



**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF
DOMINION LENDING CENTRES INC. TO BE HELD
ON MAY 8, 2025**

**NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

(unless otherwise noted, information as of March 28, 2025)

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: 996 296 445#.

Video: to join the Meeting via video, please log into Microsoft Teams and use Meeting ID: 236 488 961 035 and Passcode: qPkrXa

DOMINION LENDING CENTRES INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 8, 2025**

NOTICE IS HEREBY GIVEN that an annual general and 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 May 8, 2025 at 10:00 a.m. (Calgary time) for the following purposes

1. to receive and consider the consolidated financial statements of the Corporation for the financial year ended December 31, 2024 and the report of the auditors thereon;
2. to elect seven (7) directors of the Corporation for the ensuing year, namely Gary Mauris, Chris Kayat, Trevor Bruno, James Bell, J.R. Kingsley Ward, Ron Gratton and Dennis Sykora;
3. to appoint Ernst & Young LLP as the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of such auditors;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set out in the accompanying management information circular (the "**Information Circular**"), approving the unallocated options under the stock option plan of the Corporation;
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders are referred to the Information Circular dated March 28, 2025 which accompanies this notice 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: 996 296 445 #.

Video: to join the Meeting via video call, please log into Microsoft Teams and use Meeting ID: 236 488 961 035 and Passcode: qPkrXa

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 directors have fixed March 28, 2025 as the record date for the Meeting. Shareholders of record at the close of business on March 28, 2025 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat or at any adjournment thereof, except to the extent that a holder of record has transferred any Common Shares after that 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.

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, the transfer agent of the Corporation, at 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 10:00 a.m., Calgary time, on May 6, 2025) or any adjournment thereof. 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.

Dated at the City of Calgary, in the Province of Alberta, this 28th day of March, 2025.

**BY ORDER OF THE BOARD OF
DIRECTORS**

(signed) "James Bell"

Chief Legal Officer and Corporate Secretary

DOMINION LENDING CENTRES INC.

MANAGEMENT INFORMATION CIRCULAR

for the annual general and special meeting of holders of class "A"
common shares to be held on May 8, 2025

(unless otherwise noted, information as of March 28, 2025)

GENERAL PROXY MATTERS

Solicitation of Proxies

This management information circular (the "**Information Circular**") is dated March 28, 2025 and is furnished in connection with the solicitation by or on behalf of the management of Dominion Lending Centres Inc. (the "**Corporation**") of proxies from holders ("**Shareholders**") of Class "A" common shares of the Corporation ("**Common Shares**") for use at the annual general and special meeting of the Shareholders (the "**Meeting**") to be held on May 8, 2025 at 10:00 a.m. (Calgary time) at the offices of the Corporation, Suite 1900, 350 – 7th Avenue SW, Calgary, Alberta and at any adjournment or adjournments thereof for the purposes set out in the accompanying notice of the annual general meeting (the "**Notice of 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: 996 296 445 #.

Video: to join the Meeting via video call, please log into Microsoft Teams and use Meeting ID: 236 488 961 035 and Passcode: qPkrXa

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 solicitation of proxies is made on behalf of the management of the Corporation. Any solicitation will be primarily by mail but may also be by telephone, email, facsimile or in person by directors, officers or employees of the Corporation (who will not be additionally compensated). The costs incurred in the preparation of the form of proxy, Notice of Meeting and this Information Circular and the solicitation of proxies will be borne by the Corporation. All currency amounts expressed herein, unless otherwise indicated, are expressed in Canadian dollars.

Appointment and Revocation of Proxies

The persons named in the accompanying form of proxy are directors and/or officers of the Corporation. **Shareholders desiring to appoint some other person (who is not required to be a Shareholder of the Corporation) to represent him or her at the Meeting may do so either by inserting such person's name in the blank space provided in the form of proxy and deleting the names printed thereon or by completing another proper form of proxy.** Such Shareholder should notify the nominee of his

appointment, obtain his consent to act as proxy and instruct him on how the Common Shares are to be voted.

A proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, it is executed under corporate seal or by a duly authorized officer or attorney of such corporation and delivered to Olympia Trust Company, the transfer agent of the Corporation, at 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 10:00 a.m. (Calgary time) on May 6, 2025) or any adjournment thereof.

A Shareholder who has given a proxy may revoke it in any manner permitted by law, including by instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney of such corporation, and deposited with Olympia Trust Company at the address specified above at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or with the Chair of the Meeting on the day of the Meeting or any adjournment thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution. If a proxy is not dated, it will be deemed to bear the date on which it was mailed by management of the Corporation.

Advice to Beneficial Holders of Common Shares

The information set out in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold their Common Shares in their own name. Shareholders who do not hold shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker or other intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In Canada, the majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held. Therefore, Beneficial Shareholders cannot be recognized at the Meeting for the purposes of voting the Common Shares in person or by proxy except as set forth below. **Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting in order to have their Common Shares voted.**

In accordance with the requirements of National Instrument 54-101 ("**NI 54-101**") of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, Information Circular and form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and intermediaries for onward distribution to the Beneficial Shareholders. The Corporation intends to pay for delivery of the Meeting Materials to objecting beneficial holders (as defined in NI 54-101), and as a result objecting beneficial holders will receive the Meeting Materials from their broker or other intermediary. Intermediaries are required to forward the Meeting Materials to Beneficial Shareholders unless a Beneficial

Shareholder has waived the right to receive them. Very often, intermediaries will use service companies to forward the Meeting Materials to Beneficial Shareholders.

Applicable regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of a shareholder meeting. Every broker and other intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The voting instruction form supplied to a Beneficial Shareholder by its broker and other intermediary is similar to the form of proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (the broker or other intermediary) on how to vote on behalf of the Beneficial Shareholder. The majority of brokers and other intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form which is mailed to Beneficial Shareholders with a request that the Beneficial Shareholders return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (i.e. by way of the Internet or telephone). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge or voting instructions communicated to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker or other intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and vote their Common Shares as proxyholder for the registered Shareholder should contact their broker or other intermediary well in advance of the Meeting.**

Voting of Proxies

All Common Shares represented at the Meeting by a properly executed proxy will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with such specification. **In the absence of any such specification or instruction, the management designees named in the form of proxy will vote in favour of all of the matters set out in the Notice of Meeting.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, management of the Corporation is not aware of any such amendments or variations or of any other matters to be presented for action at the Meeting. If, however, amendments, variations or other matters properly come before the Meeting, the persons designated in the form of proxy will vote thereon in accordance with their judgment pursuant to the discretionary authority conferred by such proxy with respect to such matters.

Meeting Materials – Use of Notice and Access

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (the "Notice-and-Access

Provisions") for the Meeting in respect of mailings to beneficial Shareholders, but not in respect of mailings to registered Shareholders (i.e. a Shareholder whose name appears on the register of Shareholders). The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that are intended to reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post online an information circular and related materials in respect of a meeting of its shareholders.

While registered Shareholders will receive a paper copy of the notice of meeting, this Information Circular and a form of proxy, beneficial Shareholders will receive a notice containing information prescribed by the Notice-and-Access Provisions and a voting instruction form. In addition, a paper copy of the notice of meeting, this Information Circular, and a voting direction will be mailed to those Shareholders who do not hold their Common Shares in their own name, but who have previously requested to receive paper copies of these materials. The Corporation's financial statements in respect of its most recently completed financial year will be mailed to registered Shareholders and those beneficial Shareholders who previously requested to receive such information.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The record date for the purpose of determining holders of Common Shares entitled to notice of, and to vote at, the Meeting is March 28, 2025. Only Shareholders of record on that date are entitled to receive notice of the Meeting and to vote thereat on the basis of one vote for each Common Share held, except to the extent that a registered Shareholder has transferred the ownership of any Common Shares, subsequent to March 28, 2025, and the transferee of such Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the list of Shareholders before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting. The transfer registers for the Common Shares will not be closed.

The Corporation has an authorized capital consisting of an unlimited number of Common Shares. As of March 28, 2025, there are 78,724,438 Common Shares issued and outstanding as fully paid and non-assessable.

The bylaws of the Corporation provide that a quorum for the purposes of conducting a Shareholder meeting is constituted if two persons holding or representing by proxy not less than five percent of the issued Common Shares entitled to vote at the Meeting are present in person or are represented by proxy.

Any registered Shareholder at the close of business on March 28, 2025 who either personally attends the Meeting or who completes and delivers a proxy will be entitled to vote or have his Common Shares voted at the Meeting. However, a person appointed under the form of proxy will be entitled to vote the Common Shares represented by that form of proxy only if it is effectively delivered in the manner set out under the heading "Appointment and Revocation of Proxies".

As of March 28, 2025, to the knowledge of the directors and executive officers of the Corporation, the following sets out the only persons or companies that beneficially own, or control or direct, directly or indirectly, 10% or more of the issued and outstanding Common Shares:

Name and Jurisdiction of Residence	Type of Ownership	Number of Common Shares	Percentage of Outstanding Common Shares
Mauris Family Investments Ltd., British Columbia ⁽¹⁾	Direct	20,088,533	25.5%
603908 BC Ltd., British Columbia ⁽²⁾	Direct	19,362,332	24.6%
Belcorp Industries Inc., British Columbia ⁽³⁾	Direct	14,657,798	18.6%

Notes:

(1) Mauris Family Investments Ltd. ("MaurisCo") is owned and controlled by Gary Mauris (a director and executive officer of the Corporation).

(2) 603908 BC Ltd. (KayatCo") is owned and controlled by Chris Kayat (a director and executive officer of the Corporation).

(3) Trevor Bruno, a director of the Corporation, is an executive officer of Belcorp Industries Inc. ("Belcorp").

BUSINESS OF THE MEETING

Particulars of Matters to be Acted Upon

The following items of business will be presented to the Shareholders at the Meeting:

1. to receive and consider the consolidated annual financial statements of the Corporation for the financial year ended December 31, 2024 and the report of the auditors thereon;
2. to elect seven (7) directors of the Corporation for the ensuing year, namely Gary Mauris, Chris Kayat, Trevor Bruno, James Bell, J.R. Kingsley Ward, Ron Gratton and Dennis Sykora;
3. to appoint Ernst & Young LLP as the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of such auditors;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set out in the accompanying Information Circular, approving the unallocated options under the stock option plan of the Corporation (the "**Option Plan**"); and
5. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Additional detail regarding each of the matters to be acted on at the Meeting is contained below.

