goeasy Ltd.
Notice of Annual General and Special Meeting of Shareholders
May 8, 2019

Notice is hereby given that the annual general and special meeting of the holders of common shares of goeasy Ltd. (the "**Corporation**") will be held at the offices of the Corporation at 33 City Centre Drive, 5th Floor, Mississauga, Ontario, L5B 2N5 on Wednesday, May 8, 2019 at 10:30 a.m. (Toronto time) 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, 2018 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 Share reserved for issuance under the Corporation's deferred share unit plan (the "**DSU 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 TSX Trust Company, 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 TSX Trust Company not later than 10:30 a.m. (Toronto Time) on May 6, 2019, 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 1st day of April, 2019.

By Order of the Board of Directors

David Ingram
Executive Chairman

Management Information Circular

April 1, 2019

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May 8, 2019

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 general and special meeting of the holders of common shares (the "Common Shares") to be held on May 8, 2019 (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, TSX Trust Company, 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 TSX Trust Company, 100 Adelaide Street West, Suite 301, 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 TSX Trust Company not later than 10:30 a.m. (Toronto Time) on May 6, 2019 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.

REVOCATION 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

As at April 1, 2019, the Corporation had 14,492,218 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 April 1, 2019 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 April 1, 2019, no person beneficially owned, controlled or directed, 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	3,030,000[1]	20.9%

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.

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 2018, together with the auditors' report on those financial statements, have been provided to shareholders 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 seven. 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, Nominating and Risk 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 section of the Circular entitled "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 seven proposed nominees for election as directors of the Corporation:

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

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 April 1, 2019. The information as to Common 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 2018 and 2017, fees charged by Ernst & Young LLP were as follows:

Fees	Year Ended December 31, 2018 ($)	Year Ended December 31, 2017 ($)
Audit Fees	**868,585**	908,000
Audit-Related Fees	**-**	-
Tax Fees	**80,075**	76,000
Other Fees	**-**	-
Total Fees	**948,660**	984,000

Audit fees included the annual audit and quarterly reviews of the Corporation's consolidated financial statements. In 2018, audit fees also included services rendered for the issuance of a prospectus and the adoption of new IFRS standards. Tax fees included corporate income tax return compliance, and tax structuring. No other fees were paid during 2017 or 2018.

APPROVAL OF AN AMENDMENT TO THE DEFERRED 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 DSU 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 reserved for issuance under the Corporation's deferred share unit plan (the "DSU Plan"). For more information, please see "Equity Based and Other Compensation Plans – Deferred Share Unit Plan"

The Corporation is currently authorized by the TSX and its shareholders to reserve 325,000 Common Shares for issuance under section 3.2 of the DSU Plan, representing approximately 2.2% of the outstanding Common Shares as at April 1, 2019. In the Board resolution dated March 28, 2019, the Board of Directors resolved to increase the number of Common Shares available for issuance under the DSU Plan by 50,000 so that, subject to approval by the TSX and the Corporation's shareholders (excluding those insiders entitled to receive a benefit under the DSU Plan) the maximum number of Common Shares reserved for issuance under the DSU Plan will increase to 375,000, representing approximately 2.6% of the outstanding Common Shares as at April 1, 2019.

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 reserved for issuance under the Corporation's DSU 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

David Ingram[4] Ontario, Canada Age: 53 Director Since: December 2000	On December 31, 2018, Mr. Ingram was the Corporation's Chief Executive Officer and a Board Member. Mr. Ingram had been the Corporation's Chief Executive Officer since 2001. Effective January 1, 2019, Mr. Ingram became the Executive Chairman of the Board of the Corporation. In his role as Executive Chairman, Mr. Ingram will act as the Chairman of the Board of Directors while also overseeing the Corporation's corporate development, investor relations, capital market initiatives as well as the Corporation's long term strategy. Prior to goeasy, 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 Club of Canada foundation committee and serves on its Board of Directors.

Board / Committee Member	Public Board Membership	Common Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly
Board	goeasy Ltd.	534,215

Donald K. Johnson, O.C., LL.D[4] Ontario, Canada Age: 83 Director Since: June 1999	As at December 31, 2018, Mr. Johnson was the Chairman of the Board of the Corporation. Effective January 1, 2019, Mr. Johnson became Chairman Emeritus and a Board Member of the Corporation. He is also a 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 2019 Major Individual Giving Cabinet of the United Way of Greater Toronto, and a Director of Murchison Minerals Inc.

Board / Committee Member	Public Board Membership	Common Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly
Board	goeasy Ltd. Murchison Minerals Inc.	3,030,000[1]

<table>
<tr><td colspan="2">David Appel
Ontario, Canada
Age: 75
Director Since: August 2010</td><td>Mr. Appel is 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 retired member of the Quebec Bar. Mr. Appel serves on the Board of Directors of Hirshhorn Museum.</td></tr>
<tr><th>Board / Committee Member</th><th>Public Board Membership</th><th>Common Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly</th></tr>
<tr><td>Board
Audit Committee
Human Resources Committee
Corporate Governance, Nominating and Risk Committee</td><td>goeasy Ltd.</td><td>271,559</td></tr>
</table>

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<tr><td colspan="2">David Thomson[3]
Ontario, Canada
Age: 79
Director Since: January 2012</td><td>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.</td></tr>
<tr><th>Board / Committee Member</th><th>Public Board Membership</th><th>Common Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly</th></tr>
<tr><td>Board
Audit Committee
Human Resources Committee
Corporate Governance, Nominating and Risk Committee</td><td>goeasy Ltd.</td><td>5,000</td></tr>
</table>

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<tr><td colspan="2">Sean Morrison
British Columbia, Canada
Age: 49
Director Since: January 2012</td><td>Mr. Morrison is a Corporate Director and 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 is a Chartered Accountant (CPA CA).</td></tr>
<tr><th>Board / Committee Member</th><th>Public Board Membership</th><th>Common Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly</th></tr>
<tr><td>Board
Audit Committee
Human Resources Committee
Corporate Governance, Nominating and Risk Committee</td><td>goeasy Ltd.</td><td>20,944[2]</td></tr>
</table>

Karen Basian Ontario, Canada Age: 56 Director Since: November 2014	Ms. Basian is a Corporate Director and a member of the Board of Directors of BookJane. Ms. Basian is also the Managing Director of Newtopia, a personalized health company, and a Principal at KB Capital Management Inc., a strategy consulting and financial advisory firm. Ms. Basian serves on the Board of Directors of Kognitiv Corporation and publicly traded Flowr Corporation. Ms. Basian is a Chartered Accountant (CPA CA) and has an M.B.A. from IMD in Lausanne, Switzerland.

