



**NOTICE OF 2026 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 20, 2026**

AND

MANAGEMENT INFORMATION CIRCULAR

Dated April 1, 2026

Corporation's Website: <https://www.goeasy.com/>



QUESTIONS? NEED HELP VOTING YOUR COMMON SHARES?

Contact Kingsdale Advisors by telephone at
1-877-659-1821 (toll-free in North America) or
1-437-561-5023 (text and call enabled outside North America) or
by email at contactus@kingsdaleadvisors.com

To obtain information about voting your Common Shares, please visit www.voteGSY.com

Notice of Annual General and Special Meeting of Shareholders

Notice is hereby given that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of goeasy Ltd. (the “**Corporation**”) will be held in a virtual-only format whereby shareholders may attend and participate in the Meeting via live audio webcast. In this virtual Meeting, registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have appointed themselves as proxyholders, may attend the Meeting, ask questions and vote, all in real time. Registered shareholders and duly appointed proxyholders can vote at the appropriate times during the Meeting.

You must be connected to the internet at all times to be able to vote – it is your responsibility to make sure you stay connected for the entire Meeting.

WHEN

Wednesday, May 20, 2026
10:00 a.m. (Toronto time)

BUSINESS OF THE MEETING

At the Meeting, shareholders will be asked to:

- (a) receive the Corporation’s audited comparative consolidated financial statements for the financial year ended December 31, 2025, and the independent auditors’ report thereon (*see page 7 of the Circular (as defined below)*);
- (b) elect the directors for the ensuing year (*see page 7 of the Circular*);
- (c) appoint Ernst & Young LLP as auditor for the ensuing year and authorize the board of directors (the “**Board of Directors**”) to fix the auditor’s remuneration (*see page 8 of the Circular*);
- (d) consider and, if deemed appropriate, adopt an ordinary resolution in the form of Schedule A of the Circular, confirming the adoption of the advance notice by-law of the Corporation (*see page 9 of the Circular*); and
- (e) transact such other business as may properly come before the Meeting or any postponement or adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the “**Circular**”) accompanying this notice of 2026 annual general and special meeting of shareholders (this “**Notice of Meeting**”).

Shareholders are entitled to receive notice of and to vote at the Meeting if they were shareholders as at the close of business on the record date, being March 25, 2026.

If you are a registered shareholder and you want to appoint someone else (other than the person(s) designated by management) to vote online at the Meeting, you must first submit your proxy indicating who you are appointing. You or your appointee must then register with TSX Trust in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found here <https://tsxtrust.com/resource/en/75>.

How do registered shareholders vote at the virtual Meeting?

1. Login online at <https://virtual-meetings.tsxtrust.com/1867> at least 15 minutes before the Meeting starts.
2. Click “**I have a control number/meeting access number**”.
3. Enter your 12-digit control number (on your proxy form) as your username.
4. Enter the password: “**goeasy2026**” (case sensitive).
5. When the polls are opened, click on the “Voting” icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**.
A confirmation message will appear to show your vote has been received.

How do beneficial shareholders vote at the virtual Meeting?

1. Appoint yourself as proxyholder by writing your name in the space provided on the VIF.
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the VIF.
3. Obtain a control number by contacting TSX Trust Company by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found here <https://tsxtrust.com/resource/en/75>.
4. Login online at <https://virtual-meetings.tsxtrust.com/1867> at least 15 minutes before the Meeting starts.
5. Click “**I have a control number/meeting access number**”.
6. Enter the control number provided by tsxtrustproxyvoting@tmx.com.
7. Enter the password: “**goeasy2026**” (case sensitive).
8. When the polls are opened, click on the “Voting” icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**.
A confirmation message will appear to show your vote has been received.

How do guests attend the virtual Meeting?

1. Login online at <https://virtual-meetings.tsxtrust.com/1867> at least 15 minutes before the Meeting starts.
2. Click “**I am a guest**”.

If you are a non-registered shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.

Registered shareholders who are unable to attend the virtual Meeting are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope to TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or submit by fax to 416-595-9593 or internet at www.voteproxyonline.com. Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the voting instruction form 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 10:00 a.m. (Toronto time) on May 15, 2026, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays, and holidays, prior to the time fixed for the holding of any postponement or adjournment of the Meeting.

NOTICE-AND-ACCESS

The Corporation is using the notice-and-access procedures permitted by Canadian securities laws for the delivery to shareholders of the Circular, the management's discussion and analysis, the consolidated financial statements of the Corporation and the auditor's report for the fiscal year ended December 31, 2025, and other related materials for the Meeting (the "**Proxy Materials**"). Under the notice-and-access procedures, instead of receiving paper copies of the Proxy Materials, shareholders receive this Notice of Meeting and a form of proxy or voting instruction form, as applicable.

Using the notice-and-access procedures allows for quick access to the Proxy Materials, contributes to the protection of the environment by reducing the amount of paper sent to shareholders and helps reduce printing and postage costs.

If you have any questions regarding this Notice of Meeting, the notice-and-access procedures or the Meeting procedures, please contact TSX Trust Company toll-free at 1-866-600-5869 or by email at tsxtis@tmx.com.

QUESTIONS? NEED HELP VOTING YOUR COMMON SHARES?

Shareholders who have questions or need assistance with voting may contact Kingsdale Advisors, the Corporation's strategic advisor, by telephone at 1-877-659-1821 (toll-free in North America) or 1-437-561-5023 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com. To obtain information about voting your Common Shares, please visit www.voteGSY.com.

By order of the Board of Directors,



David Ingram, Executive Chairman
Mississauga, Ontario, Canada

April 1, 2026

Where to get a copy of the Proxy Materials?

The Proxy Materials will be available online at <https://docs.tsxtrust.com/2291>, on SEDAR+ under the Corporation's profile at www.sedarplus.ca, or on the Corporation's website at www.goeasy.com. Shareholders are advised to review the Proxy Materials prior to voting.

If you prefer to have a paper copy, contact us by calling or emailing TSX Trust Company and we will send you one, free of charge:

Call: 1-866-600-5869
Email: tsxtis@tmx.com
(Please add '**goeasy 2026 MIC**' on the subject line)

To receive the Proxy Materials in advance of the voting deadline and Meeting date, requests for paper copies should be received by no later than May 8, 2026. If you request a paper copy of the Proxy Materials, please note that you will not receive another form of proxy or voting instruction form, as applicable. Please retain the one you received with this Notice of Meeting for voting purposes.

Letter to Shareholders

Fellow shareholders,

goeasy Ltd. (the “**Corporation**”) is pleased to invite holders of its common shares to participate in the Corporation’s Annual General and Special Meeting of Shareholders (the “**Meeting**”). This year’s Meeting will be held in a virtual-only format, which will provide Shareholders with the opportunity to attend, participate, ask questions and vote in real time regardless of their location. The Meeting will be held on Wednesday, May 20, 2026, at 10:00 a.m. (Toronto time) via live webcast at <https://virtual-meetings.tsxtrust.com/1867>. Detailed information regarding how to access the Meeting and how to vote is set out in this Management Information Circular.

Over the past year, our share price performance has fallen short of our expectations and those of our shareholders. We recognize that our recent results have not aligned with our long-term track record of value creation or the standards we set for ourselves. We take that seriously. Over the last several months, we have spent a great deal of time listening to shareholders and we continue to engage constructively to ensure their perspectives inform our oversight and decision-making. The board of directors (the “**Board**”) and executive leadership team (“**Leadership**”) of the Corporation have taken decisive steps to address this, including stabilizing the business, strengthening governance and oversight, and positioning the Corporation to deliver sustainable long-term value.

Importantly, while market sentiment has been challenging, our core purpose and the role we play in the market remain unchanged. We continue to serve a large and resilient segment of Canadians who rely on responsible access to credit to manage life’s essentials and build financial stability. That mission continues to guide our decisions as we work through this period.

STABILIZING THE BUSINESS AND REFOCUSING ON THE CORE

Throughout late 2025 and into early 2026, Leadership and the Board (including through its committees) undertook a comprehensive review of our operating model, portfolio mix, credit discipline and organizational structure. This was not a surface-level exercise. It involved candid assessments of what has worked, where execution fell short, and how to decisively course-correct. The outcome of that review, as detailed in our most recent earnings call, is the implementation of a clear and focused six-point action plan, initiated in late 2025 and now being executed throughout 2026, designed to return the Corporation to expected operating standards while reinforcing the Corporation’s long-term growth potential. This plan centres on the following priorities:

- Refocusing growth and capital on easyfinancial’s direct-to-consumer platform, which remains the cornerstone of our business and offers higher return lending. Despite macroeconomic headwinds, this channel has maintained resilient credit performance, robust customer demand, and strong unit economics.
- Tightening underwriting standards combined with improved collections processes while reducing exposure within LendCare, where performance has fallen short of expectations. This includes reducing originations, exiting select merchant relationships and applying enhanced risk oversight to improve portfolio quality over time.
- Simplifying and integrating operating models and leadership accountability across the organization to accelerate decision-making, reducing duplication and allowing for a more streamlined customer experience that will ensure defined ownership of outcomes.
- Driving meaningful operational efficiencies, including workforce streamlining and expense discipline initiatives expected to generate approximately \$30 million in annualized cost savings in 2026, while continuing to protect customer service and risk management capabilities that align the Company’s cost structure with its strategic priorities.
- Emphasizing balance sheet strength by strengthening internal controls and liquidity through prudent capital management, including suspending dividends and share repurchases. This action is taken to preserve capital in order to accelerate deleveraging of the balance sheet and fund organic growth initiatives in the Company’s core lending segments.
- Reinforcing balance sheet flexibility, supported by amended credit facilities and management’s confidence in renewing our securitization arrangements ahead of their October 2026 maturity.

Despite near-term challenges, key underlying fundamentals remain resilient. At the end of fiscal 2025, our consumer loan portfolio stood at approximately \$5.5 billion, representing nearly 20% year-over-year growth driven by continued demand

from our core customer base. Revenues exceeded expectations, and easyfinancial continues to exhibit stable credit performance relative to its risk profile. These fundamentals give us confidence that the actions underway can translate into improved financial results and key performance indicators over time.

DISCIPLINE, LIQUIDITY AND RISK MANAGEMENT

An essential theme as we progress forward is maintaining discipline in credit, in cost structure and in capital allocation. Leadership has confirmed that the Corporation maintains access to sufficient liquidity to support ongoing operations, with no anticipated need for near-term equity issuance. Internal cash generation remains strong, providing flexibility as we work through the current operating reset.

The Board has remained deeply engaged in overseeing liquidity planning, covenant compliance, and risk management practices. Enhanced reporting, tighter controls, and frequent review cycles have been implemented to ensure emerging risks are identified early and addressed decisively. These changes are foundational to restoring consistency and predictability in our results.

LEADERSHIP, GOVERNANCE AND BOARD RENEWAL

The Board has continued to refresh its composition to ensure the right mix of experience, independence, and oversight to support the Company's priorities. Jacqueline Moss brings deep expertise in human resources, strategy, corporate development, and governance, grounded in senior leadership experience at CIBC and complemented by her service on the boards of RFA Financial Inc. and Minto Apartment REIT. The addition of CEO Patrick Ens to the Board provides valuable management insight on execution and risk oversight, supported by his extensive consumer credit experience, including as President of Capital One Canada.

At the same time, we say goodbye to David Appel and Jason Mullins. Both made meaningful contributions to goeasy over many years, and we extend our sincere appreciation for their contributions. Mr. Appel brought decades of experience in law, business, and public service, providing thoughtful judgment and governance insight throughout his tenure. Mr. Mullins served the Corporation with distinction, including as President and Chief Executive Officer from 2019 through 2024, and played a central role in the Corporation's growth and strategic development during a period of significant transformation. We thank both directors for their dedication, leadership, and service on behalf of the Corporation and its shareholders.

Strong governance matters, especially in periods like this. The Board remains committed to best-in-class governance practices, independent oversight, and transparent engagement with shareholders. This commitment underpins every aspect of our ongoing initiatives.

EMPLOYEES, CULTURE AND CUSTOMER COMMITMENT

None of the progress achieved to date would be possible without the commitment and professionalism of our employees. This has not been an easy period. We've made changes, asked more of our teams, and navigated uncertainty. Through it all, our employees have remained focused on serving customers the right way. While difficult decisions were required, our award-winning culture, rooted in hard work, integrity, and giving back to communities in which we work and live, remains the defining strength of the organization.

And our purpose hasn't changed. We serve Canadians who need access to credit, often when traditional options aren't available. Serving our customers responsibly is not just our mission; it underpins our strategy and will be our focal point to restore long-term value for shareholders.

EXECUTING FOR STABILITY AND GROWTH

Early progress in 2026 demonstrates that the actions we have taken are driving tangible improvements in execution, operational discipline, and balance sheet strength. The Board continues to actively oversee Leadership's progress against the six-point plan, maintaining rigorous accountability, quarter after quarter and constructive engagement with shareholders.

With decisive action, reinforced capital, disciplined risk management, and the Corporation's scale and market position, we are well positioned to rebuild momentum and deliver improved performance over the coming quarters.

Restoring shareholder value remains our top priority, and we are focused on executing the plan with discipline and transparency. We thank our shareholders for their ongoing engagement and trust as we work to deliver sustainable long-term results.

QUESTIONS? NEED HELP VOTING YOUR COMMON SHARES?

Shareholders who have questions or need assistance with voting may contact Kingsdale Advisors, the Corporation's strategic advisor by telephone at 1-877-659-1821 (toll-free in North America) or 1-437-561-5023 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com. To obtain information about voting your Common Shares, please visit www.voteGSY.com.

Sincerely,

David Ingram
Executive Chairman

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MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies, by or on behalf of the management of goeasy Ltd. (the “**Corporation**”), for use at the Corporation’s annual general and special meeting of the holders of the Corporation’s common shares (the “**Common Shares**”) to be held on May 20, 2026 (the “**Meeting**”) or at any postponement or adjournment thereof.

Unless otherwise stated, all information provided in this Circular is given as at April 1, 2026.

CAUTIONARY INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Circular includes forward-looking statements about the Corporation and its subsidiaries, including, but not limited to, its business operations, strategy and expected financial performance, results and condition. Forward-looking statements include, but are not limited to, statements with respect to the Corporation’s six-point action plan, including its implementation and the Corporation’s priorities with respect thereto; and the Corporation’s expected future financial and operating performance and results. Forward-looking statements also include any other statements that do not refer to historical facts. In certain cases, forward-looking statements that are predictive in nature, depend upon or refer to future events or conditions, and/or can be identified by the use of words such as “expect”, “continue”, “anticipate”, “intend”, “aim”, “plan”, “believe”, “budget”, “estimate”, “forecast”, “foresee”, “target” or negative versions thereof and similar expressions, and/or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements are based on certain factors and assumptions, including expected growth, results of operations and business prospects and are inherently subject to, among other things, risks, uncertainties and assumptions about the Corporation’s operations, economic factors and the industry generally. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those expressed or implied by forward-looking statements made by the Corporation. Some important factors that could cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, the Corporation’s ability to enter into new lease and/or financing agreements, collect on existing lease and/or financing agreements, manage credit risk, open new locations on favourable terms, offer products which appeal to customers at a competitive rate, respond to changes in legislation, react to uncertainties related to regulatory action, raise capital under favourable terms, compete, manage the impact of litigation (including shareholder litigation), control costs at all levels of the organization and maintain and enhance the system of internal controls. The Corporation cautions that the foregoing list is not exhaustive. These and other factors could cause actual results to differ materially from the expectations expressed in the forward-looking statements. Further details and descriptions of these and other factors that could cause the Corporation’s actual results to differ materially from those expressed in the forward-looking statements are disclosed in the Corporation’s filings with Canadian securities regulators, including the Corporation’s Annual Information Form and Management’s Discussion and Analysis (“**MD&A**”) for the year ended December 31, 2025, each of which is available on SEDAR+ at www.sedarplus.ca. The risks and uncertainties described in the Corporation’s filings are not the only ones that could affect the Corporation. Additional risks and uncertainties not currently known to management or that may currently not be considered material by management, could nevertheless also have an adverse effect on the Corporation’s business.

The reader is cautioned to consider these, and other factors carefully and not to place undue reliance on forward-looking statements, which may not be appropriate for other purposes. The Corporation is under no obligation (and expressly disclaims any such obligation) to update or alter the forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.

PROXIES

SOLICITATION OF PROXIES

The enclosed proxy is being solicited by the management of the Corporation and the costs of solicitation of proxies will be borne by the Corporation. 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.

The Corporation has retained Kingsdale Advisors to provide a broad array of strategic advisory, governance, strategic communications, digital and investor campaign services on a global retainer basis in addition to certain fees accrued during the life of the engagement upon the discretion and direction of the Corporation. Shareholders may contact Kingsdale Advisors, the Corporation's strategic advisor, by telephone at 1-877-659-1821 (toll-free in North America) or 1-437-561-5023 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com. To obtain information about voting your Common Shares, please visit www.voteGSY.com.

