

DOMINION LENDING CENTRES INC.

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 3, 2024**

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders ("**Shareholders**") of Class "A" common shares ("**Common Shares**") of Dominion Lending Centres Inc. (the "**Corporation**") will be held at the offices of the Corporation at Suite 1900, 350 – 7th Avenue SW, Calgary, Alberta (see below for audio and video options) on December 3, 2024 at 2:00 p.m. (Calgary time), subject to any adjournment(s) or postponement(s) thereof, for the following purposes:

1. to consider and, if deemed advisable, pass an ordinary resolution (the "**Acquisition Resolution**"), as more particularly set out in the accompanying management information circular dated October 25, 2024 (the "**Information Circular**"), approving the proposed acquisition (the "**Proposed Acquisition**") of all of the issued and outstanding non-voting Series 1 Class B preferred shares of the Corporation (the "**Series 1 Preferred Shares**") from KayMaur Holdings Ltd. ("**KayMaur**") (or, in substitution of KayMaur, one or more companies controlled by Gary Mauris or Chris Kayat) and from certain other holders of Series 1 Preferred Shares (the "**Other Holders**" and together with KayMaur, a company controlled by Gary Mauris, a company controlled by Chris Kayat, and the principals of the Other Holders, the "**Vendors**" and each a "**Vendor**") in exchange for, in aggregate, 30,500,000 Common Shares and a cash payment of \$15,000,000, pursuant to a purchase agreement dated October 2, 2024 (the "**Purchase Agreement**"), subject to and conditional on approval of the Stated Capital Resolution (as defined below);
2. to consider and, if deemed advisable, pass a special resolution (the "**Stated Capital Resolution**"), as more particularly set out in the accompanying Information Circular, authorizing and approving the addition to the stated capital account of the Corporation maintained in respect of the Series 1 Preferred Shares an aggregate amount of \$15,000,000, without any payment being made, to take effect prior to the implementation of the Proposed Acquisition, subject to and conditional on approval of the Acquisition Resolution;
3. to consider and, if deemed advisable, pass a special resolution (the "**Share Capital Amendment Resolution**"), as more particularly set out in the accompanying Information Circular, authorizing an amendment to the Corporation's articles of incorporation to cancel the Class B preferred shares of the Corporation as a class and the Series 1 Preferred Shares as a series of shares in the capital of the Corporation authorized for issuance, subject to and conditional on approval of the Acquisition Resolution and implementation of the Proposed Acquisition; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of the Corporation (the "**Board**"), on the unanimous recommendation of a special committee of independent members of the Board (the "**Special Committee**"), has unanimously determined (with Messrs. Mauris and Kayat abstaining) that the Proposed Acquisition is in the best interests of the Corporation and unanimously recommends that the Shareholders vote **FOR** the Acquisition Resolution, **FOR** the Stated Capital Resolution and **FOR** the Share Capital Amendment Resolution.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote **FOR** the Acquisition Resolution, **FOR** the Stated Capital Resolution and **FOR** the Share Capital Amendment

Resolution. If the Acquisition Resolution and the Stated Capital Resolution are not approved by Shareholders at the Meeting, the Proposed Acquisition may not be completed on the terms expected or at all.

THE BOARD OF DIRECTORS OF DOMINION LENDING CENTRES INC. UNANIMOUSLY RECOMMENDS (WITH MESSRS. MAURIS AND KAYAT ABSTAINING) THAT YOU VOTE FOR THE ACQUISITION RESOLUTION, FOR THE STATED CAPITAL RESOLUTION AND FOR THE SHARE CAPITAL AMENDMENT RESOLUTION.

Each Common Share entitled to be voted in respect of the Acquisition Resolution, the Stated Capital Resolution and the Share Capital Amendment Resolution will entitle the holder thereof to one vote at the Meeting.

In order to give effect to the Proposed Acquisition, the Acquisition Resolution requires approval of:

- (a) pursuant to the requirements of Section 611(c) of the TSX Company Manual, a simple majority of the votes cast on the Acquisition Resolution by Shareholders present in person or represented by proxy at the Meeting and entitled to vote at the Meeting;
- (b) pursuant to the requirements of Section 604(a)(ii) and Section 611(b) of the TSX Company Manual, a simple majority of the votes cast on the Acquisition Resolution by Shareholders present in person or represented by proxy at the Meeting and entitled to vote at the Meeting, excluding votes attached to Common Shares that are beneficially owned or over which control or direction is exercised by Gary Mauris, Chris Kayat and/or their associates and affiliates (each as defined in the TSX Company Manual), including KayMaur; and
- (c) as the Proposed Acquisition constitutes a "related party transaction" for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), a simple majority of the votes cast on the Acquisition Resolution by the Shareholders present in person or represented by proxy at the Meeting and entitled to vote at the Meeting, excluding votes required to be excluded for majority of the minority approval for the purposes of MI 61-101.

