

goeasy Ltd.
Notice of Annual and Special Meeting of Shareholders
May 3, 2016

Notice is hereby given that the annual and special meeting of the holders of common shares of goeasy Ltd. (the "**Corporation**") will be held at The Gallery Room, TMX Broadcast Centre, the Exchange Tower, 130 King Street West, Toronto, Ontario M5X 1J2 on Tuesday, May 3, 2016 at 2:00 p.m. (EDT) for the following purposes:


- (a) to receive the Corporation's audited comparative consolidated financial statements as at and for the financial year ended December 31, 2015 and the auditors' report thereon;
- (b) to elect directors;
- (c) to re-appoint auditors and to authorize the Board of Directors to fix their remuneration;
- (d) to consider and, if thought advisable, to pass with or without variation, a resolution in the form of Schedule A to the accompanying Management Information Circular approving an increase in the number of common shares of goeasy Ltd. available for issue under the Corporation's restricted share unit plan (the "RSU Plan"); and
- (e) to transact such other business as may properly come before the meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

Shareholders are invited to attend the meeting. *Registered shareholders* who are unable to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope to TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, fax number 416-595-9593. *Non-registered shareholders* who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by TMX Equity Transfer Services not later than 2:00 p.m. (EDT) on April 29, 2016, or in the case of any adjournment of the meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

DATED the 21st day of March, 2016.

By Order of the Board of Directors



Donald K. Johnson
Chairman



Management Information Circular

March 21, 2016

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goeasy Ltd.
Management Information Circular for the Annual and Special Meeting of
Shareholders
May 3, 2016

PROXIES

SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation, by or on behalf of the management of goeasy Ltd. (the “Corporation”), of proxies to be used at the Corporation’s annual and special meeting of the holders of common shares (the “Common Shares”) to be held on May 3, 2016 (the “Meeting”) or at any adjournment thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Corporation without special compensation, or by the Corporation’s transfer agent, TMX Equity Transfer Services at nominal cost. Pursuant to National Instrument 54-101, the Corporation is sending proxy-related materials directly to non-objecting beneficial owners. To objecting beneficial owners, through their intermediaries, the Corporation is sending proxy-related materials including voting instructions for intermediaries. The cost of soliciting will be borne by the Corporation.

APPOINTMENT OF PROXYHOLDER

The person(s) designated by management of the Corporation in the enclosed form of proxy are directors or officers of the Corporation. **Each shareholder has the right to appoint as proxyholder a person or company (who need not be a shareholder of the Corporation) other than the person(s) or company(ies) designated by management of the Corporation in the enclosed form of proxy to attend and act on the shareholder’s behalf at the Meeting or at any adjournment thereof.** Such right may be exercised by inserting the name of the person or company in the blank space provided in the enclosed form of proxy or by completing another form of proxy.

In the case of *registered shareholders*, the completed, dated and signed form of proxy should be sent in the enclosed envelope to TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, fax number 416-595-9593. In the case of *non-registered shareholders* who receive these materials through their broker or other intermediary, the shareholder should complete and send the form of proxy in accordance with the instructions provided by their broker or other intermediary. To be effective, a proxy must be received by TMX Equity Transfer Services not later than 2:00 p.m. (EDT) on April 29, 2016 or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the adjournment time.

REVOCAION OF PROXY

A shareholder who has given a proxy may revoke it by depositing an instrument in writing signed by the shareholder or by the shareholder’s attorney, who is authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the shareholder or the shareholder’s attorney, who is authorized in writing, to or at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A shareholder may also revoke a proxy in any other manner permitted by law.

VOTING OF PROXIES

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Corporation in the enclosed form of proxy will

be voted or withheld from voting in accordance with the instructions given on the ballot, and if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Corporation is not aware of any such amendment or other matter to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Common Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Corporation in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

VOTING SHARES

VOTING SHARES

As at March 21, 2016 the Corporation had 13,522,955 Common Shares outstanding, each carrying the right to one vote per share. **A simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote.**

RECORD DATE

The Board of Directors has fixed March 21, 2016 as the record date for the purpose of determining holders of Common Shares entitled to receive notice of and to vote at the Meeting. Any holder of Common Shares of record at the close of business on the record date is entitled to vote the Common Shares registered in such shareholder's name at that date on each matter to be acted upon at the Meeting.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Corporation, as at March 21, 2016 no person beneficially owned, controls or directs, directly or indirectly, more than 10% of the voting rights attached to the outstanding Common Shares of the Corporation except as stated below.

Name	Aggregate number of Common Shares	Percentage of outstanding Common Shares
Donald K. Johnson	3,002,609 ¹	22.2%
Fiera Capital Corporation	1,724,580 ²	12.8%

Notes:

- (1) The common shares are owned by VYCO Ltd., a corporation controlled by a family trust. Mr. Johnson is a discretionary beneficiary of such trust and President of VYCO Ltd.
- (2) This share ownership information is based on an Alternative Monthly Report dated August 10, 2015 filed by Fiera Capital Corporation.

MATTERS TO BE ACTED UPON AT THE MEETING

The purpose of the Meeting is to consider and take action on the following items:

PRESENTATION OF FINANCIAL STATEMENTS

The Corporation's consolidated financial statements for fiscal 2015, together with the auditors' report on those financial statements, have been mailed to Shareholders and are also available under the Corporation's SEDAR profile at www.sedar.com. Management will present the consolidated financial statements to Shareholders in attendance at the Meeting.

ELECTION OF DIRECTORS

The number of directors to be elected at the Meeting is six. Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the by-laws.

The Corporation's current Form of Proxy permits shareholders to vote for each individual director. Such a voting mechanism allows shareholders to evaluate the suitability of each nominee and to vote for or withhold their vote from individual nominees. The Board has adopted a policy stipulating that if the votes in favour of the election of a director nominee at a shareholders' meeting represent less than a majority of the shares voted and withheld, the nominee will submit his or her resignation promptly after the meeting, for the Corporate Governance and Nominating Committee's consideration. The Committee will make a recommendation to the Board after reviewing the matter, and the Board's decision to accept or reject the resignation offer will be disclosed to the public. The nominee will not participate in any Committee or Board deliberations on the resignation offer.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below, each of whom has been a director since the date indicated in the chart "About the Nominated Directors". Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Corporation in the enclosed form of proxy, in their discretion, in favour of another nominee.

The following are the names of the six proposed nominees for election as directors of the Corporation:

Donald K. Johnson, O.C., LL.D	David Ingram
David Appel	David Thomson
Sean Morrison	Karen Basian

David Lewis, a current director, is not standing for re-election as a director at the meeting.

The section of this Circular entitled "About the Nominated Directors" sets out detailed information on each of the nominees including the nominee's age, province or state and country of residence, principal occupation, date first appointed to the Board, public board memberships and the number of Common Shares beneficially owned or over which control or direction was exercised, directly or indirectly, by such person or the person's associates or affiliates as at March 21, 2016. The information as to shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees individually. All of the nominees are currently directors of the Corporation.

REAPPOINTMENT AND REMUNERATION OF AUDITORS

Ernst & Young LLP are the current auditors of the Corporation. At the Meeting, the holders of Common Shares will be requested to re-appoint Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the Board of Directors to fix the auditors' remuneration.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the re-appointment of Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed and the authorization of the Board of Directors to fix the remuneration of the auditors.

During fiscal 2015 and 2014, fees charged by Ernst & Young LLP were as follows:

Fees	Year Ended December 31, 2015 (\$)	Year Ended December 31, 2014 (\$)
Audit Fees	592,500	554,600
Audit-Related Fees	-	-
Tax Fees	59,247	86,500
Other Fees	-	-
Total Fees	651,747	641,100

Audit fees included the annual audit and quarterly reviews of the Corporation's consolidated financial statements. No audit related fees or other fees were paid during 2014 or 2015. Tax fees included corporate income tax return compliance and personal tax compliance for certain officers.

APPROVAL OF AN AMENDMENT TO THE RESTRICTED SHARE UNIT PLAN

At the Meeting, pursuant to the policies of the TSX, the holders of Common Shares (excluding those insiders entitled to receive a benefit under the RSU Plan) will be requested to consider and, if thought advisable, to pass with or without variation, a resolution in the form of Schedule A approving an increase in the number of Common Shares available for issue under the Corporation's RSU Plan. For more information, please see "Equity Based and Other Compensation Plans – Restricted Share Unit Plan".

The Corporation is currently authorized to reserve 915,000 Common Shares for issuance under section 7 of the RSU Plan, representing approximately 6.8% of the outstanding Common Shares as at March 21, 2016. At their meeting on February 17, 2016, the Board of Directors resolved to increase the number of Common Shares available for issuance under the RSU Plan by 250,000 so that, subject to approval by the TSX and the Corporation's shareholders (excluding those insiders entitled to receive a benefit under the RSU Plan) the maximum number of Common Shares reserved for issuance under the RSU Plan will increase by 250,000 to 1,165,000, representing approximately 8.6% of the outstanding Common Shares as at March 21, 2016. Should shareholders not agree to this proposal, participants would instead receive cash settled Performance Share Units (as described on page 31 of this circular).

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the resolution in the form of Schedule A approving an increase in the number of Common Shares available for issue under the Corporation's RSU Plan, which resolution will only be passed if approved by a majority of the votes of disinterested shareholders cast at the meeting.

ABOUT THE NOMINATED DIRECTORS

<p>Donald K. Johnson, O.C., LL.D Ontario, Canada Age: 80 Director Since: June 1999</p>			<p>Mr. Johnson is Chairman of <i>goeasy Ltd.</i>, and Member, Advisory Board, BMO Capital Markets, the investment and corporate banking subsidiary of BMO Financial Group. Mr. Johnson is a former Senior Advisor, BMO Capital Markets, prior to which he was Vice-Chairman of BMO Nesbitt Burns Inc. Active on a number of Boards, Mr. Johnson is Chairman Emeritus and a director of Business for the Arts, a director of the Toronto General & Western Hospital Foundation, a member of the Advisory Board of the Ivey Business School at Western University, a member of the 2016 Major Individual Giving Cabinet of the United Way of Greater Toronto, and a director of Murchison Minerals Inc.</p>
Board / Committee Member	Public Board Membership	goeasy Ltd. Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly	
Board	goeasy Ltd. Murchison Minerals Inc.	3,002,609 ¹	
<p>David Ingram Ontario, Canada Age: 50 Director Since: December 2000</p>			<p>Mr. Ingram is the President and Chief Executive Officer of <i>goeasy Ltd.</i>, having been appointed in 2001. Prior to <i>goeasy</i>, Mr. Ingram was an executive with Kingfisher plc (a retail conglomerate) in the United Kingdom. He has also held progressively senior executive roles with Thorn which included leading a 370 branch network for Rent-a-Center. He is Vice Chair of the Boys & Girls Clubs of Canada foundation committee and serves on its Board of Directors.</p>
Board / Committee Member	Public Board Membership	goeasy Ltd. Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly	
Board	goeasy Ltd.	353,428	
<p>David Appel Ontario, Canada Age: 73 Director Since: August 2010</p>			<p>Mr. Appel is currently a Corporate Director. Mr. Appel has had a career in law, business and government service and is a director of a number of charitable organizations. Mr. Appel is a member of the Quebec Bar.</p>
Board / Committee Member	Public Board Membership	goeasy Ltd. Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly	
Board Audit Committee Compensation Committee Corporate Governance and Nominating Committee	goeasy Ltd.	96,855	

David Thomson Ontario, Canada Age: 76 Director Since: January 2012		Mr. Thomson is a Corporate Director. Mr. Thomson is a former President of Great West Life Properties. Prior to joining Great West, he was Executive Vice President of Oxford Development Group. Mr. Thomson is Chairman of the Toronto Dominion Bank Private Giving Foundation.
Board / Committee Member	Public Board Membership	goeasy Ltd. Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly
Board Audit Committee Compensation Committee Corporate Governance and Nominating Committee	goeasy Ltd.	5,000
Sean Morrison British Columbia, Canada Age: 46 Director Since: January 2012		Mr. Morrison is a Corporate Director. Mr. Morrison is the Co-Founder and a Managing Partner of Maxam Capital Corporation, a provider of structured products, and the Chief Executive Officer of Diversified Royalty Corp., a company which purchases top-line royalty streams. Prior to forming Maxam, Mr. Morrison was a partner at Capital West Partners, a Vancouver-based investment banking firm. Mr. Morrison is a graduate of the University of British Columbia with a degree in Commerce and holds a Chartered Professional Accountant designation.
Board / Committee Member	Public Board Membership	goeasy Ltd. Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly
Board Audit Committee Compensation Committee Corporate Governance and Nominating Committee	goeasy Ltd.	45,944 ²
Karen Basian Ontario, Canada Age: 53 Director Since: November 2014		Ms. Basian is the Managing Director of Newtopia, a personalized health company, and a Principal at Firefly Strategy Capital Inc., a strategy consulting and financial advisory firm. Ms. Basian was also the Co-Founder and former CEO of Beehive5. Ms. Basian is a Chartered Accountant and has an M.B.A. from IMD in Lausanne, Switzerland.
Board / Committee Member	Public Board Membership	goeasy Ltd. Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly
Board Audit Committee Compensation Committee Corporate Governance and Nominating Committee	goeasy Ltd.	10,000

Notes:

- (1) Mr. Johnson has control or direction over 3,002,609 Common Shares registered in the name of VYCO Ltd., a private company of which Mr. Johnson is President (VYCO Ltd. is controlled by a family trust of which Mr. Johnson is a discretionary beneficiary).
- (2) Mr. Morrison has control or direction over 45,944 Common Shares which are registered in the name of Tri-X Capital Corporation, a company under Mr. Morrison's control.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. Set out below is a description of the Corporation's approach to corporate governance in relation to the guidelines for effective corporate governance (the "Guidelines") set out in National Policy 58-201 – *Corporate Governance Guidelines*, which was introduced by the Canadian Securities Administrators on June 30, 2005 concurrently with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (the "National Instrument"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their Committees and the effectiveness and education of board members. The National Instrument requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance.