Financial Statements and Auditor's Report

The consolidated financial statements of the Corporation for the financial year ended December 31, 2024, together with the report of the auditors thereon, were mailed to all registered Shareholders of the Corporation as well as to all Beneficial Shareholders who requested to receive a copy.

The Corporation is providing, concurrent with this Information Circular, a request form to all registered and Beneficial Shareholders of the Corporation for use by Shareholders to request a copy of the Corporation's annual financial statements and related management's discussion and analysis ("**MD&A**") and/or interim financial statements and related MD&A. Shareholders must complete and return the request form or provide a written request to the Corporation in order to receive the financial statements and MD&A from the Corporation. Shareholders are encouraged to send the request form, together with the completed form

of proxy, in the addressed envelope to the Corporation c/o Proxy Department, Suite 4000, 520 - 3rd Avenue SW, Calgary, Alberta T2P 0R3 or to return the request form to the Corporation in accordance with the return instructions provided thereon.

Election of Directors

Action is to be taken at the Meeting with respect to the election of directors. The Shareholders will be asked to pass an ordinary resolution at the Meeting to elect, as directors, the nominees whose names are set out in the table below.

Shareholders are entitled to vote for or withhold their vote for each nominee on an individual basis. The Board has adopted a majority voting policy which provides that if a director receives more "withhold" votes than "for" votes in an uncontested election of directors that director must immediately tender his resignation, and the remaining Board members must determine whether or not to accept such resignation within 90 days (and will be required to accept the resignation absent exceptional circumstances).

The Articles of the Corporation provide that the board of directors of the Corporation (the "**Board**") shall have a minimum of three and a maximum of fifteen directors. The number of directors of the Corporation has been fixed at seven (7) by resolution of the Board. The following are the nominees proposed for election as directors of the Corporation at the Meeting, to serve until the next annual meeting of Shareholders or until their successors are duly elected or appointed. All current directors are being nominated for re-election at the Meeting.

The following table sets out, for all persons proposed to be nominated for election as directors: (a) their name, province or state and country of residence; (b) all positions and offices with the Corporation now held by them; (c) their present principal occupations, businesses or employments; (d) periods during which they have served as directors of the Corporation; (e) attendance at 2023 Board meetings; and (f) the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each proposed director. Additional information concerning the following proposed directors' prior principal occupations over the last five years is included in their biographical information following the table below.

Name and Jurisdiction of Residence	Present Position with the Corporation and Principal Occupation	Director since and 2022 Board Meeting Attendance	Common Shares beneficially owned or controlled
Gary Mauris British Columbia, Canada	Executive Chairman and Chief Executive Officer (January 1, 2021 to present) CEO of Dominion Lending Centres (2006 to December, 2020)	June 20, 2016 to present Meeting Attendance: 7/7	20,088,533 ⁽⁴⁾
Chris Kayat British Columbia, Canada	Executive Vice-Chairman (January 1, 2021 to present) Executive Vice-President of Dominion Lending Centres (2006 to December, 2020)	December 22, 2017 to present Meeting Attendance: 6/7	19,362,332 ⁽⁵⁾
Trevor Bruno ⁽¹⁾⁽²⁾⁽³⁾ British Columbia, Canada	Vice-President and Chief Legal Officer of Belcorp Industries Inc. (2016 to present)	June 10, 2020 to present Meeting Attendance: 7/7	14,662,898 ⁽⁶⁾

James Bell⁽⁷⁾ Alberta, Canada	Executive Vice President, Corporate and Chief Legal Officer (December, 2023 to present) Co-President the Corporation (January, 2021 to December 2023); President and Chief Executive Officer of the Corporation (January, 2019 to January, 2021); Interim Chief Financial Officer of the Corporation (October, 2018 to January, 2019); General Counsel and Corporate Secretary of the Corporation (April, 2016 to January, 2019); Chief Operating Officer of the Corporation (November, 2016 to January, 2019)	February 23, 2016 to present Meeting Attendance: 7/7	315,155
Ron Gratton⁽¹⁾⁽²⁾⁽³⁾⁽⁸⁾ Alberta, Canada	Businessman and Chartered Professional Accountant	April 16, 2016 to present Meeting Attendance: 7/7	220,700
J.R. Kingsley Ward⁽²⁾⁽³⁾ Ontario, Canada	Managing Partner of VRG Capital (2011 to present); Chairman of Vimy Ridge Group Investments Inc. (January, 1991 to present) Chairman and CEO of Simply Better Brands Corp. (February 2024 to present)	April 16, 2016 to present Meeting Attendance: 7/7	417,466
Dennis Sykora⁽¹⁾ Alberta, Canada	Businessman, Lawyer and Chartered Professional Accountant	January 25, 2018 to present Meeting Attendance: 7/7	57,000

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance Committee.
- (4) The Common Shares controlled by Mr. Mauris are held by MaurisCo.
- (5) The Common Shares controlled by Mr. Kayat are held by KayatCo.
- (6) Of the Common Shares controlled by Mr. Bruno, 5,100 are held personally and 14,657,798 are held by Belcorp.
- (7) Mr. Bell was formerly a director of Just Energy Group Inc. ("Just Energy"), a retail energy provider. On March 9, 2021, Just Energy sought and received creditor protection under the Companies' Creditors Arrangement Act ("CCAA") and similar protection under Chapter 15 of the Bankruptcy Code in the United States. Just Energy emerged from CCAA in December, 2022 and Mr. Bell resigned as a director on the same date.
- (8) Mr. Gratton acted as one of the managing directors of Welded Construction, L.P. ("Welded") by virtue of being a director of a private limited liability company that is one of two general partners of Welded. Welded is a US based partnership operating in the pipeline construction business and Welded filed a petition under Chapter 11 of Title 11 of the US Bankruptcy Code on October 22, 2018.

The biographies of the nominees above are as follows:

Gary Mauris, Executive Chairman, Chief Executive Officer and Director, Age 56

Mr. Mauris was appointed Executive Chairman and Chief Executive Officer of the Corporation on January 1, 2021. Mr. Mauris is the co-founder of Dominion Lending Centres and has been the Chief Executive Officer since its formation in 2006. He is also Chief Executive Officer of Mortgage Centre Canada and Chairman of Mortgage Architects, both of which are wholly-owned operating subsidiaries of DLC. Mr. Mauris has been a licensed mortgage broker in the Province of British Columbia since 2006.

Chris Kayat, Executive Vice Chairman and Director, Age 59

Mr. Kayat was appointed Executive Vice Chairman of the Corporation on January 1, 2021. Mr. Kayat is the co-founder of Dominion Lending Centres and has been the Executive Vice-President since its formation in 2006. Mr. Kayat is the co-founder and Executive VP of Dominion Lending Centres (DLC). Prior to co-founding DLC, he was the largest Royal LePage owner in Western Canada by market share and overall agent count before selling such franchises to Royal LePage Corporate in 2014 to focus on growing DLC. Before acquiring his real estate companies in 1997, Mr. Kayat was one of the most productive realtors in British Columbia. While owning his real estate business, he owned and operated a productive mortgage brokerage which became DLC's first franchise.

Trevor Bruno, Director, Age 48

Mr. Bruno is Vice President and Chief Legal Officer for the Belcorp Group of Companies. He is involved in all aspects of operational, investment, divestiture and management decisions and provides legal support for all business operations at Belcorp. Mr. Bruno is a corporate lawyer with over 20 years of experience. Prior to joining Belcorp in 2016, Mr. Bruno spent 10 years at Intrawest where he served in numerous of roles, including President of Intrawest's hospitality and timeshare division (2012-2016), Vice President of Corporate Development (2009-2012) and legal counsel (2007-2009). Prior thereto, Mr. Bruno also spent more than 5 years practicing at Sidley Austin LLP in New York. Mr. Bruno was named one of Business in Vancouver's Forty under 40 in 2015. Mr. Bruno obtained a Bachelor of Law and B.Sc. from the University of British Columbia and is called to the bar in New York and British Columbia.

James Bell, Executive Vice President, Corporate, Chief Legal Officer and Director, Age 50

Mr. Bell has been a Director of the Corporation since February, 2016. He became Executive Vice President, Corporate and Chief Legal Officer effective December 7, 2023. Prior thereto he served as Co-President (from January 1, 2021 to December 7, 2023), President and Chief Executive Officer (from January 30, 2019 to December 31, 2020), Interim Chief Financial Officer (from October 1, 2018 to January 30, 2019), General Counsel and Corporate Secretary (from April, 2016 to January 30, 2019) and Chief Operating Officer of the Corporation (from November, 2016 to January 30, 2019). Mr. Bell is a corporate and securities lawyer with over 23 years of experience. Mr. Bell has served as General Counsel for Olympia Financial Group Inc. and its wholly-owned subsidiary Olympia Trust Company (a non-deposit taking trust company) for six years prior to joining the Corporation and was a partner of an international law firm prior thereto. In addition, Mr. Bell serves as a director, audit committee member and chair of the compensation committee of Paramount Resources Ltd. (a publicly traded energy company). Mr. Bell graduated from the University of Saskatchewan with a Bachelor of Laws degree in 1999.

Ron Gratton, Director, Age 69

Mr. Gratton is a Chartered Professional Accountant. Mr. Gratton is President and a director of the McCaig Real Estate a private commercial real estate company, as well as a director of several private investment and operating entities including Chairman of Revolution Oil and Gas Corporation, a private energy company. From 2000 until 2010, Mr. Gratton was a senior tax partner with PricewaterhouseCoopers LLP. Prior thereto, he held senior roles with Coopers & Lybrand as well as various public and private companies.

J.R. Kingsley Ward, Director, Age 61

Mr. Ward has more than 30 years of experience initiating, structuring and monetizing private equity investments. Mr. Ward is both Chairman of his family holding company, the Vimy Ridge Group

Investments Inc., and Managing Partner at VRG Capital Inc., a private equity firm. He also serves as: Chairman & CEO of Simply Better Brands Corp. (TSXV:SBBC), a brand accelerator in the global protein-based nutrition category, Chairman of Clarus Securities, an institutional investment dealer; Chairman at DATA Communications Mgmt. (TSX:DCM), a communications and marketing solutions company; Chairman at GT Holdings Corp., an AI and software technology company, and Director of HEALWELL AI (TSX:AIDX), a healthcare artificial intelligence company. Mr. Ward has been actively involved in multiple philanthropic activities and is actively involved in YPO since 1999, holding a number of executive positions.

