goeasy Ltd.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND MANAGEMENT INFORMATION CIRCULAR

ANNUAL MEETING JUNE 9, 2020

goeasy Ltd.
Notice of Annual General Meeting of Shareholders

WHEN

Tuesday, June 9, 2020
1:00 p.m. (Toronto time)

VIRTUAL-ONLY FORMAT

With the global impact of COVID-19, the Corporation has decided to hold its 2020 annual general meeting of shareholders in a virtual-only format whereby shareholders may attend and participate in the annual meeting via live webcast. In this virtual meeting, registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have appointed themselves as proxyholders may attend the meeting, ask questions and vote, all in real time. Registered shareholders and duly appointed proxyholders can vote at the appropriate times during the meeting.

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

How do registered shareholders and proxyholders attend the virtual meeting?

1. Log in online at https://web.lumiagm.com/278111711 at least 30 minutes before the meeting starts
2. Click "**I have a control number**"
3. Enter your 12-digit control number (on your proxy form)
4. Enter the password: "**goeasy2020**" (case sensitive)

How do guests attend the virtual meeting?

1. Log in online at https://web.lumiagm.com/278111711 at least 30 minutes before the meeting starts
2. Click "**I am a guest**"
3. Enter your full name and email address.

BUSINESS OF THE MEETING

At the meeting, shareholders will be asked to:

(a) Receive the Corporation's audited comparative consolidated financial statements as at and for the financial year ended December 31, 2019 and the auditors' report thereon;

(b) Elect directors;

(c) Re-appoint auditors and authorize the Board of Directors to fix their remuneration; and

(d) 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 accompanying this Notice of Meeting.

Shareholders are invited to attend the virtual meeting. *Registered shareholders* who are unable to attend the virtual meeting are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope to TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or submit by fax to 416-595-9593 or vote on-line at www.voteproxyonline.com. *Non-registered shareholders* who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by TSX Trust Company not later than 1 p.m. (Toronto Time) on June 5, 2020 or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the adjournment time.

By order of the Board of Directors

David Ingram
Executive Chairman
Mississauga, Ontario, Canada

May 1, 2020

MANAGEMENT INFORMATION CIRCULAR

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PROXIES

SOLICITATION OF PROXIES

This Management Information Circular (the "Circular") is furnished in connection with the solicitation, by or on behalf of the management of goeasy Ltd. (the "Corporation"), of proxies to be used at the Corporation's annual general meeting of the holders of common shares (the "Common Shares") to be held on June 9, 2020 (the "Meeting") or at any adjournment thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Corporation without special compensation, or by the Corporation's transfer agent, TSX Trust Company, at nominal cost. Pursuant to National Instrument 54-101, the Corporation is sending proxy-related materials directly to non-objecting beneficial owners. To objecting beneficial owners, through their intermediaries, the Corporation is sending proxy-related materials including voting instructions for intermediaries. The cost of soliciting will be borne by the Corporation.

APPOINTMENT OF PROXYHOLDER

The person(s) designated by management of the Corporation in the enclosed form of proxy are directors or officers of the Corporation. **Each shareholder has the right to appoint as proxyholder a person or company (who need not be a shareholder of the Corporation) other than the person(s) or company(ies) designated by management of the Corporation in the enclosed form of proxy to attend and act on the shareholder's behalf at the Meeting or at any adjournment thereof.** Such right may be exercised by inserting the name of the person or company in the blank space provided in the enclosed form of proxy or by completing another form of proxy.

In the case of *registered shareholders*, the completed, dated and signed form of proxy should be sent in the enclosed envelope to TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 or submit by fax to 416-595-9593 or vote on-line at www.voteproxyonline. In the case of *non-registered shareholders* who receive these materials through their broker or other intermediary, the shareholder should complete and send the form of proxy in accordance with the instructions provided by their broker or other intermediary. To be effective, a proxy must be received by TSX Trust Company not later than 1 p.m. (Toronto Time) on June 5, 2020 or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the adjournment time.

REVOCATION OF PROXY

A shareholder who has given a proxy may revoke it by depositing an instrument in writing signed by the shareholder or by the shareholder's attorney, who is authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the shareholder or the shareholder's attorney, who is authorized in writing, to or at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A shareholder may also revoke a proxy in any other manner permitted by law.

VOTING OF PROXIES

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

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Corporation is not aware of any such amendment or other matter to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Common Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Corporation in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

VOTING SHARES

VOTING SHARES

As at May 1, 2020, the Corporation had 14,335,278 Common Shares outstanding, each carrying the right to one vote per share. **A simple majority of the votes cast at the Meeting, whether by virtual vote, by proxy or otherwise, will constitute approval of any matter submitted to a vote.**

RECORD DATE

The Board of Directors has fixed May 1, 2020 as the record date for the purpose of determining holders of Common Shares entitled to receive notice of and to vote at the Meeting. Any holder of Common Shares of record at the close of business on the record date is entitled to vote the Common Shares registered in such shareholder's name at that date on each matter to be acted upon at the Meeting.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Corporation, as at May 1, 2020, no person beneficially owned, controlled or directed, directly or indirectly, more than 10% of the voting rights attached to the outstanding Common Shares of the Corporation except as stated below.

Name	Aggregate number of Common Shares	Percentage of outstanding Common Shares
Donald K. Johnson	3,030,000[1]	21.1%

Notes:
[1] The Common Shares are owned by VYCO Ltd., a corporation controlled by a family trust. Mr. Johnson is a discretionary beneficiary of such trust and President of VYCO Ltd.

MATTERS TO BE ACTED UPON AT THE MEETING

The purpose of the Meeting is to consider and take action on the following items:

PRESENTATION OF FINANCIAL STATEMENTS

The Corporation's consolidated financial statements for fiscal 2019, together with the auditors' report on those financial statements, have been provided to shareholders under the Corporation's SEDAR profile at www.sedar.com. Management will present the consolidated financial statements to shareholders in attendance at the Meeting.

ELECTION OF DIRECTORS

The number of directors to be elected at the Meeting is seven (7). Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the by-laws.

The Corporation's current form of proxy permits shareholders to vote for each individual director. Such a voting mechanism allows shareholders to evaluate the suitability of each nominee and to vote for or withhold their vote from individual nominees. The Board has adopted a policy stipulating that if the votes in favour of the election of a director nominee at a shareholders' meeting represent less than a majority of the shares voted and withheld, the nominee will submit his or her resignation promptly after the meeting, for the Corporate Governance, Nominating and Risk Committee's consideration. The Committee will make a recommendation to the Board after reviewing the matter, and the Board's decision to accept or reject the resignation offer will be disclosed to the public. The nominee will not participate in any Committee or Board deliberations on the resignation offer.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below, each of whom has been a director since the date indicated in the section of the Circular entitled "About the Nominated Directors". Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Corporation in the enclosed form of proxy, in their discretion, in favour of another nominee.

The following are the names of the seven (7) proposed nominees for election as directors of the Corporation:

- David Ingram
- Donald K. Johnson, O.C., LL.D
- David Appel
- Karen Basian
- Sean Morrison
- Susan Doniz
- Honourable James Moore

The section of this Circular entitled "About the Nominated Directors" sets out detailed information on each of the nominees including the nominee's age, province or state and country of residence, principal occupation, date first appointed to the Board, public board memberships and the number of Common Shares beneficially owned or over which control or direction was exercised, directly or indirectly, by such person or the person's associates or affiliates as at May 1, 2020. The information as to Common Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees individually. All of the nominees are currently directors of the Corporation.

REAPPOINTMENT AND REMUNERATION OF AUDITORS

Ernst & Young LLP are the current auditors of the Corporation. At the Meeting, the holders of Common Shares will be requested to re-appoint Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the Board of Directors to fix the auditors' remuneration.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the re-appointment of Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed and the authorization of the Board of Directors to fix the remuneration of the auditors.

During fiscal 2019 and 2018, fees charged by Ernst & Young LLP were as follows:

Fees	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Audit Fees	846,285	868,585
Audit-Related Fees	-	-
Tax Fees	136,635	80,075
Other Fees	-	-
Total Fees	982,920	948,660

Audit fees included the annual audit and quarterly reviews of the Corporation's consolidated financial statements. In 2019 and 2018, audit fees also included services rendered for the issuance of a prospectus and the adoption of new IFRS standards. 2019 and 2018 tax fees included corporate income tax return compliance. 2019 tax fees also included a one-time fee related to a tax optimization initiative. No other fees were paid during 2018 or 2019.

ABOUT THE NOMINATED DIRECTORS

David Ingram
Age: 54
Ontario, Canada

Director since December 2000

Mr. Ingram assumed the role of Executive Chairman of the Board of the Corporation on January 1, 2019. Mr. Ingram had been the Corporation's Chief Executive Officer from 2000 to 2018. In his role as Executive Chairman, Mr. Ingram acts as the Chairman of the Board of Directors while also overseeing the Corporation's corporate development, investor relations, capital market initiatives as well as the Corporation's long-term strategy. Prior to goeasy, Mr. Ingram was an executive with Kingfisher plc (a retail conglomerate) in the United Kingdom. He has also held progressively senior executive roles with Thorn which included leading a 370 branch network for Rent-A-Center. He was previously Vice Chair of the Boys & Girls Club of Canada foundation committee and served on its Board of Directors.

Board / Committee Member	Public Board Membership	Common Shares Ownership[1]
Board	goeasy Ltd.	526,997[(2)]

Donald K. Johnson, O.C., LL.D
Age: 84
Ontario, Canada

Independent

Director since June 1999

Mr. Johnson assumed the role of Chairman Emeritus and a Board Member of the Corporation on January 1, 2019. Mr. Johnson was the Chairman of the Board of the Corporation from 2000 to 2018. He is also a Member, Advisory Board, BMO Capital Markets, the investment and corporate banking subsidiary of BMO Financial Group. Mr. Johnson is a former Senior Advisor, BMO Capital Markets, prior to which he was Vice-Chairman of BMO Nesbitt Burns Inc. Active on a number of Boards, Mr. Johnson is Chairman Emeritus and a Director of Business for the Arts, a director of the Toronto General & Western Hospital Foundation, a member of the Advisory Board of the Ivey Business School at Western University, a member of the 2020 Major Individual Giving Cabinet of the United Way of Greater Toronto, and a Director of Murchison Minerals Inc.

Board / Committee Member	Public Board Membership	Common Shares Ownership[1]
Board	goeasy Ltd. Murchison Minerals Inc.	3,030,000[(3)]

David Appel
Age: 76
Ontario, Canada

Independent

Director since August 2010

Mr. Appel is a Corporate Director. Mr. Appel had a career in law, business and government service and is a director of a number of charitable organizations. Mr. Appel is a retired member of the Quebec Bar.

Board / Committee Member	Public Board Membership	Common Shares Ownership[1]
Board Audit Committee Human Resources Committee Corporate Governance, Nominating and Risk Committee	goeasy Ltd.	256,559

Sean Morrison
Age: 50
British Columbia, Canada

Independent

Director since January 2012

Mr. Morrison is a Corporate Director and President and Chief Executive Officer of Diversified Royalty Corp., a public company which purchases trademarks and receives top-line royalty streams from a diversified group of multi-location business and franchisors. Mr. Morrison is also the Co-Founder and Managing Partner of Maxam Capital Corporation, a private equity fund. Prior to forming Maxam Capital Corporation, Mr. Morrison was a partner at Capital West Partners, a Vancouver-based investment banking firm. Mr. Morrison is a graduate of the University of British Columbia with a degree in Commerce and is a Chartered Accountant (CPA CA).

Board / Committee Member	Public Board Membership	Common Shares Ownership[1]
Board Audit Committee Human Resources Committee Corporate Governance, Nominating and Risk Committee	goeasy Ltd.	21,444[(4)]

Karen Basian
Age: 58
Ontario, Canada

Independent

Director since November 2014

Ms. Basian is a Corporate Director and serves on the Board of Directors of publicly traded Aimia Inc. and Flowr Corporation and private companies BookJane and Kognitiv Corporation. Ms. Basian is also President of KB Capital Management Inc., a strategy consulting and financial advisory firm. Ms. Basian was previously the Managing Director of Newtopia, a personalized health company, and the Chief Financial Officer and Senior Vice President of Operations for 724 Solutions (SVNX.TO); the Chief Global Strategy Officer for McCain Foods; Head of Strategy for Frito-Lay North America and the Chief Financial Officer of Hostess Frito-Lay (a division of PepsiCo) in Canada. Ms. Basian is a Chartered Accountant (CPA CA) and has an M.B.A. from IMD in Lausanne, Switzerland.

Board / Committee Member	Public Board Membership	Common Shares Ownership[1]
Board Audit Committee Human Resources Committee Corporate Governance, Nominating and Risk Committee	goeasy Ltd. The Flowr Corporation Aimia Inc.	19,000

Susan Doniz
Age: 50
Ontario, Canada

Independent

Director since May 2016

Ms. Doniz is a Corporate Director and the Group Chief Information Officer of Qantas Airways. She has recently accepted a new role as Chief Information Officer and Senior Vice President of IT and Data Analytics at Boeing Co. and will be transitioning from her current role at Qantas Airways. Prior to joining Qantas, Ms. Doniz was the Global Chief Information Officer of Aimia Inc. Ms. Doniz sits on several Boards of Directors including, Bayshore HealthCare and IGM Financials Inc.

Board / Committee Member	Public Board Membership	Common Shares Ownership[1]
Board Audit Committee Human Resources Committee Corporate Governance, Nominating and Risk Committee	goeasy Ltd. IGM Financial Inc.	1,900

Honourable James Moore Age: 43 British Columbia, Canada ***Independent*** Director since March 2020	Hon. Moore is Corporate Director, and a Senior Business Advisor at Dentons and a Public Policy Advisor at Edelman. He is also the National Vice-Chair of the Canadian Cancer Society, a member of the NAFTA Council for the Government of Canada, and was the 6th Chancellor of the University of Northern British Columbia. Previously he served as Canada's Minister of Industry, Minister of Canadian Heritage & Official Languages, and Secretary of State for the Asia Pacific Gateway and Minister for the 2010 Olympics over a 5-term, 15-year career as a Member of Parliament.

Board / Committee Member	Public Board Membership	Common Shares Ownership[1]
Board Audit Committee Human Resources Committee Corporate Governance, Nominating and Risk Committee	goeasy Ltd.	-

Notes:

[1] Common Shares beneficially owned, or over which control or discretion is exercised, directly or indirectly as at May 1, 2020.

[2] Mr. Ingram has control or direction over 345,557 Common Shares which are registered in the name of 2593606 Ontario Inc., a company under Mr. Ingram's control.

[3] The Common Shares are owned by VYCO Ltd., a corporation controlled by a family trust. Mr. Johnson is a discretionary beneficiary of such trust and President of VYCO Ltd.

[4] Mr. Morrison directly owns 500 Common Shares and has control or direction over 20,944 Common Shares which are registered in the name of Tri-X Capital Corporation, a company under Mr. Morrison's control.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. Set out below is a description of the Corporation's approach to corporate governance in relation to the guidelines for effective corporate governance (the "Guidelines") set out in National Policy 58-201 – *Corporate Governance Guidelines*, which was introduced by the Canadian Securities Administrators on June 30, 2005 concurrently with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (the "National Instrument"). 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. The National Instrument requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance.

BOARD MANDATE

The Board assumes responsibility for the overall stewardship of the Corporation and discharges this responsibility directly and through delegation of specific responsibilities to Committees of the Board, the Chair and officers of the Corporation. The role and responsibility of the Board is set out in a formal written mandate which is attached hereto as Appendix A.

The Board recognizes that a director's experience and knowledge of the Corporation's business is a valuable resource, and as such the Corporation does not have term limits or a fixed retirement age or date for directors. The Board considers rigorous annual performance evaluations as the best means of ensuring director effectiveness. Directors may continue to serve subject to their ability to perform their duties and their performance as directors.

As set out in its mandate, the Board has established three Committees to assist with its responsibilities: the Audit Committee, the Human Resources Committee and the Corporate Governance, Nominating and Risk Committee. Each of the Committees has a written mandate approved by the Board and are composed entirely of independent directors pursuant to the Corporation's policies.

INDEPENDENT DIRECTORS

The National Instrument defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment. In determining whether a particular director is an "independent director" or a "non-independent director", the Board considers the factual circumstances of each director in the context of the Guidelines.

The Guidelines provide that the Board should have a majority of independent directors. It is the policy of the Corporation that two-thirds of the members of the Board shall be independent. The Board is currently comprised of seven members, six of whom are "independent directors" within the meaning of the National Instrument. The six independent directors are currently Donald K. Johnson, David Appel, Sean Morrison, Karen Basian, Susan Doniz and Hon. James Moore. The remaining director, David Ingram, has a material relationship with the Corporation as he acted as President and Chief Executive Officer of the Corporation until December 31, 2018. Subsequently, David Ingram has assumed the role of Executive Chairman as part of the Corporation's succession plan announced on April 2, 2018. As a result, David Ingram is not considered to be independent within the meaning of the National Instrument.

THE BOARD CHAIRMAN

As of January 1, 2019, David Ingram assumed the role of Executive Chairman replacing Donald K. Johnson. As stated above, Mr. Ingram is not considered to be independent within the meaning of the National Instrument. In accordance with the Guidelines and the Corporation's Board Mandate attached hereto as Appendix A, the Chair of the Board shall be an independent director, unless the Board determines that it is inappropriate to require the Chair to be independent. If the Board determines that it would be inappropriate to require the Chair of the Board to be independent, then the independent directors shall select from among them a director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. As the Board determined that it is inappropriate to require the Chair to be independent upon the appointment of Mr. Ingram to the role of Executive Chairman, the independent directors have selected Mr. Donald K. Johnson to act as Lead Director.