BOARD MANDATE

The Board assumes responsibility for the overall stewardship of the Corporation and discharges this responsibility directly and through delegation of specific responsibilities to Committees of the Board, the Chair and officers of the Corporation. The role and responsibility of the Board is set out in a formal written mandate which is attached hereto as Appendix A.

The Board recognizes that a director's experience and knowledge of the Corporation's business is a valuable resource, and as such the Corporation does not have term limits or a fixed retirement age or date for directors. The Board considers rigorous annual performance evaluations as the best means of ensuring director effectiveness. Directors may continue to serve subject to their ability to perform their duties and their performance as directors.

As set out in its mandate, the Board has established three Committees to assist with its responsibilities: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Each of the Committees has a written mandate approved by the Board and are composed entirely of independent directors pursuant to the Corporation's policies.

INDEPENDENT DIRECTORS

The National Instrument defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment. In determining whether a particular director is an "independent director" or a "non-independent director", the Board considers the factual circumstances of each director in the context of the Guidelines.

The Guidelines provide that the Board should have a majority of independent directors. It is the policy of the Corporation that two-thirds of the members of the Board shall be independent. The Board is currently comprised of seven members, six of whom are "independent directors" within the meaning of the National Instrument. The six independent directors are currently Donald K. Johnson, David Lewis, David Appel, David Thomson, Sean Morrison and Karen Basian. The remaining director, David Ingram, has a material relationship with the Corporation as he acts as President and Chief Executive Officer of the Corporation. As a result, David Ingram is not considered to be independent within the meaning of the National Instrument.

THE BOARD CHAIRMAN

In accordance with the Guidelines that provide that the Chair of the Board should be independent and the Corporation's policy that the Chair of the Board shall at all times be an individual who is not otherwise an officer or employee of the Corporation or any of its affiliates, the Chair of the Board, Donald K. Johnson, is an independent director. The Chair is responsible for acting as the communication link between the directors and the management of the Corporation, supervising the performance of management (with the

Board), managing the affairs of the Board and managing shareholder communications (with the management of the Corporation).

POSITION DESCRIPTIONS

The Board has developed position descriptions for the Chair and for Committee Chairs. Furthermore, the written mandate for each Committee provides that the Chair's responsibility is to ensure that the mandates are fulfilled. The Board has also developed a position description for the Chief Executive Officer.

AUDIT COMMITTEE

The Audit Committee is currently comprised of five directors of the Corporation, David Thomson (Chair), David Lewis, David Appel, Sean Morrison and Karen Basian, all of whom are independent and financially literate for purposes of National Instrument 52-110 – *Audit Committees*. The qualifications, responsibilities and operation of the Audit Committee, as well as fees paid to the Corporation's external auditors, are set out under the heading "Audit Committee Information" in the Corporation's Annual Information Form dated February 17, 2016 a copy of which is available on SEDAR at www.sedar.com, and in the Audit Committee Mandate which forms Schedule A to the Annual Information Form. The fees paid to the external auditors are also set out on page 6 of this Circular.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The Corporate Governance and Nominating Committee is currently comprised of five directors of the Corporation, David Appel (Chair), David Lewis, David Thomson, Sean Morrison and Karen Basian, all of whom are independent. The responsibilities, powers and operation of the Corporate Governance and Nominating Committee are set out in the Committee mandate, a copy of which is attached as Appendix B.

As described in its mandate, the Corporate Governance and Nominating Committee is responsible for, among other things, identifying and recommending to the Board suitable candidates for nomination as new directors, and reviewing the credentials of directors standing for re-election.

In order to fulfil this mandate, the Committee takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Corporation. The Committee also undertakes, on an annual basis, an examination of the size of the Board with a view to determining the impact of the number of directors, the effectiveness of the Board, and recommends to the Board, if necessary, a reduction or increase in the size of the Board. In this regard, the Corporate Governance and Nomination Committee is responsible for:

- (a) determining the criteria, profile and qualifications for new nominees to fill vacancies on the Board;
- (b) identifying, interviewing and recruiting such new nominees as may be required; and
- (c) recommending the slate of directors to be nominated for election at the annual general meeting of Shareholders.

The Committee consults with the Chairman and the Chief Executive Officer in its process of recruiting new directors.

COMPENSATION COMMITTEE

The Compensation Committee is currently comprised of five directors of the Corporation, David Lewis (Chair), David Appel, David Thomson, Sean Morrison and Karen Basian, all of whom are independent. The responsibilities, powers and operation of the Compensation Committee are set out in the Committee mandate, a copy of which is attached as Appendix C.

As described in its mandate, the Compensation Committee is responsible for, among other things, reviewing and recommending the form and adequacy of compensation arrangements for directors and executive officers, having regard to associated risks and responsibilities. Compensation includes but is not limited to salary, bonuses, benefits, equity based incentives, share purchases and other compensation as appropriate. Additionally, the Committee reviews and makes recommendations to the full Board on all matters pertaining to bonus plans, salary policy, equity based incentives and share purchase plans for all other employees. The Committee annually reviews its compensation practices by comparing them to surveys of relevant competitors and sets objective compensation based on this review.

Each member of the Compensation Committee is considered by the Board to have direct experience relative to executive compensation by way of their business experience and educational background. The following is a brief summary of the education and experience that is relevant to the performance of their responsibilities as Committee members.

David Lewis

Mr. Lewis is a retired banker. His last position was Chairman and CEO of Continental Bank of Canada. Mr. Lewis also served as a director of various private entities. Mr. Lewis is not standing for re-election as a director at the Meeting.

David Appel

Mr. Appel has had a career in law, business, and government service and is a director of a number of charitable organizations. Mr. Appel is a member of the Quebec bar.

David Thomson

Mr. Thomson is a Corporate Director and is a former President of Great West Life Properties. In his role as President of Great West Life Properties, Mr. Thomson was responsible for salary and bonus determinations for over 130 employees. Mr. Thomson previously served on two other public company boards and was a member of the audit committee of each. He is Chairman of the Toronto Dominion Bank Private Giving Foundation.

Sean Morrison

Mr. Morrison is the Co-Founder and a Managing Partner of Maxam Capital Corporation and the Chief Executive Officer of Diversified Royalty Corp. Prior to forming Maxam, Mr. Morrison was a partner at Capital West Partners, a Vancouver-based investment banking firm. Mr. Morrison is a Chartered Professional Accountant.

Karen Basian

Ms. Basian is the Co-Founder and CEO of Beehive5, and is also the Managing Director of Newtopia and a Principal at Firefly Strategy Capital Inc., a strategy consulting and financial advisory firm. Ms. Basian is a Chartered Accountant and has an M.B.A. from IMD in Lausanne, Switzerland.

ORIENTATION AND CONTINUING EDUCATION

The Corporation has a formal process of orientation and education for new members of the Board. The Corporate Governance and Nominating Committee is responsible for providing an orientation program for new directors. Such a program allows directors to contribute effectively from the outset of their appointment and includes:

- (a) meetings with the Chair and the Chief Executive Officer to familiarize the new director with the nature of the business, current issues, the Corporation's strategy, the Corporation's expectations concerning input from directors and directors' general responsibilities;
- (b) discussion with other Board members with respect to the functioning of the Board, management of the Corporation, prospects, issues and similar matters;

(c) the opportunity to visit some of the Corporation's facilities and meet with corporate officers in order to develop a better appreciation for the business; and

(d) the provision of reference materials including current and historical financial information, corporate governance materials, business plan, company contacts, most recent annual reports, management information circulars, analysts' reports and similar materials.

In addition, the Corporate Governance and Nominating Committee is charged with the responsibility to identify and provide continuing education opportunities for all directors, so that directors maintain or enhance their skills and abilities as directors, and their knowledge of the Corporation's business remains current.

The directors are provided with written and oral presentations which continue to educate them on the Corporation's operations. The Corporation encourages participation of directors in continuing director education programs and supports them by reimbursing tuition and out-of-pocket expenses.

ETHICAL BUSINESS CONDUCT

The Board has adopted a written code of business conduct (the "Code") for the Corporation's directors, officers and employees that sets out the Board's expectations for the conduct of such persons in their dealings on behalf of the Corporation. The Code is available on the Corporation's website and has been filed on and is accessible through SEDAR at www.sedar.com.

The Board has established an independent confidential hotline in order to encourage employees, directors and officers to raise concerns regarding matters addressed by the Code on a confidential basis free from discrimination, retaliation or harassment. Employees who violate the Code may face disciplinary actions, including termination. The Compensation Committee is responsible for reviewing management's monitoring of compliance with the Code. Further, the Board, through the Audit Committee, receives any reports of unethical behaviour received through the Ethics Hotline and otherwise.

In 2005, management also launched a forum through the Corporation's Intranet to enable associates to communicate with senior management. The forum provides every associate with the ability to ask questions and to receive prompt responses. The Corporation is committed to addressing each question personally and promptly.

In addition, in order to ensure independent judgment in considering transactions and agreements, no director is permitted to attend any portion of a meeting or to vote on any transaction or agreement, if such director: (i) is a party to the agreement of transaction; (ii) is a director or officer of a party to the agreement or transaction; or (iii) has a material interest in the agreement or transaction (subject to certain exemptions as provided by applicable law).

REPRESENTATION OF WOMEN ON THE BOARD AND IN EXECUTIVE OFFICER POSITIONS

The Corporation has not adopted a written policy specifically relating to the identification and nomination of women directors nor does the Board consider the level of representation of women when making executive officer appointments as it does not feel that a written policy will necessarily result in the identification and selection of the best candidates.

When the Corporation identifies and selects candidates for director or executive officer positions, it considers not only the qualifications, personal qualities, business background and experience of the candidates but also the composition of the group of nominees, to best bring together a selection of candidates that will allow the Corporation to best achieve the optimal results. The Corporation is aware of the benefits of diversity, both on the Board and at the executive level, and therefore values and considers diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin, as one among the many factors taken into consideration during the search process to fill board positions or leadership roles within the Corporation. As such, the Corporation has not adopted

targets in respect of women on the Board or in executive officer positions. In the future, however, the Board intends to consider whether it should adopt specific policies and practices regarding the representation of women on the Board and in executive positions, it does not feel that targets necessarily result in the identification and selection of the best candidates.

As of March 21, 2016, one (1) of seven (7) members of the Board of Directors is a woman (14%) and one (1) out of seven (7) of the executive officers is a woman (14%).

ASSESSMENTS

The Chair of the Board and the Corporate Governance and Nominating Committee are responsible for assessing the effectiveness of the Board as a whole and the Committees of the Board.

Annually, each director is asked to complete a questionnaire to assess the performance and mandate of the Board, its Committees and the directors. The Chair of the Board and the chair of the Corporate Governance and Nominating Committee review the responses and report to the full Board.