Board / Committee Member	Public Board Membership	Common Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly
Board Audit Committee Human Resources Committee Corporate Governance, Nominating and Risk Committee	goeasy Ltd. Flowr Corporation	19,000

Susan Doniz Ontario, Canada Age: 49 Director Since: May 2016	Ms. Doniz is a Corporate Director and the Chief Information Officer of Qantas Airways. Prior to joining Qantas, she was the Global Chief Information Officer of Aimia. Ms. Doniz sits on numerous Boards of Directors including Bayshore HealthCare.

Board / Committee Member	Public Board Membership	Common Shares Beneficially Owned, or Over Which Control or Discretion is Exercised, Directly or Indirectly
Board Audit Committee Human Resources Committee Corporate Governance, Nominating and Risk Committee	goeasy Ltd.	1,900

Notes:

(1) Mr. Johnson has control or direction over 3,030,000 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 20,944 Common Shares which are registered in the name of Tri-X Capital Corporation, a company under Mr. Morrison's control.

(3) Mr. Thomson served as a director and chair of the audit committee of Hangfeng Evergreen Inc. ("Hangfeng") from August 2005 to February 2014. Following Mr. Thomson's resignation, on February 20, 2014, the British Columbia Securities Commission issued a cease trade order due to failure by Hangfeng to file certain continuous disclosure documents. The Ontario Securities Commission, Alberta Securities Commission, Autorité des marchés financiers, and Manitoba Securities Commission issued similar orders. Hangfeng was subsequently delisted on June 9, 2014 for failure to meet the continued listing requirements of the TSX.

(4) As of January 1, 2019, Mr. Ingram has assumed the role of Executive Chairman, succeeding Mr. Johnson, who will remain on the Board of Directors as Chairman Emeritus.

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 Human Resources Committee and the Corporate Governance, Nominating and Risk 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 Appel, David Thomson, Sean Morrison, Karen Basian and Susan Doniz. The remaining director, David Ingram, has a material relationship with the Corporation as he acted as President and Chief Executive Officer of the Corporation until December 31, 2018. Subsequently, David Ingram has assumed the role of Executive Chairman as part of the Corporation's succession plan announced April 2, 2018. As a result, David Ingram is not considered to be independent within the meaning of the National Instrument.

THE BOARD CHAIRMAN

As of January 1, 2019, David Ingram assumed the role of Executive Chairman replacing Donald K. Johnson. As stated above, Mr. Ingram is not considered to be independent within the meaning of the National Instrument. In accordance with the Guidelines and the Corporation's Board Mandate attached hereto as Appendix A, the Chair of the Board shall be an independent director, unless the Board determines that it is inappropriate to require the Chair to be independent. If the Board determines that it would be inappropriate to require the Chair of the Board to be independent, then the independent directors shall select from among them a director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. As the Board determined that it is inappropriate to require the Chair to be independent upon the appointment of Mr. Ingram to the role of Executive Chairman, the independent directors have selected Mr. Donald K. Johnson to act as Lead Director.

The Chair and Lead Director are 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). The Lead Director is also responsible for providing leadership to enhance the effectiveness and independence of the Board.

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 Appel, Sean Morrison, Karen Basian and Susan Doniz, 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 13, 2019 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, NOMINATING AND RISK COMMITTEE

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

As described in its mandate, the Corporate Governance, Nominating and Risk Committee is responsible for, among other things, assisting the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement.

HUMAN RESOURCES COMMITTEE

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

As described in its mandate, the Human Resources 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.

Also, as part of its mandate, the Human Resources Committee is responsible for developing and monitoring executive talent management plans, ensuring that succession plans are in place for key executive roles. The Committee will advise to ensure that management has effective processes in place to retain key employees, identify and reward high-potential talent, and adequately address the organization's diversity and inclusion needs in efforts to align the capabilities of talent with the current and forward-facing business goals and strategy.

Each member of the Human Resources 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.

<u>David Appel</u>
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 retired member of the Quebec bar.

<u>David Thomson</u>
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 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.

<u>Sean Morrison</u>
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 Accountant (CPA CA).

<u>Karen Basian</u>
Ms. Basian is a member of the Board of Directors of BookJane and is also the Managing Director of Newtopia and a Principal at KB Capital Management Inc. Ms. Basian serves on the Board of Directors of Kognitiv Corporation. Ms. Basian is a Chartered Accountant (CPA CA) and has an M.B.A. from IMD in Lausanne, Switzerland.

<u>Susan Doniz</u>
Ms. Doniz is the Chief Information Officer of Qantas Airways. Prior to joining Qantas, she was the Global Chief Information Officer of Aimia. Ms. Doniz sits on numerous Boards of Directors including Bayshore HealthCare.

ORIENTATION AND CONTINUING EDUCATION

The Corporation has a formal process of orientation and education for new members of the Board. The Corporate Governance, Nominating and Risk 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, Nominating and Risk 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 Human Resources 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.

The Corporation has a third party hosted tool which enables employees to communicate with senior management. This forum provides every employee with the ability to ask questions or to provide comments 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 or 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 has passed a policy supporting and promoting diversity. 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, but it does not feel that targets necessarily result in the identification and selection of the best candidates.

As of April 1, 2019, two (2) of seven (7) members of the Board of Directors are women (29%) and two (2) out of nine (9) of the executive officers are women (22%).

ASSESSMENTS

The Chair of the Board and the Corporate Governance, Nominating and Risk 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, Nominating and Risk Committee review the responses and report to the full Board.

In addition, the Chair of the Board and members of the Corporate Governance, Nominating and Risk 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, Nominating and Risk 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, 2018, six Board meetings were held and from January 1, 2019 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, 2018 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 (10 in 2017)
Audit Committee	5 (5 in 2017)
Human Resources Committee	3 (4 in 2017)
Corporate Governance, Nominating and Risk Committee	2 (2 in 2017)

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	7 of 7	10 of 10
David Thomson	7 of 7	10 of 10
Sean Morrison	7 of 7	10 of 10
Karen Basian	7 of 7	10 of 10
Susan Doniz	7 of 7	10 of 10

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 Thomson	None
Sean Morrison	None
Karen Basian	Flowr Corporation
Susan Doniz	None

COMPENSATION OF DIRECTORS

PHILOSOPHY AND OBJECTIVES

The Board, with input from the Human Resources 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 March 1, 2015, the directors of the Corporation who are not officers or employees of the Corporation are entitled to be paid an annual fee of $40,000, with the exception of the Non-executive Chairman of the Board or a Lead Director who was entitled to an annual fee of $100,000. The Compensation of the Executive Chairman is outlined below. In addition, all directors who are not officers or employees of the Corporation are issued an annual grant of deferred share units valued at $40,000.

Directors who are not officers or employees of the Corporation are entitled to a fee for each meeting of the Board and each meeting of a Board Committee 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 ($15,000 for the chair of the Audit Committee) and an annual committee membership fee of $5,000 is paid to all committee members excluding the committee chairs.

