

DOMINION LENDING CENTRES INC.

ADVANCE NOTICE POLICY RE DIRECTOR NOMINEES

The Corporation's By-Laws include advance notice requirements for director elections, the purpose of which is to provide Shareholders, directors and management of the Corporation with a clear framework for nominating directors of the Corporation in connection with any annual or special meeting of the Shareholders (the "**Advance Notice Requirements**"). The Advance Notice Requirements fix the deadlines by which Shareholders must submit director nominations to the Corporation prior to any annual or special meeting of Shareholders and sets out the information that a Shareholder must include in a timely written notice to the Corporation for any director nominee to be eligible for election at such annual or special meeting of Shareholders.

Pursuant to the Advance Notice Requirements, Shareholders seeking to nominate candidates for election as directors other than pursuant to a proposal or requisition of Shareholders made in accordance with the provisions of the ABCA must provide timely written notice to the secretary of the Corporation. To be timely, a Shareholder's notice must be received; (a) in the case of an annual meeting of Shareholders, not less than 30 days, nor more than 65 days prior to the date of the annual meeting provided, however, that in the event that the annual meeting of Shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice by the Shareholder may be received not later than the close of business on the 10th day following the date of such public announcement; (b) in the case of a special meeting (which is not also an annual meeting) of Shareholders called for any purpose which includes the election of directors to the Board, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made; and (c) in the case of an annual meeting of Shareholders or a special meeting of Shareholders called for the purpose of electing directors (whether or not called for other purposes) where notice-and-access is used to deliver proxy related materials to Shareholders, not less than 40 days, nor more than 65 days prior to the date of the meeting provided, however, that in the event that the meeting of Shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the meeting was made, (i) in the case of an annual meeting of Shareholders, notice by the Shareholder may be received not later than the close of business on the 10th day following the date of such public announcement, and (ii) in the case of a special meeting of Shareholders, notice by the Shareholder may be received not later than the close of business on the 15th day following the date of such public announcement. The Advance Notice Requirements also prescribe the proper written form for a Shareholder's notice. The Board may, in its sole discretion, waive any requirement under these provisions.