Annual Information Form

December 5, 2017

LAURENTIAN BANK

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

In this document and in other documents filed with Canadian regulatory authorities or in other communications, Laurentian Bank of Canada (the "Bank") may from time to time make written or oral forward-looking statements within the meaning of applicable securities legislation. Forward-looking statements include, but are not limited to, statements regarding the Bank's business plan and financial objectives. The forward-looking statements contained in this document are used to assist readers in obtaining a better understanding of the Bank's financial position and the results of operations as at and for the periods ended on the dates presented and may not be appropriate for other purposes. Forward-looking statements typically use the conditional, as well as words such as prospect, believe, estimate, forecast, project, expect, anticipate, plan, may, should, could and would, or the negative of these terms, variations thereof or similar terminology.

By their very nature, forward-looking statements are based on assumptions and involve inherent risks and uncertainties, both general and specific in nature. It is therefore possible that the forecasts, projections and other forward-looking statements will not be achieved or will prove to be inaccurate. Although the Bank believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to be correct.

The Bank cautions readers against placing undue reliance on forward-looking statements when making decisions, as the actual results could differ considerably from the opinions, plans, objectives, expectations, forecasts, estimates and intentions expressed in such forward-looking statements due to various material factors. Among other things, these factors include: changes in capital market conditions, changes in government monetary, fiscal and economic policies, changes in interest rates, inflation levels and general economic conditions, legislative and regulatory developments, changes in competition, modifications to credit ratings, scarcity of human resources, as well as developments in the technological environment. Furthermore, these factors include the ability to execute the Bank's transformation plan and in particular the successful reorganization of retail branches, the modernization of the core banking system and adoption of the Advanced Internal Ratings-Based approach to credit risk (the AIRB approach).

With respect to the anticipated benefits from the acquisition of Northpoint Commercial Finance ("NCF") and statements with regards to this transaction being accretive to earnings, such factors also include, but are not limited to: the ability to promptly and effectively integrate the businesses, reputational risks and the reaction of the Bank's and NCF's customers to the transaction; the failure to realize, in the timeframe anticipated or at all, the anticipated benefits and synergies of the acquisition of NCF; the Bank's limited experience in the U.S. market and in inventory financing; and diversion of management time on acquisition-related issues.

With respect to the anticipated benefits from the acquisition of the Canadian equipment financing and corporate financing activities of CIT Group Inc. ("CIT Canada") and statements with regards to this transaction being accretive to earnings, such factors also include, but are not limited to: the ability to realize synergies in the anticipated time frame, the ability to promptly and effectively integrate the businesses, reputational risks and the reaction of the Bank's and CIT Canada's customers to the transaction, and diversion of management time on acquisition-related issues.

The Bank further cautions that the foregoing list of factors is not exhaustive. For more information on the risks, uncertainties and assumptions that would cause the Bank's actual results to differ from current expectations, please also refer to the "Risk Appetite and Risk Management Framework" on page 44 of the Bank's Management's Discussion and Analysis as contained in the Bank's 2017 Annual Report, as well as to other public filings available at www.sedar.com.

The Bank does not undertake to update any forward-looking statements, whether oral or written, made by itself or on its behalf, except to the extent required by securities regulations.

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Note: Unless otherwise specified, all information presented herein is as at October 31, 2017. References to Annual Reports are references to the Annual Reports of Laurentian Bank of Canada. All documents referred to herein are available on SEDAR (www.sedar.com) and are incorporated herein by reference. All dollar amounts are in Canadian dollars, unless otherwise stated.

1. CORPORATE STRUCTURE

Name, Address and Incorporation

The Laurentian Bank of Canada (the "**Bank**") and its subsidiaries are collectively referred to as "Laurentian Bank Financial Group" . The Bank, a Schedule 1 chartered bank subject to the provisions of the *Bank Act* (Canada), was founded in Montreal in 1846 as a savings mutual. It became a share-issuing corporation under a charter granted on April 27, 1871, pursuant to an act of the Parliament of Canada concerning savings banks. Prior to September 28, 1987, the Bank was known as The Montreal City and District Savings Bank. On that date, the Bank became a chartered bank under Schedule II of the *Bank Act* (Canada) pursuant to letters patent issued by the Minister of Finance of Canada. On January 1, 1994, Desjardins-Laurentian Financial Corporation became the majority shareholder of the Bank following its acquisition of the Bank's parent corporation, Laurentian Group Corporation. On November 12, 1997, Desjardins-Laurentian Financial Corporation, which held 57.5% of the common shares of the Bank, sold its shares by secondary distribution. The Bank thereby became a bank listed under Schedule I of the *Bank Act* (Canada).

The Bank's head office is located at 1981 McGill College Avenue, Montreal, Quebec, Canada, H3A 3K3.

Intercorporate Relationships

Information about intercorporate relationships with principal subsidiaries, including place of incorporation and percentage of securities owned by the Bank, is provided in Schedule A.

2. GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

Fiscal 2017

Transformation Plan:

- Two years into the transformation plan, the Bank has made significant progress and remains committed to an extensive modernization of its business model, which translates into significantly streamlining its Retail Services offering and adopting a new in-branch approach. During fiscal 2017, the Bank remained focused on delivering its business plan.

- The Bank announced, on August 29, 2017, that it will transition the branch model to focus on delivering financial advice while migrating customers to electronic- and web-based platforms by December 2018. In the same vein, as of November 1, 2017, Retail Services in Quebec solely originate residential mortgages through the branch network and no longer through the mortgage broker channel.

Initiatives:

Several initiatives have been undertaken during the 2017 fiscal year:

- On November 14, 2017, the Bank announced that it will redeem, on December 15, 2017, all of its Non-Cumulative Class A Preferred Shares Series 11 then outstanding. Such preferred shares will be redeemed at a redemption price of $25.00 per share, together with any declared and unpaid dividends.

- On October 19, 2017, the Bank redeemed all of its outstanding Series 2012-1 Medium Term Notes due October 19, 2022.

- On August 14, 2017, the Bank announced the completion of its acquisition of Northpoint Commercial Finance, a leading US and Canadian inventory finance lender with approximately $1 billion of assets on the acquisition date. This acquisition was intended to broaden the Bank's Canadian offering and create a US presence. The Bank also expects that it will expand its customer base to create new cross-selling opportunities, as well as strengthen the organization's position as a major player in the equipment financing sector.

- On June 22, 2017, the Bank announced the closing of an offering of 4.25 % subordinated notes (NVCC) for a total aggregate amount of $350 million due June 22, 2017. The notes bear interest at a fixed rate of 4.25% per annum until June 22, 2022, and thereafter, at the three-month CDOR plus 2.73% per annum until maturity on June 22, 2027, unless redeemed by the Bank.

- On May 26, 2017, the Bank announced the closing of a $206.2 million bought deal offering of subscription receipts and $24.1 million concurrent private placement of subscription receipts. The subscription receipts were automatically converted into common shares on a one-for-one basis upon closing of the acquisition of Northpoint Commercial Finance.

Further information on the Bank's development during the 2017 fiscal year can be found on pages 16 to 70 of the 2017 Annual Report.

Fiscal 2016

Transformation Plan:

- The Bank announced its seven-year transformation plan with three clear objectives: to achieve a return on equity that is comparable to the Canadian banking industry, double the size of the organization and build a solid strategic foundation. After 12 months, the Bank was well on its way to success. In key businesses, the Bank achieved double-digit growth targets. This, combined with expense reductions and low loan losses, allowed the adjusted return on common shareholders' equity of 12% to be maintained while the Canadian banks' average return on common shareholders' equity fell by more than 1% year over year. On a reported basis, return on common shareholders' equity was 9.6% for the year.

