NEXTPOINT FINANCIAL INC.

NOTICE OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON
SEPTEMBER 30, 2022

AND

MANAGEMENT INFORMATION CIRCULAR

August 29, 2022

NEXTPOINT FINANCIAL INC.

Notice of Annual General Meeting of Shareholders
To Be Held on September 30, 2022

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") and proportionate voting shares (the "**Proportionate Voting Shares**", and together with the Common Shares, the "**Shares**") in the capital of Nextpoint Financial Inc. (the "**Company**") will be held virtually via live webcast available online at https://virtual-meetings.tsxtrust.com/1342 (password: nextpoint2022) on, September 30, 2022 at 9:30 a.m. (Toronto time) for the following purposes:

(a) to receive the audited consolidated financial statements for the fiscal year ended December 31, 2021 and the auditors' report thereon (the "**Financial Statements**");

(b) to elect directors to the board of directors of the Company (the "**Board**");

(c) to re-appoint auditor and to authorize the Board to fix their remuneration; and

(d) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular dated August 29, 2022 accompanying this Notice of Meeting (the "**Circular**"). **Shareholders are reminded to review the Circular prior to voting**.

This year, due to the ongoing public health impact of COVID-19 and in order to mitigate risks to the health and safety of the Company's shareholders, employees and other stakeholders, we will hold the Meeting in a virtual only format, which will be conducted via live webcast available online at https://virtual-meetings.tsxtrust.com/1342 (password: nextpoint2022). Registered Shareholders (as this term is used in the Circular) and duly appointed proxyholders will, on the website, be able to participate in the Meeting, submit questions and vote their Shares while the Meeting is being held. We hope that hosting a virtual meeting helps enable greater participation by our shareholders by allowing shareholders that might not otherwise be able to travel to a physical meeting to attend online, while minimizing the health risks associated with large gatherings.

The Board has fixed August 29, 2022 as the record date for the determination of shareholders entitled to receive notice of and vote at the Meeting. Any shareholder that has acquired Shares after the record date will not be entitled to receive notice of or vote those Shares at the Meeting.

If you are a Registered Shareholder, whether or not you plan to attend the Meeting, you are requested to complete, sign, date and return the enclosed form of proxy to TSX Trust Company, the transfer agent and registrar of the Shares. **To be valid, proxies must be deposited with TSX Trust Company, at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 or over the internet at www.voteproxyonline.com no later than 9:30 a.m. (Toronto time) on September 28, 2022, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for such adjournment or postponement of the Meeting. The deadline for the deposit of proxies may be waived or extended by the chair of the Meeting at their discretion, without notice.**

If you are a Non-registered shareholder (for example, if you hold your Shares in an account with a broker, dealer or other intermediary), whether or not you plan to attend the Meeting, you should complete and send the form of proxy or voting instruction form, as applicable, in accordance with the instructions provided by your broker or intermediary. These instructions include the additional step of registering proxyholders with TSX Trust Company, the transfer agent and registrar of the Shares, after submitting your form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a control number required to participate in the Meeting and only being able to attend as a guest. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests but will not be able to vote or submit questions at the Meeting. Please refer to the voting instructions provided in the "Appointment of Proxyholder and Revocation of Proxies" section of the accompanying Circular and call your broker, investment dealer or other intermediary for information on how you can vote your Shares.

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. To register a proxyholder, shareholders MUST visit https://tsxtrust.com/resource/en/75 by September 28, 2022 at 9:30 a.m. (Toronto time) and provide TSX Trust Company with their proxyholder's contact information, so that TSX Trust Company may provide the proxyholder with a control number via email.

DATED at Toronto, Ontario this 29th day of August, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) " Jean Birch"
Jean Birch, Chair of the Board

TABLE OF CONTENTS

NEXTPOINT FINANCIAL INC.

MANAGEMENT INFORMATION CIRCULAR

This Management Information Circular (the "**Circular**") is furnished in connection with the solicitation, by or on behalf of the management of Nextpoint Financial Inc. (the "**Company**"), of proxies to be used at the Company's annual general meeting of the holders of common shares (the "**Common Shares**") and proportionate voting shares (the "**Proportionate Voting Shares**", and together with the Common Shares, the "**Shares**") in the capital of the Company for the purposes set forth in the Notice of Annual General Meeting of Shareholders of the Company (the "**Shareholders**") accompanying this Circular. The annual general meeting of Shareholders of the Company, or any adjournment(s) or postponements(s) thereof (the "**Meeting**"), will be held virtually via live audio webcast available online at https://virtual-meetings.tsxtrust.com/1342 (password: nextpoint2022) on September 30, 2022 at 9:30 a.m. (Toronto time).

Unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to "$" or "US$" are to United States dollars and references to "C$" are to Canadian dollars.

SOLICITATION OF PROXIES

Solicitation of Proxies

It is expected that the solicitation of proxies will be primarily by mail, but proxies may also be solicited personally, in writing or by telephone, email, internet, facsimile or other means of communication by representatives of the Company at nominal cost. The Company may also engage a third party to provide proxy solicitation services on behalf of management in connection with the solicitation of proxies for the Meeting. The cost of solicitation by management will be borne directly by the Company and will bear the legal, printing and other costs associated with the preparation of this Circular. The Company will reimburse investment dealers, brokers, banks, custodians, nominees and other fiduciaries for permitted fees and costs incurred by them in mailing soliciting materials to the beneficial owners of Shares, in accordance with National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**").

If you cannot attend the Meeting, complete and return the enclosed form of proxy in accordance with the instructions contained therein. Shareholders may also elect to vote by use of the internet in accordance with the instructions on the applicable form of proxy.

APPOINTMENT OF PROXYHOLDER AND REVOCATION OF PROXIES

Each of the persons named in the enclosed form of proxy is a director (each, a "**Director**") of the Board of Directors of the Company (the "**Board**") and/or officer of the Company. **Each Shareholder has the right to appoint as proxyholder a person or company (who need not be a Shareholder of the Company) other than the person(s) designated by management of the Company in the enclosed form of proxy to attend and act on the Shareholder's behalf at the Meeting or at any adjournment thereof.** A Shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so either by inserting such other person's name in the blank space provided in the form of proxy and signing the form of proxy, or by completing and signing another proper form of proxy, and, in either case, then registering the proxyholder at https://tsxtrust.com/resource/en/75 (please see "*Instructions for Attending and Voting Virtually at the Meeting — Appointment of Proxies*" below for details). Registering your proxyholder is an additional step to be completed AFTER you have submitted your Form of Proxy. Failure to register the proxyholder will result in the proxyholder not receiving a control number that is required to participate in and vote at the Meeting. Securities represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly.

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to the Company's transfer agent and registrar, TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 prior to 9:30 a.m. (Toronto time) on September 28, 2022, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

A Shareholder may revoke a proxy at any time by an instrument in writing executed by him or her or, if the Shareholder is a Company, under its corporate seal, or by an officer or attorney thereof duly authorized in writing, and by sending it to the same address where the form of proxy was sent and within the delays mentioned therein, or two business days preceding the date the Meeting resumes if it is adjourned, or by delivering it to the chair of such Meeting on the day of the Meeting or any adjournment thereof.

Rather than returning the form of proxy, Registered Shareholders may also elect to vote via the internet. Registered Shareholders electing to vote via the internet must follow the instructions included in the form(s) of proxy received from the Company.

If a Shareholder who has submitted a proxy attends the Meeting via live webcast using a 12-digit control number and accepts the terms and conditions when entering the Meeting online, any votes cast by such Shareholder on a ballot will be counted and the submitted proxy will be disregarded (please see the information under the heading "Instructions for Attending and Voting Virtually at the Meeting" below for details).

Voting of Proxies and Exercise of Discretion by Proxyholder

On any ballot that may be called for, the Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Company in the enclosed form of proxy or voting instruction form will be voted or withheld from voting in accordance with the instructions given on the form of proxy or voting instruction form, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted for, against, or withheld from voting, accordingly.

In the absence of such instructions, Shares represented by a proxy will be voted for, against, or withheld from voting, in the discretion of the persons designated in the proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. If you return your proxy form and do not tell us how you want to vote your Shares, your Shares will be voted:

• FOR electing each of the individuals nominated as a Director who are listed in this Circular; and

• FOR reappointing Deloitte & Touche LLP as auditor and authorizing the Directors to fix the auditor's remuneration.

Your proxyholder will also be entitled to vote your Shares as he or she sees fit in respect of amendments to matters identified in the accompanying Notice of Meeting and on any other item of business that may properly come before the Meeting or any adjournment(s) thereof.

As of the date of this Circular, management of the Company is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Company in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority. Unless otherwise required by law or other provisions binding upon the Company, any matter coming before the Meeting, or any adjournment(s) thereof, shall be decided by the majority of the votes duly cast in respect of the matter by Shareholders entitled to vote thereon.

You have the right to appoint a person other than the persons designated in the proxy form to represent you at the Meeting. 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. **If you do not specify how you want your Shares voted, your proxyholder will vote your Shares as he or she sees fit on any matter that may properly come before the Meeting.**

INSTRUCTIONS FOR ATTENDING AND VOTING VIRTUALLY AT THE MEETING

This year, due to the ongoing public health impact of COVID-19 and in order to mitigate risks to the health and safety of the Company's Shareholders, employees and other stakeholders, we will hold the Meeting in a virtual only format, which will enable Registered Shareholders and duly appointed proxyholders to submit questions and vote online. Non-registered Shareholders who have not appointed themselves may attend the live webcast of the Meeting but will not have the ability to vote virtually or ask questions. A summary of the information Shareholders will need to attend and vote at the Meeting by live webcast is provided below.

Attending the Meeting via Live Webcast

Shareholders and duly appointed proxyholders are invited to attend the Meeting virtually via live webcast, by going to https://virtual-meetings.tsxtrust.com/1342 (password: nextpoint2022).

- Registered Shareholders and duly appointed proxyholders can participate in the Meeting by clicking "**I have a control number**" and entering a control number before the start of the Meeting.
  - Registered Shareholders - The 12-digit control number is located on the form of proxy or in the email notification you received.
  - Duly appointed proxyholders – TSX Trust Company will provide the proxyholder with a control number after the voting deadline has passed and the proxyholder has been duly appointed AND registered as described in "Appointment of Proxies" below.
- Voting at the Meeting will only be available for Registered Shareholders and duly appointed proxyholders. Non-registered Shareholders who have not appointed themselves may attend the Meeting by clicking "**I am a guest**" and completing the online form.

  Shareholders who wish to appoint a third party proxyholder to represent them at the online Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a shareholder has submitted their proxy/voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a control number to participate in the Meeting. To register a proxyholder, Shareholders MUST contact TSX Trust Company by emailing tsxtrustproxyvoting@tmx.com and complete the Request for Control Number form at https://tsxtrust.com/resource/en/75, by September 28, 2022 at 9:30 a.m. (Toronto time) and provide TSX Trust Company with their proxyholder's contact information so that TSX Trust Company may provide the proxyholder with a control number via email.

  It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

  In order to participate online, Shareholders must have a valid 12-digit control number and proxyholders must have received an email from TSX Trust Company containing a control number.

- Registered Shareholders that have a 12-digit control number, along with duly appointed proxyholders who were assigned a control number by TSX Trust Company (see details under the heading "Appointment of Proxies" below), will be able to vote and submit questions during the Meeting. To do so, please go to https://virtual-meetings.tsxtrust.com/1342 (password: nextpoint2022) prior to the start of the Meeting to login. Click on "I have a control number" and enter your 12-digit control number. Non-registered Shareholders who have not appointed themselves to vote at the Meeting, may login as a guest, by clicking on "I am a guest" and completing the online form.
- United States beneficial holders: To attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to TSX Trust Company at tsxtrustproxyvoting@tmx.com. Requests for registration should be directed to tsxtrustproxyvoting@tmx.com .
- Non-registered Shareholders who do not have a 12-digit control number will only be able to attend as a guest which allows them listen to the Meeting however will not be able to vote or submit questions. Please see the

information under the heading "Non-Registered Shareholders" for an explanation of why certain Shareholders may not receive a form of proxy.

- If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

If you are using a 12-digit control number to login to the live webcast and submit a vote online, you will be revoking any and all previously submitted proxies. If you **DO NOT** wish to revoke all previously submitted proxies, you may log in to the live webcast using your control number, but do not submit a vote once you have logged in to the Meeting. In this case, your vote submitted by proxy prior to the Meeting will stand.

Voting Virtually at the Meeting

A Registered Shareholder of Shares, or a Non-registered Shareholder who has appointed themselves or a third-party proxyholder to represent them at the Meeting, will appear on a list of shareholders prepared by TSX Trust Company, the transfer agent and registrar for the Meeting. To have their Shares voted at the Meeting, each Registered Shareholder or proxyholder will be required to enter their control number provided by TSX Trust Company at https://virtual-meetings.tsxtrust.com/1342 (password: nextpoint2022) prior to the start of the Meeting. In order to vote, Non-registered Shareholders who appoint themselves as a proxyholder MUST register with TSX Trust Company at tsxtrustproxyvoting@tmx.com after submitting their voting instruction form in order to receive a control number (please see the information under the headings "Appointment of Proxies" below for details).

Appointment of Proxies

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting must submit their proxy or voting instruction form (if applicable) prior to registering your proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a control number to participate in the Meeting. To register a proxyholder, Shareholders MUST contact TSX Trust Company by emailing tsxtrustproxyvoting@tmx.com and complete the Request for Control Number form at https://tsxtrust.com/resource/en/75 by September 28, 2022 at 9:30 a.m. (Toronto time) and provide TSX Trust Company with their proxyholder's contact information, so that TSX Trust Company may provide the proxyholder with a control number via email.

A proxy can be submitted to TSX Trust Company either in person, or by mail or courier, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or via the internet at www.voteproxyonline.com. The proxy must be deposited with TSX Trust Company by no later than 9:30 a.m. (Toronto time) on September 28, 2022, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting. If a shareholder who has submitted a proxy attends the Meeting via the webcast and has accepted the terms and conditions when entering the Meeting online, any votes cast by such shareholder on a ballot will be counted and the submitted proxy will be disregarded.

Without a control number, proxyholders will not be able to vote at the Meeting.

Non-Registered Shareholders

A Shareholder is a Non-registered Shareholder if the Shareholder's Shares are registered either in the name of (in each case, an "**Intermediary**"):

(a) an intermediary that the Non-registered Shareholder deals with in respect of the Shares, such as, among others, a bank, trust company, securities dealer or broker, director or administrator of RRSPs, RRIFs, RESPs and similar plans; or

(b) a clearing agency (such as CDS & Co.) of which the intermediary referred to in (a) is a participant.