Dennis Sykora, Director, Age 65

Mr. Sykora is a lawyer, Chartered Professional Accountant and experienced executive. Mr. Sykora currently serves as a director of Questerre Energy Corporation, an energy company listed on the TSX and Norway Stock Exchange. Mr. Sykora served as a senior executive with High Arctic Energy Services (an energy services company listed on the TSX) from April 2007 to July 2014 in various roles including as Chief Executive Officer and Executive Vice President and General Counsel and served on the Board of Directors until November 2016. Prior to that, he spent 10 years as a senior corporate executive and 15 years as a lawyer and Chartered Accountant with Felesky Flynn LLP and Ernst & Young LLP, specializing in tax planning. Mr. Sykora is a member of both the Law Society of Alberta and the Chartered Professional Accountants of Alberta.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the election of the nominees set out above. Management does not contemplate that any of the nominees will be unable to serve as a director. However, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Advance Notice By-Law Provisions

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 an 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.

Appointment and Remuneration of Auditors

On August 7, 2018, the Board appointed Ernst & Young LLP, Chartered Accountants ("E&Y") of 2200, 215 – 2nd Street S.W. Calgary, Alberta, as the auditors of the Corporation to hold office until the close of the next annual meeting of the Shareholders at a remuneration to be fixed by the directors of the Corporation.

The information regarding the Corporation's audit committee as required by section 5.1 of National Instrument 52-110 is set forth in the Corporation's 2023 annual information form under the heading "Audit Committee" and in Schedule A thereto.

Management recommends that the Shareholders vote in favour of the appointment of E&Y as the Corporation's auditors for the ensuing year and grant the directors the authority to determine the remuneration to be paid to the auditor. Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of E&Y, to act as the Corporation's auditors until the close of its next annual general meeting and also intend to vote FOR the resolution to authorize the directors to fix the remuneration to be paid to the auditors.

Approval of Unallocated Options under the Stock Option Plan

At the Meeting, Shareholders will be asked to consider an ordinary resolution to approve all unallocated options under the Option Plan, the full text of which is attached hereto as Schedule "B" to this Information Circular.

The Toronto Stock Exchange requires that all unallocated options, rights or other entitlements under an "evergreen" securities based compensation arrangement be approved by shareholders every three years following the date of implementation. Therefore, at the Meeting, Shareholders will be asked to consider, and if thought advisable, pass an ordinary resolution approving the unallocated options under the Option Plan (the "**Option Plan Resolution**"). In the event that the Option Plan Resolution is not passed by the requisite number of votes cast at the Meeting, the Corporation will not have an operative stock option plan and therefore the Board will not be able to issue additional options until such time as the Option Plan Resolution is approved or another stock option plan is created and approved, and may consequently have difficulty attracting and retaining high caliber personnel.

Under the Option Plan, the aggregate number of Common Shares that may be reserved for issuance to directors, officers, key employees and, subject to the terms and conditions of the Option Plan, consultants of the Corporation and its affiliates, shall not exceed 10% of the issued and outstanding Common Shares, less any Common Shares reserved for issuance under other Share Compensation Arrangements (as defined in the Option Plan).

The following is a summary of the material terms of the Option Plan.

Eligible Persons

"Eligible Persons" means any employee, officer, director or consultant of the Corporation or any of its affiliates.

Number of Securities Issuable

The aggregate number of Common Shares that may be reserved for issuance under the Option Plan or any other Share Compensation Arrangement (pre-existing or otherwise) shall not exceed 10% of the issued and outstanding Common Shares at the time of grant.

Exercise Price

The exercise price per Common Share shall be determined by the Board of Directors at the time the Option is granted, but, in any event, shall not be less than the market price on the date of the grant of the Option. The "market price" in the Option Plan means the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange for the five trading days immediately preceding the relevant date.

Participation Limit

The aggregate number of Common Shares issuable pursuant to the Option Plan and any other Share Compensation Arrangement (pre-existing or otherwise) to insiders shall not exceed 10% of the Common Shares outstanding at any time. The aggregate number of Common Shares issued upon exercise of the options granted pursuant to the Option Plan and any other Share Compensation Arrangement (pre-existing or otherwise) to insiders within a one-year period shall not exceed 10% of the Common Shares then outstanding.

The Option Plan does not provide for a maximum number of Common Shares which may be issued to any one person under the plan.

Vesting

Options granted pursuant to the Option Plan shall vest and become exercisable by an optionee at such time or times as may be determined by the Board, and may be made subject to performance conditions as the Board may determine at the time of granting such Options.

Term of Options

The Board shall determine the term of any Option granted pursuant to the Option Plan provided that Options granted under the Option Plan will have a maximum term of ten (10) years from the date of the Option grant.

Extension of Expiry Period

In the event that the expiry of a period during which an Option may be exercised (an "**Option Period**") falls within two (2) trading days after the end of, a trading blackout period imposed by the Corporation (the "**Blackout Period**"), the expiry date of such Option Period shall be automatically extended to the close of the 10th trading day following the end of the Blackout Period.

Termination of Exercise Right

If an optionee ceases to be an "Eligible Person" due to death or disability, any Option held by such optionee at the date of death or disability shall be exercisable by the optionee's legal heirs or personal representatives, as applicable. All such Options shall be exercisable only to the extent that the optionee was entitled to exercise the Option at the date of death or disability and only for twelve (12) months after the date of death or disability or prior to the expiration of the Option Period in respect thereof, whichever is sooner, subject to the Board of Directors determining otherwise in its own discretion upon the grant of such Options or after the occurrence of such death or disability.

If an optionee ceases to be an "Eligible Person", other than as a result of termination for cause, any Option held by such optionee at the date such person ceases to be an "Eligible Person" shall be exercisable only to the extent that the optionee is entitled to exercise the Option on such date and only for ninety (90) days thereafter (or such longer period as may be prescribed by law or as may be determined by the Board of Directors in its sole discretion) or prior to the expiration of the Option Period in respect thereof, whichever is sooner. Subject to the provisions with respect to vesting of options in an optionee's employment agreement with the Corporation, in the case of an optionee being terminated for cause, the Option shall immediately terminate and shall no longer be exercisable as of the date of such termination, subject to the Board of Directors determining otherwise. Notwithstanding the foregoing, when an optionee ceases to be an "Eligible Person", the Board of Directors has discretion to accelerate the vesting of his/her options and/or allow such Options to continue for a period beyond ninety (90) days, except however, that such Options may not be extended beyond the expiry of their original Option Period.

No Assignment

Options are not assignable or transferable other than by will or by the applicable laws of descent, except to a holding company of the optionee or by a holding company to the optionee, with the consent of the Corporation. During the lifetime of an optionee, all Options may only be exercised by the optionee or such holding company.

Administration

The Option Plan will be administered by the Board of Directors which, generally speaking, will determine which persons will receive grants of Options, the number of Common Shares to be optioned, the terms of exercise and vesting, the option exercise price and the duration of the exercise period. The Board of Directors may also delegate its powers under the Option Plan to one or more committees of the Board of Directors.

Financial Assistance

No financial assistance is provided by the Corporation to optionholders to facilitate the exercise of Options.

Amendments Requiring Shareholder Approval

Shareholder approval is required for the following amendments to the Option Plan:

- (a) an increase to the maximum number of Common Shares issuable under the Option Plan, whether as a fixed number or a percentage (except any increase resulting automatically from an increase in the number of Common Shares outstanding);
- (b) any amendment to remove or to increase the insider participation limit;

- (c) amendments relating to the transferability of Options other than as permitted under the Option Plan;
- (d) a reduction in the exercise price of an Option benefiting an insider of the Corporation;
- (e) an extension of the term benefiting an insider of the Corporation;
- (f) the addition of any form of financial assistance; and
- (g) any amendments to Section 3.8 of the Option Plan regarding amendment, modification or termination of the Option Plan.

General Amendments

The Board may, subject to receipt of requisite regulatory approval, where required, in its sole discretion and without shareholder approval, make all other amendments to the Option Plan, including, without limitation: (i) amendments of a housekeeping nature; (ii) the addition of or a change to vesting provisions of a security or the Option Plan; (iii) a change to the termination provisions of a security or the Option Plan which does not entail an extension beyond the original expiry date; (iv) amendments to the definition of "Eligible Person"; and (v) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Option Plan reserve.

Options Issued and Available

No Options have been issued under the Option Plan to date. The maximum number of Options available for issuance under the Option Plan as at March 28, 2025 is 7,872,443 (representing 10% of the Corporation's issued and outstanding Common Shares). The Options available to be granted under the Option Plan represent 10% of the Common Shares issued and outstanding.

As of the date hereof, no options have been granted under the Option Plan. The Corporation's annual burn rate, as described in Section 613(d) of the TSX Company Manual, under the Option Plan was 0% in fiscal 2022, fiscal 2023 and fiscal 2024. The burn rate is subject to change from time to time, based on the number of options granted and the total number of Common Shares issued and outstanding.

The text of the ordinary resolution to be considered at the Meeting will be substantially as follows:

"RESOLVED, as an ordinary resolution of the shareholders of the Corporation (the "**Shareholders**"), that:

- (a) all unallocated options under the stock option plan (the "**Option Plan**") be and are hereby approved;
- (b) the Corporation has the ability to continue granting options under the Option Plan until May 8, 2028, which is the date that is three (3) years from the date of the shareholder meeting at which the shareholder approval is being sought;
- (c) notwithstanding that this ordinary resolution has been duly passed by the Shareholders, the board of directors of the Corporation (the "**Board**") may revoke this resolution at any time if such revocation is considered desirable by the Board without further approval of the Shareholders; and

- (d) any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the terms of the foregoing."

The Option Plan Resolution will require the affirmative vote of a majority of the votes cast on such resolution at the Meeting by the Shareholders, whether in person or by proxy.

Management of the Corporation recommends that Shareholders vote in favour of the Option Plan Resolution. Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the Option Plan Resolution.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting.