The Chair and Lead Director are responsible for acting as the communication link between the directors and the management of the Corporation, supervising the performance of management (with the Board), managing the affairs of the Board and managing shareholder communications (with the management of the Corporation). The Lead Director is also responsible for providing leadership to enhance the effectiveness and independence of the Board.

POSITION DESCRIPTIONS

The Board has developed position descriptions for the Chair and for Committee Chairs. Furthermore, the written mandate for each Committee provides that the Chair's responsibility is to ensure that the mandates are fulfilled. The Board has also developed a position description for the Chief Executive Officer.

AUDIT COMMITTEE

The Audit Committee is currently comprised of five directors of the Corporation, Karen Basian (Chair), David Appel, Sean Morrison, Susan Doniz and Hon. James Moore, all of whom are independent and financially literate for purposes of National Instrument 52-110 – *Audit Committees*. The qualifications, responsibilities and operation of the Audit Committee, as well as fees paid to the Corporation's external auditors, are set out under the heading "Audit Committee Information" in the Corporation's Annual Information Form dated February 12, 2020 a copy of which is available on SEDAR at www.sedar.com, and in the Audit Committee Mandate which forms Schedule A to the Annual Information Form and a copy of which is attached hereto as Appendix B. The fees paid to the external auditors are also set out on page 7 of this Circular.

CORPORATE GOVERNANCE, NOMINATING AND RISK COMMITTEE

The Corporate Governance, Nominating and Risk Committee is currently comprised of five directors of the Corporation, Hon. James Moore (Chair), David Appel, Sean Morrison, Karen Basian and Susan Doniz, all of whom are independent. The responsibilities, powers and operation of the Corporate Governance, Nominating and Risk Committee are set out in the Committee mandate, a copy of which is attached hereto as Appendix C.

As described in its mandate, the Corporate Governance, Nominating and Risk Committee is responsible for, among other things, assisting the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement.

HUMAN RESOURCES COMMITTEE

The Human Resources Committee is currently comprised of five directors of the Corporation, Karen Basian (Chair), David Appel, Sean Morrison, Susan Doniz and Hon. James Moore, all of whom are independent. The responsibilities, powers and operation of the Human Resources Committee are set out in the Committee mandate, a copy of which is attached as Appendix D.

As described in its mandate, the Human Resources Committee is responsible for, among other things, reviewing and recommending the form and adequacy of compensation arrangements for directors and executive officers, having regard to associated risks and responsibilities. Compensation includes but is not limited to salary, bonuses, benefits, equity-based incentives, share purchases and other compensation as appropriate. Additionally, the Committee reviews and makes recommendations to the full Board on all matters pertaining to bonus plans, salary policy, equity-based incentives and share purchase plans for all other employees. The Committee annually reviews its compensation practices by comparing them to surveys of relevant competitors and sets objective compensation based on this review.

Also, as part of its mandate, the Human Resources Committee is responsible for developing and monitoring executive talent management plans, ensuring that succession plans are in place for key executive roles. The Committee will advise to ensure that management has effective processes in place to retain key employees, identify and reward high-potential talent, and adequately address the organization's diversity and inclusion needs in efforts to align the capabilities of talent with the current and forward-facing business goals and strategy.

COMMITTEE COMPOSITION

In keeping with governance best practices, each member of the Committees is considered by the Board to have direct experience relative to human resources, leadership, talent management, compensation, governance, and risk management by way of their business experience and educational background. The following is a brief summary of the education and experience that is relevant to the performance of their responsibilities as Committee members.

David Appel
Mr. Appel has had a career in law, business, and government service and is a director of a number of charitable organizations. Mr. Appel is a retired member of the Quebec bar.

Sean Morrison
Mr. Morrison is the Co-Founder and Managing Partner of Maxam Capital Corporation and a Corporate Director and President and Chief Executive Officer of Diversified Royalty Corp. Prior to forming Maxam, Mr. Morrison was a partner at Capital West Partners, a Vancouver-based investment banking firm. Mr. Morrison is a Chartered Accountant (CPA CA).

Karen Basian
Ms. Basian is a member of the Board of Directors of BookJane and the President of KB Capital Management Inc. Ms. Basian serves on the Board of Directors of Kognitiv Corporation, publicly traded Flowr Corporation and Aimia Inc. Ms. Basian was previously the Managing Director of Newtopia, a personalized health company, Head of Strategy for Frito-Lay North America and the Chief Financial Officer of Hostess Frito-Lay (a division of PepsiCo) in Canada. Ms. Basian is a Chartered Accountant (CPA CA) and has an M.B.A. from IMD in Lausanne, Switzerland.

Susan Doniz
Ms. Doniz is the Chief Information Officer and Senior Vice President of IT and Data Analytics at Boeing Co. Ms. Doniz was a Corporate Director and the Group Chief Information Officer of Qantas Airways until April 2020. Prior to joining Qantas, she was the Global Chief Information Officer of Aimia. Ms. Doniz sits on numerous Boards of Directors including Cymax, Bayshore HealthCare and IGM Financial Inc.

Honourable James Moore
Hon. James Moore is a Senior Business Advisor at the multinational law firm Dentons and a Public Policy Advisor at the global firm Edelman. He is also the national vice-chair of the Canadian Cancer Society, a member of the North American Free Trade Agreement (NAFTA) Council for the Government of Canada, a corporate director and was the 6th Chancellor of the University of Northern British Columbia. Previously he served as Canada's Minister of Industry, Minister of Canadian Heritage & Official Languages and Secretary of State for the Asia Pacific Gateway and Minister for the 2010 Olympics over a 5-term, 15-year career as a Member of Parliament.

ORIENTATION AND CONTINUING EDUCATION

The Corporation has a formal process of orientation and education for new members of the Board. The Corporate Governance, Nominating and Risk Committee is responsible for providing an orientation program for new directors. Such a program allows directors to contribute effectively from the outset of their appointment and includes:

(a) meetings with the Chair and the Chief Executive Officer to familiarize the new director with the nature of the business, current issues, the Corporation's strategy, the Corporation's expectations concerning input from directors and directors' general responsibilities;

(b) discussion with other Board members with respect to the functioning of the Board, management of the Corporation, prospects, issues and similar matters;

(c) the opportunity to visit some of the Corporation's facilities and meet with corporate officers in order to develop a better appreciation for the business; and

(d) the provision of reference materials including current and historical financial information, corporate governance materials, business plan, company contacts, most recent annual reports, management information circulars, analysts' reports and similar materials.

In addition, the Corporate Governance, Nominating and Risk Committee is charged with the responsibility to identify and provide continuing education opportunities for all directors, so that directors maintain or enhance their skills and abilities as directors, and their knowledge of the Corporation's business remains current.

The directors are provided with written and oral presentations which continue to educate them on the Corporation's operations. The Corporation encourages participation of directors in continuing director education programs and supports them by reimbursing tuition and out-of-pocket expenses.

ETHICAL BUSINESS CONDUCT

The Board has adopted a written code of business conduct (the "Code") for the Corporation's directors, officers and employees that sets out the Board's expectations for the conduct of such persons in their dealings on behalf of the Corporation. The Code is available on the Corporation's website and has been filed on and is accessible through SEDAR at www.sedar.com.

The Board has established an independent confidential hotline in order to encourage employees, directors and officers to raise concerns regarding matters addressed by the Code on a confidential basis free from discrimination, retaliation or harassment. Employees who violate the Code may face disciplinary actions, including termination. The Human Resources Committee is responsible for reviewing management's monitoring of compliance with the Code. Further, the Board, through the Audit Committee, receives any reports of unethical behaviour received through the Ethics Hotline and otherwise.

The Corporation has a third party hosted tool which enables employees to communicate with senior management. This forum provides every employee with the ability to ask questions or to provide comments and to receive prompt responses. The Corporation is committed to addressing each question personally and promptly.

In addition, in order to ensure independent judgment in considering transactions and agreements, no director is permitted to attend any portion of a meeting or to vote on any transaction or agreement, if such director: (i) is a party to the agreement or transaction; (ii) is a director or officer of a party to the agreement or transaction; or (iii) has a material interest in the agreement or transaction (subject to certain exemptions as provided by applicable law).

REPRESENTATION OF WOMEN ON THE BOARD AND IN EXECUTIVE OFFICER POSITIONS

The Corporation has not adopted a written policy specifically relating to the identification and nomination of women directors nor does the Board consider the level of representation of women when making executive officer appointments as it does not feel that a written policy will necessarily result in the identification and selection of the best candidates.

When the Corporation identifies and selects candidates for director or executive officer positions, it considers not only the qualifications, personal qualities, business background and experience of the candidates but also the composition of the group of nominees, to best bring together a selection of candidates that will allow the Corporation to best achieve the optimal results. The Corporation has passed a policy supporting and promoting diversity. The Corporation is aware of the benefits of diversity, both on the Board and at the executive level, and therefore values and considers diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin, as one among the many factors taken into consideration during the search process to fill board positions or leadership roles within the Corporation. As such, the Corporation has not adopted targets in respect of women on the Board or in executive officer positions. In the future, however, the Board intends to consider whether it should adopt specific policies and practices regarding the representation of women on the Board and in executive positions, but it does not feel that targets necessarily result in the identification and selection of the best candidates.

As of May 1, 2020, two (2) of six (6) members of the non-executive Board of Directors are women (33%) and two (2) out of nine (9) of the executive officers are women (22%).

ASSESSMENTS

The Chair of the Board and the Corporate Governance, Nominating and Risk Committee are responsible for assessing the effectiveness of the Board as a whole and the Committees of the Board.

Annually, each director is asked to complete a questionnaire to assess the performance and mandate of the Board, its Committees and the directors. The Chair of the Board and the chair of the Corporate Governance, Nominating and Risk Committee review the responses and report to the full Board.

In addition, the Chair of the Board and members of the Corporate Governance, Nominating and Risk Committee meet privately with each director to discuss his or her effectiveness and contribution to the Board. The Chair of the Board also meets with each Committee chair to review and discuss the composition of the Committee, the contributions of the individual Committee members and the effectiveness of the Committee generally in discharging its mandate. The Chair reports his discussions to the Corporate Governance, Nominating and Risk Committee, which makes recommendations to the Board as appropriate. The Board discusses each of these matters in detail and takes appropriate action where advisable.

IN CAMERA SESSIONS

The Board and its Committees hold an in camera session at each meeting of the Board or Committee, respectively, attended by independent directors and the Executive Chairman. The Chief Executive Officer also attends these in camera sessions at each meeting of the Board and Committee except for Audit Committee's in camera sessions with the auditors.

MEETINGS AND DIRECTORS' ATTENDANCE

During the financial year ended December 31, 2019, six Board meetings were held and from January 1, 2020 to the date hereof, two Board meetings were held. At each Board meeting, the Board holds an in-camera session of the independent directors. In addition, any independent director may at any time request a meeting of solely independent directors. The information presented below reflects the Board and Board Committee meetings held since January 1, 2019 to the date hereof and attendance of the directors during such time.

Summary of Board and Committee Meetings Held

Meetings	January 1 to December 31, 2019	January 1 to May 1, 2020	Total
Board of Directors	6	2	8
Audit Committee	4	1	5
Human Resources Committee	4	1	5
Corporate Governance, Nominating and Risk Committee	2	-	2

Summary of Attendance of Directors

Director	Total Board Meetings Attended	Total Committee Meetings Attended
Donald K. Johnson	8 of 8	Not Applicable[2]
David Ingram	8 of 8	Not Applicable[2]
David Appel	8 of 8	11 of 12
David Thomson[1]	5 of 8	10 of 12
Sean Morrison	7 of 8	12 of 12
Karen Basian	8 of 8	12 of 12
Susan Doniz	8 of 8	12 of 12
Hon. James Moore[3]	0 of 8	0 of 12

Note:

[1] Mr. Thomson joined goeasy's Board of Directors in 2012. Due to certain health issues, Mr. Thomson was not able to attend Q3 2019 Board and Committee Meetings. On February 13, 2020, Mr. Thomson passed away.

[2] Mr. Johnson and Mr. Ingram who are the Lead Director and Executive Chairman of the Board of Directors, respectively, are not members of any Committee. However, they attend all in camera sessions at each meeting of the Board and Committees.

[3] Hon. Moore joined goeasy's Board of Directors on March 24, 2020.

COMPENSATION OF DIRECTORS

PHILOSOPHY AND OBJECTIVES

The Board, with input from the Human Resources Committee and considering information from external consultants, is responsible for developing and implementing the directors' compensation plan. The main objectives of the directors' compensation plan are to:

(a) recruit and retain qualified individuals to serve as members of the Board and contribute to the overall success of the Corporation; and

(b) compensate the directors in a manner that is competitive with other comparable public issuers and commensurate with the risks and responsibilities assumed in Board and Board Committee membership.

COMPENSATION OF DIRECTORS

Effective from March 1, 2015, the directors of the Corporation who are not officers or employees of the Corporation are entitled to be paid an annual fee of $40,000, with the exception of the Non-Executive Chairman of the Board or a Lead Director who was entitled to an annual fee of $100,000. The Compensation of the Executive Chairman is outlined below. In addition, all directors who are not officers or employees of the Corporation are issued an annual grant of deferred share units valued at $40,000.

Directors who are not officers or employees of the Corporation are entitled to a fee for each meeting of the Board and each meeting of a Board Committee attended of $1,500 if the meeting is at least one hour in length (and otherwise at the discretion of the chair of the meeting). The Corporation also pays a $10,000 annual fee for each committee chair held by a director ($15,000 for the chair of the Audit Committee) and an annual committee membership fee of $5,000 is paid to all committee members excluding the committee chairs.

Any director who is resident in Canada and not subject to any United States federal or state securities laws may elect to receive all or a portion of amounts payable to him or her in respect of services provided to the Corporation in his or her capacity as a member of the Board or a Board Committee in a calendar year in the form of deferred share units ("DSUs"). See "Description of Equity-Based Compensation Plans – Deferred Share Unit Plan".

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

The aggregate value of the Common Shares owned or controlled, directly or indirectly, by the directors as at December 31, 2019 was $266,211,667.

DIRECTORS' COMPENSATION TABLE

The following table sets out information concerning the compensation earned by non-executive directors from the Corporation during the financial year ended December 31, 2019:

Name	Fees earned ($)	Share-based awards[2] ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Donald K. Johnson[1]	-	230,356	-	-	-	-	230,356
David Thomson[1]	-	158,742	-	-	-	-	158,742
Sean Morrison[1]	-	126,855	-	-	-	-	126,855
David Appel[1]	-	194,012	-	-	-	-	194,012
Karen Basian[1]	-	148,012	-	-	-	-	148,012
Susan Doniz	79,000	44,643	-	-	-	-	123,643

Notes:
[1] These directors elected to receive DSUs in lieu of certain fees they earned during the year. The remaining directors received a combination of cash and DSUs as remuneration.

[2] The table below summarizes the share-based awards earned by non-executive directors from the Corporation during the financial year ended December 31, 2019.

Share-Based Awards Earned by Non-Executive Directors

	Retainer and meeting fees		Dividends earned on DSUs		Total	
Name	$	Units	$	Units	$	Units
Donald K. Johnson	148,989	2,748	81,367	1,674	230,356	4,422
David Thomson	128,981	2,381	29,761	611	158,742	2,992
Sean Morrison	117,512	2,175	9,343	190	126,855	2,365
David Appel	122,517	2,270	71,495	1,471	194,012	3,741
Karen Basian	124,017	2,291	23,995	492	148,012	2,783
Susan Doniz	40,000	769	4,643	95	44,643	864

INCENTIVE PLAN AWARDS

The following table sets out, for each non-executive director, information for all option-based and share-based awards outstanding as of December 31, 2019 and includes awards granted before the most recently completed financial year:

Equity-Based Incentives – Outstanding Options and Share-Based Awards

	Option-based awards				Share-based awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[1] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed[1] ($)
Donald K. Johnson	-	-	-	-	-	-	5,088,543
David Thomson	-	-	-	-	-	-	1,914,374
Sean Morrison	-	-	-	-	-	-	663,892
David Appel	-	-	-	-	-	-	4,463,305
Karen Basian	-	-	-	-	-	-	1,567,090
Susan Doniz	-	-	-	-	-	-	315,094

Note:
[1] Based on the closing price of the Common Shares on the TSX on December 31, 2019 of $69.55.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – value vested during the year ($)	Share-based awards – value vested during the year[1] ($)	Non-equity incentive plan compensation – value earned during the year ($)
Donald K. Johnson	-	230,356	-
David Thomson	-	158,742	-
Sean Morrison	-	126,855	-
David Appel	-	194,012	-
Karen Basian	-	148,012	-
Susan Doniz	-	44,643	-

Notes:
[1] Based on the weighted average price of a Common Share of the Corporation on the TSX for the five trading days immediately preceding the date of grant. Directors are immediately vested in their DSUs but do not receive payment in respect of their DSUs until they cease to be directors. See "Description of Equity-Based Compensation Plans – Deferred Share Unit Plan".

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation Governance and Philosophy

The Human Resources Committee of the Board has the mandate to establish and implement the Corporation's executive compensation policies and monitor its compensation practices, with the objective that executive compensation be reasonable, competitive and fair. The Human Resources Committee is responsible for reviewing and approving all officers' compensation and equity-based compensation plans.