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 deferred share units (“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 aggregate value of the Common Shares owned or controlled, directly or indirectly, by the directors as at December 31, 2018 was $136,984,935.

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, 2018:

Name	Fees earned ($)	Share-based awards(2) ($)	Option-based awards ($)	Non-equity incentive plan comp. ($)	Pension value ($)	All other comp. ($)	Total ($)
Donald K. Johnson(1)	-	204,468	-	-	-	-	204,468
David Thomson	43,000	104,750	-	-	-	-	147,750
Sean Morrison	36,500	84,153	-	-	-	-	120,653
David Appel(1)	-	169,939	-	-	-	-	169,939
Karen Basian(1)	-	135,595	-	-	-	-	135,595
Susan Doniz	76,000	42,526	-	-	-	-	118,526

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 $149,000 (3,719 units) for fees earned and $55,468 (1,383 units) for dividends earned on the DSUs held in 2018. Mr. Thomson received DSUs valued at $83,000 (2,013 units) for fees earned and $21,750 (541 units) for dividends earned on the DSUs held in 2018. Mr. Morrison received DSUs valued at $79,500 (1,981 units) for fees earned and $4,653 (116 units) for dividends earned on DSUs held in 2018. Mr. Appel received DSUs valued at $121,000 (3,035 units) for fees earned and $48,939 (1,220 units) for dividends earned on the DSUs held in 2018. Ms. Basian received DSUs valued at $121,000 (3,035 units) for fees earned and $14,595 (363 units) for dividends earned on DSUs held in 2018. Ms. Doniz received DSUs valued at $40,000 (985 units) for fees earned and $2,526 (63 units) for dividends earned on DSUs held in 2018.

INCENTIVE PLAN AWARDS

The following table sets out, for each director, information for all option-based and share-based awards outstanding as of December 31, 2018 and 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	-	-	-	-	-	-	2,458,905
David Thomson	-	-	-	-	-	-	877,533
Sean Morrison	-	-	-	-	-	-	256,862
David Appel	-	-	-	-	-	-	2,161,686
Karen Basian	-	-	-	-	-	-	706,415
Susan Doniz	-	-	-	-	-	-	131,149

Note:

(1) Based on the closing price of the Common Shares on the TSX on December 31, 2018 of $35.77.

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	-	204,468	-
David Thomson	-	104,750	-
Sean Morrison	-	84,153	-
David Appel	-	169,939	-
Karen Basian	-	135,595	-
Susan Doniz	-	42,526	-

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 Human Resources 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 Human Resources 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 Human Resources 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, being subject to performance-based vesting criteria.

(d) Directors of business units and 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 Human Resources 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 Human Resources Committee regularly uses surveys provided by management and external consultants. These consultants assist the Human Resources 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 Human Resources 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 the 2017 Canadian benchmarking study 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 2018 compensation analysis, the Corporation considered comparative compensation data as described above and engaged the services of an independent consultant.

Executive compensation, including perquisites and personal benefits, as recommended by the President and Chief Executive Officer, are reviewed by the Human Resources 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 Human Resources Committee has the discretion to retain, at the Corporation's expense, independent consultants to assist the Human Resources Committee. In 2018, the Corporation engaged Mercer LLC to provide analysis on the introduction of an executive management Share Ownership Guideline framework for total fees of $4,000. The outcomes of this analysis are described in greater detail in the Executive Compensation Elements section entitled "Equity Based Incentive (Long-Term)". In 2017, the Corporation engaged Mercer LLC to provide a compensation study for total fees of $30,688. Mercer was originally retained by the Corporation for compensation consulting in 2016.

Risks Associated with the Corporation's Compensation Policies and Practices

The Human Resources 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 Human Resources 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 Human Resources 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 Human Resources Committee and approved by the Board. Factors considered by the Human Resources 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 Human Resources 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 and alternative financial services 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 Human Resources 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 Human Resources Committee relied upon external surveys to ensure it was competitive relative to similar organizations. The Human Resources 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 Human Resources 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 in 2018, 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 80% of base salary if the Corporation achieves its target. For all other positions within the Corporation, the annual short-term bonus incentive plan payment at the target level pays out at between 10% and 30% of base salary 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, subject to the minimum threshold of 92% of target EBT being achieved.

On February 20, 2018, the Board approved an annual bonus incentive plan for 2018 (the "2018 Executive Incentive Plan"). The eligible participants included senior management, managerial/supervisory personnel and office support staff. The target for EBT was $70.8 million as specified in the 2018 Executive Incentive Plan which represented an increase of 40.0% over the EBT of $50.6 million reported in 2017. Actual 2018 normalized EBT was $73.9 million or 104% of target. The total payments made to eligible employees in respect of 2018 under this plan were $6.8 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 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. For grants in 2018, maximum vesting will be achieved in the Corporation attains a cumulative compound annual growth rate in its earnings per share of at least 30%.

In November of 2018, the Human Resources Committee reviewed and approved a Share Ownership Guideline (SOG) plan for the Corporation's executive management team. In effect as of January 2nd, 2019, the SOG outlines the targeted dollar value in goeasy common stock that each officer is required to own as a requirement of their position in the Corporation. This plan was implemented to further demonstrate management's alignment with the long term goals of the organization and its responsibility to drive shareholder value. The requirements are as follows:

	Senior Vice President	Executive Vice President	Chief Executive Officer
Required Share Ownership Value as a Multiple of Base Salary	1.5	2.5	5
Years to Achieve	5	5	5

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, 2018, 2017, and 2016 by the Corporation's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Marketing Officer and Chief Information Officer as of December 31, 2018 (collectively, the "Named Executive Officers"):