The Corporation is not sending proxy-related materials directly to non-objecting beneficial owners, as permitted under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Instead, the Corporation has distributed copies of the materials to the intermediaries for onward distribution to non-registered shareholders. Intermediaries are required to forward these materials, along with a voting instruction form, to all non-registered shareholders for whom they hold shares unless they have waived the right to receive them. The Corporation intends to pay for intermediaries to deliver proxy-related materials to objecting beneficial owners.

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) 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 postponement or 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.

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 postponement or adjournment thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested.

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 postponement or 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.

HOW TO VOTE: REGISTERED SHAREHOLDERS

Registered shareholders are those whose names appear directly on the share register maintained by TSX Trust Company. These shareholders have direct legal ownership of their Common Shares registered in their own names.

For details on how to vote, please see below:

REGISTERED SHAREHOLDERS		
 VOTING BY INTERNET	 VOTING BY MAIL	 VOTING BY FAX
Go to www.voteproxyonline.com specified on your form of proxy and then follow the voting instructions on the screen. You will require the 12-digit control number (located on the front of your form of proxy) to identify yourself to the system. Carefully follow the prompts to vote, then confirm that your voting instructions have been properly recorded.	Complete, sign, and date your form of proxy and mail it in the postage-paid envelope included in your package to: TSX Trust Company of Canada Attention: Proxy Department 301-100 Adelaide Street West Toronto, Ontario, M5H 4H1 Your package should include a self-addressed envelope. If it is missing, please send your completed form of proxy to the address above.	Complete, sign and date your form of proxy and return it by fax to 1-416-595-9593 (within North America). On the fax please write: To the Toronto Office of TSX Trust, Attention Proxy Department

Registered shareholders may contact Kingsdale Advisors, the Corporation's strategic advisor by telephone at 1-877-659-1821 (toll-free in North America) or 1-437-561-5023 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com. To obtain information about voting your Common Shares, please visit www.voteGSY.com.

HOW TO VOTE: NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

Beneficial shareholders, also called non-registered shareholders, are those whose Common Shares are held in the name of an intermediary (such as a bank, trust company, securities dealer, broker, or trustee of registered savings plans) on their behalf. These shareholders have beneficial ownership but not direct registration.

For details on how to vote, please see below:

Beneficial shareholders receive a Voting Instruction Form ("**VIF**"), from an intermediary (an "**Intermediary VIF**") by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the Intermediary VIF. If you are a beneficial shareholder and have been provided with an Intermediary VIF, follow the instructions on the Intermediary VIF.

The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions ("**Broadridge**"). Broadridge mails the Intermediary VIFs to the beneficial owners as of the beneficial ownership determination date and asks the beneficial owners to return the Intermediary VIFs to Broadridge. Broadridge then tabulates the results of all Intermediary VIFs received from beneficial owners as of the beneficial ownership determination date respecting the Common Shares to be represented at the Meeting. The Intermediary VIF must be returned to Broadridge in advance of the Meeting as per the instructions on the Intermediary VIF in order to have the Common Shares voted or otherwise represented at the Meeting.

BROADRIDGE CANADIAN AND U.S. NON-REGISTERED (BENEFICIAL) SHAREHOLDERS		
 VOTING BY INTERNET	 VOTING BY PHONE	 VOTING BY MAIL
Go to www.proxyvote.com specified on your VIF and then follow the voting instructions on the screen. You will require a 16-digit control number (located on the front of your VIF) to identify yourself to the system.	Shareholders who wish to vote by phone should call 1-800-474-7493 (Canada-English) , 1-800-474-7501 (Canada-French) , or 1-800-454-8683 (English - U.S.) . You will require a 16-digit control number (located on the front of your VIF) to identify yourself to the system.	Complete, sign, and date your VIF and return it in the postage prepaid envelope provided to the address set out on the envelope.

Beneficial shareholders who do not object to their name being made known to the Corporation may be contacted by Kingsdale Advisors to assist in conveniently voting their Common Shares directly by telephone. The Corporation may also utilize the Broadridge QuickVote™ service to assist such shareholders with voting their Common Shares.

Beneficial shareholders may contact Kingsdale Advisors, the Corporation's strategic advisor, by telephone at 1-877-659-1821 (toll-free in North America) or 1-437-561-5023 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com. To obtain information about voting your Common Shares, please visit www.voteGSY.com.

DEADLINE FOR VOTING BY PROXY

To be effective, a proxy must be received by TSX Trust Company not later than 10:00 a.m. (Toronto time) on May 15, 2026, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays, and holidays, prior to the time fixed for the holding of the postponement or adjournment of the Meeting.

Late proxies may be accepted or rejected by the Chair of the Meeting at their discretion, and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at their discretion, without notice.

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 postponement or adjournment of the Meeting, the last business day preceding the day of the postponement or adjournment, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any postponement or adjournment thereof. A shareholder may also revoke a proxy in any other manner permitted by law.

ELECTRONIC DELIVERY OF MEETING MATERIALS

Beneficial shareholders are asked to consider signing up for electronic delivery ("E-delivery") of the Meeting materials. E-delivery has become a convenient way to make distribution of materials more efficient and is an environmentally responsible alternative by eliminating the use of printed paper and the carbon footprint of the associated mail delivery process. Signing up is quick and easy, go to www.proxyvote.com and sign in with your control number, vote for the resolutions at the Meeting and following your vote confirmation, you will be able to

select the electronic delivery box and provide an email address. Having registered for electronic delivery, going forward you will receive your Meeting materials by email and will be able to vote on your device by simply following a link in the email sent by your financial intermediary, provided your intermediary supports this service.

VOTING SHARES

VOTING SHARES

As at April 1, 2026, the Corporation had 16,033,683 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 of the Corporation (the “**Board**” or “**Board of Directors**”) has fixed March 25, 2026, 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, 2026, 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	2,939,000 ¹	18.3%

Note:

¹The 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 2025, together with the independent auditors' report on those financial statements, have been provided to shareholders under the Corporation's SEDAR+ profile at www.sedarplus.ca. Management will present the consolidated financial statements to shareholders in attendance at the Meeting.

ELECTION OF DIRECTORS

The Corporation's articles of incorporation provide that the Board of Directors consists of a minimum of three (3) and a maximum of twelve (12) directors. The Board currently consists of ten (10) directors. The Corporation's shareholders have previously passed a special resolution authorizing the directors of the Corporation to set the number of directors to be elected at a shareholders' meeting.

The Board has set the number of directors to be elected at the Meeting at ten (10). 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 Corporate Governance, Nominating and Risk 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 Corporate Governance, Nominating and Risk Committee or Board deliberations on the resignation offer.

The Board recommends that shareholders vote FOR the election of the proposed nominees whose names are set forth below. 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. 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 ten (10) proposed nominees for election as directors of the Corporation:

- David Ingram
- Donald K. Johnson
- Karen Basian
- Sean Morrison
- Honourable James Moore
- Tara Deakin
- Jonathan Tétrault
- Radhika Kakkar
- Patrick Ens
- Jacqueline Moss

We note that Jason Mullins, who has been a director since 2021, and David Appel, who has been a director since 2010, are not seeking re-election as directors. The Corporation thanks them for their invaluable advice, counsel and leadership throughout the years.

The section of this Circular entitled “About the Director Nominees” 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 and deferred share units (“DSUs”) granted and vested under the DSU Plan 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, 2026. 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.

APPOINTMENT OF AUDITOR

At the Meeting, the holders of Common Shares will be asked to appoint Ernst & Young LLP as the Corporation’s auditor to act until the next annual meeting of shareholders or until a successor is appointed, and to authorize the Board of Directors to fix the auditor’s remuneration.

The Corporation maintains robust policies and procedures to assess the external auditor’s performance, objectivity, and independence. The Audit Committee, composed entirely of independent directors, oversees this evaluation and balances the importance of auditor independence with the need for continuity and institutional knowledge to effectively audit a complex organization.

The Audit Committee conducts an annual evaluation of the external auditor’s qualifications, expertise, and performance, including a review of the lead engagement partner(s). It also assesses any relationships or services that may impact independence and pre-approves all non-audit engagements, except where such services do not exceed 5% of total fees paid to the external auditor in the applicable fiscal year.

The Corporation remains committed to maintaining auditor independence and continuously enhancing its oversight practices, including periodically reviewing the appropriateness of auditor rotation policies.

The Board recommends that shareholders vote FOR the appointment of Ernst & Young LLP as auditor of the Corporation and the authorization of the Board of Directors to fix the auditor’s 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 appointment of Ernst & Young LLP as auditor of the Corporation to act until the next annual meeting of shareholders or until a successor is appointed and the authorization of the Board of Directors to fix the auditor’s remuneration.

The fees paid to Ernst & Young LLP for 2025 and 2024 are set out below.

Fees	Year Ended December 31, 2025 (\$)	Year Ended December 31, 2024 (\$)
Audit fees ¹	1,574,736	1,436,902
Audit-related fees ²	-	-
Tax fees ³	176,746	117,118
All other fees ⁴	-	14,250
Total fees	1,751,482	1,568,270

Notes:

¹ Audit fees include fees for the professional services in connection with the annual audit and quarterly reviews of the Corporation’s consolidated financial statements. In 2024 and 2025, audit fees included services rendered in the context of financings.

² No audit-related services were performed by Ernst & Young LLP in 2024 and 2025.

³ Tax fees include fees for services in connection with the Corporation's corporate income tax return compliance and general tax advice and assistance.

⁴ All other fees in 2024 related to assistance provided with respect to the Corporation's regulatory procedures.

At the 2025 annual meeting of shareholders, 95.85% of votes were voted FOR the appointment of Ernst & Young LLP as auditor of the Corporation.

CONFIRMATION OF ADVANCE NOTICE BY-LAW

On March 31, 2026, the Board adopted a by-law relating to the advance nomination of directors of the Corporation (the "**Advance Notice By-Law**").

The following is a summary only of the principal provisions of the Advance Notice By-Law and is qualified in full by the text of the Advance Notice By-Law attached hereto as Schedule B and is also available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

The Advance Notice By-Law establishes a framework for advance notice of director nominations by shareholders of the Corporation. Among other things, the Advance Notice By-Law fixes deadlines by which shareholders must submit a notice of director nominations to the Corporation prior to any annual or special meeting of shareholders where directors are to be elected and sets out the information that a shareholder must include in such notice. The Advance Notice By-Law does not interfere with the ability of shareholders to requisition a meeting or to nominate directors by way of a shareholder proposal in accordance with the Ontario Business Corporations Act ("**OBCA**").

To be timely, a shareholder must give valid notice to the Corporation:

- (i) in the case of an annual meeting of shareholders (and including an annual and/or special meeting), not less than 40 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement (the "**Notice Date**") of the date of the annual meeting was made by the Corporation, notice by the nominating shareholder must be made not later than the close of business on the tenth (10th) day following the Notice Date; and
- (ii) in the case of a special meeting that is not also an annual meeting of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made by the Corporation.

The Advance Notice By-Law authorizes the Chair of the meeting to determine whether a nomination was made in accordance with the procedures set forth in the Advance Notice By-Law and, if any proposed nomination is not in compliance with the Advance Notice By-Law, to declare that such defective nomination shall be disregarded. The Board may, in its sole discretion, waive any requirement of the Advance Notice By-Law.

The Corporate Governance, Nominating and Risk Committee and the Board believe that the Advance Notice By-Law sets out a clear and transparent process for all shareholders who intend to nominate directors at a shareholders' meeting, by providing a reasonable timeframe for shareholders to notify the Corporation of their intention and by requiring shareholders to disclose information concerning the proposed nominees as is mandated by applicable securities laws. The Board will be able to evaluate the proposed nominees' qualifications and suitability as directors and respond as appropriate in the best interests of the Corporation, and shareholders will be able to make a well-informed voting decision about director nominees. The Advance Notice By-Law is also intended to facilitate an orderly and efficient meeting process.

The Advance Notice By-Law became effective upon its approval by the Board. Pursuant to the provisions of the OBCA, shareholders must confirm the Advance Notice By-Law at the Meeting. If shareholders do not approve the ordinary resolution confirming the adoption of the Advance Notice By-Law, it will no longer be valid.

Accordingly, at the Meeting, shareholders will be asked to consider and, if deemed appropriate, to adopt an ordinary resolution in the form of Schedule A (the “**Advance Notice By-Law Resolution**”), subject to amendments, variations or additions as may be approved at the Meeting, confirming the adoption of the Advance Notice By-Law. The Advance Notice By-Law Resolution must be passed by a simple majority (50% plus one) of votes cast by shareholders at the Meeting.

The Board recommends that shareholders vote FOR the Advance Notice By-Law Resolution. 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 Advance Notice By-Law Resolution.

ABOUT THE DIRECTOR NOMINEES

The number of directors to be elected at the Meeting is ten (10), with each director to serve for a term of one (1) year. Each nominee is qualified and experienced and has expressed their willingness to serve on the Board for the ensuing term.

A profile of each director nominee is set forth below. Information regarding the equity holdings of each nominee is included with their profile.



David Ingram

Age: 60

Residency: Ontario, Canada

Non-Independent

Director since December 2000

Results of 2025 vote: 8,195,734
(97.19%) in favour

Mr. Ingram assumed the role of Executive Chairman of the Board of the Corporation on January 1, 2019. Mr. Ingram had been the Corporation's CEO from 2000 to 2018 and acted as interim CEO from January 1, 2025 until March 3, 2025. In his role as Executive Chairman, Mr. Ingram acts 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 was previously a Vice Chair of the Boys & Girls Clubs of Canada Foundation committee and served on its Board of Directors. Mr. Ingram is the founder and owner of Sweat and Tonic, a Toronto based health and wellness boutique gym.

Board Committees		Other Public Company Board Membership
Ad Hoc CEO Transition Committee		N/A
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	314,587 ²	11,752,970
DSUs	170,024	6,352,097
Total	484,611	18,105,067



Donald K. Johnson, O.C., LL.D

Age: 90

Residency: Ontario, Canada

Independent

Director since June 1999

Results of 2025 vote: 7,933,615
(94.08%) in favour

Mr. Johnson assumed the role of Chairman Emeritus and a Board Member of the Corporation on January 1, 2019. Mr. Johnson was the Chairman of the Board of the Corporation from 2000 to 2018. He is also a member of the Advisory Board for 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/Arts, a Director of the UHN Foundation, a member of the Advisory Board of the Ivey Business School at Western University, a member of the 2026 Major Individual Giving Cabinet of the United Way of Greater Toronto, a member of the National Ballet of Canada Honorary Board and a Director of Murchison Minerals Inc. (TSX.V: MUR).

Board Committees		Other Public Company Board Membership
N/A		Murchison Minerals Inc.
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	2,939,000 ³	109,801,040
DSUs	96,367	3,600,271
Total	3,035,367	113,401,311



Karen Basian

Age: 63

Residency: Ontario, Canada

Independent

Director since November 2014

Results of 2025 vote: 8,070,581
(95.71%) in favour

Ms. Basian is the Corporation's Lead Director and serves on the Board of Newtopia Inc. (TSX.V: NEWU). Ms. Basian is the Chairman of the Board of Directors of BookJane. She is also the President of KB Capital Management Inc., a strategy consulting and financial advisory firm and is the co-founder and Principal of 3NP Realty Management, a real estate company. Ms. Basian formerly served on the Board of Directors of Aimia Inc. (TSX:AIM) and was previously the Chief Financial Officer and Senior Vice President of Operations for 724 Solutions (SVNX.TO); the Chief Global Strategy and Business Development Officer for McCain Foods; Head of Strategy for Frito-Lay North America (a division of PepsiCo); Senior Manager with Bain and Company in the UK and Canada; and International Tax specialist with Deloitte in Canada. Ms. Basian is a Chartered Accountant (CPA CA) and has an MBA from IMD in Lausanne, Switzerland.

Board Committees		Other Public Company Board Membership
Audit Committee (Chair)		Newtopia Inc. ⁴
Human Resources Committee		
Ad Hoc CEO Transition Committee		
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	12,000	448,320
DSUs	37,777	1,411,349
Total	49,777	1,859,669



Sean Morrison

Age: 56

Residency: British Columbia, Canada

Independent

Director since January 2012

Results of 2025 vote: 8,213,724
(97.41%) in favour

Mr. Morrison is a Corporate Director and President and Chief Executive Officer of Diversified Royalty Corp., a public company which purchases trademarks and receives top-line royalty streams from a diversified group of multi-location business and franchisors. Mr. Morrison was the co-founder and formerly the Managing Partner of Maxam Capital Corporation, a private equity fund. Prior to forming Maxam Capital Corporation, 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).

Board Committees		Other Public Company Board Membership
Audit Committee		Diversified Royalty Corp.
Human Resources Committee		
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	3,925 ⁵	146,638
DSUs	20,748	775,145
Total	24,673	921,783



Honourable James Moore

Age: 49

Residency: British Columbia, Canada

Independent

Director since March 2020

Results of 2025 vote: 7,715,682 (91.50%) in favour

The Honourable James Moore is a Corporate Director and a Public Policy Advisor at Edelman. Previously he served as Canada's Minister of Industry, Minister of Canadian Heritage & Official Languages, and Secretary of State for the Asia Pacific Gateway and Minister for the 2010 Olympics over a 5-term, 15-year career as a Member of Parliament. He is a past member of the NAFTA Council for the Government of Canada, served as National Vice-Chair of the Canadian Cancer Society and is on the board of the Canadian Institute for Advanced Research (CIFAR). Mr. Moore is also on the Board of Xplore Inc. (formerly Xplornet Communications) and Arterra Wines Canada. He is bilingual (English & French) and holds a Bachelor of Arts from the University of Northern B.C., and a Master of Arts from the University of Saskatchewan and was the 6th Chancellor of the University of Northern British Columbia.