In addition, the Chair of the Board and members of the Corporate Governance and Nominating Committee meet privately with each director to discuss his or her effectiveness and contribution to the Board. The Chair of the Board also meets with each Committee chair to review and discuss the composition of the Committee, the contributions of the individual Committee members and the effectiveness of the Committee generally in discharging its mandate. The Chair reports his discussions to the Corporate Governance and Nominating Committee, which makes recommendations to the Board as appropriate. The Board discusses each of these matters in detail and takes appropriate action where advisable.

IN CAMERA SESSIONS

The Board and its Committees hold an in camera session at each meeting of the Board or Committee, respectively, attended only by independent directors.

MEETINGS AND DIRECTORS' ATTENDANCE

During the financial year ended December 31, 2015, six Board meetings were held and from January 1, 2016 to the date hereof, one Board meeting was held. At each Board meeting, the Board holds an in-camera session of the independent directors. In addition, any independent director may at any time request a meeting of solely independent directors. The information presented below reflects the Board and Board Committee meetings held since January 1, 2015 to the date hereof and attendance of the directors during such time.

Summary of Board and Committee Meetings Held

Meeting	Number of Meetings Held
Board of Directors	7 (6 in 2015)
Audit Committee	5 (4 in 2015)
Compensation Committee	4 (3 in 2015)
Corporate Governance and Nominating Committee	3 (2 in 2015)

Summary of Attendance of Directors

Director	Total Board Meetings Attended	Total Committee Meetings Attended
Donald K. Johnson	7 of 7	Not Applicable
David Ingram	7 of 7	Not Applicable
David Appel	6 of 7	12 of 12
David Lewis	6 of 7	12 of 12
David Thomson	7 of 7	12 of 12
Sean Morrison	7 of 7	11 of 12
Karen Basian ¹	7 of 7	12 of 12 ²

Notes:

(1) Karen Basian was nominated to all Committees on February 18, 2015.

SUMMARY OF OTHER DIRECTORSHIPS

Currently, the directors/nominees listed below serve as directors of other reporting issuers (or the equivalent).

Director/Nominee	Public Company
Donald K. Johnson	Murchison Minerals Inc.
David Ingram	None
David Appel	None
David Lewis	None
David Thomson	None
Sean Morrison	None
Karen Basian	None

COMPENSATION OF DIRECTORS

PHILOSOPHY AND OBJECTIVES

The Board, with input from the Compensation Committee, and considering information from external consultants, is responsible for developing and implementing the directors' compensation plan. The main objectives of the directors' compensation plan are to:

- (a) recruit and retain qualified individuals to serve as members of the Board and contribute to the overall success of the Corporation; and
- (b) compensate the directors in a manner that is competitive with other comparable public issuers and commensurate with the risks and responsibilities assumed in Board and Board Committee membership.

COMPENSATION OF DIRECTORS

Effective from October 1, 2011, the directors of the Corporation who were not officers or employees of the Corporation were entitled to be paid an annual fee of \$40,000, with the exception of the Chairman of the Board who was entitled to an annual fee of \$100,000. Directors are entitled to a fee for each meeting of the Board and each meeting of a committee of the Board attended of \$1,500 if the meeting is at least one hour in length (and otherwise at the discretion of the chair of the meeting). The Corporation also pays a \$10,000 annual fee for each committee chair held by a director (\$12,500 for the chair of the Audit Committee) and an annual committee membership fee of \$4,000 is paid to all committee members excluding the committee chairs.

Effective March 1, 2015, fees for the chair of the Audit Committee increased from \$12,500 to \$15,000 and the fees for annual committee membership increased from \$4,000 to \$5,000. In addition, all directors are issued an annual grant of DSUs valued at \$40,000. These fees were increased in order to remain competitive with other comparable public issuers.

Any director who is resident in Canada and not subject to any United States federal or state securities laws may elect to receive all or a portion of amounts payable to him or her in respect of services provided to the Corporation in his or her capacity as a member of the Board or a Board Committee in a calendar year in the form of DSUs. See "Description of Equity Based Compensation Plans – Deferred Share Unit Plan".

The directors are also reimbursed for travel and out-of-pocket expenses incurred in their capacity as directors.

The directors of the Corporation may from time to time be granted options to purchase Common Shares pursuant to the Corporation's Share Option Plan. See "Description of Equity Based Compensation Plans – Share Option Plan". The term of options granted to the directors is six years and they fully vest on the 12 month anniversary of the date of the grant. Options have not been granted to directors since 2010. The aggregate value of the Common Shares owned or controlled, directly or indirectly, by the directors as at December 31, 2015 was \$68,347,647.

DIRECTORS' COMPENSATION TABLE

The following table sets out information concerning the compensation earned by non-executive directors from the Corporation during the financial year ended December 31, 2015.

Name	Fees earned (\$)	Share-based awards⁽²⁾ (\$)	Option-based awards (\$)	Non-equity incentive plan comp. (\$)	Pension value (\$)	All other comp. (\$)	Total (\$)
Donald K. Johnson	107,500	50,453	-	-	-	-	157,953
David Lewis ⁽¹⁾	-	125,885	-	-	-	-	125,885
David Appel ⁽¹⁾	-	125,773	-	-	-	-	125,773
David Thomson	42,625	77,780	-	-	-	-	120,405
Sean Morrison	75,500	31,378	-	-	-	-	106,878
Karen Basian ⁽¹⁾	-	107,270	-	-	-	-	107,270

Notes:

- (1) These directors elected to receive DSUs in lieu of certain fees they earned during the year. The remaining directors received a combination of cash and DSUs as remuneration.
- (2) Mr. Johnson received DSUs valued at \$31,250 (1,667 units) for fees earned and \$19,203 (1,037 units) for dividends earned on the DSUs held in 2015. Mr. Lewis received DSUs valued at \$111,917 (5,940 units) for fees earned and \$13,968 (756 units) for dividends earned on the DSUs held in 2015. Mr. Appel received DSUs valued at \$111,917 (5,940 units) for fees earned and \$13,856 (750 units) for dividends earned on the DSUs held in 2015. Mr. Thomson received DSUs valued at \$73,875 (3,926 units) for fees earned and \$3,905 (212 units) for dividends earned on the DSUs held in 2015. Mr. Morrison received DSUs valued at \$31,250 (1,667 units) for fees earned and \$128 (8 units) for dividends earned on DSUs held in 2015. Ms. Basian received DSUs valued at \$106,750 (5,666 units) for fees earned and \$520 (30 units) for dividends earned on DSUs held in 2015.

INCENTIVE PLAN AWARDS

The following table sets out, for each director, information concerning all option-based and share-based awards outstanding as of December 31, 2015. (This includes awards granted before the most recently completed financial year).

Equity Based Incentives – Outstanding Options and Share-Based Awards

Name	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed⁽¹⁾ (\$)
Donald K. Johnson	2,000	9.25	05/04/2016	19,400	-	-	1,041,376
David Lewis	2,000	9.25	05/04/2016	19,400	-	-	833,994
David Appel	2,000	10.79	08/13/2016	16,320	-	-	831,584
David Thomson	-	-	-	-	-	-	270,359
Sean Morrison	-	-	-	-	-	-	31,726
Karen Basian	-	-	-	-	-	-	118,708

Note:

- (1) Based on the closing price of the Common Shares on the TSX on December 31, 2015 of \$18.95.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Donald K. Johnson	-	50,453	-
David Lewis	-	125,885	-
David Appel	-	125,773	-
David Thomson	-	77,780	-
Sean Morrison	-	31,378	-
Karen Basian	-	107,270	-

Notes:

- (1) Based on the weighted average price of a Common Share of the Corporation on the TSX for the five trading days immediately preceding the date of grant. Directors are immediately vested in their DSUs but do not receive payment in respect of their DSUs until they cease to be directors. See “Description of Equity Based Compensation Plans – Deferred Share Unit Plan”.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation Governance and Philosophy

The Compensation Committee of the Board has the mandate to establish and implement the Corporation's executive compensation policies and monitor its compensation practices, with the objective that executive compensation be reasonable, competitive and fair. The Compensation Committee is responsible for reviewing and approving all officers' compensation and equity based compensation plans.

The Corporation's executive compensation policy is designed to incorporate a pay for performance philosophy. The policy has been established to encourage and reward executive officers on the basis of individual and business performance. Compensation for executive officers of the Corporation is comprised of three components: base salary, annual bonus incentive and equity based incentive.

The Corporation's objective with respect to its compensation program is to attract, retain and motivate employees at all levels to achieve corporate and individual performance goals. The Corporation's compensation program is designed to reward individual performance based on predetermined individual goals as well as the Corporation's financial targets, such as profitability, and adherence to corporate values. The Corporation's strategy is to align compensation with corporate objectives including appropriate risk management strategies. Historically, elements of compensation included competitive base wages, short-term incentives such as bonus plans, and equity based incentives such as stock options, restricted share units ("RSUs"), and performance share units ("PSUs").

The Corporation chooses to pay each element of its compensation program in order to attract, retain and motivate employees as well as to remain competitive within the Canadian and U.S. consumer finance and retail industries, and to encourage long term employment. Equity awards as determined by the Board are based on the recommendations of the President and Chief Executive Officer. Performance targets are based on financial measurements as agreed by the Board. Each of these elements fits into the Corporation's overall compensation strategy by aligning individual and corporate performance to business strategies.

Furthermore, the terms of the PSUs and RSUs include performance criteria in order for them to vest. Finally, the Board periodically reviews the number of option grants in relation to the Corporation's outstanding pool of options and market capitalization.

On May 4, 2010, the Board, upon the recommendation of the Compensation Committee, approved the following:

- (a) PSUs or RSUs would be granted annually to senior executives and other senior management which would vest at the end of three years, be settled in cash or, in the case of RSUs, cash or equity, and be tied to a performance measure (growth in earnings per share).
- (b) Limiting new stock option grants to the executive management and Board levels and, on a limited basis, to other field management upon the achievement of milestones. In addition, the expiry date for new options could be extended in appropriate circumstances beyond five years (but in no event beyond 10 years), as permitted under the Share Option Plan.
- (c) The CEO and other members of executive management to receive long term incentive plan ("LTIP") awards comprised of both RSUs or PSUs and stock options, both being subject to performance-based vesting criteria.
- (d) Directors of business units' Vice Presidents and Senior Vice Presidents to receive only RSUs or PSUs.

- (e) Annual grants being mathematically determined by an employee's compensation and position with the organization.

The decision to award either RSUs or PSUs and the allocation between RSUs or PSUs and stock options for senior management is made annually by the Board, upon recommendation by the Compensation Committee, taking into consideration the Corporation's cash position and expected future cash requirements, the dilutive impact of RSUs compared to PSUs, the impact to the Corporation's financial results and balance sheets and other factors.

In determining the relative emphasis placed by the Corporation on cash compensation versus equity based incentives (which include options, RSUs and PSUs), the Compensation Committee regularly uses surveys provided by management and external consultants. These consultants assist the Compensation Committee by providing data in respect of the Corporation's competitors in the U.S. and Canada as well as comparisons to retailers in Canada and companies with a similar market capitalization in Canada. The Compensation Committee has historically targeted compensation practices to be at the 75th percentile of Canadian benchmarks so that it is able to recruit and retain appropriate candidates in a competitive labour environment.

Corporations included in Canadian benchmarking are referenced in the Retail Industry Compensation and Benefits Surveys, published yearly by Mercer LLC (www.imercer.com/CA/tabs/home.aspx), with reference to annual corporate sales volumes. Canadian and U.S. corporations included in the surveys provided by management include:

Rent-A-Centre Inc.	Aaron Rents, Inc.	Leon's Furniture Ltd.
BMTC Group Inc.	OneMain Holdings Inc.	World Acceptance Corp.
EZCorp Inc.	Regional Management Corp.	Chesswood Group Ltd.
Element Financial Corp.	Rifco Inc.	Calidus Capital Corp.
Equitable Group Inc.	Home Capital Group Inc.	
Canadian Western Bank	D+H	

For the purposes of its 2015 compensation analysis, the Corporation considered comparative compensation data as described above.

Executive compensation, including perquisites and personal benefits, as recommended by the President and Chief Executive Officer, are reviewed by the Compensation Committee and recommended to the full Board. Such perquisites may include annual medicals, car allowance and gas card, for which employees are reimbursed by the Corporation. Exceptions to these would be detailed in the individual employment agreements for each executive.

Independent Compensation Consultant

The Compensation Committee has the discretion to retain, at the corporation's expense, independent consultants to assist the Compensation Committee. During 2014 and 2015, the Compensation Committee did not engage the services of an independent compensation consultant and therefore no fees were incurred.