					Non-equity incentive plan comp. ($)				
Name and principal position	**Year**	**Salary ($)**	**Share-based awards(1) ($)**	**Option-based awards(2) ($)**	**Annual incentive plans**	**Long-term incentive plans**	**Pension Value ($)**	**All other comp. ($)**	**Total comp. ($)**
David Ingram[3] Chief Executive Officer	2018	663,836	356,142	331,916	978,494	-	-	109,670(4)	2,440,058
	2017	663,836	812,264	805,382	1,054,114	-	-	90,776	3,426,372
	2016	613,236	664,527	-	1,088,974	-	-	77,069	2,443,806
Steven Goertz[5] Executive Vice President and Chief Financial Officer	2018	242,310	130,992	122,096	192,303	-	-	203,792(5) (6)	891,493
	2017	407,000	296,619	294,060	387,769	-	-	12,000	1,397,449
	2016	375,977	243,982	-	400,592	-	-	12,000	1,032,551
David Yeilding[7] Senior Vice President and Interim Chief Financial Officer	2018	242,000	51,917	48,401	142,683	-	-	-	485,001
	2017	242,000	117,574	116,559	153,678	-	-	-	629,811
	2016	223,554	96,697	-	158,793	-	-	-	479,044
Jason Mullins[8] President and Chief Operating Officer	2018	421,250	473,753	112,199	515,310	-	-	44,064(9)	1,566,576
	2017	374,000	272,471	270,218	356,328	-	-	12,000	1,285,016
	2016	345,492	223,680	-	368,112	-	-	12,000	949,284
Andrea Fiederer Executive Vice President and Chief Marketing Officer	2018	275,577	99,148	92,405	309,540	-	-	7,846(6)	784,516
	2017	308,000	358,452	222,533	293,446	-	-	12,000	1,194,431
	2016	277,742	102,785	-	303,151	-	-	10,108	693,787
Shadi Khatib Senior Vice President and Chief Information Officer	2018	275,000	59,001	54,995	162,140	-	-	-	551,136
	2017	275,000	127,649	132,460	174,670	-	-	-	709,780
	2016	156,923(10)	87,950	-	108,958	-	-	-	353,831

Notes:

(1) Amounts shown represent RSUs or PSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate of the Corporation's earnings per share ("CAGR") over a three year period is achieved. The target CAGR for units granted in 2018 was 20% while the target CAGR for units granted in 2017 and 2016 was 15%.

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.

(3) Effective January 1, 2019, Mr. Ingram is Executive Chairman.

(4) 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 $62,053 and a gross amount paid of $33,217 to compensate for personal tax paid on taxable benefits.

(5) Mr. Goertz's employment with the Corporation terminated in July 2018. Pursuant to his employment agreement, Mr. Goertz received a 12-month salary continuance and a pro-rated vesting on the previously awarded RSUs and Options based on the actual months worked as a portion of the total applicable vesting period. Included in his 'all other compensation' for 2018 is the salary continuance compensation amounting to $191,792.

(6) This amount includes a monthly car allowance of $1,000.

(7) Mr. Yeilding assumed the role of Interim Chief Financial Officer upon the departure of Mr. Goertz in July 2018.

(8) Effective January 1, 2019, Mr. Mullins is President and Chief Executive Officer.

(9) This amount includes a car allowance of $12,000 per annum and $32,064 of charitable contributions directed to charities of Mr. Mullins choice.

(10) Mr. Khatib joined the Corporation in May 2016 and the salary represents payments earned for the period from May 2016 to December 31, 2016.

The total annual salary, annual incentive plans, and all other cash compensation of the Named Executive Officers of the Corporation for 2018, was $4,785,814 or 6.5% of pre-tax income for such year, for 2017 was $4,816,616 or 9.5% of pre-tax income for such year; and for 2016, was $4,665,681 or 11.3% 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, 2018 including awards granted before 2018:

Equity Based Incentives – Outstanding Options, RSUs and PSUs

	Option-based awards				Share-based awards		
Name and principal position	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[2] (#)	Market or payout value of share-based awards that have not vested[1][2] ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
David Ingram Chief Executive Officer	107,164[3] 46,782[3] 92,893[4] 67,946[5]	17.16 18.81 32.37 35.50	03/05/2019 02/17/2020 11/02/2022 02/19/2023	3,833,256 1,673,392 3,322,818 2,430,428	RSUs: 142,660	RSUs: 5,102,948	-
Steven Goertz Executive Vice President and Chief Financial Officer	35,702[3] 17,210[3] 11,479[4] 3,261[5]	17.16 18.81 32.27 35.50	03/05/2019 02/17/2020 11/02/2022 02/19/2023	1,277,061 615,602 410,605 116,646	RSUs: 31,374	RSUs: 1,122,238	-
David Yeilding Senior Vice President and Interim Chief Financial Officer	13,444[4] 9,908[5]	32.27 35.50	11/02/2022 02/19/2023	480,892 354,409	RSUs: 20,749	RSUs: 742,207	
Jason Mullins President and Chief Operating Officer	15,814[3] 31,167[4] 22,968[5]	18.81 32.27 35.50	02/17/2020 11/02/2022 02/19/2023	565,667 1,114,844 821,565	RSUs: 66,892	RSUs: 2,392,727	-
Andrea Fiederer Executive Vice President and Chief Marketing Officer	25,667[4] 18,916[5]	32.27 35.50	11/02/2022 02/19/2023	918,109 676,625	RSUs: 39,402	RSUs: 1,409,410	-
Shadi Khatib Senior Vice President and Chief Information Officer	15,278[4] 11,258[5]	32.27 35.50	11/02/2022 02/19/2023	546,494 402,699	RSUs: 12,895	RSUs: 461,254	-

Notes:

(1) Based on the closing price of the Common Shares on the TSX on December 31, 2018, of $35.77.

(2) These units vest on the third anniversary of the grant date and on a prorated basis in proportion to the earnings per share CAGR and allow for up to 200% vesting.

For units granted in 2018, if the targeted earnings per share CAGR of 20% 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 10% and 20% achievement. 100% to 200% of the units vest on a prorated basis if the CAGR is more than target and is between 20% and 30% achievement. If the CAGR is greater than 30%, 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).

For units granted in 2017 and 2016, if the targeted CAGR of 15% 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 10% and 15% achievement. 100% to 200% of the units vest on a prorated basis if the CAGR is more than target and is between 15% and 30% achievement. If the CAGR is greater than 30%, 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).

(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 earnings per share CAGR of 15% 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 15% and 30% achievement. If the CAGR is greater than 30%, 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 fifth anniversary of the grant date.

(5) 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 20% 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 20% and 30% achievement. If the CAGR is greater than 30%, 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).

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	790,147	1,960,179	978,494
Steven Goertz	290,677	721,055	192,303
David Yeilding	-	357,336	142,683
Jason Mullins	267,098	662,652	515,310
Andrea Fiederer	-	128,308	309,540
Shadi Khatib	-	61,832	162,140

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 2018, RSUs granted in 2015 vested at 200% as the CAGR over the preceeding three year period was 21.7% 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

On December 31, 2018, Mr. Ingram was the Corporation’s Chief Executive Officer and a Board Member. Mr. Ingram had been the Corporation’s Chief Executive Officer since 2001. Effective January 1, 2019, Mr. Ingram became the Executive Chairman of the Board of the Corporation. In his role as Executive Chairman, Mr. Ingram will act as the Chairman of the Board of Directors while also overseeing the Corporation’s corporate development, investor relations, capital market initiatives as well as the Corporation’s long term strategy.