Board Committees	Other Public Company Board Membership	
Audit Committee	N/A	
Corporate Governance, Nominating and Risk Committee (Chair)		
Ad Hoc CEO Transition Committee		
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	-	-
DSUs	7,019	262,230
Total	7,019	262,230



Tara Deakin

Age: 51

Residency: Ontario, Canada

Independent

Director since July 2020

Results of 2025 vote: 8,086,222 (95.90%) in favour

Ms. Deakin is a Corporate Director and Chief People Officer at Spin Master Corp., where she leads Human Resources, Public Relations, Communications, ESG, and Corporate Citizenship. She brings over 25 years of multifaceted Human Resources experience gained at industry-leading organizations, including Rogers Communications, TD Bank Group, and Citigroup. Ms. Deakin holds a Bachelor of Arts from the University of Western Ontario and has completed postgraduate studies at Central Michigan University and INSEAD. She has also held various board leadership roles with nonprofit and professional organizations, including the Unity Health Foundation, Providence Health Care, and the Association for Talent Development.

Board Committees	Other Public Company Board Membership	
Corporate Governance, Nominating and Risk Committee	N/A	
Human Resources Committee (Chair)		
Ad Hoc CEO Transition Committee (Chair)		
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	-	-
DSUs	6,544	244,484
Total	6,544	244,484



Jonathan Tétrault

Age: 52

Residency: Quebec, Canada

Independent

Director since July 2022

Results of 2025 vote: 8,230,974
(97.61%) in favour

Mr. Tétrault is a Corporate Director and is currently a Managing Partner at Sagard Holdings, a global alternative asset management firm investing in private equity, venture capital, private credit, real estate and royalty transactions. Prior to his current role, Jonathan was the President and Chief Operating Officer of Cirque du Soleil Entertainment Group where he oversaw all operations and business development activities. Prior to his position at Cirque du Soleil Entertainment Group, he was a senior partner at McKinsey & Company where he spent 14 years advising institutional investors, private equity firms, asset management firms and banks, on a broad range of strategic and investment matters, in more than 25 countries. Jonathan holds an MBA from Oxford University, an LL.B. (law degree) from the Université de Montréal, and a Political Studies Certification from the Institut d'Études Politiques de Paris.

Board Committees		Other Public Company Board Membership
Audit Committee		N/A
Corporate Governance, Nominating and Risk Committee		
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	500	18,680
DSUs	3,645	136,177
Total	4,145	154,857



Radhika Kakkar

Age: 48

Residency: Ontario, Canada

Independent

Director since September 2024

Results of 2025 vote: 8,240,963
(97.73%) in favour

Ms. Kakkar is a Corporate Director and is currently the Chief Operating Officer at Wealthsimple Inc., where she leads operations, strategy, and customer success facilitating an ambitious product strategy within a strictly regulated sector. Prior to Wealthsimple Inc., Ms. Kakkar was the Vice President of Global Operations at Snap, the parent company of Snapchat, where she oversaw global operations online sales, and platform integrity. Before her time at Snap, Ms. Kakkar spent 13 years at Accenture working with Communications, Media and Technology companies. She brings considerable advisory experience to goeasy, serving as an Independent Director on the board of InTouchCx since 2020 and acting as an Executive Advisor to Origin, a women's health start-up. Ms. Kakkar holds a B.Sc. in Chemical Engineering from Queen's University.

Board Committees		Other Public Company Board Membership
Human Resources Committee		N/A
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	-	-
DSUs	1,093	40,834
Total	1,093	40,834



Patrick Ens

Age: 42

Residency: Ontario, Canada

Non-Independent

Mr. Ens is the Corporation's Chief Executive Officer, having joined goeasy effective July 1, 2024. Prior to joining the Corporation, Mr. Ens was with Capital One Canada, where he acquired over 17 years of experience in consumer credit. Most recently, Mr. Ens served as President of Capital One Canada, with responsibility for the overall strategic direction and operations of the Canadian business, while driving toward the goal of helping Canadians succeed with credit. Prior to being appointed President in 2021, Mr. Ens held numerous other executive positions at Capital One Canada, within the marketing, risk and product functions, after beginning his career there as a Business Analyst. Mr. Ens obtained a Bachelor of Commerce from Queen's University in 2006.

Board Committees		Other Public Company Board Membership
N/A		N/A
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$) ¹
Common Shares	3,549	132,591
DSUs	-	-
Total	3,549	132,591



Jacqueline Moss

Age: 58

Residency: Ontario, Canada

Independent

Ms. Moss is a corporate director and held numerous executive and senior management roles with CIBC over the course of a 17-year period, ranging from and Senior Vice President, General Counsel (Canada), Executive Vice President, Human Resources having responsibility for all global HR functions, to Executive Vice President, Strategy & Corporate Development and member of the operating committee most recently. Ms. Moss currently serves on the board and is chair of the Compensation, Governance and Nominating Committee of Minto Apartment Real Estate Investment Trust and serves on the board and is a member of the Governance, Nominating and Compensation Committee of RFA Financial. Other corporate boards on which she has served previously include Investment Management Corporation Ontario (IMCO), Ontario Health, CIBC Mellon, and American Century Investments in the United States. Ms. Moss received her Honours Bachelor of Arts degree from Queen's University and her Bachelor of Laws degree from Western University. Ms. Moss has completed the Advanced Management Program at Harvard Business School, holds the ICD.D designation with the Institute of Corporate Directors and holds the GCB.D designation with ESG Competent Boards.

Board Committees		Other Public Company Board Membership
N/A		Minto Apartment REIT RFA Financial Inc.
Common Shares Owned and DSUs Held as at April 1, 2026		
	Number	Value (\$)
Common Shares	-	-
DSUs	-	-
Total	-	-

Notes:

¹ Based on the closing price of the Common Shares on the TSX as at April 1, 2026 of \$37.36.

² Mr. Ingram has control or direction over 144,286 Common Shares which are registered in the name of Sweat and Tonic Inc., a company under Mr. Ingram's control.

³These 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.

⁴Karen Basian is a director of Newtopia Inc., which has been subject to a cease trade order since May 7, 2025, for failing to file certain continuous disclosure documents. The cease trade order remains active.

⁵Mr. Morrison has control or direction over 3,925 Common Shares which are registered in the name of Tri-X Capital Corporation, a company under Mr. Morrison's control.

CORPORATE GOVERNANCE

The Corporation's Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Corporation's corporate governance practices, summarized below, respond to the disclosure required by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**National Instrument 58-101**") and the guidelines set forth in National Policy 58-201 – *Corporate Governance Guidelines* (the "**Guidelines**").

BOARD STRUCTURE AND COMPOSITION

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 (each, a "**Committee**"), 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 retirement 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 (3) standing Committees to assist with its responsibilities: (i) the Audit Committee, (ii) the Human Resources Committee and (iii) the Corporate Governance, Nominating and Risk Committee. Pursuant to the Corporation's policies, each of these Committees has a written mandate approved by the Board and are composed entirely of independent directors.

In addition to the three (3) Committees described above, an Ad Hoc Chief Executive Officer ("**CEO**") Transition Committee was also established in 2024. More information about the Ad Hoc CEO Transition Committee is provided below under the heading "Ad Hoc CEO Transition Committee".

INDEPENDENCE

National Instrument 58-101 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 ten (10) members, eight (8) of whom are "independent directors" within the meaning of National Instrument 58-101. The current independent directors are Donald K. Johnson, Karen Basian, David Appel, Sean Morrison, Hon. James Moore, Tara Deakin, Jonathan Tétrault and Radhika Kakkar. The remaining directors, David Ingram and Jason Mullins, have a material relationship with the Corporation as David Ingram is currently the Executive Chairman of the Corporation and Jason Mullins was the CEO of the Corporation until December 31, 2024. As a result, David Ingram and Jason Mullins are not considered to be independent within the meaning of National Instrument 58-101.

As noted above, the number of directors to be elected at the Meeting is ten (10). All of the director nominees are independent, with the exception of David Ingram, who is currently the Executive Chairman, and Patrick Ens, who is currently the CEO of the Corporation.

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 National Instrument 58-101. 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 selected Mr. Donald K. Johnson, who acted as Lead Director until February 13, 2024. Effective February 13, 2024, Ms. Karen Basian has assumed the role of 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 CEO.

BOARD COMMITTEES

As noted, the Board has established three (3) Committees to assist with its responsibilities: (i) the Audit Committee, (ii) the Human Resources Committee and (iii) the Corporate Governance, Nominating and Risk Committee. In addition, an Ad Hoc CEO Transition Committee was also established by the Board in 2024.

	Audit Committee	Corporate Governance, Nominating and Risk Committee	Human Resources Committee	Ad Hoc CEO Transition Committee
Independence	100%	100%	100%	75%
Chair	Karen Basian	James Moore	Tara Deakin	Tara Deakin
Membership in 2025	David Appel Sean Morrison Hon. James Moore Jonathan Tétrault	Jonathan Tétrault Tara Deakin David Appel	Karen Basian Sean Morrison Radhika Kakkar	David Ingram Karen Basian James Moore

Audit Committee

The Audit Committee is responsible for, among other things, overseeing the Corporation's accounting and financial reporting practices, including the quality and integrity of financial information, and the effectiveness of risk management, internal controls and regulatory compliance practices. The Audit Committee reviews and recommends to the Board approval of the Corporation's annual and interim financial statements, management's discussion and analysis, press releases, and other financially-related disclosures prior to public release.

Also, as part of its mandate, the Audit Committee is responsible for the appointment, compensation, and oversight of the external auditor. The Audit Committee also oversees the internal audit function, periodically reviewing its mandate, plan, staffing and budget.

All members of the Audit Committee are financially literate for purposes of National Instrument 52-110 – *Audit Committees*. For additional information regarding the Audit Committee, please refer to the “Audit Committee Information” section and to Schedule A of the Corporation’s Annual Information Form dated March 31, 2026, a copy of which is available on SEDAR+ at www.sedarplus.ca.

Corporate Governance, Nominating and Risk Committee

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, as well as enterprise risk management, which includes matters such as: Environment, Social and Governance (ESG) and information security. The Corporate Governance, Nominating and Risk Committee is also responsible for reviewing any related-party transactions and implementing yearly material interest attestations for all Board members.

Human Resources Committee

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 Human Resources 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 Human Resources Committee annually reviews the Corporation’s compensation policies and practices (the “**Compensation Program**”) 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 and ensuring that succession plans are in place for key executive roles. The Human Resources Committee will 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.

For additional information regarding the Human Resources Committee, please refer to the “Compensation Discussion and Analysis – Executive Compensation Governance and Philosophy” section of this Circular.

Ad Hoc CEO Transition Committee

As noted above, an Ad Hoc CEO Transition Committee was established in 2024.

The Ad Hoc CEO Transition Committee was delegated the responsibility, on behalf of the Board of Directors, to (a) oversee the CEO search and assessment process, (b) oversee retention/talent considerations for the management team that might emerge related to the CEO transition, and (c) review and approve the creation of interim management structures (when required).

The Ad Hoc CEO Transition Committee was disbanded following the announcement of Dan Rees’s appointment on March 3, 2025. The Committee was subsequently reinstituted when Mr. Rees’s health matter surfaced, at which point it presided over the decision to appoint Patrick Ens as the next CEO and oversaw the development of the associated transition plan.

NOMINATION OF DIRECTORS

In the discharge of its responsibility to identify and recommend candidates for Board nomination, the Corporate Governance, Nominating and Risk Committee follows a structured process to board renewal and succession. In making its recommendations, the Corporate Governance, Nominating and Risk Committee considers the competencies and skills that the Board believes are necessary for the Board as a whole, the competencies and skills that each existing director possesses, and the competencies and skills that each new nominee would bring to the Board. The Corporate Governance, Nominating and Risk Committee is also responsible for developing and updating a long-term plan for the Board's composition and reporting annually to the Board on that plan, taking into consideration its current strengths, competencies, skills and experience of directors, as well as retirement dates and the strategic direction of the Corporation.

The following matrix lists some of the current skills and competencies considered as part of the assessment conducted by the Corporate Governance, Nominating and Risk Committee, along with identification of each Board nominee possessing such skill or competency.

	Donald K. Johnson Director and Chairman Emeritus	David Ingram Director and Executive Chairman	Karen Basian Lead Director, Chair of Audit Committee	Honourable James Moore Director, Chair of Corporate Governance, Nominating and Risk Committee	Tara Deakin Director, Chair of Human Resources Committee	Jonathan Tétrault Director	Radhika Kakkar Director	Sean Morrison Director	Patrick Ens Chief Executive Officer and Nominee	Jacqueline Moss Nominee
Corporate Finance	● *	●	● *			● *		● *		
Operations		● *	●			● *	● *		● *	●
Risk Management			● *	● *	● *		● *		● *	●
Legal and Regulatory			●	●		●				● *
Government Relations				● *		●				
Technology			●				● *		●	
Human Resources		●			● *	●	●			● *
Multi-national Business		● *	● *		● *	●	●			● *
Corporate Development	● *	● *	●			● *	●	● *	● *	● *
Marketing / Digital Growth			●				●		●	
Public Relations			●	● *	●					●
Environmental Social and Governance					●					
Previous/other Board position experience	●	●	●	●	●	●	●	●		●

*Principal skills.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Corporation has a formal process of orientation for new Board members and ongoing education for all members of the Board.

The Corporate Governance, Nominating and Risk Committee is responsible for overseeing education programming by identifying and securing continuing education opportunities for all directors, so that directors enhance and maintain their advisory capabilities as directors and their knowledge of the Corporation's business remains current. Directors are invited to bring in their specific domains of expertise to the Board to contribute effectively from the outset and, over time, are able to develop a deeper understanding in key strategic domains of the Corporation which strengthens their contributions over time.

Features of the program include:

- (a) Prescribed induction meetings with the Executive Chairman, CEO, Chief Financial Officer (“CFO”), and other officers to familiarize new directors with the nature of the business, current affairs, the Corporation’s strategy, and the Corporation’s expectations concerning input from directors;
- (b) Strategic Business Presentations which occur at each quarterly Board meeting. These presentations are conducted by management, partners, advisors, or vendors as deemed appropriate based on the content in focus. Topics covered in presentations in 2025 included trends and data insights, market benchmarks and product offerings;
- (c) Discussion with other Board members with respect to the functioning of the Board, management of the Corporation, prospects, issues and similar matters;
- (d) Immersive experiences with guided site visits to the Corporation’s workspaces and operations as well as those of peer companies in order to develop a better appreciation for the business and overall industry; and
- (e) Review of the Corporation’s critical materials including current and historical financial information, corporate governance files, business plan, company contacts, most recent annual reports, management information circulars, and analyst reports.

In addition, directors are encouraged to participate in continuing director education programs, which is supported by the Corporation’s reimbursement of tuition and out-of-pocket expenses.

The following table lists certain education sessions provided to the Board members on key subject matters that the directors attended in 2025.

Subject Matter	Topic Presented	Presented/Hosted By	Attended By
AI	Overview of current AI trends, industry-specific developments and key use cases with strategic implications	Executive Vice President & Chief Information Officer and VP of Data & Enterprise Architecture	All directors
Marketing	Overview of various customer insights including profiles, key engagement metrics, retention and return rates, market penetration and emerging trends	SVP Marketing & Product	All directors

BOARD PERFORMANCE

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 in a confidential peer assessment. 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.

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.sedarplus.ca.

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 adopted a diversity policy that guides the identification and nomination of candidates for Board and executive officer positions. The objectives of the policy are to foster and maintain diversity on the Board and in executive officer positions, including with respect to gender. The key provisions of the policy include requiring that diversity criteria be considered when determining the composition of the Board, including but not limited to the level of representation of women, visible minorities, Aboriginal people and people with disabilities. The policy also requires that similar diversity criteria be considered when reviewing and considering the appointment of candidates for executive officer positions and, as appropriate, that qualified independent external advisors be engaged to conduct searches for potential candidates to help achieve the Corporation’s diversity objectives.

To ensure effective implementation of the policy, the Corporation, through the Corporate Governance, Nominating and Risk Committee, conducts an annual assessment of the effectiveness of the Board and executive officers and nomination processes at achieving the Corporation’s diversity objectives. As part of this annual review, the Corporate Governance, Nominating and Risk Committee reviews (i) the number of women considered or brought forward for Board and executive officer positions; (ii) the skills, knowledge, experience and other characteristics of candidates that are women to ensure that such candidates are being fairly considered relative to other candidates; and (iii) the number of women on the Board and in executive officer positions and the proportion (in percentage terms) of persons on the Board and in executive officer positions who are women.

