

The Depository Trust Company

IMPORTANT

B#: 1146

DATE: January 16, 2001

TO: All Participants

CATEGORY: Dividends

FROM: Nilesh Desai, Supervisor, Dividend Department

ATTENTION: Dividend Managers, Cashiers & Reorganization Managers

SUBJECT: Rights: RTO Enterprises Inc. Common CUSIP#: 74974E106
Rights CUSIP#: 74974E114 R/D: 1/8/2001
Expires: 1/31/2001 (4:00 p.m. Toronto time)
Rate: one right for each share of Common Stock held

*****WARNING TIME CRITICAL*****

RTO Enterprises Inc. (“RTO” or the “Company”) is hereby issuing to holders of the Company’s common shares of record at the close of business on January 8, 2001 (the “Record Date”) transferable rights (the “Rights”), to subscribe for common shares (“Common Shares”). Each holder of Common Shares is entitled to receive one Right for each share held.

This offer is being made to shareholders of record as of the Record Date residents in the Provinces of **Ontario, Alberta, British Columbia, Quebec and the United States of America** (the “Jurisdictions”).

Important Note:

For Ineligible Shareholders, the transfer agent (Equity Transfer Services Inc.) will attempt to sell Rights on such date or dates on a best effort bases for cash proceeds, if any. Participants who have beneficial owners that are Ineligible in this offering, must provide to The Depository Trust Company (“DTC”) no later than 5:00 p.m. New York City time on 1/23/2001, with the amount of Rights they wish to sell on a written representation on their firm’s letterhead, have authorized by appropriate personnel, and indicate a contact name and telephone number who can be reached if necessary. Participants must include their participant number.

(Over)

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Participants must “Fax” their written instructions (via telephone facsimile) to DTC, attention Ray Lew using only this phone number (212) 855-4545 and call (212) 855-4523 for confirmation of receipt.

The Depository Trust Company (“DTC”) anticipates crediting Rights to participants’ accounts on January 16, 2001.

THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY (DIVA) FUNCTION, SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY AND PAYMENT INFORMATION.

IT IS IMPORTANT THAT PARTICIPANTS REFER TO THE DTC REORGANIZATION INQUIRY FOR PARTICIPANTS (RIPS CODE 59) FOR INFORMATION REGARDING THE SUBSCRIPTION PRIVILEGE WHICH WILL BE AVAILABLE SHORTLY.

If participants have any questions concerning this Important Notice, please contact Mr. Raymond Lew or Mr. Neil Drepaoul of DTC’s Dividend Department at (212) 855-4523/4532.

If participants have any questions concerning the offering they may contact Mr. Paul Jensen, (the “Subscription Agent”) of Equity Transfer Services Inc., at (416) 361-0930 (Ext. 238).