Previously Mr. Ingram’s compensation as the Corporation’s Chief Executive Officer included salary, participation in the Annual Short Term Bonus Incentive and participation in the Long Term Equity Based Incentive Programs (as described herein). Upon assuming his new role as the Executive Chairman of the Board, Mr. Ingram elected to receive 25% of his new compensation in the form of an annual salary, while receiving 75% of his compensation in the form of DSUs. As such, the majority of Mr. Ingram's remuneration is aligned with the long term interests of the shareholders.

The Corporation and Mr. Ingram entered into a revised employment agreement, effective January 1, 2019, with respect to Mr. Ingram's appointment as Executive Chairman of the Board of Directors. This agreement replaced Mr. Ingram's previous employment agreement that had become effective on November 2, 2015. The revised agreement provides for (i) an annual salary in 2019 of $500,000 per annum; (ii) Mr. Ingram to participate in the Deferred Share Unit (DSU) plan pertinent to his responsibilities as the Executive Chairman of the Board which provides for the provision of $1,500,000 of DSUs in 2019; (iii) a monthly car allowance of $1,200 plus reimbursement of normal car operating costs; (iv) reimbursement of the employee portion of company health plan expenses; (v) reimbursement of the cost of additional life insurance with a face value of 2.5 times the face value of his compensation ; and (vi) 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, 2018 in such circumstances, the incremental payments and benefits would be approximately $7,033,715.

In the event of a change of control, Mr. Ingram's unvested options and share based awards immediately vest. If, after a change of 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, 2018 in such circumstances, the incremental payments and benefits would be approximately $8,225,194. 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.

Jason Mullins

The Corporation and Mr. Jason Mullins entered into a revised employment agreement, effective January 1, 2019, with respect to Mr. Mullins' appointment, for an indefinite term, as President and Chief Executive Officer of the Corporation. This agreement replaced Mr. Mullins' previous employment agreement that had become effective on April 2, 2018 related to his appointment to President and Chief Operating Officer as an intermediate step to his most recent appointment. The revised agreement provides for (i) an annual salary (as at January 1, 2019) of $500,000 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)"); (iv) a monthly car allowance of $1,200; (v) reimbursement of the cost of additional life insurance valued at 1 times his base salary; and (vi) the ability to direct $20,000 per annum in earnings toward contributions to Canadian charitable organizations.

In the event of termination by the Corporation of Mr. Mullins' employment, other than for cause, he would be entitled to receive an amount equal to 1.5 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 18 months. . The Corporation estimates that, assuming Mr. Mullins' employment was terminated on December 31, 2018 in such circumstances, the incremental payments and benefits would be approximately $2,556,855.

In the event of a change of control, Mr. Mullins' unvested options immediately vest. If, within a six month period immediately following a change in 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 a payment equal to 1.5 times the aggregate of his then annual salary and the bonus paid to him in the immediate prior year and continuation of benefits for the duration of such 18 months. The Corporation estimates that, assuming Mr. Mullins' employment was terminated on December 31, 2018 in such circumstances, the incremental payments and benefits would be approximately $3,379,103.

David Yeilding

The Corporation and Mr. David Yeilding entered into an employment agreement, effective January 5, 2015 , with respect to Mr. Yeilding's appointment, for an indefinite term, as Senior Vice President of Finance of the Corporation. Mr. Yeilding subsequently assumed the position of Interim Chief Financial Officer on July 10, 2018. The agreement provides for (i) an annual salary (as at December 31, 2018) of $242,000 per annum (subject to an annual review); (ii) Mr. Yeilding 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. Yeilding 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. Yeilding'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 a continuation of benefits for 6 months. The Corporation estimates that, assuming Mr. Yeilding's employment was terminated on December 31, 2018 in such circumstances, the incremental payments and benefits would be approximately $161,333.

Andrea Fiederer

The Corporation and Ms. Andrea Fiederer entered into a revised employment agreement, effective March 1, 2016, with respect to Ms. Fiederer's appointment, for an indefinite term, as Executive Vice President and Chief Marketing Officer of the Corporation. This agreement replaced Ms. Fiederer's previous employment agreement that had become effective on January 26, 2015. The revised agreement provides for (i) an annual salary (as at December 31, 2018) of $350,000 per annum (subject to 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"); (iii) Ms. Fiederer 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.

In the event of termination by the Corporation of Ms. Fiederer's employment, other than for cause, she 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 Ms. Fiederer's employment was terminated on December 31, 2018 in such circumstances, the incremental payments and benefits would be approximately $1,314,162.

In the event of a change of control, Ms. Fiederer's unvested options immediately vest. If, within a six month period immediately following a change in control, the Corporation terminates Ms. Fiederer's employment without cause or unilaterally changes a fundamental term of Ms. Fiederer's employment in a material and detrimental way, all unvested options and share based awards will immediately vest and she is entitled to receive her 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 Ms. Fiederer's employment was terminated on December 31, 2018 in such circumstances, the incremental payments and benefits would be approximately $1,629,013.

Shadi Khatib

The Corporation and Mr. Shadi Khatib entered into an employment agreement, effective May 16, 2016, with respect to Mr. Khatib's appointment, for an indefinite term, as Senior Vice President and Chief Information Officer of the Corporation. The agreement provides for (i) an annual salary (as at December 31, 2018) of $275,000 per annum (subject to an annual review); (ii) Mr. Khatib 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. Khatib to participate in the Corporation's Equity Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity Based Incentive (Long-Term)".

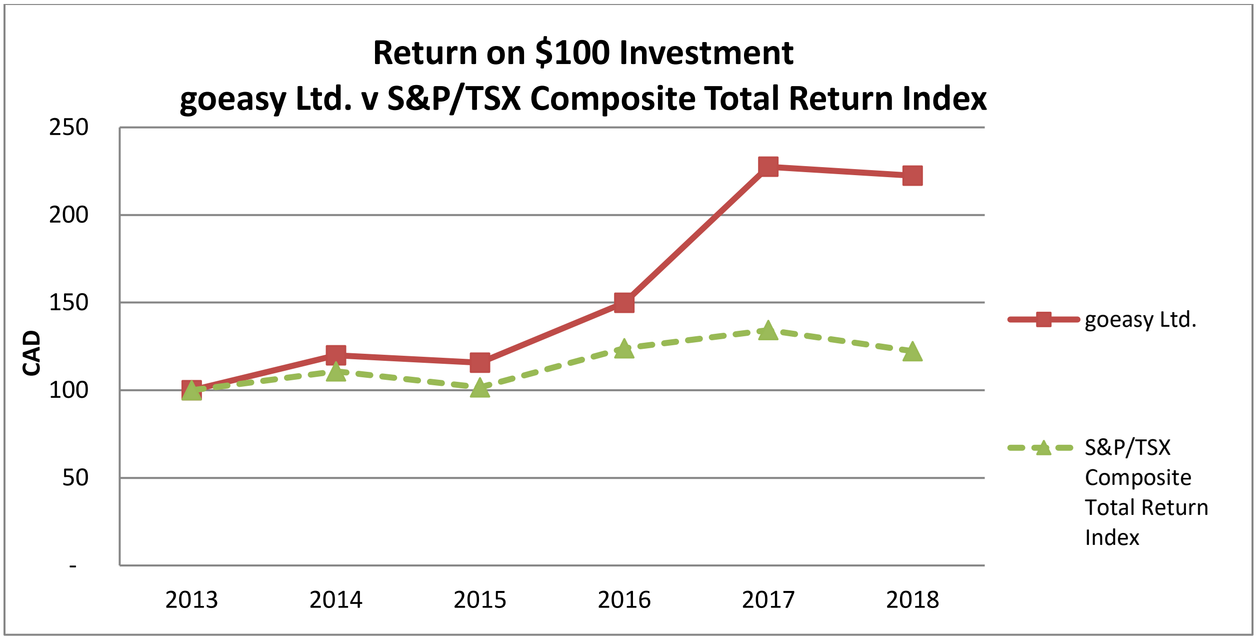
In the event of termination of Mr. Khatib's employment, other than for cause, he would be entitled to receive an amount equal to the greater of (i) six months base salary in lieu of notice; or (ii) one month's pay for each year of completed service in lieu of notice plus a continuation of benefits for 6 months. The Corporation estimates that, assuming Mr. Khatib's employment was terminated on December 31, 2018 in such circumstances, the incremental payments and benefits would be approximately $137,500.