The Board is aware of the benefits of diversity, both on the Board and at the executive level, and therefore values and considers diversity in its search process. In identifying potential candidates to serve on the Board or at the executive level, the Corporation considers, without limitation, diversity of experience, perspective, education, race, gender and national origin, among others. As such, the Corporation has not adopted specific targets regarding women on the Board or in executive officer positions because the Board believes that its approach to director and executive officer diversity is effective at achieving the Corporation’s diversity objectives and ensuring the Board and management benefit from a broader exchange of perspectives, experiences and expertise.

As of April 1, 2026, three (3) of ten (10) members of the Board of Directors are women (30%) and one (1) out of seven (7) of the executive officers are women (14.29%).

BOARD AND COMMITTEE ATTENDANCE

A record of attendance by directors at Board and Committee meetings in 2025 is set out below.

Director	Board Meetings Attended	Committee Meetings Attended				Total Meetings Attended	% of Meetings Attended
		Audit	Human Resources	Corporate Governance, Nominating and Risk	Ad Hoc CEO Transition		
David Ingram	8/8	-	-	-	8/8	16/16	100%
Donald K. Johnson	8/8	-	-	-	-	8/8	100%
Karen Basian	8/8	9/9	5/5	-	8/8	30/30	100%
David Appel	8/8	9/9	-	4/4	-	21/21	100%
Sean Morrison	8/8	9/9	5/5	-	-	22/22	100%
Hon. James Moore	8/8	8/9	-	4/4	8/8	28/29	97%
Tara Deakin	8/8	-	-	4/4	8/8	20/20	100%
Jason Mullins	8/8	-	-	-	-	8/8	100%
Jonathan Tétrault	7/8	9/9	-	4/4	-	20/21	95%
Radhika Kakkar	8/8	-	5/5	-	-	13/13	100%

IN-CAMERA SESSIONS

The Board and the Audit Committee each held an in-camera session at every meeting, without members of management present, to facilitate open and candid discussion among independent directors. Other Committees hold in-camera sessions as needed.

ENGAGEMENT AND COMMUNICATIONS

The Board recognizes the importance of having constructive dialogue with shareholders and engages directly and regularly with shareholders. To that effect, the Corporation regularly communicates with its stakeholders through various channels, including via its website (www.goeasy.com). Shareholders and other stakeholders can access comprehensive information about the Corporation through the investor relations section of its webpage where annual and quarterly reports, news releases, corporate presentations and governance-related documents are available.

The Corporation hosts quarterly earnings conference calls to review its most recently released financial and operating results. Its earnings calls are webcast live and are followed by a question-and-answer period. Replays are accessible on the Corporation's website.

The Board encourages shareholders to attend the Corporation's annual shareholders' meetings. These meetings provide valuable opportunities to discuss the Corporation, its corporate governance and other important matters.

Shareholders can initiate communications and provide feedback to the Board at any time. They can contact the Board at BoardofDirectors@goeasy.com.

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION GOVERNANCE AND PHILOSOPHY

The Board, with input from the Human Resources Committee and considering information from external consultants, is responsible for developing and implementing the Corporation's Compensation Program as applied to directors. The main objectives of directors' compensation is 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 Committee membership.

2025 COMPENSATION OF DIRECTORS

The following table sets out the directors' compensation applicable in 2025. Annual retainers are only paid to non-executive directors.

	Cash Retainer (\$)	DSU Retainer (\$)
Board Member Retainer	56,000	84,000
Lead Director	76,000	84,000
Chairman Emeritus	100,000	40,000
Committee Chair Retainer ¹	20,000	-
Committee Member Retainer ¹	10,000	-

Note:

¹ Such retainers were paid to the chairs and to members of standing Committees of the Board as well as the Chair and members of the Ad Hoc CEO Transition Committee which was active in 2025.

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

Any director who is resident in Canada and not subject to any United States ("U.S.") 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 Committee in a calendar year in the form of DSUs. Please refer to the "Equity-Based and Other Compensation Plans – Deferred Share Unit Plan" section of this Circular for further information about the DSU Plan.

SHARE OWNERSHIP REQUIREMENT FOR DIRECTORS

Directors are expected, within five (5) years of their appointment to the Board, to hold a minimum number of Common Shares or DSUs having a value equivalent to the lesser of (i) three (3) times the annual retainer fee or (ii) 3,000 Common Shares or vested DSUs.

The table below sets out director share ownership as at December 31, 2025. All directors who have been with the Corporation for five (5) years as at December 31, 2025 were compliant with this share ownership requirement.

Name	Director Since	Actual Share Ownership ¹ as at December 31, 2025			Multiple of Annual Retainer Fee		
		Directly Held (\$) Units	Vested DSUs (Pre-tax) (\$) Units	Total Ownership (\$) Units	Directly Held	Vested DSUs (Pre-tax)	Total Ownership
David Ingram	December 2000	\$41,302,127 314,587	\$20,113,365 153,198	\$61,415,493 467,785	27.5	13.4	40.9
Donald K. Johnson	June 1999	\$385,861,310 2,939,000	\$12,497,364 95,189	\$398,358,674 3,034,189	803.9	26.0	829.9
Karen Basian	November 2014	\$1,575,480 12,000	\$4,730,773 36,033	\$6,306,253 48,033	3.3	9.9	13.2
David Appel	August 2010	\$29,788,913 226,894	\$11,118,950 84,690	\$40,907,863 311,584	62.1	23.2	85.3
Sean Morrison	January 2012	\$515,313 3,925	\$2,589,827 19,726	\$3,105,140 23,651	1.1	5.4	6.5
Hon. James Moore	March 2020	-	\$765,158 5,828	\$765,158 5,828	-	1.6	1.6
Tara Deakin	July 2020	-	\$740,082 5,637	\$740,082 5,637	-	1.5	1.5
Jason Mullins	March 2021	\$9,548,065 72,725	\$678,901 5,171	\$10,226,966 77,896	19.9	1.4	21.3
Jonathan Tétrault	July 2022	\$65,645 500	\$335,315 2,554	\$400,960 3,054	0.1	0.7	0.8
Radhika Kakkar	September 2024	-	\$86,914 662	\$86,914 662	-	0.2	0.2

Note:

¹ Based on the closing price of the Common Shares on the TSX as at December 31, 2025 of \$131.29.

The aggregate value of the Common Shares owned or controlled, directly or indirectly, by the directors was \$468,656,854 or 22.3% of the total market value of the Corporation as at December 31, 2025, based on the closing price of the Common Shares on the TSX on December 31, 2025 of \$131.29.

DIRECTORS' COMPENSATION TABLE

The following table sets out information concerning the compensation earned by each non-executive director during the financial year ended December 31, 2025:

Name	Fees earned (\$)	Share-based remuneration (\$)	All other compensation ² (\$)	Total (\$)
Donald K. Johnson	75,000	65,000	920	140,920
Karen Basian ¹	-	191,667	1,697	193,364
David Appel ¹	-	160,000	1,454	161,454
Sean Morrison ¹	-	160,000	1,454	161,454
Hon. James Moore ¹	-	171,667	1,557	173,224
Tara Deakin	35,067	136,600	1,301	172,968
Jason Mullins ¹	-	141,667	1,345	143,012
Jonathan Tétrault	19,000	141,000	1,087	161,087
Radhika Kakkar	66,000	84,000	918	150,918

Notes:

¹ These directors elected to receive DSUs in lieu of any and all fees they earned during the year. The remaining directors received a combination of cash and DSUs as remuneration.

² All other compensation includes dividends earned in the year on DSUs granted in 2025.

INCENTIVE PLAN AWARDS**Share-Based Remuneration – Outstanding**

The following table sets out, for each non-executive director, information for all share-based remuneration outstanding as of December 31, 2025, and includes share-based remuneration granted before the most recently completed financial year:

Name	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based remuneration that have not vested (\$)	Market or payout value of vested share-based remuneration not paid out or distributed ¹ (\$)
Donald K. Johnson	-	-	12,497,364
Karen Basian	-	-	4,730,773
David Appel	-	-	11,118,950
Sean Morrison	-	-	2,589,827
Hon. James Moore	-	-	765,158
Tara Deakin	-	-	740,082
Jason Mullins	-	-	118,292
Jonathan Tétrault	-	-	335,315
Radhika Kakkar	-	-	86,914

Note:

¹ Based on the closing price of the Common Shares on the TSX on December 31, 2025 of \$131.29.

Share-Based Remuneration – Value Vested or Earned During the Year

The following table sets out, for each non-executive director, the value of the share-based remuneration which vested during the most recently completed financial year:

Name	Value vested during the year ¹ (\$)
Donald K. Johnson	65,000
Karen Basian	191,667
David Appel	160,000
Sean Morrison	160,000
Hon. James Moore	171,667
Tara Deakin	136,600
Jason Mullins	141,667
Jonathan Tétrault	141,000
Radhika Kakkar	84,000

Note:

¹ Based on the weighted average price of a Common Share of the Corporation on the TSX for the five (5) 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. Please refer to the “Equity-Based and Other Compensation Plans - Deferred Share Unit Plan” section of this Circular for further information.

COMPENSATION DISCUSSION AND ANALYSIS

The following section provides discussion and analysis of the Corporation's Compensation Program as applied to named executive officers ("NEOs"), namely each CEO, CFO and the three (3) most highly compensated executives. For the year ended December 31, 2025, these NEOs were:

David Ingram	Executive Chairman ¹
Patrick Ens	CEO ²
Dan Rees	Former CEO ³
Felix Wu	CFO ⁴
Hal Khouri	Former CFO ⁵
Ali Metel	Former President, LendCare ⁶
Jason Appel	Executive Vice President and Chief Risk Officer

Notes:

¹ Mr. Ingram was Interim CEO from January 1, 2025 until March 3, 2025.

² Mr. Ens was appointed as CEO effective January 1, 2026. Prior to his appointment, Mr. Ens was President of easyfinancial.

³ Mr. Rees was CEO from March 3, 2025 until December 31, 2025.

⁴ Mr. Wu joined the Corporation on September 30, 2025, was appointed as interim CFO effective November 6, 2025 and as permanent CFO effective March 10, 2026.

⁵ Mr. Khouri was CFO until November 6, 2025.

⁶ Mr. Metel resigned from the Corporation with effect on December 31, 2025.

EXECUTIVE COMPENSATION GOVERNANCE AND PHILOSOPHY

The Human Resources Committee of the Board has the mandate to establish, implement and monitor the Corporation's Compensation Program as applied to executives, with the objective that executive compensation be aligned to shareholders and market competitive. The Human Resources Committee is responsible for reviewing and approving all officers' compensation and equity-based compensation plans.

In 2025, the Human Resources Committee was comprised of four (4) directors, namely, Tara Deakin (Chair), Karen Basian, Sean Morrison and Radhika Kakkar, all of whom are independent. Each of these directors have direct experience and skills in each of the following areas: membership on public company compensation committees; organizational exposure to the human resources function; leadership and succession planning; talent development; development and oversight of incentive programs; financial and market analysis related to the Corporation's Compensation Program.

A summary of each current Human Resources Committee member's relevant experience is set out below:

Member	Relevant Experience
Tara Deakin (Chair)	Ms. Deakin is currently the Chief People Officer at Spin Master Corp. Ms. Deakin has over 25 years of human resources experience and of these, over ten (10) years experience at the senior executive level, including at TD Bank Group.
Karen Basian	Ms. Basian is the former Chair of the Human Resources Committee and led CEO succession planning while in that role. Ms. Basian has over 30 years of executive and strategy experience.
Sean Morrison	Mr. Morrison is currently the President and Chief Executive Officer of Diversified Royalty Corp. Mr. Morrison also has over 15 years of experience on the Board and over 25 years of experience in the finance industry.
Radhika Kakkar	Ms. Kakkar has over 20 years of financial services experience, and over ten (10) years' experience in executive talent leadership, marked by a proven track record of scaling high-performing teams within prominent and successful organizations.

The Corporation's executive compensation policy is designed to incorporate a pay-for-performance philosophy. The philosophy has been established to encourage and reward executive officers on the basis of individual and business performance. Elements of executive officer compensation includes competitive base wages, a short-term incentive ("STI") bonus plan, and equity-based long-term incentive ("LTI") awards such as share options, restricted share units ("RSUs") and executive DSUs ("Executive DSUs").

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 and strategic execution.

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. financial services and retail industries, and to encourage long-term employment. Equity awards as determined by the Board are based on the recommendations of the CEO. Performance targets are based on financial measurements agreed to by the Board. Each of these elements fits into the Corporation's overall compensation strategy by aligning individual and corporate performance to business strategies.

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

The Board, upon the recommendation of the Human Resources Committee, approved the following:

- (a) RSUs are granted annually to senior executives and other senior management members, which vest at the end of three (3) years, are settled in cash or equity and are tied to performance-based vesting criteria.
- (b) Executive DSUs are granted annually to senior executives, which vest at the end of three (3) years and are tied to performance-based vesting criteria. Upon vesting, the units are held in escrow subject to retirement or termination of employment.
- (c) Share options which are subject to performance-based vesting criteria are granted only to the executive management and, on a limited basis, to other field management, upon the achievement of milestones. In addition, the expiry date for new options may be extended in appropriate circumstances beyond five (5) years (but in no event beyond ten (10) years), as permitted under the Share Option Plan.
- (d) The CEO and other members of executive management shall receive LTI awards comprised of RSUs, Executive DSUs and/or share options, which are tied to performance-based vesting criteria.
- (e) Directors and Vice Presidents (non-executives) receive only RSUs which are tied to performance-based vesting criteria.
- (f) Annual grants are mathematically determined by a predetermined percentage of the employee's compensation based on their position with the organization.

The decision to award either RSUs or Executive DSUs and the allocation between RSUs, Executive DSUs and share 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 impact to the Corporation's financial results and balance sheet and other factors.

Executive compensation, including perquisites and personal benefits, as recommended by the CEO and the Executive Vice President and Chief People Officer, are reviewed by the Human Resources Committee and recommended to the full Board. Such perquisites may include annual medical examinations, car allowances and gas cards, for which employees are reimbursed by the Corporation. Exceptions to these would be detailed in the individual employment agreements for each executive.

COMPENSATION PEER GROUP AND COMPENSATION BENCHMARKING

In determining the relative emphasis placed by the Corporation on cash compensation versus equity-based incentives (which include share options, RSUs and Executive DSUs), the Human Resources Committee regularly uses surveys and benchmarking analysis provided by management and external consultants. These consultants assist the Human Resources Committee by providing data in respect of the Corporation's competitors and peers in the U.S. and Canada and, at times, peers in the same industry in other countries, as well as comparisons to companies with a similar market capitalization in Canada. The Human Resources Committee targets approximately the 50th percentile of the design of overall annual compensation to align with the Corporation's relevant financial services competitors but expects that pay for performance of the organization should meet or exceed the 75th percentile of the same competitive set, so that it is able to recruit and retain top talent in a competitive labour environment.

With advice from external consultants, the Human Resources Committee selects a peer group consisting of companies that (i) represent a reasonable talent market of companies from which the Corporation could reasonably acquire executive talent or to which it could lose executive talent, (ii) adopt fair and reasonable compensation levels that are appropriate for a public company and defensible to stakeholders, and (iii) reflect peer businesses of comparable size and complexity to the Corporation, which the Human Resources Committee considers to be the strongest predictors of executive compensation. The companies currently included in the Corporation's peer group are:

ATB Financial	Enova International Inc.
EZCorp Inc.	First National Financial Corporation
Laurentian Bank of Canada	Latitude Group Holdings Limited
Home Capital Group Inc.	EQB Inc.
Regional Management Corp.	Canadian Western Bank

INDEPENDENT COMPENSATION CONSULTANT

The Human Resources Committee has the discretion to retain, at the Corporation's expense, independent consultants to assist it in fulfilling its responsibilities. Since 2017, the Human Resources Committee has from time to time engaged Mercer LLC to advise on executive and director compensation matters and to conduct executive or director compensation reviews. In 2025, Mercer LLC was retained to conduct a director compensation market review.

The Human Resources Committee has determined that Mercer LLC is independent of management.

Fees paid to Mercer LLC for services rendered for the years ended December 31, 2025 and 2024 were as follows:

Fees	Year Ended December 31, 2025 (\$)	Year Ended December 31, 2024 (\$)
Executive compensation – related fees	74,000	7,250
All other fees	-	-
Total fees	74,000	7,250

MITIGATION OF COMPENSATION RISKS

The Human Resources Committee is responsible for, among other things, risk oversight of the Corporation's 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. To illustrate this principle, the RSUs, Executive DSUs and share options vest at the end of three (3) years based on performance criteria tied to growth in reported diluted earnings per share ("EPS") and Total Shareholder Return ("TSR") relative to industry peers. In addition, individual annual STI awards for all employees are not paid unless a certain threshold of the corporate financial target is met. Moreover, 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 its 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.