In accordance with NI 54-101 the Company is distributing copies of materials related to the Meeting to Intermediaries for distribution to Non-registered Shareholders and such Intermediaries are to forward the materials related to the Meeting to each Non-registered Shareholder (unless the Non-registered Shareholder has declined to receive such materials). Such Intermediaries often use a service company (such as Broadridge Investor Communication Solutions in Canada ("Broadridge")), to permit the Non-registered Shareholder to direct the voting of the Shares held by the Intermediary, on behalf of the Non-registered Shareholder. The Company is paying Broadridge to deliver, on behalf of the Intermediaries, a copy of the materials related to the Meeting to each "objecting beneficial owner" and each "non-objecting beneficial owner" (as such terms are defined in NI 54-101).

If a Non-Registered Shareholder Does Not Wish to Attend the Meeting

Non-registered Shareholders who do not wish to attend the Meeting should carefully follow the instructions on the voting instruction form that they receive from their Intermediary in order to vote the Shares that are held through that Intermediary. Non-registered Shareholders of the Company should submit voting instructions to their Intermediaries in sufficient time to ensure that their votes are received from the Intermediaries by the Company.

If a Non-Registered Shareholder Wishes to Attend and Vote at the Meeting

Since the Company generally does not have access to the names of its Non-registered Shareholders, Non-registered Shareholders who wish to attend and vote at the Meeting should insert their own name in the blank space provided in the voting instruction form to appoint themselves as proxyholders and then follow their Intermediary's instructions for returning the voting instruction form.

Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a control number to participate in the Meeting.

Without a control number (described above), proxyholders will not be able to vote at the Meeting.

If a Non-Registered Shareholder Wishes to Revoke Voting Instructions

A Non-registered Shareholder may revoke previously given voting instructions by contacting his or her Intermediary and complying with any applicable requirements imposed by such Intermediary. An Intermediary may not be able to revoke voting instructions if it receives insufficient notice of revocation.

RECORD DATE AND QUORUM

The Board has fixed August 29, 2022 as the record date (the "**Record Date**") for the purpose of determining holders of Shares entitled to receive notice of and to vote at the Meeting. Any holder of Shares of record at the close of business on the Record Date is entitled to vote the Shares registered in such Shareholder's name at that date on each matter to be acted upon at the Meeting. Accordingly, any Shareholder that has acquired Shares after the Record Date will not be entitled to receive notice of or vote those Shares at the Meeting.

The quorum at the Meeting or any adjournment or postponement thereof (other than at an adjournment or postponement for lack of quorum) is present if at least two persons who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 25% of the issued Shares entitled to be voted at the meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS THEREOF

The Company's authorized share capital consists of (i) an unlimited number of Common Shares and (ii) an unlimited number of Proportionate Voting Shares. Generally, the Common Shares and Proportionate Voting Shares have the same rights, are equal in all respects and will be treated by NextPoint Financial as if they were shares of one class only. The Proportionate Voting Shares carry a greater number of votes per share relative to the Common Shares, and therefore the Common Shares are "restricted securities" within the meaning of such term under applicable Canadian securities laws. The Company has been granted an exemption from the disclosure requirements related to "restricted securities" under Part 10 of National Instrument 51-102 – *Continuous Disclosure Obligations*. As of the date hereof, there are 20,565,849 Common Shares outstanding, each carrying the right to one vote per share, and 168,550 Proportionate Voting Shares outstanding, each carrying the right to one hundred votes per share, representing approximately 99.19% and 0.81% of the outstanding Shares, respectively, and 54.96% and 45.04% of the voting power attached to all Shares, respectively.

Holders of Common Shares as at the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held. Holders of Proportionate Voting Shares as at the Record Date are entitled to vote such Proportionate Voting Shares at the Meeting on the basis of one hundred votes for each Proportionate Voting Share held. Except as otherwise noted in this Circular, 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.

To the knowledge of the Directors and executive officers of the Company, as at the Record Date no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the voting rights attached to the outstanding Common Shares or Proportionate Voting Shares except as stated below.

	Shares Beneficially Owned	
Name of Shareholder	**Number and Class of Shares Owned**	**Percentage of Class / Total Voting Rights(1)**
Andrew Neuberger(2)	520,000 Common Shares	2.53% / 1.39%
	38,881 Proportionate Voting Shares	23.07% / 10.39%
		11.78%
Franchise Group Intermediate L, LLC	700,000 Common Shares	3.40% / 1.87%
	60,985 Proportionate Voting Shares	36.18% / 16.30%
		18.17%
Omega Capital Partners, LP	4,535,000 Common Shares	17.19% / 9.45%
	4,668 Proportionate Voting Shares	2.77% / 1.25%
		10.69%

Notes:

(1) Percentage of total voting power represents voting power with respect to all of the Company's Common Shares and Proportionate Voting Shares, voting as a single class. The holders of the Company's Proportionate Voting Shares are entitled to 100 votes per Share, and holders of the Company's Common Shares are entitled to one vote per Share.

(2) Andrew Neuberger controls 300,000 warrants exercisable into Common Shares. Assuming the exercise of such warrants Andrew Neuberger would directly or indirectly, or exercise control or direction over 9.87% of the total voting rights attached to the outstanding Shares.

Investor Rights Agreement

The Company entered into an investor right agreement dated July 2, 2021 (the "**Investor Rights Agreement**") with Franchise Group Intermediate L, LLC ("**Franchise Group**") upon the closing of its acquisition (the "**Transaction**") of the equity interests of Franchise Group Intermediate L 1, LLC ("**Liberty**").

The Investor Rights Agreement provides, among other things, that the Company take such actions as are reasonable and necessary to permit one individual to serve on the Board subject to satisfaction and compliance with the requirements regarding service as a member of the Board under applicable law, the rules and policies of the Toronto Stock Exchange (the "**Exchange**") and the practices and policies of Board. Pursuant to the Investor Rights Agreement with Franchise Group has elected to nominate William Minner to the Board. See "*Matters to be acted upon at the Meeting – Nominees for Election to the Board*".

MATTERS TO BE ACTED UPON AT MEETING

Receipt of Financial Statements

The audited consolidated financial statements for the fiscal year ended December 31, 2021 (the "**Financial Statements**") and the auditors' report thereon will be presented at the Meeting, and will be mailed to those registered and beneficial Shareholders of the Company who requested them. The Financial Statements will be available under the Company's profile on SEDAR at www.sedar.com and at www.nextpointfinancial.com.

Election of Directors

At the Meeting, Shareholders will be asked to elect nine Directors to the Board. Under the Articles, Directors are elected annually, with each Director holding office until the next annual general meeting or until their successor is duly elected or appointed. The nominees for election as Directors to the Board are Jean Birch, Andrew Neuberger, Brent Turner, John Lederer, William Minner, Dan Shribman, Logan Powell, Nik Ajagu and Alicia Morga. The Board recommends that Shareholders vote FOR the election to the Board of the persons designated by management of the Company. **In the absence of instructions to the contrary, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the election to the Board of the proposed nominees whose names are set forth above, each of whom has been a Director since the date indicated below opposite the proposed nominee's name.** 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 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 Company in the enclosed form of proxy, in their discretion, in favour of another nominee.

Advance Notice Provisions

The Company's Articles include certain advance notice provisions with respect to the election of our Directors (the "**Advance Notice Provisions**"). The Advance Notice Provisions are intended to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings of our Shareholders; (ii) ensure that all Shareholders receive adequate notice of director nominations to the Board and sufficient information with respect to all nominees; and (iii) allow Shareholders to register an informed vote. Only persons who are nominated by Shareholders in accordance with the Advance Notice Provisions will be eligible for election as Directors at any annual general meeting of Shareholders, or at any special meeting of Shareholders if one of the purposes for which the special meeting was called was the election of Directors.

Under the Advance Notice Provisions, a Shareholder wishing to nominate a director is required to provide the Company notice, in the prescribed form, within the prescribed time periods. These time periods include, (i) in the case of an annual general meeting of shareholders (including annual general and special meetings), not fewer than 30 days prior to the date of the annual general meeting of shareholders; provided, that if the first public announcement of the date (the "**Notice Date**") of the annual general meeting of shareholders is less than 50 days before the meeting date, not later than the close of business on the 15th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual general meeting) of shareholders called for any purpose which includes electing directors, not later than the close of business on the 15th day following the Notice Date, provided that, in either instance, if notice-and-access (as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy related materials in respect of a meeting described above, and the Notice Date in respect of the meeting is not fewer than 50 days prior to the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the applicable meeting.

A copy of the Articles is available under the Company's profile on SEDAR at www.sedar.com.

Nominees for Election to the Board

The following tables set forth information with respect to each person proposed to be nominated for election as a Director, including the number of Shares beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as at the date hereof. The information as to shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the respective proposed nominees individually.

<table>
<tr><td rowspan="5">JEAN BIRCH
Arizona, U.S.A.

Director since July 2021 and Chair of the Board since May 2022</td><td colspan="2">Jean Birch brings broad experience as an independent public company director in addition to being a veteran C-level operating executive with experience in the consumer sector and the franchise business model. Since July 2020, Ms. Birch has served on the board of Charlotte's Web, a TSX-listed CBD wellness company, where she chairs the compensation committee and serves on the audit committee. In addition, since February 2018, she's been a director of Forrester Research, Inc., a Nasdaq-listed global research and advisory firm, where she currently serves as chair of that board's audit committee. Ms. Birch has previously served as a director of CorePoint Lodging, Inc, from September 2018 until March 2022. She was a director of Jack in the Box from June 2019 through February 2021. Ms. Birch has also served as a member of the board of Papa Murphy's Holdings, Inc. from April 2015 until May 2019, and was chair of the board of Papa Murphy's from September 2016 until May 2019. Ms. Birch was appointed President and CEO of Papa Murphy's in December of 2016 and served in that position until July 2017. Ms. Birch holds a bachelor's degree in Economics and Oriental Studies from the University of Arizona and an M.B.A. from Southern Methodist University.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Corporate Director</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board (Chair and former Lead Director)
CG&N Committee (Chair)
Compensation Committee</td><td>3/3
2/2
2/2</td></tr>
</table>

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly		
Number and Class of Shares Owned (#)	**Restricted Share Units ("RSUs") (#) Deferred Share Units ("DSUs") (#) Options (#)**	**Warrants (#)**
-	24,551 DSUs	-

<table>
<tr><td rowspan="5">ANDREW NEUBERGER
New York, U.S.A.

Director since July 2020</td><td colspan="2">Andrew Neuberger brings extensive experience to the board in areas of warehouse lending and specialty finance. He founded the Company (then, NextPoint Acquisition Corp.) in 2020 and was its Chief Executive Officer until its qualifying acquisition in July 2021 and was Chair of the board until May 2022. Prior to that, he formed BasePoint Capital LLC in 2009 to serve the alternative lending space with a focus on the specialty finance industry. Before BasePoint, Mr. Neuberger spent most of his early career at Morgan Stanley from 1994 to 2008 as the Global Head of Warehouse Lending for the Securitized Products Group dealing in asset classes such as real estate loans, non-investment grade RMBS/CMBS and other asset-backed products. Prior to Morgan Stanley, Mr. Neuberger was an Assistant District Attorney in Richmond County, New York. He has a BA from Lafayette College and a JD from Brooklyn Law School.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Private Investor
Chief Executive Officer and Chair, the Company</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board</td><td>3/3</td></tr>
</table>

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly		
Number and Class of Shares Owned (#)	**RSUs (#) DSUs (#) Options (#)**	**Warrants (#)**
520,000 Common Shares 38,881 Proportionate Voting Shares	22,586 DSUs	300,000

<table>
<tr><td rowspan="6">BRENT TURNER
Texas, U.S.A.

Director since: July 2021</td><td colspan="2">Brent Turner has over 27 years of professional experience in the tax and consumer finance industries. Mr. Turner has served as Chief Executive Officer at Liberty since 2019 and previously served as Executive Vice President, Head of Consumer Lending at MetaBank, a subsidiary of Meta Financial Group, Inc., from 2016 to 2018. In 2011 and 2012, Mr. Turner led the roll-up of several financing businesses in the tax space that were eventually sold to MetaBank in 2016. From 2005 to 2011, Mr. Turner served as Vice President of Financial Services at Rent-A-Center, a furniture and electronics rent-to-own company, where he led the development of financial services centers offering consumer financial and tax preparation services, and the e-commerce channel of the company. Mr. Turner's previous roles also include Chief Operating Officer at Financial Payments, LP, Assistant Vice President at Ace Cash Express and President at Quickcash, Inc. Mr. Turner holds a Master of Business Administration from the Cox School of Business at Southern Methodist University and a Bachelor of Arts from West Texas A&M University.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Chief Executive Officer, Director, Company
Chief Executive Officer and President, Liberty
Executive Vice President, Head of Consumer Lending, MetaBank</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board</td><td>3/3</td></tr>
</table>

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly		
Number and Class of Shares Owned (#)	**RSUs (#) DSUs (#) Options (#)**	**Warrants (#)**
6,415 Proportionate Voting Shares 115,000 Common Shares	380,442 RSUs 82,500 Options	-

<table>
<tr><td rowspan="6">JOHN LEDERER
Ontario, Canada

Director since: July 2020</td><td colspan="2">John Lederer brings merger and acquisition expertise, as well as over 40 years of both Canadian and U.S. public and private company experience to our board. He is currently a Senior Advisor with Sycamore Partners LLC, a private equity firm, and in this capacity serves as the Executive Chair and Chief Executive Officer of Staples, Inc. He also currently serves on the board of Walgreens Boots Alliance, Inc., the largest drug retailing chain in the United States. From 2010 to 2015, he served as the Chief Executive Officer and President of US Foods, Inc., one of the largest food service distributors in the United States. Before that, he served as the Chair and Chief Executive Officer of Duane Reade Holdings, Inc. from 2008 to 2010, until its sale to Walgreens Boots Alliance, Inc. Prior to Duane Reade Holdings, Inc., he spent 30 years at Loblaw Companies Limited, Canada's largest food retailer, and held several senior leadership positions including President from 2000 to 2006. In addition to the company boards listed above, Mr. Lederer also previously served on the boards of Maple Leaf Foods, Restaurant Brands International Inc., and Tim Horton's Inc. He has an undergraduate degree in Economics from York University.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Corporate Director</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board
Compensation Committee
CG&N Committee</td><td>2/3
2/2
2/2</td></tr>
</table>

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly		
Number and Class of Shares Owned (#)	**RSUs (#) DSUs (#) Options (#)**	**Warrants (#)**
100 Proportionate Voting Shares 200,000 Common Shares	16,293 DSUs	-

<table>
<tr><td rowspan="5">WILLIAM MINNER
Pennsylvania, U.S.A.