STOCK PERFORMANCE GRAPH

The following graph illustrates the total cumulative return on a $100 investment in Common Shares made on December 31, 2013 as compared with the total cumulative return on a $100 investment in the S&P/TSX Composite Total Return Index made on December 31, 2013. 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, 2018, as shown in the Summary Compensation Table on page 24 of this Circular. The Corporation's total cumulative shareholder return over this period has increased driven by earnings and dividend growth, while total compensation paid to the Named Executive Officers grew at a lower rate that was comparable to the growth of S&P TSX Composite Total Return Index from 2013 to 2018.

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 excludes all other compensation.



	2013	2014	2015	2016	2017	2018
Corporation’s Common Shares	100	120	116	150	227	222
S&P/TSX Composite Total Return Index	100	111	102	124	134	122

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, 2018) (a)	Percentage of outstanding shares (as at December 31, 2018)	Weighted average exercise price of outstanding options, warrants and rights (as at December 31, 2018) ($) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in (a)) (as at December 31, 2018) (c)	Percentage of outstanding shares (as at December 31, 2018)
Options	613,391	4.3%	27.67	250,937	1.7%
RSUs (includes dividends)	533,497	3.7%	-	186,776	1.3%
DSUs (includes dividends)	184,304	1.3%	-	89,953	0.6%
Total	1,331,192	9.2%	-	527,666	3.7%

The following table sets forth the annual burn rate for each of the three most recently completed fiscal years for each of the Corporation's applicable security based compensation plans. The Corporation's PSU Plan is not included as awards granted under such plan are not settled with securities issued from treasury. The burn rate has been calculated by dividing the number of securities granted under the compensation plan during the applicable fiscal year, by the weighted average number of securities outstanding for the applicable fiscal year:

Equity compensation plans approved by security holders	2016	2017	2018
Share Option Plan	-	1.8%	1.3%
RSU Plan	2.5%	1.5%	1.4%
DSU Plan	0.2%	0.2%	0.1%

SHARE OPTION PLAN

In 1999, the Corporation implemented a Share Option Plan ("Share Option Plan").

On March 24, 2017, the Board approved an amendment to the Share Option Plan removing the ability to grant options to directors thereunder.

On May 3, 2017, shareholders approved an amendment to the Share Option Plan to change the maximum number of Common Shares available for issuance from treasury thereunder from 2,038,000 to such number which represents 6% of the issued and outstanding Common Shares from time to time. As a result, should the Corporation issue additional Common Shares in the future, the number of Common Shares issuable under the Share Option Plan will increase accordingly. The amended Share Option Plan of the Corporation is an "evergreen" plan, since the Common Shares covered by Options which have been exercised shall be available for subsequent grants under the Share Option Plan and the number of Options available to grant increases as the number of issued and outstanding Common Shares of the Corporation increases. As such, the TSX requires that such plan be submitted to shareholders of the Corporation for ratification every three (3) years.

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 officers and employees of the Corporation or its subsidiaries. The maximum number of Common Shares reserved for issue under the Share Option Plan is such number which represents 6% of the issued and outstanding Common Shares from time to time, being approximately 871,027 Common Shares as at April 1, 2019. Of that amount, (i) 455,783 options (representing 3.1% of the Corporation’s total number of Common Shares as of April 1, 2019) are currently granted and unexercised, and (ii) 415,244 options representing 2.9% of the Corporation’s total number of Common Shares as of April 1, 2019) remain available to be granted.

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 under the Share Option Plan or under any other equity based compensation plan is limited to 5% of the total number of Common Shares outstanding at the date of grant. All options are non-assignable.

The Human Resources 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 President and 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 an 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 of 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; and (5) 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.

The total number of Common Shares held by insiders entitled to receive a benefit under the Share Option Plan as of April 1, 2019 was 665,023, representing 4.6% of the Corporation's outstanding Common Shares.

Option Summary as at April 1, 2019	**Options Granted in Prior Fiscal Years**	**Options Granted from Jan. 1, 2018 to Dec. 31, 2018**	**Options Granted from Jan. 1, 2019 to Apr. 1, 2019**	**TOTAL**	**Percentage of Outstanding Shares**
Options granted and unexercised					
Issued and vested but not exercised	78,307	-	-	78,307	0.5%
Issued but not yet vested or exercised	191,434	185,784	258	377,476	2.6%
	269,741	185,784	258	455,783	3.1%
Options available to be granted				413,750	2.9%

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 Common Share on the TSX on the particular day. The Human Resources 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.

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. 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.

On May 3, 2016, 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 915,000 to 1,165,000.

On May 3 2017, the shareholders of the Coporation approved management's proposal to amend the RSU Plan to change the maximum number of Common Shares available for issuance from treasury thereunder from 1,165,000 to such number which represents 5% of the issued and outstanding Common Shares from time to time. As a result, should the Corporation issue additional Common Shares in the future, the number of Common Shares issuable under the RSU Plan will increase accordingly. The amended RSU Plan of the Corporation is considered an "evergreen" plan, since the Common Shares issued in connection with the vesting of RSUs shall be available for subsequent grants under the RSU Plan and the number of RSUs available to grant increases as the number of issued and outstanding Common Shares of the Corporation increases. As such, the TSX requires that such plan be submitted to shareholders of the Corporation for ratification every three (3) years.