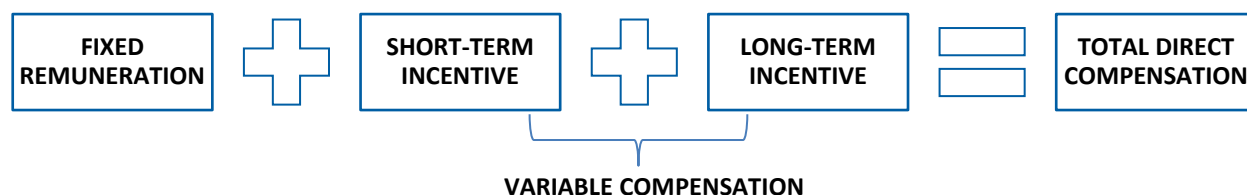
COMPENSATION OF THE CEO

The CEO'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 CEO is expected to play in the performance of the Corporation, peer executive compensation arrangements in other financial services companies similar 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 CEO to be at approximately the 50th percentile of the design of overall annual compensation of the chief executive officers of the Corporation's relevant financial services peers but expects that pay for performance of the organization should meet or exceed the 75th percentile of the same competitive set should the Corporation exceed its performance goals. The benchmarking criteria and process are as set out above.

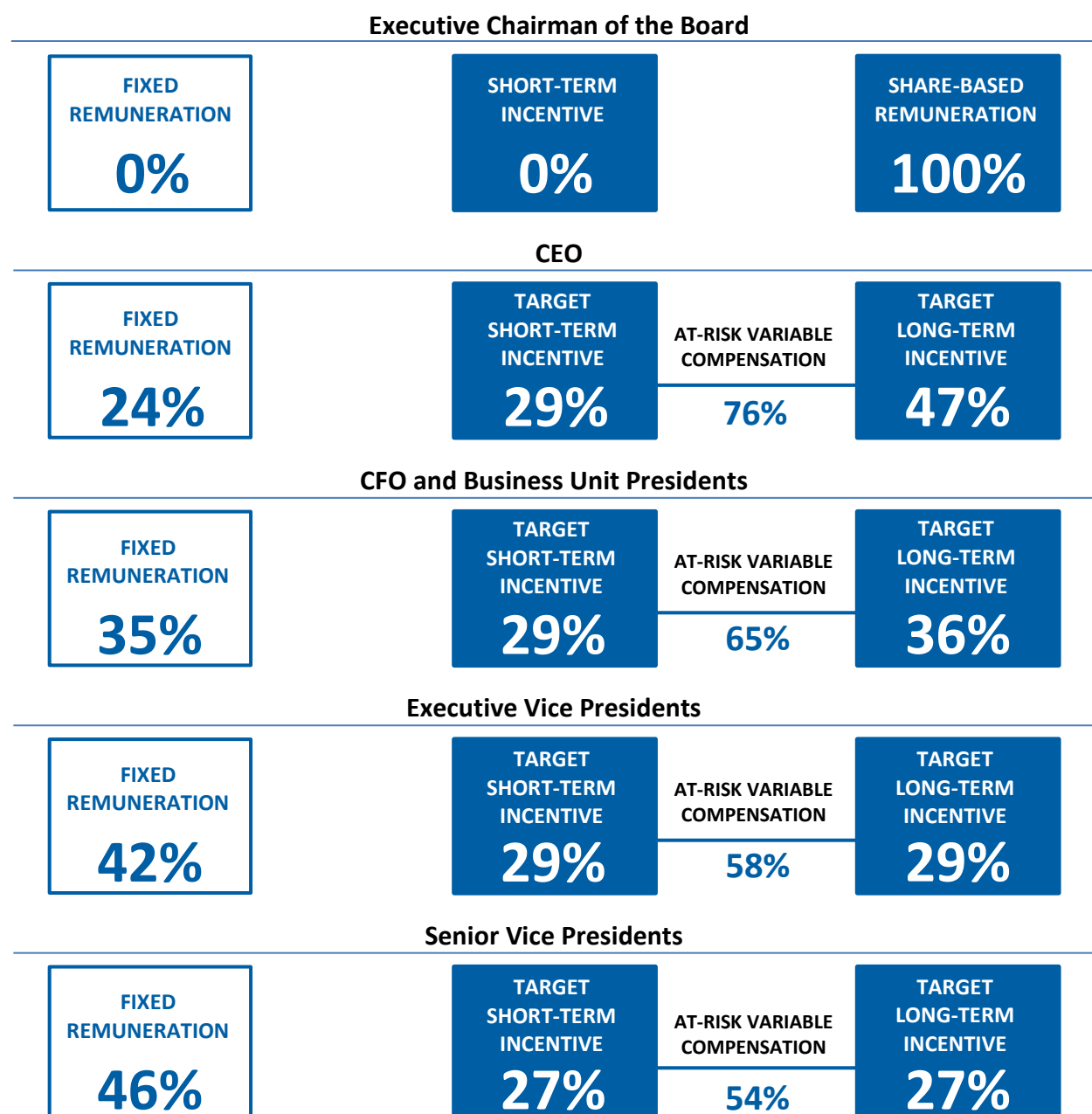
In setting compensation for the CEO, the Human Resources Committee also considers the following objectives: (i) obtaining and retaining executives critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation relative to talent markets they operate in; (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 CEO'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 CEO'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

A total direct compensation target is determined for each executive officer of the Corporation, at or near the start of the year or upon hire. Individual target total direct compensation consists of an individual executive officer's fixed remuneration, annual STIs and equity-based LTIs.



The following graph provides a summary of average target pay mix by level of participants as at December 31, 2025.



Fixed Remuneration

Fixed remuneration (base salaries) is established at levels which are meant to be competitive with other companies in the financial services industry that are similar to, and of comparable size, to the Corporation. Fixed remuneration is determined by assessing an executive officer's past performance, experience, level of responsibility and the criticality of the position to the Corporation. Fixed remuneration is not based on a specific relationship to the performance of the Corporation and is reviewed annually by the Human Resources Committee.

Short-term Incentive

The Corporation's annual STI 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 2025, the Corporation's financial targets must have been achieved at the minimum of 90.5% of target earnings before income taxes ("EBT").

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 CEO, the annual STI plan payment at the target level pays out 125% of base salary if the Corporation achieves its target. For the other members of the executive management team, the annual STI plan payment at the target level pays out at between 70% and 80% of base salary if the Corporation achieves its target. For all other positions within the Corporation, the annual STI plan payment at the target level pays out at between 10% and 60% 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 STI plan payments are prorated for EBT performance that is above or below the Corporation's target, subject to the minimum threshold of 90.5% of target EBT being achieved.

Seeing as the Corporation did not meet the minimum threshold of EBT achievement in 2025, no annual STI payment was made to executives. However, Mr. Ingram, Executive Chair, voluntarily redirected \$1,423,200 of his annual compensation to contribute to a discretionary bonus pool, which was awarded and distributed to approximately 454 staff members, including to Mr. Patrick Ens, Mr. Felix Wu and Mr. Jason Appel in support of the Corporation's key retention priorities. This decision reflects Mr. Ingram's continued commitment to investing in the Corporation's workforce continuity. Please refer to the "2025 Compensation of Named Executive Officers" section of this Circular for further information.

Long-term Incentive

The Corporation's LTI program is designed to recognize and reward management for the impact of longer-term strategic actions and delivering strong shareholder return thereby aligning 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 LTI program consists of two (2) main components: (i) the Share Option Plan and (ii) the Executive Share Unit Plan. For additional information regarding the Corporation's long-term equity-based incentive programs, please refer to the "Equity-Based and Other Compensation Plans" section of this Circular.

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. Option awards, RSUs and Executive DSUs vest on the third anniversary of the grant date.

For Option awards, RSUs and Executive DSUs granted in 2022, the number of awards/units that vested in 2025 was determined based on the performance of the Corporation, specifically on the compounded fully diluted EPS, as described in the table below:

	Minimum		Target		Maximum	
	Reported Diluted EPS CAGR (%)	Vesting Rate (%)	Reported Diluted EPS CAGR (%)	Vesting Rate (%)	Reported Diluted EPS CAGR (%)	Vesting Rate (%)
Options, RSUs and Executive DSUs	9.2%	80%	18.3%	100%	27.5%	200%

For grants made in 2023, 2024 and 2025, the vesting factor of Option awards, RSUs and Executive DSUs is structured as follows:

- Fifty percent (50%) of the number of awards/units that vest is determined based on the performance of the Corporation, specifically on the compounded fully diluted EPS, as described in the table below:

	Minimum		Target		Maximum	
	Reported Diluted EPS CAGR (%)	Vesting Rate (%)	Reported Diluted EPS CAGR (%)	Vesting Rate (%)	Reported Diluted EPS CAGR (%)	Vesting Rate (%)
Options, RSUs and Executive DSUs	10%	80%	15%	100%	22.5%	200%

- Fifty percent (50%) of the number of awards/units that vest is determined based on the performance of the organization, specifically on the achievement of TSR percentile rank compared to the peer comparable group established at the time the award was granted, as described in the table below:

	Minimum		Target		Maximum	
	TSR Percentile Rank	Vesting Rate (%)	TSR Percentile Rank	Vesting Rate (%)	TSR Percentile Rank	Vesting Rate (%)
Options, RSUs and Executive DSUs	20 th - 40 th	50%	40 th - 60 th	100%	Above 80 th	200%

SHARE OWNERSHIP REQUIREMENT FOR THE EXECUTIVE MANAGEMENT TEAM

The Corporation's share ownership requirements for the executive management team prescribe a target dollar value in Common Shares or vested Executive DSUs that each officer is required to directly hold as a requirement of their position in the Corporation, excluding vested or unvested option awards, RSU grants that are not yet settled and unvested Executive DSUs. These requirements were 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:

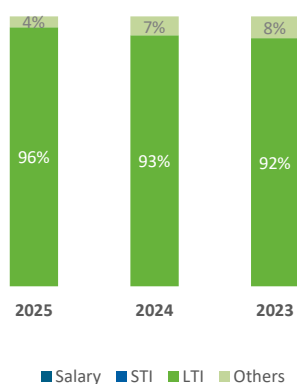
	Senior Vice Presidents	CFO and Executive Vice Presidents	CEO
Required Direct Share Ownership Value as a Multiple of Base Salary	1.5x	2.5x	5x
Years to Achieve	5	5	5

2025 COMPENSATION OF NAMED EXECUTIVE OFFICERS

The following tables set out information concerning the compensation earned from the Corporation and the Corporation's subsidiaries during the financial years ended December 31, 2025, 2024 and 2023 by the Corporation's NEOs as of December 31, 2025:

David Ingram

Executive Chairman of the Board (*Former Interim CEO*)¹



	2025 (\$)	2024 (\$)	2023 (\$)
Salary	-	-	-
Annual short-term cash incentive	-	-	-
Share-based awards			
DSUs ²	2,000,000	1,125,000	1,125,000
Executive DSUs ²	2,576,800	375,000	375,000
Option-based awards	-	-	-
Long-term equity incentive	4,576,800	1,500,000	1,500,000
All other compensation ³	185,000	110,000	137,000
Total compensation	4,761,800	1,610,000	1,637,000

Share Ownership at December 31, 2025 - Exceeded his share ownership requirement.

Required Multiple on Directly Held Shares and Vested DSUs	Actual Share Ownership ⁴			Multiple of Annual Retainer Fee		
	Directly Held (\$) <i>Units</i>	Vested (Pre-tax) ⁵ (\$) <i>Units</i>	Total Ownership (\$) <i>Units</i>	Directly Held	Vested DSUs (Pre-tax) ⁵	Total Ownership
3	41,302,127 <i>314,587</i>	20,113,365 <i>153,198</i>	61,415,493 <i>467,785</i>	27.5	13.4	40.9

Notes:

¹ Mr. Ingram was Interim CEO from January 1, 2025 until March 3, 2025.

² Mr. Ingram elected to receive 100% of his director compensation for the financial years ended December 31, 2025, 2024, and 2023 in the form of DSUs and received his executive compensation in the form of Executive DSUs.

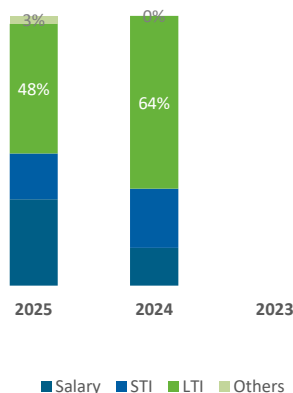
³ These amounts include dividends earned on share-based awards granted in the year, car allowance, life insurance, disability insurance and expenses paid by the Corporation on Mr. Ingram's behalf and an amount paid to compensate for personal tax paid on taxable benefits.

⁴ Based on the closing price of the Common Shares on the TSX as at December 31, 2025 of \$131.29.

⁵ The value of vested units (DSUs and Executive DSUs) in the above table is a pre-tax amount. Upon settlement, the full income tax at the marginal tax rate is withheld from the total amount.

Patrick Ens

CEO (Former President of easyfinancial)¹



	2025 (\$)	2024 (\$)	2023 (\$)
Salary	500,000	238,000	-
Annual short-term cash incentive	271,000 ²	352,000	-
Share-based awards			
Executive DSUs ³	300,000	300,000	-
RSUs ³	337,000	637,000 ⁴	-
Option-based awards ⁵	112,000	112,000	-
Long-term equity incentive	749,000	1,049,000	-
All other compensation ⁶	46,000	8,000	-
Total compensation	1,566,000	1,647,000	-

Share Ownership at December 31, 2025 – Mr. Ens has five (5) years following his appointment as CEO to meet his share ownership requirement.

Required Multiple on Directly Held Shares	Actual Share Ownership ⁷				Multiple of Base Salary			
	Share Units				Share Units			
	Directly Held (\$) Units	Vested (Pre-tax) ⁸ (\$) Units	Subject to Vesting (Pre-tax) ⁸ (\$) Units	Total Ownership (\$) Units	Directly Held	Vested (Pre-tax) ⁸	Subject to Vesting (Pre-tax) ⁸	Total Ownership
5	465,948 3,549	- -	2,016,221 23,536	2,482,169 27,085	0.9	-	4.0	4.9

Notes:

¹ Mr. Ens was appointed as CEO effective January 1, 2026. Prior to his appointment, Mr. Ens was President of easyfinancial.

² This represents a discretionary one-time retention bonus granted for the financial year ended December 31, 2025. Please refer to the “Executive Compensation Elements - Short-term Incentive” section of this Circular for further information.

³ Amounts shown represent Executive DSUs and RSUs valued as of the date of grant and assuming that the target performance-based vesting criteria over a three (3) year period is achieved. Actual payments or issuance of Common Shares related to these Executive DSUs and RSUs, 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.

⁴ Upon joining in 2024, Mr. Ens received a one-time RSU grant of \$300,000, with \$200,000 vesting on July 1, 2025, and \$100,000 vesting on July 1, 2026.

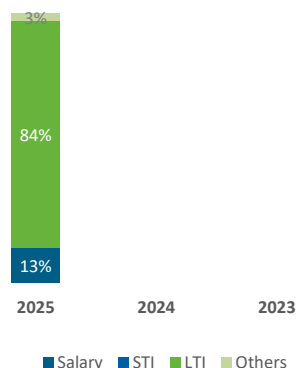
⁵ Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method.

⁶ These amounts include dividends earned on share-based awards granted in the year and car allowance.

⁷ Values of directly held share units, Executive DSUs and RSUs that are subject to vesting were based on the closing price of the Common Shares on the TSX as at December 31, 2025 of \$131.29. Values of unexercised or unvested in-the-money options are based on the difference between the closing price of the Common Shares on the TSX as at December 31, 2025 of \$131.29 and the exercise price of the options.

⁸ The value of vested in-the-money options, the value of Executive DSUs, RSUs and options that are subject to vesting in the above table are based on the maximum number of units and are pre-tax amounts. Upon settlement, the full income tax at the marginal tax rate is withheld from the total amount.

Dan Rees
Former CEO¹



	2025 (\$)	2024 (\$)	2023 (\$)
Salary	646,000	-	-
Annual short-term cash incentive	-	-	-
Share-based awards			
Executive DSUs ²	960,000	-	-
RSUs ²	3,060,000 ³	-	-
Option-based awards ⁴	80,000	-	-
Long-term equity incentive	4,100,000	-	-
All other compensation ⁵	158,000	-	-
Total compensation	4,904,000	-	-

Notes:

¹ Mr. Rees was CEO from March 3, 2025 until December 31, 2025. He is no longer subject to the share ownership requirement.

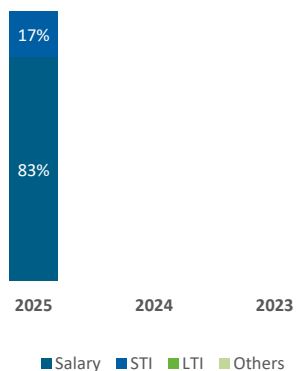
² Amounts shown represent Executive DSUs and RSUs valued as of the date of grant and assuming that the target performance-based vesting criteria over a three (3) year period is achieved. Such awards were forfeited when Mr. Rees resigned from the Corporation.

³ Upon joining in 2025, Mr. Rees received a one-time RSU grant of \$2.5 million, with 20% of the grant vesting each year over the next five (5) years. This one-time RSU grant was forfeited when Mr. Rees resigned from the Corporation.

⁴ Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method.

⁵ These amounts include dividends earned on share-based awards granted in the year and car allowance.

