

Annual Information Form

March 31, 2026

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CAUTIONARY INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Annual Information Form includes forward-looking statements about goeasy Ltd. and its subsidiaries ("goeasy" or the "Company", except as otherwise indicated or context would so require) including, but not limited to, its business operations, strategy and expected financial performance and condition. Forward-looking statements include, but are not limited to, statements with respect to forecasts for growth of the consumer loans receivable, annual revenue growth forecasts, strategic initiatives, new product offerings and new delivery channels, anticipated cost savings, planned capital expenditures, anticipated capital requirements and the Company's ability to secure sufficient capital, liquidity of the Company, plans and references to future operations and results, critical accounting estimates, expected future yields and net charge off rates on loans, the dealer relationships, the size and characteristics of the Canadian non-prime lending market, the continued development of the type and size of competitors in the market, and the Q1 2026 outlook and full year 2026 commentary presented under the heading "Outlook – 2026 Outlook" (the "2026 Outlook Information"). In certain cases, forward-looking statements that are predictive in nature, depend upon or refer to future events or conditions, and/or can be identified by the use of words such as "expect", "continue", "anticipate", "intend", "aim", "plan", "believe", "budget", "estimate", "forecast", "foresee", "target" or negative versions thereof and similar expressions, and/or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements are based on certain factors and assumptions (including, in the case of the 2026 Outlook Information, the assumptions set out under the subheading "Key Assumptions" following the 2026 Outlook Information), including expected growth, results of operations and business prospects and are inherently subject to, among other things, risks (including, in the case of the 2026 Outlook Information, the risks set out under the subheading "Key Risks" following the 2026 Outlook Information), uncertainties and assumptions about the Company's operations, economic factors and the industry generally. There can be no assurance that forward-looking statements will prove to be accurate as actual results, and future events could differ materially from those expressed or implied by forward-looking statements made by the Company. Some important factors that could cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, goeasy's ability to enter into new leases, loans or merchant agreements, collect on existing leases or loans, manage credit risk, open new locations on favourable terms, offer products which appeal to customers at a competitive rate, respond to changes in legislation, react to uncertainties related to regulatory action, raise capital under favourable terms, compete, manage the impact of litigation (including shareholder litigation), control costs at all levels of the organization and maintain and enhance the system of internal controls.

The Company cautions that the foregoing list is not exhaustive. These and other factors could cause actual results to differ materially from our expectations expressed in the forward-looking statements, and further details and descriptions of these and other factors are disclosed in this Annual Information Form, including under the section entitled "Risk Factors".

The reader is cautioned to consider these and other factors carefully and not to place undue reliance on forward-looking statements, which may not be appropriate for other purposes. The Company is under no obligation (and expressly disclaims any such obligation) to update or alter the forward-looking statements whether as a result of new information, future events or otherwise, unless required by law.

Additional information is contained in the Company's filings with Canadian securities regulators, including the Company's Annual Report. These filings are available on SEDAR at www.sedarplus.ca and on the Company's website at www.goeasy.com.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated as RTO Enterprises Inc. under the laws of Alberta by Certificate and Articles of Incorporation dated December 14, 1990, and was continued as an Ontario corporation pursuant to Articles of Continuance dated July 22, 1993.

At the Company's annual and special meeting held on May 1, 2003, shareholders approved the change of the Company's name from RTO Enterprises Inc. to easyhome Ltd. and that change became effective on July 2, 2003.

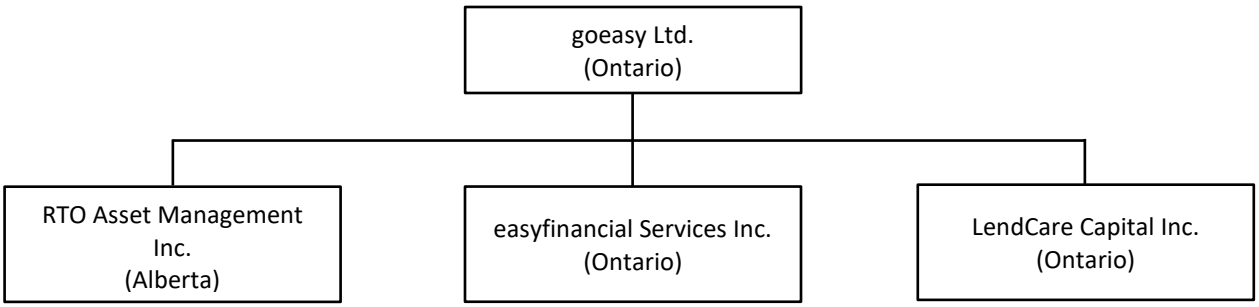
On July 29, 2015, the Company held a special meeting of shareholders, where shareholders approved the change of the Company's name from easyhome Ltd. to goeasy Ltd. and that change became effective on September 14, 2015.

The registered office, head office and executive office of goeasy is located at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5.

Intercorporate Relationships

goeasy is the holder of all of the common shares in the capital of its principal subsidiaries, RTO Asset Management Inc., easyfinancial Services Inc., and LendCare Capital Inc. ("**LendCare**"). goeasy holds 100% of the preferred shares of RTO Asset Management Inc.

goeasy's principal subsidiaries are as set forth in the following chart:



RTO Asset Management Inc. operates the Company's Canadian merchandise leasing business, including acquiring the assets for lease and holding the facility leases for the Company's Canadian stores while easyfinancial Services Inc. and LendCare operate the Company's consumer lending operations.

On December 7, 2020, goeasy established goeasy Securitization Trust ("**Trust I**") with the primary purpose of providing the Company with funding for its operational needs. On October 24, 2022, goeasy established goeasy Securitization Trust II ("**Trust II**") with the primary purpose of providing the Company with funding for automotive consumer loans. Both Trust I and Trust II are structured entities where goeasy has control but does not have ownership of a majority of voting rights.

DESCRIPTION OF THE BUSINESS

General overview

goeasy Ltd. is one of Canada's leading non-prime consumer lenders offering a full suite of leasing and lending products to the non-prime consumer. Founded in 1990 and headquartered in Mississauga, Ontario, goeasy operates under its easyhome, easyfinancial and LendCare operating segments. Supported by over 2,600 employees as at December 31, 2025, the Company offers a wide variety of financial products and services, including unsecured and secured instalment loans, merchant financing through a variety of verticals and lease-to-own merchandise. Over 475,000 active customers can transact seamlessly through an omnichannel model that includes online and mobile platforms, over 400 locations across Canada, and point-of-sale financing offered through merchant partners across Canada. Throughout the Company's history, it has acquired and organically served over 1.6 million Canadians and originated approximately $19.4 billion in loans.

As at December 31, 2025, the Company operated 293 easyfinancial locations (including 3 kiosks within easyhome stores and 3 operation centres) and 129 easyhome stores (including 34 franchises).

With 35 years of leasing and lending experience, goeasy has developed a deep understanding of the non-prime Canadian consumer. Of the 32.8 million Canadians with an active credit file as at December 31, 2025, 9.5 million had credit scores less than 720 and are deemed to be non-prime. Collectively, these Canadians carry $237.7 billion in non-mortgage credit balances, up from $231.4 billion in 2024, and represent the Company's target market. These consumers, many of which are unable to access credit from banks and traditional financial institutions, turn to goeasy as a reliable source of consumer credit for everyday financial needs. goeasy aspires to help non-prime customers rebuild their credit and put them on a path to a better financial future. By offering customers a wide-range of products and access to credit, goeasy is uniquely positioned to deliver on its vision of providing everyday Canadians a path to a better tomorrow, today.

goeasy funds its business through a combination of equity and a variety of debt instruments, including senior unsecured notes, loan purchase and sale agreements reflected on the Company's consolidated financial statements as Secured Borrowings and a revolving credit facility. In addition, the Company has a revolving securitization warehouse facility collateralized by unsecured personal loans and home equity loans. The Company believes that the cash on hand plus unused contractual borrowing capacity, together with cash flows expected to be generated from its business operations will be sufficient to meet operational requirements, purchase lease assets, meet capital spending requirements, and to continue executing on its priorities. goeasy's senior unsecured notes are rated B- and B1 by the Standard & Poor's ("S&P") and Moody's rating agencies, respectively. goeasy's common shares ("Common Shares") are listed for trading on the Toronto Stock Exchange ("TSX") under the trading symbol "GSY".

Accredited by the Better Business Bureau, goeasy is the proud recipient of several awards in recognition of its exceptional culture and continued business growth, including 2025 Best Workplaces™ in Canada, Time Magazine's Best Companies, Waterstone Canada's Most Admired Corporate Cultures, placing on the 2025 Report on Business ranking of Canada's Top Growing Companies and Greater Toronto Top Employers Award. The Company is represented by a diverse group of team members from over 70 nationalities who believe strongly in giving back to communities in which it operates. To date, goeasy has raised and donated over $6.3 million to support its long-standing partnerships with BGC Canada and many other local charities.

Reportable segments

For management reporting purposes, the Company has two reportable segments: easyfinancial and easyhome. The Company aggregates the operations of its easyfinancial and LendCare operating segments into one reportable segment called easyfinancial, on the basis of their similar economic characteristics, customer profile, nature of products, and regulatory environment. Refer to the Company's audited consolidated financial statements and the related notes for the year ended December 31, 2025, for further details.

Overview of easyfinancial

easyfinancial is goeasy's consumer lending arm that provides instalment loans with the goal of bridging the gap between traditional financial institutions and costly payday lenders. To further serve customers' needs and diversify its product offerings, goeasy acquired LendCare, a Canadian point-of-sale consumer finance company, in 2021. The addition of LendCare accelerated goeasy's point-of-sale channel into relatively new untapped verticals, such as powersports and healthcare financing. Together, easyfinancial, and LendCare form goeasy's consumer lending segment, positioning the Company as one of Canada's leading non-prime consumer lenders.

Prior to 2010, consumer demand for non-prime loans in Canada was satisfied by the consumer-lending arms of several large, international financial institutions. Today, traditional financial institutions are at times unable to offer credit solutions to consumers that are considered higher credit risk due to the consumer's financial circumstances or less-than-perfect credit history. As this shift in supply for non-prime consumer lending has taken place, a range of industry participants who offer diverse products including auto lending, credit cards, instalment loans, retail finance programs, small business lending and real estate secured lending have emerged. Generally, these industry participants have tended to focus on a single product rather than offering consumers a broad, integrated suite of financial products and services. As a result, easyfinancial has emerged as one of the few national companies focused on serving the full non-prime credit spectrum.

easyfinancial's product offering consists of secured and unsecured installment loans available to Canadian consumers who are generally unable to access credit from traditional sources such as major banks. The Company originates fixed-payment instalment loans, with interest rates ranging from 9.9% to 35% APR. When a loan is secured, the collateral provided by the borrower may include residential property, an automobile, a recreational vehicle or personal property. The payments on these loans from customers include both principal and interest and result in the entire principal balance being repaid over the stated amortization period, provided all contractual payments are made as scheduled. All payments made by borrowers are reported to credit reporting agencies, supporting customers in rebuilding their credit profiles.

easyfinancial also offers a range of optional ancillary products including a customer protection program that provides creditor insurance, which is designed to give its customers peace of mind by covering the customer's payments for a period of time should they be met with unexpected circumstances, including involuntary loss of employment, accident and illness and critical illness or death. In addition, the program provides a customer benefits and protection plan offering auto and travel support, home and emergency coverage, access to health and wellness suite of benefits including: financial and identity protection, virtual veterinary and medical access, and a credit monitoring and optimization tool that helps customers understand the steps to take to rebuild their credit. In addition to charging interest on loans, the Company may also receive a commission for the sale of optional ancillary products offered through third-party providers. Interest income, commissions, and various fees collectively generate the total portfolio yield on the Company's loan book. The Company's total portfolio yield, relative to its cost of capital and loan losses, is a key driver of profitability.

As a lender, the Company expects to incur credit losses related to those customers who are unable to repay their loans. Given the higher credit risk of non-prime borrowers, the expected credit losses are reflected in the higher interest rates charged. The Company's custom credit and underwriting models enable it to define the level of risk it is prepared to accept. The Company could assume less credit risk and reduce loan losses, but it may come at the expense of profitable volume. Conversely, the Company could accept more risk to drive greater growth and profitability, but doing so would also result in increased credit losses and potentially affect both the cost and availability of access to capital. Ultimately, the Company's objective is to optimize investment returns by striking the right balance between origination growth (the applicants it approves) and portfolio loss rates.

The Company offers its products and services through an omnichannel business model, including a retail branch network, digital platform, merchant partners and indirect lending partnerships. The Company had 293 easyfinancial locations (including three kiosks within easyhome stores and three operations centres) in 10 Canadian provinces as at December 31, 2025. In addition to its retail branch network, customers can also transact online, which remains a key source of new customer acquisition. The Company also originates loans through its point-of-sale and dealership channel, which includes merchant partners across Canada.

Although the Company leverages multiple acquisition channels to attract new customers, approximately 40% of its loans are managed through its local branches. Through many years of experience in non-prime lending, the Company believes that an omnichannel model optimizes customer acquisition, loan performance and profitability, while delivering a personalized customer experience. The customer loyalty fostered through direct personal relationships with higher risk borrowers, extends the length of the customer relationship and enhances repayment and ultimately results in lower charge offs, and higher lifetime value.

Lending decisions are made using custom credit and underwriting models or scorecards that are constructed using the latest statistical and machine learning techniques and data sources to optimize the balance between loan volumes and credit losses. These models and scorecards have been developed and refined over time by leveraging the accumulation of extensive customer application, demographic, borrowing, repayment and consumer banking data that determines a customer's creditworthiness, lending limit and interest rate. The use of custom models improves the accuracy of predicting default risk for the non-prime customer and are up to 200% more predictive when compared to a traditional credit score. Credit risk is further enhanced by industry-leading underwriting practices that include pre-qualification, credit adjudication, affordability calculations, centralized loan and document verification, and repayment by the customer via electronic pre-authorized debit directly from the customer's bank account, often on the day they receive their regularly scheduled income.

Overview of easyhome

easyhome is Canada's largest lease-to-own company by store count, offering customers brand-name household furniture, appliances and electronics through flexible lease agreements. easyhome operates through both corporately owned stores located across Canada and through a network of franchised locations and has been in operation since 1990. In 2025, easyhome accounted for 10% of consolidated revenue and leasing revenue accounted for 66% of easyhome revenue.

Through its 129 locations, which includes 34 franchise stores or through its eCommerce platform, Canadians turn to easyhome as an alternative to purchasing or financing their goods. With no down payment or credit check required, easyhome offers a flexible solution that helps consumers get access to the goods they need, with the flexibility to terminate their lease at any time without penalty. These consumers may not be able to purchase merchandise due to a lack of credit or insufficient cash resources, may have a short-term or otherwise temporary need for the merchandise, or may simply want to use the merchandise, with no long-term obligation, before making a purchase decision.

In 2017, easyhome began offering unsecured lending products. As at December 31, 2025, there are 93 easyhome locations offering unsecured loans to its customers. This expansion allowed the Company to further increase its distribution footprint for its financial services products by leveraging its existing real estate and employee base. This transition has enabled easyhome stores to diversify its product offering and meet the broader financial needs of its customers.

easyhome also offers a number of optional ancillary products to its leasing customers including a customer protection program. This product is designed to give its customers peace of mind by covering the customer's payments for a period of time should they be met with unexpected circumstances, including involuntary loss of employment, accident and illness and critical illness or death. easyhome also offers its customers a liability damage waiver product when entering into a lease agreement. The product provides protection to a customer from the obligation to make any additional payments in the event that merchandise is damaged, destroyed or lost while on lease.

In 2019, easyhome began reporting customer's lease payments to the credit reporting agencies as a way to further support its customers' ability to secure access to credit and improve their credit profile. With every on-time lease payment, easyhome customers can now build their credit and ultimately use the easyhome transaction as a steppingstone into other financial products and services offered by easyfinancial.

Corporate Strategy

goeasy is committed to being a leading full-service provider of financial products and services that provide everyday Canadians a path to a better tomorrow, today. To achieve its long-term goals, the Company has developed a strategy based on four key strategic pillars. These priorities have remained consistent since 2017 and align to the Company's strategic initiatives, as it furthers its vision of becoming the one stop shop for credit for non-prime consumers. In addition to providing access to a wide range of responsible financial products, the Company also aims to help their customers improve their credit and graduate to prime lenders.