Director since: July 2021</td><td colspan="2">William Minner brings sector expertise, as well as corporate finance and public company corporate governance experience to our board. Mr. Minner served as a director of Franchise Group, Inc. from March 2018 to May 2021 and during such time served as chair of the audit committee. Since 1996, Mr. Minner has served as a contract Chief Financial Officer and consultant with responsibilities for finance and administration to over 25 companies. From June 1991 to December 1995, Mr. Minner served as Chairman, President and Chief Executive Officer of Suburban Federal Savings Bank in Collingdale, Pennsylvania. From December 1988 to May 1991, Mr. Minner served in various positions with Atlantic Financial Savings, F.A., including Senior Vice President - Credit and First Vice President - Loan Workout. Previously, Mr. Minner served as Audit Manager and Controller for the mortgage subsidiary of Magnet Bank, FSB from July 1984 to December 1988. Mr. Minner is a Certified Public Accountant and qualifies as an audit committee financial expert under SEC rules. Mr. Minner received an M.B.A. and M.S. in Accounting from Marshall University.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Corporate Director</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board
Audit Committee (Chair)</td><td>3/3
2/2</td></tr>
</table>

<table>
<tr><td colspan="3">Securities of the Company beneficially owned, or controlled or directed, directly or indirectly</td></tr>
<tr><td>Number and Class of Shares Owned (#)</td><td>RSUs (#)
DSUs (#)
Options (#)</td><td>Warrants (#)</td></tr>
<tr><td>-</td><td>18,707 DSUs</td><td>-</td></tr>
</table>

<table>
<tr><td rowspan="5">DAN SHRIBMAN
Connecticut U.S.A.

Director since: August 2021</td><td colspan="2">Dan Shribman brings experience in both public and private equity and has served as chief investment officer of B. Riley Financial and president of B. Riley Principal Investments since September 2019 and September 2018, respectively. Prior to joining B. Riley Financial, Mr. Shribman was a Portfolio Manager at Anchorage Capital Group, L.L.C. from 2010 to 2018, where he led investments of varying types in public and private opportunities across a wide spectrum of industries. Before Anchorage, Mr. Shribman worked at Tinicum Capital Partners, a private equity firm, and in the restructuring advisory group at Lazard. Mr. Shribman holds an AB in Economics and History from Dartmouth.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Chief Investment Officer, B. Riley Financial
Portfolio Manager, Anchorage Capital Group</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board
Audit Committee</td><td>2/3
1/2</td></tr>
</table>

<table>
<tr><td colspan="3">Securities of the Company beneficially owned, or controlled or directed, directly or indirectly</td></tr>
<tr><td>Number and Class of Shares Owned (#)</td><td>RSUs (#)
DSUs (#)
Options (#)</td><td>Warrants (#)</td></tr>
<tr><td>-</td><td>16,293 DSUs</td><td>-</td></tr>
</table>

<table>
<tr><td rowspan="5">LOGAN POWELL
Rhode Island, U.S.A.

Director since: July 2021</td><td colspan="2">Logan Powell brings strategic leadership and experience in attracting talented, creative, driven and diverse individuals to our board. Mr. Powell is the Marilyn and Charles H. Doebler IV Dean of Admission at Brown University. He is responsible for the identification, recruitment and selection of all undergraduates seeking entrance to Brown. He leads all related strategic initiatives including data analysis, communications, and process innovation. Mr. Powell is chair of the council of Ivy deans of admission and also serves on several national non-profit advisory boards. Prior to joining Brown, Mr. Powell worked as the director of admission at Princeton University. Previously, he served as senior associate dean of admission at Bowdoin College and senior admissions officer at Harvard University. He earned a Master of Business Administration from MIT, a Masters in Education from Harvard University and a Bachelor of Arts from Bowdoin College.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Dean of Admission, Brown University</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board
Audit Committee</td><td>3/3
2/2</td></tr>
</table>

<table>
<tr><td colspan="3">Securities of the Company beneficially owned, or controlled or directed, directly or indirectly</td></tr>
<tr><td>Number and Class of Shares Owned (#)</td><td>RSUs (#)
DSUs (#)
Options (#)</td><td>Warrants (#)</td></tr>
<tr><td>-</td><td>16,293 DSUs</td><td>-</td></tr>
</table>

<table>
<tr><td rowspan="5">NIK AJAGU
California, U.S.A.

Director since: July 2021</td><td colspan="2">Nik Ajagu brings broad experience to the board in the area of advertising technology. Mr. Ajagu is a Bay Area-based investor and entrepreneur and one of Facebook’s early employees. He worked at Facebook from 2007 to 2019 where he built out the company’s direct sales operations in the United States, Canada, and Latin America as Head of Media Solutions Americas, and later served as Facebook’s Global Head of Advertising Technology Partnerships. He currently serves on the board of directors of the New School of San Francisco (since 2021), and as President of the San Francisco Council for Parent Participation Nursery Schools (since 2020). Prior to Facebook, Mr. Ajagu helped to launch Ecosystem Ventures where he worked from 2005 to 2007. Mr. Ajagu has co-founded various companies, including Code and Canvas, a San Francisco-based co-working and arts space in 2013, and Barrel and Ink, a Napa-based company focused on wine and design that launched in 2014. He also previously served on the board of Kabuni, a Vancouver-based e-commerce company from 2015 to 2016. Mr. Ajagu graduated from Princeton University in 2005 with a B.A. in Anthropology and a certificate in African American Studies.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Private Investor</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board
CG&N Committee</td><td>3/3
2/2</td></tr>
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<table>
<tr><td colspan="3">Securities of the Company beneficially owned, or controlled or directed, directly or indirectly</td></tr>
<tr><td>Number and Class of Shares Owned (#)</td><td>RSUs (#)
DSUs (#)
Options (#)</td><td>Warrants (#)</td></tr>
<tr><td>-</td><td>15,689 DSUs</td><td>-</td></tr>
</table>

<table>
<tr><td rowspan="6">ALICIA MORGA
California, U.S.A.

Director since: July 2021</td><td colspan="2">Alicia Morga brings extensive digital marketing and e-commerce experience to the board and is the founder and Chief Executive Officer of No. 8 Media, Inc., which was established in 2016 and provides digital transformation services to consumer product goods, health, education, and financial technology companies. Ms. Morga is an adjunct professor of Digital Marketing for the University of San Francisco and also teaches online and in person digital marketing courses for enterprises. Prior to No. 8 Media, she managed the bill pay product for Digital Insight, NCR’s retail financial subsidiary, and before that was the founder and Chief Executive Officer of Consorte Media, Inc., a digital marketing company which helped large advertisers reach the Hispanic market. Prior to Consorte, Ms. Morga worked in venture capital for The Carlyle Group and Hummer Winblad Venture Partners with a focus on the technology sector. Before that, she was a corporate attorney for Wilson Sonsini Goodrich & Rosati, and an investment banker at Goldman, Sachs & Co. She has been named a Young Global Leader by the World Economic Forum and one of the Most Influential Women in Technology by Fast Company. She holds a J.D. from Stanford Law School and a B.A. from Stanford University.</td></tr>
<tr><td colspan="2">Principal Occupation(s) (for the past 5 years)</td></tr>
<tr><td colspan="2">Chief Executive Officer, No. 8 Media, Inc.</td></tr>
<tr><td>Board/Committee Membership</td><td>Meeting Attendance</td></tr>
<tr><td>Board
Compensation Committee (Chair)</td><td>3/3
2/2</td></tr>
</table>

<table>
<tr><td colspan="3">Securities of the Company beneficially owned, or controlled or directed, directly or indirectly</td></tr>
<tr><td>Number and Class of Shares Owned (#)</td><td>RSUs (#)
DSUs (#)
Options (#)</td><td>Warrants (#)</td></tr>
<tr><td>-</td><td>17,500 DSUs</td><td>-</td></tr>
</table>

<u>*Cease Trade Order, Bankruptcy, Penalties and Sanctions*</u>

Cease Trade Orders

To the knowledge of the Company, no Director, is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days:

(a) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

except that each of the current Directors, were directors while the Company was subject to a cease trade order issued by the Ontario Securities Commission on May 25, 2022 in connection with the Company’s failure to file continuous disclosure materials as required by Ontario securities law.

Bankruptcies

Except as disclosed below, to the knowledge of the Company, no Director of the Company:

(a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Jean Birch was a director of Cosi, Inc. prior to and through its Chapter 11 bankruptcy process in 2016. Cosi, Inc. subsequently emerged as a reorganized private company.

Penalties or Sanctions

No current or proposed director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Re-appointment of Independent Auditors

Deloitte & Touche LLP ("**Deloitte & Touche**") is the current auditor of the Company. At the request of the Company, Deloitte LLP ("**Deloitte**") resigned as external auditor of the Company and was replaced by Deloitte & Touche effective September 15, 2021 (the "**Effective Date**"). The resignation of Deloitte and the appointment of Deloitte & Touche was considered and, upon recommendation of the audit committee of the Board (the "**Audit Committee**"), approved by the Board.

A copy of the "reporting package", as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") in respect of the change in auditor, is set out in Appendix B to this Circular. As indicated in the Notice of Change of Auditor contained in the reporting package, there have been no (i) modified opinions expressed in Deloitte reports in connection with the audit of the Company's financial statements since the Company's inception or for any period subsequent to the most recently completed period for which an audit report was issued and preceding the Effective Date; and/or (ii) "reportable events", as such term is defined in NI 51-102. Deloitte and Deloitte & Touche each acknowledged the Notice of Change of Auditor on September 15, 2021, and each firm indicated that it agreed with the information contained therein.

At the Meeting, Shareholders will be asked to re-appoint Deloitte & Touche as auditors of the Company to hold office until the next annual general meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix the auditors' remuneration. Information about the fees previously paid to the auditors may be found in the Company's most recent Annual Information Form under the heading "*Audit Committee – Auditor's Fees*", which is available under the Company's profile on SEDAR at www.sedar.com.

The audit committee of the Board (the "**Audit Committee**") has recommended to the Board, and the Board has approved, the nomination of Deloitte & Touche for such appointment.

The Board recommends that Shareholders vote FOR the re-appointment of Deloitte & Touche as auditors of the Company to hold office until the next annual general meeting of Shareholders or until a successor is appointed, and the authorization of the Board to fix the remuneration of the auditors. **In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the re-appointment of Deloitte & Touche as auditors of the Company to hold office until the next annual general meeting of shareholders or until a successor is appointed, and the authorization of the Board to fix the remuneration of the auditors.**

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Circular, none of the Directors or executive officers of the Company, nominees for election as Directors, nor persons who have been Directors or executive officers of the Company since the commencement of the Company's last financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of Directors.

EXECUTIVE COMPENSATION

Introduction

The following discussion describes the significant elements of the compensation program for the named executive officers ("**NEOs**") of the Company for the 2021 financial year ("**Fiscal 2021**"). The NEOs for Fiscal 2021 are:

- Brent Turner, *Chief Executive Officer*;
- Mike Piper, *Chief Financial Officer*;
- Eric Norona, *President of Lending;*
- Ted DeMarino, *President of Tax*; and
- Ghazi Dakik, *Chief Legal & Compliance Officer*.

Compensation Discussion and Analysis

Approach to Compensation

To succeed in the dynamic and evolving market the Company operates in and to achieve its business and financial objectives, attracting, retaining and motivating a talented team of executive officers is essential. The Company's executive officer compensation program is designed to achieve these and the following objectives: attract and retain a talented, high performing and experienced executive team by providing competitive compensation opportunities; motivate the executive team to achieve the Company's business and financial objectives; align the interests of the executive team with those of Shareholders; and balance short-term results and create long-term sustainable value.

The Company offers executive officers short-term incentives in the form of cash compensation as base salary and an annual bonus and long-term incentive awards consisting of share based compensation.

The Compensation Committee (as defined herein) is responsible for overseeing the Company's compensation policies, processes and practices. The Compensation Committee also seeks to ensure that compensation policies and practices provide an appropriate balance of risk and reward consistent with the Company's risk profile. The written charter for the Compensation Committee sets out its responsibilities for administering compensation programs and reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to directors and executive officers. The Compensation Committee's oversight includes setting objectives, evaluating performance, and ensuring that total compensation paid to the Company's executive officers and various other key executive officers and key managers is fair, reasonable and consistent with the objectives of our philosophy and compensation program.

All of the Company's directors, executives and certain other employees are subject to the Insider Trading Policy, which prohibits trading in the Company's securities while in possession of material undisclosed information about the Company. Under this policy, such individuals are also prohibited from entering into hedging transactions involving the Company's securities, such as short sales, puts and calls. Furthermore, the Company will permit such individuals to trade in its securities only during prescribed trading windows.

The Company evaluates its philosophy and compensation programs as circumstances require and plans to review compensation on an annual basis. As part of this review process, the Company is guided by the philosophy and objectives outlined above, as well as other factors which may become relevant, such as the cost to find a replacement for a key employee.

Compensation-Setting Process

The Compensation Committee regularly reviews best practices in executive compensation and governance and revises its policies and practices when appropriate. The below highlights the current compensation practices, that it believes demonstrates alignment with shareholders' long-term interests as well as legal and regulatory developments and corporate governance trends. The Compensation Committee holistically considers a variety of factors when making decisions regarding the recruitment, retention and motivation of our executive officers. These factors, as they relate to setting target executive compensation opportunities, include:

- The executive officer's experience, knowledge, skills, level of responsibility, and potential to influence our performance and future success;
- The executive officer's compensation history;
- The Company's financial performance and the executive officer's performance (if applicable) in the prior year;
- Internal parity and the value and importance of the position to the Company and its achievement of its strategy;
- The business environment in which the Company operates, the current economic climate, and market factors relevant to its business and our strategy;
- The executive officer's role and scope of responsibilities relative to comparable positions in the Peer Group (as defined below) and survey data;
- Executive officer compensation at Peer Group companies; and
- Corporate governance and regulatory factors related to executive compensation.

The Compensation Committee annually reviews data of all components of its compensation program for each of its executive officers. As a part of this process, the Compensation Committee also reviews the total value of each executive's share-based compensation and the potential termination expenses costs for each of the Company's executive officers. Based on this information and with the input of the Compensation Committee's independent compensation consultant, the Compensation Committee members analyze each executive's target total direct compensation, and set it at a level that is reasonable and competitive, and that appropriately balances the objectives of its compensation program.