The Corporation's executive compensation policy is designed to incorporate a pay for performance philosophy. The policy has been established to encourage and reward executive officers on the basis of individual and business performance. Compensation for executive officers of the Corporation is comprised of three components: fixed remuneration, annual short-term incentive and long-term incentive.

The Corporation's objective with respect to its Compensation Program is to attract, retain and motivate employees at all levels to achieve corporate and individual performance goals. The Corporation's Compensation Program is designed to reward individual performance based on predetermined individual goals as well as the Corporation's financial targets, such as profitability, and adherence to corporate values. The Corporation's strategy is to align compensation with corporate objectives including appropriate risk management strategies. Historically, elements of compensation included competitive base wages, short-term incentives such as bonus plans, and equity-based incentives such as stock options, restricted share units ("RSUs"), and performance share units ("PSUs").

The Corporation chooses to pay each element of its Compensation Program in order to attract, retain and motivate employees as well as to remain competitive within the Canadian and U.S. consumer finance and retail industries, and to encourage long-term employment. Equity awards as determined by the Board are based on the recommendations of the President and Chief Executive Officer. Performance targets are based on financial measurements as agreed by the Board. Each of these elements fits into the Corporation's overall compensation strategy by aligning individual and corporate performance to business strategies.

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

On May 4, 2010, the Board, upon the recommendation of the Human Resources Committee, approved the following:

(a) PSUs or RSUs would be granted annually to senior executives and other senior management which would vest at the end of three years, be settled in cash or, in the case of RSUs, cash or equity, and be tied to a performance measure (growth in earnings per share ("EPS")).

(b) Limiting new stock option grants to the executive management and Board levels and, on a limited basis, to other field management upon the achievement of milestones. In addition, the expiry date for new options could be extended in appropriate circumstances beyond five years (but in no event beyond 10 years), as permitted under the share option plan (the "Share Option Plan")**.**

(c) The Chief Executive Officer and other members of executive management to receive long term incentive plan ("LTI") awards comprised of both RSUs or PSUs and stock options, being subject to performance-based vesting criteria.

(d) Directors of business units and Vice Presidents to receive only RSUs or PSUs.

(e) Annual grants being mathematically determined by an employee's compensation and position with the organization.

The decision to award either RSUs or PSUs and the allocation between RSUs or PSUs and stock options for senior management is made annually by the Board, upon recommendation by the Human Resources Committee, taking into consideration the Corporation's cash position and expected future cash requirements, the dilutive impact of RSUs compared to PSUs, the impact to the Corporation's financial results and balance sheets and other factors.

In determining the relative emphasis placed by the Corporation on cash compensation versus equity-based incentives (which include stock options, RSUs and PSUs), the Human Resources Committee regularly uses surveys provided by management and external consultants. These consultants assist the Human Resources Committee by providing data in respect of the Corporation's competitors in the U.S. and Canada as well as comparisons to retailers in Canada and companies with a similar market capitalization in Canada. The Human Resources Committee has historically targeted compensation practices to be at the 75^{th} percentile of Canadian benchmarks so that it is able to recruit and retain appropriate candidates in a competitive labour environment.

Corporations included in the 2017 Canadian benchmarking study are referenced in the Retail Industry Compensation and Benefits Surveys, published yearly by Mercer LLC (www.imercer.com/CA/tabs/home.aspx), with reference to annual corporate sales volumes. Canadian and U.S. corporations included in the surveys provided by management include:

Rent-A-Centre Inc.
Aaron's Inc. (formerly Aaron Rents, Inc.)
Leon's Furniture Ltd.
BMTC Group Inc.
OneMain Holdings Inc.
World Acceptance Corp.
EZCorp Inc.
Regional Management Corp.
Chesswood Group Ltd.
Element Fleet Management Corp. (formerly Element Financial Corp.)
Rifco Inc.
Calidus Capital Corp.
Equitable Group Inc.
Home Capital Group Inc.
Canadian Western Bank
D+H (combined with Misys to form Finastra)

For the purposes of its 2019 compensation analysis, the Corporation considered comparative compensation data as described above and engaged the services of an independent consultant.

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

Independent Compensation Consultant

The Human Resources Committee has the discretion to retain, at the Corporation's expense, independent consultants to assist the Human Resources Committee. In 2019, the Corporation engaged Mercer LLC to review its stock-based compensation plan, for total fees of $4,800, with work continuing into 2020. In 2018, the Corporation engaged Mercer LLC to provide analysis on the introduction of an executive management Share Ownership Guideline framework for total fees of $4,000. The outcomes of this analysis are described in greater detail in the Executive Compensation Elements section. In 2017, the Corporation engaged Mercer LLC to provide a compensation study for total fees of $30,688. Mercer was originally retained by the Corporation for compensation consulting in 2016.

Risks Associated with the Corporation's Compensation Policies and Practices

The Human Resources Committee is responsible for, among other things, risk oversight of the Corporation's compensation policies and practices (the "Compensation Program"). The Compensation Program seeks to mitigate risk by incorporating performance targets that encourage both the achievement of specific individual targets as well as satisfaction of the Corporation's goals. For example, the RSUs and PSUs vest at the end of three years based on performance criteria tied to growth in EPS. In addition, individual annual short-term incentives for all employees are not paid unless a certain threshold of the corporate financial target is met. In addition, the Corporation prohibits its executives and directors from purchasing instruments designed to hedge or offset a decrease in the market value of equity securities granted as compensation including prepaid variable forward contracts, equity swaps, collars and units of exchange funds. The Human Resources Committee considered the implications of the risks associated with the Corporation's Compensation Program and determined that the compensation arrangements for the Named Executive Officers do not encourage excessive or inappropriate risk-taking behaviour. Further, the Human Resources Committee has not identified any risks arising from the Corporation's Compensation Program that are reasonably likely to have a material adverse effect on the Corporation.

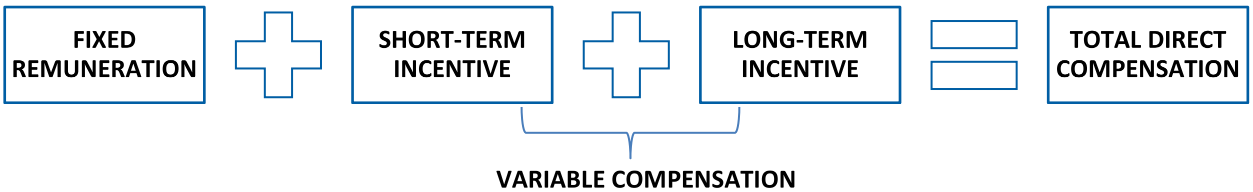
Compensation of the President and Chief Executive Officer

The President and Chief Executive Officer's compensation is determined by the Human Resources Committee and approved by the Board. Factors considered by the Human Resources Committee in this determination include the size and complexity of the Corporation's operations, the role the President and Chief Executive Officer is expected to play in the performance of the Corporation, peer executive compensation arrangements in other financial services retail companies similar to the Corporation which are of comparable size to the Corporation and an evaluation of the performance of the Corporation, in light of the prevailing economic climate at that time. The Human Resources Committee targets the overall annual compensation of the Corporation's President and Chief Executive Officer to be at approximately the 75^{th} percentile of the overall annual compensation of the chief executive officers of the Corporation's major Canadian retail and alternative financial services competitors, and around the 50^{th} percentile of the overall annual compensation of the chief executive officers of the Corporation's major North American merchandise leasing business competitors. The benchmarking criteria and process are as set out above.

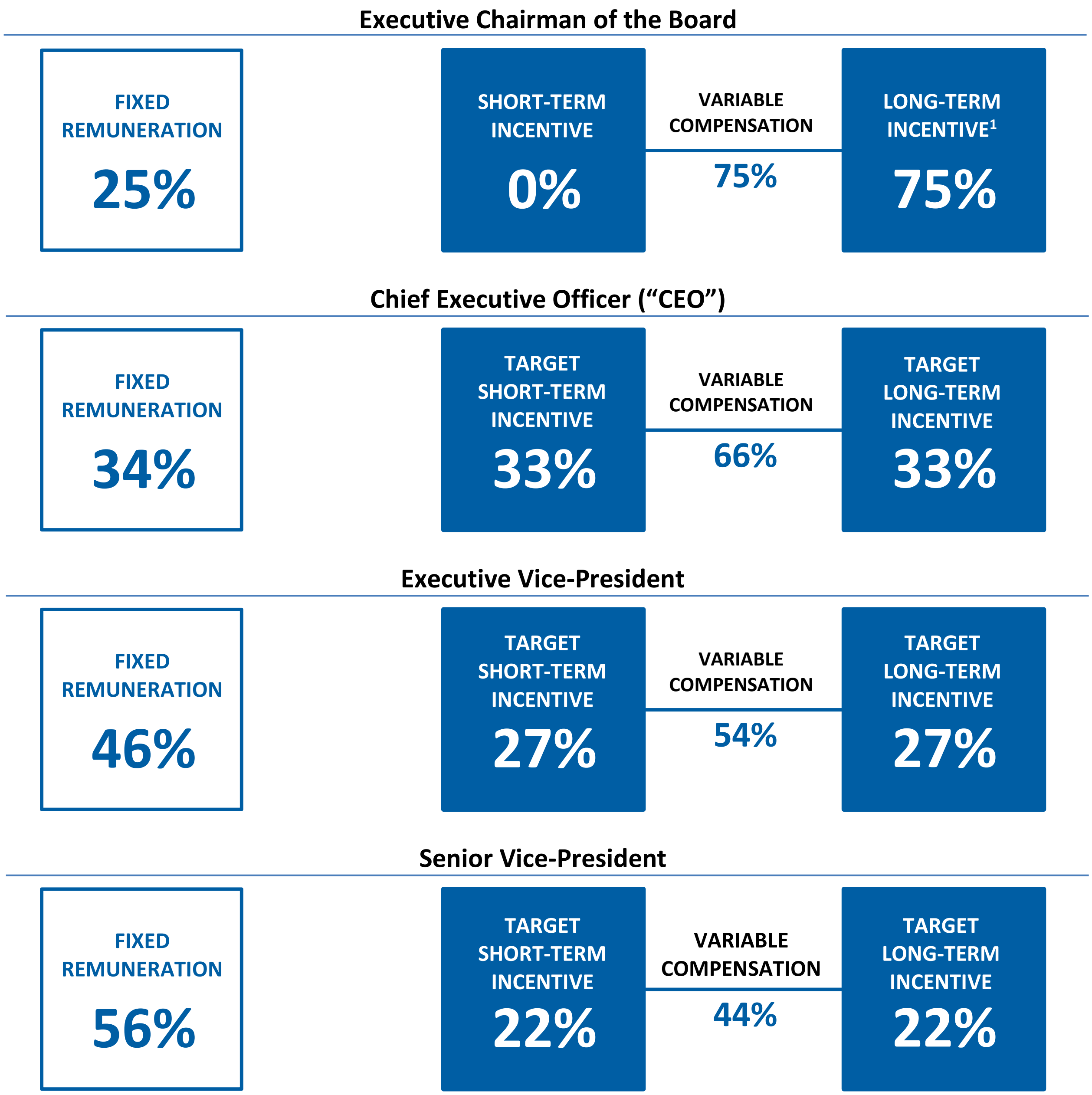
In setting compensation for the President and Chief Executive Officer, the Human Resources Committee also considers the following objectives: (i) obtaining and retaining executives critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of the Corporation; and (iv) reviewing performance both on an individual basis and with respect to the business of the Corporation in general. In determining the President and Chief Executive Officer's base salary and bonus the most heavily weighted of the criteria noted above were items (ii), (iii) and the financial performance of the Corporation. In assessing the President and Chief Executive Officer's long-term compensation, the Human Resources Committee relied upon external surveys to ensure it was competitive relative to similar organizations. The Human Resources Committee was also influenced by the Corporation's performance relative to its own strategic plans.

EXECUTIVE COMPENSATION ELEMENTS

A total direct compensation target is determined for each executive officer of the Corporation at or near the start of the year or upon hire. Individual target total direct compensation consists of an individual executive officer's fixed remuneration, annual short-term incentive ("STI") and equity-based long-term incentive ("LTI").



The following graph provides a summary of average target pay mix by level of participants.



Note:
[1] Mr. Ingram's long-term incentive consists of DSUs which fully vest upon being credited to the Corporation's books of account. Mr. Ingram is only entitled to payment of his DSUs at the earlier of: (i) the date on which he has ceased to be a director and employee of the Corporation; and (ii) the date of his death. At the sole discretion of the Board, his DSUs may be redeemed for Common Shares, a cash payment or a cash payment by the Corporation which is used to purchase Common Shares on the open market or any combination thereof.

Fixed Remuneration

Fixed remunerations or base salaries are established at levels which are meant to be competitive with other companies in the retail and consumer finance industries similar to and of comparable size to the Corporation. Fixed remunerations are determined following an assessment of the executive officer's past performance, experience and level of responsibility and the importance of the position to the Corporation. Fixed remunerations are not based on a specific relationship to the performance of the Corporation and are reviewed annually by the Human Resources Committee.

Short-term Incentive

The Corporation's annual short-term incentive plan is designed to enhance the pay for performance philosophy by aligning the financial and operational interests and motivations of the Corporation's management team and employees with the annual financial returns of the Corporation. It also serves to motivate management to work towards common annual performance objectives. For all employees in 2019, the Corporation's financial targets must be achieved at the minimum of 85% of target earnings before income taxes ("EBT").

The executive management team is eligible for annual bonus incentive plan payments that consist of corporate performance goals. These incentive plan payments are based on the Corporation's financial performance to target. For the President and Chief Executive Officer, the annual short-term incentive plan payment at the target level pays out 100% of base salary if the Corporation achieves its target. For the other members of the executive management team, the annual short-term incentive plan payment at the target level pays out at between 40% and 60% of base salary if the Corporation achieves its target. For all other positions within the Corporation, the annual short-term incentive plan payment at the target level pays out at between 10% and 30% of base salary with between 25% and 50% of this amount being prorated based on the achievement of specific individual goals. In all cases, the annual short-term incentive plan payments are prorated for EBT performance that is above or below the Corporation's target, subject to the minimum threshold of 85% of target EBT being achieved.

On February 13, 2019, the Board approved an annual short-term incentive plan for 2019 (the "2019 Executive Incentive Plan"). The eligible participants included senior management, managerial or supervisory personnel and office support staff. The target for EBT was $116.1 million as specified in the 2019 Executive Incentive Plan which represented an increase of 57.0% over the EBT of $73.9 million reported in 2018. Actual 2019 normalized EBT was $111.2 million or 95.8% of target. The total payments made to eligible employees in respect of 2019 under this plan were $4.1 million.

Long-term Incentive

The Corporation's long-term incentive program is designed to recognize and reward management for the impact of longer-term strategic actions and to align the interests of the Corporation's key employees and its shareholders. Additionally, the equity incentive program assists with the retention of key management personnel and helps attract talented individuals to the Corporation.

The Corporation's long-term incentive program currently consists of three main components; a share option plan, an RSU Plan and a PSU Plan (each defined herein). Detailed descriptions of the Corporation's long-term equity-based incentive programs are found under the subheading "Equity-Based and Other Compensation Plans" of this document.

All of the Corporation's senior management are eligible to participate in the equity incentive program. In all instances, grants made under the equity incentive program only vest if performance criteria are achieved.

RSUs vest on the third anniversary of the grant date. The number of units that vest are determined based on the performance of the organization. The Company must compound its fully diluted earnings per share at a minimum of 10% over the three years during the vesting period in order for any RSUs to vest. The Company must compound its fully diluted earnings per share at 20% over the three years during the vesting period in order for the target number of RSUs to vest (100%). The Company must compound its fully diluted earnings per share at 30% over the three years during the vesting period in order for the maximum number of RSUs to vest (200%).

Minimum		Target		Maximum	
EPS CAGR (%)	Vesting Rate (%)	EPS CAGR (%)	Vesting Rate (%)	EPS CAGR (%)	Vesting Rate (%)
10%	80%	20%	100%	30%	200%

Option awards vest on the third anniversary of the grant date. The number of units that vest are determined based on the performance of the organization. The Company must compound its fully diluted earnings per share at a minimum of 10% over the three years during the vesting period in order for any option awards to vest. The Company must compound its fully diluted earnings per share at 20% over the three years during the vesting period in order for the target number of option awards to vest (100%). The Company must compound its fully diluted earnings per share at 30% over the three years during the vesting period in order for the maximum number of option awards to vest (200%).