The Company's four strategic pillars include developing a wide range of credit products, expanding its channels and points of distribution, diversifying its geographic footprint and lastly, focusing on improving the customer's financial wellness through its products and services, interest rate graduation offers, transparency, financial education and customer relationships.

Product Range

The Company's objective is to build a full suite of non-prime consumer credit products, which includes unsecured and secured lending products, along with a broad suite of value-add ancillary services. As of December 31, 2025, the Company's specific product offering includes unsecured personal instalment loans, home equity loans, automotive vehicle financing, and loans to finance the purchase of retail goods, powersports and recreational vehicles, home improvement projects and healthcare related products and services. Over time, the Company will continue to optimize the products it offers to provide non-prime consumers with the same type of choices and options available to prime consumers through a traditional bank. As the Company brings new products to market, it will explore existing conventional products as well as develop new forms of credit that meet the unique needs of its customers.

Channel Expansion

The Company operates three distinct and complementary distribution and acquisition channels including 383 retail lending outlets (290 easyfinancial branches and 93 easyhome stores where loans are offered as of December 31, 2025), a robust digital platform (web and mobile) and point-of-sale financing available through merchant partners. Based on the dollar weighted average of applications and originations in the three-months period ended December 31, 2025, the retail branch channel represented 9% of application volume and 37% of loan originations, online represented 71% of application volume and 34% of originations and point-of-sale financing represented 19% applications and 29% of originations. 63% of loan originations were funded and/or serviced in a branch location, 29% were funded and/or serviced through a point-of-sale channel, with the remaining 8% serviced in the Company's national shared services centre. The Company will continue to develop more dynamic and personalized digital experiences supported by its goeasy Connect mobile app.

Geographic Diversification

The Company believes Canada will continue to provide strong growth for goeasy with over 9.5 million non-prime Canadians facing limited options for credit. Additionally, the Company believes there is a future opportunity to consider international markets where the easyfinancial business model can be replicated.

Financial Wellness

The Company competes on a unique point of differentiation, which is a focus on its customers' financial wellness and more specifically, the journey of providing customers a path to gradually reduce their rate of interest, improve their credit and graduate back to prime lending rates. With 9.5 million non-prime Canadians, goeasy plays an extremely important role in the financial system. By providing access to credit and a second chance for its customers, the Company serves as a key steppingstone in helping them rebuild their credit through products that report each payment to the credit reporting agencies. Between 2017 and 2025, the company has reduced the weighted average interest charged on its loans from approximately 46% to approximately 27.5%.

The Company has always set itself apart from the competition by seeing beyond the initial transaction with the customer and instead, focusing on building one-to-one personalized relationships that are based on trust and respect for every customer's unique situation. The Company is proud to provide free financial literacy resources for all Canadians, which includes articles and tools to help empower its customers to better understand and manage their personal finances.

As the Company continues to evolve, ensuring its suite of products and services are designed to meet its customers' needs across the entire credit spectrum is critically important. goeasy views its business as a lending ecosystem for non-prime Canadians, a one-stop shop where they can get access to all the financial products and services, they need to meet their borrowing needs from a single trusted provider. In 2023, the Company brought this ecosystem to life as it launched its mobile app, goeasy Connect, to provide customers with access to their account information as well as goeasy's entire range of products and services directly from their mobile device. The digital portal provides a customer experience with seamless access to build their credit, borrow money and shop for the products they need. Through the app, customers can also access pre-approved loan offers tailored to their credit profile and borrowing needs so that they know exactly how much they have been approved for and at what rates.

Competition

Based on the Company's current product suite, it operates within a subset of the broader non-prime market, valued at approximately $237.7 billion. goeasy operates in a largely underserved market due to the difficult nature of underwriting non-prime loans and raising the necessary capital to fund and scale the business model. Since 2019, the Canadian non-prime lending landscape has continued to evolve, with lenders further scaling back or refining their participation due to regulatory expectations and other capital allocation priorities. Similarly, alternative lenders and fintech participants have generally focused on narrower product verticals such as short-duration credit rather than building broad, full-spectrum non-prime platform.

The automotive financing market contains other non-prime Canadian consumer lenders, as well as foreign strategic players that have expanded into Canada. Competition in the point-of-sale channel comes from a wide range of consumer lenders that tend to operate in distinct product categories as opposed to across a diverse set of verticals as goeasy does. Recently, the Company has taken a more measured approach to originations in certain segments, including powersports and point-of-sale financing, to reinforce underwriting discipline, strengthen credit performance and enhance operational oversight.

Despite this more focused approach, these markets continue to demonstrate underlying customer demand and remain relevant areas of opportunity. Over time, the Company intends to participate selectively in these segments where risk-adjusted returns meet its thresholds and align with its broader strategic objectives.

easyhome faces competition from a small footprint of U.S. based merchandise leasing companies and other smaller leasing competitors within the Canadian market. easyhome's only direct national competitor is The Aaron's Company, Inc. who maintains a presence in Canada, although with a relatively small retail footprint. In addition to traditional lease-to-own competitors, easyhome also faces competition from a broad range of retailers and financing providers, including store-based and online furniture, appliance and electronics retailers that offer financing solutions .Although the merchandise leasing industry in Canada is mature, the increased availability of non-prime credit, including installment lending and point-of-sale financing options, together with greater access to used household goods through online marketplaces and social media platforms has resulted in less overall demand of the Company's leasing category.

The goeasy Customer

goeasy serves a segment of middle-income customers who are often underserved by traditional banking institutions and who particularly benefit from its relationship-driven approach. These customers are everyday Canadians that are hardworking and have often been met with life circumstances that have negatively affected their credit profile. They work in a wide range of industries that include hospitality, public sector, leisure and manufacturing. They have an average age of 43, with an individual gross income of approximately $62,300 per year. They have a debt to disposable income ratio of approximately 130.0%, compared to the much higher Canadian average of nearly 157.4%, due in part to goeasy customers having a lower rate of home ownership of 19%, compared with the Canadian average of approximately 66%. The Company's customers, who have nearly 17% lower debt to income levels than the Canadian average, typically come with a specific borrowing need, whether their application for credit originated online, in one of its physical branches or through a merchant partner.

Economic Cycles

The Company's financial services and merchandise leasing businesses provide access to non-prime consumers. This customer segment has been found to perform well during periods of economic growth, while also remaining stable and resilient during periods of economic disruption, when compared to less riskier segments of the population (i.e. prime, etc.). Some of the reasons behind why the non-prime customer segment performs well during periods of economic stress include: i) non-prime borrowers under-index on the rate of home ownership, which reduces their sensitivity to volatility in housing prices and the impact of rising interest rates on mortgages; ii) non-prime borrowers under-index on their total level of debt to income as a result of their reduced access to credit, specifically mortgage debt; and iii) non-prime borrowers are employed across a wide variety of industry sectors, with no significant concentration in any one sector, thus the proportion affected by a disruption in certain industries will often not affect the overall population disproportionately.

As a result, the non-prime customer segment is likely to experience a nominal level of increased repayment risk during periods of economic uncertainty when compared to more prime credit segments. These conclusions were supported in the findings of independent studies conducted by TransUnion during the recessionary periods of 2001 and 2009 and are also based on the Company's own experience during the recession of 2015 in Alberta and the significant economic downturn related to the COVID-19 pandemic in 2020. The Company's credit performance during the first year of the COVID-19 pandemic improved relative to prior periods, as additional support came from government income subsidies and expanded use of customer borrowing assistance measures offering more flexible repayment options to customers.

Employees

As at December 31, 2025, goeasy had 2,632 employees, of which 2,599 were permanent full-time employees and 33 were permanent part-time employees. Of the 2,632 employees, 66% are directly supporting customers in-person with 1,741 employed at easyfinancial retail branch and easyhome retail store locations. The remaining 34% of employees form a centralized support hub represented by the 891 employees at the Company's corporate office, LendCare division office and National Shared Services Centre that provides sales, service, collections and underwriting support to the retail network.

goeasy considers its relations with its employees to be positive with an employee engagement score of 84% in 2025. goeasy is also the proud recipient of several awards in recognition of its exceptional culture and continued business growth including 2025 Best Workplaces™ in Canada, Time Magazine's Best Companies, Waterstone Canada's Most Admired Corporate Cultures, placing on the 2025 Report on Business ranking of Canada's Top Growing Companies, and being recognized as one of Greater Toronto Top Employers.

Typically, each easyfinancial stand-alone location requires a staff of two to seven employees, each easyfinancial kiosk requires a staff of two to three employees and an easyhome store requires a staff of four to seven employees – the staffing by location varies depending on the volume of transactions and the active customer count.

Each easyfinancial or easyhome store manager reports to a regional manager, who supervises the management of all the locations within a particular region. Each regional manager reports to a divisional vice president. Store managers, regional managers and divisional vice presidents receive a portion of their compensation in the form of bonuses determined under a profit incentive arrangement, which measures both selling activity and responsible credit and collection behaviours. This arrangement is designed to promote growth and optimize revenues, while ensuring a healthy portfolio of performing loans and a best-in-class customer experience.

In its centralized contact centre operations, which support its online lending, automotive financing and point-of-sale financing channels, client service and collections representatives typically report to a team manager. Team managers then report to department leaders such as a director or vice president of operations.

Social Impact

Since its inception, the Company has operated with a mission of providing better tomorrows, not only for its customers, but also for local communities and beyond. To date, goeasy has contributed approximately $7 million in charitable support. This includes donations through its more than 20-year partnership with BGC Canada to help the clubs with their mission of providing safe, supportive places where children and youth can experience a positive and healthy learning and social environment. 2025 marked the third year of the three-year commitment of the Feed Their Future program supporting BGC's Food Fund. goeasy worked with BGC to assess where the clubs had the biggest need and where goeasy could make the biggest impact. With the rising costs of food and food insecurity a growing concern for many of the families that use the Clubs, this initiative marks the evolution of the partnership, as goeasy and BGC Canada find new and impactful ways to improve the lives of children in their communities. Through Feed Their Future, goeasy donated $1.4 million over three years, which will provide 350,000 meals and snacks to children across the country who attend the BGC Clubs. The Company's Social Impact efforts extend beyond local communities, including supporting charitable endeavours in international regions. Race to the Build is an employee fundraising program that enables participants to earn a place on a global volunteer experience. Through the initiative, employees raised more than $60,000 in support of BGC Canada's Feed Their Future program. In partnership with Global Volunteers, goeasy employees volunteered in Lima, Peru, to build a greenhouse supporting the Sagrada Familia community's access to fresh food.

Reflecting on 2025, goeasy, its employees, along with merchant and vendor partners, collectively raised and donated over $750,000 to support important causes. In honour of Don Johnson, a legendary Canadian philanthropist and goeasy's Chairman Emeritus, the company provides an annual award that enables employees to nominate a local charity or community project. The 2025 recipient of the DK Johnson Community Award was Joyriders in Prince Edward Island, an organization dedicated to enhancing the physical, emotional, and social well-being of children and adults with disabilities through therapeutic horseback riding programs. Additionally, in 2024, the Company launched goeasy Cares, a program that empowers employees to nominate community organizations that are meaningful to them. Over the past year, the program continued, with more than $20,000 distributed to over 20 charitable organizations across Canada. Supported organizations included food banks, animal shelters, hospitals, and other health and community-based organizations. Each year, the company provides every employee with three paid days off to volunteer at the local organization of their choice.

Facilities

The Company leases all of its branches or store locations, which are generally located in convenient strip shopping centres, plazas, or stand-alone buildings, often accompanied by grocery chains, pharmacies, restaurants and big box retailers. All easyfinancial kiosks are located within existing easyhome stores.

The terms of the Company's leases are generally five to seven years and contain renewal options at fair market value rates. goeasy is generally required to pay a proportional share of real estate taxes, as well as insurance and utilities. goeasy believes that its policy of leasing all of its premises gives it the flexibility to respond to shifting consumer patterns and changing space requirements. goeasy has not experienced substantial difficulty in renewing leases or acquiring substitute facilities for its stores and stand-alone locations, although Canadian lease rates have been trending upwards in recent years.

goeasy's corporate office and its National Shared Services Centre in Mississauga, Ontario consists of 80,553 square feet of leased premises with a lease term that expires on May 31, 2028. The Company's LendCare division primarily operates from its Pickering, Ontario office, which consists of 35,184 square feet of leased premises with a lease term that expires on April 30, 2028. The Company also operates one office in Montreal, Quebec, with resources supporting the easyfinancial and LendCare operations, which consists of 12,401 square feet of leases premises with a lease term that expires on November 30, 2032. goeasy's operates an office in Toronto, Ontario, consisting of 7,618 square feet of leased premises with a lease term that expires on May 31, 2032.

As at December 31, 2025, the Company operated 293 easyfinancial locations, including 3 operations centres. The easyfinancial locations and operations centres are all located in Canada with a province-by-province breakdown as follows: British Columbia 34; Alberta 30; Saskatchewan 10, Manitoba 9; Ontario 119; Quebec 49; New Brunswick 11; Nova Scotia 16; Prince Edward Island 2; and Newfoundland and Labrador 10.

As at December 31, 2025, the Company operated 129 easyhome stores including 95 corporately owned stores and 34 franchise locations. All of the corporately owned stores are located in Canada with a province-by-province breakdown as follows: British Columbia 9; Alberta 11; Saskatchewan 3; Manitoba 3; Ontario 32; Quebec 7; New Brunswick 8; Nova Scotia 12; Prince Edward Island 1; and Newfoundland and Labrador 9. easyhome's franchise stores are located in Canada, particularly in the provinces of Ontario and Alberta.

Regulatory Matters

easyfinancial, LendCare and the lending activities of easyhome are governed by federal laws, which set a maximum rate of interest, and by the various consumer protection acts that exist in each province (which also govern the easyhome merchandise leasing business). goeasy Ltd. is not subject to payday loan legislation and is not regulated by the Office of the Superintendent of Financial Institutions. Certain Company activities are also subject to Federal anti-money laundering (AML) legislation and provincial insurance legislation.

Section 347 of the Criminal Code, R.S.C. 1985, c. C-46 (the "Criminal Code"), updated effective January 1, 2025, prohibits the charging of an Annual Percentage Rate (APR) of interest that exceeds thirty-five percent. It was the first rate change in 40 years. For the purposes of section 347, "interest" is broadly defined to include the aggregate of all mandatory charges and expenses, whether in the form of a fee, fine, penalty, commission or other similar charge or expense or in any other form. The Company believes that easyfinancial, LendCare and the lending activities of easyhome are subject to section 347 of the Criminal Code and continues to closely monitor any legislative activity in this area, as well as government consultations.

There is no federal legislation in Canada that specifically regulates easyhome's merchandise leasing transactions. Management of the Company is of the view that its merchandise leasing business does not involve the provision of credit. However, effective April 1, 2025, entities that are engaged it providing financing or leasing of property for business property or property that is valued at $100,000 or more are subject to the requirements of the federal Proceeds of Crime (Money Laundering) and Terrorist Financing Act (PCMLTFA) and are subject to supervision by the Financial Transactions and Reports Analysis Centre of Canada (FINTRAC). easyhome is therefore subject to the requirements of the PCMLTFA when it offers financing or leasing of property that is in scope of the PCMLTFA.

Although lenders in all provinces must abide by the Criminal Code, the provinces of Alberta, British Columbia Manitoba, Newfoundland and Labrador and Quebec have also established provincial high cost of credit regimes ("HCCR"). In addition, New Brunswick has passed legislation to also establish a provincial HCCR and has published proposed rules for comment. HCCRs, each of which are part of the broader provincial consumer protection regime in their respective provinces, impose additional requirements, including licensing and disclosures, on lenders when lending above certain interest rate thresholds. HCCRs apply to loans with interest rates that are: 32% or higher in Alberta and British Columbia; higher than 32% in Manitoba; higher than a floating rate of 22% plus the Bank of Canada's rate in Newfoundland and Labrador and Quebec. The Company complies with all current requirements and continues to participate in the regulatory process, monitor the landscape, and respond as necessary as regulation continues to develop. The Company will continue to adapt its business to comply with HCCR regulatory changes and is well positioned to respond to any enhanced disclosure requirements.

