FORM 51-102F3

Material Change Report

1. Name and Address of Reporting Issuer:

Equitable Group Inc.
30 St. Clair Avenue West
Suite 700
Toronto, Ontario
M4V 3A1

2. Date of Material Change:

May 1, 2017 and May 2, 2017

3. News Release:

News releases were disseminated in Canada on May 1, 2017 and May 3, 2017 through Canada NewsWire and subsequently filed on SEDAR.

4. Summary of Material Change:

Equitable Bank (**EQB**), a wholly-owned subsidiary of Equitable Group Inc. (**EGI**), and a syndicate of banks comprised of The Toronto-Dominion Bank (**TD**), and the Canadian Imperial Bank of Commerce (**CIBC**), National Bank of Canada (**NB**), The Bank of Nova Scotia (**BNS**), Bank of Montreal (**BMO**) and Royal Bank of Canada (**RBC**) (collectively, the **Banks**) have signed a commitment letter pursuant to which the Banks have committed to provide a backstop funding facility of up to C$2 billion to EQB, secured by residential mortgages.

5. Full Description of Material Change:

On May 1, 2017, EQB, a wholly owned subsidiary of EGI, entered into a letter of commitment (the **Initial Commitment**) for a two-year, C$2.0 billion secured backstop funding facility (the **Funding Facility**) from a syndicate of banks comprised of TD, CIBC and NB (the **Initial Syndicate**).

On May 2, 2017, the Initial Commitment was replaced with a new letter of commitment (the **Commitment**) from an expanded syndicate of banks comprised of members of the Initial Syndicate together with BNS, BMO and RBC (collectively, the **Banks**).

Subject to the terms and conditions of the Commitment, TD committed to provide C$333,335,000 of the Funding Facility, and each of CIBC, NBC, BNS, BMO and RBC committed to provide C$333,333,000 of the Funding Facility. The commitments of the Banks under the Commitment are several, and not joint and several. The Banks are permitted under the Commitment to syndicate the Funding Facility to other lenders.

The Funding Facility will be secured by mortgage loans that were originated and are serviced by EQB. Co-ownership interests in the mortgages will be sold by EQB to a separate bankruptcy remote legal entity, to the extent that the company draws on the facility.

The Funding Facility will be for up to C$2 billion and will have a term of 2 years. The up-front fee for the Funding Facility is 0.75% payable to each of the Banks based on its final commitment allocation. The Commitment provides for a 1.25% drawn price over each Bank's cost of funding and a 0.50% standby fee on any unused portion of the Funding Facility. Overcollateralization is expected to be 20% or such higher percentage required to obtain "AAA" ratings from DBRS and Moody's.

Under the Commitment, the obligation of the Banks to provide the Funding Facility is subject to conditions precedent including, among other things:

(a) there not occurring or becoming known to the Banks any material adverse condition or material adverse change in or affecting the business, operations, property, assets, liabilities (actual or contingent), condition (financial or otherwise) or prospects of the EQB and its subsidiaries taken as a whole;

(b) the Banks's completion and satisfaction in all respects with a due diligence investigation of EQB, including satisfactory OSFI B20 due diligence review;

(c) the Banks not becoming aware after the date of the Commitment of any information or other matter (including any matter relating to financial models and underlying assumptions related to certain projections required under the Commitment to be provided by EQB to the Banks) affecting EQB that in the Bank's judgment is inconsistent in a material and adverse manner with any such information or other matter disclosed to the Banks prior to the date of the Commitment;

(d) the Banks' satisfaction that prior to and during the syndication of the Funding Facility there shall be no competing offering, placement or arrangement of any debt securities or bank financing by or on behalf of EQB or any affiliate thereof without the prior written consent of the Banks;

(e) the negotiation, execution and delivery of definitive documentation with respect to the Funding Facility satisfactory to the Banks and their counsel; and

(f) the notes issued by the Funding Facility being rated AAA, or equivalent, by at least one of DBRS or Moody's.

The Commitment may be terminated by the Banks upon a determination that the conditions precedent under the Commitment will not be met.

Unless terminated earlier by EQB or the Banks in accordance with the terms of the Commitment, the Banks' commitment and agreements under the Commitment will terminate on the earliest of (i) June 30, 2017, and (ii) the date the definitive documentation with respect to the Funding Facility becomes effective.

Cautionary Note Regarding Forward-Looking Statements

Statements made by the Company in this material change report, in other filings with Canadian securities regulators and in other communications include forward-looking statements within the meaning of applicable securities laws (**forward-looking statements**). These statements include, but are not limited to, statements about the availability of the Commitment and the Funding Facility, the ability to draw down on the Funding Facility and the use of any funds drawn from the Funding Facility, the Company's objectives, strategies and initiatives, financial result expectations and other statements made herein, whether with respect to the Company's businesses or the Canadian economy. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "planned", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases which state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved." Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, closing of transactions (including, without limitation, the closing of the Funding Facility and the availability of funds thereunder), performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to the ability of the Company to satisfy the conditions precedent and other terms of the Commitment and under any definitive Funding Facility entered into, capital markets and additional funding requirements, fluctuating interest rates and general economic conditions, legislative and regulatory developments, the nature of our customers and rates of default, and competition as well as those factors discussed under the heading "Risk Management" in the Management's Discussion and Analysis and in the Company's documents filed on SEDAR at www.sedar.com. All material assumptions used in making forward-looking statements are based on management's knowledge of current business conditions and expectations of future business conditions and trends, including their knowledge of the current credit, interest rate and liquidity conditions affecting the Company and the Canadian economy. Although the Company believes the assumptions used to make such statements are reasonable at this time and has attempted to identify in its continuous disclosure documents important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Certain material assumptions are applied by the Company in making forward-looking statements, including without limitation, assumptions regarding its continued ability to fund its mortgage business at current levels, a continuation of the current level of economic uncertainty that affects real estate market conditions, continued acceptance of its products in the marketplace, as well as no material changes in its operating cost structure and the current tax regime. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

No information has been omitted from this material change report.

8. Executive Officer:

The following officer is knowledgeable about the material change and the Report and may be contacted as follows:

Tim Wilson
Vice President and Chief Financial Officer
416-515-7000

9. Date of Material Change Report:

May 11, 2017.