Benchmarking

The Company benchmarks its executive compensation practices relative to publicly-disclosed information for a defined group of peer companies, which for fiscal year 2021 is set forth below (the "**Peer Group**"). The Company also reviews compensation data from multiple survey sources, reflective of general industry pay levels for companies of relevant size based on total revenue, as compared to each of the NEOs. The Compensation Committee reviews summary survey and Peer Group data to confirm that the market references used are appropriate for the Company's business and the industries in which it competes for executive talent. With the input of its independent compensation consultant, the Compensation Committee reviews the Peer Group annually and revises it as circumstances warrant. The Company endeavors to identify companies that are comparable to or competitive with its core businesses that have similar strategic plans or outlook, or that are comparable on a variety of relevant metrics. The following shows the Peer Group considered by the Compensation Committee in benchmarking fiscal year 2021 compensation:

OneMain Holdings, Inc.	Oportun Financial Corp.
CBIZ, Inc.	Regional Management Corp.
Blucora, Inc.	Elevate Credit, Inc.
Enova International, Inc.	Atlanticus Holdings Corp.
Resources Connection, Inc.	World Acceptance Corp.
CURO Group Holdings Corp.	Katapult Holdings, Inc.
RE/MAX Holdings, Inc.	OppFi Inc.
Medallion Financial Corp.	

Compensation Consultant

In 2021, the Compensation Committee retained Pearl Meyer as its external, independent compensation consultant. The Compensation Committee's independent compensation consultant reports directly to the

Compensation Committee and the Compensation Committee may replace the consultant or hire additional consultants at any time. The independent compensation consultant advises the Compensation Committee on issues pertaining to executive compensation, including the assessment of market-based compensation levels, the selection of its Peer Group, the Company's pay positioning relative to the market, the mix of pay, incentive plan design, and other executive employment matters, and provides its advice based in part on prevailing and emerging market practices, as well as the Company's specific business context. The Compensation Committee retains sole authority to hire its compensation consultants, approve fees, determine the nature and scope of services, evaluate performance, and terminate engagement and must pre-approve other services the compensation consultant provides to the Company at the request of management. The Compensation Committee believes that external compensation consultants for the Compensation Committee should be independent and serve the Compensation Committee exclusively, and should not perform any other services for the Company at any time. Pearl Meyer does not perform any other services for the Company. The following chart sets out the fees that the Company was billed by Pearl Meyer for the fiscal years ended December 31, 2021 and December 31, 2020:

Fees	Fiscal year ended December 31, 2021	Fiscal year ended December 31, 2020
Executive Compensation Related Fees	$31,120	$0
All Other Fees	0	0
Total Fees	$31,120	$0

Risk and Executive Compensation

Compensation risk

Effective risk management is integral to achieving the Company's business strategies and to its long-term success. The Board believes that the executive compensation program should not increase the Company's risk profile. The Compensation Committee is responsible for overseeing compensation risk. It reviews the executive compensation program, incentive plan design and our policies and practices to ensure they encourage the right decisions and actions to reward performance and align management interests with shareholder interests. The Compensation Committee believes that the Company's approach to goal setting, establishing performance measures and targets and evaluating performance results helps mitigate risk-taking that could reward poor judgment by executives or have a negative effect on shareholder value.

Regular risk review

The Compensation Committee conducts a comprehensive compensation review every year to ensure that the Company has identified any compensation risks and has appropriate measures in place to mitigate those risks. The Company's independent consultant assists the Compensation Committee with the review, which includes oversight of the targets for short-term incentives; the design of the long-term incentive awards, which reward sustainable financial and operating performance; and the compensation program, policies, and practices to ensure alignment with the Company's enterprise risk management practices.

A detailed assessment of the Company's compensation plans, programs and practices was conducted in 2021 by Pearl Meyer. The Committee reviewed recommendations from Pearl Meyer on establishing executive pay philosophy and strategy, which included aligning executive pay results with the Company's performance, both in terms of short-term and long-term shareholder value creation, while not encouraging excessive risk taking and reflecting sound governance principles and best practices.

Managing compensation risk

The Company mitigates risk in three ways:

Plan Design

- A mix of fixed and variable compensation.
- Short-term incentive plans have specific performance measures that are closely aligned with the achievement of the Company's business strategy and performance.

- Payout for the short-term incentive plan is designed to reflect the stretch targets for the achievement of exceptional performance.
- Long-term incentive plan with overlapping vesting periods to address longer term risks and maintain executives' exposure to the risks of their decision-making through unvested share-based awards.

Policies

- Promoting an ethical culture by having all employees subject to a code of business conduct, with an ethics hotline.
- An insider trading policy to protect the Company's interests and ensures high business standards and appropriate conduct.
- The insider trading policy contains within it, an anti-hedging policy which prohibits directors, officers and employees of the Company or its subsidiaries from buying financial instruments that are designed to hedge or offset a decrease in the market value of equity awards or shares or share based awards.
- The Company also has a policy prohibiting employees from forward selling shares that may be delivered on the future exercise of stock options, or otherwise monetizing their option awards, other than through exercising the options and subsequently selling the shares through a public venue.

Mitigation Measures

- The Company must achieve a specific threshold of operating income in order for short-term incentive awards to be granted.
- Financial performance is verified by the Company's external auditor (completion of annual financial statement audit) before the board makes any decisions about short-term incentives.
- The Compensation Committee adopts principles for adjusting payout under the short-term incentive plan and provides them to the Board as part of their review of the Compensation Committee's recommendations and performance overall.
- The Compensation Committee takes the business landscape and any external factors into account when exercising discretion and determining incentive awards.
- The Company regularly benchmarks executive compensation against its Peer Group.

Principal Elements of Compensation

The compensation of the Company's executive officers is comprised of the following major elements: (a) base salary; (b) an annual, discretionary cash bonus; and (c) long-term equity incentives, consisting of options, RSUs, PSUs and/or other applicable Grants under the Company's equity incentive plan (the "**Equity Incentive Plan**") and any other equity plan that may be approved by the Board from time to time. These principal elements of compensation are described below.

Base Salaries

Base salary is provided as a fixed source of compensation for the Company's executive officers. Adjustments to base salaries are reviewed annually and as warranted throughout the year to reflect promotions or other changes in the scope of breadth of an executive officer's role or responsibilities, as well as to maintain market competitiveness.

Benefits and Perquisites

Benefits and perquisites are not a significant element of compensation for the NEOs.

Annual Bonuses

Annual bonuses may be awarded based on qualitative and quantitative performance standards, and reward performance of the Company's executive officers individually. The determination of an executive officer's performance may vary from year to year depending on economic conditions and conditions in the industry, and may be based on measures such as stock price performance, the meeting of financial targets against budget, the meeting of acquisition objectives and balance sheet performance.

Equity Incentive Plan

The Equity Incentive Plan provides continual motivation for its officers, employees, consultants and directors to achieve its business and financial objectives and align their interests with the long-term interests of the Shareholders. The purpose of the Equity Incentive Plan is to promote greater alignment of interests between employees and Shareholders, and to support the achievement of the Company's longer term performance objectives, while providing a long term retention element. For further details in respect of the Equity Incentive Plan, please see "– *Summary of Equity Incentive Plan*".

Summary Compensation Table

The following table sets out information concerning the Fiscal 2021 compensation of the NEOs:

Name and Principal Position	Fiscal Year	Salary[(1)] ($)	Share-Based Awards[(2)] ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation: Annual Incentive Plans[(3)] ($)	Non-Equity Incentive Plan Compensation: Long-Term Incentive Plans ($)	Pension Value ($)	All Other Compensation[(4)] ($)	Total Compensation ($)
Brent Turner[(5)] Chief Executive Officer	2021	446,154	3,000,000	0	1,147,500	0	0	100,000[(6)]	4,693,654
Mike Piper Chief Financial Officer	2021	213,485	0	0	432,000	0	0	0	645,485
Eric Norona President of Lending	2021	192,308	0	0	216,000	0	0	0	408,308
Ted DeMarino President of Tax	2021	208,055	0	0	432,000	0	0	0	640,055
Ghazi Dakik Chief Legal & Compliance Officer	2021	168,269	0	0	141,750	0	0	0	310,019

Notes:

(1) Represents the actual base salary paid in Fiscal 2021.

(2) Reflects the grant date fair value of RSUs granted pursuant to the Equity Incentive Plan in Fiscal 2021.

(3) Represents cash bonus amounts paid for each NEO in respect of Fiscal 2021. See "Executive Compensation – Compensation Discussion and Analysis – Principal Elements of Compensation".

(4) None of the NEOs are entitled to perquisites or other personal benefits which, in the aggregate, are worth over C$50,000 or over 10% of their base salary.

(5) Brent Turner also serves as a director of the Company and will not receive any compensation in his capacity as a director.

(6) Represents one-time cash bonus paid to Brent Turner upon joining the Company following completion of its qualifying acquisition.

(7) See "– *Outstanding Option-Based Awards*" for options previously granted are outstanding.

Outstanding Option- and Share-Based Awards

The following table sets out, for each NEO, information concerning all option- and share-based awards that were outstanding at the end of Fiscal 2021. See "– *Equity Incentive Plan*".

	Option-based Awards				Share-based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Exercise price ($)**	**Option expiration dates**	**Value of unexercised in-the-money options ($)**	**Number of shares or units that have not vested (#)**	**Value of share-based awards that have not vested(1) ($)**	**Value of share-based awards not paid out or distributed ($)**
Brent Turner	0	0	0	0	352,942	1,058,826	0
Mike Piper	0	0	0	0	0	0	0
Eric Norona	0	0	0	0	0	0	0
Ted DeMarino	0	0	0	0	0	0	0
Ghazi Dakik	0	0	0	0	0	0	0

Notes:
(1) Based on the price per Common Share as of May 25, 2022 of $3.00.

Defined Contribution Plans Table

The following table sets out, for each NEO, information concerning the Company's 401(k) plan.

Name	**Accumulated Value at Start of Year ($)**	**Compensatory Amount ($)**	**Accumulated Value at Year End ($)**
Brent Turner... Chief Executive Officer	0	0	0
Mike Piper... Chief Financial Officer	0	0	0
Eric Norona... President of Lending	0	0	0
Ted DeMarino... President of Tax	0	3,231	3,231
Ghazi Dakik .... Chief Legal & Compliance Officer	0	2,827	2,827

Executive Compensation Plans

Summary of Equity Incentive Plan

The Company adopted the Equity Incentive Plan as a component of its long-term incentive compensation arrangements available for officers, employees and other eligible service providers.

Purpose

The purpose of the Equity Incentive Plan is to (i) promote a further alignment of interests between officers, employees and other eligible service providers of the Company and the Shareholders, (ii) to associate a portion of the compensation payable to officers, employees and other eligible service providers of the Company with the returns achieved by the Shareholders; and (iii) to attract and retain officers, employees and other eligible service providers with the knowledge, experience and expertise required by the Company. The following is a summary of the material terms of the Equity Incentive Plan. This summary is qualified in its entirety by reference to the terms if the Equity Incentive Plan.

Definitions

"**Market Price**" means, with respect to any particular date:

(i) if the Common Shares are listed on only one stock exchange, the volume weighted average trading price per Common Share on such stock exchange during the immediately preceding trading day;

(ii) if the Common Shares are listed on more than one stock exchange, the Market Price as determined in accordance with paragraph (i) above for the primary stock exchange on which the greatest volume of trading of the Common Shares occurred during the immediately preceding 20 trading days; and

(iii) if the Common Shares are not listed for trading on a stock exchange, a price which is determined by the Board in good faith to be the fair market value of the Common Shares.

Eligibility

Any individual employed by the Company, including a Service Provider (as defined in the Equity Incentive Plan), who, by the nature of his or her position or job is, in the opinion of the Board, in a position to contribute to the success of the Company, is eligible to receive grants of options, RSUs, PSUs, stock appreciation rights and Restricted Stock (for the purposes of this section, "**Grants**") under the Equity Incentive Plan.

Common Shares Subject to the Equity Incentive Plan

The aggregate number of Common Shares that may be issued pursuant to Grants made under the Equity Incentive Plan together with all other security-based compensation arrangements of the Company shall be a number equal to 10% of the aggregate number of issued and outstanding Common Shares from time to time (assuming conversion of all Proportionate Voting Shares into Common Shares).

For purposes of computing the total number of Common Shares available for grant under the Equity Incentive Plan or any other security based compensation arrangement of the Company, Common Shares subject to any Grant (or any portion thereof) that is forfeited, surrendered, cancelled or otherwise terminated, including if a number of Common Shares covered by an option have not been issued due to the exercise of a tandem stock appreciation right connected with such option, prior to the issuance of such Common Shares shall again be available for grant under the Equity Incentive Plan.

Additional Equity Incentive Plan Limits

The maximum number of Common Shares that are (i) issued to "**Insiders**" (in this section, as defined in the Toronto Stock Exchange Company Manual) within any one-year period, and (ii) issuable to Insiders, at any time, under the Equity Incentive Plan, or when combined with all of the Company's other security based compensation arrangements, will not exceed 10% of the number of the aggregate issued and outstanding Common Shares.

Grants under the Equity Incentive Plan

Options issued under the Equity Incentive Plan, unless otherwise designated by the Board, will vest one-third on each of the first three anniversaries of the date of the Grant based on continued employment, and may be exercised during a period determined by the Board, which may not exceed ten years. The exercise price for each Common Share subject to an option will be fixed by the Board but under no circumstances may any exercise price be less than 100% of the Market Price on the date of grant of the option. The exercise of options may be subject to vesting conditions, including specific time schedules for vesting and performance-based conditions. In addition, tandem stock appreciation rights may be granted in connection with a grant of options, which are subject to the same terms and conditions of the grant of options. Tandem stock appreciation rights may be exercised only if and to the extent the related options are vested and exercisable, and on exercise of a tandem stock appreciation right, the related option will be cancelled and a participant under the Equity Incentive Plan (for the purposes of this section, a "**Participant**"), will be entitled to the amount in settlement of the tandem stock appreciation rights. Upon exercise, the tandem stock appreciation right will be settled by a cash amount equal to the amount, if any, by which the Market Price on the date of exercise of the tandem stock appreciation right exceeds the exercise price of the related option at the time of the grant. Such amounts may also be payable by the issuance of Common Shares (at the discretion of the Board).

Under the Equity Incentive Plan, Participants may be granted standalone stock appreciation rights, being a right to receive a cash amount equal to the amount, if any, by which the Market Price on the date of exercise of the stock appreciation right exceeds the Market Price at the time of the grant (the "**Base Price**"). Such amounts may also be payable by the issuance of Common Shares (at the discretion of the Board). The exercise of stock appreciation rights may also be subject to conditions similar to those which may be imposed on the exercise of options.

Under the Equity Incentive Plan, Participants may be allocated share units in the form of RSUs or PSUs (collectively, "**Share Units**"), which represent the right to receive an equivalent number of Common Shares or the Market Price on the vesting date. The issuance of such Common Shares may be subject to vesting requirements similar to those described above with respect to the exercisability of options and stock appreciation rights, including such time or performance based conditions as may be determined from time to time by the Board in its discretion. The Equity Incentive Plan provides for the express designation of share units as either RSUs, which have time-based vesting conditions, or PSUs, which have performance-based vesting conditions over a specified period.