COMPENSATION DISCUSSION AND ANALYSIS

The following compensation discussion and analysis outlines the design, provisions and total value of the Corporation's executive and director compensation for the financial year ending December 31, 2024. For the purposes of the following discussion and analysis, the term "Named Executive Officers" or "NEOs" means: (i) the Chief Executive Officer, (ii) the Chief Financial Officer(s), (iii) the next three most highly compensated executive officers serving at the end of the most recent financial year and (iv) any officer who would have been among the next three most highly compensated executive officers if they had been serving at the end of the most recent financial year. The Corporation's NEOs for the purpose of this Information Circular are listed below:

Gary Mauris, Executive Chairman and Chief Executive Officer ("CEO")
Geoff Hague, Chief Financial Officer
Eddy Cocciollo, President of DLC Group of Companies
Geoff Willis, President of Newton Connectivity Systems Inc.
Rich Spence, President of MCC Mortgage Centre Canada Inc.

The Compensation disclosure set out herein has been prepared using the accrual method (as opposed to reporting based on amounts paid in the period). As such, amounts set out herein may not correspond to amounts set out in previous compensation disclosure.

Compensation Program and Philosophy

The main objective of the Corporation's compensation program is to reward employees for their contributions to the achievements of the Corporation, retain all employees and to minimize corporate expense and dilution. The Corporation's compensation philosophy sought to align the interests of the Corporation's executives and employees with the interests of the Corporation's shareholders and develop

and maintain a framework for compensation which is competitive, and allows for the Corporation to retain and motivate qualified high performing executives.

Given the relatively small number of executives, the Corporation tailors compensation to each NEO. The Corporation's compensation program aims to balance the following principles:

- retaining highly motivated, educated and experienced talent;
- incenting sales-based NEOs to grow corporate revenues and EBITDA and to align such persons with Shareholders;
- avoiding shareholder dilution; and
- minimizing corporate expense.

Current Compensation Program Elements

The Corporation's compensation policies are designed to recognize and reward individual performance as well as to provide a competitive level of compensation. The Corporation's compensation program tailors compensation for each NEO and included the following elements:

- Base salary (all NEOs);
- Cash bonuses for the prior fiscal year (excluding Messrs. Mauris);
- Restricted Share Units ("RSUs") issued pursuant to the Restricted Share Unit Plan effective April 23, 2019 (the "RSU Plan"); and
- benefits and perquisites.

A description of each element and its purpose is described below.

Base Salary

The purpose of the base salary is to provide executives and employees with a minimum amount of compensation that is not linked directly to profitability and that is commensurate with the individual's experience and responsibilities. Base salaries were set based on experience, qualifications and corporate responsibilities.

Cash Bonuses

Cash bonuses are a short-term compensation element payable on or about March 31 of each year, designed to incent the executive for achieving certain goals or objectives in the prior fiscal year.

RSUs

The Corporation adopted a the RSU Plan in an effort to better align the directors and certain employees with shareholders. Each RSU granted under the RSU Plan entitles the holder thereof to the cash equivalent of one (1) Common Share on vesting or to receive one (1) Common Share acquired by the Corporation in the market. Concurrent with adopting the RSU Plan, the Corporation retained an independent trustee (the "RSU Plan Trustee") to facilitate market purchases of Common Shares to partially hedge the Corporation's obligations under the issued RSUs. As at December 31, 2024, an aggregate of 438,148 RSUs were issued and outstanding and the RSU Plan Trustee had acquired an aggregate of 265,258 Common Shares in the market.

Benefits and Perquisites

In addition to the compensation elements set out above, the executives and employees are also entitled to certain perquisites, such as paid monthly parking and health plan coverage.

Other Available Compensation Program Elements

Options

The Corporation elected not to include stock options in its 2024 compensation program given the Corporation's desire to avoid dilution and given the entitlements of the previously outstanding Preferred Shares. No stock options under the Option Plan were issued during the financial years ended 2018 through 2024. An overview of the Corporation's Option Plan is included herein, and a copy of the Option Plan is attached hereto as Schedule "B" but the Option Plan is not currently included in the Corporation's compensation program.

Compensation Governance

The Corporation has a Compensation Committee that reviews and provides recommendations to the Board in respect of compensation matters relating to the Board and the Named Executive Officers. The Compensation Committee is currently comprised entirely of independent directors, being Messrs. Gratton (Chair), Ward and Bruno.

The Committee's primary duties and responsibilities are to:

- consider and make recommendations to the Board regarding the compensation strategy and objectives of the Corporation;
- consider and make recommendations to the Board relating to incentive payments and programs, including security-based compensation plans;
- review the compensation disclosure in the Corporation's management information circular and proxy statement; and
- consider and make recommendations to the Board in respect of other compensation matters as appropriate.

All of the members of the Compensation Committee have extensive managerial and executive experience dealing with employee performance and compensation. Each member has worked in excess of 20 years in the finance industry or in businesses related thereto, in a number of different roles and has extensive knowledge of relevant compensation practices and trends. Given their wealth of experience and the resources available to them, they are well positioned to make decisions with respect to the Corporation's compensation policies and practices.

Members of the Compensation Committee

A brief biography for each member of the Compensation Committee is provided below. Given their wealth of experience and the resources available to them, the members of the Compensation Committee are well positioned to make decisions with respect to Corporation's compensation policies and practices.

Ron Gratton (Chair)

Mr. Gratton is a Chartered Professional Accountant. Mr. Gratton is President and a director of the McCaig Real Estate a private commercial real estate company, as well as a director of several private investment and operating entities including Revolution Oil and Gas Corporation, a private energy company. From

2000 until 2010, Mr. Gratton was a senior tax partner with PricewaterhouseCoopers LLP. Prior thereto, he held senior roles with Coopers & Lybrand as well as various public and private companies.

Trevor Bruno

Mr. Bruno is Vice President and Chief Legal Officer for the Belkorp Group of Companies. He is involved in all aspects of operational, investment, divestiture and management decisions and provides legal support for all business operations at Belkorp. Mr. Bruno is a corporate lawyer with over 20 years of experience. Prior to joining Belkorp in 2016, Mr. Bruno spent 10 years at Intrawest where he served in numerous of roles, including President of Intrawest's hospitality and timeshare division (2012-2016), Vice President of Corporate Development (2009-2012) and legal counsel (2007-2009). Prior thereto, Mr. Bruno also spent more than 5 years practicing at Sidley Austin LLP in New York. Mr. Bruno was named one of Business in Vancouver's Forty under 40 in 2015. Mr. Bruno obtained a Bachelor of Law and B.Sc. from the University of British Columbia and is called to the bar in New York and British Columbia.

Kingsley Ward

Mr. Ward has more than 30 years of experience initiating, structuring and monetizing private equity investments. Mr. Ward is both Chairman of his family holding company, the Vimy Ridge Group Investments Inc., and Managing Partner at VRG Capital Inc., a private equity firm. He also serves as: Chairman & CEO of Simply Better Brands Corp. (TSXV:SBBC), a brand accelerator in the global protein-based nutrition category, Chairman of Clarus Securities, an institutional investment dealer; Chairman at DATA Communications Mgmt. (TSX:DCM), a communications and marketing solutions company; Chairman at GT Holdings Corp., an AI and software technology company, and Director of HEALWELL AI (TSX:AIDX), a healthcare artificial intelligence company. Mr. Ward has been actively involved in multiple philanthropic activities and is actively involved in YPO since 1999, holding a number of executive positions.

Compensation Consultants and Advisors

The Compensation Committee does not engage independent consultants or advisors to provide feedback and analysis respecting the Corporation's executive compensation structure and features.

Risk Implications Associated with Compensation Policies and Practices

The Board is satisfied that there were not any identified risks arising from the Corporation's compensation plans or policies that would have had any negative or material impact on the Corporation.

2024 Compensation Amendments – Base Salaries, Bonuses and RSUs

The Corporation made significant changes to its compensation practices in fiscal 2024 and entered into amended and restated executive employment agreements with each of Messrs. Mauris, Cocciollo, Willis and Spence.

For Mr. Mauris, he agreed to reduce his annual base salary from \$430,000 to \$250,000 in consideration for a fixed annual award of 130,000 RSUs (which had a value of appx. \$2.75 per RSU on the date the agreement was revised). The purpose of this amendment was to increase the 'at-risk' compensation for Mr. Mauris.

In the fourth quarter of 2023 and the first quarter of 2024, the Corporation revised its management framework to promote collaboration and communication across business units in an effort to better align the executive team with Shareholders. As part of these changes, the Corporation entered into amended and restated executive employment agreements with each of Messrs. Cocciollo, Willis and Spence.

As Mr. Cocciollo is the President of the DLC Group, his compensation plan was revised to include a base salary of \$450,000 and an annual bonus equal to 4% of DLC Group EBITDA that exceeds \$32 million (subject to certain normalizations and adjustments). The first \$175,000 of bonus is to be paid in cash and the balance is to be allocated equally between cash and RSUs (vesting in 1/3 tranches). This revised plan was to focus Mr. Cocciollo on DLC Group profitability and to increase his ‘at-risk’ compensation as his total compensation increases. Mr. Cocciollo is to receive a minimum annual bonus of \$50,000. Under his prior compensation arrangement, Mr. Cocciollo earned a base salary of \$350,000 and an annual cash bonus equal to 5% of the DLC Group EBITDA (excluding Newton) that exceeded \$17.047 million (being the EBITDA amount for the DLC Group when Mr. Cocciollo became President of DLC).

As Mr. Willis is the President of Newton, his compensation plan was revised to include a base salary of \$425,000 and an annual bonus equal to: (i) 5% of Newton EBITDA that exceeds \$8 million; plus (ii) 2% of DLC Group EBITDA that exceeds \$32 million (subject to certain normalizations and adjustments). The first \$175,000 of bonus is to be paid in cash and the balance is to be allocated equally between cash and RSUs (vesting in 1/3 tranches). This revised plan was to focus Mr. Willis on both Newton’s performance as a stand-alone business unit and the DLC Group profitability. The plan also increase his ‘at-risk’ compensation as his total compensation increases. For fiscal 2024 and 2025, Mr. Willis is to receive a minimum annual bonus of \$200,000. Under his prior compensation arrangement, Mr. Willis earned a base salary of \$400,000 and was able to earn an annual cash bonus up to 50% of his base salary on hitting certain performance targets.