Minimum		Target		Maximum	
EPS CAGR (%)	Vesting Rate (%)	EPS CAGR (%)	Vesting Rate (%)	EPS CAGR (%)	Vesting Rate (%)
10%	50%	20%	100%	30%	200%

Share Ownership Guideline

In November of 2018, the Human Resources Committee reviewed and approved a Share Ownership Guideline (SOG) plan for the Corporation's executive management team. In effect as at December 31, 2019, the SOG outlines the targeted dollar value in goeasy common stock directly held (excluding vested or unvested LTI that are not yet settled) that each officer is required to own as a requirement of their position in the Corporation. This plan was implemented to further demonstrate management's alignment with the long-term goals of the organization and its responsibility to drive shareholder value. The requirements are as follows:

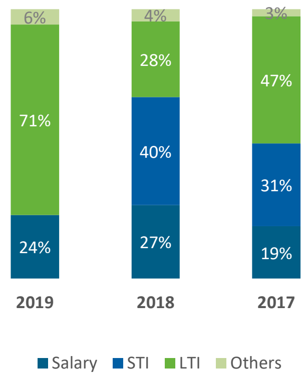
	Senior Vice President	Executive Vice President	Chief Executive Officer
Required Direct Share Ownership Value as a Multiple of Base Salary	1.5x	2.5x	5x
Years to Achieve	5	5	5

SUMMARY COMPENSATION TABLE AND SHARE OWNERSHIP

The following tables set out information concerning the compensation earned from the Corporation and the Corporation's subsidiaries during the financial years ended December 31, 2019, 2018, and 2017 by the Corporation's Executive Chairman, Chief Executive Officer, Chief Financial Officer, Chief Marketing Officer and Chief Risk Officer as of December 31, 2019 (collectively, the "Named Executive Officers" or the "NEOs"):

David Ingram

Executive Chairman of the Board



	2019 ($)	2018 ($)	2017 ($)
Salary	501,260(3)	663,836	663,836
Annual short-term cash incentive	-	978,494	1,054,114
Share-based awards			
DSUs	1,500,000(3)	-	-
RSUs[1]	-	356,142	812,264
Option-based awards[2]	-	331,916	805,382
Long-term equity incentive	1,500,000	688,058	1,617,646
All other compensation	121,937(4)	109,670	90,776
Total compensation	2,123,197	2,440,058	3,426,372

***Share Ownership at December 31, 2019** – Not applicable*

	Actual Share Ownership[5]				Multiple of Base Salary			
		Share Units				Share Units		
Required Multiple on Directly Held Shares	Directly Held ($) *Units*	Vested ($) *Units*	Subject to Vesting ($) *Units*	Total Ownership ($) *Units*	Directly Held	Vested	Subject to Vesting	Total Ownership
Not applicable	33,330,238 *479,227*	6,474,131 *93,086*	15,995,320 *229,983*	55,799,689 *802,296*	66.7	12.9	32.0	111.6

Notes:

[1] Amounts shown represent RSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate ("CAGR") of the Corporation's EPS over a three-year period is achieved. The target CAGR for units granted in 2019 and 2018 was 20% while the target CAGR for units granted in 2017 was 15%. Actual payments or issuance of Common Shares related to these RSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.

[2] Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements.

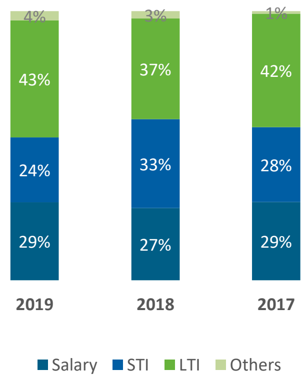
[3] Upon assuming his new role as the Executive Chairman of the Board on January 1, 2019, Mr. Ingram elected to receive 25% of his new compensation in the form of an annual salary, while receiving 75% of his compensation in the form of DSUs.

[4] This amount includes a car allowance of $14,400 per annum, life insurance, disability insurance and expenses paid by the Corporation on Mr. Ingram's behalf of $70,043 and a gross amount paid of $37,494 to compensate for personal tax paid on taxable benefits.

[5] Based on the closing price of the Common Shares on the TSX as at December 31, 2019, of $69.55.

Jason Mullins

President and Chief Executive Officer



	2019 ($)	2018 ($)	2017 ($)
Salary	500,000	421,250	374,000
Annual short-term cash incentive	416,000	515,310	356,328
Share-based awards			
DSUs	-	-	-
RSUs[1]	500,000[(3)]	473,753	272,471
Option-based awards[2]	250,000	112,199	270,218
Long-term equity incentive	750,000	585,952	542,689
All other compensation	60,734[(4)]	44,064	12,000
Total compensation	1,726,734	1,566,576	1,285,017

***Share Ownership at December 31, 2019** – Exceeded his share ownership requirement*

	Actual Share Ownership[5]				Multiple of Base Salary			
		Share Units				Share Units		
Required Multiple on Directly Held Shares	Directly Held ($) *Units*	Vested ($) *Units*	Subject to Vesting ($) *Units*	Total Ownership ($) *Units*	Directly Held	Vested	Subject to Vesting	Total Ownership
5	4,884,149 *70,225*	- -	11,498,339 *165,325*	16,382,487 *235,550*	9.8	-	23.0	32.8

Notes:

[1] Amounts shown represent RSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate ("CAGR") of the Corporation's EPS over a three-year period is achieved. The target CAGR for units granted in 2019 and 2018 was 20% while the target CAGR for units granted in 2017 was 15%. Actual payments or issuance of Common Shares related to these RSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.

[2] Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements.

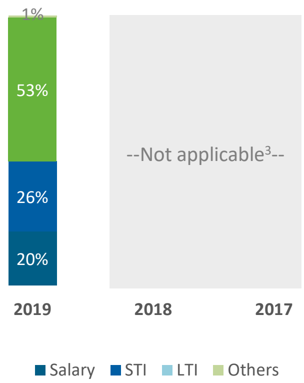
[3] Upon assuming his new role as the Chief Executive Officer on January 1, 2019, Mr. Mullins was granted a one-time RSU grant equivalent to $250,000.

[4] This amount includes a car allowance of $14,400 per annum and $46,334 of charitable contributions directed to charities of Mr. Mullins choice.

[5] Based on the closing price of the Common Shares on the TSX as at December 31, 2019, of $69.55.

Hal Khouri[3]

Executive Vice President and Chief Financial Officer



	2019 ($)	2018 ($)	2017 ($)
Salary	148,000	-	-
Annual short-term cash incentive	192,192	-	-
Share-based awards			
DSUs	-	-	-
RSUs[1]	394,100[(3)]	-	-
Option-based awards[2]	-	-	-
Long-term equity incentive	394,100	-	-
All other compensation	4,615[(4)]	-	-
Total compensation	738,907	-	-

***Share Ownership at December 31, 2019** – Exceeded his share ownership requirement*

	Actual Share Ownership[5]				Multiple of Base Salary			
		Share Units				Share Units		
Required Multiple on Directly Held Shares	Directly Held ($) *Units*	Vested ($) *Units*	Subject to Vesting ($) *Units*	Total Ownership ($) *Units*	Directly Held	Vested	Subject to Vesting	Total Ownership
2.5	1,013,344	-	979,055	1,992,399	2.6	-	2.5	5.2
	14,570	-	*14,077*	*28,647*				

Notes:

[1] Amounts shown represent RSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate ("CAGR") of the Corporation's EPS over a three-year period is achieved. The target CAGR for units granted in 2019 and 2018 was 20% while the target CAGR for units granted in 2017 was 15%. Actual payments or issuance of Common Shares related to these RSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.

[2] Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements.

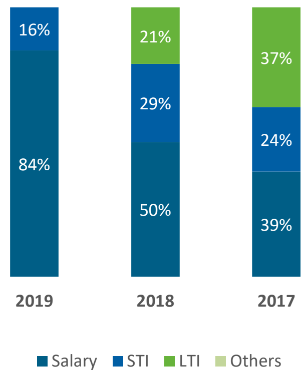
[3] Mr. Khouri was hired to the role of Executive Vice President and Chief Financial Officer upon the departure of Mr. Yeilding in August 2019. Upon joining the Corporation, Mr. Khouri was granted a one-time upfront RSU grant equivalent to $394,100.

[4] This amount includes a car allowance of $12,000 per annum.

[5] Based on the closing price of the Common Shares on the TSX as at December 31, 2019, of $69.55.

David Yeilding[3]

Senior Vice President and Interim Chief Financial Officer



	2019 ($)	2018 ($)	2017 ($)
Salary[3]	242,000	242,000	242,000
Annual short-term cash incentive	46,557	142,683	153,678
Share-based awards			
DSUs	-	-	-
RSUs[1]	-	51,917	117,574
Option-based awards[2]	-	48,401	116,559
Long-term equity incentive	-	100,318	234,133
All other compensation	-	-	-
Total compensation	288,557	485,001	629,811

***Share Ownership at December 31, 2019** – Not applicable[3]*

Notes:

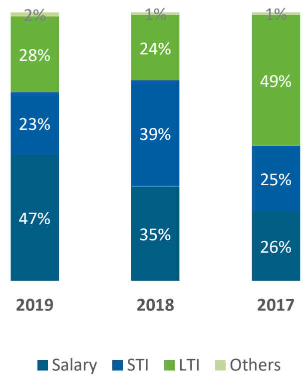
[1] Amounts shown represent RSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate ("CAGR") of the Corporation's EPS over a three-year period is achieved. The target CAGR for units granted in 2019 and 2018 was 20% while the target CAGR for units granted in 2017 was 15%. Actual payments or issuance of Common Shares related to these RSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.

[2] Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements.

[3] Mr. Yeilding's employment with the Corporation terminated in August 2019. Pursuant to his employment agreement, Mr. Yeilding received an 8-month salary continuance and a pro-rated vesting on the previously awarded RSUs from 2017 based on the actual months worked as a portion of the total applicable vesting period. Outstanding RSUs (excluding RSUs awarded in 2017) and outstanding unvested options at the time of Mr. Yeilding's departure were forfeited. Included in his 'salary' for 2019 is the salary continuance compensation amounting to $93,077.

Andrea Fiederer

Executive Vice President and Chief Marketing Officer



	2019 ($)	2018 ($)	2017 ($)
Salary	350,000	275,577(5)	308,000
Annual short-term cash incentive	174,720	309,540	293,446
Share-based awards			
DSUs	-	-	-
RSUs[1]	105,000	99,148	358,452
Option-based awards[2]	105,000	92,405	222,533
Long-term equity incentive	210,000	191,553	580,985
All other compensation	12,000(3)	7,846	12,000
Total compensation	746,720	784,516	1,194,431

Share Ownership at December 31, 2019(6)

	Actual Share Ownership[4]				Multiple of Base Salary			
		Share Units				Share Units		
Required Multiple on Directly Held Shares	Directly Held ($) *Units*	Vested ($) *Units*	Subject to Vesting ($) *Units*	Total Ownership ($) *Units*	Directly Held	Vested	Subject to Vesting	Total Ownership
2.5	784,663 *11,282*	- -	5,988,049 *86,097*	6,772,712 *97,379*	2.2	-	17.1	19.4

Notes:

[1] Amounts shown represent RSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate ("CAGR") of the Corporation's EPS over a three-year period is achieved. The target CAGR for units granted in 2019 and 2018 was 20% while the target CAGR for units granted in 2017 was 15%. Actual payments or issuance of Common Shares related to these RSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.

[2] Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements.

[3] This amount includes a car allowance of $12,000 per annum.

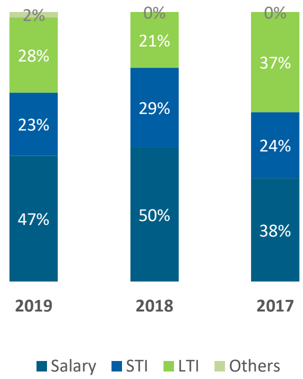
[4] Based on the closing price of the Common Shares on the TSX as at December 31, 2019, of $69.55.

[5] Ms. Fiederer was on a maternity leave for a portion of 2018 resulting to a lower salary during the year.

[6] As at December 31, 2019, Ms. Fiederer has not yet met her required share ownership. Ms. Fiederer became an Executive Vice President of the Corporation in 2016 and has until 2021 to achieve her required share ownership.

Jason Appel

Executive Vice President and Chief Risk Officer



	2019 ($)	2018 ($)	2017 ($)
Salary	280,000	253,000	253,000
Annual short-term cash incentive	139,776	149,169	160,663
Share-based awards			
DSUs	-	-	-
RSUs[1]	84,000	54,278	123,522
Option-based awards[2]	84,000	50,599	121,866
Long-term equity incentive	168,000	104,877	245,388
All other compensation	11,908[(3)]	-	-
Total compensation	599,684	507,046	659,051

***Share Ownership at December 31, 2019** – Exceeded his share ownership requirement*

	Actual Share Ownership[4]				Multiple of Base Salary			
		Share Units				Share Units		
Required Multiple on Directly Held Shares	Directly Held ($) *Units*	Vested ($) *Units*	Subject to Vesting ($) *Units*	Total Ownership ($) *Units*	Directly Held	Vested	Subject to Vesting	Total Ownership
2.5	1,110,018 *15,960*	- -	3,671,912 *52,795*	4,781,930 *68,755*	4.0	-	13.1	17.1

Notes:

[1] Amounts shown represent RSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate ("CAGR") of the Corporation's EPS over a three-year period is achieved. The target CAGR for units granted in 2019 and 2018 was 20% while the target CAGR for units granted in 2017 was 15%. Actual payments or issuance of Common Shares related to these RSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.

[2] Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements.

[3] This amount includes a car allowance of $12,000 per annum.

[4] Based on the closing price of the Common Shares on the TSX as at December 31, 2019, of $69.55.

Summary Compensation Table

The Summary Compensation Table below presents details of the total compensation of Corporation's Named Executive Officers for the financial years ended December 31, 2019, 2018, and 2017:

Name and principal position	Year	Salary ($)	Share-based awards[(1)] ($)	Option-based awards[(2)] ($)	Non-equity incentive plan compensation ($)		Pension Value ($)	All other comp. ($)	Total comp. ($)
					Annual incentive plans	Long-term incentive plans			
David Ingram Executive Chairman of the Board	2019	501,260	1,500,000	-	-	-	-	121,937	2,123,197
	2018	663,836	356,142	331,916	978,494	-	-	109,670	2,440,058
	2017	663,836	812,264	805,382	1,054,114	-	-	90,776	3,426,372
Jason Mullins President and Chief Executive Officer	2019	500,000	500,000	250,000	416,000	-	-	60,734	1,726,734
	2018	421,250	473,753	112,199	515,310	-	-	44,064	1,566,576
	2017	374,000	272,471	270,218	356,328	-	-	12,000	1,285,016
Hal Khouri Executive Vice President and Chief Financial Officer	2019	148,000	394,100	-	192,192	-	-	4,615	738,907
	2018	-	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-	-
David Yeilding Senior Vice President and Interim Chief Financial Officer	2019	242,000	-	-	46,557	-	-	-	288,557
	2018	242,000	51,917	48,401	142,683	-	-	-	485,001
	2017	242,000	117,574	116,559	153,678	-	-	-	629,811
Andrea Fiederer Executive Vice President and Chief Marketing Officer	2019	350,000	105,000	105,000	174,720	-	-	12,000	746,720
	2018	275,577	99,148	92,405	309,540	-	-	7,846	784,516
	2017	308,000	358,452	222,533	293,446	-	-	12,000	1,194,431
Jason Appel Executive Vice President and Chief Risk Officer	2019	280,000	84,000	84,000	139,776	-	-	11,908	599,684
	2018	253,000	54,278	50,599	149,169	-	-	-	507,046
	2017	253,000	123,522	121,866	160,663	-	-	-	659,051

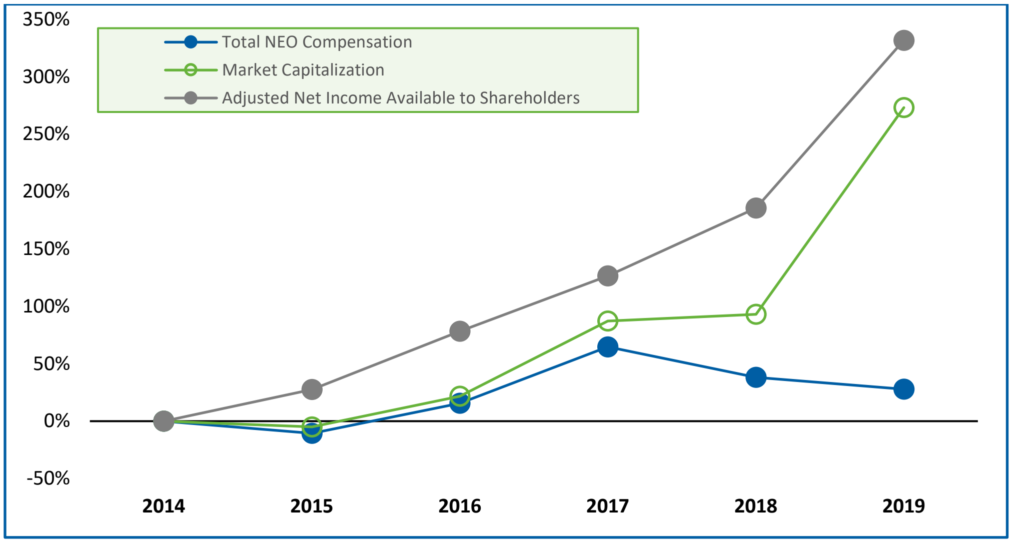
Notes:

[1] Amounts shown represent RSUs, valued as of the date of grant and assuming that the target performance for the cumulative annual growth rate ("CAGR") of the Corporation's EPS over a three-year period is achieved. The target CAGR for units granted in 2019 and 2018 was 20% while the target CAGR for units granted in 2017 was 15%. Actual payments or issuance of Common Shares related to these RSUs, if any, will be determined when the units vest and any payments will be based upon the share price on the TSX at the vesting date.

[2] Represents the dollar amount based on the grant date fair value of the option awards determined using the Black-Scholes option pricing method. The assumptions used in the Black-Scholes option pricing method have been presented in the Corporation's annual audited consolidated financial statements.

Growth in Compensation Relative to Growth in Adjusted Net Income and Market Capitalization

The following graph illustrates the change in total compensation awarded to the NEOs compared to the change in adjusted net income available to shareholders and market capitalization since 2014.