Provinces that do not have a specific HCCR regulate the extension of credit (loans, lines of credit and leases) through cost of credit or cost of borrowing regulations set out under provincial consumer protection legislation. Beyond regulating the extension of credit, consumer protection legislation in the provinces in which the Company operates specify that if the Company's business involves certain types of customer contracts (e.g., future performance agreements, online or telephone agreements) then the Company may be required to comply with various disclosure requirements and must grant customers certain cancellation and other rights. The Company complies with all such requirements.

easyfinancial and LendCare offers customers the opportunity to enroll in group creditor insurance in connection with their customer protection programs. Four provinces – Alberta, Manitoba, Saskatchewan and New Brunswick – require entities enrolling customers in group creditor insurance to hold a restricted insurance agency licence and to comply with market conduct requirements. British Columbia has introduced a restricted agency licensing regime that is expected to take effect in 2027. easyfinancial and LendCare hold and maintain the required licences, and operates their group creditor program in compliance with provincial insurance regulatory requirements, and will continue to monitor the implementation of the restricted agency regime in British Columbia.

Management of the Company has reviewed and revised its business model to ensure it is in compliance with the applicable provincial legislation. However, there is a risk that regulatory bodies or consumers could assert that certain provincial legislation or regulations is applicable where the Company had determined that it is not and that the Company is not in compliance with such applicable requirements, that regulatory bodies could interpret legislation or regulations in a manner that the Company has not and assert that the Company is not in compliance with such requirements, or that new legislation or regulations could come into force that affect the Company's business. If it should be determined that the Company has not complied with the requirements of applicable federal or provincial legislation, the Company could be subject to either or both (1) civil actions for nullification of contracts, rebate of some or all payments made by customers, and damages; and (2) prosecution for violation of the legislation or cancellation of licenses, any of which outcomes could have a material adverse effect on the Company.

Legal Proceedings

The Company is involved in various legal matters arising in the ordinary course of business. The resolution of these matters is not expected to have a material adverse effect on the Company's financial position, financial performance or cash flows.

As of March 31, 2026, the Company had knowledge of certain proposed class action proceedings commenced in Ontario and Quebec on and after March 12, 2026 against the Company, certain current and former officers and directors of the Company, and its external auditor. The proposed proceedings allege, among other things, misrepresentations in the Company's public disclosures between various dates in 2023 and 2024 and March 10, 2026, the date the Company provided a financial and operational update ahead of releasing its earnings for the quarter and year ended December 31, 2025. The Company intends to defend any claims made against it and its directors and officers, and does not currently have sufficient information to assess the impact of any such claims. In addition to the proposed proceedings, other plaintiff-side law firms announced investigations into the Company's public disclosures following the Company's March 10, 2026 update, and the Company expects to face additional class and individual claims.

In accordance with its by-laws and agreements, the Company has agreed to indemnify its directors and officers and particular employees in accordance with the Company's policies. The Company maintains insurance policies that may provide coverage against certain claims.

GENERAL DEVELOPMENT OF THE BUSINESS – 3 YEAR HISTORY

goeasy's commitment to its vision of providing everyday Canadians a path to a better tomorrow, today, has never been stronger. Key developments and highlights that have occurred over the past three years include:

2025 General Developments of The Business

US$400 Million of 7.375% Senior Unsecured Notes

On April 1, 2025, the Company issued US$400 million of 7.375% senior unsecured notes payable maturing on October 1, 2030 (the "**October 2030 Notes**") with interest payable semi-annually on April 1 and October 1 of each year. Concurrent with the issuance of the October 2030 Notes, the Company entered into cross-currency swaps to fix the foreign exchange rate for the proceeds from the offering and for payments of principal and interest under these October 2030 Notes at a fixed exchange rate of US$1.000 = CAD1.4284, thereby hedging the October 2030 Notes at a CAD interest rate of 6.030% until October 1, 2029.

US$450 Million of 6.875% Senior Unsecured Notes and $175 Million of 6.000% Senior Unsecured Notes

On August 20, 2025, the Company issued US$450 million of 6.875% senior unsecured notes payable maturing on February 15, 2031 (the "**February 2031 Notes**") with interest payable semi-annually on February 15 and August 15 of each year and an additional $175 million of May 2030 CAD Notes (the "**Additional May 2030 CAD Notes**") at a price of $997.50 per $1,000 principal amount. Concurrent with the issuance of the February 2031 Notes, the Company entered into cross-currency swaps to fix the foreign exchange rate for the proceeds from the offering and for payments of principal and interest under these February 2031 Notes at a fixed exchange rate of US$1.000 = CAD1.3792, thereby hedging the February 2031 Notes at a CAD interest rate of 6.106% until February 15, 2030.

Update to Funding Capacity

On August 31, 2025, the Company further amended its Secured Borrowings to provide for $125 million of incremental funding through the sale of consumer loans until August 31, 2026 (such amended Secured Borrowings, the "$125 million Securitization Facility II"). The facility bears interest equal to an interpolated Government of Canada Bonds ("GOCB") rate plus an initial spread of 310 bps. On March 20, 2026, the counterparty amended certain Secured Borrowings, including the $125 million Securitization Facility II, agreed to waive any existing event of termination thereunder and to allow the loans sold into these Secured Borrowings to remain in, and to continue to amortize in accordance with the terms of the facilities. Additional loans may not be sold into the $125 million Securitization Facility II at this time.

On October 31, 2025, the Company amended its $1.4 billion revolving securitization warehouse facility ("**Revolving Securitization Warehouse Facility I**") to extend the maturity date to October 30, 2026. Interest was equal to the rate of the daily compounded Canadian Overnight Repo Rate Average ("CORRA") plus (a) a market standard CORRA spread adjustment of 29.547 bps, and (b) 195 bps prior to October 31, 2025 and 210 bps from November 1, 2025; provided further that the interest rate would not fall below 195 bps prior to October 31, 2025 and 210 bps from November 1, 2025. The Company continues to utilize an interest rate swap agreement to generate fixed rate payments on the amounts drawn to mitigate the impact of increase in interest rates.

Effective March 24, 2026, the Company amended certain agreements governing the $1.4 billion Revolving Securitization Warehouse Facility I. These amendments reduced the capacity of the facility to $1.12 billion, imposed revised eligibility criteria that exclude loan receivables originated at LendCare, and increased variable interest rates to 310 bps plus the daily compounded CORRA for the applicable period plus a market standard CORRA spread adjustment of 29.547 bps; provided further that the interest rate shall not fall below 310 bps. The financial covenants under the facility were adjusted for the remaining term of the facility so that the calculation of and limits applicable to the minimum consolidated fixed charge coverage ratio are aligned with those of the Revolving Credit Facility as described below.

Pursuant to the amendments and a consent dated March 24, 2026, the Company's compliance with certain financial covenants under the facility in respect of the fourth quarter of 2025 was waived, with the result that Company was in compliance with all of the financial and other covenants under the facility as of the date of the amendments and remains in compliance as of the date hereof; and amounts outstanding as of the date of the amendments were permitted to remain outstanding, provided that additional draws would not be permitted until the parties have transitioned to a new backup servicer and a satisfactory audit in respect of the Revolving Securitization Facility I is completed in respect of the quarter ended March 31, 2026.

On December 17, 2025, the Company repaid all of its outstanding drawn amounts from its automotive securitization facility ("**Revolving Securitization Warehouse Facility II**") and repurchased the total consumer loans pledged as collateral. On March 25, 2026, the Company terminated the Revolving Securitization Warehouse Facility II. No amounts were outstanding thereunder, and no loan receivables were held in the related trust, at the time of termination.

On March 24, 2026, the Company amended the agreement governing its $550 million Revolving Credit Facility.

These amendments provided that the size of the syndicated revolving credit facility would remain $550 million, provided that availability will be subject to a borrowing-base test, certain advance rates, and eligibility requirements that exclude loan receivables originated at LendCare, and may not exceed $440 million without lender consent. Pursuant to the amendments, the financial covenants under the facility were amended to take into account the impact of certain charge offs, write downs and other items expected to adversely impact the Company's results for the fourth quarter of 2025. The amendments also included an increase in the variable interest rates to either the lender's prime rate plus 175 bps, or 325 bps plus either (i) the forward-looking Term CORRA for the applicable period plus a market standard CORRA spread adjustment of (a) 29.547 bps for a one-month interest period, or (b) 32.138 bps for a three month interest period; or (ii) the daily compounded CORRA for the applicable period plus a market standard CORRA spread adjustment of 29.547 bps; provided further that the interest rate shall not fall below 325 bps.

Pursuant to the amendments, the Company's compliance with certain financial covenants under the facility in respect of the fourth quarter of 2025 was waived, with the result that Company was in compliance with all of the financial and other covenants under the facility as of the date of the amendments and remains in compliance as of the date hereof; and amounts outstanding as of the date of the amendments were permitted to remain outstanding, provided that additional draws would not be permitted until July 1, 2026. The amendments also removed the existing $150 million accordion feature.

Leadership Transition

Effective January 1, 2025, David Ingram, the Company's Executive Chairman and former Chief Executive Officer, assumed the role of Interim Chief Executive Officer following the transition of Jason Mullins out of the position. On March 3, 2025, the Company announced the appointment of Dan Rees as Chief Executive Officer, an experienced Canadian banking executive who officially joined the Company that day and assumed full responsibility in May 2025 following a transition period.

On December 2, 2025, the Company announced a further leadership change, noting that Dan Rees would step down as Chief Executive Officer effective December 31, 2025, due to health reasons. The Board of Directors appointed Patrick Ens, then President of easyfinancial, as the Company's next Chief Executive Officer effective January 1, 2026.

On September 16, 2025, the Company announced that its Chief Financial Officer, Hal Khouri, would be leaving the Company following the completion of third quarter reporting in November 2025 to pursue a new opportunity outside of Canada. On September 30, 2025, goeasy announced that Felix Wu had been appointed as the Interim Chief Financial Officer (CFO) and fully assumed the Interim CFO responsibilities on November 6, 2025. On March 10, 2026, the Company announced that Mr. Wu was permanently appointed Chief Financial Officer, with immediate effect.

2024 General Developments of The Business

US$400 Million and Additional US$200 Million of 7.625% Senior Unsecured Notes

On February 23, 2024, the Company issued US$400 million of 7.625% senior unsecured notes payable maturing on July 1, 2029 (the "**2029 Notes**") with interest payable semi-annually on January 1 and July 1 of each year. Concurrent with the issuance of 2029 Notes, the Company entered into cross-currency swaps to fix the foreign exchange rate for the proceeds from the offering and for payments of principal and interest under these 2029 Notes at a fixed exchange rate of US$1.000 = CAD1.353, thereby hedging the 2029 Notes at a CAD interest rate of 7.195% until July 1, 2028.

On July 25, 2024, the Company issued an additional US$200 million of 2029 Notes (the "**Additional 2029 Notes**") at a price of US$1,018.75 per US$1,000 principal amount. Concurrent with the issuance of the Additional 2029 Notes, the Company entered into derivative financial instruments as cash flow hedges to hedge the risk of changes in the foreign currency exchange rate for the proceeds from the offering and for payments of principal and interest under the Additional 2029 Notes until July 1, 2028, at a fixed exchange rate of US$1.000 = CAD1.3758, thereby hedging the Additional 2029 Notes at a CAD interest rate of 6.936% until July 1, 2028.

Tender Offer on 4.375% Senior Unsecured Notes

On October 21, 2024, the Company announced its commencement of a cash tender offer to repurchase any and all of its outstanding 4.375% senior unsecured notes payable maturing on May 1, 2026 ("**2026 Notes**"). The tender offer expired on October 30, 2024. On November 4, 2024, the Company extinguished a total of US$255.4 million of 2026 Notes that were validly tendered and accepted for repurchase. In addition, the Company de-designated US$255.4 million of the related cross-currency swaps as cash flow hedges and immediately unwound them.

US$400 Million of 6.875% Senior Unsecured Notes and $150 Million of 6.000% Senior Unsecured Notes

On November 4, 2024, the Company issued US$400 million of 6.875% senior unsecured notes payable (the "**May 2030 USD Notes**") and $150 million of 6.000% senior unsecured notes payable (the "May **2030 CAD Notes**") (the May 2030 USD Notes and May 2030 CAD Notes are collectively referred to as the "**May 2030 Notes**") with interest payable semi-annually on May 15 and November 15 of each year and maturing on May 15, 2030. Concurrent with the issuance of May 2030 USD Notes, the Company entered into cross-currency swaps to fix the foreign exchange rate for the proceeds from the offering and for payments of principal and interest under these May 2030 USD Notes at a fixed exchange rate of US$1.000 = CAD1.3843, thereby hedging the May 2030 USD Notes at a CAD interest rate of 5.977% until May 15, 2029.

Update to Funding Capacity

On May 28, 2024, the Company further amended its Secured Borrowings to provide for $125 million of incremental funding through the sale of consumer loans until May 31, 2025. The facility continues to bear an interest equal to an interpolated Government of Canada Bonds ("**GOCB**") rate plus an initial spread of 310 bps.

On July 19, 2024, the Company amended its existing senior secured revolving credit facility (the **"Revolving Credit Facility"**) to increase the size of the facility from $370 million to $550 million, with the maturity extended to July 18, 2027. The Company also has an ability to exercise the accordion feature under its Revolving Credit Facility to add an additional $150 million in borrowing capacity.

On December 18, 2024, the Company increased its Revolving Securitization Warehouse Facility II from $500 million to $700 million and extended the maturity date to December 15, 2026. The facility continues to be underwritten by the same syndicate of lenders. The Company continues to utilize an interest rate swap agreement to generate fixed rate payments on the amounts drawn to mitigate the impact of increase in interest rate.

Changes to the Board of Directors

Effective on September 23, 2024, Radhika Kakkar was appointed as a member of goeasy's Board. Radhika Kakkar brings deep expertise in business transformation and operations to the goeasy Board of Directors with over two decades of experience deploying technology-enabled solutions to solve business challenges. Currently, Radhika is the Chief Operating Officer at Wealthsimple Inc. where she leads operations, strategy, and customer success facilitating an ambitious product strategy within a strictly regulated sector. Prior to Wealthsimple Inc., Radhika was the Vice President of Global Operations at Snap, the parent company of Snapchat, where she oversaw global operations online sales, and platform integrity. Before her time at Snap, Radhika spent 13 years at Accenture working with Communications, Media and Technology companies. Radhika brings considerable advisory experience to goeasy serving as an Independent Director on the board of InTouchCx since 2020 and acting as an Executive Advisor to Origin, a women's health start-up. She holds a B.Sc. in Chemical Engineering from Queen's University.

Leadership Transition

In July 2024, the Company announced that Jason Mullins would transition out of his role as President and Chief Executive Officer at year-end, while remaining as a director on the Board. The Board of Directors also announced that David Ingram, goeasy's Executive Chairman and former Chief Executive Officer from 2001 to 2018, will assume the role of Interim Chief Executive Officer effective on January 1, 2025, until such time that a new CEO is appointed.

2023 General Developments of The Business

Update to Funding Capacity

On March 13, 2023, the Company exercised the accordion feature of its Revolving Credit Facility to increase the maximum amount available under the facility by $100 million to $370 million, while maintaining current interest rate payable on advances at the Canadian Bankers' Acceptance rate ("**BA**") plus 225 bps or the lender's prime rate ("**Prime**") plus 75 bps, at the option of the Company. In addition, the Company received financing from a leading Canadian insurance company for $150 million ("**$150 million Securitization Facility**"), which is collateralized by consumer loans originated by goeasy's wholly owned subsidiary, LendCare. The funding rate is equal to GOCB rate plus an initial spread of 310 bps.

On June 15, 2023, the Company amended the Revolving Securitization Warehouse Facility I to extend the maturity date to October 31, 2025, and the applicable interest rate on advances was changed from one-month Canadian Dollar Offered Rate ("**CDOR**") plus 185 bps to one-month CDOR plus 195 bps, an increase of 10 bps.

Increase to Automotive Securitization Facility

On September 28, 2023, the Company increased its $200 million Revolving Securitization Warehouse Facility II, which is collateralized by automotive consumer loans, from $200 million to $375 million and continues to be underwritten by the same lender, with the addition of a new lender to the syndicate. The facility continues to bear interest equal to the one-month CDOR plus 185 bps. On December 20, 2023, the Company further increased its Revolving Securitization Warehouse Facility II to $500 million and extended the maturity date to December 16, 2025.

US$550 Million Notes Offering

On November 28, 2023, the Company issued US$550 million of 9.250% senior unsecured notes payable (the "**2028 Notes**") with interest payable semi-annually on June 1 and December 1 of each year. The 2028 Notes mature on December 1, 2028 and includes certain prepayment features. Concurrent with the issuance of the 2028 Notes, the Company entered into cross-currency swaps to fix the foreign exchange rate for the proceeds from the offering and for payments of principal and interest under these 2028 Notes at a fixed exchange rate of USD1.000 = CAD1.3832, thereby hedging the US$550 million 2028 Notes at a CAD interest rate of 8.79% until December 1, 2027. goeasy used the proceeds from the issuance of the 2028 Notes to fund the extinguishment of its US$550 million of 5.375% senior unsecured notes payable.