As Mr. Spence is the President of MCC, his compensation plan was revised to include a base salary of \$400,000 and an annual bonus equal to: (i) 10% of MCC EBITDA that exceeds \$5 million; plus (ii) 2% of DLC Group EBITDA that exceeds \$32 million (subject to certain normalizations and adjustments). The first \$150,000 of bonus is to be paid in cash and the balance is to be allocated equally between cash and RSUs (vesting in 1/3 tranches). This revised plan was to focus Mr. Spence on both MCC’s performance as a stand-alone business unit and the DLC Group profitability. The plan also increase his ‘at-risk’ compensation as his total compensation increases. For fiscal 2024 and 2025, Mr. Spence is to receive a minimum annual bonus of \$150,000. For fiscal 2026 through 2028, Mr. Spence is to receive a minimum annual bonus of \$100,000. Under his prior compensation arrangement, Mr. Spence earned a base salary of \$225,000 and an annual cash bonus equal to 10% of MCC EBITDA that exceeds \$3.023 million (being the EBITDA amount for MCC when Mr. Spence became President of MCC).

Base Salary

The objective of an NEO’s base salary is to provide a fixed level of cash compensation for performing day-to-day responsibilities. It is designed to reward executives for providing the services within their job description in a competent, professional manner. The Corporation strives to pay base salaries that are competitive within the Canadian mortgage professional industry as salary is believed to be an important factor in attracting and retaining high-caliber people capable of achieving the Corporation’s business objectives.

The following base salaries were paid to the NEOs in 2023 and 2024:

NEO	2024	2023
Gary Mauris	\$295,000	\$430,000
Geoff Hague	\$205,000	\$205,000
Eddy Cocciollo	\$425,000	\$350,000

Geoff Willis	\$416,661	\$400,000
Rich Spence	\$356,250	\$225,000
Total	\$1,697,911	\$1,610,000

Bonuses (Cash and RSUs)

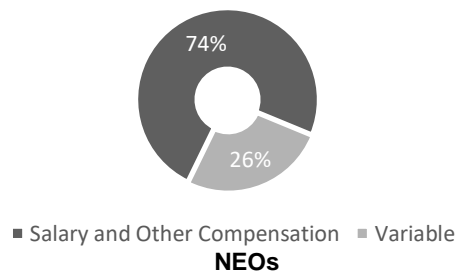
The objective of paying the bonuses is to reward officers and employees for meeting or exceeding individual, departmental or corporate goals and objectives during the preceding financial year.

The following bonuses were earned by the NEOs in 2023 and 2024:

NEO	2024	2023
Gary Mauris	Nil	Nil
Geoff Hague	\$20,500	\$20,500
Eddy Cocciollo	\$93,704	\$215,065
Geoff Willis	\$200,000	\$200,000
Rich Spence	\$249,598	\$245,354
Total	\$563,802	\$680,919

Compensation Mix

In determining NEO compensation, consideration is given to all forms of compensation paid or payable so that an appropriate mix is attained between fixed compensation (consisting primarily of base salary) versus variable or at-risk pay (cash bonuses), with the majority of such compensation intended to be variable or at-risk. The following graphs show the average percentages of fixed versus variable or at-risk compensation for the NEOs in 2024. For comparison, in 2023, the fixed compensation of the other NEOs comprised an average of 70% of their total compensation.

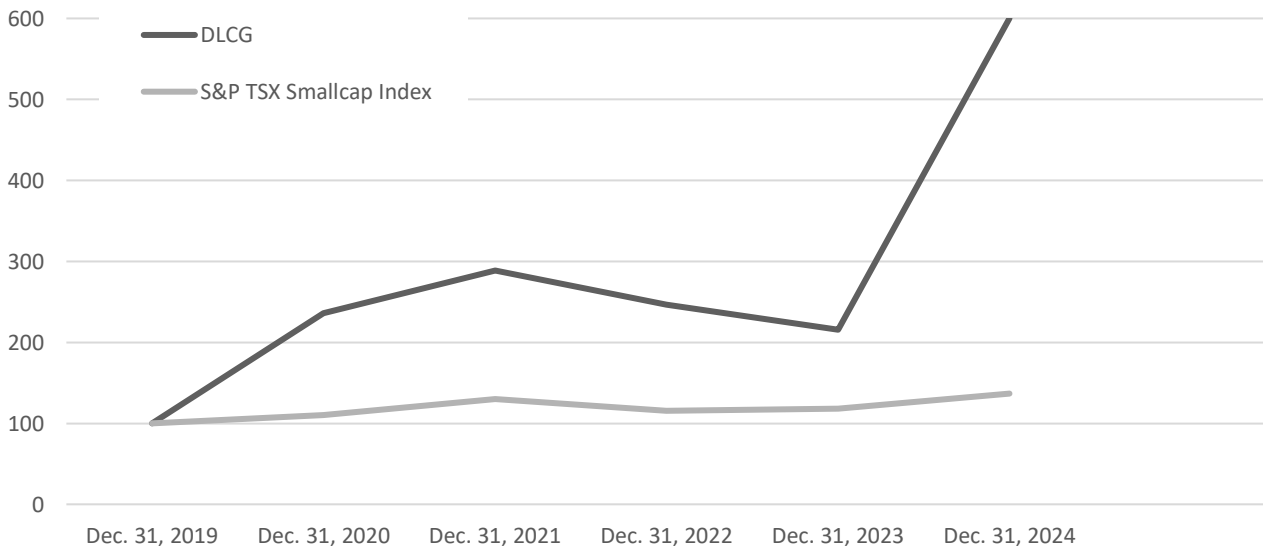


No Public Peer Group

As the Canadian mortgage brokerage industry is largely comprised of private companies, the Corporation does not have access to compensation data for its peer group.

Total Return Performance Graph

The following graph compares the cumulative total shareholder returns for the Corporation on the TSX of \$100 invested in Common Shares on December 31, 2019 with the total returns over the same five-year period of the S&P/TSX Smallcap Index. Returns in each case reflect the payment of dividends.



TOTAL RETURN	Dec. 31, 2019	Dec. 31, 2020	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2023	Dec. 31, 2024
DLCG	100	236.15	288.46	246.24	215.50	600.12
S&P/TSX Smallcap Index	100	110.00	129.99	115.46	117.89	136.72

The five-year total performance graph above includes periods when the Corporation operated as public investment company called Founders Advantage Capital Corp. Effective December 31, 2020, the Corporation completed an acquisition and reorganization to become “Dominion Lending Centres Inc.”. The total return for that four-year period is as follows:

TOTAL RETURN	Dec. 31, 2020	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2023	Dec. 31, 2024
DLCG	100	122.15	104.32	91.32	254.19
S&P/TSX Smallcap Index	100	118.16	104.96	107.16	124.28

As noted above, Mr. Mauris is primarily compensated with a fixed grant of RSUs annually. As such, the total compensation for Mr. Mauris on an annual basis will depend on the value of the Common Shares and is expected to increase or decrease consistent with TSR. Mr. Hague is primarily compensated with a fixed base salary which remains constant regardless of TSR. The other three NEOs (Coccio, Willis and

Spence) have annual bonus plans which compensate them based on EBITDA. The aggregate variable compensation paid to Cocciollo, Willis and Spence is expected to increase or decrease in a manner that is consistent with the TSR.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides a summary of compensation earned by the Corporation's NEOs in the three most recently completed financial years.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$) ⁽²⁾	Option-based awards (\$)	Non-equity incentive plan compensation (\$) ⁽³⁾	All other compensation (\$)	Total compensation (\$)
Gary Mauris ⁽¹⁾ CEO and Executive Chairman	2024	295,000	390,000	-	-	-	685,000
	2023	430,000	-	-	136,443	-	566,443
	2022	423,500	-	-	-	-	423,500
Geoff Hague Chief Financial Officer	2024	205,000	-	-	20,500	-	225,500
	2023	205,000	-	-	20,500	-	225,500
	2022	193,333	-	-	-	-	193,333
Eddy Cocciollo President	2024	425,000	-	-	93,704	-	518,704
	2023	350,000	120,000	-	95,065	-	565,065
	2022	350,000	-	-	701,302	-	1,051,302
Geoff Willis President, Newton	2024	416,661	12,500	-	187,500	-	616,661
	2023	400,000	-	-	200,000	-	600,000
	2022	391,665	-	-	160,000	-	551,665
Rich Spence President, MCC	2024	356,250	49,799	-	199,799	-	605,848
	2023	225,000	75,000	-	170,354	-	470,354
	2022	225,000	-	-	386,392	-	611,392

Notes:

- (1) The CEO did not receive compensation in his capacity as a director of the Corporation.
- (2) The amounts included under Share-based awards includes the grant date fair value of RSUs which have been granted, which is the total number of RSUs granted multiplied by the grant date trading value of the Common Shares (which was \$3.00 as at April 15, 2024). For RSUs which have yet to be granted, the Share-based awards amount includes the RSU value for which RSUs will be granted on April 15, 2025.
- (3) Amounts included for non-equity incentive plan compensation include cash bonus earned by the NEO.

Outstanding Share-based Awards

The following table shows the outstanding share-based awards held by NEOs as at December 31, 2024, (the Corporation has no Options outstanding).

Name	Number of RSUs that have not Vested	Market value of RSUs that have not Vested (\$) ⁽¹⁾	Market value of vested RSUs not paid out or distributed (\$) ⁽¹⁾
Gary Mauris	132,576	1,034,093	-
Geoff Hague	-	-	-
Eddy Cocciollo	40,793	318,185	-
Geoff Willis	-	-	-
Rich Spence	25,495	198,861	-

Note:

- (1) The value of RSUs was determined by multiplying the number of RSUs by \$7.80, the closing price of the Common Shares on December 31, 2024.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table shows the value of RSUs held by NEOs that vested during 2024, along with the cash bonuses that were earned in 2024 (the Corporation has no Options outstanding).

Name	RSUs – Value vested during the year (\$) ⁽¹⁾	Non-equity incentive plan compensation – Value earned during the year (\$)
Gary Mauris	-	-
Geoff Hague	-	20,500
Eddy Cocciollo	-	93,704
Geoff Willis	-	187,500
Rich Spence	-	199,799

Note:

- (1) The amounts set out are aggregate amounts in respect of all vested RSUs held by the NEOs as at December 31, 2024. The value of RSUs vested was determined by multiplying the number of RSUs by \$7.80, the closing price of the Common Shares on December 31, 2024.

