

GOEASY LTD.

INDIVIDUAL DIRECTOR VOTING POLICY

The Corporation shall observe the following procedures:

1. All forms of proxy for the election of directors shall permit shareholders to vote for each individual director.
2. 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 and Nominating Committee's consideration.
3. The Corporate Governance and Nominating 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.
4. The nominee will not participate in any Corporate Governance and Nominating Committee or Board deliberations on the resignation offer.

Adopted March 7, 2006