- In September 2016, the Bank announced its intention to reorganize the branch network by the end of 2017. Further to that announcement, 41 branches have been merged and another 23 branches have become advice-only during fiscal year 2017.

Initiatives:

Several initiatives were undertaken during the 2016 fiscal year:

- On September 28, 2016, the Bank announced that it will merge 50 branches over the next 18 months. These mergers will lead to a reduction of about 300 positions, mainly through natural attrition. Since the implementation of the Bank's transformation and growth plan earlier this year, the Bank has reported significant progress in the creation of a simpler and more efficient organization.

- On August 8, 2016, the Bank announced that it will be moving all of its Montreal offices, including its headquarters, into one building, beginning in 2018. It will occupy nine floors at 1360 René-Lévesque Boulevard West. This relocation, as part of the Bank's transformation plan, will ensure that the institution will be simpler and more efficient, will achieve substantial savings by optimizing space and reducing rental costs, and will foster teamwork in a collaborative environment.

- On June 29, 2016, the Bank and CIT Group Inc. announced that they had reached a definitive agreement under which the Bank had agreed to acquire the Canadian equipment financing and corporate financing activities of CIT, a portfolio of approximately $1 billion. On July 20, 2016, the Bank completed its bought deal offering of subscription receipts in relation with the anticipated closing of this transaction. A total of 3,247,600 subscription receipts were issued for total gross proceeds of $155.4 million. On October 3, 2016, the Bank announced the completion of the acquisition. The equipment financing activities were regrouped under a new national subsidiary named LBC Capital Inc.

- On May 26, 2016, the Bank announced that, as part of its plan to rebuild its account management platform, it had selected Temenos, a software specialist in the banking and finance area, as its new banking software provider. The Temenos platform will facilitate faster time-to-market for products and services, deliver a superior customer experience through increased automation and harness the value of the data through analytics.

- On March 17, 2016, the Bank completed its previously announced public offering of 5,000,000 Non-Cumulative Class A Preferred Shares, Series 15 at a price of $25.00 per share for gross proceeds of $125 million.

- On December 17, 2015, the Bank completed the issuance of 1,297,200 common shares for gross proceeds of $67.5 million.

Further information on the Bank's development during the 2016 fiscal year can be found on pages 14 to 57 of the 2016 Annual Report.

Fiscal 2015

Initiatives:

Several initiatives were undertaken during the 2015 fiscal year:

- The Equipment Financing team developed new relationships for the Bank, building a solid pipeline of potential loans and expanding its geographic footprint with new account managers in Alberta, Ontario, Quebec and Nova Scotia.

- Retail Services modified its platform in order to meet all of the regulatory requirements of the second and final phase of the Client Relationship Model adopted by the Investment Industry Regulatory Organization of Canada and approved by the Canadian Securities Administrators.

- On November 2, 2015, the Bank redeemed all of the outstanding $250 million 3.70% Series 2010-1, Medium Term Notes, due November 2, 2020.

- In September 2015, the equipment financing group of the Bank partnered with the Business Development Bank of Canada (BDC), to help manufacturers across the country acquire equipment through more flexible financing options.

- On August 12, 2015, B2B Bank acquired a $603 million investment loan portfolio from TD Bank Group. With this transaction, B2B Bank's portfolio of investment loans amounted to almost $5 billion and B2B Bank welcomed 5,000 new customers.

Further information on the Bank's development during the 2015 fiscal year can be found on pages 11 to 57 of the 2015 Annual Report.

3. DESCRIPTION OF THE BUSINESS

General Description of the Business

The Bank is a financial institution whose activities extend mainly across Canada. Founded in 1846, its mission is to help customers improve their financial health and it is guided by values of proximity, simplicity and honesty.

The Bank serves one and a half million clients throughout the country and employs more than 3,700 individuals, which makes it a major player in numerous market segments. The Bank caters to the needs of retail clients via its branch network based in Quebec. The Bank also stands out for its know-how among small and medium-sized enterprises and real estate developers owing to its specialized teams across Canada. Its subsidiary B2B Bank is, for its part, one of the major Canadian leaders in providing banking products and services and investment accounts through financial advisors and brokers. Laurentian Bank Securities offers integrated brokerage services to a clientele of institutional and retail investors.

In 2017, the Bank has expanded its footprint and now has a limited presence in the United Stated as a result of its acquisition of Northpoint Commercial Finance.

The Bank has $47 billion in balance sheet assets and $32 billion in assets under administration as of October 31, 2017.

Further information, including financial information, on the business of the Bank, its principal markets, products and services and distribution methods, can be found in Schedule B of this Annual Information Form as well as in the Management's Discussion and Analysis and in the Consolidated Financial Statements on pages 16 to 133 of the 2017 Annual Report.

Additional Information Relating to the Business

Markets and Competition

The Bank is a successful player in specific markets in Canada. The Bank has pursued its nationwide development and for 2017, 84 % of adjusted net income was generated from outside its Quebec operations.

The financial products and services industry has many types of competitors (notably Canadian chartered banks, foreign banks, trust and loan companies, financial services cooperatives, insurance companies, alternative financing companies, mutual fund companies, independent brokers and securities brokers, new financial start-ups, large companies foreign to the financial sector). The Bank competes with them in all its areas of business. In addition, the evolution of technologies has allowed new businesses to offer products and services that were traditionally offered exclusively by banks.

The main differentiation factors between suppliers of financial products and services are the rates and prices offered on products and services, service-quality, the offering and flexibility of products and services, proximity, and the technology used, among others.

The challenge is to develop a winning formula in an environment in which technology and customer behaviours are rapidly evolving and in which economic and regulatory frameworks remain challenging.

Loans

To control credit risks, the Bank has in place credit and financial management policies that include limits on the maximum commitment that may be made to an individual borrower, a commercial borrower or a financial institution.

Within the limits set for loans granted to commercial borrowers, sub-limits have been established to control the risks the Bank is prepared to assume in sectors deemed to entail higher risk. The sub-limits apply to individual commitments as well as to commitments for specific industries and products.

All exceptions in excess of $2.5 million to the policies limits require the approval of the Risk Management Committee of the Board of Directors.

Product Development and Services

Always seeking to offer products and services that meet its clients' needs, the Bank continuously evaluates the relevance of its product offering and performs the research necessary to ensure its optimization. Product development is mainly done internally. Drawing on the expertise of the specialists of each business segment and the marketing team, it constitutes a core and regular activity of the Bank.

Skills and Specialized Knowledge

The success of a financial institution's business is based on, among other things, the skills and expertise of its employees. As a result, the recruitment of competent resources, continuous training and the transfer of knowledge are key activities crucial to the Bank's performance. Despite a highly competitive job market, the working conditions and challenges offered by the Bank give it access to the resources necessary for its operation. The skill of its employees is an undeniable asset for the Bank.

Economic Dependence

Due to the nature of its activities and resources, the Bank is generally autonomous in its operations. However, it has entered into agreements with certain suppliers which provide strategic services on an outsourcing basis. Therefore, the Bank has entered into agreements with suppliers of information technology services that cover the processing and execution of many transactions related to its central information systems and technology infrastructure. In addition, the Bank has outsourced development and maintenance activities of its office software and specialized applications to technology consulting firms.

Business Cycle

The Bank's business generally follows economic cycles and seasonal variations, the latter being relatively minor. Given that the second quarter usually consists of only 89 days, compared with 92 days for the other quarters, overall profitability is generally lower for that quarter, mainly as net interest income is impacted. Further information thereon can be found under the heading "Analysis of the evolution of the quarterly results" on pages 31 and 33 of the 2017 Annual Report.

Environmental Protection

Environmental legislation and regulations can give rise to certain financial risks. The Bank therefore considers environmental issues in its credit evaluation and asset acquisition procedures to ensure that its interests are reasonably protected. To date, environmental risks have had no material effect on the Bank's operations and results.