Using 2014 as a baseline, the total compensation awarded to the top five NEOs increased 28%, compared to growth over the same period in adjusted net income available to common shareholders of 332% and market capitalization of 273%. To provide a consistent basis of comparison over the time period, the figures for all years include the total compensation for only the top five NEOs. For further information on adjusted net income available to shareholders, see Management's Discussion and Analysis for each year.

Cost of Management Ratio

The cost of management ratio expresses the total of all types of compensation awarded to the top five NEOs of the Corporation as a percentage of the adjusted net income available to common shareholders and of market capitalization.

	Total NEO Compensation ($)	Adjusted Net Income Available to Shareholders[1] ($)	Cost of Management Ratio (%)	Market Capitalization[2] ($)	Cost of Management Ratio (%)
2019	6,223,799	80,315,000	7.7%	997,824,600	0.6%
2018	6,718,780	53,124,000	12.6%	516,174,228	1.3%
2017	8,013,048	42,158,000	19.0%	500,644,062	1.6%

Notes:

[1] For further information on adjusted net income available to shareholders, see Management's Discussion and Analysis for each year.

[2] Based on the closing price of the Common Shares on the TSX as at December 31 of each year.

Total compensation for the top five NEOs includes fixed remuneration, annual short-term cash incentive, long-term equity incentive, and all other compensation for the executive officers named in the circular for the years indicated.

INCENTIVE PLAN AWARDS

The following tables set out information concerning all option-based and share-based awards outstanding as at December 31, 2019 including awards granted before 2019:

Equity-Based Incentives – Outstanding Options, RSUs and PSUs

	Option-based awards				Share-based awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[1] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested[1] ($)	Market or payout value of vested share-based awards not paid out or distributed[1] ($)
David Ingram	46,782[3,5] 92,893[4] 67,946[3,5]	18.81 32.37 35.50	2/17/2020 11/2/2022 2/19/2023	2,373,719 3,453,762 2,313,561	DSUs: 46,304	-	3,220,443
Total	**207,621**			**8,141,042**	**DSUs: 46,304**	**-**	**3,220,443**
Jason Mullins	31,167[4] 22,968[3,5] 40,784[3,5]	32.37 35.50 40.80	11/2/2022 2/19/2023 2/11/2024	1,158,789 782,060 1,172,540	RSUs: 70,406[2,6]	4,896,737	-
Total	**94,919**			**3,113,389**	**RSUs: 70,406**	**4,896,737**	**-**
Hal Khouri	-	-	-	-	RSUs: 14,077[2,6]	979,055	-
Total	**-**			**-**	**RSUs: 14,077**	**979,055**	**-**
David Yeilding	-	-	-	-	RSUs: 5,993[2,6]	416,813	-
Total	**-**			**-**	**RSUs: 5,993**	**416,813**	**-**
Andrea Fiederer	25,667[4] 18,916[3,5] 17,128[3,5]	32.37 35.50 40.80	11/2/2022 2/19/2023 2/11/2024	954,299 644,090 492,430	RSUs: 24,386[2,6]	1,696,046	-
Total	**61,711**			**2,090,819**	**RSUs: 24,386**	**1,696,046**	**-**
Jason Appel	14,056[4] 10,358[3,5] 13,704[3,5]	32.37 35.50 40.80	11/2/2022 2/19/2023 2/11/2024	522,602 352,690 393,990	RSUs: 14,677[2,6]	1,020,785	-
Total	**38,118**			**1,269,282**	**RSUs: 14,677**	**1,020,785**	**-**

Notes:

1 Based on the closing price of the Common Shares on the TSX on December 31, 2019, of $69.55.

2 These units vest on the third anniversary of the grant date and on a pro-rated basis in proportion to the EPS CAGR and allow for up to 200% vesting as follows:

	Minimum		Target		Maximum	
Grant Year	EPS CAGR (%)	Vesting Rate (%)	EPS CAGR (%)	Vesting Rate (%)	EPS CAGR (%)	Vesting Rate (%)
2019	10%	80%	20%	100%	30%	200%
2018	10%	80%	20%	100%	30%	200%
2017	10%	80%	15%	100%	30%	200%

[3] These option awards vest on the third anniversary of the grant date and on a pro-rated basis in proportion to the EPS CAGR as follows:

Grant Year	Option expiration date	Minimum EPS CAGR (%)	Minimum Vesting Rate (%)	Target EPS CAGR (%)	Target Vesting Rate (%)	Maximum EPS CAGR (%)	Maximum Vesting Rate (%)
2019	2/11/2024	10%	50%	20%	100%	30%	200%
2018	2/19/2023	Not applicable		20%	100%	30%	200%
2015	2/17/2020	Not applicable		15%	50%	30%	100%

If the EPS CAGR is less than target for 2015 and 2018 option awards, 50% and 100%, respectively, of the awards will vest.

[4] These units vest on the fifth anniversary of the grant date.

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

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

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

Name	Option-based awards – value vested during the year (1) ($)	Share-based awards – value vested during the year (2)(3) ($)	Non-equity incentive plan compensation – value earned during the year ($)
David Ingram	-	DSUs: 1,500,000	-
Jason Mullins	-	RSUs: 1,152,491	416,000
Hal Khouri	-	-	192,192
David Yeilding	-	RSUs: 497,113	46,557
Andrea Fiederer	-	RSUs: 939,528	174,720
Jason Appel	-	RSUs: 519,715	139,776

Notes:

[1] Represents the dollar value that would have been realized if the options which vested in the current year had been exercised on the vesting date. This is calculated by determining the difference between the market price of the underlying securities and the exercise price of the options on the date they vest.

[2] Represents the dollar value realized upon vesting of DSUs or RSUs. DSUs are immediately vesting. In 2019, RSUs granted in 2016 vested at 200% as the EPS CAGR over the preceding three-year period exceeded 30%. This is calculated by multiplying the number of units by the market value of the underlying shares on the vesting date.

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

TERMINATION AND CHANGE OF CONTROL BENEFITS/EMPLOYMENT AND CONSULTING CONTRACTS

David Ingram

On December 31, 2018, Mr. Ingram was the Corporation's Chief Executive Officer and a Board Member. Mr. Ingram had been the Corporation's Chief Executive Officer since 2001. Effective January 1, 2019, Mr. Ingram became the Executive Chairman of the Board of the Corporation. In his role as Executive Chairman, Mr. Ingram will act as the Chairman of the Board of Directors while also overseeing the Corporation's corporate development, investor relations, capital market initiatives as well as the Corporation's long-term strategy.

Previously Mr. Ingram's compensation as the Corporation's Chief Executive Officer included salary, participation in the Annual Short-Term Bonus Incentive and participation in the Long-Term Equity-Based Incentive Programs (as described herein). Upon assuming his new role as the Executive Chairman of the Board, Mr. Ingram elected to receive 25% of his new compensation in the form of an annual salary, while receiving 75% of his compensation in the form of DSUs. As such, the majority of Mr. Ingram's remuneration is aligned with the long-term interests of the shareholders.

The Corporation and Mr. Ingram entered into a revised employment agreement, effective January 1, 2019, with respect to Mr. Ingram's appointment as Executive Chairman of the Board of Directors. This agreement replaced Mr. Ingram's previous employment agreement that had become effective on November 2, 2015. The revised agreement provides for (i) an annual salary in 2019 of $500,000 per annum; (ii) Mr. Ingram to participate in the DSU Plan pertinent to his responsibilities as the Executive Chairman of the Board which provides for the provision of $1,500,000 of DSUs in 2019; (iii) a monthly car allowance of $1,200 plus reimbursement of normal car operating costs; (iv) reimbursement of the employee portion of company health plan expenses; (v) reimbursement of the cost of additional life insurance with a face value of 2.5 times the face value of his compensation ; and (vi) reimbursement of the cost of disability premiums which equate monthly disability income with Mr. Ingram's after-tax compensation.

In the event of termination by the Corporation of Mr. Ingram's employment, other than for cause, Mr. Ingram would be entitled to receive an amount equal to two times his annual base salary and bonus (bonus being calculated as the average of the bonus paid in the two years preceding the termination date) plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 24 months. The Corporation estimates that, assuming Mr. Ingram's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $13,267,053.

In the event of a change of control[1], Mr. Ingram's unvested options and share based awards immediately vest. If, after a change of control, Mr. Ingram's employment is terminated other than for cause or if he resigns within 12 months following the change of control, he is entitled to receive his full base salary and benefits to the date of termination and a payment equal to two times the aggregate of his then annual salary and the bonus paid to him in the immediate prior year. The Corporation estimates that, assuming Mr. Ingram's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $16,370,784.

Jason Mullins

The Corporation and Mr. Jason Mullins entered into a revised employment agreement, effective January 1, 2019, with respect to Mr. Mullins' appointment, for an indefinite term, as President and Chief Executive Officer of the Corporation. This agreement replaced Mr. Mullins' previous employment agreement that had become effective on April 2, 2018 related to his appointment to President and Chief Operating Officer as an intermediate step to his most recent appointment. The revised agreement provides for (i) an annual salary (as at January 1, 2019) of $500,000 per annum (subject to annual review); (ii) Mr. Mullins to participate in the Corporation's Annual Short-Term Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short-Term Bonus Incentive"); (iii) Mr. Mullins to participate in the Corporation's Equity-Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity-Based Incentive (Long-Term)"); (iv) a monthly car allowance of $1,200; (v) reimbursement of the cost of additional life insurance valued at 1 times his base salary; and (vi) the ability to direct $20,000 per annum in earnings toward contributions to Canadian charitable organizations.

In the event of termination by the Corporation of Mr. Mullins' employment, other than for cause, he would be entitled to receive an amount equal to 1.5 times his annual base salary and bonus (bonus being calculated as the average of the bonus paid in the two years preceding the termination date) plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 18 months. The Corporation estimates that, assuming Mr. Mullins' employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $5,857,744.

In the event of a change of control[1], Mr. Mullins' unvested options immediately vest. If, within a six month period immediately following a change in control, the Corporation terminates Mr. Mullins' employment without cause or unilaterally changes a fundamental term of Mr. Mullins' employment in a material and detrimental way, all unvested options and share based awards will immediately vest and he is entitled to receive his full base salary and benefits to the date of termination and a payment equal to 1.5 times the aggregate of his then annual salary and the bonus paid to him in the immediate prior year and continuation of benefits for the duration of such 18 months. The Corporation estimates that, assuming Mr. Mullins' employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $9,795,316.

Hal Khouri

The Corporation and Mr. Hal Khouri entered into an employment agreement, effective August 12, 2019, with respect to Mr. Khouri's appointment, for an indefinite term, as Executive Vice-President and Chief Financial Officer of the Corporation. The agreement provides for (i) an annual salary of $385,000 per annum (subject to an annual review); (ii) Mr. Khouri to participate in the Corporation's Annual Short-Term Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short-Term Bonus Incentive"); (iii) Mr. Khouri to participate in the Corporation's Equity-Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity-Based Incentive (Long-Term)"); and (iv) a monthly car allowance of $1,000.

In the event of termination by the Corporation of Mr. Khouri's employment, other than for cause, he would be entitled to an amount equal to 12 months base salary in lieu of notice plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 12 months. The Corporation estimates that, assuming Mr. Khouri's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $515,000.

Following a change in control[1], if the Corporation terminates Mr. Khouri's employment without cause or unilaterally changes a fundamental term of Mr. Khouri's employment in a material and detrimental way within a six-month period immediately after, all unvested options and share based awards will immediately vest and he is entitled to receive his full base salary and benefits to the date of termination and 12 months' base salary and continuation of benefits for the duration of such 12 months. The Corporation estimates that, assuming Mr. Khouri's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $1,408,900.

Andrea Fiederer

The Corporation and Ms. Andrea Fiederer entered into a revised employment agreement, effective March 1, 2016, with respect to Ms. Fiederer's appointment, for an indefinite term, as Executive Vice President and Chief Marketing Officer of the Corporation. This agreement replaced Ms. Fiederer's previous employment agreement that had become effective on January 26, 2015. The revised agreement provides for (i) an annual salary (as at December 31, 2018) of $350,000 per annum (subject to annual review); (ii) Ms. Fiederer to participate in the Corporation's Annual Short-Term Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short-Term Bonus Incentive"); (iii) Ms. Fiederer to participate in the Corporation's Equity-Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity-Based Incentive (Long-Term)"); and (iv) a monthly car allowance of $1,000.

In the event of termination by the Corporation of Ms. Fiederer's employment, other than for cause, she would be entitled to an amount equal to 12 months base salary in lieu of notice plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 12 months. The Corporation estimates that, assuming Ms. Fiederer's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $2,803,478.

In the event of a change of control[1], Ms. Fiederer's unvested options immediately vest. If, within a six month period immediately following a change in control, the Corporation terminates Ms. Fiederer's employment without cause or unilaterally changes a fundamental term of Ms. Fiederer's employment in a material and detrimental way, all unvested options and share based awards will immediately vest and she is entitled to receive her full base salary and benefits to the date of termination and 12 months' base salary and continuation of benefits for the duration of such 12 months. The Corporation estimates that, assuming Ms. Fiederer's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $4,334,462.

Jason Appel

The Corporation and Mr. Jason Appel entered into a revised employment agreement, effective January 2, 2019, with respect to Mr. Appel's appointment, for an indefinite term, as Executive Vice President and Chief Risk Officer of the Corporation. This agreement replaced Mr. Appel's previous employment agreement that had become effective on January 5, 2015. The revised agreement provides for (i) an annual salary of $280,000 per annum (subject to annual review); (ii) Mr. Appel to participate in the Corporation's Annual Short-Term Incentive Plan with respect to the payment of an annual bonus (see – "Executive Compensation – Executive Compensation Elements - Annual Short-Term Bonus Incentive"); (iii) Mr. Appel to participate in the Corporation's Equity-Based Incentive Plan (see – "Executive Compensation – Executive Compensation Elements – Equity-Based Incentive (Long-Term)"); and (iv) a monthly car allowance of $1,000.

In the event of termination by the Corporation of Mr. Appel's employment, other than for cause, he would be entitled to an amount equal to 12 months base salary in lieu of notice plus the pro-rata vesting of all option and share based awards on the scheduled vesting dates and in accordance with the applicable vesting criteria, plus a continuation of benefits for 12 months. The Corporation estimates that, assuming Mr. Appel's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $1,674,380.

Following a change in control[1], if the Corporation terminates Mr. Appel's employment without cause or unilaterally changes a fundamental term of Mr. Appel's employment in a material and detrimental way within a six-month period immediately after, all unvested options and share based awards will immediately vest and he is entitled to receive his full base salary and benefits to the date of termination and 12 months' base salary and continuation of benefits for the duration of such 12 months. The Corporation estimates that, assuming Mr. Appel's employment was terminated on December 31, 2019 in such circumstances, the incremental payments and benefits would be approximately $2,696,993.

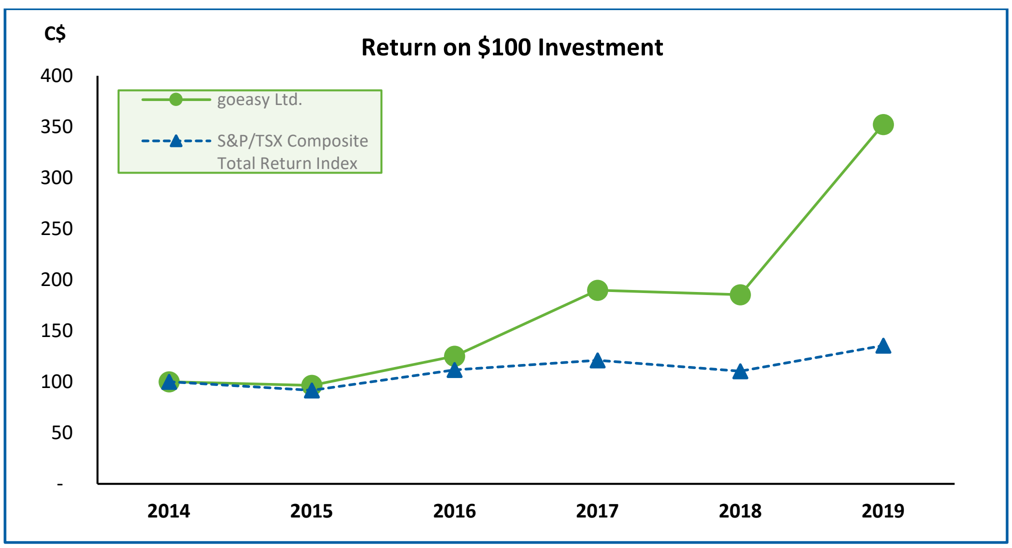
Note:
[1] A "change of control" is defined as a person or group of persons acting jointly or in concert (other than Donald K. Johnson and his associates) becoming beneficial owners of 30% or more of the outstanding shares of the Corporation, or a merger occurring with another corporation as a result of which the shareholders of the Corporation own less than 50% of the voting rights of the successor corporation, or a liquidation or winding up of the Corporation taking place. The agreement also contains non-competition and non-solicitation provisions.

STOCK PERFORMANCE GRAPH

The following graph illustrates the total cumulative return on a $100 investment in Common Shares made on December 31, 2014 as compared with the total cumulative return on a $100 investment in the S&P/TSX Composite Total Return Index made on December 31, 2014. Dividends declared on Common Shares are assumed to be reinvested. The Common Share performance as set out in the graph does not necessarily indicate future price performance.