Under the Equity Incentive Plan, Participants may be granted Common Shares that are subject to a restriction on the Participant's free enjoyment of the Common Shares ("**Restricted Stock**"), which restrictions may be based on the passage of time or the satisfaction of performance-based conditions or the occurrence of one or more events or conditions as the Board may determine. Restricted Stock cannot be sold, transferred or assigned while the restrictions remain in effect, although the Participant may vote the Restricted Stock and receive any dividends paid on the Restricted Stock during such period. Restricted Stock is forfeited if the applicable restriction does not lapse prior to the date or the occurrence of the specified event or the satisfaction of the criteria in the Grant agreement.

Termination of Grants

Subject to the terms of the applicable Grant agreement, in the case of a Participant's termination of employment due to death, or in the case of the "**Participant's Disability**" (as defined in the Equity Incentive Plan) (i) those of the Participant's outstanding options and Share Units that were granted prior to the year that includes the Participant's date of death or Disability, as the case may be, that have not become vested prior to such date of death or Disability shall continue to vest and, upon vesting (which in the case of a PSU remains subject to the achievement of the applicable performance conditions and the adjustment of the number of PSUs that vest to reflect the extent to which such performance conditions were achieved), be exercisable (in the case of options) during the 12-month period following such date of death or Disability, as the case may be, as if the Participant had remained employed throughout such period and (ii) those of the Participant's outstanding options that have become vested prior to the Participant's date of death or Disability shall continue to be exercisable during the 12-month period following the such date of death or Disability, as the case may be. A pro-rated number of options and Share Units granted to a Participant in the year that includes the Participant's date of death or Disability shall remain eligible to vest following such date of death or Disability (the "**Special Pro Rated Grants**"). The Special Pro Rated Grants shall continue to vest and, upon vesting (which in the case of a PSU remains subject to the achievement of the applicable performance conditions and the adjustment of the number of PSUs that vest to reflect the extent to which such performance conditions were achieved), be exercisable (in the case of options) during the 12-month period following the Participant's date of death or Disability, as the case may be, as if the Participant had remained employed throughout such period. The balance of the options and Share Units granted to a Participant in the year that includes the Participant's date of death or Disability that are not Special Pro Rated Grants shall be forfeited and cancelled as of the Participant's date of death or Disability, as the case may be.

Subject to the terms of the applicable Grant agreement: (a) in the case of a Participant's termination without cause, the Participant's outstanding options that have become vested prior to the Participant's termination shall continue to be exercisable during the 90-day period following the Participant's date of termination, while Share Units shall vest on a pro-rated basis based on the term of service (having regard, for PSUs, the extent to which the applicable performance conditions were satisfied); and (b) in the case of a Participant's resignation, the Participant's outstanding options that have become vested prior to the date on which the Participant provides notice to the Company of his or her resignation shall continue to be exercisable during the 60-day period following the Participant's date of resignation, but no Share Units that have not vested prior to the date of on which the Participant submits his or her resignation shall vest and all such Share Units shall be forfeited immediately. In the case of a Participant's termination for cause, any and all then outstanding unvested options and unvested Share Units granted to the Participant shall be immediately forfeited and cancelled, without any consideration therefore, as of the commencement of the day that notice of such termination is given.

In the event that a holder of Restricted Stock is terminated, unless the Grant agreement provides otherwise or as otherwise determined by the Board, all Restricted Stock will be forfeited to the Company.

Transferability

No Grants and no rights or interests therein may be assigned, transferred, sold, exchanged, encumbered, pledged or otherwise hypothecated or disposed of by a Participant other than by testamentary disposition by the Participant or the laws of intestate succession. A Participant may designate a beneficiary**,** in writing, to receive any benefits that are provided under the Equity Incentive Plan upon the death of such Participant.

Capital Changes, Corporate Transactions and Change of Control

The Equity Incentive Plan contains provisions for the equitable treatment of Grants in relation to any capital changes and with regard to a dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Common Shares or distribution of rights to holders of Common Shares or any other relevant changes to the authorized or issued capital of the Company.

In the event of a "**Change in Control**" (for the purposes of this section, as defined in the Equity Incentive Plan) prior to the vesting of a Grant, and subject to the terms of a Participant's employment agreement and the applicable Grant agreement, the Board shall have full authority to determine in its sole discretion the effect, if any, of a Change in Control on the vesting, exercisability, settlement, payment or lapse of restrictions applicable to a Grant.

Amendment and Termination of the Equity Incentive Plan

The Equity Incentive Plan and any Grant made pursuant to the Equity Incentive Plan may be amended, modified or terminated by the Board without approval of the Shareholders, provided that no amendment may be made without the consent of a Participant if it adversely affects the rights of the Participant in respect of any Grant previously made to such Participant. For greater certainty, the Equity Incentive Plan may not be amended without Shareholder approval to do any of the following:

(a) increase in the maximum number of Common Shares issuable pursuant to the Equity Incentive Plan;

(b) reduce the exercise price of an outstanding option or the Base Price of a standalone stock appreciation right;

(c) extend the maximum term of any Grant made under the Equity Incentive Plan;

(d) amend the assignment provisions described above under "– *Transferability*";

(e) permit a non-employee member of the Board to be eligible for Grants under the Equity Incentive Plan;

(f) increase the number of Common Shares that may be issued or issuable to Insiders above the restriction or deleting the restriction on the number of Common Shares that may be issued or issuable to Insiders;

(g) include other types of equity compensation involving the issuance of Common Shares under the Equity Incentive Plan; or

(h) amend the amendment provisions of the Equity Incentive Plan to amend or delete any of (a) through (g) above or grant additional powers to the Board to amend the Equity Incentive Plan or entitlements without the Company Shareholder approval;

provided that, the Company Shareholder approval shall not be required for, among other things, the following amendments:

(i) amendments of a "housekeeping" nature;

(j) a change to the vesting provisions of any Grants;

(k) a change to the termination provisions of any Grant that does not entail an extension beyond the original term of the Grant; or

(l) amendments to the provisions relating to a Change in Control.

LoanMe Legacy Plan

In connection with the completion of its qualifying acquisition, the Company assumed the amended restated equity incentive plan of the successor entity to LoanMe Inc., which had been amended to render outstanding options exercisable for Common Shares and to prohibit further awards under the plan (the "**LoanMe Legacy Plan**"), to provide certain of the Company's directors, officers, and full- and part-time employees a performance incentive for continued and improved services to the Company.

As of December 31, 2021, options in respect of a total of 138,165 Common Shares were issued and outstanding, representing less than 1% of the total issued and outstanding Shares and the voting power attached to all of the Shares. No further awards were or will be granted under the LoanMe Legacy Plan.

Overhang, dilution and burn rates

	2021			
	Options	**DSUs**	**PSUs**	**RSUs**
Overhang(1)	8.08%	8.08%	8.08%	8.08%
Dilution(2)	0.37%	0.13%	0.24%	1.19%
Burn Rate(3)	0%	0.30%	0.56%	2.73%

Notes:

(1) The total number of Common Shares reserved for issuance under the Company's Equity Incentive Plan expressed as a percentage of the total number of Common Shares outstanding as at December 31, 2021 on a diluted basis.

(2) The total number of options, DSUs, PSUs and RSUs outstanding, expressed as a percentage of the total number of Common Shares outstanding as at December 31, 2021 on a diluted basis.

(3) The number of options DSUs, PSUs and RSUs granted, expressed as a percentage of the weighted average number of Common Shares outstanding during Fiscal 2021.

Employment Agreements

The Company currently has written employment agreements with each of its NEOs and each executive is entitled to receive compensation established by the Company, as well as other benefits in accordance with plans available to the most senior employees.

The Company maintains written employment agreements with each of its currently serving NEOs: Brent Turner, Michael Piper, Eric Norona, Ted DeMarino and Ghazi Dakik. The employment agreements with all NEOs provide for an initial one-year term, subject to automatic renewal for successive one-year periods thereafter unless either the Company or the NEO provides three months' written notice of non-renewal. Each employment agreement provides for an initial annual base salary and that each NEOs is eligible to receive bonus compensation pursuant to a bonus plan to be established by the Board and based on the achievement of specific Company and personal performance thresholds to be determined by the Board, provided that the NEO must be employed by the Company on the day payment is to be made and not otherwise terminated for Cause (as defined in the applicable employment agreement) prior to the payment of any such bonus.

In addition, each of these NEOs receives the Company's normal and customary employment benefits, generally on the same terms as all of its employees. The benefits include the right to (i) participate in our 401(k) plan and receive any 401(k) plan matching contribution made by the Company; (ii) medical, dental and vision benefits; health savings accounts; short-term and long-term disability insurance; life insurance; and employee assistance program; and (iii) receive stock options and other equity grants under the Company's equity incentive plan and cash bonuses under its cash bonus plan, as approved by the Board.

Further, pursuant to the employment agreements, upon a termination of employment by the Company for any reason other than for Cause (and not due to death or disability) or by the NEO for Good Reason, (as such term is defined in the applicable employment agreement), the executive will receive (i) an amount in cash equal to 12 months of such executive's then-existing base salary, payable in regular installments over the 12-month period following termination of employment, and (ii) up to 12 months of continued health benefits at active employee rates and levels (or, at the Company's discretion, reimbursement for continued coverage under its group health plan) and (iii) accelerated vesting and, if applicable, exercisability of the number of shares of common stock subject to then outstanding equity awards.

The table below shows the incremental payments that would be made to the Company's NEOs under the terms of their employment agreements upon the occurrence of certain events.

Name and Principal Position	Event	Severance ($)	Acceleration of Unvested Options / Share-Based Awards ($)	Other Payments ($)	Total ($)
Brent Turner Chief Executive Officer	Termination by Company without Cause or by Executive with Good Reason	850,000	0	0	850,000
	Termination by Company with Cause, or due to death or disability or resignation by Executive without Good Reason	0	0	0	0
Mike Piper Chief Financial Officer	Termination by Company without Cause or by Executive with Good Reason	400,000	0	0	400,000
	Termination by Company with Cause, or due to death or disability or resignation by Executive without Good Reason	0	0	0	0
Eric Norona President of Lending	Termination by Company without Cause or by Executive with Good Reason	400,000	0	0	400,000
	Termination by Company with Cause, or due to death or disability or resignation by Executive without Good Reason	0	0	0	0
Ted DeMarino President of Tax	Termination by Company without Cause or by Executive with Good Reason	400,000	0	0	400,000
	Termination by Company with Cause, or due to death or disability or resignation by Executive without Good Reason	0	0	0	0
Ghazi Dakik Chief Legal & Compliance Officer	Termination by Company without Cause or by Executive with Good Reason	350,000	0	0	350,000
	Termination by Company with Cause, or due to death or disability or resignation by Executive without Good Reason	0	0	0	0

Restrictive Covenants

Each of our named executive officers has a restrictive covenant provision with the Company in their employment agreement. Each have agreed to non-compete and non-solicit covenants that will apply in the event of termination or expiration of the agreement for a period of one year immediately following their respective dates of termination or expiration, as the case may be.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out, for each of the NEOs, the value of the option-based and share-based awards that have vested during Fiscal 2021.

Name and Principal Position	Option-Based Awards - Value Vested During the Year ($)	Share-Based Awards – Value Vested During the Year ($)	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)
Brent Turner Chief Executive Officer	0	0	$100,000
Eric Norona President of Lending	0	0	0
Mike Piper Chief Financial Officer	0	0	0
Ted DeMarino President of Tax	0	0	0
Ghazi Dakik Chief Legal & Compliance Officer	0	0	0

Equity Incentive Plan Information

The following table sets out as at December 31, 2021 the number of Common Shares to be issued under the Company's equity compensation plans and the number of securities remaining available for future issuance under the equity compensation plans as of December 31, 2021. There are no equity-based compensation plans not approved by Shareholders.

Plan Category	Number of Common Shares to be Issued upon Exercise or Settlement of Outstanding Securities	Weighted-Average Exercise Price of Outstanding Options ($)	Number of Securities Remaining Available for Future Issuance Under all Equity Compensation Plans
Legacy LoanMe Plan			
Options	138,165(1)	2.16	N/A(2)
Equity Incentive Plan			
PSUs	90,907(3)	-	3,018,673(6)
RSUs	443,842(4)	-	
DSU Plan			
DSUs	46,759(5)	-	3,018,673(6)
Total	**719,673**	**2.16**	**3,018,673**(6)

Notes:

(1) Represents granted options that have not yet settled or vested, but which may be settled in Common Shares, pursuant to the terms of their respective grants.

(2) In accordance with the terms of the LoanMe Legacy Plan, no further awards may be issued under the LoanMe Legacy Plan.

(3) Represents granted PSUs that have not yet settled or vested, but which may be settled in Common Shares, pursuant to the terms of their respective grants.

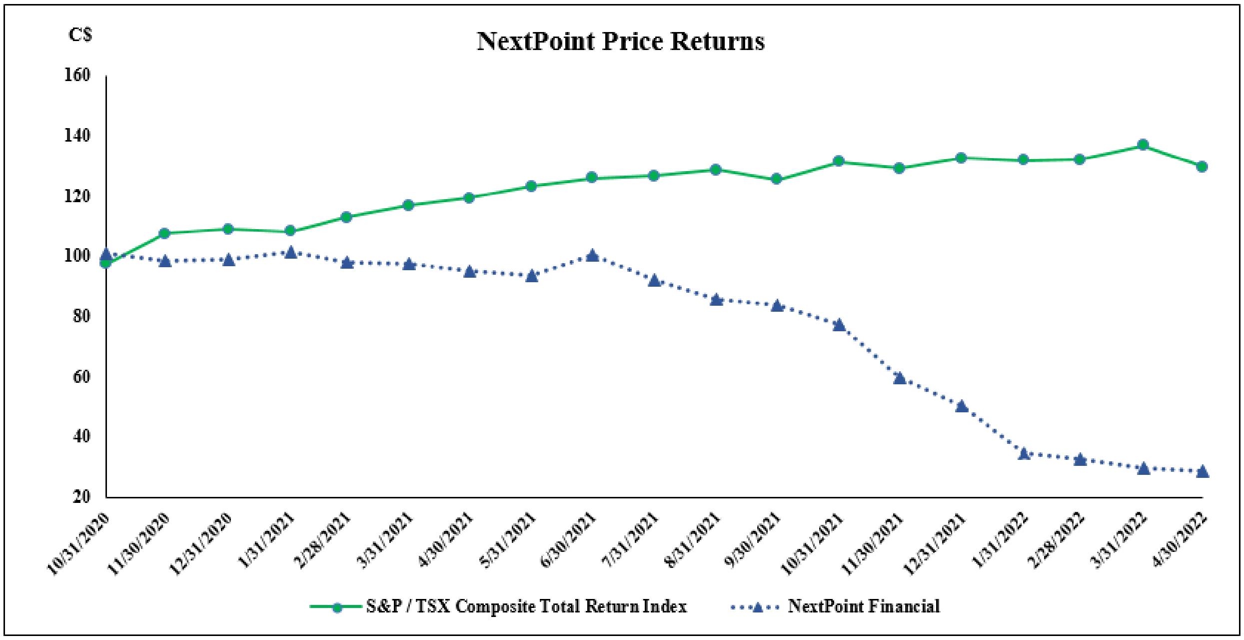
(4) Represents granted RSUs that have not yet settled or vested, but which may be settled in Common Shares, pursuant to the terms of their respective grants.

