

CLARKE

CLARKE INC. ANNOUNCES PROPOSED DEBENTURE AMENDMENTS

HALIFAX, NOVA SCOTIA, August 17, 2021 – Clarke Inc. (TSX: CKI, CKI.DB) ("**Clarke**" or the "**Company**") today announced that it will seek the approval of holders of its Series B 6.25% convertible unsecured subordinated debentures due February 28, 2023 (the "**Debentures**") to amend certain terms of such Debentures at a serial meeting of the holders of Debentures (the "**Debentureholders**") to be held on September 20, 2021 (the "**Meeting**").

The proposed amendments to the Debentures consist of:

- EXTENDING the maturity date for the Debentures from February 28, 2023 to January 1, 2028;
- AMENDING the interest rate on the Debentures from 6.25% to 5.50% for the period beginning on March 1, 2023 and ending on January 1, 2028; and
- PROVIDING FOR consequential and other amendments of a housekeeping nature.

The Board of Directors and management of the Company believe that the proposed Debenture amendments enhance the Company's strategy of pursuing long-term value creation for the benefit of all its securityholders. The Board of Directors believes that the proposed amendments, among other things, afford Debentureholders a longer period of time during which to receive interest at a favourable rate. The Company believes the 6.25% and the subsequent 5.50% interest rates on the Debentures represent an attractive yield in light of other reinvestment opportunities available.

The amendments to the Debentures will only be effective if passed by an extraordinary resolution of the holders of at least 66⅔% of the principal amount of the Debentures present in person or by proxy at the Meeting and entitled to vote in respect of the amendments.

The Meeting is scheduled to be held at 10:00 a.m. (Halifax Time) on September 20, 2021 at 145 Hobsons Lake Drive, Suite 106, Halifax, Nova Scotia, B3S 0H9.

Debentureholders may vote on or before 10:00 a.m. (Halifax Time) on September 16, 2021 by following the voting instructions set out in the management information circular for the Meeting. Only Debentureholders of record at the close of business on August 17, 2021 will be entitled to vote at the Meeting.

Further particulars of the expected benefits of the proposed amendments will be described in the management information circular of the Company relating to the Meeting, which will be available under the Company's profile on SEDAR at www.sedar.com and which will be mailed to Debentureholders in the coming days.

As of the close of business on August 16, 2021, there was \$50,754,000 principal amount of Debentures outstanding.

About Clarke

Halifax-based Clarke invests in a variety of private and publicly-traded businesses and participates actively where necessary to enhance performance and increase its return. Clarke's securities trade on the Toronto Stock Exchange (CKI; CKI.DB); for more information about Clarke, please visit our website at www.clarkeinc.com.

Note on Forward-Looking Statements and Risks

This press release may contain or refer to certain forward-looking statements relating, but not limited to, Clarke's expectations, intentions, plans and beliefs with respect to Clarke. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "does not expect", "is expected", "budget", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or equivalents or variations, including negative variations, of such words and phrases, or state that certain actions, events or results, "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. These forward-looking statements include, but are not limited to, statements regarding receipt of the requisite approvals of the Debenture amendments, the anticipated benefits of the Debenture amendments and the anticipated timing for mailing of the management information circular relating to the Meeting.

Forward-looking statements rely on certain underlying assumptions that, if not realized, can result in such forward-looking statements not being achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual results of Clarke to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. Risks and uncertainties include, among others, the Company's investment strategy, legal and regulatory risks, general market risk, potential lack of diversification in the Company's investments, and interest rates and foreign currency fluctuations. Although Clarke has attempted to identify important factors that could cause actual actions, events or results or cause actions, events or results not to be estimated or intended, there can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Other than as required by applicable Canadian securities laws, Clarke does not update or revise any such forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements.

For further information: Tom Casey, Chief Financial Officer, Clarke Inc., Telephone: 902-420-6446.