The trend in the Corporation's total cumulative shareholder return exceeded that of the S&P TSX Composite Total Return Index over the past five years as shown in the graph below. The trend in the Corporation's total cumulative shareholder return also exceeded the trend in the amount of total compensation paid to the Named Executive Officers for the three years ended December 31, 2019, as shown in the Summary Compensation Table and Share Ownership above. The Corporation's total cumulative shareholder return over this period has increased driven by earnings and dividend growth, while total compensation paid to the Named Executive Officers grew at a lower rate that was comparable to the growth of S&P TSX Composite Total Return Index from 2014 to 2019.

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



	2014	2015	2016	2017	2018	2019
Corporation's Common Shares	100	97	125	190	186	352
S&P/TSX Composite Total Return Index	100	92	112	121	110	136

EQUITY-BASED AND OTHER COMPENSATION PLANS

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

Equity compensation plans approved by shareholders	Number of securities to be issued upon exercise of options, warrants and rights (as at December 31, 2019) (a)	Percentage of outstanding shares (as at December 31, 2019)	Weighted average exercise price of outstanding options, warrants and rights (as at December 31, 2019) ($) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in (a)) (as at December 31, 2019) (c)	Percentage of outstanding shares (as at December 31, 2019)
Options	471,503	3.3%	33.67	389,309	2.7%
RSUs (includes dividends)	401,123	2.8%	-	316,220	2.2%
DSUs (includes dividends)	247,775	1.7%	-	76,482	0.5%
Total	**1,120,401**	**7.8%**		**782,011**	**5.5%**

The following table sets forth the annual burn rate for each of the three most recently completed fiscal years for each of the Corporation's applicable equity-based incentive plans. The Corporation's PSU Plan (as defined herein) is not included as awards granted under such plan are not settled with securities issued from treasury. The burn rate has been calculated by dividing the number of securities granted under the equity-based incentive plans during the applicable fiscal year, by the weighted average number of shares outstanding for the applicable fiscal year:

Equity compensation plans approved by shareholders	2019	2018	2017
Share Option Plan	0.8%	1.3%	1.8%
RSU Plan	1.0%	1.4%	1.5%
DSU Plan	0.5%	0.1%	0.2%

SHARE OPTION PLAN

In 1999, the Corporation implemented the Share Option Plan.

On March 24, 2017, the Board approved an amendment to the Share Option Plan removing the ability to grant options to directors thereunder.

On May 3, 2017, shareholders approved an amendment to the Share Option Plan to change the maximum number of Common Shares available for issuance from treasury thereunder from 2,038,000 to such number which represents 6% of the issued and outstanding Common Shares from time to time. As a result, should the Corporation issue additional Common Shares in the future, the number of Common Shares issuable under the Share Option Plan will increase accordingly. The amended Share Option Plan of the Corporation is an "evergreen" plan, since the Common Shares covered by options which have been exercised shall be available for subsequent grants under the Share Option Plan and the number of options available to grant increases as the number of issued and outstanding Common Shares of the Corporation increases. As such, the TSX requires that such plan be submitted to shareholders of the Corporation for ratification every three (3) years. As the Corporation is not submitting this plan for approval at the annual general meeting, the Corporation will not be able to make further grants under the plan following the date of the meeting.

Under the Share Option Plan, options to purchase Common Shares may be granted to eligible participants (collectively, "Optionees") designated under the Share Option Plan, which includes officers and employees of the Corporation or its subsidiaries. The maximum number of Common Shares reserved for issue under the Share Option Plan is such number which represents 6% of the issued and outstanding Common Shares from time to time, being approximately 860,116 Common Shares as at May 1, 2020. Of that amount, (i) 565,485 options (representing 3.9% of the Corporation's total number of Common Shares as of May 1, 2020) are currently granted and unexercised, and (ii) 294,632 options representing 2.1% of the Corporation's total number of Common Shares as of May 1, 2020) remain available to be granted.

Optionees to whom options may be granted, the number of options to be granted and the exercise price of each option are determined in accordance with the Share Option Plan. The exercise price per Common Share may not be less than the Market Price, defined as the weighted average price of a Common Share of the Corporation on the TSX for the five trading days immediately preceding the date of grant. Each option, unless terminated pursuant to the Share Option Plan, expires on a date to be determined in accordance with the Share Option Plan at the time the option is granted, which date may not exceed ten years from the date of the grant of the option. Each option is exercisable over such period as determined at the time of issue; provided that, if no vesting period is determined at the time of issue, no more than 20% of the Common Shares subject to the option will be exercisable during each twelve-month period from the date of the grant. The maximum number of Common Shares reserved for issuance to any one person under the Share Option Plan or under any other equity-based compensation plan is limited to 5% of the total number of Common Shares outstanding at the date of grant. All options are non-assignable.

The Human Resources Committee reviews industry statistics and comparator groups (see "Executive Compensation - Executive Compensation Governance and Philosophy") with respect to the appropriateness of stock option grants recommended by the President and Chief Executive Officer. Previous grants and the availability in the option pool are taken into account when making new grants.

Subject to any resolution passed by the Board, options expire upon the Optionee ceasing to be an officer or a part-time or full-time employee of the Corporation or of any subsidiaries. If, before the expiry of the option, the employment of the Optionee with the Corporation or any subsidiary terminates by reason of death of the Optionee, such option may be exercised by the legal representative(s) of the estate of the Optionee at any time during the first six months following the death of the Optionee. If there is a qualified offer (as defined in the Share Option Plan) which results in a person and his affiliates and associates holding more than 50% of the Common Shares, all options outstanding become immediately exercisable in accordance with the Share Option Plan. In the event of a sale of all or substantially all of the assets of the Corporation, all options vest and become exercisable in accordance with the Share Option Plan.

The Board may amend or discontinue the Share Option Plan at any time subject to obtaining receipt of requisite regulatory approvals including without limitation, the approval of the TSX, provided, however, that shareholder approval is also required for the following amendments: (1) increasing the number of Common Shares reserved for issuance; (2) reducing the option price for the benefit of any Optionee (subject to specific exceptions), or cancelling and re-issuing any option; (3) extending the exercise term of an option (subject to specific exceptions); (4) permitting options to be assignable; and (5) amending the amendment provisions of the Share Option Plan. Any amendments to the terms of an existing option as noted above shall also require regulatory approval, including without limitation, the approval of the TSX.

By way of example, amendments that do not require shareholder approval include but are not limited to: (1) changing the vesting provisions of options; (2) amending the entitlements of Optionees upon termination of their employment with the Corporation or any Subsidiary thereof; (3) making amendments for the purpose of curing or correcting any ambiguity or defect, clerical omission or mistake; (4) preserving Optionee rights in respect of a stock split, spin-off, share dividend, recapitalization, merger, change of control or other similar event by reducing the exercise price or increasing the number of Common Shares reserved for issuance pursuant to the Plan; and (5) making amendments to comply with new regulatory requirements.

The total number of Common Shares held by insiders entitled to receive a benefit under the Share Option Plan as of May 1, 2020 was 684,291, representing 4.8% of the Corporation's outstanding Common Shares.

Option Summary as at May 1, 2020	Options Granted in Prior Fiscal Years	Options Granted from January 1, 2019 to December 31, 2019	Options Granted from January 1, 2020 to May 1, 2020	TOTAL	Percentage of Outstanding Shares
Options granted and unexercised					
Issued and vested but not exercised	-	-	-	-	-
Issued but not yet vested or exercised	327,330	97,391	140,764	565,485	3.9%
	327,330	97,391	140,764	565,485	3.9%
Options available to be granted				294,632	2.1%

RESTRICTED SHARE UNIT PLAN

In 2004, the Corporation implemented a Restricted Share Unit Plan (the "RSU Plan"). Under the terms of the RSU Plan, the Corporation may grant RSUs to such permanent employees of the Corporation, its subsidiaries or designated affiliates who have been designated by the Corporation for participation in the RSU Plan and who have agreed to participate in the RSU Plan ("Participants"), in such number, on such terms and at such times as the Corporation may, in its sole discretion determine. Certain participants are eligible to receive additional RSUs as and when, and at a consistent rate as dividends that are declared on the Corporation's Common Shares, determined by taking the value of the dividend divided by the last board lot sale price per Common Share on the TSX on the particular day. The Human Resources Committee administers the RSU Plan in compliance with applicable laws and the rules of the TSX, and subject to approval of the Board of Directors for certain matters.

On May 3, 2007, the shareholders of the Corporation approved amendments to the RSU Plan to increase the number of Common Shares available for issuance under the RSU Plan from 225,000 to 365,000 and to amend the amendment provision of the RSU Plan, so that the Board is authorized, without shareholder approval, to amend, suspend, cancel or terminate the RSU Plan and the RSUs granted thereunder at any time in whole or in part, provided that amendments to (1) increase the number of Common Shares issuable under the RSU Plan; (2) add non-employee directors as eligible participants under the RSU Plan; (3) provide for other types of compensation through equity issuances (in addition to RSUs); or (4) amend the amending provision of the RSU Plan (other than as permitted under the rules of the TSX or any other exchange on which the Common Shares become listed), will require shareholder approval, and amendments, suspensions, cancellations or terminations that adversely affect a Participant's rights will, unless the Participant consents, apply only to RSUs granted after the date of such amendment, suspension, cancellation or termination. The amendment was made to specifically identify those amendments that will require both the approval of the Board and shareholder approval, pursuant to TSX policies.

By way of example, amendments that do not require shareholder approval include but are not limited to (1) amendments of a "housekeeping nature"; (2) amendments for the purpose of curing any ambiguity, error or omission in the RSU Plan or to correct or supplement any provision of the RSU Plan that is inconsistent with any other provision of the RSU Plan; (3) amendments which are necessary to comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed; (4) amendments respecting administration and eligibility for participation under the RSU Plan; (5) amendments to the vesting provisions of the RSU Plan or any award thereunder; and (6) amendments to the termination provisions of an award or the RSU Plan which do not entail an extension beyond the original fixed term.

On May 7, 2013 the shareholders of the Corporation approved amendments to the RSU Plan to increase the number of Common Shares available for issuance under the RSU Plan from 365,000 to 615,000.

On July 10, 2013, the Board approved further amendments to the RSU Plan to reflect the increase in the number of RSUs available for issuance as approved by shareholders on May 7, 2013 and to allow for the settlement of units in Common Shares of the Corporation or in cash determined at the sole discretion of the Corporation. If the Corporation were to elect to settle the RSUs in cash, the cash awards would be based on the volume weighted average share price as traded on the TSX for the 5 trading days immediately preceding the vesting date.

On May 8, 2014, the shareholders of the Corporation approved management's proposal to amend the RSU Plan to increase the number of RSUs available for issuance under the RSU Plan from 615,000 to 765,000.

On May 5, 2015, the shareholders of the Corporation approved management's proposal to amend the RSU Plan to increase the number of RSUs available for issuance under the RSU Plan from 765,000 to 915,000.

On May 3, 2016, the shareholders of the Corporation approved management's proposal to amend the RSU Plan to increase the number of RSUs available for issuance under the RSU Plan from 915,000 to 1,165,000.

On May 3, 2017, the shareholders of the Corporation approved management's proposal to amend the RSU Plan to change the maximum number of Common Shares available for issuance from treasury thereunder from 1,165,000 to such number which represents 5% of the issued and outstanding Common Shares from time to time. As a result, should the Corporation issue additional Common Shares in the future, the number of Common Shares issuable under the RSU Plan will increase accordingly. The amended RSU Plan of the Corporation is considered an "evergreen" plan, since the Common Shares issued in connection with the vesting of RSUs shall be available for subsequent grants under the RSU Plan and the number of RSUs available to grant increases as the number of issued and outstanding Common Shares of the Corporation increases. As such, the TSX requires that such plan be submitted to shareholders of the Corporation for ratification every three (3) years. As the Corporation is not submitting this plan for approval at the annual general meeting, the Corporation will not be able to make further grants under the plan following the date of the meeting.

The Human Resources Committee determines, subject to the approval of the Board, the number of RSUs to be granted, and to which Participants, under the RSU Plan. The value of the grants at the date of grant in 2019 were based on a percentage of the recipient's salary consistent with the grants in the previous years. RSUs granted to a Participant are credited to the Participant's RSU account. The vesting schedule for RSUs is determined by the Human Resources Committee, subject to the approval of the Board, at the time of grant and is set out in the agreement between the Corporation and the Participant under which the RSU is granted (the "Grant Agreement"). Each RSU granted gives the Participant the right to receive, with respect to each such RSU that vests in accordance with the terms of the grant, one Common Share, at the time, in the manner and subject to the restrictions set out in the RSU Plan and the Grant Agreement. Subject to certain terms and conditions of the RSU Plan and the Grant Agreement, 30 business days following the vesting of RSUs, the Corporation shall issue from treasury Common Shares or issue cash, as applicable, to the Participant in respect of such vested RSUs.

Unless otherwise determined by the Corporation at any time and except as otherwise provided in a Participant's written employment agreement with the Corporation, on a Participant's termination date, any RSUs credited to the Participant's account which are not vested shall terminate and be forfeited regardless of the reason for termination. Additionally, in the event of termination of the employment of a Participant by the Corporation for cause, all RSUs credited to a Participant's account shall terminate and be forfeited, whether or not such units have vested.

Unless otherwise determined by the Corporation, where a Participant terminates active employment due to disability or death prior to the vesting of RSUs, all RSUs credited to a Participant's account shall become vested on the vesting date set out in the Grant Agreement provided that the applicable conditions for vesting (other than any condition that the Participant be actively employed by the Corporation for a specified period of time or on the vesting date) are satisfied at that date.

Under the RSU Plan, and subject to the terms of any written employment agreement, in the event of a "Reorganization" (being the acquisition by a person or group of 40% or more of the Corporation's voting shares or 50% or more of its rental assets), the Board may in its discretion permit the Participant to elect to receive the Common Shares underlying the RSUs, or substitute equivalent securities of a successor entity, or deal with the RSUs in another manner as it determines.

The interest of a Participant under the RSU Plan is not transferable except, if permitted by applicable law, to a spouse, minor children or minor grandchildren or a personal holding company or family trust controlled by the Participant, the shareholders or beneficiaries of which, as the case may be, are any combination of the Participant, the Participant's spouse, the Participant's minor children or the Participant's minor grandchildren and after his or her lifetime, shall enure to the benefit of and be binding on the Participant's beneficiary.

As at December 31, 2019, the Corporation has generated a long-term CAGR on diluted EPS of 23.8% since 2001. For RSU recipients to receive maximum vesting for RSUs granted in 2017 through 2019, the Corporation needed to generate a CAGR on EPS of 30% for the 3 years immediately following the grant.

The total number of Common Shares held by insiders entitled to receive a benefit under the RSU Plan as of May 1, 2020 was 684,291, representing 4.8% of the Corporation's outstanding Common Shares.

RSU Summary as at May 1, 2020	RSUs Granted in Prior Fiscal Years	RSUs Granted from January 1, 2019 to December 31, 2019	RSUs Granted from January 1, 2020 to May 1, 2020	TOTAL	Percentage of Outstanding Shares
RSUs granted and outstanding	149,488	108,782	90,055	348,325	2.4%
RSUs available to be granted				368,439	2.6%

PERFORMANCE SHARE UNIT PLAN

The performance share unit plan for senior management provides for grants of performance-based phantom share units which vest at the end of three years, are settled solely in cash, and are tied to performance-based vesting criteria (the "PSU Plan").

The Human Resources Committee administers the PSU Plan in compliance with applicable laws and subject to the approval of the Board for certain matters.

The Human Resources Committee determines, subject to the approval of the Board, the number of PSUs to be granted, and to which participants, under the PSU Plan. PSUs granted to a participant are credited to the participant's PSU account. The vesting schedule for PSUs is three years and is set out in the agreement between the Corporation and the participant under which the PSU is granted (the "Grant Agreement"). Each PSU granted gives the participant the right to receive, with respect to each such PSU that vests in accordance with the terms of the grant, an amount in cash equal to the market value of one Common Share at the third anniversary of the date of grant, at the time, in the manner and subject to the restrictions set out in the PSU Plan and the Grant Agreement. The PSUs are subject to performance-based vesting criteria determined by the Human Resources Committee at the time of grant. As at December 31, 2019, there were no PSUs issued and outstanding.

Where a participant's employment is terminated by the Corporation for cause, all PSUs in the participant's account, whether vested or not, will be forfeited. Subject to the discretion of the Corporation, where a Participant's employment is terminated by the Corporation without cause, PSUs in the Participant's account that have not vested will vest on a pro-rata basis, based on the Participant's length of employment during the relevant vesting period, provided any applicable corporate performance criteria are satisfied. If an employee resigns before the vesting period has elapsed none of the participant's PSUs will vest.

Under the PSU Plan, and subject to the terms of any written employment agreement, in the event of a "Reorganization" (being the acquisition by a person or group of 40% or more of the Corporation's voting shares or 50% or more of its rental assets), the Board may in its discretion waive applicable vesting conditions to a maximum of 100% vesting, or substitute equivalent securities of a successor entity, or deal with the PSUs in another manner as it determines.

The Board is authorized to amend, suspend, cancel or terminate the PSU Plan and the PSUs granted thereunder at any time in whole or in part, provided that amendments, suspensions, cancellations or terminations that adversely affect a participant's rights will, unless the participant consents, apply only to PSUs granted after the date of such amendment, suspension, cancellation or termination.