(5) Represents granted DSUs that have not yet settled or vested, but which may be settled in Common Shares, pursuant to the terms of their respective grants.

(6) Represents the total number of securities remaining available for issuance under the Equity Incentive Plan and the DSU Plan, in the aggregate, and excludes the number of securities reflected in the column headed "*Number of Common Shares to be Issued upon Exercise or Settlement of Outstanding Securities* ".

Common Share Performance Graph

The following graph illustrates the total cumulative return on a C$100 investment in Common Shares made on October 27, 2020 as compared with the total cumulative return on a C$100 investment in the S&P/TSX Composite Total Return Index. Our compensation program was designed in FY2021 to align with the long-term success of the Company with a diligent focus on incentivizing performance for executing against our long-term growth strategy. The Compensation Committee believes that the current compensation program for named executed officers will ensure that compensation continues to align with the interests of Shareholders.



DIRECTOR COMPENSATION

General

The significant elements of the compensation program for members of the Board and its committees are discussed below. The compensation of the Company's directors is designed to attract and retain committed and qualified directors and to align their compensation with the long-term interests of its Shareholders. None of the Company's directors who is an executive officer (each, an "**Excluded Director**") will be entitled to receive any compensation for his or her service as a director of the Board.

Director Compensation

The Company's director compensation program is designed to attract and retain the most qualified individuals to serve on the Board. The Board, on the recommendation of the Compensation Committee, is responsible for reviewing and approving any changes to the directors' compensation arrangements. In consideration for serving on the Board, each director (other than Excluded Directors) will be paid an annual retainer, 50% of which will be paid in DSUs and 50% of which may, at the relevant director's discretion, be paid in cash or in some combination of cash and DSUs, and will be reimbursed for their reasonable out-of-pocket expenses incurred while serving as directors. Subject to the foregoing, the chart below outlines our proposed director compensation program for our non-employee directors.

Component	Cash	DSU award	Total
Board Retainer	$62,500	$62,500	$125,000
Audit Committee Chair Additional Retainer	$15,000	$15,000	$30,000
Compensation Committee Chair Additional Retainer	$10,000	$10,000	$20,000
N&G Committee Chair Additional Retainer	$7,500	$7,500	$15,000

Audit Committee Member Additional Retainer	$5,000	$5,000	$10,000
Compensation Committee Member Additional Retainer	$2,500	$2,500	$5,000
N&G Committee Member Additional Retainer	$2,500	$2,500	$5,000
Chair Additional Retainer	$62,500	$62,500	$125,000
Lead Director Additional Retainer	$27,500	$27,500	$55,000

The Company does not pay a meeting fee for Board members. The total retainer is deemed to be full payment for the role of director. An exception to this approach would be made in the event of a special transaction or other special circumstance that would require more meetings than are typically required.

The cash and equity retainers are paid on a quarterly basis on the last day of each quarter, with the number of DSUs to be issued based on the volume weighted average trading price of the Common Shares on the TSX during the immediately preceding trading day. DSUs will only be paid out following a director ceasing to be on the Board.

Long Term Incentive Plan

Summary of Deferred Share Unit Plan

The Company has adopted a deferred share unit plan for non-employee directors (the "**DSU Plan**") as a component of the Company's long-term incentive compensation arrangements available for each director of the Company who is not an officer or employee of the Company, including any non-executive Chair of the Board ("**Non-Employee Director**"). The DSU Plan is administered by the Board (which may delegate its authority to the Compensation Committee), and the Board has the authority to interpret and administer the DSU Plan, including in respect of any DSU awarded thereunder. The following discussion is qualified in its entirety by the full text of the DSU Plan.

The DSU Plan provides Non-Employee Directors with the opportunity to receive their compensation, or a portion thereof, in the form of DSUs, representing, at any particular date, a unit equivalent in value equal to the market price of a Common Share. DSUs granted under the DSU Plan are credited for the account of the applicable Non-Employee Director to whom such DSUs are issued and vest immediately. Each Non-Employee Director who elects to receive DSUs shall be entitled to redeem his or her DSUs following such Non-Employee Director's death, disability, resignation or retirement from the Board and, if such director becomes an employee of the Company, upon his or her termination (with or without cause) as an employee. DSUs may be settled in cash, Common Shares or a combination thereof, in accordance with the terms of the DSU Plan.

The aggregate number of Common Shares that may be issued under the DSU Plan, together with all other security-based compensation arrangements of the Company, shall be a number representing 10% of the aggregate number of issued and outstanding Common Shares from time to time (assuming conversion of all Proportionate Voting Shares into Common Shares). In addition, the aggregate number of Common Shares reserved for issuance under the DSU Plan, in combination with the aggregate equity award value of any grants to Non-Employee Directors that are eligible to be settled in Common Shares under any other security-based compensation arrangement and made other than in lieu of cash fees, shall not exceed 1.0% of the number of issued and outstanding Common Shares. Furthermore, the aggregate equity award value of any grant of DSUs under the DSU Plan for a year, together with the aggregate equity award value of any grants that are eligible to be settled in Common Shares under any other security-based compensation arrangement and made other than in lieu of cash fees, shall not exceed C$150,000.

The maximum number of Common Shares that are (i) issued to Insiders (in this section, as defined in the DSU Plan) within any one year period; and (ii) issuable to Insiders, at any time, under the DSU Plan, or when combined with all of the Company's other security-based compensation arrangements, shall not exceed 10% of the number of the aggregate issued and outstanding Common Shares.

The DSU Plan contains provisions for the equitable treatment of DSUs granted under the DSU Plan in relation to any capital changes and with regard to a dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Common Shares or distribution of rights to holders of Common Shares or any other relevant changes to the authorized or issued capital of the Company. The DSU Plan also provides that if DSUs are scheduled to settle during a blackout period, such settlement shall be postponed until the second trading day following the date on which the blackout period ends.

DSUs granted under the DSU Plan are generally not assignable or transferable, whether voluntarily, involuntarily, by operation of law or otherwise, other than by will or the laws of descent and distribution.

The DSU Plan and any grant of DSUs under the DSU Plan may be amended or modified by the Board without approval of Shareholders, provided that no such amendment may be made without the consent of a Non-Employee Director if it adversely affects the rights of such director in respect of any amount which such director has elected to receive DSUs or has been granted DSUs. For greater certainty, the DSU Plan may not be amended without Shareholder approval to do any of the following:

(a) increase in the maximum number of Common Shares issuable pursuant to the DSU Plan;
(b) increase or remove Non-Employee Director participation limits;
(c) increase the number of Common Shares that may be issued or issuable to Insiders above the restriction or deleting the restriction on the number of Shares that may be issued or issuable to Insiders;
(d) change the term of any DSU;
(e) reduce the market price in respect of any DSU;
(f) change the categories of individuals eligible to be selected for grants of DSUs;
(g) permit DSUs to be transferable or assignable other than by will or the laws of descent and distribution; or
(h) amend the amendment provision of the DSU Plan to amend or delete any of (a) through (h) or grant additional powers to the Board to amend the DSU Plan or entitlements without Shareholder approval;

provided that, Shareholder approval shall not be required for, among other things, the following amendments:

(i) amendments of a “housekeeping” nature;
(j) amendments to the terms and conditions of the DSU Plan necessary to ensure that the DSU Plan complies with applicable law and regulatory requirements, including the requirements of any applicable stock exchange, in place from time to time;
(k) amendments to the provisions of the DSU Plan respecting administration of the DSU Plan and eligibility for participation under the DSU Plan;
(l) amendments to the provisions of the DSU Plan respecting the terms and conditions on which DSUs may be granted pursuant to the DSU Plan; and
(m) any other amendments not requiring Shareholder approval under applicable laws or the requirements of any applicable stock exchange.

The Board may terminate the DSU Plan at any time but no such termination shall, without the consent of the Non-Employee Directors or unless required by law, adversely affect the rights of a Non-Employee Director with respect to any amount in respect of which a Non-Employee Director has elected to receive DSUs or DSUs which the Non-Employee Director has then been granted under the DSU Plan.

Director Compensation Table

The following table sets out information concerning the compensation earned during the Fiscal 2021 by the Directors of the Company.

Name[(1)]	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Andrew Neuberger	50,000	50,000	0	0	0	0	100,000
John Lederer	33,750	33,750	0	0	0	0	67,500
Jean Birch	50,000	50,000	0	0	0	0	100,000
William Minner	38,750	38,750	0	0	0	0	77,500
Dan Shribman	33,750	33,750	0	0	0	0	67,500
Logan Powell	33,750	33,750	0	0	0	0	67,500
Nik Ajagu	32,500	32,500	0	0	0	0	65,000
Alicia Morga	36,250	36,250	0	0	0	0	72,500

Notes:

(1) Information related to compensation of Brent Turner, who also serves as the Company's Chief Executive Officer can be found in the Summary Compensation Table.

Outstanding Option- and Share-Based Awards

No Director of the Company who is not also a NEO holds any outstanding option-based awards. The following table sets out, for each Director, information concerning all share-based awards that were outstanding at the end of Fiscal 2021.

	Share-based Awards		
Name	Number of shares or units that have not vested (#)	Value of share-based awards that have not vested ($)	Value of share-based awards not paid out or distributed ($)[(1)]
Andrew Neuberger	0	0	22,716
John Lederer	0	0	15,334
Jean Birch	0	0	22,716
William Minner	0	0	17,605
Dan Shribman	0	0	15,334
Logan Powell	0	0	15,334
Nik Ajagu	0	0	14,766
Alicia Morga	0	0	16,470

Notes:

(1) Based on the price per Common Share as of May 25, 2022 of $3.00.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out, for each of the Directors, the value of the share-based awards expected to vest in accordance with their terms during Fiscal 2021.

Name[(1)]	Share-Based Awards – Value Vested During the Year ($)[(2)]	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)
Andrew Neuberger	50,000	0
John Lederer	33,750	0
Jean Birch	50,000	0
William Minner	38,750	0
Dan Shribman	33,750	0
Logan Powell	33,750	0
Nik Ajagu	32,500	0
Alicia Morga	36,250	0

Notes:

(1) Information related to compensation of Brent Turner, who also serves as the Company's Chief Executive Officer can be found in the Summary Compensation Table.
(2) Reflects the grant date fair value of DSUs granted pursuant to the Equity Incentive Plan in Fiscal 2021.

Directors and Officers Liability Insurance

The Company's Directors and officers are covered under its directors' and officers' liability insurance. Under this insurance coverage, the Company will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of the Company's Directors and officers, subject to a deductible for each loss, which will be paid by the Company. The Company's individual Directors and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by the Company. Excluded from insurance coverage are certain wrongful acts, acts which result in personal profit and certain other acts. Such policy has a maximum limit and is subject to a corporate deductible on all claims.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Company's directors, executive officers, employees, former directors, former executive officers or former employees or any of our subsidiaries, and none of their respective associates, is, as of the date of this Circular, or was, during Fiscal 2021, indebted to the Company or any of its subsidiaries or another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided to the Company or any of its subsidiaries.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, none of (a) the Company's Directors or executive officers, (b) the Shareholders who beneficially own, control or direct, directly or indirectly, more than 10% of the Company's voting securities, or (c) any associate or affiliate of the persons referred to in (a) and (b), has or has had any material interest, direct or indirect, in any transaction or any proposed transaction since the commencement of the company's most recently completed financial year that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

CORPORATE GOVERNANCE

The Company recognizes that good corporate governance plays an important role in the Company's overall success and in enhancing shareholder value and, accordingly, the Company has adopted certain corporate governance policies and practices. The disclosure set out below describes the Company's approach to corporate governance.

Statement of Corporate Governance Practices

The Company's corporate governance disclosure obligations are set out in the Canadian Securities Administrators' National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**") and National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). These instruments set out a series of guidelines and requirements for effective corporate governance (collectively, the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines.

Set out below is a description of the Company's approach to corporate governance in relation to the Guidelines.

Board of Directors

Under the notice of articles and articles of the Company (the "**Articles**"), the Board is to consist of a minimum of three (3) and a maximum of twenty (20) directors as determined from time to time by the directors. Under the *Business Corporations Act* (British Columbia), a director may be removed with or without cause by a resolution passed by an ordinary majority of the votes cast by shareholders present in person or by proxy at a meeting and who are entitled to vote. The directors are elected by Shareholders at each annual general meeting of Shareholders, and all directors hold office for a term expiring at the close of the next annual general meeting or until their respective successors are elected or appointed. The Articles provide that, between annual general meetings of Shareholders, the directors may appoint one or more additional directors so appointed, but the number of additional directors may not at any time exceed one-third of the number of current directors who were elected or appointed other than as additional directors.

The Board currently consists of nine Directors: Jean Birch, Andrew Neuberger, Brent Turner, John Lederer, William Minner, Dan Shribman, Logan Powell, Nik Ajagu and Alicia Morga.

Independence of the Board

Under NI 58-101, a director is considered to be independent if he or she is independent within the meaning of NI 52-110. Pursuant to NI 52-110, an independent director is a director who is free from any direct or indirect relationship which could, in the view of the Board, be reasonably expected to interfere with a director's independent judgment.

Based on information provided by each director concerning his or her background, employment and affiliations, the Board has determined that two directors on the Board, namely Andrew Neuberger and Brent Turner are not considered independent as a result of their respective relationships with the Company. Certain members of the Board are also members of the board of directors of other public companies.

Jean Birch, an independent director, acts as Chair (see "– *Position Descriptions*"). The independent directors hold in camera sessions at each meeting of the Board and its committees, at which management and non-independent directors are not present, and have the opportunity, at their discretion, to hold ad hoc meetings that are not attended by management and non-independent directors. Each of the Audit Committee, the Compensation Committee and the CG&N Committee are comprised entirely of independent directors.

The Board has not adopted a director interlock policy, but is keeping informed of other public directorships held by its members. The lead independent director may be appointed and replaced from time to time by a majority of independent directors and is an independent director. If a lead independent director is appointed, then discussions are led by the lead independent director who provides feedback to the Chair.

Chair

Jean Birch serves as the Chair of the Company. The Chair's role is to coordinate the management, development and effective functioning of the Board and provide leadership. The Chair and each committee can also engage outside consultants without consulting management. This is designed to ensure they receive independent advice as they feel necessary.