In addition, environmental protection requirements have had little impact on the Bank's activities. However, the Bank is careful to manage its resources so as to limit the impact of its activities on the environment, in particular by encouraging recycling and optimal use of physical resources.

Number of employees

The Bank had 3,700 employees at the end of fiscal year 2017, 1,500 of which were unionized. The majority of the unionized employees work in the Bank's branches in the Province of Quebec and certain of them are employed in corporate offices in Montreal. The collective bargaining agreement expires on December 31, 2017.

Reorganizations and Changes to Management

The following changes involving the executive committee members (also referred to as the "Executive Committee") occurred during the course of 2015:

- On January 21, 2015, Mr. Réjean Robitaille, President and Chief Executive Officer of the Bank since December of 2006, announced his intention to retire as President and Chief Executive Officer, effective November 1, 2015.

- On February 26, 2015, the Bank's Board of Directors announced the appointment of Mr. François Desjardins as Chief Operating Officer. The Board also announced its intention to name Mr. Desjardins President and Chief Executive Officer of the Bank effective November 1, 2015.

- On April 23, 2015, Mr. Michel C. Lauzon, Executive Vice-President and Chief Financial Officer, announced his intention to retire on August 1, 2015.

- On June 4, 2015, Mr. Stéphane Therrien took over the Personal Banking unit, thus becoming Executive Vice-President, Personal and Commercial Banking.

- On June 4, 2015, Ms. Deborah Rose was appointed President and Chief Executive Officer of B2B Bank.

- On August 10, 2015, Mr. Francois Laurin joined the Bank as Executive Vice-President and Chief Financial Officer.

- On October 5, 2015, the following changes were made to the Executive Committee:

    - Ms. Lorraine Pilon, Executive Vice-President, Corporate Affairs, Human Resources and Secretary and Mr. Pierre Minville, Executive Vice-President and Chief Risk Officer, stepped down from their position at the Bank.

    - After Mr. Gilles Godbout, Executive Vice-President and Chief Information Officer, announced his intention to retire as of April 2016, Ms. Deborah Rose, the Bank's Executive Vice-President, Intermediary Banking, was entrusted the responsibility of Chief Information Officer, all the while assuming the position of President and Chief Executive Officer of B2B Bank.

    - Ms. Susan Kudzman was named Executive Vice-President, Chief Risk Officer and Corporate Affairs.

No changes were made to the Executive Committee in 2016 and 2017.

Social Policies

The Bank is concerned with being a good corporate citizen and contributing to the well-being of the community. Each year, the Bank makes donations to organizations and institutions that provide services to the public. The Bank also encourages its employees to get involved in their communities.

Equity is a principle that the Bank applies in all its activities. Determined to provide equal employment opportunities to all its employees and all potential candidates, the Bank has implemented an employment equity program, whereby women represent 50% of the Bank's managers.

The Bank has formed a Diversity Committee, whose mandate is to create an environment that promotes diversity and inclusion. The Committee is comprised of employer and union representatives, and employees from the different business sectors. These Committee members work to continuously evolve the Bank's diversity management practices.

Risk Factors

The information regarding the Bank's significant risk factors is presented under the headings "Outlook" on pages 21 and 23 and "Risk Appetite and Risk Management Framework" on pages 44 to 64 of the 2017 Annual Report and in Note 24 "Financial Instruments - Risk Management" on pages 121 and 122 of the 2017 Annual Report. Reference is also made to the "Caution Regarding Forward-Looking Statements" on page 2 of this Annual Information Form.

4. DIVIDENDS

During the fiscal years specified below, the Bank declared the following dividends:

Dividends Declared			
	2017	**2016**	**2015**
	Per share ($)	Per share ($)	Per share ($)
Common shares	2.46	2.36	2.20
Class A Preferred Shares			
Series 11	1.00	1.00	1.00
Series 13	1.08	1.08	1.08
Series 15	1.46	0.73 (Note 1)	—

Note 1: Class A Preferred Shares Series 15 were issued on March 17, 2016. The initial dividend was $0.36.

At its meeting held on June 3, 2015, the Board of Directors approved a $0.02 per common share or 4% increase in the quarterly dividend, to $0.56 per common share.

At its meeting held on December 8, 2015, the Board of Directors approved a $0.02 per common share or 4% increase in the quarterly dividend, to $0.58 per common share.

At its meeting held on June 1, 2016, the Board of Directors approved a $0.02 per common share or 3% increase in the quarterly dividend, to $0.60 per common share.

At its meeting held on December 6, 2016, the Board of Directors approved a $0.01 per common share or 2% increase in the quarterly dividend, to $0.61 per common share.

At its meeting held on May 30, 2017, the Board of Directors approved a $0.01 per common share or 2% increase in the quarterly dividend, to $0.62 per common share.

Restrictions

Restrictions to the declaration and payment of dividends are described in Note 16 "Share Capital" on pages 104 to 107 of the 2017 Annual Report.

Policy

The Bank aims to pay a dividend on its common shares that falls within the range of 40% to 50% of adjusted earnings per share. The Bank's common share dividend payout ratio could, however, fall outside this range when:

- Management believes the measure is necessary to ensure that capital is maintained at an optimal level for supporting the Bank's operations, while complying with regulatory requirements, for instance as a result of significant investments in technology;
- Net earnings per share is affected by the result of operations or events of a non-recurring nature;
- Net earnings per share is at an atypical level and the forecasts indicate a return of the net income per share to a normal level.

Refer to the heading "Dividends" on page 43 of the 2017 Annual Report.

5. CAPITAL STRUCTURE

General Description of Capital Structure

Information regarding the Bank's capital structure can be found under the heading "Shareholders' Equity" on page 36 and under the heading "Capital Management" on pages 39 to 43 of the 2017 Annual Report as well as in Note 16 "Share Capital" on pages 104 to 107 of the 2017 Annual Report.

The holders of common shares are entitled to one vote for each share held at all shareholders' meetings, except meetings at which only holders of preferred shares of one or more series are entitled by law to vote. The holders of common shares are entitled to receive dividends if, as and when declared by the Board of Directors, subject to the rights of holders of preferred shares. In the event of any liquidation or dissolution of the Bank, subject to the rights of holders of preferred shares, the holders of common shares are entitled to participate rateably in any distribution of the remaining property of the Bank.

The characteristics of Non-Cumulative Class A Preferred Shares, Series 11 and Series 12, can be found in the prospectus supplement dated October 11, 2012 relating to the short form base shelf prospectus dated October 10, 2012, and more specifically on pages S-9 to S-16.

The characteristics of Non-Cumulative Class A Preferred Shares, Series 13 and Series 14, can be found in the prospectus supplement dated March 27, 2014 relating to the short form base shelf prospectus dated October 10, 2012, and more specifically on pages S-6 to S-14.

The characteristics of Non-Cumulative Class A Preferred Shares, Series 15 and Series 16, can be found in the prospectus supplement dated March 10, 2016 relating to the short form base shelf prospectus dated November 10, 2014, and more specifically on pages S-7 to S-15. On November 14, 2017, the Bank announced that it will redeem, on December 15, 2017, all of its Non-Cumulative Class A Preferred Shares, Series 11, then outstanding. Such preferred shares will be redeemed at a redemption price of $25.00 per share, together with any declared and unpaid dividends.

Constraints

The *Bank Act* contains restrictions on the issue, transfer, acquisition and beneficial ownership of all shares of a chartered bank. By way of summary, no person, or persons acting jointly or in concert, shall be a major shareholder of a bank if such bank has equity of $12 billion or more. While the equity of the Bank is less than $12 billion and the *Bank Act* would otherwise permit a person to own up to 100% of any class of shares of the Bank, the Bank is deemed to be a bank to which the ownership restrictions for banks with equity of $12 billion or more apply until the Minister of Finance (Canada) specifies, on application by the Bank, that these restrictions no longer apply to the Bank. A person is a major shareholder of a bank where: (i) the aggregate shares of any class of voting shares beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 20% of that class of voting shares; or (ii) the aggregate shares of any class of non-voting shares beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 30% of that class of non-voting shares.