The interest of a participant under the PSU Plan is not transferable except, if permitted by applicable law, to a spouse, minor children or minor grandchildren or a personal holding company or family trust controlled by the participant, the shareholders or beneficiaries of which, as the case may be, are any combination of the participant, the participant's spouse, the participant's minor children or the participant's minor grandchildren and after his or her lifetime, shall enure to the benefit of and be binding on the Participant's beneficiary.

No PSUs were granted and outstanding as at May 1, 2020.

DEFERRED SHARE UNIT PLAN

In 2005, the Corporation implemented a deferred share unit plan (the "DSU Plan") which permits the Corporation, at its option, to award DSUs to Canadian directors of the Corporation, its subsidiaries and its designated affiliated entities.

The Board administers the DSU Plan in compliance with applicable laws and the rules of the TSX. On May 8, 2009, the shareholders of the Corporation approved amendments to the DSU Plan to increase the number of Common Shares available for issuance under the DSU Plan from 50,000 to 150,000, representing 1.4% of the Corporation's total number of Common Shares as of March 31, 2009, as well as amendments to the DSU Plan's amendment provisions, as described below.

On May 8, 2012, the shareholders of the Corporation approved amendments to the DSU Plan to increase the number of Common Shares available for issuance under the DSU Plan from 150,000 to 325,000, representing 2.7% of the Corporation's total number of Common Shares as of April 5, 2012.

On May 8, 2019, the shareholders of the Corporation approved amendments to the DSU Plan to increase the number of Common Shares available for issuance under the DSU Plan from 325,000 to 375,000, representing 2.6% of the Corporation's total number of Common Shares as of April 1, 2019.

As of May 1, 2020, the total number of DSUs redeemed for Common Shares under the DSU Plan was 50,743, representing 0.4% of the Corporation's total number of Common Shares as at May 1, 2020. As of May 1, 2020, the total number of DSUs settled for cash was 75,236, representing 0.5% of the Corporation's total number of Common Shares as at May 1, 2020.

The DSU Plan is intended to strengthen the link between director and shareholder interests and to enhance the Corporation's ability to attract and retain qualified, high calibre and talented individuals to serve as members of the Board. Any member of the Board who is resident in Canada and not subject to any United States federal or state securities laws (each, an "Eligible Director") may receive all or a portion of amounts payable to him or her in respect of services provided to the Corporation in his or her capacity as a member of the Board in a calendar year ("Annual Remuneration") in the form of DSUs. Each DSU is equivalent to one Common Share (subject to adjustments in the event of share splits, share dividends or consolidations affecting the number of Common Shares outstanding). DSUs shall be credited to the account of an Eligible Director in accordance with the terms of the DSU Plan. Each Eligible Director must make an election designating the portion of his or her Annual Remuneration that is to be paid by the Corporation in DSUs, which election shall be effective for that year (or balance thereof) in respect of which the election is made. Each Eligible Director may make another election in respect of his or her Annual Remuneration for a subsequent calendar year by filing a new election in accordance with the terms of the DSU Plan. In the absence of a new election in respect of his or her Annual Remuneration for a subsequent calendar year, the portion elected in the latest election shall continue to apply for that calendar year. The number of DSUs (including fractional DSUs) to be credited to the account of an Eligible Director as of a particular date in each fiscal quarter of the Corporation is determined by dividing the portion of the Annual Remuneration for the applicable fiscal quarter of the Corporation to be satisfied by DSUs by the weighted average price of a Common Share of the Corporation on the TSX for the five trading days immediately preceding the particular day (the "Market Value").

The DSUs elected by an Eligible Director fully vest upon being credited to the Corporation's books of account. The Eligible Director is entitled to payment of such DSUs at the earlier of: (i) the date on which the Eligible Director has ceased to be a director and employee of the Corporation; and (ii) the date of the Eligible Director's death (the "Termination Date"). Subject to the requirements of applicable laws, the Eligible Director may designate in writing a person who is a dependent or relation of the Eligible Director as his beneficiary to receive any benefits that are payable under the DSU Plan upon the death of such Eligible Director. In no event may the rights or interests of an Eligible Director under the DSU Plan be assigned, except to the extent that certain rights may pass to a designated beneficiary or legal representative upon death of the Eligible Director, by will or by the laws of succession and distribution. At the sole discretion of the Board, the Eligible Director's DSUs may be redeemed for Common Shares, a cash payment or a cash payment by the Corporation which is used to purchase Common Shares on the open market or any combination thereof. All amounts payable to, or in respect of, a director under the DSU Plan will be paid on or before December 31 of the year commencing immediately after the applicable director's Termination Date. The value of the DSUs redeemed by or in respect of an Eligible Director shall be determined as at the elected entitlement date to be the product of (i) the number of DSUs then credited to the Eligible Director's account and redeemed on the elected entitlement date, multiplied by (ii) the Market Value (the product of which is the "Redemption Value"). In the event of a change or exchange of the Common Shares, such equitable adjustments as the Board may reasonably determine shall be made.

Pursuant to amendments approved by the Corporation's shareholders on May 9, 2009, the Board is generally authorized without shareholder approval to amend, suspend, cancel or terminate the DSU Plan and the DSUs granted thereunder at any time in whole or in part, including, but not limited to, (i) amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the DSU Plan or to correct or supplement any provision of the DSU Plan that is inconsistent with any other provision of the DSU Plan; (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX); (iii) amendments necessary in order for DSUs to qualify for favorable treatment under applicable taxation laws; (iv) amendments respecting administration of the DSU Plan; (v) any amendment to the vesting provisions of the DSU Plan or any DSU; (vi) amendments to the definitions of certain terms in the DSU Plan; (vii) amendments to the settlement provisions of the DSU Plan or relating to any DSU, whether or not such DSU is held by an insider of the Corporation; (viii) amendments necessary to suspend or terminate the DSU Plan; and (ix) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law; provided that amendments to (1) increase the maximum number of Common Shares issuable from treasury under the DSU Plan; (2) change the definition of Market Value which would result in an increase in the Redemption Value of the DSUs under the Plan; (3) extend the term of the DSUs, benefitting an insider; or (4) amend the amending provision of the DSU Plan (other than as permitted under the rules of the TSX or any other exchange on which the Common Shares become listed), will require shareholder approval, and amendments, suspensions, cancellations or terminations that adversely affect a participant's rights will, unless the participant consents, apply only to DSUs granted after the date of such amendment, suspension, cancellation or termination.

DSU Summary as at May 1, 2020	DSUs Granted in Prior Fiscal Years	DSUs Granted from January 1, 2019 to December 31, 2019	DSUs Granted from January 1, 2020 to May 1, 2020	TOTAL	Percentage of Outstanding Shares
DSUs granted and outstanding	159,771	60,478	29,215	249,464	1.7%
DSUs available to be granted				74,793	0.5%

OTHER INFORMATION

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of $40 million per loss and $40 million for each policy period. The deductible amount for a securities claim is $150,000 or $100,000 for all other insurable losses. The premium paid by the Corporation during 2019 for this coverage was approximately $146,000.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No nominee as director, nor any senior executive or executive officer of the Corporation or any person related thereto was indebted to the Corporation over the fiscal year ended December 31, 2019.

AVAILABLE INFORMATION AND APPROVAL

AVAILABLE INFORMATION

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

Shareholders of the Corporation may request copies of the Corporation's consolidated financial statements and MD&A by contacting the Chief Financial Officer or the President and Chief Executive Officer of the Corporation at the Corporation's offices, which is located at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5. On request, the Corporation will promptly, and in any event prior to the meeting for which proxies are being solicited, provide a copy of any such document requested free of charge to a shareholder of the Corporation.

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DIRECTORS' APPROVAL

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

David Ingram
Executive Chairman
Mississauga, Ontario, Canada

May 1, 2020

APPENDIX A BOARD OF DIRECTORS MANDATE

Purpose and Scope

The members of the Board of Directors (the "Board") have the duty to supervise the management of the business and affairs of goeasy, Ltd. ("goeasy" or the "Company"). The Board, directly and through its committees and the chair of the Board (the "Chair"), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company.

Director Qualifications

Each director must have an understanding of the Company's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Nominating and Corporate Governance Committee.

It is the policy of the Company that two thirds of the members of the Board of Directors (the "Board") shall be independent. A director shall be independent if he or she not have a direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. Directors in the following seven circumstances listed below, subject to the applicable provisions of National Instrument 58-101 – Disclosure of Corporate Governance Practices and Multilateral Instrument 52-110 – Audit Committees, are considered to have a "material relationship" with the Company:

(1) The director is or has been within the last three years an employee or executive officer of the Company;

(2) The director's immediate family member is or has been within the last three years an executive officer of the Company;

(3) The director is a partner of a firm that is the Company's internal or external auditor, is an employee of that firm, or was within the last three years a partner or employee of that firm and personally worked on the Company's audit within that time;

(4) The director's spouse, minor child or stepchild, or child or stepchild who shares a home with the director (i) is a partner of a firm that is the Company's internal or external auditor, or (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning), or (iii) was within the last three years a partner or employee of that firm and personally worked on the Company's audit within that time;

(5) The director or the director's immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Company's current executive officers serve on the entity's compensation committee;

(6) The director or the director's immediately family member who is employed as an executive officer of the Company received more than $75,000 per year in direct compensation from the Company during any 12-month period within the last three years; or

(7) The director is a shareholder with the ability to exercise a majority of votes for the election of the Board.

In addition, the composition and organization of the Board, including: the number, qualifications and remuneration of directors; the number of Board meetings; Canadian residency requirements; quorum requirements; meeting procedures and notices of meetings will comply with the applicable requirements of the Business Corporations Act (Ontario) (the "BCA"), the Securities Act (Ontario) (the "Act"), the articles and by-laws of the Company, subject to any exemptions or relief that may be granted from such requirements and the stock exchanges on which the company lists its securities and the relevant securities regulatory authorities. The Board will also consider any applicable stock exchange or other authoritative guidelines or recommendations regarding the composition and organization of the Board.

Board Structure & Mandate Review

The Chair of the Board shall be an independent director, unless the Board determines that it is inappropriate to require the Chair to be independent. If the Board determines that it would be inappropriate to require the Chair of the Board to be independent, then the independent directors shall select from among them a director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. The Chair, if independent, or the Lead Director if the Chair is not independent, shall act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

The Board shall establish a process for the nomination of new directors. The Corporate Governance and Nominating Committee will have the responsibility and authority to make recommendations to the Board regarding the nomination of new directors, based on such factors as such Committee considers advisable from time to time.

Each new director shall participate in the Company's initial orientation program and each director shall participate in the Company's continuing director development programs. At least annually, the Board shall review the Company's initial orientation program and continuing director development programs.

At least annually, the Board shall review and assess the adequacy of its Mandate to ensure compliance with any rules of regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

Board Meetings

The Board will meet at least once in each quarter, in person and/or via telephone, with additional meeting held as deemed advisable. Meetings of the Board shall be conducted in accordance with the Company's by-laws. The Chair is primarily responsible for the agenda and for supervising the conduct of the meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

The independent members of the Board shall hold regularly scheduled meetings, or portions of regularly scheduled meetings, at which non-independent directors and members of management are not in attendance.

A quorum for the transaction of business at a meeting of directors, shall, subject to section 4.08 of the by-laws of the Company, be a majority of the number of directors.

The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.

The Board shall have unrestricted access to management and employees of the Company. The Board shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the Company. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public company.

Responsibilities

The Board operates by delegating certain of its authorities, including spending authorizations, to management and by reserving certain powers to itself. Management's discharge of its responsibilities is subject to continuing oversight by the Board. Subject to Articles and By-laws of the Company, the Board retains the responsibility for managing its own affairs, including planning its composition, selecting its Chairman, nominating candidates for election to the Board, appointing committees and determining director compensation. The Board will consider the recommendation and advice of the applicable Committees in carrying out its responsibilities. Its principal duties fall into six categories.

1. SELECTION OF THE MANAGEMENT

(a) The Board has the responsibility for the appointment and replacement of a Chief Executive Officer (a "CEO"), for monitoring CEO performance, determining CEO compensation and providing advice and counsel in the execution of the CEO's duties.

(b) The Board has the responsibility for approving the appointment and remuneration of all corporate officers, acting upon the recommendation of the Compensation Committee and the CEO.

(c) The Board has the responsibility for, to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Company.

(d) The Board has the responsibility for ensuring that adequate provision has been made for management succession, including the appointment, training and monitoring of senior management.

2. MONITORING AND ACTING

(a) The Board has the responsibility to approve annual capital and operating plans, to monitor the Company's performance against these plans and to revise and alter its direction through management in light of changing circumstances.

(b) The Board has the responsibility to take action when performance falls short of its goal or other special circumstances warrant (for example, mergers and acquisitions or changes in control).

(c) The Board has the responsibility for approving any payment of dividends to shareholders and other activities and transactions as specified by corporate law.

(d) The Board should monitor on a periodic, regular basis management's identification and assessment of the principal business risks facing the Company and should ensure that management has implemented appropriate systems to manage these risks.

3. STRATEGY DETERMINATION

The Board has the responsibility to participate with management directly or through its committees in developing and approving the mission of the business, its objectives and goals, and the strategy by which it proposes to reach those goals. The Board shall, on at least an annual basis, adopt a strategic plan for the Company which takes into account, among other things, the opportunities and risks of the business.

4. POLICIES AND PROCEDURES

(a) The Board has the responsibility to approve and monitor compliance with all significant policies and procedures by which the Company is operated, which shall include without limitation:

   (i) adopting a set of corporate governance principles and guidelines;

   (ii) adopting a communication policy for the Company, with reference to the guidelines in National Policy 51-201-Disclosure Standards;

   (iii) adopting a written code of business conduct and ethics, applicable to all directors, officers and employees.

(b) The Board has the responsibility to approve and monitor the Company's internal, financial, non-financial and business control and management information systems;

(c) The Board has the responsibility to develop clear position descriptions for the chair of the Board and the chair of each Board committee; and

(d) The Board has a particular responsibility to ensure that the Company operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

5. SHAREHOLDER COMMUNICATION

(a) The Board has the responsibility for ensuring that the financial performance of the Company is adequately reported to shareholders, other security holders and regulators on a timely and regular basis.

(b) The Board has the responsibility for ensuring that the financial results are reported fairly and in accordance with generally accepted accounting standards.

(c) The Board has the responsibility for ensuring the timely reporting of any other developments that have a significant and material impact on the value of the Company.

(d) The Board has the responsibility for reporting annually to shareholders on its stewardship for the preceding year.

(e) The Board has the responsibility for establishing measures for receiving feedback from shareholders and other stakeholders.

6. ADDITIONAL EXPECTATIONS OF BOARD MEMBERS

In addition to the responsibilities and duties described above, there are additional expectations of easyhome Directors including the following:

(a) Board members are expected to maintain the highest personal and professional values, integrity and ethics. This shall include compliance with the easyhome Corporate Code of Conduct.

(b) Board members are expected to bring a probing and objective perspective to the Board and be prepared to challenge management.

(c) Board members are expected to attend all Board and Committee meetings (as applicable) and devote the necessary time and attention to Board matters. This shall include the advance review of materials to be adequately prepared for Board meetings and keeping informed about the Company's business and relevant developments outside the Company that affects its business.

(d) Directors are expected to own common shares or deferred share units of the Company with a value equivalent to the lesser of three times the annual retainer or 4,500 shares within three years of joining the Board.

7. LEGAL REQUIREMENTS

(a) The Board is responsible for ensuring that legal requirements have been met, and documents and records have been properly prepared, approved and maintained.

(b) The Ontario Business Corporations Act and general principles of Canadian corporate law specify that it is the responsibility of the Board to manage or supervise the management of the business and affairs of the Company and in so doing:

- (i) to act honestly and in good faith with a view to the best interests of the Company;
- (ii) to exercise the care, diligence and skill that reasonable prudent people would exercise in comparable circumstances; and
- (iii) to act in accordance with its obligations contained in the Ontario Business Corporations Act, the securities legislation of relevant provinces, other relevant legislation and regulations, and the Corporation's articles and by-laws.

(c) In particular, it should be noted that the following matters must be considered by the Board as a whole:

- (i) any submission to the shareholders of a question or matter requiring the approval of the shareholders;
- (ii) the filling of a vacancy among the directors or in the office of the auditor;
- (iii) terms on which securities may be issued and the declaration of dividends;
- (iv) the purchase, redemption or any other form of acquisition of shares issued by the Company;
- (v) the payment of a commission to any person in consideration of the purchase or agreement to purchase shares of the Company from the Company;
- (vi) the approval of management proxy circulars;
- (viii) the approval of the financial statements of the Company; and
- (ix) adoption, amendment or repeal of by-laws of the Company.

No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

APPENDIX B AUDIT COMMITTEE MANDATE

Purpose and Scope

The Audit Committee (the “Committee” or the “Audit Committee”) of the Company is a committee of the Board of Directors (the “Board”). The Committee shall oversee the accounting and financial reporting practices of the Company and the audits of the Company’s financial statements and exercise the responsibilities and duties set out in this Mandate.

The Committee shall assist the Board in its oversight role with respect to:

- The quality and integrity of financial information.
- The effectiveness of goeasy’s risk management, internal controls and regulatory compliance practices.
- The external auditor’s performance, qualifications and independence.
- Reviewing and approving applicable financial information and documents prior to public disclosure.

Member Qualifications

The Committee shall consist of three or more independent directors of goeasy appointed by the Board. Each of the members shall satisfy the applicable independence requirements of the laws governing the Company, including National Instrument 52-110 Audit Committees, as may be amended from time to time.