Meetings and Meeting In-camera

The Board holds regularly-scheduled quarterly meetings as well as *ad hoc* meetings from time to time. At each Board meeting, an in camera meeting of independent directors takes place without management and non-independent directors.

The Company's Chair encourages open and candid discussions among the independent directors by providing them with an opportunity to express their views on key topics before decisions are taken. In addition, in the case a Lead Director has been appointed by the Board, such director is responsible for ensuring that the directors who are independent of management have opportunities to meet without management present, as required.

Succession Planning

The Corporate Governance & Nominating Committee (the "**CG&N Committee**") (with the advice of the Company's Chair) provides primary oversight of succession planning for senior management. The Compensation Committee undertakes the performance assessment of the Company's Chief Executive Officer, and the Company's Chief Executive Officer's assessments of the other senior officers. The CG&N Committee conducts in-depth reviews of succession options relating to senior management positions and, when appropriate, approves the rotation of senior executives into new roles to broaden their responsibilities and experiences and deepen the pool of internal candidates for senior management positions. The CG&N Committee has developed an emergency succession plan and contingency plan for the Company's Chief Executive Officer for a scenario in which the Chief Executive Officer suddenly and unexpectedly was unable to perform his duties for an extended period.

The independent directors participate in the assessment of the performance of the Company's Chief Executive Officer every year. The Board approves all appointments of executive officers.

Mandate of the Board

The Board is responsible for supervising the management of the business and affairs of the Company, including providing guidance and strategic oversight to management. The Board has adopted a formal mandate in the form set forth in Appendix A that includes the following:

- appointing a Chief Executive Officer;
- approving the corporate goals and objectives that the Chief Executive Officer is responsible for meeting and reviewing the performance of the Chief Executive Officer against such corporate goals and objectives;
- taking steps to satisfy itself as to the integrity of the Chief Executive Officer and other senior executive officers and that the Chief Executive Officer and other senior executive officers create a culture of integrity throughout the organization; and
- reviewing and approving management's strategic and business plans.

Position Descriptions

The Board has adopted a written position description for the Chair, which sets out the Chair's key responsibilities, including, among others, duties relating to setting Board meeting agendas, chairing Board and Shareholder meetings and director development. The Board has also adopted a written position description for the Company's lead independent director.

In the event that the Chair of the Board is not an independent director, there will be a lead independent director (the "**Lead Director**"). The Lead Director's key responsibilities are to provide leadership to ensure the Board works in an independent, cohesive fashion and to chair meetings of independent directors without management present. The Board has also adopted a written position description for the Lead Director.

The Board has also adopted a written position description for each committee chair which sets out each committee chair's key responsibilities, including, among others, duties relating to setting committee meeting agendas, chairing committee meetings and working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of the committee.

The Board has also adopted a written position description for the Chief Executive Officer which sets out the key responsibilities of the Chief Executive Officer, including, among other duties in relation to providing overall leadership, ensuring the development of a strategic plan and recommending such plan to the Board for consideration, ensuring the development of an annual corporate plan and budget that supports the strategic plan and recommending such plan to the Board for consideration, and supervising day-to-day management and communicating with Shareholders and regulators.

Director Term Limits/Mandatory Retirement

The Board has adopted a director term limit that provides that non-executive directors who are initially appointed or elected to the Board may serve for up to 15 years on the Board or until the expiry of the term in which they reach the age of 75, unless otherwise determined by the Board in its absolute discretion. The CG&N Committee also conducts an annual process for the assessment of the Board, each Board committee and each director regarding his, her or its effectiveness and performance, and reports evaluation results to the Board. See also "– *Board and Committee Assessment*".

Diversity

Board of Directors

The Company recognizes the benefits that diversity brings to an organization. The Board aims to be comprised of directors who have a range of perspectives, insights and views in relation to the issues affecting the Company. This belief in diversity reflected in a written "**Diversity Policy**" adopted by the Board. The Diversity Policy states that the Board should include individuals from diverse backgrounds, with regard to, among other things, gender, status, age, business experience, professional expertise, education, nationality, race, culture, language, personal skills and geographic background. Accordingly, consideration of whether the diverse attributes highlighted in the policy are sufficiently represented on the Board will be an important component of the selection process for new Board members. Two of the directors of the Company, or 22% of the directors, are female. The Company does not intend to establish a target regarding the number of women on the Board. The Company believes a target would not be the most effective way of ensuring the Board is comprised of individuals with diverse attributes and backgrounds. The Company will, however, evaluate the appropriateness of adopting targets in the future.

Management

The Company believes that a diversity of backgrounds, opinions and perspectives and a culture of inclusion helps to create a healthy and dynamic workplace, which improves overall business performance. The Company recognizes the value of ensuring that the Company has leaders who are women. The Company works to develop its employees internally and provide them with opportunities to advance their careers. For example, the Company is building a strategy and execution plan to work towards increasing the representation of women in leadership roles at all levels of the organization. One of the objectives of this initiative is to ensure that there are highly-qualified women within the Company available to fill vacancies in executive officer and other leadership positions. In appointing individuals to its leadership team, both at the corporate level and business vertical level, the Company weighs a number of factors, including the skills and experience required for the position and the personal attributes of the candidates. 22% of the executive officers of the Company are female. The Company does not intend to establish a target regarding the number of women in executive officer or senior leadership positions. The Company believes that the most effective way to achieve its goal of increasing the representation of women in leadership roles at all levels of the organization is to identify high-potential women within the Company and work with them to ensure they develop the skills, acquire the experience and have the opportunities necessary to become effective leaders. The Company will, however, evaluate the appropriateness of adopting targets in the future.

Orientation and Continuing Education

The Company has an orientation program for new directors under which a new director meets with the Chair and executive officers. New directors are provided with comprehensive orientation and education as to the nature and operation of the Company and its business, the role of the Board and its committees, and the contribution that an individual director is expected to make. The chair of each committee is responsible for coordinating orientation and continuing director development programs relating to the committee's mandate.

Nomination of Directors

The CG&N Committee's role is to recommend to the Board candidates for election as directors and candidates for appointment to Board committees as set out in the mandate of the CG&N Committee. The Company's Chair is also expected to consult with the CG&N Committee regarding candidates for nomination or appointment to the Board.

The Investor Rights Agreement provides that Franchise Group is currently entitled to select one of the director nominees for election out of a total of ten. Accordingly, the CG&N Committee is responsible for identifying eight candidates for election to the Board. For further information regarding the director nomination procedures under the Investor Rights Agreement and the Company's Advance Notice Provisions see "*Matters to be Acted Upon at Meeting – Advance Notice Provisions*" and "*Voting Shares and Principal Shareholders Thereof – Investor Rights Agreement*".

Majority Voting Policy

In accordance with the requirements of the TSX, the Board has adopted a "**Majority Voting Policy**" to the effect that a nominee for election as a director who does not receive a greater number of votes "for" than votes "withheld" with respect to the election of directors by shareholders will be expected to offer to tender his or her resignation to the Chair of the Board promptly following the meeting of shareholders at which the director was elected. The CG&N Committee will consider such offer and make a recommendation to the Board whether to accept it or not. The Board will promptly accept the resignation unless it determines, in consultation with the CG&N Committee, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. The Board will make its decision and announce it in a press release within 90 days following the meeting of shareholders. A director who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of the Board or the CG&N Committee at which the resignation is considered.

Disclosure Policy

The Board has adopted a disclosure policy (the "**Disclosure Policy**") to manage the timely, accurate and appropriate dissemination of all material information regarding the Company. The Disclosure Policy establishes consistent guidance for determining what information is material and how it is to be disclosed to avoid selective disclosure and to ensure wide dissemination in accordance with applicable legal and regulatory requirements. The Board, directly and through its committees, reviews and approves the contents of major disclosure documents, including annual and interim condensed consolidated financial statements, prospectuses, the annual information form, management's discussion and analysis and the management information circular. The Audit Committee is responsible for reviewing disclosure relating to the Company's financial reporting.

Insider Trading Policy

The Board has adopted an insider trading policy (the "**Insider Trading Policy**"). All of the Company's officers, including the NEOs, directors, and employees are subject to the Insider Trading Policy, which prohibits trading in the Company's securities while in possession of material undisclosed information about the Company. Under the Insider Trading Policy, such individuals are prohibited from entering into certain types of hedging transactions involving the securities of the Company without the approval of the Board, such as short sales, "puts" and "calls". In addition to the imposition of black-out periods, in order to avoid any trade in securities of the Company that may contravene or be perceived to contravene applicable securities laws outside of such black-out periods, the directors, officers and certain employees of the Company are required to provide notice of and obtain written pre-clearance for any proposed trade of securities of the Company before effecting the trade.

Code of Conduct

The Company has adopted a written code of conduct ("**Code of Conduct**") that applies to all of its officers, directors, employees, contractors and agents acting on behalf of the Company. The objective of the Code of Conduct is to provide guidelines for maintaining the Company's and its subsidiaries' integrity, trust and respect. The Code of Conduct addresses compliance with laws, rules and regulations, conflicts of interest, confidentiality, commitment, preferential treatment, financial information, internal controls and disclosure, protection and proper use of the Company's assets, communications, fair dealing, fair competition, due diligence, illegal payments, equal employment opportunities and harassment, privacy, use of company computers and the Internet, political and charitable activities and reporting any violations of law, regulation or the Code of Conduct. The Board will have ultimate responsibility for monitoring compliance with the Code of Conduct. The Code of Conduct was filed with the Canadian securities regulatory authorities and is available on SEDAR at www.sedar.com.

Board and Committee Assessment

The CG&N Committee's role is to assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors. Directors are expected to complete self and peer evaluations, peer evaluations and to consider, among other things, the overall functioning and performance of the Board, the Board's standing committees and oversight thereof, the operational oversight of the Board, management structure and succession issues, the effectiveness of the Company's internal controls and financial reporting, ethics and compliance matters and accountability. The chair of the CG&N Committee encourages discussion amongst the Board to evaluate the effectiveness of the Board as a whole, its committees and its individual directors. All directors are also encouraged to make suggestions for improvement of the practices of the Board at any time.

Audit Committee

The Company has appointed an audit committee (the "**Audit Committee**") consisting of three directors, all of whom are persons determined by the Board to be both independent directors and financially literate within the meaning of NI 52-110. Our Audit Committee is comprised of William Minner, who acts as chair of the Audit Committee, Dan Shribman and Logan Powell. Each of the Audit Committee members has an understanding of the accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting. For additional details regarding the relevant education and experience of each member of our Audit Committee, see "*Matters to be Acted Upon at Meeting — Nominees for Election to the Board*".

The Audit Committee operates under the Charter of the Audit Committee and assists the Board in fulfilling its oversight of:

- the Company's financial statements and financial reporting processes;
- the Company's systems of internal accounting and financial controls;
- the annual independent audit of the Company's financial statements;
- legal and regulatory compliance (including addressing whistle-blowing matters);
- reviewing and recommending debt and equity financings, reviewing and monitoring compliance with debt covenants and reviewing the process and reports with which the Company measures financial results or performance; and
- public disclosure items such as quarterly press releases, investor relations materials and other public reporting requirements.

It is the responsibility of the Audit Committee to maintain free and open means of communication between the Audit Committee, the external auditors and the management of the Company. The Audit Committee is given full access to the Company's management, records and external auditors as necessary to carry out these responsibilities. The Audit Committee has the authority to carry out such special investigations as it sees fit in respect of any matters within its various roles and responsibilities. The Company shall provide appropriate funding, as determined by the Audit Committee, for the payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee.

In accordance with NI 52-110, Shareholders may obtain further information concerning the Company's Audit Committee in the Company's most recent Annual Information Form, which is available under the Company's profile on SEDAR at www.sedar.com.

Compensation Committee

The Company has appointed a compensation committee of the Board (the "**Compensation Committee**") consisting of three directors, each of whom are independent directors. The Compensation Committee is charged with reviewing, overseeing and evaluating our compensation policies. Our Compensation Committee is comprised of Alicia Morga, who acts as chair of the Compensation Committee, John Lederer and Jean Birch.

The members of the Compensation Committee are appointed annually by the Board, and each member of the Compensation Committee serves at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

For additional details regarding the relevant education and experience of each member of the Compensation Committee, including the direct experience that is relevant to each committee member's responsibilities in executive compensation, see also "*Matters to be Acted Upon at Meeting — Nominees for Election to the Board*".

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the Compensation Committee. To fulfil its role in developing the Company's approach to compensation issues, the Compensation Committee shall:

(a) periodically review and advise the Board on (i) current trends in industry-wide compensation practices in the Company's industry and such jurisdictions as a material portion of its business is conducted, and (ii) how the Company's compensation programs and practices compare to those of comparable companies in the industry;

(b) review and make recommendations to the Board with respect to organizational goals and objectives relevant to Chief Executive Officer compensation;
(c) evaluate the Chief Executive Officer's performance in light of those organizational goals and objectives, and make recommendations to the Board with respect to the Chief Executive Officer's compensation level based on this evaluation;
(d) review and recommend for Board approval, the appointment and other terms of employment for the Chief Executive Officer, including the adoption, amendment and termination of such agreements, arrangements or plans;
(e) review the recommendations to the Committee of the Chief Executive Officer respecting the appointment of the Chief Financial Officer, all senior management reporting directly to the Chief Executive Officer and all other officers appointed by the Board and, if advisable, after consideration of the objectives of the Diversity Policy of the Company, make recommendations to the Board with respect to any such appointment;
(f) review the recommendations to the Committee of the Chief Executive Officer respecting the compensation and other terms of employment of members of senior management and, if advisable, make recommendations to the Board with respect to such compensation and other terms of any employment agreements and any severance arrangements or plans;
(g) periodically review and make recommendations to the Board with respect to succession planning matters concerning the Chief Executive Officer and members of Senior Management, as well as general executive development programs, after consideration of the objectives of the Diversity Policy of the Company;
(h) review and recommend for Board approval, the remuneration to be paid, and the benefits to be provided, to members of the Board and each of its committees;
(i) review and approve any compensation disclosure of the Company before it is publicly disclosed, including disclosure of the process undertaken by the Committee in respect of compensation matters;
(j) review and recommend for Board approval the adoption or amendment of equity-based compensation plans of the Company and make recommendations to the Board with respect to any grants under equity-based compensation plans of the Company;
(k) oversee the administration of any equity-based compensation and pension and benefit plans of the Company;
(l) periodically review policies in the area of management perquisites;
(m) review on a periodic basis the operation of the Company's executive compensation programs to determine whether they are properly coordinated and administered; and
(n) consider the potential risks associated with the adoption of the Company's compensation policies and practices and the adoption of particular organizational and individual objectives under such policies and practices.