No person shall have a significant interest in any class of shares of a bank, including the Bank, unless the person first receives the approval of the Minister of Finance (Canada). For purposes of the *Bank Act*, a person has a significant interest in a class of shares of a bank where the aggregate shares of the class beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person exceeds 10% of all of the outstanding shares of that class of shares of such bank.

In addition, the *Bank Act* prohibits banks, including the Bank, from transferring or issuing shares of any class to Her Majesty in right of Canada or of a province, an agent of Her Majesty, a foreign government or an agent of a foreign government.

Ratings

Information regarding the ratings assigned by credit rating agencies can be found in the following tables and under the heading "Credit Ratings" on page 59 of the 2017 Annual Report.

A rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating agency.

The Bank made or reasonably will be making payments to the rating agencies mentioned below in connection with the assignment of ratings. In addition, the Bank has made payments in respect of certain other services provided by each of such rating agencies during the last two years.

Standard & Poor's (S&P)

Long-term deposits and debt	BBB	▪ The BBB rating is ranked fourth of S&P's ten long-term rating categories. ▪ An obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. ▪ The absence of any sign "+" or "-" means the rating is ranked in the middle of the category.
Subordinated debt	BBB-	▪ The BBB rating is ranked fourth of S&P's ten long-term rating categories. ▪ An obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. ▪ The sign "-" means that the securities should be considered as belonging in the lower echelon of the category.
Subordinated debt NVCC (Non Viability Contingent Capital)	BB+	▪ The BB rating is ranked fifth of S&P's ten long-term rating categories. ▪ An obligation rated 'BB' is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the obligor's inadequate capacity to meet its financial commitments on the obligation. ▪ The sign "+" means that the securities should be considered as belonging in the higher echelon of the category.
Preferred shares	BB [P-3 on the Canadian scale]	▪ The BB rating is ranked fourth of the nine categories used by S&P in its global preferred share scale. The P-3 rating is ranked third of eight categories S&P uses in its Canadian preferred share rating scale. ▪ A share rated "BB" [or P-3 under the Canadian Scale] is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on this share. ▪ The absence of any sign "+" or "-" or the designation of "(high)" or "(low)" means the rating is ranked in the middle of the category.
Preferred shares NVCC (Non Viability Contingent Capital)	BB- [P-3 (Low) on the Canadian scale]	▪ The BB rating is ranked fourth of the nine categories used by S&P in its global preferred share scale. The P-3 rating is ranked third of eight categories S&P uses in its Canadian preferred share rating scale. ▪ A share rated "BB" [or P-3 under the Canadian Scale] is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on this share. ▪ The sign "-" or the designation of "(low)" means that the Share should be considered as belonging in the lower echelon of the category.
Short-term instruments	A-2 [A-2 on the Canadian scale]	▪ The A-2 rating is the second highest of six rating categories used by S&P in its global short-term obligations rating scale and is ranked fourth of eight rating categories used by S&P in its short-term obligations Canadian rating scale. ▪ An obligation rated A-2 indicates that the obligor's capacity to meet its financial commitment on the obligation is satisfactory. However, the obligation is slightly more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories.

On May 12, 2017, S&P's confirmed the Bank's ratings, but said ratings are associated with a "negative" outlook.

An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future action. The S&P rating outlooks have the following meanings:

- "Positive" means that a rating may be raised
- "Negative" means that a rating may be lowered
- "Stable" means that a rating is not likely to change
- "Developing" means a rating may be raised or lowered

DBRS Limited (DBRS)

Long-term deposits and debt	A (Low)	▪ The A rating is ranked third of DBRS's ten long-term rating categories. ▪ An obligation rated A is good credit quality. The obligor's capacity for the payment of financial obligations is considered substantial. An obligation rated A may be vulnerable to future events, but qualifying negative factors are considered manageable. ▪ The "(Low)" designation means the securities should be considered as belonging in the lower subcategory of the category.
Subordinated debt	BBB (High)	▪ The BBB rating is ranked fourth of DBRS's ten long-term rating categories. ▪ An obligation rated BBB is of adequate credit quality. The obligor's capacity for the payment of financial obligations is considered acceptable. An obligation rated BBB may be vulnerable to future events. ▪ The "(High)" designation means the securities should be considered as belonging in the upper subcategory of the category.
Subordinated debt NVCC (Non Viability Contingent Capital)	BBB (low)	▪ The BBB rating is ranked fourth of DBRS's ten long-term rating categories. ▪ An obligation rated BBB is of adequate credit quality. The obligor's capacity for the payment of financial obligations is considered acceptable. An obligation rated BBB may be vulnerable to future events. ▪ The "(Low)" designation means the securities should be considered as belonging in the lower subcategory of the category.
Preferred shares	Pfd-3 (High)	▪ The Pfd-3 rating is ranked third of DBRS's six preferred shares rating categories. ▪ Preferred shares rated Pfd-3 are of adequate credit quality. While protection of dividends and principal is still considered acceptable, the issuer is more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection. ▪ The "(High)" designation means the securities should be considered as belonging in the upper subcategory of the category.
Preferred shares NVCC (Non Viability Contingent Capital)	Pfd-3	▪ The Pfd-3 rating is ranked third of DBRS's six preferred shares rating categories. ▪ Preferred shares rated Pfd-3 are of adequate credit quality. While protection of dividends and principal is still considered acceptable, the issuer is more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection. ▪ The absence of either a "(High)" or "(Low)" designation indicates the rating is in the middle of the category.
Short-term instruments	R-1 (Low)	▪ The R-1 rating is the first of DBRS's six short-term rating categories. ▪ An obligation rated R-1 is of good credit quality. The obligor's capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favourable as higher rating categories. The obligor may be vulnerable to future events, but qualifying negative factors are considered manageable. ▪ The "(Low)" designation means the securities should be considered as belonging in the lower subcategory of the category.

On November 29, 2016, DBRS confirmed the ratings of the Bank: Ratings trends were “stable”.

Rating trends provide guidance in respect of DBRS’s opinion regarding the outlook for the rating in question, with rating trends falling into one of three categories - “Positive”, “Stable” or “Negative”. The rating trend indicates the direction in which DBRS considers the rating is headed should present tendencies continue, or in some cases, unless challenges are addressed. A positive or negative trend is not an indication that a rating change is imminent. Generally, the conditions that lead to the assignment of a negative or positive trend are resolved within a 12 month period.

6. MARKET FOR SECURITIES

Trading Price and Volume

The common and preferred shares of the Bank are listed on the Toronto Stock Exchange (TSX).