Risks Associated with the Corporation's Compensation Policies and Practices

The Compensation Committee is responsible for, among other things, risk oversight of the Corporation's compensation policies and practices (the "Compensation Program"). The Compensation Program seeks to mitigate risk by incorporating performance targets that encourage both the achievement of specific individual targets as well as satisfaction of the Corporation's goals. For example, the RSUs and PSUs vest at the end of three years based on performance criteria tied to growth in earnings per share. In addition, individual annual short-term bonus incentives for all employees are not paid unless a certain threshold of the corporate financial target is met. In addition, the Corporation prohibits its executives and directors from

purchasing instruments designed to hedge or offset a decrease in the market value of equity securities granted as compensation including prepaid variable forward contracts, equity swaps, collars and units of exchange funds. The Compensation Committee considered the implications of the risks associated with the Corporation's Compensation Program and determined that the compensation arrangements for the Named Executive Officers do not encourage excessive or inappropriate risk-taking behaviour. Further, the Compensation Committee has not identified any risks arising from the Corporation's Compensation Program that are reasonably likely to have a material adverse effect on the Corporation.

Compensation of the President and Chief Executive Officer

The President and Chief Executive Officer's compensation is determined by the Compensation Committee and approved by the Board. Factors considered by the Compensation Committee in this determination include the size and complexity of the Corporation's operations, the role the President and Chief Executive Officer is expected to play in the performance of the Corporation, peer executive compensation arrangements in other retail companies similar to the Corporation which are of comparable size to the Corporation and an evaluation of the performance of the Corporation, in light of the prevailing economic climate at that time. The Compensation Committee targets the overall annual compensation of the Corporation's President and Chief Executive Officer to be at approximately the 75th percentile of the overall annual compensation of the Chief Executive Officers of the Corporation's major Canadian retail competitors, and around the 50th percentile of the overall annual compensation of the Chief Executive Officers of the Corporation's major North American merchandise leasing business competitors. The benchmarking criteria and process are as set out above.

In setting compensation for the President and Chief Executive Officer, the Compensation Committee also considers the following objectives: (i) obtaining and retaining executives critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of the Corporation; and (iv) reviewing performance both on an individual basis and with respect to the business of the Corporation in general. In determining the President and Chief Executive Officer's base salary and bonus the most heavily weighted of the criteria noted above were items (ii), (iii) and the financial performance of the Corporation. In assessing the President and Chief Executive Officer's long term compensation, the Compensation Committee relied upon external surveys to ensure it was competitive relative to similar organizations. The Compensation Committee was also influenced by the Corporation's performance relative to its own strategic plans.

EXECUTIVE COMPENSATION ELEMENTS

Base Salary

Base salaries are established at levels which are meant to be competitive with other companies in the retail and consumer finance industries similar to and of comparable size to the Corporation. Base salaries are determined following an assessment of the executive officer's past performance, experience and level of responsibility and the importance of the position to the Corporation. Base salaries are not based on a specific relationship to the performance of the Corporation and are reviewed annually by the Compensation Committee.

Annual Short-Term Bonus Incentive

The Corporation's annual short-term bonus incentive plan is designed to enhance the pay for performance philosophy by aligning the financial and operational interests and motivations of the Corporation's management team and employees with the annual financial returns of the Corporation. It also serves to motivate management to work towards common annual performance objectives. For all employees, the Corporation's financial targets must be achieved at the minimum of 92% of target earnings before income taxes ("EBT") before any annual bonus incentive plan payments are considered.

The executive management team is eligible for annual bonus incentive plan payments that consist of corporate performance goals. These incentive plan payments are based on the Corporation's financial performance to target. For the President and Chief Executive Officer, the annual short-term bonus incentive plan payment at the target level pays out 100% of base salary if the Corporation achieves its target. For the other members of the executive management team, the annual short-term bonus incentive plan payment at the target level pays out at between 40% and 60% of base salary if the Corporation achieves its target. For all other positions within the Corporation, the Corporation's financial performance to target determines the short-term bonus incentive plan payment with between 25% and 50% of this amount being prorated based on the achievement of specific individual goals. In all cases, the annual bonus incentive plan payments are prorated for EBT performance that is above or below the Corporation's target to a maximum of 250% of the target level and a minimum of 40% of the target level, subject to the minimum threshold of 92% of target EBT being achieved.

On November 6, 2014, the Board approved an annual bonus incentive plan for 2015 (the "2015 Executive Incentive Plan"). The eligible participants included senior management, managerial/supervisory personnel and office support staff. The target for EBT was \$33.3 million as specified in the 2015 Executive Incentive Plan which represented an increase of 36% over the normalized EBT of \$24.6 million achieved in 2014. Actual 2015 normalized EBT was \$32.7 million or 98% of target. The total payments made to eligible employees in respect of 2015 under this plan were \$2.5 million.

Equity Based Incentive (Long-Term)

The Corporation's long-term equity incentive program is designed to recognize and reward management for the impact of longer-term strategic actions and to align the interests of the Corporation's key employees and its shareholders. Additionally, the equity incentive program assists with the retention of key management personnel and helps attract talented individuals to the Corporation.

The Corporation's equity incentive program currently consists of three main components; a share option plan, a RSU plan and a PSU plan. Detailed descriptions of the Corporation's Equity Based Incentive Programs, including the proposed increase to the RSU Plan, are found under the subheading "Equity Based and other Compensation Plans" of this document.

All of the Corporation's senior management are eligible to participate in the equity incentive program. In all instances, grants made under the equity incentive program only vest if performance criteria are achieved.

SUMMARY COMPENSATION TABLE

The following table sets out information concerning the compensation earned from the Corporation and the Corporation's subsidiaries during the financial years ended December 31, 2015, 2014, and 2013 by the Corporation's President and Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Marketing Officer and Senior Vice President Risk and Analytics as of December 31, 2015 (collectively, the "Named Executive Officers").

Name and principal position	Year	Salary (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan comp. (\$)		Pension Value (\$)	All other comp. (\$)	Total comp. (\$)
					Annual incentive plans	Long-term incentive plans			
David Ingram President and Chief Executive Officer	2015	603,487	600,265	120,698	528,380	-	-	52,133 ⁽³⁾	1,904,963
	2014	596,491	375,990	259,873	985,501	-	-	58,624	2,276,479
	2013	570,096	511,642	123,750	597,531	-	-	60,445	1,863,464
Steven Goertz Executive Vice President and Chief Financial Officer	2015	370,000	218,872	44,402	194,371	-	-	12,000 ⁽⁴⁾	839,645
	2014	332,366	117,137	86,577	219,922	-	-	12,000	768,002
	2013	315,763	166,491	40,838	131,050	-	-	10,939	665,081
Jason Mullins Executive Vice President and Chief Operating Officer	2015	340,000	199,776	40,800	178,611	-	-	12,000 ⁽⁴⁾	771,187
	2014	279,161	97,128	70,243	183,186	-	-	12,000	641,718
	2013	253,783	125,726	31,928	107,131	-	-	12,000	530,568
Andrea Fiederer Senior Vice President and Chief Marketing Officer	2015	223,327 ⁽⁵⁾	111,581	-	77,317	-	-	-	412,225
	2014	-	-	-	-	-	-	-	-
	2013	-	-	-	-	-	-	-	-
Jason Appel Senior Vice President Risk and Analytics	2015	230,000	110,732	-	80,550	-	-	-	421,282
	2014	201,202	40,683	-	99,780	-	-	-	341,665
	2013	183,894	38,174	-	57,244	-	-	-	279,312

Notes:

- (1) Amounts shown represent RSUs or PSUs, valued as of the date of grant and assuming that the target performance of 10% cumulative annual growth rate of the Corporation's earnings per share ("CAGR") over a three year period is achieved.
- Actual payments or issuance of Common Shares related to these RSUs and PSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.
- (2) Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements. Amounts shown represent option awards valued as of the date of grant and assuming that the target performance of 10% cumulative annual growth rate of the CAGR over a three year period is achieved.
- (3) This amount includes a car allowance of \$14,400 per annum, life insurance, disability insurance and expenses paid by the Corporation on Mr. Ingram's behalf of \$19,044 and a gross amount paid of \$18,689 to compensate for personal tax paid on taxable benefits.
- (4) This amount includes a monthly car allowance of \$1,000.
- (5) Ms. Fiederer joined the Corporation in January 2015 and the salary represents payments earned for the period from January 2015 to December 31, 2015.

The total annual salary, annual incentive plans, and all other cash compensation of the Named Executive Officers of the Corporation for 2015, was \$2,902,176 or 8.9% of pre-tax income for such year; for 2014, was \$3,635,273 or 14.1% of pre-tax income for such year; and for 2013, was \$3,028,610 or 15.7% of pre-tax income for such year.

INCENTIVE PLAN AWARDS

The following tables set out information concerning all option-based and share-based awards outstanding as at December 31, 2015. (This includes awards granted before 2015).

Equity Based Incentives – Outstanding Options, RSUs and PSUs

Name and principal position	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested ⁽⁴⁾ (#)	Market or payout value of share-based awards that have not vested ⁽²⁾⁽⁴⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
David Ingram President and Chief Executive Officer	103,992 ⁽³⁾ 107,164 ⁽³⁾ 46,782 ⁽³⁾	9.61 17.16 18.81	03/11/2018 03/05/2019 02/17/2020	971,285 191,824 6,549	RSUs: 184,707	RSUs: 3,500,198	RSUs: -
Steven Goertz Executive Vice President and Chief Financial Officer	34,318 ⁽³⁾ 35,702 ⁽³⁾ 17,210 ⁽³⁾	9.61 17.16 18.81	03/11/2018 03/05/2019 02/17/2020	320,530 63,907 2,409	RSUs: 63,049	RSUs: 1,194,779	RSUs: -
Jason Mullins Executive Vice President and Chief Operating Officer	26,830 ⁽³⁾ 28,966 ⁽³⁾ 15,814 ⁽³⁾	9.61 17.16 18.81	03/11/2018 05/05/2019 02/17/2020	250,592 51,849 2,214	RSUs: 52,306	RSUs: 991,199	RSUs: -
Andrea Fiederer Senior Vice President and Chief Marketing Officer	- - -	- - -	- - -	- - -	RSUs: 10,247	RSUs: 194,181	RSUs: -
Jason Appel Senior Vice President Risk and Analytics	- - -	- - -	- - -	- - -	RSUs: 22,758	RSUs: 431,264	RSUs: -

Notes:

- (1) These options vested prior to December 31, 2015.
- (2) Based on the closing price of the Common Shares on the TSX on December 31, 2015, of \$18.95.
- (3) These option awards vest on the third anniversary of the grant date, including a portion that vests only if the specified performance criteria are achieved, and allow for up to 200% vesting. If the targeted CAGR of 10% is achieved, 100% of the option awards vest. 100% of the option awards vest if the CAGR is less than target. 100% to 200% of the option awards vest on a prorated basis if the CAGR is more than target and is between 10% and 20% achievement. If the CAGR is greater than 20%, 200% of the option awards vest. The number of options specified represents the maximum number of options available to vest if the maximum specified performance criteria is achieved (200% vesting).
- (4) These units vest on the third anniversary of the grant date and on a prorated basis in proportion to the CAGR and allow for up to 200% vesting. If the targeted CAGR of 10% is achieved, 100% of the units vest. 80% to 100% of the units vest on a prorated basis if the CAGR is less than target and between 8% and 10% achievement. 100% to 200% of the units vest on a prorated basis if the CAGR is more than target and is between 10% and 20% achievement. If the CAGR is greater than 20%, 200% of the units vest. Additional units are credited to reflect dividends paid on the Common Shares of the Corporation. The number of units specified represents the maximum number of units available to vest if the maximum specified performance criteria is achieved (200% vesting).

Equity Based Incentives – Value Vested or Earned During the Year

Name	Option-based awards – value vested during the year ⁽¹⁾ (\$)	Share-based awards – value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
David Ingram	-	3,421,137	528,380
Steven Goertz	-	752,732	194,371
Jason Mullins	-	535,042	178,611
Andrea Fiederer	-	-	77,317
Jason Appel	-	-	80,550

Notes:

- (1) Represents the dollar value that would have been realized if the options which vested in the current year had been exercised on the vesting date. This is calculated by determining the difference between the market price of the underlying securities and the exercise price of the options on the date they vest.
- (2) Represents the dollar value realized upon vesting of RSUs or PSUs. In 2015, PSUs granted in 2012 vested at 192% as the CAGR over the preceeding three year period was 19.2% compared to the target of 10.0%. This is calculated by multiplying the number of units by the market value of the underlying shares on the vesting date.