RISK FACTORS

Overview

The Company's activities are exposed to a variety of commercial, operational, financial, legal and regulatory risks. The Company's overall risk management program focuses on the unpredictability of financial markets and economic conditions and seeks to minimize potential adverse effects on the Company's financial performance. The Board has overall responsibility for the establishment and oversight of the Company's risk management framework. The Corporate Governance, Nominating and Risk Committee of the Board reviews the Company's risk management program and policies on an annual basis.

Strategic Risk

Strategic risk is the risk from changes in the business environment, fundamental changes in demand for the Company's products or services, improper implementation of decisions, execution of the Company's strategy or inadequate responsiveness to changes in the business environment, including changes in the competitive and regulatory landscapes.

The Company's growth strategy is focused on consumer lending through its easyfinancial operating segment. The Company's ability to increase its customer and revenue base is contingent, in part, on its ability to grow its consumer loans receivable portfolio, to access customers through new delivery channels, to secure and maintain merchant partnerships for LendCare, to successfully develop and launch new products to meet evolving customer demands, to secure growth financing at a reasonable cost and to execute with efficiency and effectiveness.

In 2026, the Company is engaged in taking steps to integrate easyfinancial and LendCare into one unified operating model and seeking to implement identified operational efficiencies to deliver cost savings. The Company's ability to meet its financial and operational targets is contingent, in part, on its ability to achieve these objectives.

The impact of poor execution by management or an inadequate response to changes in the business environment could have a material adverse effect on the Company's financial condition, liquidity and results of operations.

Market Risk

Macroeconomic Conditions

Certain changes in macroeconomic conditions, which are beyond the Company's control, can have a negative impact on its customers and its performance. The Company's primary customer segment is the non-prime consumer. These cash and credit constrained customers are affected by adverse macroeconomic conditions such as higher unemployment rates and costs of living, which can result in lower collection rates and higher charge off rates and adversely affect the Company's performance, financial condition and liquidity. The Company can neither predict the impact of the current economic conditions will have on its future results, nor predict when the economic environment will change.

There can be no assurance that economic conditions will remain favorable for the Company's business or that demand for loans or default rates by customers will remain at current levels. Reduced demand for loans would negatively impact the Company's growth and revenues, while increased default rates by customers may inhibit the Company's access to capital, hinder the growth of its loan portfolio and negatively impact its profitability. Either such result could have a material adverse effect on the Company's business, prospects, results of operations, financial condition and/or cash flows.

Interest Rate Risk

Interest rate risk measures the Company's risk of financial loss due to adverse movements in interest rates. The Company maintains diversified funding sources and utilizes derivative financial instruments as cash flow hedges to assist in the management of interest rate volatility.

The 2026 Notes, 2028 Notes, 2029 Notes, Additional 2029 Notes, May 2030 USD Notes, May 2030 CAD Notes, Additional May 2030 CAD Notes, October 2030 Notes, and February 2031 Notes, maturing on May 1, 2026, December 1, 2028, July 1, 2029, July 1, 2029, May 15, 2030, May 15, 2030, May 15, 2030, October 1, 2030 and February 15, 2031 respectively, have fixed rates of interest.

The Revolving Credit Facility has variable interest rates based on spreads over either the lender's prime rate, Term CORRA for the applicable period, or the daily compounded CORRA for the applicable period. The Company does not hedge interest rates on the Revolving Credit Facility. Accordingly, future changes in interest rates will affect the amount of interest expense payable by the Company to the extent draws are made on the variable rate Revolving Credit Facility. As at December 31, 2025, the Company has drawn $177 million against its $550 million Revolving Credit Facility.

The Revolving Securitization Warehouse Facility I has variable interest rates based on a spread over the daily compounded CORRA for the applicable period. The Company entered into interest rate swap agreements as cash flow hedges to protect itself against the variability of future interest payments by paying a fixed rate based on the weighted average life of the securitized loans and receiving a variable rate based on a spread over the daily compounded CORRA for the applicable period. As such, each incremental swap that is taken on has a hedge implemented that results in interest rates becoming fixed for the duration of that swap.

The $105 million Securitization Facility, $85 million Securitization Facility, $150 million Securitization Facility and $125 million Securitization Facility I each bear interest based on a spread over the interpolated GOCB rate. The loan sale agreements to sell loans into these facilities expired in 2021, 2021, 2024 and 2025, respectively. The balance of the loans that were sold into the facility will amortize down based on their contractual time to maturity. The $125 million Securitization Facility II also bears interest based on a spread over the interpolated GOCB rate. The interpolated rate for each of these facilities is determined using the remaining maturity of each loan sold into the facility, and the rate remains fixed for the life of the loan.

As at December 31, 2025, 96% (2024 – 99%) of the Company's drawn debt balances effectively bear fixed rates due to the type of debt and the aforementioned interest rate swap agreement on the Revolving Securitization Warehouse Facility I.

The Company cannot predict the impact of the changing economic conditions will have on its future results, nor predict when interest rates will change.

Foreign Currency Risk

The 2026 Notes, 2028 Notes, 2029 Notes, Additional 2029 Notes, May 2030 USD Notes, October 2030 Notes, and February 2031 Notes were issued in USD. Concurrent with these offerings, the Company entered into cross-currency swap agreements to hedge the risk of changes in the foreign exchange rate for the proceeds from the offerings and for payments of principal and interest under these notes effectively hedging the obligation. The hedge is designed to match the cash flow obligations of the Company under the Notes Payable, covering either full or partial term.

The Company sources some of its merchandise and services out of the United States and other nations, with prices often set in United States dollars. As such, its Canadian operations have some United States dollar denominated cash and payable balances. As a result, the Company has both foreign exchange transaction and translation risk. Although the Company has United States dollar denominated purchases, it has historically been able to price its lease transactions to compensate for the impact of foreign currency fluctuations on its purchases. However, in periods of rapid change in the Canadian to United States dollar exchange rate, the Company may not be able to pass on such changes in the cost of purchased products to its customers, which may negatively impact its financial performance.

Competition

The Company estimates the size of the Canadian market for non-prime consumer lending, excluding mortgages, is approximately $237.7 billion. This demand is currently being met by a wide variety of industry participants that offer diverse products, including auto lending, credit cards, installment loans, retail finance programs, small business lending and real estate secured lending. Generally, industry participants have tended to focus on a single product offering rather than providing consumers with multiple alternatives. As a result, the suppliers to the marketplace are quite diverse.

Competition in the non-prime consumer lending market is based primarily on access, flexibility and cost (interest rates). Consumers are generally able to transition between different types of lending products that are available in the marketplace to satisfy their need for these different characteristics. While traditional financial institutions are likely to decrease their risk tolerance and move farther away from non-prime lending, regional financial institutions such as credit unions, payday lenders, marketplace lenders and online lenders may consider expansion into the non-prime market. In addition, the change to the maximum allowable rate of interest in Canada may result in corresponding impacts to the competitiveness of the Canadian non-prime market.

The Company also faces direct competition in the Canadian market from other merchandise leasing companies. Other factors that may adversely affect the performance of the leasing business are increased sales of used furniture and electronics online and at online and retail stores that offer a non-prime point-of-sale purchase financing option. Additional competitors, both domestic and international, may emerge since barriers to entry are relatively low.

Credit Risk

Credit risk is the risk of loss that arises when a customer or counterparty fails to pay an amount owing to the Company.

The maximum exposure to credit risk is represented by the carrying amount of the accounts receivable, consumer loans receivable and lease assets with customers under merchandise lease agreements. The Company provides consumer loans and leases products to thousands of customers pursuant to policies and procedures that are intended to ensure that there is no concentration of credit risk with any particular individual, company or other entity, although the Company is subject to a higher level of credit risk due to the credit constrained nature of many of the Company's customers and in circumstances where its policies and procedures are not complied with. The Company actively manages this risk through ongoing monitoring of loan portfolio performance and has the ability to moderate or constrain loan originations within specific products, channels or verticals that exhibit elevated credit risk, thereby allowing the Company to control growth in response to changing credit conditions.

Credit risk related to the Company's consumer loans receivable is impacted by both the Company's credit policies and the lending practices which are overseen by the Company's Credit Committee, comprised of members of senior management. Credit quality of the customer is assessed using proprietary credit models and individual credit limits are defined in accordance with this assessment. The Company evaluates the concentration of risk with respect to customer loans receivable as low, as its customers are located in several jurisdictions and operate independently. The Company continuously updates its underwriting models based on the historical performance of groups of customer loans, which guide its lending decisions. To the extent such historical data used to develop its underwriting models is not representative or predictive of current loan book performance, the Company could suffer increased loan losses.

The Company maintains an allowance for credit losses as prescribed by IFRS 9 and as described fully in the notes to the Company's consolidated financial statements for the year ended December 31, 2025. The process for establishing an allowance for loan losses is critical to the Company's results of operations and financial conditions and is based on historical data, the underlying health and quality of the consumer loan portfolio at a point in time, and forward-looking indicators. To the extent that such inputs used to develop its allowance for credit losses are not representative or predictive of current loan book performance, the Company could suffer increased loan losses greater than those provided for on its consolidated financial statements.

The Company cannot guarantee that delinquency and loss levels will correspond with historical levels experienced, and there is a risk that delinquency and loss rates could increase significantly and have a material adverse effect on the financial results of the Company. As well, from time to time, the Company may determine that it is appropriate to record charge offs or write-downs that are higher than in the corresponding period in the previous year in response to rapidly changing conditions impacting its ability to secure repayment of its outstanding loans or unexpected adverse trends underlying the credit performance of its loan portfolio.

Credit risk related to loans secured by real estate or other assets results from the possibility of customer default with respect to agreed upon payment. The Company has a standard collection progress in place in event of payment default, which includes recovery of the real estate or other asset, if satisfactory payment terms cannot be worked out with the customer. In certain instances, the proceeds from such recoveries may not fully cover the outstanding loan balance, and where the underlying collateral has deteriorated in value such that recovery costs exceed expected proceeds, the Company may elect not to pursue the repossession of the asset.

Credit risk related to lease assets with customers results from the possibility of customer default with respect to agreed upon payments or in not returning the lease assets. The Company has a standard collection process in place in the event of payment default, which includes the recovery of the lease asset if satisfactory payment terms cannot be worked out with the customer, as the Company maintains ownership of the lease assets until payment options are exercised.

For accounts receivable from third parties, credit risk relates to the possibility of default on amounts owing to the Company. The Company deals with credible companies, performs ongoing credit evaluations of consumers and creates an allowance for uncollectible amounts when determined to be appropriate.

The Company has established a Credit Committee and created processes and procedures to identify, measure, monitor and mitigate significant credit risks. However, to the extent that such risks go unidentified or are not adequately or expeditiously addressed by senior management, the Company and its financial performance could be adversely affected.

Liquidity and Funding Risk

Liquidity Risk

Liquidity risk is the risk that the Company's financial condition is adversely affected by an inability to meet funding obligations and support the Company's business growth. The Company manages its capital to maintain its ability to continue as a going concern and to provide adequate returns to shareholders by way of share appreciation and dividends. The Company's capital structure consists of external debt and shareholders' equity, which comprises issued capital, contributed surplus and retained earnings.

Liquidity is managed centrally with a focus on maintaining sufficient excess capacity, matching funding duration to expected cash flows, and preserving covenant headroom across all facilities.

The Company has been funded through various sources, including the Revolving Credit Facility, the Revolving Securitization Warehouse Facility I, Secured Borrowings, senior unsecured notes, and public market equity offerings. The availability of additional financing will depend on a variety of factors, including the availability of credit and equity financing to the financial services industry and the Company's financial performance and credit ratings.

The Company has publicly stated that it intends to continue to expand its consumer lending business. To achieve this goal, the Company may require additional funds which can be obtained through various sources, including debt or equity financing. There can be no assurance, however, that additional funding will be available when needed or will be available on terms favorable to the Company. The inability to access adequate sources of financing, or to do so on favorable terms, may adversely affect the Company's capital structure and ability to fund operational requirements and satisfy financial obligations. If additional funds are raised by issuing equity securities, shareholders may incur dilution.

All of the Company's debt facilities must be renewed on a periodic basis. If the Company is unable to renew its facilities on acceptable terms when they become due, there could be a material adverse effect on the Company's financial condition, liquidity and results of operations.

In 2026, the Company worked with its lending partners to amend key funding arrangements, prioritizing long term stability, covenant headroom and liquidity preservation. While these amendments resulted in higher funding costs and reduced liquidity, they reduced near term refinancing risk. The Revolving Securitization Warehouse Facility I was amended, effective March 24, 2026, to revise financial covenants, subject availability to revised eligibility criteria that exclude loan receivables originated at LendCare, decrease the seize of the facility from $1.4 billion to $1.12 billion, and increase variable interest rates under the facility by 100 bps.

The Revolving Credit Facility was amended, effective March 24, 2026, to waive the Company's compliance with certain financial covenants; revise financial covenants; subject availability to a borrowing-base test, certain advance rates, eligibility requirements that exclude loan receivables originated at LendCare, and a limit of $440 million without lender consent; and increase variable interest rates under the facility by 100 bps. In addition, funding would not be available under (i) the Revolving Securitization Warehouse Facility I until the parties have transitioned to a new backup servicer and a satisfactory audit in respect of the Revolving Securitization Facility I is completed in respect of the quarter ended March 31, 2026, and (ii) the Revolving Credit Facility until July 1, 2026.Additional loans may not be sold into the $125 million Securitization Facility II at this time. There can be no assurance that the Company will be able to secure more favourable terms from its lenders and other counterparties in the future. If the Company is unable to renew these facilities on acceptable terms when they become due, there could be a material adverse effect on the Company's financial condition, liquidity and results of operations. Further, effective March 26, 2026, the Company and its lenders under the Revolving Securitization Warehouse Facility II agreed to terminate the facility, in respect of which the Company had already repaid all outstanding drawn amounts on December 17, 2025.

Debt Service

The Company's ability to make scheduled payments on, or refinance its debt obligations, depends on its financial condition and operating performance, which are subject to a number of factors beyond its control. The Company may be unable to maintain a level of cash flows from operating activities sufficient to permit it to repay the principal and interest on its indebtedness.

If the Company's cash flows and capital resources are insufficient to fund its debt service obligations, it could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures, dispose of material assets or operations, reduce its growth plans, seek additional debt or equity capital or restructure or refinance its indebtedness. The Company may not be able to obtain such alternative measures on commercially reasonable terms, or at all and, even if successful, those alternative actions may not allow it to meet its scheduled debt service obligations. The Company's credit agreements restrict its ability to dispose of assets and use the proceeds from those dispositions and may also restrict its ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. The Company may not be able to consummate any such dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations when due.

The Company's inability to generate sufficient cash flows to satisfy its debt obligations, or to refinance its indebtedness on commercially reasonable terms, or at all, would materially and adversely affect its business, results of operations and financial condition. Failure to meet its debt obligations could result in default under its lending agreements. In the event of such default, the holders of such indebtedness could elect to declare all of the funds borrowed thereunder to be immediately due and payable, together with accrued and unpaid interest, and the Company could, among other remedies that may be available, be forced into bankruptcy, insolvency or liquidation. If the Company's operating performance declines, it may need to seek waivers from the holders of such indebtedness to avoid being in default under the instruments governing such indebtedness. If the Company breaches its covenants under its indebtedness, it may not be able to obtain a waiver from the holders of such indebtedness on terms acceptable to the Company or at all. If this occurs, the Company would be in default under such indebtedness, and the holders of such indebtedness could exercise their rights as described above and the Company could, among other remedies that may be available, be forced into bankruptcy, insolvency or liquidation. A default under the agreements governing the Company's existing or future indebtedness and the remedies sought by the holders of such indebtedness could make the Company unable to pay principal or interest on the debt.

Debt Covenants

The agreements governing the Company's credit facilities contain restrictive covenants that may limit its discretion with respect to certain business matters. These covenants may place significant restrictions on, among other things, the Company's ability to create liens or other encumbrances, to pay distributions or make certain other payments, investments, loans and guarantees, and to sell or otherwise dispose of assets. In addition, the agreements governing the Company's credit facilities may contain financial covenants that require it to meet certain financial ratios and financial condition tests.