Price Range and Volume Traded
Laurentian Bank of Canada
(Common Shares)
Symbol: “LB” on the TSX

Month	High ($)	Low ($)	Volume
November 2016	53.73	49.05	2,231,360
December 2016	59.21	53.35	2,966,367
January 2017	60.46	57.62	2,062,420
February 2017	61.67	56.43	1,765,305
March 2017	60.24	56.66	2,166,065
April 2017	60.49	55.63	2,672,754
May 2017	56.91	51.57	5,328,081
June 2017	55.17	51.61	3,673,747
July 2017	55.52	53.80	2,251,013
August 2017	56.89	52.60	2,180,395
September 2017	60.96	55.02	2,975,316
October 2017	60.87	59.42	1,914,413
Total			32,187,236

Price Range and Volume Traded Laurentian Bank of Canada (Preferred Shares Series 11) Symbol: "LB.PR.F" on the TSX			
Month	**High ($)**	**Low ($)**	**Volume**
November 2016	24.85	24.17	73,563
December 2016	25.20	24.15	79,168
January 2017	25.00	24.37	39,911
February 2017	24.93	24.59	51,740
March 2017	24.67	24.15	80,136
April 2017	24.85	24.36	300,791
May 2017	24.85	24.48	64,990
June 2017	24.87	24.38	30,174
July 2017	25.00	24.71	21,625
August 2017	24.97	24.63	13,376
September 2017	25.00	24.60	28,735
October 2017	25.15	24.93	56,119
Total			840,328

Price Range and Volume Traded Laurentian Bank of Canada (Preferred Shares Series 13) Symbol: "LB.PR.H" on the TSX			
Month	**High ($)**	**Low ($)**	**Volume**
November 2016	19.34	18.60	97,826
December 2016	20.20	19.26	111,751
January 2017	22.34	19.94	63,342
February 2017	22.88	21.47	87,474
March 2017	23.45	21.88	132,444
April 2017	23.14	22.45	70,157
May 2017	22.95	22.26	54,656
June 2017	22.49	21.68	91,245
July 2017	22.36	21.55	29,462
August 2017	22.35	21.48	31,717
September 2017	22.40	21.74	29,865
October 2017	22.68	21.91	369,260
Total			1,169,199

Price Range and Volume Traded Laurentian Bank of Canada (Preferred Shares Series 15) Symbol: "LB.PR.J" on the TSX			
Month	**High ($)**	**Low ($)**	**Volume**
November 2016	26.71	25.68	99,520
December 2016	26.58	25.77	75,512
January 2017	26.92	26.30	51,629
February 2017	26.78	26.44	103,335
March 2017	26.80	26.25	143,048
April 2017	27.28	26.78	42,017
May 2017	27.04	26.05	126,501
June 2017	26.55	25.94	96,401
July 2017	26.59	26.33	34,741
August 2017	26.79	26.20	38,676
September 2017	26.79	26.02	37,330
October 2017	26.58	26.23	166,557
Total			1,015,267

7. DIRECTORS AND OFFICERS

Name, Position and Security Holding

As at October 31, 2017, the directors and executive officers of the Bank, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 38,588 common shares of the Bank (representing 0.09% of the issued and outstanding common shares of the Bank).

Directors

As at the date of this Annual Information Form, the directors of the Bank are:

Name	Place of residence	Director since	Principal occupation in the last five years
Lise Bastarache	Quebec, Canada	2006	Economist and corporate director
Sonia Baxendale	Ontario, Canada	2016	Corporate Director
Richard Bélanger	Quebec, Canada	2003	President,Toryvel Group Inc.
Michael T. Boychuk	Quebec, Canada	2013	Corporate Director
Gordon Campbell	Ontario, Canada	2016	Corporate Director
Isabelle Courville (Chair of the Board)	Quebec, Canada	2007	Corporate Director
François Desjardins	Ontario, Canada	2015	President and Chief Executive Officer, Laurentian Bank of Canada
Michel Labonté	Quebec, Canada	2009	Corporate Director
Michel Lavigne	Quebec, Canada	2013	Corporate Director
David Morris (Note 1)	Québec, Canada	2017	Corporate Director
Michelle R. Savoy	Ontario, Canada	2012	Corporate Director
Susan Wolburgh Jenah	Ontario, Canada	2014	Corporate Director

Note 1: Mr. David Morris was appointed Director of the Bank on October 31, 2017

All directors will hold office until the close of the next annual meeting of the shareholders of the Bank or until the election or appointment of their successors.

All the directors of the Bank held their present positions or other management positions in the same or related companies during the last five years, with the exception of Mr. Michael T. Boychuk who, prior to July 2015, was President of Bimcor Inc.; Mr. Gordon Campbell who, prior to September 2016, was Canada's High Commissioner to the United Kingdom and Northern Ireland; Ms. Susan Wolburgh Jenah who, prior to November 2014, was President and Chief Executive Officer of Investment Industry Regulatory Organization of Canada (IIROC), and Mr. Morris who, prior to May, 2016, was a senior partner at Deloitte.

The Bank has three committees of the Board of Directors, the members of which are as follows:

Committees	**Members**
Audit	Michael T. Boychuk (Chair), Lise Bastarache, Sonia Baxendale, Gordon Campbell, A. Michel Lavigne and David Morris.
Risk Management	Michel Labonté (Chair), Michael T. Boychuk, Michelle R. Savoy and Susan Wolburgh Jenah.
Human Resources and Corporate Governance	A. Michel Lavigne (Chair), Richard Bélanger, Isabelle Courville and Michel Labonté.

Executive Officers

The Bank's executive officers as at the date of this Annual Information Form are:

Name	Position	Place of Residence
François Desjardins	President and Chief Executive Officer	Ontario, Canada
Suzan Kudzman	Executive Vice-President, Chief Risk Officer and Corporate Affairs	Quebec, Canada
François Laurin	Executive Vice-President and Chief Financial Officer	Quebec, Canada
Deborah Rose	Executive Vice-President, Intermediary Banking and Chief Information Officer, Laurentian Bank, and President and Chief Executive Officer, B2B Bank and President and Chief Executive Officer, LBC Tech Inc.	Ontario, Canada
Stéphane Therrien	Executive Vice-President, Personal and Commercial Banking and President and Chief Executive Officer, LBC Financial Services Inc.	Quebec, Canada
Michel C. Trudeau	Executive Vice-President, Capital Markets, Laurentian Bank and President and Chief Executive Officer, Laurentian Bank Securities Inc.	Quebec, Canada

All the executive officers of the Bank held their present positions or other management positions in the same or related companies during the last five years, with the exception of:

- Ms. Susan Kudzman was a partner and leader of the risk management group for Mercer (Montreal) from March 2011 to January 2014.

- Mr. François Laurin was, from January 2015 to August 2015, Chief Financial Officer of Bio Amber Inc. Prior to January 2015, he was Chief Financial Officer of Alderon Iron Ore Corp., and prior to June 2013, he was acting as Director and President and Chief Executive Officer of Cap-Ex Iron Ore Ltd.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Based on information provided by Mr. Michael T. Boychuk, he was a director of Yellow Media Inc. when the corporation announced a recapitalization on July 23, 2012. The recapitalization was implemented and became effective on December 20, 2012 and was implemented in accordance with a court approved plan of arrangement under the *Canada Business Corporations Act*.

Based on information provided by Ms. Michelle R. Savoy, she was serving as a director of 2172079 Ontario Inc., a private company operating a franchise restaurant, when the company initiated creditor protection proceedings under section 49 of the *Bankruptcy and Insolvency Act* (Canada) on December 3, 2013.

Based on information provided by Mr. A. Michel Lavigne, he was fined $20,000 by the Financial Markets Administrative Tribunal, which found that the directors of NSTEIN Technologies inc. (NSTEIN), a reporting issuer, had executed a securities transaction by adopting a Board resolution granting NSTEIN stock options to its officers as well as to certain other employees of this reporting issuer, while in possession of privileged information. This ruling by the Tribunal has been appealed to the Court of Quebec on September 14, 2016. The hearing on the appeal was heard on September 13, 2017, and November 24, 2017 and was taken under advisement by the Court. A decision is expected to be rendered in 2018.

8. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Relevant information with respect to legal proceedings involving the Bank can be found in Note 29 "Commitments, Guarantees and Contingent Liabilities" on pages 128 to 129 of the 2017 Annual Report.

9. TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar of the Bank is Computershare Investor Services Inc. The transfer books for each class of shares of the Bank are kept in Canton, Massachusetts, United States.