The Human Resources Committee determines, subject to the approval of the Board, the number of RSUs to be granted, and to which Participants, under the RSU Plan. The value of the grants at the date of grant in 2018 were based on a percentage of the recipients salary consistent with the grants in the previous year. RSUs granted to a Participant are credited to the Participant's RSU account. The vesting schedule for RSUs is determined by the Human Resources 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.

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.

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 Corporation has generated a long term compounded average growth rate on diluted earnings per share of 22.7% since 2001. For RSU recipients to receive maximum vesting for RSUs granted in 2016 through 2018, the Corporation needed to generate a compounded average growth rate on earnings per share of 30% for the 3 years immediately following the grant.

The total number of Common Shares held by insiders entitled to receive a benefit under the RSU Plan as of April 1, 2019 was 665,023, representing 4.6% of the Corporation's outstanding Common Shares.

RSU Summary as at April 1, 2019	RSUs Granted in Prior Fiscal Years	RSUs Granted from Jan. 1, 2018 to Dec. 31, 2018	RSUs Granted from Jan. 1, 2019 to Apr. 1, 2019	TOTAL	Percentage of Outstanding Shares
RSUs granted and outstanding	133,168	193,702	21,742	348,612	2.4%
RSUs available to be granted				375,999	2.6%

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

The Human Resources 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 Human Resources Committee at the time of grant. As at December 31, 2018, 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.

No PSUs were granted and outstanding as at April 1, 2019.

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 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 2.3% of the Corporation's total number of Common Shares as of December 31, 2018.

It is proposed that the DSU plan be amended to increase the number of Common Shares available for issuance from treasury thereunder from 325,000 to 375,000, representing 2.6% of the Corporation's total number of Common Shares as at April 1, 2019.

As of April 1, 2019, 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. As of April 1, 2019, the total number of DSUs settled for cash was 47,208, representing 0.3% 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 31 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 April 1, 2019	**DSUs Granted in Prior Fiscal Years**	**DSUs Granted from Jan. 1, 2018 to Dec. 31, 2018**	**DSUs Granted from Jan. 1, 2019 to Apr. 1, 2019**	**TOTAL**	**Percentage of Outstanding Shares**
DSUs granted and outstanding	165,852	18,452	47,427	231,731	1.6%
DSUs available to be granted				42,526	0.3%

If the proposed amendment to the DSU Plan is approved by the TSX and the Corporation's shareholders (excluding those insiders entitled to received a benefit under the DSU Plan), the total number of Common Shares issuable under the DSU Plan pursuant to unexercised DSUs and DSUs available to be granted will be 92,526, representing 0.6% of the Corporation's total number of Common Shares as at April 1, 2019.

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 $150,000 or $100,000 for all other insurable losses. The premium paid by the Corporation during 2018 for this coverage was $117,575.

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, 2018.

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 and Chief Executive Officer of the Corporation at the Corporation's offices, 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 April 1, 2019.

David Ingram
Executive Chairman

SCHEDULE A

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

WHEREAS the Board of Directors has approved an amendment to the Corporation's deferred share unit plan (the "DSU Plan") as described in the Corporation's management information circular dated April 1, 2019, 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 DSU Plan on the basis set out in the management information circular of the Corporation;

NOW BE IT RESOLVED THAT:

1. Section 3.2 of the DSU Plan be amended to increase the maximum number of Common Shares reserved for issuance from treasury under the DSU Plan from 325,000 to 375,000.

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

Purpose and Scope

The members of the Board of Directors (the "Board") have the duty to supervise the management of the business and affairs of goeasy, Ltd. ("goeasy" or the "Company"). The Board, directly and through its committees and the chair of the Board (the "Chair"), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company

Director Qualifications

Each director must have an understanding of the Company's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Nominating and Corporate Governance Committee

It is the policy of the Company 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 not have a direct or indirect material relationship with the Company 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 Multilateral Instrument 52-110 – Audit Committees, are considered to have a "material relationship" with the Company:

(1) The director is or has been within the last three years an employee or executive officer of the Company;

(2) The director's immediate family member is or has been within the last three years an executive officer of the Company;

(3) The director is a partner of a firm that is the Company'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 Company's audit within that time;

(4) 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 Company'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 Company's audit within that time;

(5) 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 Company's current executive officers serve on the entity's compensation committee;

(6) The director or the director's immediately family member who is employed as an executive officer of the Company received more than $75,000 per year in direct compensation from the Company during any 12-month period within the last three years; or

(7) The director is a shareholder with the ability to exercise a majority of votes for the election of the Board.

In addition, the composition and organization of the Board, including: the number, qualifications and remuneration of directors; the number of Board meetings; Canadian residency requirements; quorum requirements; meeting procedures and notices of meetings will comply with the applicable requirements of the Business Company Act (Ontario) (the "BCA"), the Securities Act (Ontario) (the Act), the articles and by-laws of the Company, subject to any exemptions or relief that may be granted from such requirements and 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 and organization of the Board.

Board Structure & Mandate Review

The Chair of the Board shall be an independent director, unless the Board determines that it is inappropriate to require the Chair to be independent. If the Board determines that it would be inappropriate to require the Chair of the Board to be independent, then the independent directors shall select from among them a director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. The Chair, if independent, or the Lead Director if the Chair is not independent, shall act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

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.

Each new director shall participate in the Company's initial orientation program and each director shall participate in the Company's continuing director development programs. At least annually, the Board shall review the Company's initial orientation program and continuing director development programs.

At least annually, the Board shall review and assess the adequacy of its Mandate to ensure compliance with any rules of regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

Board Meetings

The Board will meet at least once in each quarter, in person and/or via telephone, with additional meeting held as deemed advisable. Meetings of the Board shall be conducted in accordance with the Company's by-laws. The Chair is primarily responsible for the agenda and for supervising the conduct of the meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

The independent members of the Board shall hold regularly scheduled meetings, or portions of 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 Company, be a majority of the number of directors.

The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.

The Board shall have unrestricted access to management and employees of the Company. The Board shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the Company. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public company.

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 Company, 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 six 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 Company.

(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 Company'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 Company 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 Company 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 Company is operated, which shall include without limitation:

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

(ii) adopting a communication policy for the Company, 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 Company’s internal, financial, non-financial and business 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; and

(d) The Board has a particular responsibility to ensure that the Company 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 Company 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 Company.

(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 easyhome 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 easyhome 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 Company's business and relevant developments outside the Company that affects its business.

(d) Directors are expected to own common shares or deferred share units of the Company with a value equivalent to the lesser of three times the annual retainer or 4,500 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 Company and in so doing:

  (i) to act honestly and in good faith with a view to the best interests of the Company;

  (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 Company;

  (v) the payment of a commission to any person in consideration of the purchase or agreement to purchase shares of the Company from the Company;

  (vi) the approval of management proxy circulars;

  (viii) the approval of the financial statements of the Company; and

  (ix) adoption, amendment or repeal of by-laws of the Company.

