

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Chesswood Group Limited (“**Chesswood**”)
4077 Chesswood Drive
Toronto, Ontario
M3J 2R8.

2. Date of Material Change

December 8, 2014.

3. News Release

On December 9, 2014 a news release in respect of the material change was disseminated through Marketwire, a copy of which is attached to this report as Schedule “A”.

4. Summary of Material Change

On December 9, 2014, Chesswood announced that it had entered into a new three year, US\$150 million, revolving senior secured credit facility (the “**New Credit Facility**”).

5. Full Description of Material Change

On December 9, 2014, Chesswood announced that it had entered into the New Credit Facility. The New Credit Facility also includes a US\$150 million accordion feature which would expand the New Credit Facility to US\$200 million if exercised.

The New Credit Facility will support growth in finance receivables, provide for Chesswood’s working capital needs and for general corporate purposes. The New Credit Facility replaces the US\$105 million revolving credit facility of Pawnee Leasing, and allows Chesswood to manage the allocation of capital to its various financial services businesses in Canada and the U.S., internally. Chesswood used approximately US\$94.0 million of its availability under the New Credit Facility to repay and retire the Pawnee Leasing credit facility.

The New Credit Facility is led by Royal Bank of Canada and includes a syndicate of leading Canadian and U.S. financial institutions, including BBVA Compass as syndication agent.

A copy of the credit agreement for the New Credit Facility has been filed under Chesswood’s profile at www.Sedar.com.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

7. Omitted Information

No information has been omitted from this report.

8. Executive Officer

Barry Shafran, President and Chief Executive Officer at (416) 386-3099.

9. Date of Report

December 18, 2014.

SCHEDULE A
(see attached)



CHESSWOOD ANNOUNCES NEW US\$150 MILLION CORPORATE CREDIT FACILITY
Senior Facility Expands Access to Capital and Replaces Pawnee Facility

TORONTO, December 9, 2014 – Chesswood Group Limited (“**Chesswood**”) (TSX: CHW) announced today that it has entered into a new three year, US\$150 million, revolving senior secured credit facility. The facility also includes a US\$50 million accordion feature which would expand the facility to US\$200 million, if exercised.

The new credit facility will support growth in finance receivables, provide for Chesswood’s working capital needs and for general corporate purposes. This new corporate credit facility replaces the US\$105 million revolving credit facility of Pawnee Leasing, and allows Chesswood to manage the allocation of capital to its various financial services businesses in Canada and the U.S., internally. Chesswood used approximately US\$94.0 million of its availability under this new credit facility to repay and retire the Pawnee Leasing credit facility.

“The additional liquidity from our expanded facility provides us with greater capacity, in support of our multiple growth initiatives,” stated Barry Shafran, Chesswood’s President. “This new facility, available in U.S. or Canadian dollars, also improves our financial flexibility by centralizing treasury management and making the provision of capital to individual businesses far easier”, added Shafran.

The credit facility is led by Royal Bank of Canada and includes a syndicate of leading Canadian and U.S. financial institutions, including BBVA Compass as syndication agent.

About Chesswood Group Limited

Chesswood Group Limited is a financial services company with operating businesses in both Canada and the U.S.

To learn more about Chesswood Group Limited, visit www.ChesswoodGroup.com. The separate websites of Chesswood Group Limited’s operating businesses are at www.PawneeLeasing.com, www.WindsetCapital.com, www.nstarleasing.com, www.CaseFunding.com, and www.AcuraSherway.com.

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This press release contains forward-looking statements that involve a number of risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. Many factors could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

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