Termination and Change of Control Benefits

The NEOs have the following rights relating to payments upon termination, retirement, resignation or a change of control:

Gary Mauris, Executive Chairman and Chief Executive Officer

The Corporation entered into an amended and restated employment agreement with Gary Mauris effective April 1, 2024. In the event of termination without cause, Mr. Mauris is entitled to the continuation of his base salary, bonus (RSU grant) and benefits (if any) for a period equal to 12 months.

Geoff Hague, Chief Financial Officer

The Corporation entered into an amended and restated employment agreement with Geoff Hague effective July 1, 2022. In the event of termination without cause, Mr. Hague is entitled to a payment equal to his base salary for one year.

Eddy Cocciollo, President

The Corporation entered into an amended and restated employment agreement with Eddy Cocciollo effective April 1, 2024. In the event of termination without cause, Mr. Cocciollo is entitled to the continuation of his base salary and benefits (if any) for a period equal to 24 months.

Geoff Willis, President Newton

The Corporation's subsidiary Newton Connectivity Systems Inc. entered into a contractor agreement with Asitis Investments Inc. effective May 1, 2024, whereby the contractor agreed to provide the services of Geoff Willis. In the event of termination without cause, Newton is obligated to pay the contractor the base remuneration plus bonus for a period of 16 months.

Rich Spence, President MCC Mortgage Centre Canada Inc.

The Corporation's subsidiary MCC entered into an amended and restated executive agreement with Rich Spence effective April 1, 2024. In the event of termination without cause, Mr. Spence is entitled to a payment equal to his base salary plus bonus for a period of 16 months.

DIRECTOR COMPENSATION

Director Compensation Table

The following table provides a summary of compensation earned by the non-management directors of the Corporation in each of the last three financial years.

Name	Year	Fees earned (\$)	Share-based Awards ⁽¹⁾ (\$)	Total Compensation (\$)
Trevor Bruno	2024	47,000	79,332	126,332
	2023	80,000	-	80,000
	2022	73,500	-	73,500
Ron Gratton	2024	41,000	66,000	107,000
	2023	112,000	-	112,000
	2022	85,500	-	85,500
Dennis Sykora	2024	38,000	66,000	104,000
	2023	90,000	-	90,000
	2022	73,500	-	73,500
Kingsley Ward	2024	38,000	66,000	104,000
	2023	90,000	-	90,000
	2022	73,500	-	73,500

Note:

- (1) The amounts included under Share-based awards includes the grant date fair value of the RSUs, which is the total number of RSUs granted multiplied by the grant date trading value of the Common Shares (which was \$3.00 as at April 15, 2024).

Narrative Discussion of Director Compensation

Effective April 1, 2024, the base Board compensation for independent directors was fixed at \$83,400 per annum (plus an additional \$12,000 for the Lead Director) comprised of a cash amount of \$24,000 and the balance in RSUs issued on April 15. In addition, independent directors may be paid additional amounts as determined by the Board throughout the year for special project or committee work. From March 2022 to April 2024, the Board compensation for independent directors was fixed at \$80,000 per annum plus an additional \$12,000 for the Lead Director. From June, 2021 to March, 2022, the Board compensation for independent directors was fixed at \$54,000 per annum plus an additional \$12,000 for the Lead Director.

Outstanding RSUs Held by Directors

The following table shows the outstanding share-based awards held by non-management directors as at December 31, 2024, (the Corporation has no Options outstanding).

Name	Number of RSUs that have not Vested	Market value of RSUs that have not Vested (\$) ⁽¹⁾	Market value of vested RSUs not paid out or distributed (\$) ⁽¹⁾
Trevor Bruno	26,968	210,350	-
Ron Gratton	22,436	175,001	-

Dennis Sykora	22,436	175,001	-
Kingsley Ward	22,436	175,001	-

Note:

- (1) The value of RSUs was determined by multiplying the number of RSUs by \$7.80, the closing price of the Common Shares on December 31, 2024.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table shows the value of RSUs held by non-management directors that vested during 2024.

Name	RSUs – Value vested during the year (\$)⁽¹⁾
Trevor Bruno	-
Ron Gratton	-
Dennis Sykora	-
Kingsley Ward	-

**SECURITIES AUTHORIZED FOR ISSUANCE
UNDER EQUITY COMPENSATION PLANS**

The Option Plan is operated in accordance with the policies of the TSX and permits the Board to grant Options to directors, officers, employees and consultants of the Corporation and its affiliates.

The following table sets forth information with respect to the Option Plan as at the Corporation's most recently completed financial year ended December 31, 2024. Reference should be made to the Corporation's audited annual financial statements for the financial year ended December 31, 2024 for more detailed disclosure relating to the Options granted, exercised and outstanding.

Equity Compensation Plan Information			
	Number of securities to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by shareholders	Nil	Nil	7,872,443
Equity Compensation plans not approved by shareholders	Nil	Nil	Nil
Totals	Nil	Nil	7,872,443

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or executive officers of the Corporation, or any associates or affiliates of such persons, have been indebted to the Corporation at any time during or since the fiscal year ended December 31, 2024.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, none of the directors, executive officers, or principal Shareholders of the Corporation, nor any associate or affiliate of the foregoing, have any material interest, direct or indirect, in any transaction since the commencement of the Corporation's financial year ended December 31, 2024, or in any proposed transaction that has materially affected or that would materially affect the Corporation or any of its subsidiaries, except as disclosed herein.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

There is no material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or Named Executive Officer of the Corporation or any associate or affiliate of such persons, in any matter to be acted on.

CORPORATE GOVERNANCE

The Corporation is subject to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201"). NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. The Corporation is also subject to NI 52-110, which prescribes certain requirements in relation to audit committees. Copies of the Audit Committee Charter, Compensation Committee Charter and Corporate Governance Charter are available on the Corporation's website at www.dlccg.ca.

Board of Directors

The Board of Directors oversees the management of the business and affairs of the Corporation. The Board's mandate includes the adoption and implementation of the Corporation's strategies and plans. The Board reviews the results and performance of management's actions and plans. The Board evaluates management and assesses whether management has developed and maintained adequate information systems and controls and is fulfilling the Corporation's responsibilities for communications with its stakeholders.

The Board of Directors is currently comprised of seven (7) members and all existing directors are nominated for re-election at the Meeting.

NP 58-201 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and does not have any material relationship with the Corporation which could be reasonably expected to interfere with the exercise of the director's independent judgment, other than interests and relationships arising from shareholding. Of the proposed director nominees, Kingsley Ward, Trevor Bruno, Ron Gratton and Dennis Sykora are considered by the Board of Directors to be "independent" within the meaning of NP 58-201. Gary Mauris, Chris Kayat and James Bell, as current management of the Corporation, are considered to be "non-independent".

The Board has a policy requiring that an in camera meeting of independent directors be held in connection with all Board meetings. In fiscal 2024, the Board held seven (7) meetings (excluding committee meetings).

The Board has appointed Gary Mauris as Chairman and Trevor Bruno as Lead Director. While Mr. Mauris is non-independent, Mr. Bruno is "independent" based on the definition in NP 58-201.

Directorships

The following table sets out the current directors of the Corporation who are presently directors of any other reporting issuers (or the equivalent):

Name	Name of Reporting Issuer	Name of Trading Market	Position
James Bell	Paramount Resources Ltd.	TSX	Director
Ron Gratton	Orbus Pharma Inc.	OTC	Director
Dennis Sykora	Questerre Energy Corporation	TSX	Director
J.R. Kingsley Ward	DATA Communications Management Corp.	TSX	Director
	Simply Better Brands Corp.	TSXV	Director
	Heal Well AI Inc.	TSX	Director
	GT Holdings Inc.	Not Listed	Director

Board Mandate

The complete text of the mandate of the Board is attached as Schedule “A” to this circular.

Position Descriptions

The Board has adopted the following position descriptions for the Chairman and the Lead Director:

- Board Chairman – The Chairman shall be appointed annually by the Board of Directors. The Chairman is responsible for the management, development and effective performance of the Board of Directors and provides leadership to the Board for all aspects of its work. The Chairman also acts in an advisory capacity to officers of the Corporation on all matters concerning the interests and management of the Corporation. The Chairman sets the tone for the Corporation by exemplifying consistent values of high ethical standards and fairness, leads the Corporation in defining its vision and is one of the primary spokespersons for the Corporation.
- Board Lead Director - The Lead Director will be appointed by the Board of Directors annually for a one-year term. The Lead Director is an outside and unrelated director who is designated by the Board to assist the board to fulfill its duties effectively, efficiently and when necessary, independently of management. Specifically, the Lead Director is responsible for certain functions as follows: enhance Board effectiveness; Board management; and liaison between board and management.

Written position descriptions have not been formalized for the NEOs.

The Board oversees the management of the Corporation through a productive working relationship with the Chief Executive Officer and other senior management, who formulate and execute long term strategic, financial and organizational goals for the Corporation.

The Chief Executive Officer provides overall effective leadership and vision for the Corporation to grow value responsibly, in a profitable and sustainable manner, in the best interests of the Corporation and its Shareholders.

The Chief Executive Officer serves as external spokespersons and principal liaison for the Corporation, including effectively managing relations with external stakeholders and ensuring timely disclosure of material information. The Chief Executive Officer ensures development and implementation of a strategic plan for the Corporation to maximize shareholder value; provide general supervision and management of the day-to-day affairs of the Corporation consistent with decisions of the Board; appoint and monitors senior management and staff; and ensure that appropriate controls are established and maintained to satisfy disclosure and financial reporting requirements.

Orientation and Continuing Education

New directors are provided with pertinent information about the Corporation, its business and operations and the role of the Board, its committees and its directors. Directors are provided with ongoing education on the Corporation's operations by way of management presentations. Directors maintain the skill and knowledge necessary to meet their obligations as directors through a combination of their existing education and experience as business persons and managers, service as directors of other public issuers and advice from the Corporation's legal counsel, auditors and other advisors. In 2022, the Board retained an external advisor to provide ESG training to all staff and Directors, with a primary focus on equity, diversity and inclusion and maintaining a safe and effective workplace.

Mr. Bell has completed the Canadian Securities Course and the Partners, Directors and Senior Officers course and The Path – Indigenous Cultural Awareness Course. In 2024, Mr. Bell completed the mortgage broker course in Alberta in an effort to expand his regulatory knowledge.