TERMINATION AND CHANGE OF CONTROL BENEFITS/EMPLOYMENT AND CONSULTING CONTRACTS

David Ingram

The Corporation and Mr. David Ingram entered into a revised employment agreement, effective November 2, 2015, with respect to Mr. Ingram’s appointment, for an indefinite term, as President and Chief Executive Officer of the Corporation. This agreement replaced Mr. Ingram’s previous employment agreement that had become effective on April 25, 2011. The revised agreement provides for (i) an annual salary (as at December 31, 2015) of \$603,487 per annum (subject to annual review); (ii) Mr. Ingram to participate in the Corporation’s Annual Short-Term Bonus Incentive Plan with respect to the payment of an annual bonus (see – “Executive Compensation – Executive Compensation Elements - Annual Short Term Bonus Incentive”); (iii) Mr. Ingram to participate in the Corporation’s Equity Based Incentive Plan (see – “Executive Compensation – Executive Compensation Elements – Equity Based Incentive (Long-Term)”); (iv) a monthly car allowance of \$1,200 plus reimbursement of normal car operating costs; (v) reimbursement of the employee portion of company health plan expenses; (vi) reimbursement of the cost of additional life insurance with a face value of \$2.5 million; and (vii) reimbursement of the cost of disability premiums which equate monthly disability income with Mr. Ingram’s after-tax compensation.

In the event of termination by the Corporation of Mr. Ingram’s employment, other than for cause, Mr. Ingram would be entitled to receive an amount equal to two times his annual base salary and bonus (bonus being calculated as the average of the bonus paid in the two years preceding the termination date) plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 24 months. The Corporation estimates that, assuming Mr. Ingram’s employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$5,970,836.

In the event of a change of control, Mr. Ingram’s unvested options and share based awards immediately vest. If, after a change in control, Mr. Ingram’s employment is terminated other than for cause or if he resigns within 12 months following the change of control, he is entitled to receive his full base salary and benefits to the date of termination and a payment equal to two times the aggregate of his then annual salary and the bonus paid to him in the immediate prior year. The Corporation estimates that, assuming Mr. Ingram’s employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$7,862,232. A “change of control” is defined as a person or group of persons acting jointly or in concert (other than Donald K. Johnson and his associates) becoming beneficial owners of 30% or more of the outstanding shares of the Corporation, or a merger occurring with

another corporation as a result of which the shareholders of the Corporation own less than 50% of the voting rights of the successor corporation, or a liquidation or winding up of the Corporation taking place. The agreement also contains non-competition and non-solicitation provisions.

Steven Goertz

The Corporation and Mr. Steven Goertz entered into a revised employment agreement, effective January 5, 2015, with respect to Mr. Goertz's appointment, for an indefinite term, as Executive Vice President and Chief Financial Officer of the Corporation. This agreement replaced Mr. Goertz's previous employment agreement that had become effective on May 25, 2009. The revised agreement provides for (i) an annual salary (as at December 31, 2015) of \$370,000 per annum (subject to annual review); (ii) Mr. Goertz to participate in the Corporation's Annual Short-Term Bonus Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short Term Bonus Incentive"); (iii) Mr. Goertz to participate in the Corporation's Equity Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity Based Incentive (Long-Term)"); and (iv) a monthly car allowance of \$1,000 plus reimbursement of normal car operating costs.

In the event of termination by the Corporation of Mr. Goertz's employment, other than for cause, he would be entitled to an amount equal to 12 months base salary in lieu of notice plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 12 months. The Corporation estimates that, assuming Mr. Goertz's employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$1,428,762.

In the event of a change of control, Mr. Goertz's unvested options immediately vest. If, within a six month period immediately following a Change of Control, the Corporation terminates Mr. Goertz's employment without cause or unilaterally changes a fundamental term of Mr. Goertz's employment in a material and detrimental way, all unvested options and share based awards will immediately vest and he is entitled to receive his full base salary and benefits to the date of termination and 12 months' base salary and continuation of benefits for the duration of such 12 months. The Corporation estimates that, assuming Mr. Goertz's employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$1,963,625.

Jason Mullins

The Corporation and Mr. Jason Mullins entered into a revised employment agreement, effective January 5, 2015, with respect to Mr. Mullins' appointment, for an indefinite term, as Executive Vice President and Chief Operating Officer of the Corporation. This agreement replaced Mr. Mullins' previous employment agreement that had become effective on April 1, 2011. The revised agreement provides for (i) an annual salary (as at December 31, 2015) of \$340,000 per annum (subject to annual review); (ii) Mr. Mullins to participate in the Corporation's Annual Short-Term Bonus Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short Term Bonus Incentive"); (iii) Mr. Mullins to participate in the Corporation's Equity Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity Based Incentive (Long-Term)"); and (iv) a monthly car allowance of \$1,000 plus reimbursement of normal car operating costs.

In the event of termination by the Corporation of Mr. Mullins' employment, other than for cause, he would be entitled to an amount equal to 12 months base salary in lieu of notice plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 12 months. The Corporation estimates that, assuming Mr. Mullins' employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$1,176,031.

In the event of a change of control, Mr. Mullins' unvested options immediately vest. If, within a six month period immediately following a Change of Control, the Corporation terminates Mr. Mullins' employment without cause or unilaterally changes a fundamental term of Mr. Mullins' employment in a material and

detrimental way, all unvested options and share based awards will immediately vest and he is entitled to receive his full base salary and benefits to the date of termination and 12 months' base salary and continuation of benefits for the duration of such 12 months. The Corporation estimates that, assuming Mr. Mullins' employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$1,647,873.

Andrea Fiederer

The corporation and Ms. Andrea Fiederer entered into an employment agreement, effective January 26, 2015 with respect to Ms. Fiederer's employment as Senior Vice President and Chief Marketing Officer of the Corporation. The agreement provides for (i) an annual salary (as at December 31, 2015) of \$237,000 per annum (subject to an annual review); (ii) Ms. Fiederer to participate in the Corporation's Annual Short-Term Bonus Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short Term Bonus Incentive"); and (iii) Ms. Fiederer to participate in the Corporation's Equity Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity Based Incentive (Long-Term)").

In the event of termination of Ms. Fiederer's employment, other than for cause, she would be entitled to receive an amount equal to the greater of (i) six months base salary in lieu of notice; or (ii) one month's pay for each year of completed service in lieu of notice, plus the value of all option and share based awards which vest in accordance with the particular plans, plus a continuation of benefits for 6 months. The Corporation estimates that, assuming Ms. Fiederer's employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$118,500.

Jason Appel

The Corporation and Mr. Jason Appel entered into a revised employment agreement, effective January 5, 2015, with respect to Mr. Appel's appointment, for an indefinite term, as Senior Vice President, Risk and Analytics, of the Corporation. This agreement replaced Mr. Appel's previous employment agreement that had become effective on January 7, 2013. The revised agreement provides for (i) an annual salary (as at December 31, 2015) of \$230,000 per annum (subject to an annual review); (ii) Mr. Appel to participate in the Corporation's Annual Short-Term Bonus Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short Term Bonus Incentive"); and (iii) Mr. Appel to participate in the Corporation's Equity Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity Based Incentive (Long-Term)").

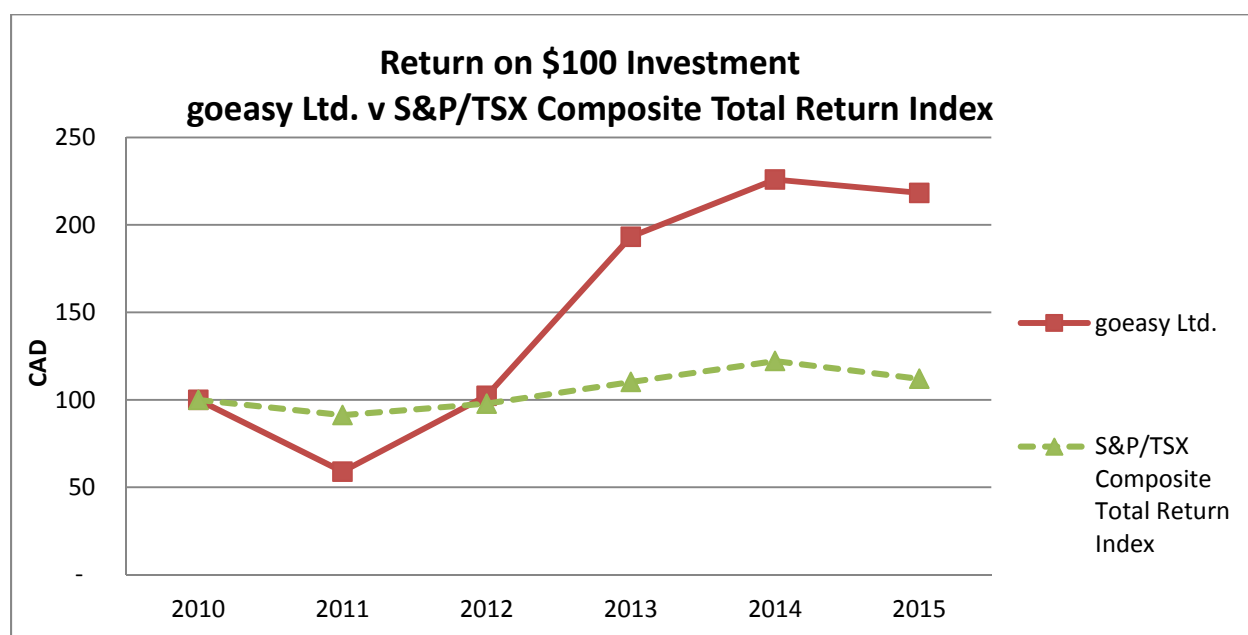
In the event of termination of Mr. Appel's employment, other than for cause, he would be entitled to receive an amount equal to the greater of (i) six months base salary in lieu of notice; or (ii) one month's pay for each year of completed service in lieu of notice, plus the value of all option and share based awards which vest in accordance with the particular plans, plus a continuation of benefits for 6 months. The Corporation estimates that, assuming Mr.Appel's employment was terminated on December 31, 2015 in such circumstances, the incremental payments and benefits would be approximately \$115,000.

STOCK PERFORMANCE GRAPH

The following graph illustrates the total cumulative return on a \$100 investment in Common Shares made on December 31, 2010 as compared with the total cumulative return on a \$100 investment in the S&P/TSX Composite Total Return Index made on December 31, 2010. Dividends declared on Common Shares are assumed to be reinvested. The Common Share performance as set out in the graph does not necessarily indicate future price performance.

The trend in the Corporation's total cumulative shareholder return exceeded that of the S&P TSX Composite Total Return Index over the past five years as shown in the graph below. The trend in the Corporation's total cumulative shareholder return also exceeded the trend in the amount of total compensation paid to the Named Executive Officers for the three years ended December 31, 2015, as shown in the Summary Compensation Table on page 21 of this Circular. The Corporation's total cumulative shareholder return over this period has increased as earnings have increased while total compensation paid to the Named Executive Officers declined from 2013 to 2015.

For the purpose of the above discussion, Named Executive Officer compensation is defined as aggregate annual compensation, which equals the sum of base salary, annual bonus incentive payments and equity based incentive awards and excluding all other compensation.



	2010	2011	2012	2013	2014	2015
Corporation's Common Shares	100	59	102	193	226	218
S&P/TSX Composite Total Return Index	100	91	98	110	122	112

EQUITY BASED AND OTHER COMPENSATION PLANS

The following table sets out information concerning the number and price of securities to be issued under equity and other compensation plans to employees and others.

Equity compensation plans approved by security holders	Number of securities to be issued upon exercise of options, warrants and rights (as at December 31, 2015) (a)	Weighted average exercise price of outstanding options, warrants and rights (as at December 31, 2015) (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in (a)) (as at December 31, 2015) (c)
Options	479,834	14.22	23,658
RSUs (includes dividends)	675,260	-	113,628
DSUs (includes dividends)	165,053	-	109,204
Total	1,320,147	n/a	246,490

SHARE OPTION PLAN

Under the Share Option Plan, options to purchase Common Shares may be granted to eligible participants (collectively, "Optionees") designated under the Share Option Plan, which includes directors, officers and employees of the Corporation or its subsidiaries. The maximum number of Common Shares available for issue under the Share Option Plan is 2,038,000, representing 15.1% of the Corporation's total number of Common Shares as of March 21, 2016. The number of Common Shares which may be issued to non-employee directors of the Corporation at any time shall not exceed 0.75% of the Corporation's outstanding Common Shares. There is no limit on the number of Common Shares which may be issued to insiders of the Corporation. The total number of options exercised under the Share Option Plan since the introduction of the Share Option Plan in 1999 and up to March 21, 2016 was 1,538,508, representing 11.4% of the Corporation's total number of Common Shares as of March 21, 2016.