The Information Circular contains the full text of the Acquisition Resolution. For the purposes of the approval required pursuant to the TSX Company Manual, to the knowledge of the Corporation, an aggregate of 18,261,315 Common Shares held by Gary Mauris, Chris Kayat and/or their associates and affiliates, including KayMaur, will be excluded from voting. For the purposes of the approval required pursuant to MI 61-101, to the knowledge of the Corporation, an aggregate of 18,261,315 Common Shares held by Gary Mauris, Chris Kayat and/or their affiliates, including KayMaur, will be excluded from voting.

The Stated Capital Resolution requires approval of not less than 66⅔% of the votes cast by Shareholders, present in person or represented by proxy at the Meeting and entitled to vote at the Meeting. The Information Circular contains the full text of the Stated Capital Resolution. The holders of the Series 1 Preferred Shares have authorized and approved the Stated Capital Resolution by way of unanimous written resolution.

The Share Capital Amendment Resolution requires approval of not less than 66⅔% of the votes cast by Shareholders, present in person or represented by proxy at the Meeting and entitled to vote at the Meeting. The Information Circular contains the full text of the Share Capital Amendment Resolution.

Shareholders are encouraged to refer to the Information Circular dated October 25, 2024 which accompanies this Notice of Meeting for more detailed information with respect to the matters to be considered at the Meeting.

Shareholders are encouraged to exercise their voting rights by mail, telephone or internet in advance of the Meeting. In an effort to make the Meeting more accessible, Shareholders may listen and watch the Meeting by using the live audio and video connections set out below:

Audio: to join the Meeting via conference call, please dial 1-587-774-9870 at the Meeting time and enter conference ID: 181 584 856#.

Video: to join the Meeting via video call, please log into Microsoft Teams and use Meeting ID: 257 175 694 706 and Passcode: PYAfJC

For greater certainty, Shareholders cannot vote or submit proxies using the above audio and video connections, which have been provided solely as a convenience for Shareholders wanting to listen or view the Meeting without having to attend the offices of the Corporation in person.

The Board has fixed October 24, 2024 as the record date for the Meeting (the "**Record Date**"). Shareholders of record as at the close of business on the Record Date are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat or at any adjournment or adjournments thereof, except to the extent that a holder of record has transferred any Common Shares after the Record Date and the new holder of such Common Shares establishes proper ownership and requests, not later than ten days before the Meeting, to be included on the list of Shareholders eligible to vote at the Meeting.

Shareholders may vote in person at the Meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a Shareholder) as their proxy to attend and vote in their place. Voting by proxy will not prevent you from voting at the Meeting if you revoke your proxy and attend in person, but will ensure that your vote will be counted if you are unable to attend.

If you are a registered Shareholder and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it in the envelope provided. **To be valid, all proxies must be received by Olympia Trust Company ("Olympia"), the transfer agent of the Corporation, at the following: Attn: Proxy Department, Suite 4000, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 or by fax to (403) 668-8307 at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting (namely, by 2:00 p.m. (Calgary time), on November 29, 2024) or any adjournment or adjournments thereof.** If you are a registered Shareholder you may vote by email at proxy@olympiatrust.com or by Internet at <https://css.olympiatrust.com/pxlogin>. If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or intermediary.

A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for such Shareholder on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy. If you wish to appoint another person to vote your Common Shares in person, please insert the name of the person you are appointing in the blank space provided in the form of proxy. Complete your proxy, date and sign the proxy and return it to Olympia using one of the methods outlined above, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting (namely, by 2:00 p.m. (Calgary time), on November 29, 2024) or any adjournment or adjournments thereof.

The Corporation is using notice-and-access to provide Shareholders with electronic access to this Notice of Meeting, the Information Circular, and the form of proxy or voting instruction form, as applicable, in connection with the Meeting (collectively, the "**Meeting Materials**"), instead of mailing paper copies. The Meeting Materials are available on the Corporation's website at: <https://www.dlcg.ca/investors/shareholder-meeting-materials> and under the Corporation's SEDAR+ profile on www.sedarplus.ca. The use of the notice-and-access provisions reduces costs to the Corporation.

To request a paper copy of the Meeting Materials by mail or to receive additional information about notice-and-access, please email Olympia (proxy@olympiatrust.com) or call Olympia (1-866-668-8379 (Toll Free)). There is no cost to Shareholders for requesting a paper copy of the Meeting Materials. Any Shareholder wishing to request a paper copy of the Meeting Materials should do so by November 19, 2024, in order to receive and review the Meeting Materials and submit their vote by 2:00 p.m. (Calgary time) on November 29, 2024, as set out in the form of proxy accompanying this Notice of Meeting. Please retain the form of proxy accompanying this Notice of Meeting as another will not be sent.

Your vote is very important, regardless of the number of Common Shares that you own. Whether or not you expect to attend the Meeting, we encourage you to carefully review the Information Circular and vote through a proxy or voting instruction form, as applicable, as promptly as possible to ensure that your vote will be counted at the Meeting. If you have any questions about any of the information or require assistance in completing your form of proxy or voting instruction form for your Common Shares, as applicable, please consult your financial, legal, tax and other professional advisors.

Dated at the City of Calgary, in the Province of Alberta, this 25th day of October, 2024.

**BY ORDER OF THE BOARD OF
DIRECTORS**

(signed) "*James Bell*"
Executive Vice President and Chief Legal Officer