Ethical Business Conduct

The Board has adopted the code for its directors, officers, consultants and employees, which can be viewed on the Corporation's website. The Code states basic principles to guide the affairs of the Corporation. The Corporation is to conduct its business and affairs honestly and with integrity, using high ethical standards with a view to the best interests of the Corporation as a whole and to enhance shareholder value. The Code requires compliance with accounting requirements and accuracy of records, mandates compliance with laws in each jurisdiction in which the Corporation carries on its business, addresses conflicts of interest, requires compliance with the Corporation's policies, prohibits discrimination, intimidation and harassment, promotes safety and protection of the environment, promotes respect and enhancement of the economic and social situations of communities in which the Corporation conducts its operations, discourages payments to public officials as well as the giving and receipt of gifts or other personal benefits, and promotes the observance of high ethical standards with companies and individuals with which the Corporation does material business.

Members of the Board ensure that they and management set an example by conducting the Corporation's business and dealings with the highest ethical standards. Through management, the Board ensures that employees and consultants are made aware of, and comply with, the Code. Individuals who breach the Code may be subject to disciplinary action including dismissal.

Nomination of Directors

The Corporation's Corporate Governance Committee is responsible for proposing new nominees to the Board. This committee recommends to the Board policies and processes designed to provide for effective

and efficient governance, including but not limited to policies for the election and re-election of Board members. The Corporate Governance Committee will, among other things, develop and recommend to the Board a statement of the competencies and personal attributes currently needed on the Board, to be used as a guideline for recruitment and election of Board members, conduct a "gap analysis" to identify succession planning/recruitment needs, develop and regularly update a list of potential Board members regardless of whether a current vacancy exists, oversee a process for vetting the fitness of prospective nominees, develop and oversee a plan for enhancing Board diversity, and evaluate the performance of individual Board members eligible for re-election.

Majority Voting Policy

The Board has adopted a majority voting policy which provides that any nominee for director at any uncontested election of directors of the Corporation, with respect to whom the number of votes cast in favour of the election of such nominee to the Board does not exceed the number of votes "withheld" from such nominee's election, is required to submit his or her resignation to the Board for consideration promptly following the said Shareholders' meeting. Upon receipt of the resignation, the Board will consider whether or not to accept the resignation and will reach a determination no later than 90 days following the date of the said Shareholders' meeting. Any director who has tendered such a resignation will not participate in any meeting of the Board or a committee of the Board at which his or her resignation is considered. The Board will accept such a resignation absent exceptional circumstances. The Corporation will issue a news release disclosing the Board's determination promptly following its decision to accept or reject the resignation. In the event that the Board determines to reject the resignation, the news release announcing the Board's decision to reject the resignation will include a full statement as to the reasons for the Board's decision.

Other Board Committees

The Corporation has the following Board Committees:

- Audit Committee (Dennis Sykora (Chair), Ron Gratton and Trevor Bruno)
- Compensation Committee (Ron Gratton (Chair), Trevor Bruno and Kingsley Ward)
- Corporate Governance Committee (Trevor Bruno (Chair), Ron Gratton and Kingsley Ward)

Assessments

The Board has implemented a process for which the Corporate Governance Committee is responsible for assessing the effectiveness of the Board, its committees and the contribution of individual directors. The process is conducted annually and involves each Director completing an evaluation of their own performance, the performance of the Board as a whole and the performance of their peers. The results from these evaluations are then reviewed by the Corporate Governance Committee and summarized for the whole Board.

Director Term Limits and Other Mechanisms for Board Renewal

The Corporation has not adopted formal term limits or a formal retirement policy for its directors. The Corporation does not feel term limits are necessary in order to achieve Board renewal. The Corporation believes that setting term limits for directors may be counter-productive as some directors build more knowledge about the business of the Corporation over time. To have fixed term limits for directors could result in significant knowledge loss at the Board level to the detriment of Shareholders. As such, the Corporation does not feel Board entrenchment is a risk that requires a formal policy.

Policies and Information Regarding the Representation of Women in the Corporation

The Board has not adopted a written policy relating to the identification and nomination of women directors, as it believes that the interests of the Corporation are best served by ensuring that new directors are identified and selected from the widest possible group of potential candidates, without any restrictions or preferences relating to gender or other criteria. The Board feels that having written policies governing the selection of Board nominees could unduly restrict the Board's ability to select the most capable candidates. The Corporation is committed to ensuring that its Board at all times has the required range of skills, knowledge, experience and perspectives to achieve its business objectives. Notwithstanding the above, the Corporation attributes much of its success to the many women it employs (and has employed) and, in the event of any current directors departing, will seek to add a woman to the Board to replace such individual going forward (provided such female candidate is the most qualified for the position).

The level of representation of women on the Board is considered in identifying and nominating candidates for election or re-election to the Board but it is not a deciding factor for the reasons noted above. The Corporation would like to have a more gender diverse Board but it also needs to consider the cost of additional Board members and the additional value added.

The Corporation's position with respect to the representation of women in executive officer positions is the same as its position with respect to the representation of women on the Board. It believes that people should be hired and promoted based on their professional qualifications, accomplishments and merit. Accordingly, the level of representation of women in executive officer positions is not considered in making executive officer appointments.

The Board has not adopted a target regarding women on the Board or in executive officer positions for the reasons set out above. The Board feels that adopting such a target could unduly restrict the Corporation's ability to identify and select the most qualified people.

The Corporation does not currently have any directors who are women but has the following officers and business leaders that are women:

- President of Dominion Media Corp;
- Vice-President of Dominion Media Corp.;
- Vice-President, Corporate Services (DLC);
- National Director of Compliance (DLC);
- Vice-President, Compliance (MA);
- Vice-President, Broker Relations (MA);
- Vice-President, Broker Relations (MA);
- Vice-President, Franchise Development (MCC);
- Vice-President, Lender Experience (Newton); and
- Vice-President (DLC National).

AUDITORS

The auditors of the Corporation are Ernst & Young LLP, located at 2200, 215 – 2nd Street S.W. Calgary, Alberta. Ernst & Young LLP was first appointed as auditors of the Corporation on August 7, 2018.

The information regarding the Corporation's audit committee as required by section 5.1 of National Instrument 52-110 is set forth in the Corporation's 2023 annual information form under the heading "Audit Committee" and in Schedule A thereto.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR+ at www.sedarplus.ca. Additional financial information is contained in the Corporation's comparative financial statements and in the audited financial statements and accompanying management discussion and analysis for the most recently completed financial year ended December 31, 2024. Copies of additional information and the Corporation's financial statements and management discussion and analysis may be obtained upon written request made to the Corporation at its principal office in Calgary, Alberta at Suite 1900, 350 – 7th Avenue SW, Calgary, Alberta, or by email to jbell@dlcg.ca. The Corporation may require payment of a reasonable charge if the request for information is made by a person or company that is not a security holder of the Corporation.

SCHEDULE "A"
DOMINION LENDING CENTRES INC.
BOARD CHARTER

In accordance with the recommendation of the Corporate Governance Committee (the "Committee") the board of directors (the "Board") of Dominion Lending Centres Inc. (the "Corporation") wishes to formalize the guidelines pursuant to which the Board fulfills its obligations to the Corporation. The Board acknowledges the Corporate Governance Guidelines set forth in National Policy 58-201 ("NP 58-201") and the overriding objective of promoting appropriate behaviour with respect to all aspects of the Corporation's business. In consultation with the Committee, the Board will review and modify its mandate, as applicable, to reflect changes to the business environment, industry standards on matters of corporate governance, additional standards which the Board believes may be applicable to the Corporation's business, the location of the Corporation's business and its shareholders and the adoption and implementation of relevant laws and policies.

These guidelines are intended to be flexible and to provide direction to the Board in conjunction with its legal obligations and mandate from the shareholders to oversee and direct the affairs of the Corporation.

GENERAL BOARD RESPONSIBILITIES

As recommended by the provisions of NP 58-201, the Board explicitly acknowledges responsibility for the stewardship of the Corporation, including responsibility for the following:

1. to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer ("CEO") and other executive officers and ensuring that the CEO and other executive officers create a culture of integrity throughout the Corporation;
2. adopting a strategic planning process for the Corporation which takes into account, among other things, the opportunities and risks of that business and monitoring performance against those plans;
3. identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate risk management systems; adopting policies and processes to identify business risks; addressing what risks are acceptable to the Corporation and ensuring that systems and actions are put in place to manage them;
4. in consultation with the CEO and the Committee, developing a succession plan for senior management of the Corporation;
5. approving the Corporation's policies and mandates, including, without limitation, this mandate of the Board, the mandates for the audit committee, compensation committee and corporate governance committee, the whistleblower policy, the code of business conduct and the corporate disclosure policy;
6. ensuring that appropriate processes, controls and systems are in place for the management of the business and affairs of the Corporation and addressing applicable legal and

regulatory compliance matters regarding the Corporation's financial and other disclosure, including the integrity of the internal control framework;

7. approving capital and operating plans and monitoring performance against those plans;
8. developing an approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation;
9. developing measures for receiving feedback from shareholders and other stakeholders on the business of the Corporation and other matters whether through investor relations, the CEO or other mechanics independent of management;
10. developing guidelines with respect to expectations and responsibilities of directors;
11. developing clear position descriptions for the chair of the Board and the chair of each board committee;
12. together with the CEO, developing a clear position description for the CEO, which includes delineating management's responsibilities;
13. developing or approving the corporate goals and objectives that the CEO is responsible for meeting;
14. in consultation with the Committee, establishing and maintaining an orientation program for new directors and a continuing education program for all directors; and
15. conducting regular assessments to determine whether the Board, its committees and individual directors are contributing and functioning effectively.

COMPOSITION OF THE BOARD

1. Criteria for the Board

The majority of the Board shall be "independent" of the Corporation, within the meaning of section 1.4 of National Instrument 52-110 *Audit Committees*. The Board is responsible for making the determination of whether a director is independent. It will be the responsibility of the Committee to implement a process for assessing the effectiveness of the Board, its committees and each individual Board member and the Committee shall review with the Board, on an annual basis, the results of its assessment.

2. Size of the Board

The size of the Board shall enable its members to effectively and responsibly discharge their responsibilities to the Corporation and to the shareholders of the Corporation. The demands upon the Board will likely evolve with the future growth and development of the Corporation. The size of the Board should be considered over time and within the context of the development of the business of the Corporation, the formation of committees, the workload and responsibilities of the Board and the required expertise and experience of members of the Board.