Optionees to whom options may be granted, the number of options to be granted and the exercise price of each option are determined in accordance with the Share Option Plan. The exercise price per Common Share may not be less than the Market Price, defined as the weighted average price of a Common Share of the Corporation on the TSX for the five trading days immediately preceding the date of grant. Each option, unless terminated pursuant to the Share Option Plan, expires on a date to be determined in accordance with the Share Option Plan at the time the option is granted, which date may not exceed ten years from the date of the grant of the option. Each option is exercisable over such period as determined at the time of issue; provided that, if no vesting period is determined at the time of issue, no more than 20% of the Common Shares subject to the option will be exercisable during each twelve month period from the date of the grant. The maximum number of Common Shares reserved for issuance to any one person upon the exercise of options is limited to 5% of the total number of Common Shares outstanding at the date of grant. All options are non-assignable.

The Compensation Committee reviews industry statistics and comparator groups (see Executive Compensation - Executive Compensation Governance and Philosophy) with respect to the appropriateness of stock option grants recommended by the Chief Executive Officer. Previous grants and the availability in the option pool are taken into account when making new grants.

Subject to any resolution passed by the Board, options expire upon the Optionee ceasing to be a director, officer or a part-time or full-time employee of the Corporation or of any subsidiaries. If, before the expiry of the option, the employment of the Optionee with the Corporation or any subsidiary terminates by reason of death of the Optionee, such option may be exercised by the legal representative(s) of the estate of the Optionee at any time during the first six months following the death of the Optionee. If there is a qualified offer (as defined in the Share Option Plan) which results in a person and his affiliates and associates holding more than 50% of the Common Shares, all options outstanding become immediately exercisable in

accordance with the Share Option Plan. In the event of a sale for all or substantially all of the assets of the Corporation, all options vest and become exercisable in accordance with the Share Option Plan.

The Board may amend or discontinue the Share Option Plan at any time subject to obtaining receipt of requisite regulatory approvals including without limitation, the approval of the TSX, provided, however, that shareholder approval is also required for the following amendments: (1) increasing the number of Common Shares reserved for issuance; (2) reducing the option price for the benefit of any Optionee (subject to specific exceptions), or cancelling and re-issuing any option; (3) extending the exercise term of an option (subject to specific exceptions); (4) permitting options to be assignable; (5) increasing the number of Common Shares issuable to non-employee directors of the Corporation at any time in excess of 0.75% of the Corporation's outstanding Common Shares; and (6) amending the amendment provisions of the Share Option Plan. Any amendments to the terms of an existing option as noted above shall also require regulatory approval, including without limitation, the approval of the TSX.

By way of example, amendments that do not require shareholder approval include but are not limited to: (1) changing the vesting provisions of options; (2) amending the entitlements of Optionees upon termination of their employment with the Corporation or any Subsidiary thereof; (3) making amendments for the purpose of curing or correcting any ambiguity or defect, clerical omission or mistake; (4) preserving Optionee rights in respect of a stock split, spin-off, share dividend, recapitalization, merger, change of control or other similar event by reducing the exercise price or increasing the number of Common Shares reserved for issuance pursuant to the Plan; and (5) making amendments to comply with new regulatory requirements.

Option Summary as at March 21, 2016	Options Granted in Prior Fiscal Years	Options Granted from Jan. 1, 2015 to Dec. 31, 2015	Options Granted from Jan. 1, 2016 to Mar. 21, 2016	TOTAL	Percentage of Outstanding Shares
Options granted and unexercised					
Issued and vested but not exercised	208,096	-	-	208,096	1.5%
Issued but not yet vested or exercised	187,932	79,806	-	267,738	2.0%
	396,028	79,806	-	475,834	3.5%
Options available to be granted				23,658	0.2%

The total number of options granted under the Share Option Plan since its introduction in 1999 that have not expired is 2,014,342 as at March 21, 2016. The total number of Common Shares issuable under the Share Option Plan pursuant to unexercised grant options and options available to be granted is 499,492 representing 3.7% of the Corporation's total number of Common Shares as at March 21, 2016.

RESTRICTED SHARE UNIT PLAN

In 2004, the Corporation implemented a Restricted Share Unit Plan ("RSU Plan"). Under the terms of the RSU Plan, the Corporation may grant RSUs to such permanent employees of the Corporation, its subsidiaries or designated affiliates who have been designated by the Corporation for participation in the RSU Plan and who have agreed to participate in the RSU Plan ("Participants"), in such number, on such terms and at such times as the Corporation may, in its sole discretion determine. Certain participants are eligible to receive additional RSUs as, and when, and at a consistent rate as dividends that are declared on the Corporation's Common Shares, determined by taking the value of the dividend divided by the last board lot sale price per share on the TSX on the particular day. The Compensation Committee administers the RSU Plan in compliance with applicable laws and the rules of the TSX, and subject to approval of the Board of Directors for certain matters.

The Compensation Committee determines, subject to the approval of the Board, the number of RSUs to be granted, and to which Participants, under the RSU Plan. RSUs granted to a Participant are credited to the Participant's RSU account. The vesting schedule for RSUs is determined by the Compensation Committee, subject to the approval of the Board, at the time of grant and is set out in the agreement between the

Corporation and the Participant under which the RSU is granted (the "Grant Agreement"). Each RSU granted gives the Participant the right to receive, with respect to each such RSU that vests in accordance with the terms of the grant, one Common Share, at the time, in the manner and subject to the restrictions set out in the RSU Plan and the Grant Agreement. Subject to certain terms and conditions of the RSU Plan and the Grant Agreement, 30 business days following the vesting of RSUs, the Corporation shall issue from treasury Common Shares or issue cash, as applicable, to the Participant in respect of such vested RSUs. There is no limit on the number of Common Shares which may be issued to insiders of the Corporation or any other Participant under the RSU Plan.

Unless otherwise determined by the Corporation at any time and except as otherwise provided in a Participant's written employment agreement with the Corporation, on a Participant's termination date, any RSUs credited to the Participant's account which are not vested shall terminate and be forfeited regardless of the reason for termination. Additionally, in the event of termination of the employment of a Participant by the Corporation for cause, all RSUs credited to a Participant's account shall terminate and be forfeited, whether or not such units have vested.

Unless otherwise determined by the Corporation, where a Participant terminates active employment due to disability or death prior to the vesting of RSUs, all RSUs credited to a Participant's account shall become vested on the vesting date set out in the Grant Agreement provided that the applicable conditions for vesting (other than any condition that the Participant be actively employed by the Corporation for a specified period of time or on the vesting date) are satisfied at that date.

Under the RSU Plan, and subject to the terms of any written employment agreement, in the event of a "Reorganization" (being the acquisition by a person or group of 40% or more of the Corporation's voting shares or 50% or more of its rental assets), the Board may in its discretion permit the Participant to elect to receive the Common Shares underlying the RSUs, or substitute equivalent securities of a successor entity, or deal with the RSUs in another manner as it determines.

On May 3, 2007, the shareholders of the Corporation approved amendments to the RSU Plan to increase the number of Common Shares available for issuance under the RSU Plan from 225,000 to 365,000 and to amend the amendment provision of the RSU Plan, so that the Board is authorized, without shareholder approval, to amend, suspend, cancel or terminate the RSU Plan and the RSUs granted thereunder at any time in whole or in part, provided that amendments to (1) increase the number of Common Shares issuable under the RSU Plan; (2) add non-employee directors as eligible participants under the RSU Plan; (3) provide for other types of compensation through equity issuances (in addition to RSUs); or (4) amend the amending provision of the RSU Plan (other than as permitted under the rules of the TSX or any other exchange on which the Common Shares become listed), will require shareholder approval, and amendments, suspensions, cancellations or terminations that adversely affect a Participant's rights will, unless the Participant consents, apply only to RSUs granted after the date of such amendment, suspension, cancellation or termination. The amendment was made to specifically identify those amendments that will require both the approval of the Board and shareholder approval, pursuant to TSX policies.

By way of example, amendments that do not require shareholder approval include but are not limited to (1) amendments of a "housekeeping nature"; (2) amendments for the purpose of curing any ambiguity, error or omission in the RSU Plan or to correct or supplement any provision of the RSU Plan that is inconsistent with any other provision of the RSU Plan; (3) amendments which are necessary to comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed; (4) amendments respecting administration and eligibility for participation under the RSU Plan; (5) amendments to the vesting provisions of the RSU Plan or any award thereunder; and (6) amendments to the termination provisions of an award or the RSU Plan which do not entail an extension beyond the original fixed term.

On May 7, 2013 the shareholders of the Corporation approved amendments to the RSU Plan to increase the number of Common Shares available for issuance under the RSU Plan from 365,000 to 615,000.

On July 10, 2013, the Board approved further amendments to the RSU Plan to reflect the increase in the number of RSUs available for issuance as approved by shareholders on May 7, 2013 and to allow for the

settlement of units in Common Shares of the Corporation or in cash determined at the sole discretion of the Corporation. To date all settlements of RSUs have been in Common Shares. If the Corporation were to elect to settle the RSUs in cash, the cash awards would be based on the volume weighted average share price as traded on the TSX for the 5 trading days immediately preceding the vesting date.

On May 8, 2014, the shareholders of the Corporation approved management's proposal to amend the RSU Plan to increase the number of RSUs available for issuance under the RSU Plan from 615,000 to 765,000.

On May 5, 2015, the shareholders of the Corporation approved management's proposal to amend the RSU Plan to increase the number of RSUs available for issuance under the RSU Plan from 765,000 to 915,000.

The interest of a Participant under the RSU Plan is not transferable except, if permitted by applicable law, to a spouse, minor children or minor grandchildren or a personal holding company or family trust controlled by the Participant, the shareholders or beneficiaries of which, as the case may be, are any combination of the Participant, the Participant's spouse, the Participant's minor children or the Participant's minor grandchildren and after his or her lifetime, shall enure to the benefit of and be binding on the Participant's beneficiary.

The total number of RSUs redeemed for Common Shares under the RSU Plan since the introduction of the RSU Plan in 2004 and up to March 21, 2016 was 391,470, representing 2.9% of the Corporation's total number of Common Shares as of March 21, 2016.

In 2016, management of the Corporation recommended that RSUs be granted to senior executives under the Corporation's LTIP for fiscal 2016. To facilitate this issuance, shareholders will be asked at the Meeting to approve the resolution outlined in Schedule A to this Circular authorizing an amendment to the RSU Plan. The resolution proposes that the RSU Plan be amended to increase the number of Common Shares available for issuance from treasury thereunder from 915,000 to 1,165,000, representing 8.6% of the Corporation's total number of Common Shares as at March 21, 2016.

RSU Summary as at March 21, 2016	RSUs Granted in Prior Fiscal Years	RSUs Granted from Jan. 1, 2015 to Dec. 31, 2015	RSUs Granted from Jan. 1, 2016 to Mar. 21, 2016	TOTAL	Percentage of Outstanding Shares
RSUs granted and outstanding	190,146	205,138	3,101	398,385	2.9%
RSUs available to be granted				125,145	0.9%

The total number of RSUs that have been granted under the RSU Plan since its introduction in 2004 that have not expired is 789,855 as at March 21, 2016. The total number of Common Shares issuable under the RSU Plan pursuant to unexercised RSUs and RSUs available to be granted is 523,530 representing 3.8% of the Corporation's total number of Common Shares as at March 21, 2016.

PERFORMANCE SHARE UNIT PLAN

The PSU Plan for senior management provides for grants of performance-based phantom share units which vest at the end of three years, are settled solely in cash, and are tied to performance-based vesting criteria.

The Compensation Committee administers the PSU Plan in compliance with applicable laws and subject to the approval of the Board for certain matters.