10. MATERIAL CONTRACTS

A purchase and sale agreement was entered on May 18, 2017, under which the Bank agreed to acquire, through its wholly owned subsidiary LBC Capital Inc., Northpoint Commercial Finance, a leading US and Canadian inventory finance lender, with a portfolio valued at approximately $1 billion. The closing of the acquisition took place on August 11, 2017.

The Bank entered into a share purchase agreement with CIT Financial Ltd. on June 29, 2016, pursuant to which the Bank agreed to acquire the Canadian equipment financing and corporate financing activities of CIT, including a portfolio of approximately $1 billion. The closing of the acquisition took place on October 1, 2016.

An agreement was entered into on October 14, 2011 between the Bank and Mackenzie Investments for the distribution of Mackenzie Mutual Funds. According to the terms of the agreement, as principal distributor, the Bank offers a family of Mackenzie funds as of mid-January 2012.

These material contracts are available on SEDAR (www.sedar.com).

11. INTERESTS OF EXPERTS

The external auditor of the Bank is Ernst & Young LLP. The external auditor has confirmed that it is independent in accordance with the applicable rules of professional conduct.

12. AUDIT COMMITTEE DISCLOSURE

Mandate of the Audit Committee

The mandate of the Audit Committee can be found at Schedule C of this Annual Information Form.

Composition of the Audit Committee

The Audit Committee of the Bank is formed of:

Michael T. Boychuk, Chair
Lise Bastarache
Sonia Baxendale
Gordon Campbell
A. Michel Lavigne
David Morris

According to the evaluation made by the Human Resources and Corporate Governance Committee, each member of the Audit Committee is independent and financially literate within the meaning of *National Instrument 52-110 - Audit Committees*.

Relevant Education and Experience

Michael T. Boychuk, FCPA, FCA - Mr. Boychuk is a Corporate Director. From July 2009 until his retirement in June 2015, he was President of Bimcor Inc., the pension fund investment manager for the Bell Canada group of companies. From 1999 to 2009, Mr. Boychuk was Senior Vice-President and Treasurer of BCE Inc./ Bell Canada, responsible for all treasury, corporate security, environment and sustainability activities and of the BCE Group of companies pension plans.

Mr. Boychuk is a chartered professional accountant since 1979 and became a Fellow of the Ordre des comptables professionnels agréés du Québec in 2012. He is a member of the Board of Governors of McGill University, has served on its Audit Committee since 2006 and has acted as Chair of said committee since 2012. He also serves on the International Advisory Committee of McGill University's Faculty of Management. Mr. Boychuk is a member of the Board of Directors and Audit committee of Cadillac Fairview Corporation since January 2017. Mr. Boychuk is a member of the Board of Directors and Chair of Audit Committee of GDI Integrated Facility Services inc. since May 2015 and member of the Board of Directors and Audit Committee of Telesat Canada since July 2015. He also acted as member of the Board of Directors and Chair of the Audit Committee of Yellow Media Inc. from 2004 to 2009 and from January to December 2012. Mr. Boychuk is a member of the Board of Directors and of the Audit Committee of the Bank since August 30, 2013 and is Chair of the Audit Committee since June 15, 2016. He is also a member of the Risk Management Committee of the Bank.

Lise Bastarache - Ms. Bastarache was, until January 2005, Québec Regional Vice-President of RBC Private Banking. She joined the Economics Department of RBC Financial Group in 1996, where she acted as Deputy Chief Economist before joining the Commercial Markets Group as Analyst in 2000. Ms. Bastarache holds a Bachelor's and a Master's degree in Economics from Université du Québec à Montréal and has completed the course requirements of a Ph.D. in Economics at McGill University. As a Commercial Markets Analyst for RBC Financial Group, she had the opportunity to review the financial statements of numerous large corporations. Moreover, in her capacity as Québec Regional Vice-President of RBC Private Banking, Ms. Bastarache bore the ultimate responsibility of internal controls and the process of preparation of her division's earnings statement.

Ms. Bastarache is a member of the Board of Directors and Audit Committee of Groupe Jean Coutu (PJC) inc. since 2003 and a member of the Board of Trustees and a member of the Audit Committee of Chartwell Retirement Residences since 2005. She also acted as member of NB Power's Board of Directors from 2004 to 2007 as well as member of Université de Moncton's Board of Governors and Chair of its Finance Committee from 2004 to 2013. Ms. Bastarache was a member of the Audit Committee of the Bank from 2006 to 2008 and from April 2015 to date.

Sonia Baxendale - Ms. Baxendale, a Corporate Director, was previously President, CIBC Retail Banking and Wealth Management and Senior Executive Vice-President, from 2005 to 2011, where she was responsible for providing a full range of financial products, services and advice to nearly 11 million clients in Canada, as well as investment management and business banking services globally to retail and institutional clients in China, Singapore and the Caribbean. She had a direct reporting team of some 28,000. From 1992 to 2005, Ms. Baxendale held various leadership roles at CIBC, including Senior Executive Vice-President, CIBC Wealth Management, Executive Vice-President, Asset Management, Card Products and Collections, Executive Vice-President, Global Private Banking & Investment Management Services and Managing Director, CIBC Wood Gundy. Prior to her executive positions with CIBC, Ms. Baxendale held increasingly senior positions with Amex Bank of Canada and Saatchi & Saatchi Compton Hayhurst.

Ms. Baxendale is a member of the Board of Directors and Chair of the Human Resources and Compensation Committee of CI Financial Corp. She is also Co-Interim President and CEO, member of the Board of Directors, Chair of the Human Capital and Governance Committee and member of the Audit and Compliance Committee of Foresters Insurance. Ms. Baxendale is a member of the Board of Directors and Chair of the Audit and Finance Committee of both the Hospital for Sick Kids Foundation and the Toronto French School. Ms. Baxendale holds a B.A. degree from the University of Toronto and, in 2014, received the ICD.D Director designation from the Institute of Corporate Directors, including completion of the Director's Education Program at the Rotman Business School of the University of Toronto. Ms. Baxendale is a member of the Board of Directors and of the Audit Committee of the Bank since August 2016.

Gordon Campbell, B.A., M.B.A. - Mr. Campbell was Canada's High Commissioner to the United Kingdom and Northern Ireland from September 2011 to September 2016. Prior to that appointment, he was Premier of the Province of British Columbia for almost 10 years. He also served as leader of the Opposition in British Columbia from 1994 to 2001. Prior to that, Mr. Campbell was the Mayor of Vancouver for 7 years and the Chairperson of the Greater Vancouver Regional District (now called Metro Vancouver) from 1990 to 1993. Before his election as Mayor, he ran his own development company, Citycore Development Corporation. He was also General Manager of Development for Marathon British Columbia where he worked from 1976 to 1981.

Mr. Campbell has experience in establishing regulatory policy in the public realm and he was responsible for the reestablishment of British Columbia's AAA credit rating in 2004. He was recognized for his fiscal prudence by the Fraser Institute who rated him Canada's best fiscal manager among Premiers in October 2010 in their "Measuring the Fiscal Performance of Canada's Premiers". As Canada's High Commissioner to the United Kingdom, he led the redevelopment of Canada House which reduced operating costs and brought together all Canada's Diplomatic activities under one roof for the first time in 50 years. He returned over $300 million to the government as a results of the Canada House project.

Mr. Campbell received a B.A. from Dartmouth College in Hanover, N.H., U.S.A. and an M.B.A. from Simon Fraser University in Burnaby, British Columbia. Mr. Campbell has been appointed member of the Audit Committee of the Bank as of December 6, 2016.

A. Michel Lavigne, FCPA, FCA - Mr. Lavigne is a chartered professional accountant since 1973. He worked as a certified public accountant and as an auditor within notable companies, both public and private, including within financial institutions. He was a senior partner at the accounting firm Raymond Chabot Grant Thornton from 1985 to 2005 as well as having assumed the role of president of that firm from 2001 to 2005. The Ordre des comptables professionnels agréés du Québec awarded him the title of Fellow in 2002.