Felix Wu
CFO¹



	2025 (\$)	2024 (\$)	2023 (\$)
Salary ²	332,898	-	-
Annual short-term cash incentive	61,000 ³	-	-
Share-based awards			
Executive DSUs	-	-	-
RSUs	-	-	-
Option-based awards	-	-	-
Long-term equity incentive	-	-	-
All other compensation	-	-	-
Total compensation	393,898	-	-

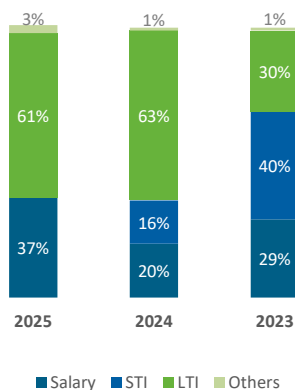
Notes:

¹ Mr. Wu joined the Corporation on September 30, 2025, was appointed as interim CFO effective November 6, 2025 and as permanent CFO effective March 10, 2026. He was not subject to the share ownership requirement as at December 31, 2025. However, upon becoming permanent CFO, his applicable share ownership requirement is to directly hold 2.5 times his base salary within five (5) years of his appointment.

² Mr. Wu is not an employee of the Corporation and provides services pursuant to a services agreement. This represents the amount that Mr. Wu was paid pursuant to such services agreement.

³ This represents a discretionary one-time retention bonus granted for the financial year ended December 31, 2025. Please refer to the “Executive Compensation Elements - Short-term Incentive” section of this Circular for further information.

Hal Khouri
Former CFO¹



	2025 (\$)	2024 (\$)	2023 (\$)
Salary	452,000	445,000	420,000
Annual short-term cash incentive	-	352,000	580,000
Share-based awards			
Executive DSUs ²	337,000	172,000	172,000
RSUs ²	337,000	1,193,000 ³	193,000
Option-based awards ⁴	75,000	64,000	64,000
Long-term equity incentive	749,000	1,429,000	429,000
All other compensation ⁵	35,000	29,000	15,000
Total compensation	1,236,000	2,255,000	1,444,000

Notes:

¹ Mr. Khouri was CFO until November 6, 2025. He is no longer subject to the share ownership requirements.

² Amounts shown represent Executive DSUs and RSUs valued as of the date of grant and assuming that the target performance-based vesting criteria over a three (3) year period is achieved. Such awards were forfeited when Mr. Khouri resigned from the Corporation.

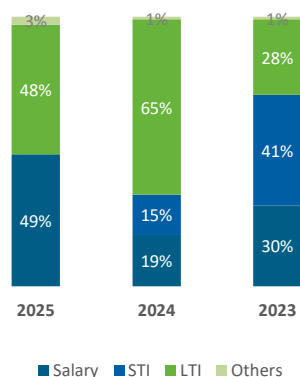
³ In 2024, the Board approved an additional one-time grant for key management team members which would vest at the end of three (3) years if the Corporation achieved a 10% three (3) year compounded annual growth rate on its reported fully diluted EPS.

⁴ Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method.

⁵ These amounts include dividends earned on share-based awards granted in the year and car allowance.

Ali Metel

Former President, LendCare¹



	2025 (\$)	2024 (\$)	2023 (\$)
Salary	466,000	401,000	383,000
Annual short-term cash incentive	-	334,000	538,000
Share-based awards			
Executive DSUs ²	-	-	-
RSUs ²	404,000	1,340,000 ³	319,000
Option-based awards ⁴	71,000	60,000	56,000
Long-term equity incentive	475,000	1,400,000	375,000
All other compensation ⁵	26,000	27,000	14,000
Total compensation	967,000	2,162,000	1,310,000

Notes:

¹ Mr. Metel resigned from the Corporation effective December 31, 2025.

² Amounts shown represent Executive DSUs and RSUs valued as of the date of grant and assuming that the target performance-based vesting criteria over a three (3) year period is achieved. Such awards were either forfeited or did not lead to any payment when Mr. Metel resigned from the Corporation.

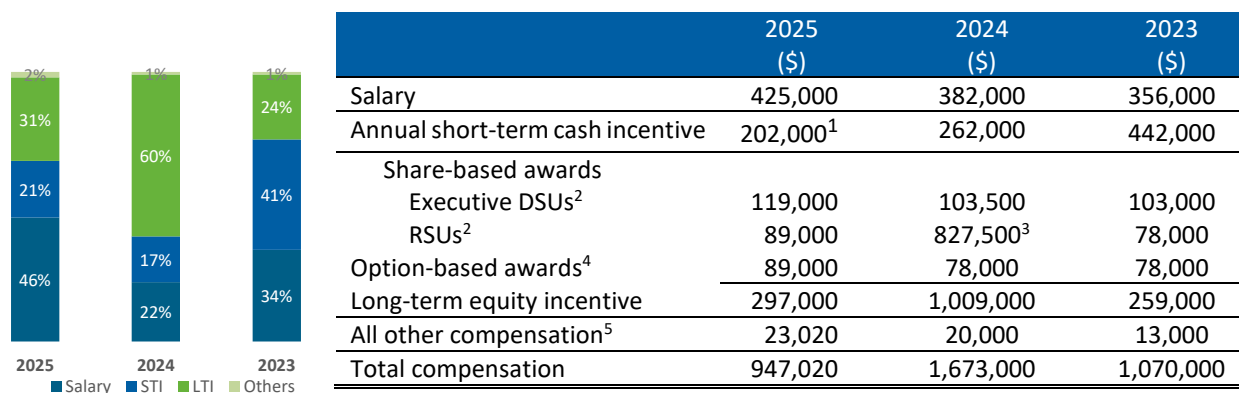
³ In 2024, the Board approved an additional one-time grant for key management team members which would vest at the end of three (3) years if the Corporation achieved a 10% three (3) year compounded annual growth rate on its reported fully diluted EPS. This one-time RSU grant was forfeited when Mr. Metel resigned from the Corporation.

⁴ Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method.

⁵ These amounts include dividends earned on share-based awards granted in the year and car allowance.

Jason Appel

Executive Vice President and Chief Risk Officer



Share Ownership at December 31, 2025 – Exceeded his share ownership requirement.

Required Multiple on Directly Held Shares	Actual Share Ownership ⁶				Multiple of Base Salary			
	Share Units				Share Units			
	Directly Held (\$) Units	Vested (Pre-tax) ⁷ (\$) Units	Subject to Vesting (Pre-tax) ⁷ (\$) Units	Total Ownership (\$) Units	Directly Held	Vested (Pre-tax) ⁷	Subject to Vesting (Pre-tax) ⁷	Total Ownership
2.5	4,623,771 35,218	325,862 2,482	1,611,639 22,145	6,561,272 59,845	10.9	0.8	3.8	15.4

Notes:

¹ This represents a discretionary one-time retention bonus granted for the financial year ended December 31, 2025. Please refer to the “Executive Compensation Elements - Short-term Incentive” section of this Circular for further information.

² Amounts shown represent Executive DSUs and RSUs valued as of the date of grant and assuming that the target performance-based vesting criteria over a three (3) year period is achieved. Actual payments or issuance of Common Shares related to these Executive DSUs and RSUs, 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.

³ In 2024, the Board approved an additional one-time grant for key management team members which would vest at the end of three (3) years if the Corporation achieved a 10% three (3) year compounded annual growth rate on its reported fully diluted EPS.

⁴ Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method.

⁵ These amounts include dividends earned on share-based awards granted in the year and car allowance.

⁶ Values of directly held share units and RSUs that are subject to vesting were based on the closing price of the Common Shares on the TSX as at December 31, 2025 of \$131.29. Values of unexercised or unvested in-the-money options are based on the difference between the closing price of the Common Shares on the TSX as at December 31, 2025 of \$131.29 and the exercise price of the options.

⁷ The value of vested in-the-money options, the value of Executive DSUs, RSUs and options that are subject to vesting in the above table are based on the maximum number of units and are pre-tax amounts. Upon settlement, the full income tax at the marginal tax rate is withheld from the total amount.

SUMMARY COMPENSATION TABLE

The Summary Compensation Table below presents details of the total compensation of the Corporation's NEOs for the financial years ended December 31, 2025, 2024, and 2023:

Name and principal position	Year	Salary (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other comp. (\$) ⁽⁴⁾	Total comp. (\$)
					Annual incentive plans ⁽³⁾	Long-term incentive plans			
David Ingram Executive Chairman of the Board and Former CEO ⁵	2025	-	4,576,800	-	-	-	-	185,000	4,761,800
	2024	-	1,500,000	-	-	-	-	110,000	1,610,000
	2023	-	1,500,000	-	-	-	-	137,000	1,637,000
Patrick Ens CEO, Former President, easyfinancial ⁶	2025	500,000	637,000	112,000	271,000	-	-	46,000	1,566,000
	2024	238,000	937,000	112,000	352,000	-	-	8,000	1,647,000
	2023	-	-	-	-	-	-	-	-
Dan Rees Former CEO ⁷	2025	646,000	4,020,000	80,000	-	-	-	158,000	4,904,000
	2024	-	-	-	-	-	-	-	-
	2023	-	-	-	-	-	-	-	-
Felix Wu CFO	2025	332,898 ⁸	-	-	61,000	-	-	-	393,898
	2024	-	-	-	-	-	-	-	-
	2023	-	-	-	-	-	-	-	-
Hal Khouri Former CFO ⁹	2025	452,000	674,000	75,000	-	-	-	35,000	1,236,000
	2024	445,000	1,365,000	64,000	352,000	-	-	29,000	2,255,000
	2023	420,000	365,000	64,000	580,000	-	-	15,000	1,444,000
Ali Metel Former President, LendCare ¹⁰	2025	466,000	404,000	71,000	-	-	-	26,000	967,000
	2024	401,000	1,340,000	60,000	334,000	-	-	27,000	2,162,000
	2023	383,000	319,000	56,000	538,000	-	-	14,000	1,310,000
Jason Appel Executive Vice President and Chief Risk Officer	2025	425,000	208,000	89,000	202,000	-	-	23,020	947,020
	2024	382,000	931,000	78,000	262,000	-	-	20,000	1,673,000
	2023	356,000	181,000	78,000	442,000	-	-	13,000	1,070,000

Notes:

¹ Amounts shown above, except for amounts under Mr. Ingram, represent Executive DSUs and RSUs, valued as of the date of grant and assuming that the target performance-based vesting criteria over a three (3) year period is achieved. Actual payments or issuance of Common Shares related to these Executive DSUs and RSUs, 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. Amounts shown under Mr. Ingram represent DSUs and Executive DSUs which fully vest upon being credited to the Corporation's books of account.

² Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. Note that the actual value received, if any, will differ. The following assumptions were used:

	2025	2024	2023
Risk-free interest rate (% per annum)	2.82	3.50	3.70
Expected hold period to exercise (years)	4.34	4.62	4.40
Volatility in the price of Common Shares (%)	37.93	52.65	53.54
Dividend yield (%)	3.50	2.99	2.95

³ For the financial year ended December 31, 2025, these amounts represent a discretionary one-time retention bonus. Please refer to the "Executive Compensation Elements - Short-term Incentive" section of this Circular for further information.

⁴ These amounts include, for all NEOs, dividends earned on share-based awards granted in the year and car allowance. In addition, amounts for Mr. Ingram include life insurance, disability insurance, expenses paid by the Corporation on his behalf, and amounts paid to compensate for personal tax paid on taxable benefits.

⁵ Mr. Ingram was Interim CEO until March 3, 2025.

⁶ Mr. Ens was appointed as CEO effective January 1, 2026. Prior to his appointment, Mr. Ens was President of easyfinancial.

⁷ Mr. Rees was CEO from March 3, 2025 until December 31, 2025.

⁸ Mr. Wu was appointed as permanent CFO effective March 10, 2026. Mr. Wu is not an employee of the Corporation and provides services pursuant to a services agreement. This represents the amount that Mr. Wu was paid pursuant to such services agreement.

⁹ Mr. Khouri was CFO until November 6, 2025.

¹⁰ Mr. Metel resigned from the Corporation effective December 31, 2025.

INCENTIVE PLAN AWARDS

The following table sets out, for each NEO, information for all equity-based remuneration outstanding as of December 31, 2025, and includes equity-based remuneration granted before the most recently completed financial year:

Equity-Based Incentives – Outstanding Options, ESUs and DSUs

Name	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options ⁽¹⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (based on the maximum number of units) ⁽³⁾ (#)	Market or payout value of share-based awards that have not vested ⁽²⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed ⁽²⁾ (\$)
David Ingram	-	-	-	-	-	-	20,113,365 ⁴
Patrick Ens	2,922 5,257	191.79 167.06	02/28/2031 02/28/2032	- -	ESUs: 15,357	2,016,221	-
Dan Rees	-	-	-	-	-	-	-
Felix Wu	-	-	-	-	-	-	-
Hal Khouri	-	-	-	-	-	-	-
Ali Metel	912	163.13	02/16/2027	-	-	-	-
Jason Appel	3,118 2,606 4,171	130.22 156.62 167.06	02/28/2030 02/28/2031 02/28/2032	3,336 - -	ESUs: 12,250	1,608,303	325,862

Notes:

¹ These option awards vest on the third (3rd) anniversary of the grant date and on a pro-rated basis in proportion to the Corporation's performance against performance-based vesting criteria.

For option awards granted in 2023, 2024 and 2025, the number of awards that vest is based on the same performance-based vesting criteria for RSUs and Executive DSUs granted for these years, as further discussed above.

The number of option awards specified in the equity-based incentives table above represents the maximum number of awards available to vest if the maximum specified performance criteria is achieved.

² Based on the closing price of the Common Shares on the TSX on December 31, 2025 of \$131.29.

³ These ESUs include both RSUs and Executive DSUs issued under the ESU Plan. These units vest on the third (3rd) anniversary of the grant date and on a pro-rated basis in proportion to the Corporation's performance against performance-based vesting criteria.

For RSUs and Executive DSUs granted in 2023, 2024 and 2025, 50% of the number of units that vest is determined based on the diluted EPS CAGR and 50% of the number of units that vest is determined based on the achievement of TSR percentile rank compared to the peer comparable group established at the time the award was granted. The performance-based vesting criteria allow for up to 200% vesting as described in

“Executive Compensation Elements – Long-term Incentive”. In 2024, the Board approved an additional one-time grant for key management team members which would vest at the end of three (3) years if the Corporation achieved a 10% three (3)-year compounded annual growth rate on its reported fully diluted EPS.

The number of ESUs specified in the equity-based incentives table above represents the maximum number of units available to vest if the maximum specified performance criteria is achieved. These units include additional units that were credited to reflect dividends paid on the Common Shares of the Corporation.

⁴ Mr. Ingram’s DSUs and ESUs fully vest upon being credited to the Corporation’s books of account.

Equity-Based Incentives – Value Vested or Earned During the Year

The following table sets out, for each NEO, the value of the equity-based remuneration which vested during the most recently completed financial year:

Name	Option-based awards – value vested during the year ⁽¹⁾⁽²⁾⁽⁴⁾ (\$)	Share-based awards – value vested during the year ⁽²⁾⁽³⁾⁽⁴⁾ (\$)	Non-equity incentive plan compensation – value earned during the year ⁽²⁾ (\$)
David Ingram	-	4,576,800	-
Patrick Ens	-	178,143	271,000
Dan Rees	-	-	-
Felix Wu	-	-	61,000
Hal Khouri	8,036	860,078	-
Ali Metel	6,774	623,857	-
Jason Appel	6,774	832,454	202,000

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 The value of the awards in the above table are pre-tax amounts. Upon settlement, the full income tax at the marginal tax rate is withheld from the total amount.

³ Represents the dollar value realized upon vesting of DSUs or ESUs. This is calculated by multiplying the number of units by the market value of the underlying shares on the vesting date. Mr. Ingram’s DSUs and ESUs are immediately vesting.

⁴ The value of option awards and ESU grants specified in the above table represents the maximum value of awards/grants if the maximum specified performance criteria are achieved.

TERMINATION AND CHANGE OF CONTROL BENEFITS

David Ingram

Mr. Ingram was the Corporation’s CEO from 2001 until December 31, 2018. Effective January 1, 2019, Mr. Ingram became the Executive Chairman of the Board of the Corporation. In his role as Executive Chairman, Mr. Ingram acts 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 CEO included salary, participation in the STI plan and participation in the LTI program. Upon assuming his role as the Executive Chairman of the Board, Mr. Ingram elected to receive 25% of his compensation in the form of an annual salary, while receiving 75% of his compensation in the form of DSUs to align to the interests of shareholders. Beginning in 2022, Mr. Ingram’s compensation approach was adjusted to be conferred in 100% DSUs creating even deeper alignment to the long-term interests of shareholders.

The Corporation and Mr. Ingram entered into a revised employment agreement, effective January 1, 2025, with respect to Mr. Ingram’s appointment as Executive Chairman of the Board of Directors and assumption of the Interim CEO position. The revised agreement provides for (i) annual compensation of \$6,000,000 per annum issued in a combination of DSUs and Executive DSUs; (ii) a monthly car allowance of \$1,200 plus reimbursement of normal car operating costs; (iii) reimbursement of the employee portion of company health plan expenses; (iv) reimbursement of the cost of additional life insurance with a face value of \$2,500,000; and (v) reimbursement of the cost of disability

premiums which equate monthly disability income with Mr. Ingram's after-tax compensation. In 2025, Mr. Ingram voluntarily redirected \$1,423,200 of his annual compensation to contribute to a discretionary bonus pool, which was awarded and distributed to approximately 454 staff members, including to Mr. Patrick Ens, Mr. Felix Wu and Mr. Jason Appel in support of the Corporation's key retention priorities. This decision reflects Mr. Ingram's continued commitment to investing in the Corporation's workforce continuity.