The Compensation Committee determines, subject to the approval of the Board, the number of PSUs to be granted, and to which participants, under the PSU Plan. PSUs granted to a participant are credited to the participant's PSU account. The vesting schedule for PSUs is three years and is set out in the agreement between the Corporation and the participant under which the PSU is granted (the "Grant Agreement"). Each PSU granted gives the participant the right to receive, with respect to each such PSU that vests in accordance with the terms of the grant, an amount in cash equal to the market value of one Common Share

at the third anniversary of the date of grant, at the time, in the manner and subject to the restrictions set out in the PSU Plan and the Grant Agreement. The PSUs are subject to performance-based vesting criteria determined by the Compensation Committee at the time of grant. As at December 31, 2015, there were no PSUs issued and outstanding.

Where a participant's employment is terminated by the Corporation for cause, all PSUs in the participant's account, whether vested or not, will be forfeited. Subject to the discretion of the Corporation, where a Participant's employment is terminated by the Corporation without cause, PSUs in the Participant's account that have not vested will vest on a pro rata basis, based on the Participant's length of employment during the relevant vesting period, provided any applicable corporate performance criteria are satisfied. If an employee resigns before the vesting period has elapsed none of the participant's PSUs will vest.

Under the PSU Plan, and subject to the terms of any written employment agreement, in the event of a "Reorganization" (being the acquisition by a person or group of 40% or more of the Corporation's voting shares or 50% or more of its rental assets), the Board may in its discretion waive applicable vesting conditions to a maximum of 100% vesting, or substitute equivalent securities of a successor entity, or deal with the PSUs in another manner as it determines.

The Board is authorized to amend, suspend, cancel or terminate the PSU Plan and the PSUs granted thereunder at any time in whole or in part, provided that amendments, suspensions, cancellations or terminations that adversely affect a participant's rights will, unless the participant consents, apply only to PSUs granted after the date of such amendment, suspension, cancellation or termination.

The interest of a participant under the PSU Plan is not transferable except, if permitted by applicable law, to a spouse, minor children or minor grandchildren or a personal holding company or family trust controlled by the participant, the shareholders or beneficiaries of which, as the case may be, are any combination of the participant, the participant's spouse, the participant's minor children or the participant's minor grandchildren and after his or her lifetime, shall enure to the benefit of and be binding on the Participant's beneficiary.

DEFERRED SHARE UNIT PLAN

In 2005, the Corporation implemented a deferred share unit plan (the "DSU Plan") which permits the Corporation, at its option, to award deferred share units ("DSUs") to Canadian directors of the Corporation, its subsidiaries and its designated affiliated entities. The Board administers the DSU Plan in compliance with applicable laws and the rules of the TSX. On May 8, 2009, the shareholders of the Corporation approved amendments to the DSU Plan to increase the number of Common Shares available for issuance under the DSU Plan from 50,000 to 150,000, representing 1.3% of the Corporation's total number of Common Shares as of December 31, 2011, as well as amendments to the DSU Plan's amendment provisions, as described below. On May 8, 2012, the shareholders of the Corporation approved amendments to the DSU Plan to increase the number of Common Shares available for issuance under the DSU Plan from 150,000 to 325,000, representing 2.4% of the Corporation's total number of Common Shares as of December 31, 2015.

As of March 21, 2016, the total number of DSUs redeemed for Common Shares under the DSU Plan was 50,743, representing 0.4% of the Corporation's total number of Common Shares.

The DSU Plan is intended to strengthen the link between director and shareholder interests and to enhance the Corporation's ability to attract and retain qualified, high calibre and talented individuals to serve as members of the Board. Any member of the Board who is resident in Canada and not subject to any United States federal or state securities laws (each, an "Eligible Director") may receive all or a portion of amounts payable to him or her in respect of services provided to the Corporation in his or her capacity as a member of the Board in a calendar year ("Annual Remuneration") in the form of DSUs. Each DSU is equivalent to one Common Share (subject to adjustments in the event of share splits, share dividends or consolidations affecting the number of Common Shares outstanding). DSUs shall be credited to the account of an Eligible Director in accordance with the terms of the DSU Plan. Each Eligible Director must make an election

designating the portion of his or her Annual Remuneration that is to be paid by the Corporation in DSUs, which election shall be effective for that year (or balance thereof) in respect of which the election is made. Each Eligible Director may make another election in respect of his or her Annual Remuneration for a subsequent calendar year by filing a new election in accordance with the terms of the DSU Plan. In the absence of a new election in respect of his or her Annual Remuneration for a subsequent calendar year, the portion elected in the latest election shall continue to apply for that calendar year. The number of DSUs (including fractional DSUs) to be credited to the account of an Eligible Director as of a particular date in each fiscal quarter of the Corporation is determined by dividing the portion of the Annual Remuneration for the applicable fiscal quarter of the Corporation to be satisfied by DSUs by the weighted average price of a Common Share of the Corporation on the TSX for the five trading days immediately preceding the particular day (the "Market Value").

The DSUs elected by an Eligible Director fully vest upon being credited to the Corporation's books of account. The Eligible Director is entitled to payment of such DSUs at the earlier of: (i) the date on which the Eligible Director has ceased to be a director and employee of the Corporation; and (ii) the date of the Eligible Director's death (the "Termination Date"). Subject to the requirements of applicable laws, the Eligible Director may designate in writing a person who is a dependent or relation of the Eligible Director as his beneficiary to receive any benefits that are payable under the DSU Plan upon the death of such Eligible Director. In no event may the rights or interests of an Eligible Director under the DSU Plan be assigned, except to the extent that certain rights may pass to a designated beneficiary or legal representative upon death of the Eligible Director, by will or by the laws of succession and distribution. At the sole discretion of the Board, the Eligible Director's DSUs may be redeemed for Common Shares, a cash payment or a cash payment by the Corporation which is used to purchase Common Shares on the open market or any combination thereof. All amounts payable to, or in respect of, a director under the DSU Plan will be paid on or before December 31st of the year commencing immediately after the applicable director's Termination Date. The value of the DSUs redeemed by or in respect of an Eligible Director shall be determined as at the elected entitlement date to be the product of (i) the number of DSUs then credited to the Eligible Director's account and redeemed on the elected entitlement date, multiplied by (ii) the Market Value (the product of which is the "Redemption Value"). In the event of a change or exchange of the Common Shares, such equitable adjustments as the Board may reasonably determine shall be made.

Pursuant to amendments approved by the Corporation's shareholders on May 9, 2009, the Board is generally authorized without shareholder approval to amend, suspend, cancel or terminate the DSU Plan and the DSUs granted thereunder at any time in whole or in part, including, but not limited to, (i) amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the DSU Plan or to correct or supplement any provision of the DSU Plan that is inconsistent with any other provision of the DSU Plan; (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX); (iii) amendments necessary in order for DSUs to qualify for favourable treatment under applicable taxation laws; (iv) amendments respecting administration of the DSU Plan; (v) any amendment to the vesting provisions of the DSU Plan or any DSU; (vi) amendments to the definitions of certain terms in the DSU Plan; (vii) amendments to the settlement provisions of the DSU Plan or relating to any DSU, whether or not such DSU is held by an insider of the Corporation; (viii) amendments necessary to suspend or terminate the DSU Plan; and (ix) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law; provided that amendments to (1) increase the maximum number of Common Shares issuable from treasury under the DSU Plan; (2) change the definition of Market Value which would result in an increase in the Redemption Value of the DSUs under the Plan; (3) extend the term of the DSUs, benefitting an insider; or (4) amend the amending provision of the DSU Plan (other than as permitted under the rules of the TSX or any other exchange on which the Common Shares become listed), will require shareholder approval, and amendments, suspensions, cancellations or terminations that adversely affect a participant's rights will, unless the participant consents, apply only to DSUs granted after the date of such amendment, suspension, cancellation or termination.

DSU Summary as at March 21, 2016	DSUs Granted in Prior Fiscal Years	DSUs Granted from Jan. 1, 2015 to Dec. 31, 2015	DSUs Granted from Jan. 1, 2016 to Mar. 21, 2016	TOTAL	Percentage of Outstanding Shares
DSUs granted and outstanding	137,456	27,597	3,061	168,114	1.2%
DSUs available to be granted				106,143	0.8%

The total number of DSUs that have been granted under the DSU Plan since its introduction in 2005 is 218,857 as at March 21, 2016, representing approximately 1.6% of the outstanding Common Shares. The total number of Common Shares issuable under the DSU Plan pursuant to outstanding DSUs and DSUs available to be granted is 274,257 representing 2.0% of the Corporation's total number of Common Shares as at March 21, 2016.

OTHER INFORMATION

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of \$30 million per loss and \$30 million for each policy period. The deductible amount for a securities claim is \$250,000 or \$100,000 for all other insurable losses. The premium paid by the Corporation during 2015 for this coverage was \$156,000.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No nominee as director, nor any senior executive or executive officer of the Corporation or any person related thereto was indebted to the Corporation over the fiscal year ended December 31, 2015.

AVAILABLE INFORMATION AND APPROVAL

AVAILABLE INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information about the Corporation is provided in the Corporation's consolidated financial statements and MD&A for its most recently completed financial year.

Shareholders of the Corporation may request copies of the Corporation's consolidated financial statements and MD&A by contacting the Chief Financial Officer or the President of the Corporation at the Corporation's executive office, which is located at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5. On request, the Corporation will promptly, and in any event prior to the meeting for which proxies are being solicited, provide a copy of any such document requested free of charge to a shareholder of the Corporation.

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DIRECTORS' APPROVAL

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

Dated as of March 21, 2016.



Donald K. Johnson
Chairman

SCHEDULE A

**RESOLUTION APPROVING AN AMENDMENT TO THE
RESTRICTED SHARE UNIT PLAN OF GOEASY LTD.**

WHEREAS the Board of Directors of goeasy Ltd. (the “Corporation”) has approved an amendment to the Corporation’s restricted share unit plan (the “RSU Plan”) as described in the Corporation’s management information circular dated March 21, 2016, subject to the approval of the Toronto Stock Exchange and the holders of common shares (the “Common Shares”) excluding those insiders entitled to receive a benefit under the RSU Plan on the basis set out in the management information circular of the Corporation;

NOW BE IT RESOLVED THAT:

1. Section 7 of the RSU Plan be amended to increase the maximum number of Common Shares reserved for issuance from treasury under the RSU Plan by 250,000 from 915,000 to 1,165,000.
2. Any one officer or director of the Corporation is authorized to do all such acts and things and to execute such other documents, whether under the corporate seal of the Corporation or otherwise, that may be necessary to give effect to this resolution.

APPENDIX A

GOEASY LTD.

BOARD OF DIRECTORS' MANDATE

DIRECTOR QUALIFICATIONS

It is the policy of the Corporation that two thirds of the members of the Board of Directors (the "Board") shall be independent. A director shall be independent if he or she does not have a direct or indirect material relationship with the Corporation which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. Directors in the following seven circumstances listed below, subject to the applicable provisions of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Instrument 52-110 – *Audit Committees*, are considered to have a "material relationship" with the Corporation:

- (a) The director is or has been within the last three years an employee or executive officer of the Corporation;
- (b) The director's immediate family member is or has been within the last three years an executive officer of the Corporation;
- (c) The director is a partner of a firm that is the Corporation's internal or external auditor, is an employee of that firm, or was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (d) The director's spouse, minor child or stepchild, or child or stepchild who shares a home with the director (i) is a partner of a firm that is the Corporation's internal or external auditor, or (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning), or (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (e) The director or the director's immediate family member is or has been within the last three years, an executive officer of an entity if any of the Corporation's current executive officers serve on the entity's compensation committee;
- (f) The director or the director's immediate family member who is employed as an executive officer of the Corporation received more than \$75,000 per year in direct compensation from the Corporation during any 12 month period within the last three years; or
- (g) The director is a shareholder with the ability to exercise a majority of votes for the election of the Board.

In addition, the composition of the Board will comply with the applicable requirements of the Business Corporations Act (Ontario), the stock exchanges on which the company lists its securities and the relevant securities regulatory authorities. The Board will also consider any applicable stock exchange or other authoritative guidelines or recommendations regarding the composition of the Board and the independence of directors.

STRUCTURE

The Chairman of the Board shall at all times be an individual who is not otherwise an officer or employee of the Corporation or any of its affiliates.

The Board shall establish a process for the nomination of new directors. The Corporate Governance and Nominating Committee will have the responsibility and authority to make recommendations to the Board regarding the nomination of new directors, based on such factors as such Committee considers advisable from time to time.

The Board shall establish an annual board review process which has three components: an evaluation of the effectiveness of the Board as a whole; an evaluation of the performance of each individual Director; and an evaluation of the effectiveness of each of the committees of the Board. This review process shall relate directly to the description of the duties and responsibilities of the Board and to the mandates of its committees.