Each member of the Committee shall be financially literate as defined by the applicable legislation. Financially literate shall mean s/he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. A Committee member who is not financially literate may be appointed to the Committee provided that the member becomes financially literate within a reasonable period of time following his or her appointment.

Structure

The Committee shall serve as a standing committee of the Board of Directors (the “Board”).

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

At the time of the annual appointment or reappointment of the members of the Committee, the Board shall appoint a Chair of the Committee. The Chair shall be a member of the Committee, preside over all Committee meetings, coordinate the Committee’s compliance with this Mandate, work with management to develop the Committee’s annual work-plan and provide reports of the Committee to the Board.

The Audit Committee may, to the extent permissible by Applicable Requirements, designate a sub- committee to review any matter within this mandate as the Audit Committee deems appropriate.

Meetings

The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board, or the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Audit Committee by notifying the Company's Corporate Secretary who will notify the members of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a chair from their number for a meeting.

The Committee shall meet as often as it determines, but not less frequently than quarterly, to ensure review by the Committee of the company's quarterly results and proposed filings. A secretary shall be appointed for every meeting of the Committee who shall be responsible for maintaining minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. The Chairman of the Committee shall report to the Board on its activities after each of its meetings or upon request of the Board and may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

The external auditors are entitled to attend and be heard at each Audit Committee meeting. In addition, the Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. At least once per year, the Committee shall meet with the internal auditor and management in separate sessions to discuss any matters that the Committee or such individuals consider appropriate.

The Committee will have the opportunity for an in-camera session at the end of every meeting. The Committee shall hold unscheduled or regularly scheduled meetings, or portions of meetings, at which management is not present. The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board. The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

Authority

The Committee has the authority to:

- Conduct or authorize an independent investigation and retain outside consultants for any matters that come under its scope of responsibilities, with the cost to be borne by the Company.
- Communicate and meet with the external auditor or outside counsel, without the presence of Management.
- Call a meeting of the Board to consider any matter of concern to the Committee

Functions and Responsibilities

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the "Applicable Requirements").

The Committee has the following functions and responsibilities:

External Auditor

- Annually approve and recommend for appointment the external auditor to the Board. The external auditor shall report and be directly accountable to the A/C.
- Review and approve the external auditor's proposed annual audit scope, plan and staffing, including the annual audit fees and terms of the engagement.
- Review and pre-approve all engagements for non-audit services, unless in the aggregate, they are not in excess of 5 percent of the total amount of fees paid by the Company to the external auditor during the fiscal year in which the services are provided. The Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.
- Oversee the work of the external auditor including the resolution of disagreements between management and the external auditor regarding financial reporting, accounting policies and internal controls.
- Review the external auditor's management comment letter and management's responses thereto and enquire as to any disagreements between management and external auditors or restrictions imposed by management on external auditors.
- Evaluate the qualifications, expertise and performance of the external auditors (at least annually). If necessary, initiate the termination of the external auditors, subject to the Board and shareholder approval as required by applicable law.
- At least annually, review the qualifications and performance of the lead partner(s) of the auditors and determine whether it is appropriate to adopt or continue a policy of rotating lead partners of the external auditors.
- Review the relationships or services that may impact the objectivity and independence of the external auditor, including annual review of the auditor's written statement of all relationships between the auditor and the Company and obtain written confirmation from the auditors that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which the auditors belong and other Applicable Requirements. The Audit Committee shall take appropriate action to oversee the independence of the auditors.
- Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Company's present and former external auditor.
- Provide an open avenue of communication between management, the external auditors and the Board.
- At least annually, discuss with the auditors such matters as are required by applicable auditing standards to be discussed by the auditors with the Audit Committee.

Financial Reporting

- Review and recommend to the Board approval of the Company's annual and interim financial statements, management's discussion and analysis of the Company's financial condition and results of operation (MD&A) and press releases prior to the public disclosure of this information.
- Review and recommend to the Board approval of the financially related information and disclosures contained in the Company's Annual Report, the Annual Information Form and the Information Circular prior to public disclosure.
- Review and discuss with management and the external auditor at least annually significant financial reporting issues and judgments made in connection with the preparation and presentation of the financial statements, including any significant changes in the Company's selection and application of accounting principles, any major issues as to the Company's internal controls and any special steps adopted in light of material control deficiencies.
- Review any material change in the Company's accounting policies including alternative treatments and their impacts on the financial statements as presented by management.
- Review any other matters, related to the financial statements, that are brought forward by the auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or Applicable Requirements.
- Review with legal counsel any legal matters having a significant impact on the financial reports.

- Review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Company, press releases disclosing, or based upon, financial results of the Company and any other material financial disclosure, including financial guidance provided to analysts, rating agencies or otherwise publicly disseminated.

Internal Audit & Controls

- Receive regular reports from the internal auditor. The Committee shall review with the internal auditor any problem or difficulty the internal auditor may have encountered including, without limitation, any restrictions on the scope of activities or access to required information, and any significant reports to management prepared by the internal auditing department and management's responses thereto.
- Periodically review and approval of the mandate, plan, budget and staffing of the internal audit department. The Committee shall direct management to make changes it deems advisable in respect of the internal audit function.
- The Committee shall review the appointment, performance and replacement of the senior internal auditing executive and the activities, organization structure and qualifications of the persons responsible for the internal audit function.
- Annually review Management's process for assessing the Company's system of internal controls over financial reporting, including any significant or material deficiencies.
- Review the Company's disclosure controls and procedures and periodically assess the adequacy of those disclosure controls and procedures.
- Annually consider and review with management and the auditors: the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal financial and credit controls; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), and the impact of any identified weaknesses in internal controls on management's conclusions.
- Review related significant issues and recommendations of the auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.
- Review the minutes of the quarterly Disclosure Committee meetings.
- Review and approve the Company's policy on external communication and disclosure of material information, including the form and generic content of any quarterly earnings guidance and of any financial disclosure provided to investment analysts and rating agencies.
- Establish and review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters. Any such complaints or concerns that are received shall be reviewed by the Audit Committee and, if the Audit Committee determines that the matter requires further investigation, it will direct the Chair of the Audit Committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management and the general counsel to reach a satisfactory conclusion.
- Review any material issues raised by any inquiry or investigation by the Company's financial regulators.
- Establish and review procedures for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
- Review management's practices in effect over officers' expenses and perquisites.

Financial Risk Management and Fraud

- Review the Company's Financial Risk Management practices on an annual basis and make recommendations to the Board regarding any proposed changes.
- Review on a periodic basis, significant risks inherent in the Company's business and ensure appropriate financial risk management techniques are in place.
- Review the effectiveness of the Company's procedures in relation to the prevention, detection, reporting and investigation of fraud that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting.

- Annually review the adequacy and quality of insurance coverage maintained by the Company.
- Oversee the investigation into occurrences of material fraud.
- Communicate and meet with the Company’s financial risk executives without the presence of Management, to obtain updates and feedback on the Company’s Financial Risk Management practices.
- Review and approve the variable compensation program for the Company’s financial risk executives.

Other

- Review recommended appointees to the office of Chief Financial Officer.
- Review and/or approve other financial matters delegated specifically to it by the Board.
- Review its charter mandate and assess annually the adequacy of this mandate, the effectiveness of its performance and, when necessary, will recommend changes to the Corporate Governance, Nominating and Risk Committee.

APPENDIX C CORPORATE GOVERNANCE, NOMINATING AND RISK COMMITTEE MANDATE

Purpose and Scope

goeasy, Ltd. ("goeasy"/the "Company") believes that "Corporate Governance" means the process and structure used to oversee the management of the business affairs of the Company in the best interests of the Company. The process and structure define the division of power between, and establish mechanisms for achieving accountability by, the Board of Directors (the "Board") and senior management. The Committee's mandate is to assist the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement.

Member Qualifications

The Corporate Governance and Nominating Committee of the Board of Directors (the "Committee") shall consist of three or more directors, all of whom shall be independent, as such term shall have the meaning, as the context requires, given to it in National Policy 58-201 Corporate Governance Guidelines, as may be amended from time to time.

Structure

The Committee shall serve as a standing committee of the Board of Directors (the "Board"). Members of the Committee shall be appointed by the Board and the Board shall designate one member to chair the Committee. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

The Committee shall meet at least annually or more frequently as needed to carry out its duties and responsibilities. A quorum shall consist of not less than two members of the Committee. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee.

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board. All resolutions of the Committee shall be reported to the Board at the next regularly scheduled meeting of the Board, unless the Committee determines that the matter should be brought before the Board prior to such meeting.

The Committee is authorized to retain independent counsel and advisors that the Committee determines to be necessary to permit it to carry out its duties, with the cost to be borne by the Company.

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

Responsibilities

The Committee is responsible for:

(a) examining the effectiveness of the Company's corporate governance practices and proposing such procedures and policies as the Committee believes are appropriate to ensure that:

(i) the Board clearly functions independently of management,

(ii) management is clearly accountable to the Board, and

(iii) procedures are in place to monitor the effectiveness of performance of the Board, committees of the Board and individual directors;

(b) providing an appropriate orientation program for new directors such that all new directors fully understand the role of the Board and its committees as well as the contribution individual directors are expected to make (including the commitment of time and energy that the Company expects from its directors);

(c) identifying and providing continuing education opportunities for all directors, so that directors may maintain or enhance their skills and abilities as directors, and their knowledge of the Company's business remains current;

(d) periodically reviewing the mandates of the Board and committees of the Board, taking into account appropriate structure, size, composition, mandate and members for the committees, and making recommendations to the Board if any changes to the mandates or additional committees of the Board are required or appropriate;

(e) developing such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Company's information, insider trading and the Company's timely disclosure and other public Company obligations;

(f) receiving reports, at minimum on an annual basis, from the CEO regarding material breaches of the Code of Business Conduct and shall, in turn, report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and report annually to the Board thereon.

(g) monitoring conflicts of interest (real or perceived) of both the Board and management in accordance with the Code of Conduct;

(h) on an annual basis, taking such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Company, with reference to the corporate governance guidelines established by the securities regulatory authorities or recommendations and other regulatory requirements on corporate governance and also taking into account recent developments in corporate governance;

(j) approving outside counsel or advisors to be engaged by individual directors when deemed appropriate with the cost to be borne by the Company;

(k) developing and updating a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Company, all in conjunction with the Chairman of the Board, and report to the Board thereon at least annually;

(l) in conjunction with the Chairman of the Board, the Committee shall undertake on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors, the effectiveness of the Board, and recommend to the Board, if necessary, a reduction or increase in the size of the Board;

(m) recommending to the Board the remuneration (fees and/or retainer) to be paid to and the benefits to be provided to directors;

(n) conducting a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to directors in a timely manner;

(o) reviewing regularly with the Company's CEO, the Company's enterprise risk management programs and processes, and systems to monitor and manage major non- financial business risks and legal and ethical compliance programs. The Committee will receive management reports regarding identified risks and risk mitigation strategies, including, but not limited to: strategic risk, operational risk, cyber security risk, disaster recovery plan and business continuity plan;

(p) overseeing management of the Company's non-financial risk profile and risk tolerance associated with its strategy and corporate objectives;

(q) overseeing processes established to ensure the Board receives sufficient information about non-financial risk to enable Board decisions to be made based upon full information about non-financial risk;

(r) Reviewing, as required, the Company's regulatory compliance with provincial & federal legislation, legal or compliance matters that may have a material impact on the Company; the effectiveness of the Company's compliance policies; and any material communications received from regulators; and

(s) Reviewing major changes to the Company's IT systems.

Other Responsibilities

New Director Candidates

In addition, the Committee shall be responsible for identifying and recommending to the Board suitable candidates for nomination as new directors, and reviewing the credentials of directors standing for re- election. In making its recommendations, the nominating committee shall consider the following:

(a) the competencies and skills that the Board considers necessary for the Board, as a whole, to possess;

(b) the competencies and skills that the Board considers each existing director to possess; and

(c) the competencies and skills each new nominee will bring to the boardroom.

Committee Composition Recommendations

The Committee shall also, in consultation with the Chairman of the Board, annually or as required, recommend to the Board, the individual directors to serve on the various Committees.

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The Committee may also recommend for Board approval the removal of a director from the Board or from a Board Committee 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.

Assessment of Effectiveness

The Committee shall review and assess annually the adequacy of this mandate, the effectiveness of the Committee's performance and, when necessary, shall recommend changes to the Board for the Board's approval.

Alternate Chair Recommendation

The Corporate Governance Committee shall recommend to the Board from time to time an independent director who:

- shall chair meetings of the Board of Directors in circumstances where the Chairman has a conflict;
- shall act as a contact person for other directors who wish to discuss matters involving the Chairman of the Board, and in this regard may convene and chair meetings of directors (other than the Chairman and any management director); and
- shall act as Chairman of the Board on an interim basis in the event of the death or incapacity of the Chairman of the Board, until the Board has elected a permanent successor Chairman.

No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

APPENDIX D HUMAN RESOURCES COMMITTEE MANDATE

Purpose and Scope

The Human Resources Committee (the "Committee") of the Board of Directors (the "Board") of goeasy, Ltd. ("goeasy" or the "Company") shall exercise the responsibilities and duties set forth below, including but not limited to, determining and making recommendations with respect to all forms of compensation to be granted to the Chief Executive Officer of the Company ("CEO"), and reviewing the CEO's recommendations respecting compensation of the other senior executives of the Company.

Member Qualifications

The HR Committee of the Board of Directors (the "Committee") shall consist of three or more directors, a majority of whom shall be independent, within the meaning of the provisions of National Policy 58-201 Corporate Governance Guidelines, subject to any exemptions or relief that may be granted from such requirements. In addition, where practicable as a best practice, not more than one-third of the members of the Committee shall be the incumbent CEO of a business entity.

Structure

The Committee shall serve as a standing committee of the Board of Directors (the "Board") comprised of members of management and Board members. Members of the Committee shall be appointed by the Board and the Board shall designate one non-management member to chair the Committee.

Management team members of the Committee are responsible for planning, developing and implementing programs and resolutions on behalf of the Committee, but are not voting members. Board member constituents are responsible for advising, approving and monitoring said programs and resolutions.

The Committee shall meet at least annually or more frequently as needed as required to carry out its duties and responsibilities. A quorum shall consist of not less than two members of the Committee. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee. The Committee shall hold in camera meetings at each Committee meeting.

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. All resolutions of the Committee shall be reported to the Board at the next regularly scheduled meeting of the Board, unless the Committee determines that the matter should be brought before the Board prior to such meeting. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

The Committee is authorized to retain independent counsel and advisors that the Committee determines to be necessary to permit it to carry out its duties, with the cost to be borne by the Corporation. Human resources advisors engaged by the Committee shall report directly to the Committee and not to management.

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

Purpose

The goals of the Committee are to enable the Corporation to attract, retain and motivate the most qualified talent who will contribute to the long - term success of the Corporation.

To fulfil its responsibilities and long-term duties the Committee shall:

1. Align compensation with the Corporation's business objectives, performance and competitive labor market;

2. Align Compensation and Incentives with the interest of shareholders to maximize shareholder value; and

3. Ensure that Executive Talent Management practices are in place.

The Committee's responsibilities include:

1) Develop and monitor Compensation plans and recommendations for the approval by the Board by the Corporation's executive officers, acting upon the recommendation of the Chief Executive Officer, and developing compensation recommendations for the directors of the Corporation. Compensation includes, but is not limited to, salary, incentive plans bonuses, benefits, equity and quasi-equity incentive compensation grants or awards, and other compensation as appropriate. Additionally, the Committee shall review and make recommendations to the Board on all matters pertaining to incentive plans, salary policy, and equity/quasi-equity incentive compensation grants or awards for all employees.

2) Develop and monitor executive talent management plans and recommendations for approval by the Board, acting upon the recommendation of the Chief Executive Officer, ensuring that succession plans are in place for key executive roles to satisfy succession planning and sound business continuity. The Committee will advise to ensure that management has effective processes in place to retain key employees, identify and reward high-potential talent, and adequately address the organization's diversity and inclusion needs in efforts to align the capabilities of talent with the current and forward-facing business goals and strategy.

Annually, the Committee shall:

1. Recommend to the Board the written objectives and corporate goals of the Chief Executive Officer and his direct reports. The Committee, with the Chairman of the Board, shall annually assess the performance of the Chief Executive Officer in light of these objectives and corporate goals and recommend for approval of the Board the Chief Executive Officer's compensation level based on this assessment.

2. Develop, review and assess annually a plan for management succession, including the appointment, training and monitoring of the Chief Executive Officer and other senior management, and shall recommend such a plan to the Board for approval. The Committee shall annually review the Corporation's compensation practices by comparing them to surveys of relevant competitors and shall review the Corporation's executive compensation disclosure before such information is publicly disclosed.

3. Ensure that there is an appropriate written code of business conduct and ethics (the "Code") for the Corporation. The Code shall be applicable to all directors, officers and employees of the Corporation. The Committee shall be responsible for establishing a process for monitoring compliance therewith.

4. Submit a report to the Board on human resources matters at least annually.

5. Prepare an annual report for inclusion in the Company's management information circular to shareholders respecting the process undertaken by the Committee in its review and preparing a recommendation in respect of Chief Executive Officer compensation.

The Committee shall review and assess annually the adequacy of this Mandate, the effectiveness of the Committee's performance, compliance with any rules or regulations promulgated by any regulatory body and, when necessary, shall recommend changes to the Corporate Governance and Nominating Committee.

No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.