In the event of termination by the Corporation of Mr. Ingram's employment, other than for cause, pursuant to his revised employment agreement, Mr. Ingram would be entitled to receive an amount equal to two (2) times the amount of his annual compensation that is granted in the form of Executive DSUs, plus a continuation of benefits for 24 months. The Corporation estimates that, assuming Mr. Ingram's employment was terminated on December 31, 2025, in such circumstances, the incremental payments and benefits would be approximately \$8,016,250.

In the event of a change of control,¹ if 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 (2) times the aggregate of his then annual compensation paid to him in the immediate prior year in connection with his role as an executive officer. The Corporation estimates that, assuming Mr. Ingram's employment was terminated on December 31, 2025, in such circumstances, the incremental payments and benefits would be approximately \$8,016,250.

By virtue of his employment agreement, Mr. Ingram is subject to restrictive covenants that survive his employment in the event of a termination of his employment from the Corporation. These include an obligation, without express consent, to not disclose the Corporation's confidential and proprietary information that is perpetual, a restriction to not solicit the Corporation's talent away from the Corporation for 12 months post-termination, and a restriction to not work for an entity competitive to the Corporation's commercial interests for a period of 18 months post-termination.

Patrick Ens

The Corporation and Mr. Patrick Ens initially entered into an employment agreement, effective July 1, 2024, with respect to Mr. Ens' appointment, for an indefinite term, as President of easyfinancial. This agreement provided for (i) an annual salary as at December 31, 2025 of \$500,000 per annum subject to an annual review; (ii) participation in the Corporation's STI plan (see – "Executive Compensation – Executive Compensation Elements – Short-term Incentive"); (iii) participation in the Corporation's LTI program (see – "Executive Compensation – Executive Compensation Elements – Long-term Incentive"); and (iv) a monthly car allowance of \$1,000.

In the event of termination by the Corporation of Mr. Ens' employment, other than for cause, pursuant to his employment agreement, he would be entitled to an amount equal to 12 months base salary in lieu of notice plus the pro-rata vesting of all option and share-based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 12 months. The Corporation estimates that, assuming

¹ Under Mr. Ingram's employment agreement, a "Change of Control" occurs upon any person or group of persons, other than Donald K. Johnson (together with any corporations controlled by him and any associates or affiliates of Donald K. Johnson and any such corporations), becoming the beneficial owner of 30% or more of the outstanding Common Shares of the Corporation, or the Shareholders of the Corporation approving an amalgamation, arrangement or other consolidation of the Corporation with another corporation as a result of which the Shareholders of the Corporation prior to such transaction will not own more than 50% of the voting rights of the shares of the successor or continuing corporation, or the Shareholders of the Corporation approving a liquidation or winding up of the Corporation or a sale of all or substantially all the assets of the Corporation.

Mr. Ens' employment was terminated on December 31, 2025, in such circumstances, the incremental payments and benefits would be approximately \$568,901.

Following a change of control,² if the Corporation terminates Mr. Ens' employment without cause or unilaterally changes a fundamental term of Mr. Ens' employment in a material and detrimental way within a six (6)-month period immediately following such change of control, all unvested options and share-based awards immediately vest and Mr. Ens is then entitled to receive his full base salary and benefits to the date of termination and 12 months' base salary and continuation of benefits for the duration of such 12 months. The Corporation estimates that, assuming Mr. Ens' employment was terminated on December 31, 2025, in such circumstances, the incremental payments and benefits would be approximately \$586,803.

By virtue of his employment agreement, Mr. Ens is subject to restrictive covenants that survive his employment in the event of a termination of his employment from the Corporation. These include an obligation, without express consent, to not disclose the Corporation's confidential and proprietary information that is perpetual, a restriction to not solicit the Corporation's talent away from the Corporation for 18 months post-termination, and a restriction to not work for an entity competitive to the Corporation's commercial interests for a period of 18 months post-termination.

Felix Wu

Mr. Felix Wu was retained and appointed as the company's Interim CFO on September 30, 2025, with an effective date of November 6, 2025. Mr. Wu is not an employee of the Corporation and provides services pursuant to a services agreement. Mr. Wu was paid \$332,898 for the fulfillment of duties through the conclusion of 2025 and his services agreement does not provide for any incremental payments upon termination or change of control.

Jason Appel

The Corporation and Mr. Jason Appel entered into a revised employment agreement, effective October 7, 2024, with respect to Mr. Appel's appointment, for an indefinite term, as Executive Vice President and Chief Risk Officer of the Corporation. The agreement provides for (i) an annual salary as at December 31, 2025 of \$425,000 per annum subject to annual review; (ii) participation in the Corporation's STI plan (see – "Executive Compensation – Executive Compensation Elements – Short-term Incentive"); (iii) participation in the Corporation's LTI program (see – "Executive Compensation – Executive Compensation Elements – Long-term Incentive"); and (iv) a monthly car allowance of \$1,000.

In the event of termination by the Corporation of Mr. Appel's employment, other than for cause, pursuant to his revised employment agreement, Mr. Appel would be entitled to an amount equal to 12 months base salary in lieu of notice plus the pro-rata vesting of all option and share-based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 12 months. The Corporation estimates that, assuming Mr. Appel's employment was terminated on December 31, 2025, in such circumstances, the incremental payments and benefits would be approximately \$851,034.

Following a change of control,³ if the Corporation terminates Mr. Appel's employment without cause or unilaterally changes a fundamental term of Mr. Appel's employment in a material and detrimental way within a six (6)-month

² Under Mr. Ens' employment agreement, a "Change of Control" occurs upon any person or group of persons, other than Donald K. Johnson (together with any corporations controlled by him and any associates or affiliates of Donald K. Johnson and any such corporations), becoming the beneficial owner of 30% or more of the outstanding Common Shares of the Corporation, or the Shareholders of the Corporation approving an amalgamation, arrangement or other consolidation of the Corporation with another corporation as a result of which the Shareholders of the Corporation prior to such transaction will not own more than 50% of the voting rights of the shares of the successor or continuing corporation, or the Shareholders of the Corporation approving a liquidation or winding up of the Corporation or a sale of all or substantially all the assets of the Corporation.

³ Under Mr. Appel's employment agreement, a "Change of Control" occurs upon any person or group of persons, other than Donald K. Johnson (together with any corporations controlled by him and any associates or affiliates of Donald K. Johnson and any such corporations), becoming the

period immediately after, all unvested options and share-based awards immediately vest and Mr. Appel is then entitled to receive his full base salary and benefits to the date of termination and 12 months' base salary and continuation of benefits for the duration of such 12 months. The Corporation estimates that, assuming Mr. Appel's employment was terminated on December 31, 2025, in such circumstances, the incremental payments and benefits would be approximately \$1,192,882.

By virtue of his employment agreement, Mr. Appel is subject to restrictive covenants that survive his employment in the event of a termination of his employment from the Corporation. These include an obligation, without express consent, to not disclose the Corporation's confidential and proprietary information that is perpetual, a restriction to not solicit the Corporation's talent away from the Corporation for 12 months post-termination, and a restriction to not work for an entity competitive to the Corporation's commercial interests for a period of 12 months post-termination.

Dan Rees

The Corporation and Mr. Rees entered into an employment agreement, effective March 3, 2025, with respect to Mr. Rees' appointment, for an indefinite term, as CEO of the Corporation. This agreement provided for (i) an annual salary of \$800,000 per annum subject to an annual review; (ii) participation in the Corporation's STI plan (see – "Executive Compensation – Executive Compensation Elements – Short-term Incentive"); (iii) participation in the Corporation's LTI program (see – "Executive Compensation – Executive Compensation Elements – Long-term Incentive"); (iv) a monthly car allowance of \$1,000; and (v) reimbursement of the cost of additional life and disability insurance coverage with a face value of \$1,120,000.

In December 2025, the Corporation announced a CEO transition whereby Mr. Rees resigned from his position effective December 31, 2025. The terms of his departure were governed by the resignation provisions in his employment agreement, which provided that upon termination Mr. Rees would cease participation in the Corporation's compensation programs and would forfeit any unvested equity compensation. No incremental payments were made to Mr. Rees in connection with his departure. Mr. Rees subsequently entered into an advisory arrangement with the Corporation to assist with certain transition matters in 2026.

Hal Khouri

The Corporation and Mr. Hal Khouri entered into a revised employment agreement, effective October 7, 2024, with respect to Mr. Khouri's appointment, for an indefinite term, as CFO of the Corporation. The agreement provided for (i) an annual salary of \$500,000 per annum subject to an annual review; (ii) participation in the Corporation's STI plan (see – "Executive Compensation – Executive Compensation Elements – Short-term Incentive"); (iii) participation in the Corporation's LTI program (see – "Executive Compensation – Executive Compensation Elements – Long-term Incentive"); and (iv) a monthly car allowance of \$1,000.

In September of 2025, the Corporation announced a CFO transition whereby Mr. Khouri resigned from his position effective November 6, 2025. The terms of his departure were governed by the resignation provisions in his employment agreement, which provided that upon termination, Mr. Khouri would cease participation in the Corporation's compensation programs and forfeit any unvested equity compensation. No incremental payments were made to Mr. Khouri in connection with his departure.

beneficial owner of 30% or more of the outstanding Common Shares of the Corporation, or the Shareholders of the Corporation approving an amalgamation, arrangement or other consolidation of the Corporation with another corporation as a result of which the Shareholders of the Corporation prior to such transaction will not own more than 50% of the voting rights of the shares of the successor or continuing corporation, or the Shareholders of the Corporation approving a liquidation or winding up of the Corporation or a sale of all or substantially all the assets of the Corporation.

Ali Metel

The Corporation and Mr. Ali Metel entered into an employment agreement, effective December 19, 2024, with respect to Mr. Metel's appointment, for an indefinite term, as President of LendCare. The agreement provided for (i) an annual salary as at December 31, 2025 of \$475,000 per annum subject to an annual review; (ii) participation in the Corporation's STI plan (see – "Executive Compensation – Executive Compensation Elements – Short-term Incentive"); (iii) participation in the Corporation's LTI program (see – "Executive Compensation – Executive Compensation Elements – Long-term Incentive"); and (iv) a monthly car allowance of \$1,000.

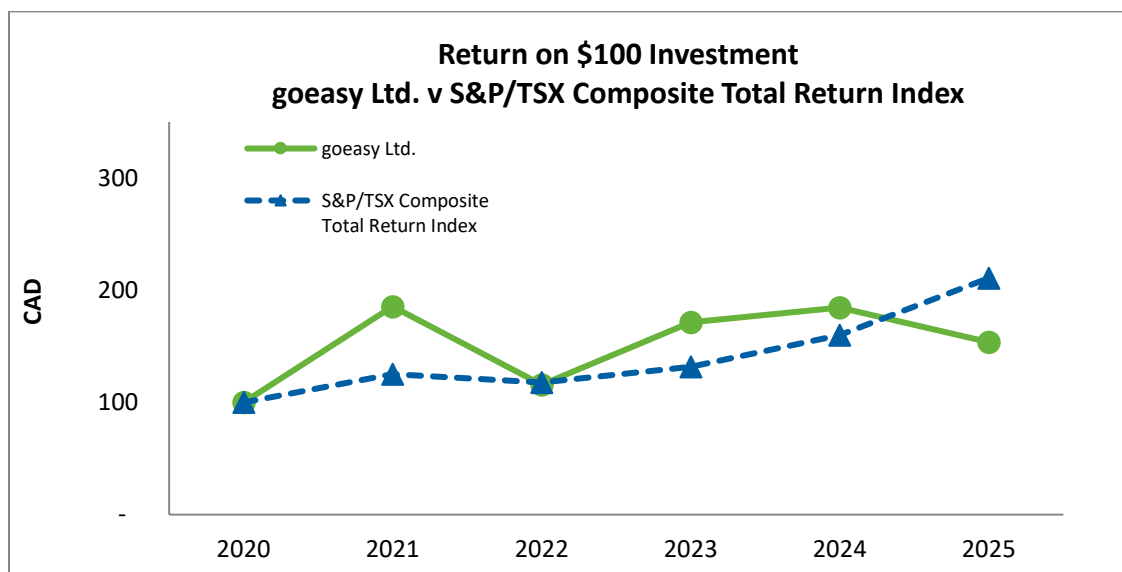
In August 2025, a Transition Agreement was entered into between Mr. Metel and the Corporation pursuant to which it was agreed Mr. Metel would leave the Corporation effective December 31, 2025. The terms of the Transition Agreement were generally consistent with Mr. Metel's employment agreement and included the ability for Mr. Metel to continue to be eligible for (i) proceeds under the LTIP plans under the terms of each relevant plan up until the last day of pay continuance (December 31, 2025), with no new grants during the pay continuance period, and (ii) a STI bonus for the financial year ending December 31, 2025, in both cases subject to a clawback provision, contingent upon satisfactory performance of the LendCare division. In consideration thereof, Mr. Metel agreed to assist the Corporation through a transition period. However, Mr. Metel did not receive proceeds from either the LTI program or STI plan after his termination date, in view of the performance thresholds not having been achieved.

PERFORMANCE GRAPH AND NEO COMPENSATION TRENDS

The following graph illustrates the total cumulative return on a \$100 investment in Common Shares made on December 31, 2020, as compared with the total cumulative return on a \$100 investment in the S&P/TSX Composite Total Return Index made on December 31, 2020. 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.

Other than a slight decrease in 2022, the trend in the Corporation's total cumulative shareholder return exceeded that of the S&P TSX Composite Total Return Index between 2020 and 2024, with a decrease in 2025 below the S&P TSX Composite Total Return Index. The trend in the Corporation's total cumulative shareholder returns exceeded the trend in the amount of total compensation paid to the NEOs between 2020 and 2025, with the exception of 2022 and 2025. Notably, the total compensation paid to the NEOs in 2025 is calculated on the basis of the top five (5) NEOs, which includes annualized salaries for those NEOs that served for only part of 2025, and also accounts for Mr. Ingram's total compensation, which itself includes compensation he received in connection with his roles as both Interim CEO as well as Executive Chairman of the Board.

For the purpose of the above discussion, NEO compensation is defined as aggregate total compensation, which equals the sum of base salary, annual short-term cash incentive and long-term equity incentive and all other compensation.



	2020	2021	2022	2023	2024	2025
Corporation's Common Shares	\$100	\$186	\$116	\$171	\$185	\$154
S&P/TSX Composite Total Return Index	\$100	\$125	\$118	\$132	\$160	\$211
Total Direct Compensation Awarded to NEOs ¹	\$7,006,293	\$5,974,705	\$8,823,801	\$9,339,000	\$10,962,000	\$13,585,500

Note:

¹To provide a consistent basis of comparison over the time period, the total direct compensation awarded to NEOs for 2025 only includes the top five (5) NEOs for the year ended December 31, 2025, utilizing annualized salaries for those NEOs that served for only part of 2025. Further, Mr. Ingram's compensation included in this calculation for 2025 reflects compensation he received in connection with his roles as both Interim CEO as well as Executive Chairman of the Board.

EQUITY-BASED AND OTHER COMPENSATION PLANS

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

Equity compensation plans approved by shareholders	Number of securities to be issued upon exercise of options, warrants and rights (as at December 31, 2025)	Percentage of outstanding Common Shares (as at December 31, 2025)	Weighted average exercise price of outstanding options, warrants and rights (as at December 31, 2025) (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in (a)) (as at December 31, 2025)	Percentage of outstanding Common Shares (as at December 31, 2025)
	(a)	(b)	(c)	(d)	(e)
Share Option Plan	101,725	0.6%	155.47	539,321	3.4%
ESU Plan	205,350	1.3%	-	588,100	3.7%
DSU Plan	381,541	2.4%	-	99,243	0.6%
Total	688,617	4.3%	-	1,226,664	7.7%

The following table sets forth the annual burn rate for each of the three (3) most recently completed fiscal years for each of the Corporation's applicable equity-based incentive plans. The burn rate has been calculated by dividing the number of securities granted under the equity-based incentive plans during the applicable fiscal year, by the weighted average number of Common Shares outstanding for the applicable fiscal year:

Equity compensation plans approved by shareholders	2025	2024	2023
Share Option Plan	0.3%	0.2%	0.3%
ESU Plan	0.9%	0.8%	0.7%
DSU Plan	0.2%	0.1%	0.2%

SHARE OPTION PLAN

Eligible Participants: Options to purchase Common Shares may be granted under the Share Option Plan to officers and employees of the Corporation or its subsidiaries (collectively, "**Optionees**").

Plan Maximum and Participation Limits: The maximum number of Common Shares reserved for issuance under the Share Option Plan is such number as represents 4% of the issued and outstanding Common Shares from time to time. Because the Share Option Plan is an "evergreen" plan, Common Shares covered by options that have been exercised are available for subsequent grants, and the number of options available to grant increases as the number of issued and outstanding Common Shares increases. As such, the TSX requires that the Share Option Plan be submitted to shareholders for ratification every three (3) years. The Share Option Plan was most recently ratified by shareholders on May 8, 2024, permitting the Corporation to continue granting entitlements until May 8, 2027.