Corporate Governance & Nominating Committee

The Company has appointed Corporate Governance & Nominating Committee (the "**CG&N Committee**") consisting of three directors, each of whom are independent directors. The CG&N Committee is charged with reviewing, overseeing and evaluating our governance policies. Our CG&N Committee is comprised of Jean Birch, who acts as chair of our CG&N Committee, John Lederer and Nikolas Ajagu. The members of the CG&N Committee are appointed annually by the Board, and each member of the CG&N Committee serves at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

For additional details regarding the relevant education and experience of each member of the CG&N Committee, including the direct experience that is relevant to each committee member's responsibilities in executive compensation, see also "*Matters to be Acted Upon at Meeting — Nominees for Election to the Board*".

The Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of the CG&N Committee. To fulfil its responsibilities with respect to nomination matters, the CG&N Committee shall:

(a) establish policies and procedures for (i) identifying and selecting potential nominees for the Board and (ii) considering all nominees to the Board including those recommended by shareholders;
(b) develop a long-term succession plan for the Board and annually or as required, identify and recruit potential nominees for election or appointment to the Board and recommend to the Board the

individual nominees for consideration by, and presentation to, the shareholders at the Company's next annual meeting of shareholders or appointment to the Board between such meetings;

(c) undertake an assessment of the independence of the members of the Board and examine the proportion of independent directors on the Board, with a view to determining the impact of the number of independent directors on the effectiveness of the Board and the ability of the Board to act independently of management, and recommend to the Board, if necessary, a reduction or increase in the number of independent directors;

(d) undertake an examination of the size of the Board and each Board committee, with a view to determining the impact of the number of directors on the effectiveness of the Board and its committees in fulfilling their responsibilities, and recommend to the Board, if necessary, a reduction or increase in the size of the Board or any Board committee;

(e) recommend to the Board the individual directors to serve on (or to depart from) the standing committees of the Board;

(f) examine and make recommendations to the Board in relation to mechanisms of Board renewal (e.g., a retirement age or term limits for directors);

(g) assess the effectiveness of the Board appointment/nomination process at achieving the objectives of the Diversity Policy of the Company;

(h) consider and make recommendations to the Board in relation to resignations of directors pursuant to the Company's Majority Voting Policy in respect of the election of directors;

(i) recommend for Board approval the removal of a director from the Board or from a committee of the Board if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate; and

(j) review and approve any director nomination disclosure of the Company before it is publicly disclosed.

To fulfil its responsibilities with respect to corporate governance matters, the CG&N Committee shall:

(a) ensure that an appropriate system is in place to evaluate the effectiveness of the Board, as well as the committees of the Board and individual directors;

(b) recommend procedures to ensure that the Board and committees of the Board function independently of management;

(c) recommend to the Board one member of the Board to serve as Chair of the Board and, if applicable, one member of the Board to serve as Lead Independent Director of the Board;

(d) periodically review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee thereof;

(e) periodically review the mandate of the Board and the charters for each standing committee of the Board, together with the position descriptions of the Chair of the Board, the Lead Independent Director (if applicable), the chair of each standing committee, and the Chief Executive Officer, to ensure compliance with the Applicable Requirements, and where necessary recommend changes to the Board for approval;

(f) periodically review the Company's Disclosure Policy, Insider Trading Policy, Diversity Policy, Majority Voting Policy, Code of Conduct, and similar or other governance policies of the Company, to ensure compliance with the Applicable Requirements, and where necessary, or desirable on account of governance trends that are appropriate for the Company, recommend changes, or the adoption of further policies, to the Board for approval;

(g) monitor conflicts of interest (real or perceived) of members of the Board and management in accordance with the Company's Code of Conduct;

(h) review, monitor and make recommendations regarding new director orientation and the continuing education of existing directors;

(i) review and approve any governance disclosure of the Company before it is publicly disclosed;

(j) review all shareholder proposals submitted to the Company in connection with meetings of shareholders and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;

(k) oversee the Company's approach to appropriately addressing potential risks related to governance matters; and

(l) take such other actions regarding the Company's corporate governance that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of the Company or otherwise necessary in accordance with the Applicable Requirements.

Key Governance Documents

Many policies and practices support the corporate framework at the Company. The following documents constitute key components of the Company's corporate governance system and are available on the Company's website at www.nextpointfinancial.com:

- Board Mandate
- Audit Committee Mandate
- Compensation Committee Mandate
- Nomination and Governance Committee Mandate
- Majority Voting Policy for Director Elections
- Insider Trading Policy
- Code of Conduct

Articles

The Company's Articles include Advance Notice Provisions and provisions related to forum selection. A copy of the Articles may be obtained by contacting the Company and is available for review under the Company's profile on SEDAR at www.sedar.com. For additional details regarding the content of the Company's Advance Notice Provisions, see "*Matters to be Acted Upon at Meeting – Advance Notice Provisions*".

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any degree by a person other than the Directors or executive officers of the Company.

OTHER BUSINESS

Management of the Company and the Directors are not aware of any matters intended to come before the Meeting other than those items of business set forth in the accompanying Notice of Meeting accompanying this Circular. If any other matters properly come before the Meeting, it is the intention of the persons designated by management in the form of proxy to vote in respect of those matters in accordance with their judgment.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information about the Company is provided in the Financial Statements and MD&A for its most recently completed financial year.

Shareholders may request copies of the Company's Financial Statements and MD&A by contacting the Company at InvestorRelations@nxtpt.com.

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DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board of the Company.

Dated as of August 29, 2022.

" *Jean Birch* "

Jean Birch
Chair of the Board

APPENDIX A
MANDATE OF THE BOARD OF DIRECTORS

Effective Date: August 25, 2021

Section 1 Introduction

The members of the board of directors (respectively, the "**Directors**" and the "**Board**") of NextPoint Financial Inc. (the "**Company**") are elected by the shareholders of Company and are responsible for the stewardship of Company. The purpose of this mandate (the "**Board Mandate**") is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

Certain aspects of the composition and organization of the Board are prescribed and/or governed by the *Business Corporations Act* (British Columbia) and the constating documents of the Company.

Section 2 Chair of the Board

The chair of the Board (the "**Chair**") shall be appointed by the Board. The role of the Chair is to act as the leader of the Board, to manage and coordinate the activities of the Board and to oversee execution by the Board of this written mandate.

Section 3 Lead Director

If desirable, or as long as the Chair is not an independent director, a lead independent director of the Board (the "**Lead Director**") shall be appointed by the Board following consideration of the recommendation of the Corporate Governance and Nominating Committee. The role of the Lead Director is to provide a source of leadership for the Board, complementary to that of the Chair of the Board, but independent of management of the Company.

Section 4 Board Size

The constating documents of the Company provide that the Board shall be comprised of a minimum of three (3) Directors and a maximum of twenty (20) Directors. The Board shall initially be comprised of ten (10) Directors. The Board shall periodically review its size in light of its duties and responsibilities from time to time.

Section 5 Independence

The Board shall be comprised of a minimum of three independent Directors. A Director shall be considered independent if he or she would be considered independent for the purposes of National Instrument 58-101 — *Disclosure of Corporate Governance Practices*.

Section 6 Role and Responsibilities of the Board

The Board is responsible for supervising the management of the business and affairs of the Company and is expected to focus on guidance and strategic oversight with a view to increasing shareholder value.

In accordance with the *Business Corporations Act* (British Columbia), in discharging his or her duties, each Director must act honestly and in good faith, with a view to the best interests of the Company. Each Director must also exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 7 Board Meetings

(1) In accordance with the constating documents of the Company, meetings of the Board may be held at such times and places as the Chair, or in the absence of the Chair, the Lead Director may determine and as many times per year as necessary to effectively carry out the Board's responsibilities. The independent Directors may meet in-camera without senior executives of the Company or any non-independent Directors, as required.

(2) The Chair, or in the absence of the Chair, the Lead Director, shall be responsible for establishing or causing to be established the agenda for each Board meeting, and for ensuring information is circulated to the Board on a timely basis and that regular minutes of Board proceedings are kept and circulated on a timely basis for review and approval.

(3) The Board may invite, at its discretion, any other individuals to attend its meetings. Senior executives of the Company shall attend a meeting if invited by the Board.

Section 8 Delegations and Approval Authorities

(1) The Board shall appoint the chief executive officer of the Company (the "**CEO**") and delegate to the CEO and other senior executives the authority over the day-to-day management of the business and affairs of Company.

(2) The Board may delegate certain matters it is responsible for to the committees of the Board, currently consisting of the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee. The Board may appoint other committees, as it deems appropriate to the extent permissible under applicable law. The Board will, however, retain its oversight function and ultimate responsibility for such matters and associated delegated responsibilities.

Section 9 Strategic Planning Process and Risk Management

(1) The Board shall adopt a strategic planning process to establish objectives and goals for the Company's business and shall review, approve and modify as appropriate the strategies proposed by senior executives to achieve such objectives and goals. The Board shall review and approve, at least on an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Company's business and affairs.

(2) The Board, in conjunction with management, shall be responsible to identify the principal risks of the Company's business and oversee management's implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. Pursuant to its duty to oversee the implementation of effective risk management policies and procedures, the Board may delegate to applicable Board committees the responsibility for assessing and implementing appropriate policies and procedures to address specified risks, including delegation of financial and related risk management to the Audit Committee and delegation of risks associated with compensation policies and practices to the Compensation Committee.

Section 10 Succession Planning, Appointment and Supervision of Senior Executives

(1) The Board shall approve the corporate goals and objectives of the CEO and, with the assistance of the Compensation Committee, review the performance of the CEO against such corporate goals and objectives. The Board shall take steps to satisfy itself as to the quality of the CEO and other senior executives of the Company and that the CEO and other senior executives create a culture of integrity throughout the organization.

(2) The Board shall approve the succession plan for the Company, including the selection, appointment, supervision and evaluation of the senior executives of Company, and shall also approve the compensation of the senior executives of Company, each upon recommendation of the Compensation Committee.

Section 11 Financial Reporting and Internal Controls

The Board shall review and monitor, with the assistance of the Audit Committee, the adequacy and effectiveness of the Company's system of internal control over financial reporting, including any significant deficiencies or changes in internal control and the quality and integrity of the Company's external financial reporting processes.

Section 12 Regulatory Filings

The Board shall approve applicable regulatory filings that require or are advisable for the Board to approve, which the Board may delegate in accordance with Section 7(2) of this mandate. These include, but are not limited to, the annual audited financial statements, interim financial statements and related management discussion and analysis accompanying such financial statements, management proxy circulars, annual information forms, offering documents and other applicable disclosure.

Section 13 Corporate Disclosure and Communications

The Board will seek to ensure that corporate disclosure of the Company complies with all applicable laws, rules and regulations and the rules and regulations of the stock exchanges upon which Company's securities are listed. In addition, the Board shall adopt appropriate procedures designed to permit the Board to receive feedback from shareholders on material issues.

Section 14 Corporate Policies

The Board shall adopt and periodically review policies and procedures designed to ensure that the Company and its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Company's business ethically and with honesty and integrity.

Section 15 Review of Mandate

The Board may, from time to time, permit departures from the terms of this Board Mandate, either prospectively or retrospectively. This Board Mandate is not intended to give rise to civil liability on the part of the Company or its Directors or officers to shareholders, security holders, customers, suppliers, partners, competitors, employees or other persons, or to any other liability whatsoever on their part.

The Board may review and recommend changes to the Board Mandate from time to time and the Corporate Governance and Nominating Committee may periodically review and assess the adequacy of this mandate and recommend any proposed changes to the Board for consideration.

APPENDIX B
REPORTING PACKAGE

NEXTPOINT FINANCIAL INC.
NOTICE OF CHANGE OF AUDITOR
(National Instrument 51-102 – *Continuous Disclosure Obligations*)

TO:	Ontario Securities Commission Alberta Securities Commission British Columbia Securities Commission Financial and Consumer Affairs Authority of Saskatchewan The Manitoba Securities Commission Financial and Consumer Services Commission (New Brunswick) Nova Scotia Securities Commission Office of the Superintendent of Securities, Prince Edward Island Office of the Superintendent of Securities, Service Newfoundland and Labrador Office of the Superintendent of Securities Northwest Territories Office of the Yukon Superintendent of Securities Nunavut Securities Office
AND TO:	Deloitte LLP ("**Deloitte**") Deloitte & Touche LLP ("**Deloitte & Touche**")
RE:	Notice Regarding Change of Auditor Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**")

Notice is hereby given of a change of the auditor of NextPoint Financial Inc. (the "**Company**") pursuant to section 4.11 of NI 51-102.

1. Effective September 15, 2021 (the "**Effective Date**"), Deloitte, at the request of the Company, has resigned as auditors of the Company and Deloitte & Touche has been appointed as auditors of the Company to fill the vacancy.

2. The resignation of Deloitte and appointment of Deloitte & Touche were considered and approved by the Company's audit committee and board of directors. The Company will ask that the shareholders of the Company ratify the appointment of Deloitte & Touche at the next annual meeting of the shareholders of the Company.

3. There have been no modified opinions in Deloitte's reports since the Company's inception or for any period subsequent to the most recently completed period for which an audit report was issued and preceding the Effective Date.

4. There were no reportable events (as defined in NI 51-102) in connection with the audits for the period commencing at the Company's inception and ending on the Effective Date.

DATED the 15th day of September, 2021.

NEXTPOINT FINANCIAL INC.

by: "*Mike Piper*"
Name: Mike Piper
Title: Chief Financial Officer

Deloitte LLP
Bay Adelaide Centre
8 Adelaide Street West
Suite 200
Toronto, ON. M5H 0A9
Canada

Tel: +1 (416) 601 6150
Fax: +1 (416) 601 6151
www.deloitte.ca

September 15, 2021

Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Office of the Superintendent of Securities Northwest Territories
Office of the Yukon Superintendent of Securities
Nunavut Securities Office

Dear Sirs/Mesdames,

Change of Auditors of NextPoint Financial Inc.

As required by National Instrument 51-102, we have reviewed the change of auditor notice of NextPoint Financial Inc. dated September 15, 2021 (the "Notice") and, based on our knowledge of such information at this time, we agree with the statements as it relates to Deloitte LLP.

Yours truly,

/s/ Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants

Deloitte.

Deloitte & Touche LLP
901 E Byrd Street
Suite 820
Richmond, VA 23219
USA

Tel: (804) 697 1500
www.deloitte.com

September 15, 2021

Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities, Service Newfoundland and Labrador
Office of the Superintendent of Securities Northwest Territories
Office of the Yukon Superintendent of Securities
Nunavut Securities Office

Dear Sirs/Mesdames,

Change of Auditors of NextPoint Financial Inc.

As required by subparagraph (6)(a)(ii) of section 4.11 of National Instrument 51-102, we have reviewed the change of auditor notice of NextPoint Financial Inc. dated September 15, 2021 (the "Notice") and, based on our knowledge of such information at this time, we agree with the statements as it relates to Deloitte & Touche LLP.

Yours truly,

/s/ Deloitte & Touche LLP