If the Company fails to maintain the requisite financial ratios under the agreement governing its credit facilities, it will be unable to draw any amounts under the credit facilities until such default is waived or cured as required. In addition, such a failure could constitute an event of default under the Company's lending agreements entitling the lenders to accelerate the outstanding indebtedness thereunder unless such event of default is cured as required by the agreement. The Company's ability to comply with these covenants in future periods will depend on its ongoing financial and operating performance, which in turn will be subject to economic conditions and to financial, market and competitive factors, many of which are beyond its control.

The restrictions in the agreements governing the Company's credit facilities may prevent the Company from taking actions that it believes would be in the best interest of its business and may make it difficult for it to execute its business strategy successfully or effectively compete with companies that are not similarly restricted. The Company may also incur future debt obligations that might subject it to additional restrictive covenants that could affect its financial and operational flexibility.

The Company's ability to comply with the covenants and restrictions contained in the agreements governing the Company's credit facilities may be affected by economic, financial and industry conditions beyond its control. The breach of any of these covenants or restrictions could result in a default under the agreements that would permit the applicable lenders to declare all amounts outstanding thereunder to be due and payable (including terminating any outstanding hedging arrangements), together with accrued and unpaid interest, or cause cross-defaults under the Company's other debts. If the Company is unable to repay its secured debt, lenders could proceed against the collateral securing the debt. This could have serious consequences to the Company's financial condition and results of operations and could cause it to become bankrupt or insolvent.

In 2026, the Company entered into an accommodation agreement with the lenders under the Revolving Credit Facility as a result of its potential non-compliance with certain financial covenants thereunder. Following this, the Company subsequently entered into amendments to its agreements with its lenders and other counterparties. The Revolving Securitization Warehouse Facility I was amended, effective March 24, 2026, to, among other things, waive the Company's compliance with a financial covenant as of December 31, 2025; revise financial covenants, subject availability to revised eligibility criteria that exclude loan receivables originated at LendCare, decrease the size of the facility from $1.4 billion to $1.12 billion, and increase variable interest rates under the facility by 100 bps. The $85 million Securitization Facility, $150 million Securitization Facility, $125 million Securitization Facility I and $125 million Securitization Facility II were amended, effective March 20, 2026, to waive any existing event of termination and allow the loans sold into the facility to remain in, and to continue to amortize in accordance with the terms of, the facility. The Revolving Credit Facility was amended, effective March 24, 2026, to, among other things, waive the Company's compliance with certain financial covenants as of December 31, 2025; revise financial covenants; subject availability to a borrowing-base test, certain advance rates, eligibility requirements that exclude loan receivables originated at LendCare, and a limit of $440 million without lender consent; and increase variable interest rates under the facility by 100 bps. In addition, funding would not be available under (i) the Revolving Securitization Warehouse Facility I until the parties have transitioned to a new backup servicer and a satisfactory audit in respect of the Revolving Securitization Facility I is completed in respect of the quarter ended March 31, 2026, and (ii) the Revolving Credit Facility until July 1, 2026. Additional loans may not be sold into the $125 million Securitization Facility II at this time. Without the waivers and amendments described above, the Company would not have been in compliance with certain financial covenants under its debt facilities, which are described in more detail in notes 13 and 15 to the Company's 2025 financial statements. In the event of any covenant breach in the future, there can be no assurance that the Company will be able to enter into amendments, waivers or other satisfactory arrangements with its lenders in connection therewith.

Credit Ratings

The Company received credit ratings in connection with the issuance of its Notes Payable. Any credit ratings applied to these notes are an assessment of the Company's ability to pay its obligations. The Company is under no obligation to maintain any credit rating with credit rating agencies and there is no assurance that any credit rating assigned to these notes will remain in effect for any given period of time or that any rating will not be lowered or withdrawn entirely by the relevant rating agency.

On March 12, 2026, Moody's downgraded the Notes Payable to B1 (from Ba3(stable)), with this new rating being under review as Moody's assessed the Company's anticipated breach of financial covenants on its credit facilities and the Company's ability to reach an agreement with its creditors. On March 12, 2026, S&P downgraded the Notes Payable to B- (negative) (from BB- (stable)), with the negative rating outlook indicating the likelihood of a downgrade by one or more notches if the Company was unable to negotiate waivers, amendments, or similar agreements with its creditors. The Company has now entered into agreements with its lenders and other counterparties under the Securitization Warehouse Facility I, $ 85 million Securitization Facility, $150 million Securitization Facility, $125 million Securitization Facility I, $125 million Securitization Facility II and Revolving Credit Facility, but there can be no assurance that either Moody's or S&P will upgrade or will not further lower their ratings as a result of these agreements or subsequent events. If the existing credit ratings on the Notes Payable remain below their prior levels, this is anticipated to increase the Company's costs of borrowing in the future, including in connection with any potential refinancing of these notes.

In addition, the aforementioned lowering of the Company's credit ratings, and any additional lowering, withdrawal or failure to maintain any credit ratings applied to the Company's Notes Payable may have an adverse effect on the market price or value and the liquidity of the Company's Notes Payable. Any such action could also make it more difficult or more expensive for the Company to obtain additional debt financing in the future.

Possible Movement of Stock Price

The market price of the Common Shares, similar to that of other public companies, has been subject to significant fluctuation in response to numerous factors, including significant shifts in the availability of global credit, changes in macroeconomic performance due to volatile shifts in oil prices and unexpected natural disasters, concerns about the global economy and potential recession, economic shocks, as well as variations in the annual or quarterly financial results of the Company, timing of announcements of acquisitions or material transactions by the Company or its competitors, other conditions in the economy in general or in the industry in particular, changes in applicable laws and regulations and other factors. Moreover, from time to time, the stock markets experience significant price and volume volatility that may affect the market price of the Common Shares for reasons unrelated to the Company's performance. No prediction can be made as to the effect, if any, that future sales of Common Shares or the availability of shares for future sale (including shares issuable upon the exercise of stock options) will have on the market price of the Common Shares prevailing from time to time. Sales of substantial numbers of such shares or the perception that such sales could occur may adversely affect the prevailing price of the Common Shares. Significant changes in the stock price could jeopardize the Company's ability to raise growth capital through an equity offering without significant dilution to existing shareholders.

On March 10, 2026, the date the Company provided a financial and operational update ahead of releasing its earnings for the quarter and year ended December 31, 2025, following which the market price of the Common Shares declined materially. As part of this update, the Company announced the suspension, on an indefinite basis, of its dividend and of share repurchases under its normal course issuer bid. On March 24, 2026, S&P Dow Jones Indices announced the removal of the Company's Common Shares from the S&P/TSX Canadian Dividend Aristocrats Index. There can be no assurance that the Company's Common Shares will not be removed from additional indices, or that their market price will not fall further.

Operational Risk

Operational risk, which is inherent in all business activities, is the potential for loss as a result of external events, human behaviour (including error and fraud, non-compliance with mandated policies and procedures or other inappropriate behaviour) or inadequacy, or the failure of processes, procedures or controls. The impact may include financial loss, loss of reputation, loss of competitive position or regulatory and civil penalties. While operational risk cannot be eliminated, the Company takes reasonable steps to mitigate this risk by putting in place a system of oversight, policies, procedures and internal controls.

Dependence on Key Personnel

One of the significant limiting factors in the Company's performance and expansion plans will be the hiring and retention of the best people for the job. Over the past few years, the Company has strengthened its hiring competencies and training programs.

In particular, the Company is dependent upon the abilities, experiences and efforts of its senior management team and other key employees. The loss of these individuals without adequate replacement could have a material adverse impact on its business and operations.

As a consequence of relatively high employee turnover at the store and branch level, the Company requires a growing number of qualified managers and other store or branch personnel to successfully operate its branch and store network. There is competition for such personnel, and there can be no assurances that the Company will be successful in attracting and retaining the personnel it may require. If the Company is unable to attract and retain qualified personnel or its costs to do so increase dramatically, its operations would be materially adversely affected.

Process Risk

Given the nature of the Company's business and the fact that a variety of different teams are involved at various stages of its origination, collections and servicing processes, its successful operation is dependent upon having clearly documented procedures that prescribe how and when certain activities must take place. The absence of procedural clarity, or the inability of these procedures to remain up to date with changes in the Company's operations, especially those which are prescribed through changes in regulations, could interrupt operations or materially impact the Company's ability to enter into new lending transactions and service or collect customer accounts.

Outsource Risk

The Company outsources certain business functions to third-party service providers, which increases its operational complexity and decreases its control. For example, the Company relies on the third party bailiff network to recover collateral on secured loans, and any capacity constraints, delays or backlogs within these networks could adversely impact the Company's ability to seize and realize such collateral in a timely manner. The Company relies on these service providers to provide a high level of service and support, which subjects it to risks associated with inadequate or untimely service. In addition, if these outsourcing arrangements were not renewed or were terminated or the services provided to the Company were otherwise disrupted, the Company would have to obtain these services from an alternate provider. The Company may be unable to replace, or be delayed in replacing, these sources and there is a risk that it would be unable to enter into a similar agreement with an alternate provider on terms that it considers favorable or in a timely manner. In the future, the Company may outsource additional business functions. If any of these or other risks relating to outsourcing were realized, the Company's financial position, liquidity and results of operations could be adversely affected.

Fraud Risk

Employee and customer misconduct could subject the Company to financial losses or regulatory sanctions and seriously harm the Company's reputation. Misconduct by its employees could include hiding unauthorized activities, improper or unauthorized activities on behalf of customers or improper use of confidential information. It is not always possible to prevent employee error and misconduct, and the precautions the Company takes to prevent and detect this activity may not be effective in all cases. Employee error could also subject the Company to financial claims for negligence.

If the Company's internal controls fail to prevent or detect an occurrence, or if any resulting loss is not insured, exceeds applicable insurance limits or if insurance coverage is denied or not available, it could have a material adverse effect on the Company's business, financial condition and results of operations.

Technology Risk

The Company is dependent upon the successful and uninterrupted functioning of its computer, communications and data processing systems. The failure of these systems could interrupt operations or materially impact the Company's ability to enter into new lending transactions and service or collect customer accounts. Although the Company has extensive information technology security and disaster recovery plans, such a failure, if sustained, could have a material adverse effect on the Company's financial condition, liquidity and results of operations.

Breach of Information Security

The Company's operations rely heavily on the secure processing, storage and transmission of confidential and sensitive customer and other information through its information technology network. Other risks include the Company's use of third-party vendors with access to its network that may increase the risk of a cyber security breach. Third-party breaches or inadequate levels of cyber security expertise and safeguards may expose the Company, directly or indirectly, to security breaches.

A breach, unauthorized access, computer virus, or other form of malicious attack on the Company or its vendors may result in the compromise of confidential and/or sensitive customer or employee information, destruction or corruption of data, reputational harm affecting customer and investor confidence, and a disruption in the management of customer relationships or the inability to originate, process and service the Company's leasing or lending portfolios which could have a material adverse effect on the Company's financial condition, liquidity and results of operations.

To mitigate the risk of an information security breach, the Company regularly assesses such risks, has a disaster recovery plan in place and has implemented reasonable controls over unauthorized access. The Company takes reasonable measures to protect the security of its information systems (including against cyber-attacks). The Chief Information Officer of the Company oversees information security. However, such a cyber-attack or data breach could have a material adverse effect on the Company and its financial condition, liquidity and results of operations.

Privacy, Information Security, and Data Protection Regulations

The Company is subject to various privacy and information security laws and takes reasonable measures to ensure compliance with all requirements. Legislators and regulators are increasingly adopting new privacy and information security laws which may increase the Company's cost of compliance. While the Company has taken reasonable steps to protect its data and that of its customers, a breach of the Company's information security may adversely affect the Company's reputation and also result in fines or penalties from governmental bodies or regulators.

Risk Management Processes and Procedures

The Company has established a Risk Oversight Committee and created regular and ongoing processes and procedures to identify, measure, monitor and mitigate significant risks to the organization. However, to the extent such risks go unidentified or are not adequately or expeditiously addressed by management, the Company could be adversely affected.

Compliance Risk

Internal Controls Over Financial Reporting

Effective internal control is essential for the Company to prevent and detect fraud or material errors that may have occurred. The Company has determined that it has a material weakness in internal controls over financial reporting in relation to its application of IFRS 9 and has had to restate certain of its historical financial statements. The accuracy of our financial reporting may in the future be adversely impacted if we are unable to successfully remediate this material weakness in a timely manner, or if any additional material weaknesses in our internal control over financial reporting are identified.

Government Regulation and Compliance

The Company takes reasonable measures to ensure compliance with governing statutes, regulations and regulatory policies. A failure to comply with such statutes, regulations or regulatory policies could result in sanctions, fines or other settlements that could adversely affect both its earnings and reputation. Changes to laws, statutes, regulations or regulatory policies could also change the economics of the Company's merchandise leasing and consumer lending businesses including the salability or pricing of certain ancillary products which could have a material adverse effect on the Company.

Section 347 of the Criminal Code prohibits the charging of an annual percentage rate (APR) that exceeds thirty- five percent for an agreement or arrangement for credit advanced. The Company believes that easyfinancial is subject to section 347 of the Criminal Code and closely monitors any legislative activity in this area, including the changes noted above. The application of additional capital requirements or a reduction in the maximum cost of borrowing could have a material adverse effect on the Company's financial condition, liquidity and results of operations. At present, additional provincial regulation in certain geographic areas focusing on high-cost credit loans have been adopted, but do not materially impact the Company's business operations.

While management of the Company is of the view that its merchandise leasing business does not involve the provision of credit, it could be determined that aspects of easyhome's merchandise leasing business are subject to the Criminal Code. The Company has implemented measures to ensure that the aggregate of all charges and expenses under its merchandise lease agreement do not exceed the maximum interest rate allowed by law. Where aspects of easyhome's business are subject to the Criminal Code, and the Company has not complied with the requirements thereof, the Company could be subject to either or both (1) civil actions for nullification of contracts, rebate of some or all payments made by customers, and damages; and (2) criminal prosecution for violation of the Criminal Code, any of which outcomes could have a material adverse effect on the Company.

Numerous consumer protection laws and related regulations impose substantial requirements upon lenders involved in consumer finance, including leasing and lending. Also, federal and provincial laws impose restrictions on consumer transactions and require contract disclosures relating to the cost of borrowing and other matters. These requirements impose specific statutory liabilities upon creditors who fail to comply with their provisions.

easyfinancial is subject to minimal regulatory capital requirements in connection with its operations in Saskatchewan. Otherwise, the Company operates in an unregulated environment with regard to capital requirements.

Tariffs

The Company sources some of its merchandise and services out of the United States and other nations and, as such, the Company may be impacted by tariffs. The Company has historically been able to price its lease transactions to compensate for the impact of cost fluctuations on its purchases. However, in periods of rapid change to costs arising from tariffs, the Company may not be able to pass on such changes in the cost of purchased products to its customers, which may negatively impact its financial performance.

Accounting Standards

From time to time the Company may be subject to changes in accounting standards issued by accounting standard-setting bodies, which may affect the Company's consolidated financial statements, reduce its reported profitability and change the calculation of its financial covenant measures.

Legal and Reputational Risk

Reputation

The Company's reputation is very important to attracting new customers to its platform, securing repeat lending to existing customers, hiring the best employees and obtaining financing to facilitate the growth of its business. Unfavourable reporting about the Company in the media and on social media, including certain accounts that have been run in 2025 and 2026, may have an adverse impact on the Company's reputation even if such reporting is inaccurate. There can be no assurance that the Company will continue to maintain good relationships with customers or avoid negative publicity, including as a result of the higher risk industry, which is generally subject to an above-average level of scrutiny.

As well, in recent years, consumer advocacy groups and some media reports have advocated governmental action to prohibit or place severe restrictions on non-bank consumer loans, not making the proper distinction between payday loans and non-prime loans. Such consumer advocacy groups and media reports generally focus on the annual percentage rate for this type of consumer loan, which is compared unfavorably to the interest typically charged by banks to consumers with top-tier credit histories. The finance charges the Company assesses can attract media publicity about the industry and be perceived as controversial. Customers' acceptance of the interest rates the Company charges on its consumer loans receivable could impact the future rate of the growth. Additionally, if the negative characterization of these types of loans is accepted by legislators and regulators, the Company could become subject to more restrictive laws and regulations applicable to consumer loan products that could have a material adverse effect on the Company's business, prospects, results of operations, financial condition or cash flows.