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.

Exercise Price: The exercise price per Common Share may not be less than the Market Price, defined as the weighted average price of a Common Share on the TSX for the five (5) trading days immediately preceding the date of grant. 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.

Vesting: Each option is exercisable over such period as is determined at the time of issue. 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 12-month period from the date of grant.

Term: Each option, unless sooner terminated pursuant to the Share Option Plan, expires on a date determined in accordance with the Share Option Plan at the time the option is granted, which date may not exceed ten (10) years from the date of grant.

Cashless and Net Share Exercise: The Share Option Plan permits a cashless exercise feature pursuant to which an Optionee may, if authorized in the certificate evidencing the grant of an option or if otherwise authorized by the Corporation, in lieu of making a cash payment of the option price to acquire a number of Common Shares under such option (the “**Surrendered Shares**”), notify the Corporation of the Optionee’s intention to effect a cashless exercise with respect to the Surrendered Shares. In such case, the Optionee surrenders the right to acquire the Surrendered Shares, and the Corporation issues to the Optionee the number of Common Shares with an aggregate Market Price equal to the excess of the Market Price over the option price multiplied by the Surrendered Shares, rounded down to the nearest whole Common Share, and immediately thereafter cancels the option with respect to the Surrendered Shares.

The Share Option Plan also permits a net share exercise feature pursuant to which an Optionee may, if authorized in the certificate evidencing the grant of the option or if otherwise authorized by the Corporation, in lieu of paying the option exercise price in cash, notify the Corporation of the Optionee’s intention to effect a net share exercise (a “**Net Share Exercise**”). In the case of a Net Share Exercise, the Corporation shall (A) issue to the Optionee a number of Common Shares equal to (i) the number of Common Shares underlying such option minus (ii) the number of Common Shares with a Market Price (equal to the 5-day volume-weighted average price of the Common Shares traded on the TSX) equal to the aggregate exercise price for such option minus (iii) the number of Common Shares with a Market Price sufficient to cover any amounts (including income tax) that the Corporation is required to withhold by law, (B) make a cash payment to the relevant tax authority equal to the aggregate Market Price of the Common Shares described in subclause (iii), and (C) immediately thereafter cancel the exercised option.

Cessation of Entitlement: 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 subsidiary. If, before the expiry of the option, the employment of the Optionee terminates by reason of death, such option may be exercised by the legal representative(s) of the estate of the Optionee at any time during the first six (6) months following the death of the Optionee.

Change of Control: 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.

Assignability: All options granted under the Share Option Plan are non-assignable.

Amendments: The Board may amend or discontinue the Share Option Plan at any time, subject to obtaining 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 Share Option Plan; and (5) making amendments to comply with new regulatory requirements.

Financial Assistance: The Corporation does not provide financial assistance to participants under the Share Option Plan to facilitate the purchase of Common Shares.

Human Resources Committee Oversight: The Human Resources Committee reviews industry statistics and comparator groups with respect to the appropriateness of option grants recommended by the CEO. Previous grants and the availability in the option pool are taken into account when making new grants.

The following table summarizes information about options granted and outstanding as at April 1, 2026:

Option Summary as at April 1, 2026	Options Granted				Percentage of Outstanding Common Shares
	Options Granted in Prior Fiscal Years	Options Granted from January 1, 2025 to December 31, 2025	Options Granted from January 1, 2026 to April 1, 2026	TOTAL	
Options granted and unexercised					
Issued and vested but not exercised	15,359	-	-	15,359	0.1%
Issued but not yet vested or exercised	45,172	41,194	-	86,366	0.5%
	60,531	41,194	-	101,725	0.6%
Options available to be granted				539,622	3.4%

EXECUTIVE SHARE UNIT PLAN

Eligible Participants: The Corporation may grant RSUs and Executive DSU (collectively, referred to as “ESUs”) under the ESU Plan to such employees, officers, consultants, or executive directors of the Corporation, including certain affiliates of any such person, who have been designated by the Corporation for participation in the ESU Plan and who have agreed to participate in the ESU Plan (“Participants”).

Plan Maximum and Participation Limits: The maximum number of Common Shares reserved for issuance under the ESU Plan is such number as represents 5% of the issued and outstanding Common Shares from time to time. Because the ESU Plan is an “evergreen” plan, Common Shares issued in connection with the vesting of RSUs are available for subsequent grants, and the number of RSUs available to grant increases as the number of issued and outstanding Common Shares increases. As such, the TSX requires that the ESU Plan be submitted to shareholders for ratification every three (3) years. The ESU Plan was most recently ratified by shareholders on May 8, 2024, permitting the Corporation to continue granting entitlements until May 8, 2027.

Grants, Vesting and Settlement: The Human Resources Committee determines, subject to the approval of the Board, the number of RSUs and Executive DSUs to be granted, and to which Participants, under the ESU Plan. The value of the grants at the dates of grant is based on a percentage of the recipient’s salary consistent with grants in previous years. RSUs or Executive DSUs granted to a Participant are credited to the Participant’s RSU account. The vesting schedule for RSUs and Executive DSUs 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 or Executive DSU is granted (the “Grant Agreement”).

Each RSU or Executive DSU granted gives the Participant the right to receive, with respect to each such RSU or Executive DSU that vests in accordance with the terms of the grant (which may include performance conditions),

one Common Share, at the time, in the manner, and subject to the restrictions set out in the ESU Plan and the Grant Agreement. Subject to certain terms and conditions of the ESU 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.

With respect to Executive DSUs, however, the Participant may elect up to three (3) separate dates (each, an **"Entitlement Date"**) as of which either a portion or all of the Executive DSUs shall be redeemed. Entitlement Date elections can only be filed with the Corporation at the earlier of: (1) the date the Participant ceases to be a director or employee of the Corporation; (2) the date of the Participant's death (in which case, its beneficiary would file the election); and (3) with respect to a Participant who has been granted Executive DSUs in his or her capacity as a consultant, the date of termination of the agreement governing such Participant's services as a consultant.

Dividend Equivalents: Certain Participants are eligible to receive additional RSUs and Executive DSUs 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.

Cessation of Entitlement: Unless otherwise determined by the Corporation at any time and except as otherwise provided in a Participant's written employment or consulting agreement with the Corporation, on a Participant's termination date, any RSUs or Executive DSUs 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 or Executive DSUs 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 or Executive DSUs, all RSUs and Executive DSUs, as applicable, 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.

Reorganization: Under the ESU 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 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.

Transferability: The interest of a Participant under the ESU 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 be for the benefit of and be binding on the Participant's beneficiary.

Amendments: The Board may, without shareholder approval, amend, suspend, cancel or terminate the ESU Plan, or any RSU or Executive DSU granted thereunder, at any time, subject to obtaining receipt of requisite regulatory approvals including without limitation, the approval of the TSX, provided, however, that shareholder approval will also be required for the following amendments: (1) increasing the number of Common Shares issuable pursuant to the ESU Plan; (2) adding non-employee members of the board of directors to the categories of participants who may be designated for participation in the ESU Plan; (3) amending the ESU Plan to provide for other types of compensation through equity issuance; and (4) amending the amendment provisions of the ESU Plan other than as permitted under the rules of the TSX.

Financial Assistance: The Corporation does not provide financial assistance to Participants under the ESU Plan to facilitate the acquisition of Common Shares.

Human Resources Committee Oversight: The Human Resources Committee administers the ESU Plan in compliance with applicable laws and the rules of the TSX, and subject to the approval of the Board of Directors for certain matters.

The following table summarizes information about ESUs granted and outstanding as at April 1, 2026:

ESUs Summary as at April 1, 2026	ESUs Granted in Prior Fiscal Years	ESUs Granted from January 1, 2025 to December 31, 2025	ESUs Granted from January 1, 2026 to April 1, 2026	TOTAL	Percentage of Outstanding Common Shares
ESUs granted and outstanding					
RSUs	93,261	47,255	5,424	145,940	0.9%
Executive DSUs	37,292	25,993	-	63,285	0.4%
	130,553	73,248	5,424	209,255	1.3%
ESUs available to be granted				592,459	3.7%

DEFERRED SHARE UNIT PLAN

Eligible Participants: Any member of the Board who is resident in Canada and not subject to any U.S. 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. 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.

Plan Maximum and Participation Limits: The maximum number of Common Shares reserved for issuance under the DSU Plan is such number as represents 3% of the issued and outstanding Common Shares from time to time. Because the DSU Plan is an “evergreen” plan, Common Shares issued in connection with the vesting of DSUs are available for subsequent grants, and the number of DSUs available to grant increases as the number of issued and outstanding Common Shares increases. As such, the TSX requires that the DSU Plan be submitted to shareholders for ratification every three (3) years. The DSU Plan was most recently ratified by shareholders on May 8, 2024, permitting the Corporation to continue granting entitlements until May 8, 2027.

Election and Crediting of DSUs: 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.

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). 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 to be satisfied by DSUs by the weighted average price of a Common Share of the Corporation on the TSX for the five (5) trading days immediately preceding the particular day (the “**Market Value**”).

Vesting and Settlement: 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**"). At the sole discretion of the Board, the Eligible Director's DSUs may be redeemed for Common Shares, a cash payment, 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.

Cessation of Entitlement: 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.

Transferability: The rights or interests of an Eligible Director under the DSU Plan may not 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.

Amendments: 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 favorable 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.

Notwithstanding the foregoing, shareholder approval will be required for the following amendments: (1) increasing the maximum number of Common Shares issuable from treasury under the DSU Plan; (2) changing the definition of Market Value which would result in an increase in the Redemption Value of the DSUs under the DSU Plan; (3) extending the term of the DSUs, benefitting an insider; or (4) amending 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). 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.

Board Oversight: The Board administers the DSU Plan in compliance with applicable laws and the rules of the TSX.

The following table summarizes information about DSUs granted and outstanding as at April 1, 2026:

DSU Summary as at April 1, 2026	DSUs Granted in Prior Fiscal Years	DSUs Granted from January 1, 2025 to December 31, 2025	DSUs Granted from January 1, 2026 to April 1, 2026	TOTAL	Percentage of Outstanding Common Shares
DSUs granted and outstanding	348,790	32,572	27,072	408,613	2.5%
DSUs available to be granted				72,398	0.5%

OTHER INFORMATION

DIRECTOR AND OFFICER LIABILITY INSURANCE

The Corporation maintains liability insurance to protect its directors and officers against liabilities they may incur in their capacity as directors and officers of the Corporation in circumstances where the Corporation cannot provide indemnification. The policy is market standard.

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, 2025.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the director nominees, executive officers or insiders of the Corporation, or any associate or affiliate of such persons or the Corporation has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed fiscal year or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

AVAILABLE INFORMATION AND APPROVAL

AVAILABLE INFORMATION

Additional information relating to the Corporation is available on SEDAR+ at www.sedarplus.ca. 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 CFO or the CEO of the Corporation at the Corporation's office, which is located at 33 City Centre Drive, 5th Floor, 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.

DIRECTORS' APPROVAL

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



David Ingram
Executive Chairman
Mississauga, Ontario, Canada

April 1, 2026

SCHEDULE A – ADVANCE NOTICE BY-LAW RESOLUTION

WHEREAS the board of directors (the “**Board**”) of goeasy Ltd. (the “**Corporation**”) has determined that it is in the Corporation’s best interests for the shareholders of the Corporation to confirm the adoption of the advance notice by-law (the “**Advance Notice By-Law**”).

BE IT RESOLVED as an ordinary resolution of the shareholders of the Corporation that:

- (i) the Advance Notice By-Law, in the form adopted by the Board on March 31, 2026 and attached as Schedule B to the Management Information Circular of the Corporation dated April 1, 2026, be and is hereby confirmed without amendment as a by-law of the Corporation; and
- (ii) any officer or director of the Corporation be, and each is hereby, authorized and directed, for and on behalf of the Corporation, to execute and deliver all such certificates, instruments, agreements, documents and notices and to do all such other acts and things as in such person’s opinion may be necessary or desirable for the purpose of giving effect to this resolution and the matters authorized hereby.

SCHEDULE B – ADVANCE NOTICE BY-LAW

GOEASY LTD.
(the Corporation)

ADVANCE NOTICE BY-LAW (the By-Law)

1. Nomination of Directors. Subject to the *Business Corporations Act* (Ontario) (the **Act**) and the articles of the Corporation (the **Articles**), only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation (the **Board**) may be made at any annual meeting of shareholders, or at a special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
 - (a) by or at the direction of the Board, including pursuant to a notice of meeting;
 - (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or
 - (c) by any person (a **Nominating Shareholder**): (A) who, at the close of business on the date of the giving of the notice provided for below in this By-Law and at the close of business on the record date for notice of such meeting of shareholders, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this By-Law.
2. Notice of Nomination. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the secretary of the Corporation at the principal executive offices of the Corporation in accordance with this By-Law.
3. Timely Notice. To be timely, a Nominating Shareholder's notice to the secretary of the Corporation must be given:
 - (a) in the case of an annual meeting of shareholders (and including an annual and/or special meeting), not less than 40 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement (the **Notice Date**) of the date of the annual meeting was made by the Corporation, notice by the Nominating Shareholder must be made not later than the close of business on the tenth (^{10th}) day following the Notice Date; and
 - (b) in the case of a special meeting that is not also an annual meeting of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made by the Corporation.
4. Information Required. To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set forth:
 - (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each, a **Proposed Nominee**):

- A. the name, age, business and residential address of the person;
- B. the principal occupation or employment of the person for the last five years preceding the notice;
- C. the class or series and number of shares in the capital of the Corporation which are controlled, directed or owned, beneficially or of record, by the person or any other person the Proposed Nominee is acting jointly or in concert with respect to the Corporation or its securities, as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
- D. any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors or other filings pursuant to the Act, Applicable Securities Laws (as defined below) or any stock exchange rules that may be applicable to the Corporation; and

(b) as to the Nominating Shareholder giving the notice:

- A. the name, age, business and residential address of such Nominating Shareholder;
- B. the class or series and number of shares in the capital of the Corporation which are controlled, directed or owned, beneficially or of record, by the Nominating Shareholder or any other person the Nominating Shareholder is acting jointly or in concert with respect to the Corporation or its securities, as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
- C. their interests in, or rights or obligations associated with any agreement, arrangement or understanding, the purpose or effect of which is to alter, directly or indirectly, the person's economic interest in a security of the Corporation or the person's economic exposure to the Corporation;
- D. any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder or any affiliate or associate has a right to vote any shares of the Corporation; and
- E. any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors or other filings pursuant to the Act, Applicable Securities Laws (as defined below) or any stock exchange rules that may be applicable to the Corporation.

- 5. Public Availability of Information. Subject to applicable law, all information provided by the Proposed Nominee or Nominating Shareholder which has been requested by the Corporation shall (as soon as practicable after receipt of the information) be made publicly available to shareholders by the Corporation.
- 6. Update of Information. All information to be provided in a timely notice pursuant to paragraph 4 above shall be provided as of the date of such notice. To be considered timely and in proper written form, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.
- 7. Eligibility as Director. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this By-Law; provided, however, that nothing in this By-

Law shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act.

8. Discretion of Chair. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
9. Definitions. For purposes of this By-Law:
 - (a) **Public announcement** shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on The System for Electronic Document Analysis and Retrieval + at www.sedarplus.ca; and
 - (b) **Applicable Securities Laws** means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authority of each province and territory of Canada.
10. Delivery of Notice. Notwithstanding any other provision of this By-Law, notice given to the secretary of the Corporation pursuant to this By-Law may only be given by personal delivery, facsimile transmission or by electronic communication (to the secretary of the Corporation), and shall be deemed to have been given and made only at the time it is served by personal delivery, email or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
11. Board Discretion. Notwithstanding the foregoing, the Board may, in its sole discretion, waive all or any requirements in this By-Law.
12. Effective Date. Subject to its confirmation by the shareholders in accordance with the Act, this By-Law will come into force on the date approved by the Board.

ENACTED AND MADE by the Board on March 31, 2026.

APPENDIX A - 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 (“**CEO**”), 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 Corporate Governance, Nominating and Risk Committee.

It is the policy of the Company that two thirds of the members of the Board shall be independent. A director shall be independent if he or she does not have a direct or indirect material relationship with the 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 immediate 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 Corporations Act*

(Ontario) (the “OBCA”), the *Securities Act* (Ontario), 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, Nominating and Risk 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 or 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 meetings 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 Chair, 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 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 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 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 3,000 shares within five (5) 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 OBCA 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 reasonably prudent people would exercise in comparable circumstances; and
 - (iii) to act in accordance with its obligations contained in the OBCA, 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:
 - (iv) any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - (v) the filling of a vacancy among the directors or in the office of the auditor;
 - (vi) terms on which securities may be issued and the declaration of dividends;
 - (vii) the purchase, redemption or any other form of acquisition of shares issued by the Company;
 - (viii) the payment of a commission to any person in consideration of the purchase or agreement to purchase shares of the Company from the Company;
 - (ix) the approval of management proxy circulars;
 - (x) the approval of the financial statements of the Company; and
 - (xi) 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.

QUESTIONS?

NEED HELP VOTING?

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