Mr. Lavigne is a member of the Board of Directors and member of the Audit and Compensation Committees of TVA Group Inc., as well as member of the Board of Directors and member of the Audit Committee of

Canada Post Corporation. He has served on several Boards of Directors such as: Quebecor Inc. from 2013 to 2016; Primary Energy Recycling Corporation from 2005 to 2014; as well as Quebecor Media, Videotron Ltd, Sun Media Corporation, and TeraXion Inc. Mr. Lavigne was a member of the Board of Directors and member of the Audit Committee of the Caisse de dépôt et placement du Québec from 2005 to 2013 and Chair of the said Audit Committee from 2009 to 2013.

David Morris, CPA, CA - Mr. Morris is a chartered professional accountant since 1975. He worked at Deloitte from 1975 until his retirement as a senior partner in 2016. He graduated from McGill University. He has extensive experience auditing global financial institutions and public companies. He has worked closely with senior management of these companies and with audit committees on a number of special engagements relating to mergers and acquisitions due diligence and complex transactions.

Mr. Morris has a strong background with U.S. SEC registrants including internal controls over financial reporting. He has been an advisor to senior management and directors throughout his career. Mr. Morris has been appointed member of the Audit Committee of the Bank as of October 31, 2017.

Pre-Approval Policy

The Bank has adopted a policy governing the services that can be provided by its external auditor. The policy, which applies to the Bank and its subsidiaries, specifies the pre-approval procedures by the Bank's Audit Committee of audit services, as well as other permissible non-audit services such as consultation regarding accounting standards and financial disclosure, taxation services and translation services. The policy generally prohibits the Bank from hiring its external auditor to provide certain non-audit services such as services related to: bookkeeping and the preparation of financial statements, the design and implementation of financial information systems, business or asset valuation, actuarial valuation, internal audit or management functions. In addition, the policy sets out various restrictions on the hiring of personnel who have worked for the external auditor.

Fees for the Services of the External Auditor

The following table presents by category the fees billed by the external auditor Ernst & Young LLP for the fiscal years ended October 31, 2017 and 2016.

Fee category	2017($)	2016 ($)
Audit fees	2,722,000	2,232,000
Fees for audit-related services	508,000	567,000
Fees for tax services	265,000	13,000
Other fees	82,000	0
Total	3,577,000	2,812,000

"Audit fees" include all fees of Ernst & Young LLP for the audit of the annual consolidated financial statements, examination of the interim financial statements as well as the statutory audits and submissions related to prospectus and other offering documents.

"Fees for audit-related services" include all fees of Ernst & Young LLP for certification services and other related services traditionally carried out by the independent auditor, which are mainly services related to the production of reports concerning the effectiveness of internal controls for contractual or commercial purposes, the audit of various trusts and other entities required in the context of securitization of mortgage loans receivables, as well as the fees related to consultation regarding accounting standards and financial disclosure.

"Fees for tax services" include all fees of Ernst & Young LLP for tax-related advice other than the time devoted to the review of fiscal impacts as part of the audit and examination of the financial statements.

"Other fees" include all fees of Ernst & Young LLP for all services other than those mentioned above.

13. ADDITIONAL INFORMATION

Additional information relating to the Bank may be found on SEDAR (www.sedar.com).

Additional information, including directors' and officers' compensation and indebtedness, principal holders of the Bank's securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Bank's Management Proxy Circular for its most recent annual meeting of shareholders that involved the election of directors.

Additional financial information is provided in the Bank's financial statements and Management Discussion and Analysis for its most recently completed financial year.

Copies of this Annual Information Form, of the 2017 Annual Report and of the latest Management Proxy Circular can be obtained from the Corporate Secretary's Office of the Bank, at 1981 McGill College Avenue, 20th Floor, Montreal, Quebec, H3A 3K3.

SCHEDULE A
SUBSIDIARIES OF THE BANK*

As at October 31, 2017	HEAD OFFICE LOCATION	JURISDICTION
CORPORATE NAME		
B2B Bank	Toronto, Canada	Federal
Wholly-owned subsidiaries		
B2B Bank Financial Services Inc.	Toronto, Canada	Ontario
B2B Bank Securities Services Inc.	Toronto, Canada	Ontario
B2B Bank Intermediary Services Inc	Toronto, Canada	Ontario
B2B Trustco	Toronto, Canada	Federal
B2B Securitization Inc.	Toronto, Canada	Federal
B2B Securitization Limited Partnership	Toronto, Canada	Ontario
Laurentian Bank Insurance Inc.	Montreal, Canada	Federal
Laurentian Bank Securities Inc.	Montreal, Canada	Federal
Wholly-owned subsidiary		
Laurentian Capital (USA) Inc.		
Laurentian Trust of Canada Inc.	Montreal, Canada	Federal
LBC Capital Inc.	Burlington, Canada	Federal
Wholly-owned subsidiaries		
LBEF Inc.	Burlington, Canada	Federal
LBEL Inc.	Burlington, Canada	Federal
LBC Capital GP Inc.	Burlington, Canada	Federal
LBC Leasing Limited Partnership	Burlington, Canada	Ontario
Northpoint Commercial Finance Canada Inc.	Burlington, Canada	Federal
NCF Commercial Finance Holdings Inc.	Delaware, USA	Delaware
Wholly-owned subsidiary		
NCF Financing LLC	Delaware, USA	Delaware
Northpoint Commercial Finance Inc.	Delaware, USA	Delaware
Wholly-owned subsidiary		
Northpoint Commercial Finance LLC	Delaware, USA	Delaware
LBC Financial Services Inc.	Montreal, Canada	Federal
LBC Investment Management Inc.	Montreal, Canada	Federal
Wholly-owned subsidiary		
V.R. Holding Insurance Company Ltd	St. James, Barbados	Barbados
Wholly-owned subsidiary		
VRH Canada Inc.	Montreal, Canada	Federal
LBC Tech Inc.	Toronto, Canada	Ontario
LBC Trust	Montreal, Canada	Federal

* All subsidiaries are wholly-owned.

SCHEDULE B
Profile of activities as at October 31, 2017

Activity	Personal Banking	Commercial Banking	B2B Bank	Laurentian Bank Securities and Capital Markets
Profile	Complete line of financial products and services for retail clients by way of : 104 branches 343 automated banking machines	Real estate financing for developers and commercial financing for small and medium-sized businesses across Canada via: 30 offices in British Columbia, Alberta, Nova Scotia, Ontario, Quebec and Georgia (USA)	Serves a network of some 27,000 financial professionals across key business verticals including: financial advisors and their dealerships, deposit and mortgage brokers and their firms, mutual fund and insurance manufacturers, MFDA and IIROC members	Capital market activities of the Bank, integrated brokerage services for individuals and institutional investors offered by: 16 offices in Quebec, Ontario and Manitoba
Summary of Products and Services	*Personal Banking* Transactional products, mortgage solutions, loans, lines of credit, investment products (guaranteed investment certificates, term deposits, mutual funds, etc.), VISA credit cards, debit cards and credit insurance *LBC Financial Services* Mutual fund distribution and financial planning services	*LBC Capital* Equipment financing solutions for suppliers and businesses across the country. Equipment financing through revolving credit, leasing and conditional sales contracts *Commercial Banking* Financing for commercial real estate properties and commercial banking services to businesses across Canada Short and long-term financing solutions, investment products, transactional services, VISA credit cards, electronic services, foreign exchange transactions and international transaction settlement	The core product offers include loans, deposits, mortgages, investment accounts and services, and banking services via an extensive network of financial advisors and brokers	*Institutional - Fixed Income* Research and trading of government and corporate securities Financing of governments and corporations *Institutional - Equity* Research and trading of securities issued by small-cap companies for portfolio managers Financing of small-cap companies *Retail Brokerage* Advisory, trading and research, as well as Immigrant-Investor Program *Business Services* Complete back-office administrative services
Employees	Total of 3,700 of which 1,500 are covered by a collective bargaining agreement that expires on December 31, 2017.			