The Company's ability to attract and retain customers is highly dependent upon the external perceptions of its level of service, trustworthiness, business practices, financial condition and other subjective qualities. Negative perceptions or publicity regarding these matters — even if related to seemingly isolated incidents, or even if related to practices not specific to short-term loans, such as debt collection — could erode trust and confidence and damage the Company's reputation among existing and potential customers, which would make it difficult to attract new customers and retain existing customers, significantly decrease the demand for the Company's products, result in increased regulatory scrutiny, and have a material adverse effect on the Company's business, prospects, results of operations, financial condition, ability to raise growth capital or cash flows.

Litigation

From time to time and in the normal course of business, the Company may be involved in material litigation or may be subject to regulatory actions. There can be no assurance that any litigation or regulatory action in which the Company may become involved in the future will not have a material adverse effect on the Company's business, financial condition or results of operations. Lawsuits or regulatory actions could cause the Company to incur substantial expenditures, generate adverse publicity and could significantly impair the Company's business, force it to cease doing business in one or more jurisdictions or cause it to cease offering one or more products.

The Company is also likely to be subject to further litigation, including the shareholder class action claims commenced and disclosed in the consolidated financial statements as at and for the year ended December 31, 2025 (Note 30, Subsequent events) and additional class and individual claims, and communications with regulators in the future. An adverse ruling or a settlement of any current or future litigation or regulatory actions against the Company or another lender could cause the Company to have to refund fees and/or interest collected, forego collections of the principal amount of loans, pay multiple damages, pay monetary penalties and/or modify or terminate its operations in particular jurisdictions. Defense of any lawsuit or regulatory action, even if successful, could require substantial time and attention of the Company's management and could require the expenditure of significant amounts for legal fees and other related costs.

Insurance Risk

The Company's insurance policies may not comprehensively cover all risks and liabilities because appropriate coverage may not be available (or may not adequately cover all losses) or the Company may elect not to insure against certain risks. It may elect not to do so, for example, where it considers the applicable premiums to be excessive in relation to the perceived risks and benefits that may accrue. As a result, the Company may be held liable for material claims beyond its insurance coverage limits that could materially and adversely impact financial performance and reputation. In addition, any significant claim against such policies may lead to increased premiums on renewal and/or additional exclusions to the terms of future policies. If insurance (including cyber insurance) is not available to cover a claim or the quantum of a claim exceeds policy limits, the Company will be exposed to the financial impact of the event, which could have an adverse impact on the Company's business, financial performance and operations.

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Company consists of an unlimited number of Common Shares and an unlimited number of preference shares, issuable in series, with the attributes of each series to be determined by the Board. The issued and outstanding capital of the Company as at December 31, 2025, consists of 16,026,156 Common Shares.

In December 2002, the articles of the Company were amended to create the first series of preference shares. In 2003, these preference shares were redeemed and as at December 31, 2025, there are no preference shares outstanding.

Common Shares

The following is a summary of the principal attributes of the Common Shares.

Voting Rights

Holders of the Common Shares are entitled to receive notice of, and to attend all meetings of the shareholders of the Company. At any such meeting, other than a meeting at which only the holders of another specified class or series of shares of the Company are entitled to vote separately as a class or series, each Common Share confers one vote.

Dividends

The holders of Common Shares are entitled to receive on a pro-rata basis such dividends as may be declared by the Board of the Company, out of funds legally available therefore, subject to the preferential rights of any shares ranking prior to the Common Shares with respect to the payment of dividends.

Rights on Dissolution

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares will be entitled to receive on a pro-rata basis all the assets of the Company remaining after payment of all the Company's liabilities, subject to the preferential rights of any shares ranking prior to the Common Shares with respect to the distribution of assets upon liquidation, dissolution or winding-up of the Company.

Pre-emptive and Conversion Rights

No pre-emptive or conversion rights attach to the Common Shares and the Common Shares, when fully paid, are not liable to further call or assessment. No other class of voting shares may be created without the approval of the holders of the Common Shares voting separately as a class.

Preference Shares

The following is a summary of the principal attributes of the authorized preference shares, none of which are outstanding.

Issuance in One or More Series

The Board may authorize the issuance of preference shares at any time and from time to time in one or more series. Before any shares of a particular series are issued, the Board shall fix the number of shares and such series and determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series.

Ranking

No rights, privileges, restrictions or conditions attaching to a series of preference shares shall confer upon the shares of the series a priority in respect of dividends or in respect of return of capital in the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, over the shares of any other series of preference shares.

Preference shares are entitled to priority over the Common Shares and over any other shares of any other class of the Company ranking junior to the preference shares with respect to the payment of dividends and/or the return of capital in the distribution of assets in the event of liquidation or dissolution or winding-up of the Company whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs as the Directors of the Company shall determine at the time of determining the number and designation of, and the rights, privileges, restrictions and conditions attaching to, the series of preference shares.

If any amount of cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Company in respect of a series of preference shares is not paid in full, the preference shares of all series shall participate rateably in respect of all accumulated cumulative dividends, whether or not declared, and all declared non-cumulative dividends, and in respect of amounts payable on return of capital in the event of liquidation, dissolution or winding-up of the Company; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the preference shares with respect to amounts payable on return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

Voting Rights

The holders of preference shares are not entitled as such to receive notice of, to attend or to vote at any meetings of the shareholders of the Company. The holders of preference shares are entitled to receive notice of meetings of shareholders of the Company called for the purpose of authorizing the dissolution of the Company or the sale, lease or exchange of all or substantially all the property of the Company other than in the ordinary course of business.

Modifications

The rights, privileges, restrictions and conditions attaching to preference shares, as a class, may not be amended, modified or varied in whole or in part except with prior approval of not less than two-thirds of the holders of preference shares present (in person or by proxy) at a meeting of the holders of preference shares duly called for such purposes in addition to any other approval required by law.

February 2031 Notes

The February 2031 Notes were issued pursuant to an indenture dated as of August 12, 2025, between the Company and Deutsche Bank Trust Company, as trustee. The following is a description of the terms of the February 2031 Notes. The following summary of certain provisions of the indenture is subject to, and is qualified in its entirety by reference to, all the provisions of the February 2031 Notes.

The February 2031 Notes bear interest at 6.875% per annum, payable semi-annually every February 15 and August 15, commencing on February 15, 2026, and mature on February 15, 2031.

The February 2031 Notes include certain prepayment features: i) up to February 15, 2028, all of the February 2031 Notes can be prepaid at par plus a premium and accrued and unpaid interest or, if the proceeds are acquired from an equity offering, up to 40% of the February 2031 Notes (including future additions) can be prepaid at a price of 106.875% plus accrued and unpaid interest; ii) from February 15, 2028 to February 14, 2029, all of the February 2031 Notes can be prepaid at a price of 103.438% plus accrued and unpaid interest; iii) from February 15, 2029, to February 14, 2030, all of the February 2031 Notes can be prepaid at a price of 101.719% plus accrued and unpaid interest; and iv) on or after February 15, 2030, the February 2031 Notes can be prepaid at par plus accrued and unpaid interest.

If the Company undergoes certain kinds of changes of control, goeasy is required to repurchase the February 2031 Notes from holders at a purchase price equal to 101% of the principal amount of the February 2031 Notes, plus accrued and unpaid interest, if any, to but excluding the date of purchase.

The February 2031 Notes are senior unsecured obligations of the Company and will rank (i) equal in right of payment with all of the Company's existing and future unsubordinated indebtedness; (ii) senior in right of payment to all of the Company's existing and future subordinated indebtedness; (iii) effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including the Company's indebtedness under the credit facility; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities, including trade payables, of the Company's subsidiaries that do not guarantee the February 2031 Notes.

The Company's obligations under the February 2031 Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the restricted subsidiaries that guarantees the Company's obligations under the credit facility, subject to certain exceptions. The Note Guarantees will be senior unsecured obligations of each of the Guarantors and will rank equally in right of payment with all existing and future unsubordinated indebtedness of each Guarantor and senior in right of payment to all future subordinated indebtedness of the Guarantors. The Note Guarantees will be effectively subordinated to all future secured indebtedness of the applicable Guarantor to the extent of the value of the assets securing such other indebtedness, including such Guarantor's guarantee of the credit facility.

October 2030 Notes

The October 2030 Notes were issued pursuant to an indenture dated as of April 1, 2025, between the Company and Deutsche Bank Trust Company, as trustee. The following is a description of the terms of the October 2030 Notes. The following summary of certain provisions of the indenture is subject to, and is qualified in its entirety by reference to, all the provisions of the October 2030 Notes.
The October 2030 Notes bear interest at 7.375% per annum, payable semi-annually every April 1 and October 1, commencing on October 1, 2025, and mature on October 1, 2030.

The October 2030 Notes include certain prepayment features: i) up to October 1, 2027, all of the October 2030 Notes can be prepaid at par plus a premium and accrued and unpaid interest or, if the proceeds are acquired from an equity offering, up to 40% of the October 2030 Notes (including future additions) can be prepaid at a price of 107.375% plus accrued and unpaid interest; ii) from October 1, 2027 to September 30, 2028, all of the October 2030 Notes can be prepaid at a price of 103.688% plus accrued and unpaid interest; iii) from October 1, 2028 to September 30, 2029, all of the October 2030 Notes can be prepaid at a price of 101.844% plus accrued and unpaid interest; and iv) on or after October 1, 2029, the October 2030 Notes can be prepaid at par plus accrued and unpaid interest.

If the Company undergoes certain kinds of changes of control, goeasy is required to repurchase the October 2030 Notes from holders at a purchase price equal to 101% of the principal amount of the October 2030 Notes, plus accrued and unpaid interest, if any, to but excluding the date of purchase.

The October 2030 Notes are senior unsecured obligations of the Company and will rank (i) equal in right of payment with all of the Company's existing and future unsubordinated indebtedness; (ii) senior in right of payment to all of the Company's existing and future subordinated indebtedness; (iii) effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including the Company's indebtedness under the credit facility; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities, including trade payables, of the Company's subsidiaries that do not guarantee the October 2030 Notes.

The Company's obligations under the October 2030 Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the restricted subsidiaries that guarantees the Company's obligations under the credit facility, subject to certain exceptions. The Note Guarantees will be senior unsecured obligations of each of the Guarantors and will rank equally in right of payment with all existing and future unsubordinated indebtedness of each Guarantor and senior in right of payment to all future subordinated indebtedness of the Guarantors. The Note Guarantees will be effectively subordinated to all future secured indebtedness of the applicable Guarantor to the extent of the value of the assets securing such other indebtedness, including such Guarantor's guarantee of the credit facility.

May 2030 USD Notes

The May 2030 USD Notes were issued pursuant to an indenture dated as of November 4, 2024, between the Company and Deutsche Bank Trust Company, as trustee. The following is a description of the terms of the May 2030 USD Notes. The following summary of certain provisions of the indenture is subject to, and is qualified in its entirety by reference to, all the provisions of the May 2030 USD Notes.

The May 2030 USD Notes bear interest at 6.875% per annum, payable semi-annually every May 15 and November 15, commencing on May 15, 2025, and mature on May 15, 2030.

The May 2030 USD Notes include certain prepayment features: i) up to May 15, 2027, all of the May 2030 USD Notes can be prepaid at par plus a premium and accrued and unpaid interest or, if the proceeds are acquired from an equity offering, up to 40% of the May 2030 USD Notes (including future additions) can be prepaid at a price of 106.875% plus accrued and unpaid interest; ii) from May 15, 2027 to May 14, 2028, all of the May 2030 USD Notes can be prepaid at a price of 103.438% plus accrued and unpaid interest; iii) from May 15, 2028 to May 14, 2029, all of the May 2030 USD Notes can be prepaid at a price of 101.719% plus accrued and unpaid interest; and iv) on or after May 15, 2029, the May 2030 USD Notes can be prepaid at par plus accrued and unpaid interest.

If the Company undergoes certain kinds of changes of control, goeasy is required to repurchase the May 2030 USD Notes from holders at a purchase price equal to 101% of the principal amount of the May 2030 USD Notes, plus accrued and unpaid interest, if any, to but excluding the date of purchase.
The May 2030 USD Notes are senior unsecured obligations of the Company and will rank (i) equal in right of payment with all of the Company's existing and future unsubordinated indebtedness; (ii) senior in right of payment to all of the Company's existing and future subordinated indebtedness; (iii) effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including the Company's indebtedness under the credit facility; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities, including trade payables, of the Company's subsidiaries that do not guarantee the May 2030 USD Notes.

The Company's obligations under the May 2030 USD Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the restricted subsidiaries that guarantees the Company's obligations under the credit facility, subject to certain exceptions. The Note Guarantees will be senior unsecured obligations of each of the Guarantors and will rank equally in right of payment with all existing and future unsubordinated indebtedness of each Guarantor and senior in right of payment to all future subordinated indebtedness of the Guarantors. The Note Guarantees will be effectively subordinated to all future secured indebtedness of the applicable Guarantor to the extent of the value of the assets securing such other indebtedness, including such Guarantor's guarantee of the credit facility.

May 2030 CAD Notes and Additional May 2030 CAD Notes

The May 2030 CAD Notes were issued pursuant to an indenture dated as of November 4, 2024, between the Company and TSX Trust Company, as trustee. On August 20, 2025, the Company issued the Additional May 2030 CAD Notes. The following is a description of the terms of the May 2030 CAD Notes and the Additional May 2030 CAD Notes. The following summary of certain provisions of the indenture is subject to, and is qualified in its entirety by reference to, all the provisions of the May 2030 CAD Notes and the Additional May 2030 CAD Notes.

The May 2030 CAD Notes and the Additional May 2030 CAD Notes bear interest at 6.000% per annum, payable semi-annually every May 15 and November 15, commencing on May 15, 2025, and mature on May 15, 2030.

The May 2030 CAD Notes and the Additional May 2030 CAD Notes include certain prepayment features: i) up to May 15, 2027, all of the May 2030 CAD Notes and the Additional May 2030 CAD Notes can be prepaid at par plus a premium and accrued and unpaid interest or, if the proceeds are acquired from an equity offering, up to 40% of the May 2030 CAD Notes and the Additional May 2030 CAD Notes (including future additions) can be prepaid at a price of 106.000% plus accrued and unpaid interest; ii) from May 15, 2027 to May 14, 2028, all of the May 2030 CAD Notes and the Additional May 2030 CAD Notes can be prepaid at a price of 103.000% plus accrued and unpaid interest; iii) from May 15, 2028 to May 14, 2029, all of the May 2030 CAD Notes and the Additional May 2030 CAD Notes can be prepaid at a price of 101.500% plus accrued and unpaid interest; and iv) on or after May 15, 2029, the May 2030 CAD Notes and the Additional May 2030 CAD Notes can be prepaid at par plus accrued and unpaid interest.

If the Company undergoes certain kinds of changes of control, goeasy is required to repurchase the May 2030 CAD Notes and the Additional May 2030 CAD Notes from holders at a purchase price equal to 101% of the principal amount of the May 2030 CAD Notes and the Additional May 2030 CAD Notes, plus accrued and unpaid interest, if any, to but excluding the date of purchase.

The May 2030 CAD Notes and the Additional May 2030 CAD Notes are senior unsecured obligations of the Company and will rank (i) equal in right of payment with all of the Company's existing and future unsubordinated indebtedness; (ii) senior in right of payment to all of the Company's existing and future subordinated indebtedness; (iii) effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including the Company's indebtedness under the credit facility; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities, including trade payables, of the Company's subsidiaries that do not guarantee the May 2030 CAD Notes and the Additional May 2030 CAD Notes.

The Company's obligations under the 2030 May CAD Notes and the Additional May 2030 CAD Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the restricted subsidiaries that guarantees the Company's obligations under the credit facility, subject to certain exceptions. The Note Guarantees will be senior unsecured obligations of each of the Guarantors and will rank equally in right of payment with all existing and future unsubordinated indebtedness of each Guarantor and senior in right of payment to all future subordinated indebtedness of the Guarantors. The Note Guarantees will be effectively subordinated to all future secured indebtedness of the applicable Guarantor to the extent of the value of the assets securing such other indebtedness, including such Guarantor's guarantee of the credit facility.

2029 Notes and Additional 2029 Notes

The 2029 Notes were issued pursuant to an indenture dated as of February 23, 2024, between the Company and Deutsche Bank Trust Company, as trustee. On July 25, 2024, the Company issued the Additional 2029 Notes. The following is a description of the terms of 2029 Notes and Additional 2029 Notes. The following summary of certain provisions of the indenture is subject to, and is qualified in its entirety by reference to, all the provisions of the 2029 Notes and Additional 2029 Notes.