No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

APPENDIX B

GOEASY LTD.

CORPORATE GOVERNANCE, NOMINATING AND RISK COMMITTEE MANDATE

Purpose and Scope

goeasy, Ltd. (“goeasy”/the “Company”) believes that “Corporate Governance” means the process and structure used to oversee the management of the business affairs of the Company in the best interests of the Company. The process and structure define the division of power between, and establish mechanisms for achieving accountability by, the Board of Directors (the “Board”) and senior management. 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.

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 shall have the meaning, as the context requires, given to it in National Policy 58-201 Corporate Governance Guidelines, as may be amended from time to time.

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. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

The Committee shall meet at least annually or more frequently as needed to carry out its duties and responsibilities. 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.

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board. 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 Company.

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

Responsibilities

The Committee is responsible for:

(a) examining the effectiveness of the Company'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 Company 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 Company's business remains current;

(d) periodically reviewing the mandates of the Board and committees of the Board, taking into account appropriate structure, size, composition, mandate and members for the committees, 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 Company's information, insider trading and the Company's timely disclosure and other public Company obligations;

(f) receiving reports, at minimum on an annual basis, from the CEO regarding material breaches of the Code of Business Conduct and shall, in turn, report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and report annually to the Board thereon.

(g) monitoring conflicts of interest (real or perceived) of both the Board and management in accordance with the Code of Conduct;

(h) on an annual basis, 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 Company, with reference to the corporate governance guidelines established by the securities regulatory authorities or recommendations and other regulatory requirements on corporate governance and also taking into account recent developments in corporate governance;

(j) approving outside counsel or advisors to be engaged by individual directors when deemed appropriate with the cost to be borne by the Company;

(k) developing and updating a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Company, all in conjunction with the Chairman of the Board, and report to the Board thereon at least annually;

(l) in conjunction with the Chairman of the Board, the Committee shall undertake 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 recommend to the Board, if necessary, a reduction or increase in the size of the Board;

(m) recommending to the Board the remuneration (fees and/or retainer) to be paid to and the benefits to be provided to directors;

(n) conducting a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to directors in a timely manner;

(o) reviewing regularly with the Company's CEO, the Company's enterprise risk management programs and processes, and systems to monitor and manage major non- financial business risks and legal and ethical compliance programs. The Committee will receive management reports regarding identified risks and risk mitigation strategies, including, but not limited to: strategic risk, operational risk, cyber security risk, disaster recovery plan and business continuity plan;

(p) overseeing management of the Company's non-financial risk profile and risk tolerance associated with its strategy and corporate objectives;

(q) overseeing processes established to ensure the Board receives sufficient information about non-financial risk to enable Board decisions to be made based upon full information about non-financial risk;

(r) Reviewing, as required, the Company's regulatory compliance with provincial & federal legislation, legal or compliance matters that may have a material impact on the Company; the effectiveness of the Company's compliance policies; and any material communications received from regulators; and

(s) Reviewing major changes to the Company's IT systems

Other Responsibilities

New Director Candidates

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.

Committee Composition Recommendations

The Committee shall also, in consultation with the Chairman of the Board, annually or as required, recommend to the Board, the individual directors to serve on the various Committees.

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The

Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The Committee may also recommend for Board approval the removal of a director from the Board or from a Board Committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate.

Assessment of Effectiveness

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.

Alternate Chair Recommendation

The Corporate Governance Committee shall recommend to the Board from time to time an independent director who:

- shall chair meetings of the Board of Directors in circumstances where the Chairman has a conflict;

- 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

- 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.

No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

APPENDIX C

GOEASY LTD.

HUMAN RESOURCES COMMITTEE MANDATE

Purpose and Scope

The Human Resources Committee (the "Committee") of the Board of Directors (the "Board") of goeasy, Ltd. ("goeasy" or the "Company") shall exercise the responsibilities and duties set forth below, including but not limited to, determining and making recommendations with respect to all forms of compensation to be granted to the Chief Executive Officer of the Company ("CEO"), and reviewing the CEO's recommendations respecting compensation of the other senior executives of the Company.

Member Qualifications

The HR Committee of the Board of Directors (the "Committee") shall consist of three or more directors, a majority of whom shall be independent, within the meaning of the provisions of National Policy 58-201 Corporate Governance Guidelines, subject to any exemptions or relief that may be granted from such requirements. 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") comprised of members of management and Board members. Members of the Committee shall be appointed by the Board and the Board shall designate one non-management member to chair the Committee.

Management team members of the Committee are responsible for planning, developing and implementing programs and resolutions on behalf of the Committee, but are not voting members. Board member constituents are responsible for advising, approving and monitoring said programs and resolutions.

The Committee shall meet at least annually or more frequently as needed as required to carry out its duties and responsibilities. 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. The Committee shall hold in camera meetings at each Committee meeting.

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. 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. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities

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.

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board

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.

To fulfil its responsibilities and duties the Committee shall:

1. Align compensation with the Corporation's business objectives, performance and competitive labor market;

2. Align Compensation and Incentives with the interest of shareholders to maximize shareholder value; and

3. Ensure that Executive Talent Management practices are in place.

The Committee's responsibilities include:

1) Develop and monitor Compensation plans and recommendations for the approval by the Board by 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, incentive plans bonuses, benefits, equity and 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 incentive plans, salary policy, and equity/quasi-equity incentive compensation grants or awards for all employees.

2) Develop and monitor executive talent management plans and recommendations for approval by the Board, acting upon the recommendation of the Chief Executive Officer, ensuring that succession plans are in place for key executive roles to satisfy succession planning and sound business continuity. The Committee will advise to ensure that management has effective processes in place to retain key employees, identify and reward high-potential talent, and adequately address the organization's diversity and inclusion needs in efforts to align the capabilities of talent with the current and forward-facing business goals and strategy.

Annually, the Committee shall:

1. 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 these objectives and corporate goals and recommend for approval of the Board the Chief Executive Officer's compensation level based on this assessment.

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

3. Ensure 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.

4. Submit a report to the Board on human resources matters at least annually.

5. Prepare an annual report for inclusion in the Company’s management information circular to shareholders respecting the process undertaken by the Committee in its review and preparing a recommendation in respect of Chief Executive Officer compensation.

The Committee shall review and assess annually the adequacy of this Mandate, the effectiveness of the Committee’s performance, compliance with any rules or regulations promulgated by any regulatory body and, when necessary, shall recommend changes to the Corporate Governance and Nominating Committee.

No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Articles and By-laws, it is not intended to establish any legally binding obligations.