Chesswood Group Limited

TREASURY OFFERING OF SUBSCRIPTION RECEIPTS FOR COMMON SHARES

Term Sheet ~~February 26,~~ March 5, 2015

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with securities regulatory authorities in each of the provinces of Canada. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Issuer: Chesswood Group Limited (the “Company”).

Offering: •2,871,800 subscription receipts (the “Subscription Receipts”). Each Subscription Receipt will entitle the holder thereof to receive, for no additional consideration, one common share of the Company (each, a "Common Share") on the Acquisition Closing (defined below).

Amount: ~~Approximately C$28,000,000,~~C$28,000,050, prior to the Over-Allotment Option.

Offer Price: C$•9.75 per Subscription Receipt.

Over-Allotment Option: The underwriters shall have the option, exercisable in whole or in part until the earlier of (i) 30 days following Closing and (ii) the Termination Date (as defined below), to purchase up to an additional •430,800 Subscription Receipts (or, if the Acquisition Closing (defined below) occurs prior to the closing of the over-allotment option, an equivalent number of Common Shares in lieu of Subscription Receipts), representing 15% of the Offering, at the issue price and on the same terms and conditions as set forth herein, for market stabilization and to cover over-allotments, if any.

Concurrent Private Placement: Concurrent with the Closing, the Company will also complete a private placement (the “Concurrent Offering”) of Subscription Receipts or common shares (the “Private Placement Securities”) to certain of its officers, directors and other insiders in the aggregate amount of up to $6 million at a price per Private Placement Security equal to the Offer Price. The completion of the Offering will occur concurrently with and is conditional on the closing of the Concurrent Offering.

The Private Placement Securities will be subject to a 4 month hold period commencing on the Closing.

Use of Proceeds: The net proceeds of the Offering and the Concurrent Offering will be used to partially fund the proposed acquisition (the “Acquisition”) by the Company of all the issued and outstanding shares in the capital of each of Blue Chip Leasing Corporation ~~(“Blue Chip”)~~ and EcoHome Financial Inc. The closing of the Acquisition (the “Acquisition Closing”) is expected to occur as soon as practicable but not later than April 3, 2015.

Subscription Receipts: The proceeds from the sale of Subscription Receipts net of half of the Commission (the "Escrowed Funds") will be held by a trustee, as escrow agent (the “Escrow Agent”), pursuant to a Subscription Receipt Agreement until the earlier of the Acquisition Closing and the Termination Date (defined below).

Should the Acquisition be completed on or before the Termination Date (defined below), subscribers who hold Subscription Receipts at the time of the Acquisition Closing will be eligible to receive payments in an amount equivalent to distributions payable by the Company to shareholders relating to any record date occurring on

~~3184253~~

or after the Closing and before the Acquisition Closing (the "Dividend Equivalent Payment"). Holders of Subscription Receipts would receive such payments upon the later of the date of the exchange of the Subscription Receipts into Common Shares and the payment date of the distributions.

If the Acquisition Closing occurs concurrently with the Closing of the Offering, the Company may issue on the Closing an equivalent number of Common Shares in lieu of Subscription Receipts.

Termination Event: If (i) the Acquisition Closing does not occur prior to 5:00 p.m. (Toronto time) on April 20, 2015, (ii) the Acquisition is terminated at any earlier time, or (iii) the Company delivers a notice to the Lead Underwriter that it does not intend to proceed with the Acquisition (each a "Termination Event", and the date upon which such Termination Event occurs, the "Termination Date"), holders of Subscription Receipts will, commencing on the second business day following the Termination Date, be entitled to receive from the Escrow Agent an amount equal to the Offering Price multiplied by the number of Subscription Receipts held by such holder plus their pro rata share of the interest earned on the Escrowed Funds and their pro rata share of the interest that would have been earned on 50% of the Commission were such Commission included in the Escrowed Funds (together, "Subscription Receipt Interest"), less any applicable withholding taxes. No Dividend Equivalent Payment will be made to holders of Subscription Receipts if a Termination Event occurs.

Escrow Conditions: The gross proceeds from the sale of Subscription Receipts, less 50% of the Commission, and all interest earned thereon, will be held by the Escrow Agent and invested in short-term obligations of, or guaranteed by, the Government of Canada until the earlier of the Escrow Release Conditions being satisfied and the Termination Date.

"Escrow Release Conditions" means confirmation by the Company to the Underwriters and the Escrow Agent that all the conditions precedent to completing the Acquisition other than the payment of the acquisition price have been satisfied or waived.

Standstill: The Company has agreed not to issue or sell any equity securities of the Company for a period of 90 days following the Closing, subject to certain customary exceptions. The directors, officers and 10% shareholders of the Company will agree not to sell any equity securities of the Company for a period of 90 days following the Closing, subject to certain customary exceptions.

Dividends: Dividends are payable on a monthly basis on or about the 15th day of each month. It is anticipated that the first dividend to which purchasers of the Subscription Receipts under the Offering will be entitled to participate will be for the dividend expected to be announced in mid-March payable on or about April 15, 2015 to holders of record on or about March 31, 2015.

Form of Offering: Marketed offering by way of a prospectus supplement to the Company's short form base shelf prospectus (for Québec) / Amended and Restated Short Form Base Shelf Prospectus (for all Provinces and Territories of Canada other than Québec) dated February 17, 2015; pursuant to Rule 144A in the United States and under appropriate private placement exemptions in other jurisdictions.

Listing: An application will be made to list the Subscription Receipts and the Common Shares issuable pursuant to the terms of the Subscription Receipts, on the Toronto Stock Exchange. The Company's existing common shares are listed on the TSX under the symbol "CHW".

Eligibility:	The Common Shares and the Subscription Receipts will be eligible investments under all usual statutes including RRSPs, RRIFs, DPSPs, RESPs, RDSPs and TFSAs.
Lead Underwriter and Sole Bookrunner:	RBC Capital Markets
Commission:	5.5% of the Offering. Of the total Commission, 50% will be payable by the Company on Closing and the balance will be payable upon release of the Escrowed Funds to the Company. No Commission will be payable to the underwriters of the Offering in connection with the Concurrent Offering.
Closing:	On or about March 12, 2015 (the "Closing").