The 2029 Notes and Additional 2029 Notes bear interest at 7.625% per annum, payable semi-annually every January 1 and July 1, commencing on July 1, 2024, and mature on July 1, 2029.

The 2029 Notes and Additional 2029 Notes include certain prepayment features: i) up to July 1, 2026, all of the 2029 Notes and Additional 2029 Notes can be prepaid at par plus a premium and accrued and unpaid interest or, if the proceeds are acquired from an equity offering, up to 40% of the 2029 Notes and Additional 2029 Notes (including future additions) can be prepaid at a price of 107.625% plus accrued and unpaid interest; ii) from July 1, 2026 to June 30, 2027, all of the 2029 Notes and Additional 2029 Notes can be prepaid at a price of 103.813% plus accrued and unpaid interest; iii) from July 1, 2027 to June 30, 2028, all of the 2029 Notes and Additional 2029 Notes can be prepaid at a price of 101.906% plus accrued and unpaid interest; and iv) on or after July 1, 2028, the 2029 Notes and Additional 2029 Notes can be prepaid at par plus accrued and unpaid interest.

If the Company undergoes certain kinds of changes of control, goeasy is required to repurchase the 2029 Notes and Additional 2029 Notes from holders at a purchase price equal to 101% of the principal amount of the 2029 Notes and Additional 2029 Notes, plus accrued and unpaid interest, if any, to but excluding the date of purchase.

The 2029 Notes and Additional 2029 Notes are senior unsecured obligations of the Company and will rank (i) equal in right of payment with all of the Company's existing and future unsubordinated indebtedness; (ii) senior in right of payment to all of the Company's existing and future subordinated indebtedness; (iii) effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including the Company's indebtedness under the credit facility; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities, including trade payables, of the Company's subsidiaries that do not guarantee the 2029 Notes and Additional 2029 Notes.

The Company's obligations under the 2029 Notes and Additional 2029 Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the restricted subsidiaries that guarantees the Company's obligations under the credit facility, subject to certain exceptions. The Note Guarantees will be senior unsecured obligations of each of the Guarantors and will rank equally in right of payment with all existing and future unsubordinated indebtedness of each Guarantor and senior in right of payment to all future subordinated indebtedness of the Guarantors. The Note Guarantees will be effectively subordinated to all future secured indebtedness of the applicable Guarantor to the extent of the value of the assets securing such other indebtedness, including such Guarantor's guarantee of the credit facility.

2028 Notes

The 2028 Notes were issued pursuant to an indenture dated as of November 28, 2023, between the Company and Deutsche Bank Trust Company, as trustee. The following is a description of the terms of 2028 Notes. The following summary of certain provisions of the indenture is subject to, and is qualified in its entirety by reference to, all the provisions of the 2028 Notes.

The 2028 Notes bear interest at 9.250% per annum, payable semi-annually every June 1 and December 1, commencing on June 1, 2024, and mature on December 1, 2028.

The 2028 Notes include certain prepayment features: i) up to December 1, 2025, all of the 2028 Notes can be prepaid at par plus a premium and accrued and unpaid interest or, if the proceeds are acquired from an equity offering, up to 40% of the 2028 Notes (including future additions) can be prepaid at a price of 109.250% plus accrued and unpaid interest; ii) from December 1, 2025 to November 30, 2026, all of the 2028 Notes can be prepaid at a price of 104.625% plus accrued and unpaid interest; iii) from December 1, 2026 to November 30, 2027, all of the 2028 Notes can be prepaid at a price of 102.313% plus accrued and unpaid interest; and iv) on or after December 1, 2027, the 2028 Notes can be prepaid at par plus accrued and unpaid interest.

If the Company undergoes certain kinds of changes of control, goeasy is required to repurchase the 2028 Notes from holders at a purchase price equal to 101% of the principal amount of the 2028 Notes, plus accrued and unpaid interest, if any, to but excluding the date of purchase.

The 2028 Notes are senior unsecured obligations of the Company and will rank (i) equal in right of payment with all of the Company's existing and future unsubordinated indebtedness; (ii) senior in right of payment to all of the Company's existing and future subordinated indebtedness; (iii) effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including the Company's indebtedness under the credit facility; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities, including trade payables, of the Company's subsidiaries that do not guarantee the 2028 Notes.

The Company's obligations under the 2028 Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the restricted subsidiaries that guarantees the Company's obligations under the credit facility, subject to certain exceptions. The Note Guarantees will be senior unsecured obligations of each of the Guarantors and will rank equally in right of payment with all existing and future unsubordinated indebtedness of each Guarantor and senior in right of payment to all future subordinated indebtedness of the Guarantors. The Note Guarantees will be effectively subordinated to all future secured indebtedness of the applicable Guarantor to the extent of the value of the assets securing such other indebtedness, including such Guarantor's guarantee of the credit facility.

2026 Notes

The 2026 Notes were issued pursuant to an indenture dated as of April 29, 2021, between the Company and Deutsche Bank Trust Company, as trustee. The following is a description of the terms of the 2026 Notes. The following summary of certain provisions of the 2026 Notes is subject to, and is qualified in its entirety by reference to, all the provisions of the 2026 Notes.

The 2026 Notes bear interest at 4.375% per annum, payable semi-annually every May 1 and November 1, commencing on November 1, 2021, and mature on May 1, 2026.

The 2026 Notes include certain prepayment features: i) up to May 1, 2023, all of the 2026 Notes can be prepaid at par plus a premium and accrued and unpaid interest or, if the proceeds are acquired from an equity offering, up to 40% of the 2026 Notes (including future additions) can be prepaid at a price of 104.375% plus accrued and unpaid interest; ii) from May 1, 2023 to April 30, 2024, all of the 2026 Notes can be prepaid at a price of 102.188% plus accrued and unpaid interest; iii) from May 1, 2024 to April 30, 2025, all of the 2026 Notes can be prepaid at a price of 101.094% plus accrued and unpaid interest; and iv) on or after May 1, 2025 the 2026, Notes can be prepaid at par plus accrued and unpaid interest.

If the Company undergoes certain kinds of changes of control, goeasy is required to repurchase the 2026 Notes from holders at a purchase price equal to 101% of the principal amount of the 2026 Notes, plus accrued and unpaid interest, if any, to but excluding the date of purchase.

The 2026 Notes are senior unsecured obligations of the Company and will rank (i) equal in right of payment with all of the Company's existing and future unsubordinated indebtedness; (ii) senior in right of payment to all of the Company's existing and future subordinated indebtedness; effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness, including the Company's indebtedness under the credit facility; and (iv) effectively subordinated to all existing and future indebtedness and other liabilities, including trade payables, of the Company's subsidiaries that do not guarantee the 2026 Notes.

The Company's obligations under the 2026 Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the restricted subsidiaries that guarantees the Company's obligations under the credit facility, subject to certain exceptions. The Note Guarantees will be senior unsecured obligations of each of the Guarantors and will rank equally in right of payment with all existing and future unsubordinated indebtedness of each Guarantor and senior in right of payment to all future subordinated indebtedness of the Guarantors. The Note Guarantees will be effectively subordinated to all future secured indebtedness of the applicable Guarantor to the extent of the value of the assets securing such other indebtedness, including such Guarantor's guarantee of the credit facility.

On October 21, 2024, the Company announced its commencement of a cash tender offer to repurchase any and all of its outstanding 2026 Notes. The tender offer expired on October 30, 2024. On November 4, 2024, the Company extinguished a total of US$255.4 million of 2026 Notes that were validly tendered and accepted for repurchase.

Credit Ratings

The Company has received credit ratings from both Moody's Investor Service, Inc. ("**Moody's**") and Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc. ("**S&P**") with respect to the Notes Payable. Credit ratings reflect the general credit worthiness of an issuer or a particular debt issue. Credit ratings do not constitute a recommendation to purchase, sell or hold a particular security.

On March 12, 2026, Moody's downgraded the Notes Payable to B1 (from Ba3(stable)), with this new rating being under review as Moody's assessed the Company's anticipated breach of financial covenants on its credit facilities and the Company's ability to reach an agreement with its creditors. The Notes Payable were assigned a rating of Ba3 (stable) by Moody's. Moody's credit ratings are on a rating scale that ranges from AAA to C, which represents the range from the highest to lowest quality of such securities. In some instances, Moody's applies numerical modifiers (1, 2 and 3) in each rating classification from AA to CAA. The modifier 1 indicates that the security ranks in the higher end of its rating category, the modifier 2 indicates a mid-range ranking and the modifier 3 indicates that the security ranks in the lower end of its respective rating category. In addition, Moody's may add a rating outlook of "positive", "negative", "stable" or "developing" which assesses the potential direction of a company's credit rating over the medium term.

On March 12, 2026, S&P downgraded Notes Payable to B- (negative) (from BB- (stable)), with the negative rating outlook indicating the likelihood of a downgrade by one or more notches if the Company is unable to negotiate waivers, amendments, or similar agreements with its creditors. S&P's credit ratings are on a rating scale that ranges from AAA to D, which represents the highest to lowest quality of such securities rated. The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) to denote relative status within each respective rating category. An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term. In addition, S&P may add a rating outlook of "positive", "negative" or "stable" which assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years).

For more information on each agency's rating methodology and specific ratings visit www.moodys.com and www.standardandpoors.com.

In 2025, each of the rating agencies listed above charged the Company the usual customary fees for their ratings services which include annual surveillance fees. Access to the rating agencies' websites are also typically included as part of their customary service.

Dividends

The Company declared dividends of $58,338,457 to holders of Common Shares in 2022, $63,613,704 in 2023, $78,401,667 in 2024 and $94,054,002 in 2025.

On each of April 11, 2025, July 11, 2025, October 10, 2025, and January 9, 2026, the Company paid a dividend of $1.46 per Common Share.

The historic dividend policy of the Company had been to declare and pay quarterly cash dividends at the discretion of the Board, as circumstances permit. The Company's dividend policy and practice is reviewed from time to time in the context of the Company's earnings, financial condition, the need to retain earnings to fund future growth of the business of the Company and other relevant factors. The declaration of a dividend will always be at the discretion of the Board.

In consideration of recent developments that affected earnings in 2025, the Board of Directors has made the decision to suspend the regular quarterly dividend on the Company's Common Shares on an indefinite basis. These actions are aligned with management's focus on prudently preserving capital and maintaining liquidity.

Dividend Reinvestment Plan

On March 5, 2012, the Board approved a dividend reinvestment plan (the "DRIP") effective beginning with dividends in respect of Shareholders of record on April 5, 2012. The DRIP enables registered holders of Common Shares of the Company who are eligible for the DRIP to reinvest their cash dividends paid on the Common Shares to purchase additional Common Shares. No commissions, service charges or brokerage fees are payable by participants under the DRIP. The Common Shares acquired under the DRIP will, at the discretion of the Company, either be purchased on the Canadian open market including through the facilities of the TSX or issued by the Company from treasury.

Normal Course Issuer Bid

On December 19, 2023, the Company renewed its normal course issuer bid (the "**2023 NCIB**"). Pursuant to the 2023 NCIB, the Company proposed to purchase, from time to time, up to an aggregate of 1,270,245 Common Shares being approximately 10% of goeasy's public float. As at December 13, 2023, goeasy had 16,603,531 Common Shares issued and outstanding, and the average daily trading volume for the six months prior to November 30, 2023 was 29,210. Under the 2023 NCIB, daily purchases were limited to 7,302 Common Shares, representing 25% of the average daily trading volume, other than block purchase exemptions. The purchases were permitted to commence on December 21, 2023, and terminated on December 20, 2024.

On December 19, 2024, the Company renewed its normal course issuer bid (the "**2024 NCIB**"). Pursuant to the 2024 NCIB, the Company proposed to purchase, from time to time, up to an aggregate of 1,293,283 common shares being approximately 10% of goeasy's public float. As at December 10, 2024, goeasy had 16,728,495 common shares issued and outstanding, and the average daily trading volume for the six months prior to November 30, 2024, was 56,453. Under 2024 NCIB, daily purchases will be limited to 14,113 common shares, representing 25% of the average daily trading volume, other than block purchase exemptions. The purchases were permitted to commence on December 23, 2024, and terminated on December 22, 2025.

On December 19, 2025, the Company renewed its normal course issuer bid (the "**2025 NCIB**"). No shares were repurchased pursuant to the 2025 NCIB, and in consideration of recent developments that affected earnings in 2025, the Board of Directors has decided to suspend the share repurchases under its normal course issuer bid on an indefinite basis. These actions are aligned with management's focus on prudently preserving capital and maintaining liquidity.

Market for Securities

Trading Price and Volume:

The Common Shares are listed on the TSX under the symbol "GSY" ("EH" prior to September 17, 2015). The volume and price range for the Common Shares for each month in 2025 was as follows:

		Price Range	
2025	Volume of Common Shares traded	Low $	High $
December	2,811,480	120.16	140.05
November	3,109,070	117.52	170.00
October	1,838,843	157.82	174.80
September	2,320,853	171.19	216.50
August	1,412,891	176.65	215.42
July	983,168	168.51	189.85
June	806,624	147.13	168.87
May	1,456,760	142.06	162.80
April	1,480,763	134.01	159.49
March	1,519,013	140.73	167.86
February	1,644,831	154.09	182.00
January	1,434,746	165.63	193.56

MATERIAL CONTRACTS

The Company is party to the following material agreements that are currently in effect:

(a) **Third Amended and Restated Note Purchase Agreement (goeasy Securitization Trust Series 2020-1 Notes):** Consolidated to the Omnibus Amendment Agreement dated March 20, 2026 in respect of Revolving Securitization Warehouse Facility I among the Company and a syndicate of lenders.

(b) **Fourth Amended and Restated Series 2020-1 Sale and Servicing Agreement (goeasy Securitization Trust Series 2020-1 Notes):** Consolidated to the Omnibus Amendment Agreement dated March 20, 2026 in respect of Revolving Securitization Warehouse Facility I among the Company and a syndicate of lenders.

(c) **Third Amended and Restated Credit Agreement:** dated March 24, 2026, in respect of the Revolving Credit Facility among the Company and a syndicate of lenders.

DIRECTORS AND OFFICERS

Under the by-laws of the Company, Directors of the Company are elected annually. Each Director holds 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.