SCHEDULE C

MANDATE OF THE AUDIT COMMITTEE

1. Constitution

The Audit Committee (in this mandate, also referred to as the "Committee") is constituted by the Board of Directors in order to support it in exercising its oversight, communication and disclosure functions.

The Committee reviews its mandate annually.

2. Appointment and Membership

The Committee consists of at least three directors. At the Board meeting that follows the annual meeting of shareholders, the Board of Directors appoints the directors who make up the Committee and its Chair. The Committee shall be formed of members who are not employees or officers of the Bank or a subsidiary and a majority of whom are not affiliated with the Bank. All Committee members must meet the independence requirements established by the Board and are financially literate as stipulated by National Instrument 52-110 - Audit Committees.

Unless they are replaced in the interim by decision of the Board, the Committee members shall remain in office until the Board meeting that follows the next annual meeting of shareholders.

3. Compensation

The members of the Committee receive the compensation for their services established by resolution of the Board.

4. Meetings

The Committee meets at least once every quarter.

Committee meetings may be held without notice (provided the members waive such notice) as often as the members deem appropriate and at the location determined by them.

The Committee Chair, the President and Chief Executive Officer, the Chief Financial Officer, the officer in charge of internal audit, and the external auditor can call for a meeting to be held.

The external auditor receives notice of, and may attend, Committee meetings.

5. Quorum

Quorum at Committee meetings shall be constituted by a majority of the members.

6. Chair

As designated by the Board of Directors, the Committee Chair chairs the Committee meetings. In the Chair's absence, the members present may elect a Chair *pro tempore* from among themselves.

The external auditor, the officer in charge of internal audit, and the officer in charge of regulatory risk management may communicate directly with the Chair.

7. Procedure

The procedure for Committee meetings shall be the same as that for meetings of the Board of Directors.

8. Powers of the Committee

In carrying out its mandate, if it deems appropriate, the Committee may:

(a) call a meeting of directors;
(b) communicate or meet privately with any officer or employee of the Bank, as well as with its internal and/or external auditors;
(c) call on the services of resources external to and independent of the Bank, and determine and pay the related fees in compliance with the Board's policy regarding the use of external advisors.

9. Secretary

The Secretary of the Bank or any other officer designated by the President of the Bank shall carry out the duties of the secretary with respect to the Committee's mandate and those assigned by the Committee Chair.

10. Functions

The Committee fulfills its statutory obligations and exercises the following functions delegated by the Board, as well as any other functions that may be delegated to it by the Board from time to time:

10.1 Oversight Functions

With respect to the external auditor:

10.1.1 Recommend the appointment or dismissal of the external auditor to the Board.

10.1.2 Ensure the external auditor's competence, independence, and the adequacy of its resources, review and, if applicable, approve the scope of its mission and letter of engagement, and recommend its compensation to the Board.

10.1.3 Ensure the competence and independence of the audit firm's partner in charge of the Bank's account, and ensure a periodic rotation of that person.

10.1.4 Approve the external audit plan and ensure that the scope is appropriate, risk-based, and that it addresses major areas of concern.

10.1.5 Approve the external auditor's oversight policy.

10.1.6 Approve the policy on approval of services provided by the external auditor (including non-audit-related services) and regarding the hiring of partners, employees and former partners and employees of external auditors.

10.1.7 Determine if a periodic comprehensive evaluation of the external auditor is necessary.

10.1.8 Disclose the results of the external auditor's annual evaluation, as well as the processes and criteria used to arrive at that evaluation.

With respect to financial reporting:

10.1.9 Oversee the integrity and quality of financial statements and ensure that the institution's accounting practices are prudent and appropriate.

10.1.10 Discuss the quality of financial statements with the external auditor and ensure that the financial statements fairly present the Bank's financial situation, results, and cash flows.

10.1.11 Discuss the audit results, financial statements and related documents, audit report and any related concern of the external auditor with Management and the external auditor.

10.1.12 Hold regular meetings with the external auditor (without the presence of Management) to understand all issues that may have been discussed during meetings between the auditor and Management in the course of the audit and how those issues were resolved, as well as to determine the extent to which accounting practices being used by the Bank are appropriate relative to the importance of the issue.

10.1.13 Review the external auditor's recommendation letter which follows the annual audit and the corresponding follow-ups, significant changes to accounting practices, the main value judgments on which the financial reports are based, and how these reports are drafted.

10.1.14 Review the annual and interim financial statements, management reports and the press releases regarding annual and interim results, the annual information form, as well as any statement required by regulatory authorities prior to their publication and recommend their adoption by the Board.

10.1.15 Review prospectuses relating to the issuance of securities of the Bank.

10.1.16 Examine all investments and transactions likely to undermine the Bank's financial situation that are reported by the external or internal auditor or an officer, including loans referred to in Section 328 of the Bank Act, and meet with the external auditor to discuss them.

10.1.17 Recommend the declaration of dividends to the Board and review the related press release.

10.1.18 Review the annual financial statements of the subsidiaries supervised by the Office of the Superintendent of Financial Institutions (Canada) and recommend their adoption by the Board of Directors for each of the subsidiaries.

10.1.19 If applicable, review and approve transfers of tax between the Bank and its subsidiaries.

10.1.20 Review and approve the financial statements of the pension plans offered by the Bank to its employees.

With respect to the internal audit function:

10.1.21 Approve the charter of the internal audit function.

10.1.22 Approve the selection and ensure the competence and independence of the officer in charge of internal audits.

10.1.23 Ensure that internal audit activities have a sufficient status, degree of independence and visibility, and that they are subject to periodic reviews.

10.1.24 Approve the internal audit plan and ensure that its scope is appropriate, risk-based, that it addresses major areas of concern, and that it is reviewed with appropriate frequency.

10.1.25 Discuss the material findings and recommendations with the officer in charge of internal audits, and follow up on them.

10.1.26 Periodically review the performance of the officer in charge of internal audit.

With respect to internal controls:

10.1.27 Ensure that Management implements appropriate internal controls and management information systems; review, assess and approve such systems, and ensure their integrity and effectiveness, including the elements comprised in any certification required by regulations.

10.1.28 Meet with the external auditor, the officer in charge of internal audits and Management to discuss the effectiveness of the implemented internal control and management information systems and the measures taken to rectify any material weaknesses and deficiencies.

10.1.29 Ensure that Management implements procedures regarding the receipt, retention and handling of complaints received with respect to accounting and internal accounting or audit controls, as well as regarding anonymous submissions by employees on questionable accounting or audit matters.

10.1.30 Approve the policy on the handling of complaints and comments about suspicious accounting activities and ensure that the policy is respected.

With respect to supervisory agencies:

10.1.31 Meet with regulatory authorities, discuss their findings and recommendations, and follow up on them.

10.2 Communication and Disclosure Functions

10.2.1 Approve the way by which shareholders and other stakeholders can communicate with the Bank.

10.2.2 Ensure that adequate procedures are in place to examine the communication of financial information to the public excerpted or derived from financial statements.

10.2.3 Recommend to the Board of Directors that it approves the financial information disclosure policy and ensure that the policy is respected.

10.2.4 Report to shareholders on the Bank's performance.

11. Reporting

The Committee reports on its activities to the Board of Directors verbally at the Board meeting that normally follows the Committee meeting, and in writing at the subsequent Board meeting.

The Committee also reports yearly on its activities to shareholders through the Bank's Management Proxy Circular.