The Board shall hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. A quorum for the transaction of business at a meeting of directors, shall, subject to section 4.08 of the by-laws of the Corporation, be a majority of the number of directors.

RESPONSIBILITIES

The Board operates by delegating certain of its authorities, including spending authorizations, to management and by reserving certain powers to itself. Management's discharge of its responsibilities is subject to continuing oversight by the Board. Subject to Articles and By-laws of the Corporation, the Board retains the responsibility for managing its own affairs, including planning its composition, selecting its Chairman, nominating candidates for election to the Board, appointing committees and determining director compensation. The Board will consider the recommendation and advice of the applicable Committees in carrying out its responsibilities. Its principal duties fall into seven categories.

1. SELECTION OF THE MANAGEMENT

- (a) The Board has the responsibility for the appointment and replacement of a Chief Executive Officer (a "CEO"), for monitoring CEO performance, determining CEO compensation and providing advice and counsel in the execution of the CEO's duties.
- (b) The Board has the responsibility for approving the appointment and remuneration of all corporate officers, acting upon the recommendation of the Compensation Committee and the CEO.
- (c) The Board has the responsibility for, to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Corporation.
- (d) The Board has the responsibility for ensuring that adequate provision has been made for management succession, including the appointment, training and monitoring of senior management.

2. MONITORING AND ACTING

- (a) The Board has the responsibility to approve annual capital and operating plans, to monitor the Corporation's performance against these plans and to revise and alter its direction through management in light of changing circumstances.
- (b) The Board has the responsibility to take action when performance falls short of its goal or other special circumstances warrant (for example, mergers and acquisitions or changes in control).
- (c) The Board has the responsibility for approving any payment of dividends to shareholders and other activities and transactions as specified by corporate law.

(d) The Board should monitor on a periodic, regular basis management's identification and assessment of the principal business risks facing the Corporation and should ensure that management has implemented appropriate systems to manage these risks.

3. STRATEGY DETERMINATION

The Board has the responsibility to participate with management directly or through its committees in developing and approving the mission of the business, its objectives and goals, and the strategy by which it proposes to reach those goals. The Board shall, on at least an annual basis, adopt a strategic plan for the Corporation which takes into account, among other things, the opportunities and risks of the business.

4. POLICIES AND PROCEDURES

(a) The Board has the responsibility to approve and monitor compliance with all significant policies and procedures by which the Corporation is operated, which shall include without limitation:

(i) adopting a set of corporate governance principles and guidelines;

(ii) adopting a communication policy for the Corporation, with reference to the guidelines in National Policy 51-201 – *Disclosure Standards*;

(iii) adopting a written code of business conduct and ethics, applicable to all directors, officers and employees.

(b) The Board has the responsibility to approve and monitor the Corporation's internal control and management information systems.

(c) The Board has the responsibility to develop clear position descriptions for the chair of the Board and the chair of each Board committee;

(d) The Board has a particular responsibility to ensure that the Corporation operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

5. SHAREHOLDER COMMUNICATION

(a) The Board has the responsibility for ensuring that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis.

(b) The Board has the responsibility for ensuring that the financial results are reported fairly and in accordance with generally accepted accounting standards.

(c) The Board has the responsibility for ensuring the timely reporting of any other developments that have a significant and material impact on the value of the Corporation.

(d) The Board has the responsibility for reporting annually to shareholders on its stewardship for the preceding year.

(e) The Board has the responsibility for establishing measures for receiving feedback from shareholders and other stakeholders.

6. ADDITIONAL EXPECTATIONS OF BOARD MEMBERS

In addition to the responsibilities and duties described above, there are additional expectations of goeasy Directors including the following:

- (a) Board members are expected to maintain the highest personal and professional values, integrity and ethics. This shall include compliance with the goeasy Corporate Code of Conduct.
- (b) Board members are expected to bring a probing and objective perspective to the Board and be prepared to challenge management.
- (c) Board members are expected to attend all Board and Committee meetings (as applicable) and devote the necessary time and attention to Board matters. This shall include the advance review of materials to be adequately prepared for Board meetings and keeping informed about the Corporation's business and relevant developments outside the Corporation that affects its business.
- (d) Directors are expected to own common shares or deferred share units of the Corporation with a value equivalent to the lesser of three times the annual retainer or 3,000 shares within three years of joining the Board.

7. LEGAL REQUIREMENTS

- (a) The Board is responsible for ensuring that legal requirements have been met, and documents and records have been properly prepared, approved and maintained.
- (b) The Ontario Business Corporations Act and general principles of Canadian corporate law specify that it is the responsibility of the Board to manage or supervise the management of the business and affairs of the Corporation and in so doing:
 - (i) to act honestly and in good faith with a view to the best interests of the Corporation;
 - (ii) to exercise the care, diligence and skill that reasonable prudent people would exercise in comparable circumstances; and
 - (iii) to act in accordance with its obligations contained in the Ontario Business Corporations Act, the securities legislation of relevant provinces, other relevant legislation and regulations, and the Corporation's articles and by-laws.
- (c) In particular, it should be noted that the following matters must be considered by the Board as a whole:
 - (i) any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - (ii) the filling of a vacancy among the directors or in the office of the auditor;
 - (iii) terms on which securities may be issued and the declaration of dividends;
 - (iv) the purchase, redemption or any other form of acquisition of shares issued by the Corporation;
 - (v) the payment of a commission to any person in consideration of the purchase or agreement to purchase shares of the Corporation from the Corporation;
 - (vi) the approval of management proxy circulars;
 - (vii) the approval of any take-over bid circular or directors' circular;
 - (viii) the approval of the financial statements of the Corporation; and
 - (ix) adoption, amendment or repeal of by-laws of the Corporation.

APPENDIX B

GOEASY LTD.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE MANDATE

MEMBER QUALIFICATIONS

The Corporate Governance and Nominating Committee of the Board of Directors (the "Committee") shall consist of three or more directors, all of whom shall be independent; as such term is defined in the applicable laws governing the Corporation, the applicable stock exchanges and the applicable securities regulatory authorities.

STRUCTURE

The Committee shall serve as a standing committee of the Board of Directors (the "Board"). Members of the Committee shall be appointed by the Board and the Board shall designate one member to chair the Committee.

The Committee shall meet at least annually or more frequently as needed. A quorum shall consist of not less than two members of the Committee. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee.

All resolutions of the Committee shall be reported to the Board at the next regularly scheduled meeting of the Board, unless the Committee determines that the matter should be brought before the Board prior to such meeting.

The Committee is authorized to retain independent counsel and advisors that the Committee determines to be necessary to permit it to carry out its duties, with the cost to be borne by the Corporation.

PURPOSE

The Committee's mandate is to assist the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement.

RESPONSIBILITIES

The Committee is responsible for:

- (a) examining the effectiveness of the Corporation's corporate governance practices and proposing such procedures and policies as the Committee believes are appropriate to ensure that:
 - (i) the Board clearly functions independently of management,
 - (ii) management is clearly accountable to the Board, and
 - (iii) procedures are in place to monitor the effectiveness of performance of the Board, committees of the Board and individual directors;
- (b) providing an appropriate orientation program for new directors such that all new directors fully understand the role of the Board and its committees as well as the contribution individual directors are expected to make (including the commitment of time and energy that the Corporation expects from its directors);

- (c) identifying and providing continuing education opportunities for all directors, so that directors may maintain or enhance their skills and abilities as directors, and their knowledge of the Corporation's business remains current;
- (d) periodically reviewing the mandates of the Board and committees of the Board and making recommendations to the Board if any changes to the mandates or additional committees of the Board are required or appropriate;
- (e) developing such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Corporation's information, insider trading and the Corporation's timely disclosure and other public Corporation obligations;
- (f) taking such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Corporation, with reference to the corporate governance guidelines established by the securities regulatory authorities or recommendations and other regulatory requirements on corporate governance;
- (g) approving outside counsel or advisors to be engaged by individual directors when deemed appropriate with the cost to be borne by the Corporation; and
- (h) Review and assess annually director attendance, performance and the size and composition of the Board, all in conjunction with the Chairman of the Board.

In addition, the Committee shall be responsible for identifying and recommending to the Board suitable candidates for nomination as new directors, and reviewing the credentials of directors standing for re-election. In making its recommendations, the nominating committee shall consider the following:

- (a) the competencies and skills that the Board considers necessary for the Board, as a whole, to possess;
- (b) the competencies and skills that the Board considers each existing director to possess; and
- (c) the competencies and skills each new nominee will bring to the boardroom.

In addition, the Corporate Governance Committee shall recommend to the Board from time to time an independent director who:

- (a) shall chair meetings of the Board of Directors in circumstances where the Chairman has a conflict;
- (b) shall act as a contact person for other directors who wish to discuss matters involving the Chairman of the Board, and in this regard may convene and chair meetings of directors (other than the Chairman and any management director); and
- (c) shall act as Chairman of the Board on an interim basis in the event of the death or incapacity of the Chairman of the Board, until the Board has elected a permanent successor Chairman.

The Committee shall review and assess annually the adequacy of this mandate, the effectiveness of the Committee's performance and, when necessary, shall recommend changes to the Board for the Board's approval.

APPENDIX C

GOEASY LTD.

COMPENSATION COMMITTEE MANDATE

MEMBER QUALIFICATIONS

The Compensation Committee of the Board of Directors (the “Committee”) shall consist of three or more directors, a majority of whom shall be independent, as such term is defined in the applicable laws governing the Corporation, the applicable stock exchanges and the applicable securities regulatory authorities. In addition, where practicable as a best practice, not more than one-third of the members of the Committee shall be the incumbent CEO of a business entity.

STRUCTURE

The Committee shall serve as a standing committee of the Board of Directors (the “Board”). Members of the Committee shall be appointed by the Board and the Board shall designate one member to chair the Committee.

The Committee shall meet at least annually or more frequently as needed. A quorum shall consist of not less than two members of the Committee. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee.

All resolutions of the Committee shall be reported to the Board at the next regularly scheduled meeting of the Board, unless the Committee determines that the matter should be brought before the Board prior to such meeting.

The Committee is authorized to retain independent counsel and advisors that the Committee determines to be necessary to permit it to carry out its duties, with the cost to be borne by the Corporation. Human resources advisors engaged by the Committee shall report directly to the Committee and not to management.

PURPOSE

The goals of the Committee are to enable the Corporation to attract, retain and motivate the most qualified talent who will contribute to the long - term success of the Corporation by:

- (a) Aligning compensation with the Corporation’s business objectives and performance; and
- (b) Aligning incentives with the interests of shareholders to maximize shareholder value.

The Corporation emphasizes the importance of clearly communicating performance objectives and works to ensure that performance - based compensation is competitive with the market place.

RESPONSIBILITIES

The Committee's primary responsibilities include developing compensation recommendations for the approval of the Board for the Corporation's executive officers, acting upon the recommendation of the Chief Executive Officer, and developing compensation recommendations for the directors of the Corporation. Compensation includes, but is not limited to, salary, bonuses, benefits, equity/quasi-equity incentive compensation grants or awards, and other compensation as appropriate. Additionally, the Committee shall review and make recommendations to the Board on all matters pertaining to bonus plans, salary policy, and equity/quasi-equity incentive compensation grants or awards for all other employees.

The Committee shall recommend to the Board the written objectives and corporate goals of the Chief Executive Officer and his direct reports. The Committee, with the Chairman of the Board, shall annually assess the performance of the Chief Executive Officer in light of those objectives and corporate goals and recommend for approval of the Board the Chief Executive Officer's compensation level based on this assessment. In addition, the Committee shall develop, review and assess annually a plan for management succession, including the appointment, training and monitoring of the Chief Executive Officer and other senior management, and shall recommend such plan to the Board for approval.

The Committee shall annually review the Corporation's compensation practices by comparing them to surveys of relevant competitors and set objective compensation based on this review.

The Committee shall review the Corporation's executive compensation disclosure before such information is publicly disclosed.

The Committee is responsible for ensuring that there is an appropriate written code of business conduct and ethics (the "Code") for the Corporation. The Code shall be applicable to all directors, officers and employees of the Corporation. The Committee shall be responsible for establishing a process for monitoring compliance therewith.

The Committee shall review and assess annually the adequacy of this mandate, the effectiveness of the Committee's performance, and when necessary, shall recommend changes to the Corporate Governance and Nominating Committee.