Name, Place of Residence, Occupation and Security Holdings

The names, provinces or states of residence, positions, principal occupations and shareholdings of the Directors and executive Officers of goeasy as at December 31, 2025 were as follows:

Name and Place of Residence	Principal Occupation(s) (for the past 5 years or more)	Common Shares Beneficially Owned Directly or Indirectly or Over Which Control or Direction is Exercised and Vested Deferred Share Units ("**DSUs**")	
DIRECTORS			
Donald K. Johnson O.C. Ontario, Canada 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 of the Advisory Board for 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/Arts, a Director of the UHN Foundation, a member of the Advisory Board of the Ivey Business School at Western University, a member of the 2026 Major Individual Giving Cabinet of the United Way of Greater Toronto, a member of the National Ballet of Canada Honorary Board and a Director of Murchison Minerals Inc. (TSX.V: MUR).	Common Shares Vested DSUs Total	2,939,000 95,189 3,034,189
David Ingram 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 a Vice Chair of the Boys & Girls Clubs of Canada Foundation committee and served on its Board of Directors. Mr. Ingram is the founder and owner of Sweat and Tonic, a Toronto based health and wellness boutique gym.	Common Shares Vested DSUs Total	314,587 153,198 467,785

Name and Place of Residence	Principal Occupation(s) (for the past 5 years or more)	Common Shares Beneficially Owned Directly or Indirectly or Over Which Control or Direction is Exercised and Vested Deferred Share Units ("**DSUs**")	
Karen Basian[(1)(2)] Ontario, Canada Director since November 2014	Ms. Basian is the Corporation's Lead Director and serves on the Board of Newtopia Inc. (TSX.V: NEWU). Ms. Basian is the Chairman of the Board of Directors of BookJane. She is also the President of KB Capital Management Inc., a strategy consulting and financial advisory firm and is the co-founder and Principal of 3NP Realty Management, a real estate company. Ms. Basian formerly served on the Board of Directors of Aimia Inc. (TSX:AIM) and was previously the Chief Financial Officer and Senior Vice President of Operations for 724 Solutions (SVNX.TO); the Chief Global Strategy and Business Development Officer for McCain Foods; Head of Strategy for Frito-Lay North America (a division of PepsiCo); Senior Manager with Bain and Company in the UK and Canada; and International Tax specialist with Deloitte in Canada. Ms. Basian is a Chartered Accountant (CPA CA) and has an M.B.A. from IMD in Lausanne, Switzerland.	Common Shares Vested DSUs Total	12,000 36,033 48,033
David Appel[(1)(3)] Ontario, Canada Director since August 2010	Mr. Appel is a Corporate Director. Mr. Appel had a career in law, business, and government service. He was active in public policy and advocacy related to provincial consumer protection law. Mr. Appel is a retired member of the Quebec Bar and is engaged in many philanthropic activities in the realms of culture and health.	Common Shares Vested DSUs Total	226,894 84,690 311,584
Sean Morrison[(1)(2)] British Columbia, Canada 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 was the co-founder and formerly the 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).	Common Shares Vested DSUs Total	3,925 19,726 23,651
Honourable James Moore[(1)(3)] British Columbia, Canada Director since March 2020	The Honourable James Moore is a Corporate Director and a Senior Business Advisor at the global law firm Dentons and a Public Policy Advisor at Edelman. 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. He is a past member of the NAFTA Council for the Government of Canada, served as National Vice-Chair of the Canadian Cancer Society and was the 6th Chancellor of the University of Northern British Columbia. Mr. Moore is also on the Board of Xplornet Communications (Xplore Inc.) and Arterra Wines Canada. He is bilingual (English & French) and holds a Bachelor of Arts from the University of Northern B.C., and a Master of Arts from the University of Saskatchewan.	Common Shares Vested DSUs Total	- 5,828 5,828

Name and Place of Residence	Principal Occupation(s) (for the past 5 years or more)	Common Shares Beneficially Owned Directly or Indirectly or Over Which Control or Direction is Exercised and Vested Deferred Share Units ("**DSUs**")	
Tara Deakin[(2)(3)] Ontario, Canada Director since July 2020	Ms. Deakin is a Corporate Director and Chief People Officer at Spin Master Corp., where she leads Human Resources, Public Relations, Communications, ESG, and Corporate Citizenship. She brings over 25 years of multifaceted Human Resources experience gained at industry-leading organizations, including Rogers Communications, TD Bank Group, and Citigroup. Ms. Deakin holds a Bachelor of Arts from the University of Western Ontario and has completed postgraduate studies at Central Michigan University and INSEAD. She has also held various board leadership roles with nonprofit and professional organizations, including the Unity Health Foundation, Providence Health Care, and the Association for Talent Development.	Common Shares Vested DSUs Total	- 5,637 5,637
Jason Mullins Ontario, Canada Director since March 2021	Mr. Mullins is a Corporate Director and is currently the President and Chief Executive Officer of Forward Financing, a financial technology company headquartered in Boston, Massachusetts. Mr. Mullins served as the President and Chief Executive Officer of the Corporation for over six years, until December 2024. Prior to this, he was the Executive Vice President and Chief Operating Officer at goeasy. Mr. Mullins has an extensive career in financial services, coming to goeasy in 2010 from Mogo Finance Technology where he was Vice President of Sales and Operations. He has also held various leadership roles in operations management at CIBC and Allied International Credit. Mr. Mullins earned his MBA from the Ivey School of Business at the University of Western Ontario.	Common Shares Vested DSUs Total	72,725 5,171 77,896
Jonathan Tétrault[(1)(3)] Quebec, Canada Director since July 2022	Mr. Tétrault is a Corporate Director and is currently a Managing Partner at Sagard Holdings, a global alternative asset management firm investing in private equity, venture capital, private credit, real estate and royalty transactions. Prior to his current role, Mr. Tétrault was the President and Chief Operating Officer of Cirque du Soleil Entertainment Group where he oversaw all operations and business development activities. Prior to his position at Cirque du Soleil Entertainment Group, he was a senior partner at McKinsey & Company where he spent 14 years advising institutional investors, private equity firms, asset management firms and banks, on a broad range of strategic and investment matters, in more than 25 countries. Jonathan holds an MBA from Oxford University, an LL.B. (law degree) from the Université de Montréal, and a Political Studies Certification from the Institut d'Etudes Politiques de Paris.	Common Shares Vested DSUs Total	500 2,554 3,054
Radhika Kakkar[(2)] Ontario, Canada Director since September 2024	Ms. Kakkar is a Corporate Director and is currently the Chief Operating Officer at Wealthsimple Inc., where she leads operations, strategy, and customer success facilitating an ambitious product strategy within a strictly regulated sector. Prior to Wealthsimple Inc., Ms. Kakkar was the Vice President of Global Operations at Snap, the parent company of Snapchat, where she oversaw global operations online sales, and platform integrity. Before her time at Snap, Ms. Kakkar spent 13 years at Accenture working with Communications, Media and Technology companies. She brings considerable advisory experience to goeasy, serving as an Independent Director on the board of InTouchCx since 2020 and acting as an Executive Advisor to Origin, a women's health start-up. Ms. Kakkar holds a B.Sc. in Chemical Engineering from Queen's University.	Common Shares Vested DSUs Total	- 662 662

Name and Place of Residence	Principal Occupation(s) (for the past 5 years or more)	Common Shares Beneficially Owned Directly or Indirectly or Over Which Control or Direction is Exercised and Vested Deferred Share Units ("**DSUs**")	
	OFFICERS		
Patrick Ens Ontario, Canada Officer since July 2024	Mr. Ens was the President of easyfinancial and easyhome, segments of goeasy until December 31, 2025. On January 1, 2026, Mr. Ens was appointed as the Chief Executive Officer. Prior to joining the Company, Mr. Ens served as the President of Capital One Canada, with responsibility for the overall strategic direction and operations of the Canadian business, while driving toward the goal of helping Canadians succeed with credit. Mr. Ens had a successful tenure with Capital One Canada, where he acquired over 17 years of experience in consumer credit. Mr. Ens also held various other executive positions at Capital One Canada, within the marketing, risk and product functions, after beginning his career there as a Business Analyst. Mr. Ens obtained a Bachelor of Commerce from Queen's University in 2006.	Common Shares Vested DSUs Total	3,549 - 3,549
Felix Wu Ontario, Canada Officer since 2026	Mr. Wu is the Chief Financial Officer of the Company, having joined goeasy in September 2025. Mr. Wu was Chief Financial Officer of KOHO and previously held senior finance leadership roles at President's Choice Financial and Capital One Canada. Mr. Wu holds a Master of Arts degree in Economics, a Bachelor of Commerce Honours degree and a Bachelor of Science degree in Statistics from Queen's University. He is also a Certified Financial Analyst and a Certified Public Accountant (Delaware).	Common Shares Vested DSUs Total	- - -
Jason Appel Ontario, Canada Officer since January 2015	Mr. Appel is the Executive Vice President and Chief Risk Officer of the Company, having joined goeasy in January 2013. Mr. Appel was previously Senior Vice President, Decision Management, with Citigroup from 2006 to 2012, and prior to that held senior positions in the mortgages and lending division of CIBC. Mr. Appel holds a Master of Business Administration from the Schulich School of Business and a Bachelor of Arts from the University of Toronto.	Common Shares Vested DSUs Total	35,218 2,482 37,700
David Cooper Ontario, Canada Officer since April 2018	Mr. Cooper is the Executive Vice President and Chief People Officer of the Company, having joined goeasy in January 2015. Prior to joining goeasy, Mr. Cooper held Human Resource leadership roles in financial services at CIBC and, most recently, served as Senior Director of Human Resource and Organizational Development for Moneris. He holds the professional designation of Certified Human Resources Leader and has a Bachelor of Arts with a major in Employment Relations from the University of Toronto.	Common Shares Vested DSUs Total	5,973 581 6,554
Sabrina Anzini Ontario, Canada Officer since April 2018	Ms. Anzini is the Executive Vice President and Chief Legal Officer, having joined goeasy in 2017. Prior to goeasy, Ms. Anzini was Director and General Counsel of Law and Corporate Affairs at LoyaltyOne Co. She also spent a number of years working for federal cabinet ministers at several government ministries and served as General Counsel to the Office of the Prime Minister of Canada. Ms. Anzini holds a Master of Laws degree from the University of Ottawa, Juris Doctor and Bachelor of Arts degrees from Western University and an Honors Business Administration from the Richard Ivey School of Business at Western University.	Common Shares Vested DSUs Total	4,795 578 5,373

Name and Place of Residence	Principal Occupation(s) (for the past 5 years or more)	Common Shares Beneficially Owned Directly or Indirectly or Over Which Control or Direction is Exercised and Vested Deferred Share Units ("**DSUs**")	
Michael Eubanks Ontario, Canada Officer since June 2020	Mr. Eubanks is the Executive Vice President and Chief Information Officer of the Company, having joined goeasy in June 2020. Prior to goeasy, Mr. Eubanks was the Chief Information Officer at the Liquor Control Board of Ontario (LCBO). He has significant experience in technology leadership in the retail industry having worked for Canadian Tire and Best Buy Canada prior to the LCBO. He is a graduate of York University and currently serves as a Director on the Board of the innovation hub Communitech and was appointed as a Director for Toronto Hydro's Board in 2020.	Common Shares Vested DSUs Total	4,614 610 5,224
Farhan Ali Khan Ontario, Canada Officer since September 2020	Mr. Ali Khan is the Executive Vice President and Head of LendCare, having joined goeasy in September 2020. Prior to joining goeasy, Mr. Ali Khan was a Managing Director of Investment Banking in the Financial Institutions Group of RBC Capital Markets, where he advised specialty finance and fintech companies on mergers and acquisitions, capital raising and asset finance initiatives. He received his Bachelor of Commerce from the University of Toronto and a Master of Business Administration from the Rotman School of Management at the University of Toronto.	Common Shares Vested DSUs Total	7,112 585 7,697

Notes:
(1) Member of the Audit Committee.
(2) Member of the Human Resources Committee.
(3) Member of the Corporate Governance, Nominating and Risk Committee.

As of December 31, 2025, the Directors and executive Officers of the Company beneficially own directly or indirectly or exercised control or direction over 3,630,892 Common Shares or approximately 22.7% of the issued and outstanding Common Shares.

AUDIT COMMITTEE INFORMATION

The Company's Audit Committee Mandate sets out its responsibilities and duties, membership qualifications and procedures for reporting to the Board of directors. A copy of the mandate is attached hereto as Schedule "A". As at December 31, 2025, the Audit Committee was comprised of five Directors, all of whom are independent Directors: Karen Basian (chair), David Appel, Sean Morrison, Honourable James Moore and Jonathan Tétrault. Each member of the Audit Committee is considered by the Board of Directors to be financially literate within the meaning of applicable securities laws 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.

Karen Basian (Chair)

Ms. Basian is the Corporation's Lead Director and serves on the Board of Newtopia Inc. (TSX.V: NEWU). Ms. Basian is the Chairman of the Board of Directors of BookJane. She is also the President of KB Capital Management Inc., a strategy consulting and financial advisory firm and is the co-founder and Principal of 3NP Realty Management, a real estate company. Ms. Basian formerly served on the Board of Directors of Aimia Inc. (TSX:AIM) and was previously the Chief Financial Officer and Senior Vice President of Operations for 724 Solutions (SVNX.TO); the Chief Global Strategy and Business Development Officer for McCain Foods; Head of Strategy for Frito-Lay North America (a division of PepsiCo); Senior Manager with Bain and Company in the UK and Canada; and International Tax specialist with Deloitte in Canada. Ms. Basian is a Chartered Accountant (CPA CA) and has an M.B.A. from IMD in Lausanne, Switzerland.

David Appel

Mr. Appel is a Corporate Director. Mr. Appel had a career in law, business, and government service. He was active in public policy and advocacy related to provincial consumer protection law. Mr. Appel is a retired member of the Quebec Bar and is engaged in many philanthropic activities in the realms of culture and health.

Sean Morrison

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 was the co-founder and formerly the 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).

Honourable James Moore

The Honourable James Moore is a Corporate Director and a Senior Business Advisor at the global law firm Dentons and a Public Policy Advisor at Edelman. 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. He is a past member of the NAFTA Council for the Government of Canada, served as National Vice-Chair of the Canadian Cancer Society and was the 6th Chancellor of the University of Northern British Columbia. Mr. Moore is also on the Board of Xplornet Communications (Xplore Inc.) and Arterra Wines Canada. He is bilingual (English & French) and holds a Bachelor of Arts from the University of Northern B.C., and a Master of Arts from the University of Saskatchewan.

Jonathan Tétrault

Mr. Tétrault is a Corporate Director and is currently a Managing Partner at Sagard Holdings, a global alternative asset management firm investing in private equity, venture capital, private credit, real estate and royalty transactions. Prior to his current role, Jonathan was the President and Chief Operating Officer of Cirque du Soleil Entertainment Group where he oversaw all operations and business development activities. Prior to his position at Cirque du Soleil Entertainment Group, he was a senior partner at McKinsey & Company where he spent 14 years advising institutional investors, private equity firms, asset management firms and banks, on a broad range of strategic and investment matters, in more than 25 countries. Jonathan holds an MBA from Oxford University, an LL.B. (law degree) from the Université de Montréal, and a Political Studies Certification from the Institut d'Etudes Politiques de Paris.

External Auditor Service Fees

During the two most recently completed fiscal years, the Company paid the following fees to Ernst & Young LLP, Chartered Professional Accountants, Licensed Public Accountants, Toronto, Ontario ("Ernst & Young"), the Company's external auditor, for audit, audit-related and tax services:

Audit Fees

Ernst & Young LLP has performed audit services for the Company during the last two fiscal years, which included the audit of the Company's consolidated financial statements for the fiscal years ended December 31, 2024 and 2025. Aggregate fees for audit services for the Company were $1,436,902 in 2024 and $1,574,736 in 2025.

Audit-Related Fees

No audit-related services were performed by Ernst & Young LLP in 2024 and 2025.

Tax Fees

Ernst & Young LLP has provided tax advice to the Company during the last two fiscal years, which included corporate income tax return compliance and general tax advice & assistance. Aggregate fees for tax related services were $117,118 in 2024 and $176,746 in 2025.

All Other Fees

Ernst & Young LLP has provided other services to the Company in 2024 with an aggregate fee of $14,250 in 2024 and nil in 2025.

Interest of Experts

Ernst & Young has provided an audit report on the Company's consolidated financial statements for the years ended December 31, 2025 and 2024. Ernst & Young was independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

Pre-Approval Policies and Procedures

The Audit Committee had adopted a Pre-Approval Policy to provide for a consistent approach for the engagement of the Auditors. Before the independent auditor is engaged to render services, the engagement must either be specifically approved by the Audit Committee or entered into pursuant to the Pre-Approval Policy.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent for all classes of stock is TSX Trust Company located in Toronto, Ontario. The register of transfers is located at the offices of the Company's transfer agent.

ADDITIONAL INFORMATION

Additional information including Directors' and Officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, if applicable, is contained in the Company's management information circular for the Company's annual meeting to be held on May 20, 2026. Additional financial information is provided in the Company's audited consolidated financial statements for the year ended December 31, 2025, and the accompanying management's discussion and analysis of financial condition and results of operations dated March 31, 2026.

Additional information relating to the Company may be found on SEDAR at www.sedarplus.ca and on the Company's website at www.goeasy.com.

SCHEDULE "A"
goeasy Ltd.
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 "A"
MULTILATERAL INSTRUMENT 52-110 – AUDIT COMMITTEES
– MEANING OF INDEPENDENCE

Meaning of Independence

(1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.

(2) For the purposes of subsection (1), a "material relationship" is a relationship, which could, in the view of the issuer's board of directors, is reasonably expected to interfere with the exercise of a member's independent judgment.

(3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:

(a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;

(b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;

(c) an individual who:

(i) is a partner of a firm that is the issuer's internal or external auditor,

(ii) is an employee of that firm, or

(iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;

(d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:

(i) is a partner of a firm that is the issuer's internal or external auditor,

(ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or

(iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;

(e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and

(f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than $75,000 in direct compensation from the issuer during any 12-month period within the last three years.

(4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2006 or (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2007.

(5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

(6) For the purposes of clause (3)(f), direct compensation does not include:

(a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and

(b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

(7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member

(a) has previously acted as an interim chief executive officer of the issuer, or

(b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.

(8) For the purpose of this section, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

Additional Independence Requirements

(1) Despite any determination made pursuant to the meaning of independence set forth above, an individual who

(a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or

(b) is an affiliated entity of the issuer or any of its subsidiary entities is considered to have a material relationship with the issuer.

(2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by

(a) An individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

(b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.

(3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.