toronto Stock Exchange under the symbol "DC.A". Through its operating subsidiaries, Dundee Corporation is engaged in diverse business activities in the areas of investment advisory, corporate finance, energy, resources, agriculture, real estate and infrastructure. Dundee Corporation also holds, directly and indirectly, a portfolio of investments mostly in these key areas, as well as other select investments in both publicly listed and private enterprises.

FOR FURTHER INFORMATION PLEASE CONTACT:

John Vincic
Investor and Media Relations for Dundee Corporation
Vincic Advisors
T: (647) 402-6375
E: jvincic@dundeecorporation.com

Forward-Looking Statements

Forward-looking statements are included in this news release. These forward-looking statements are identified by the use of terms such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would", and "should" and similar terms and phrases, including references to assumptions. Such statements may involve but are not limited to, Dundee's plans, objectives, expectations and intentions, including Dundee's objectives and expectations regarding the amended Offer and the size, timing and terms and conditions of the amended Offer, the estimation of the amount of any accrued dividends that may be payable on Series 2 Shares validly tendered, taken up and paid for under the amended Offer and the assumptions used in the example of how accrued dividends would be calculated, and other comments with respect to strategies, expectations, planned operations or future actions. Forward-looking statements, by their nature, are based on assumptions and are subject to important risks and uncertainties. Any forecasts, predictions or forward-looking statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business and its corporate structure. Results indicated in forward-looking statements may differ materially from actual results for a number of reasons. The forward-looking statements contained herein are subject to change. However, Dundee disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.