3. *Operation*

The Board will in each year appoint a chairman of the Board (the "Chair"). The Board retains the responsibility of managing its own affairs including selecting its Chair and nominating candidates for election to the Board upon recommendation of the Committee, constituting committees of the Board and determining compensation for the directors upon recommendation of the Governance Committee. Subject to the articles and by-laws of the Corporation and the *Business Corporations Act* (Alberta) (the "ABCA"), the Board may constitute, seek the advice of, and delegate certain powers, duties and responsibilities to, committees of the Board.

LEGAL REQUIREMENTS

1. The Board is responsible for meeting the Corporation's legal requirements and for properly preparing, approving and maintaining the Corporation's documents and records.
2. The Board has the statutory responsibility to:
 - a. manage the business and affairs of the Corporation;
 - b. act honestly and in good faith with a view to the best interests of the Corporation;
 - c. exercise the care, diligence and skill that responsible, prudent people would exercise in comparable circumstances; and
 - d. act in accordance with its obligations contained in the ABCA and the regulations thereto, the articles and by-laws of the Corporation and other relevant legislation and regulations.
3. The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
 - a. any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - b. the filling of a vacancy among the directors or in the office of auditor;
 - c. the appointment of additional directors;
 - d. the issuance of securities except in the manner and on the terms authorized by the Board;
 - e. the declaration of dividends;
 - f. the purchase, redemption or any other form of acquisition of shares issued by the Corporation, except in the manner and on the terms authorized by the Board;
 - g. the payment of a commission to any person in consideration of such person's purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any shares of the Corporation;

- h. the approval of management proxy circulars;
- i. the approval of any financial statements to be placed before the shareholders of the Corporation at an annual general meeting; and
- j. the adoption, amendment or repeal of any by-laws of the Corporation.

BOARD COMMITTEES

The Board shall, at this time, have the following standing committees, each of which must report to the Board:

1. Audit Committee;
 2. Corporate Governance Committee; and
 3. Compensation Committee.
- The responsibilities of the foregoing committees shall be as set forth in the mandates for these committees as prescribed from time to time by the Board.
 - The Board Committees shall be comprised of a sufficient number of "independent" directors so as to comply with applicable laws.
 - Appointment of members to standing committees shall be the responsibility of the Board, having received the recommendation of the Committee, based upon consultations with the members of the Board. In this regard, consideration should be given to rotating committee members from time to time and to the special skills of particular directors. Committee chairs will be selected in accordance with the mandates of such committees. The committee chairs will be responsible for determining the agenda of meetings of their respective committees and for ensuring compliance with their committee mandates.
 - The Board shall regularly assess the effectiveness of each of the standing committees. An assessment should consider, among other things, the mandate of each standing committee and the contribution of each member thereof.
 - The Board may constitute additional standing committees or special committees with special mandates as may be required or appropriate from time to time. In appropriate circumstances, the committees of the Board shall be authorized to engage independent advisors as may be necessary in the circumstances.
 - In discharging his or her obligations, an individual director may engage outside advisors, at the expense of the Corporation, in appropriate circumstances and subject to the approval of the Committee.

SELECTION OF NEW DIRECTORS & CHAIR OF THE BOARD

The Board will ultimately be responsible for nominating and appointing new directors and for the selection of its Chair. However, initial responsibility for identifying and nominating Board members shall reside with the Committee.

The process of identifying and recommending new directors shall be the responsibility of the Committee, following consultation with members of the Board at large.

Invitations to join the Board should be extended by the Chair.

New members of the Board should be provided with an orientation and education program as to the nature of the business of the Corporation, current issues, strategies and responsibilities of directors.

BOARD EXPECTATIONS OF SENIOR MANAGEMENT AND ACCESS TO SENIOR MANAGEMENT

Management is responsible for the day to day operation of the Corporation.

Upon invitation of the Board, members of management shall attend Board meetings in order to expose directors to key members of the management team, to provide reports in their specific areas of expertise and provide additional insight into matters being considered by the Board. The Board will typically schedule a portion of each meeting as a meeting solely of the independent directors.

REPORTING AND COMMUNICATION

The Board has the responsibility to:

1. verify that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally;
2. verify that the financial performance of the Corporation is reported to shareholders, other security holders and regulators on a timely and regular basis;
3. verify that the financial results of the Corporation are reported fairly and in accordance with generally accepted accounting principles recognized by the Canadian Institute of Chartered Accountants;
4. verify the timely reporting of any other developments that have a significant and material impact on the value of the Corporation in accordance with the Corporation's Disclosure Policy; and
5. report annually to shareholders on its stewardship of the affairs of the Corporation for the preceding year.

MONITORING AND ACTING

The Board has the responsibility to:

1. review and approve the Corporation's financial statements and oversee the Corporation's compliance with applicable audit, accounting and reporting requirements;
2. verify that the Corporation operates at all times within applicable laws and regulations to the highest ethical and moral standards;
3. approve and monitor compliance with significant policies and procedures by which the Corporation operates;
4. recommend to shareholders the appointment of the Corporation's external auditor, pursuant to the recommendation of the Audit Committee, and in consultation with the Audit Committee, set the external auditor's compensation;

5. monitor the Corporation's progress towards its goals and objectives and work with management to revise and alter its direction in response to changing circumstances;
6. take such action as it determines appropriate when the Corporation's performance falls short of its goals and objectives or when other special circumstances warrant; and
7. verify that the Corporation has implemented appropriate internal controls and management information systems.

MANAGING RISK

The Board has the responsibility to:

1. identify and understand the principal risks of the Corporation's business, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that appropriate systems are in place which effectively monitor and manage those risks with a view to the long-term viability of the Corporation;
2. review and assess the adequacy of the Corporation's risk management policies, systems, controls and procedures with respect to the Corporation's principal business risks; and
3. review the amount and terms of any insurance to be obtained or maintained by the Corporation with respect to risks inherent in its operations and potential liabilities incurred by the directors or officers in the discharge of their duties and responsibilities.

OTHER ACTIVITIES

The Board may exercise or delegate any other powers consistent with this mandate, the Corporation's articles and by-laws, the ABCA and any other governing laws, as the Board deems necessary or appropriate.

MEETING PROCEDURES

The members of the Board, the Corporate Secretary and a secretary to the meeting should be invited to any regularly constituted meeting of the Board. Officers or other persons shall attend by invitation only and for those elements of the meetings where their input is sought by the directors.

Adopted by the Board of the Corporation on May 16, 2016

SCHEDULE "B"
DOMINION LENDING CENTRES INC.

STOCK OPTION PLAN

PART 1 – INTRODUCTION AND INTERPRETATION

1.1 Purpose of the Plan

The purpose of the Plan (as defined herein) is to secure for the Corporation and its shareholders the benefits of incentive inherent in the ownership of Shares (as defined herein) by Eligible Persons (as defined herein) of the Corporation and its Affiliates (as defined herein) who, in the judgment of the Board (as defined herein), will be largely responsible for the Corporation's future growth and success. It is generally recognized that a stock option plan of the nature provided for herein aids in retaining and encouraging Eligible Persons of exceptional ability because of the opportunity offered them to acquire a proprietary interest in the Corporation.

1.2 Definitions

- (a) **"Affiliate"** has the meaning ascribed thereto in the TSX Manual.
- (b) **"Associate"** has the meaning ascribed thereto in the TSX Manual.
- (c) **"Board"** means the board of directors of the Corporation or, if the Board so determines, the committee of the Board designated to administer this Plan.
- (d) **"Blackout Period"** has the meaning ascribed thereto in Section 2.6.
- (e) **"Change of Control"** means the occurrence of any one or more of the following events:
 - i. a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its Affiliates and another corporation or other entity, as a result of which the holders of Shares immediately prior to the completion of the transaction hold less than 50% of the outstanding shares of the successor corporation immediately after completion of the transaction;
 - ii. the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of all or substantially all of the assets, rights or properties of the Corporation and its subsidiaries on a consolidated basis to any other person or entity, other than transactions among the Corporation and its subsidiaries;
 - iii. a resolution is adopted to wind-up, dissolve or liquidate the Corporation;
 - iv. any person, entity or group of persons or entities acting jointly or in concert (the **"Acquiror"**) acquires, or acquires control (including, without limitation, the power to vote or direct the voting) of, voting securities of the Corporation

which, when added to the voting securities owned of record or beneficially by the Acquiror or which the Acquiror has the right to vote or in respect of which the Acquiror has the right to direct the voting, would entitle the Acquiror and/or Associates and/or Affiliates of the Acquiror to cast or direct the casting of 50% or more of the votes attached to all of the Company's outstanding voting securities which may be cast to elect directors of the Company or the successor corporation (regardless of whether a meeting has been called to elect directors);

- v. as a result of or in connection with: (A) a contested election of directors; or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Corporation or any of its Affiliates and another corporation or other entity (a "**Transaction**"), fewer than 50% of the directors of the Corporation or the successor corporation are persons who were directors of the Corporation immediately prior to the Transaction; or
- vi. the Board adopts a resolution to the effect that a Change of Control as defined herein has occurred or is imminent.

For the purposes of the foregoing definition of Change of Control, "voting securities" means Shares and any other shares entitled to vote for the election of directors of the Corporation.

- (f) "**Consultant**" means a person providing consulting services to the Corporation or any of its Affiliates, if any.
- (g) "**Corporation**" means Dominion Lending Centres Inc., a corporation duly incorporated under the laws of the Province of Alberta, and its Affiliates, if any.
- (h) "**Director**" means a director of the Corporation or any of its Affiliates, if any.
- (i) "**Disability**" means any disability with respect to an Optionee which the Board, in its sole and unfettered discretion, considers likely to prevent permanently the Optionee from:
 - i. being employed or engaged by the Corporation, its Affiliates or another employer, in a position the same as or similar to that in which he or she was last employed or engaged by the Corporation or its Affiliates; or
 - ii. acting as a director or officer of the Corporation or its Affiliates.
- (j) "**Eligible Person**" means any employee, officer, Director or Consultant of the Corporation or any of its Affiliates.
- (k) "**Exchange**" means the Toronto Stock Exchange or any other stock exchange on which the Shares are listed.
- (l) "**Holding Company**" means a company of which the Optionee holds the majority of the voting securities.

- (m) **“Insider”** has the meaning given thereto in the TSX Manual.
- (n) **“Insider Participation Limit”** means, collectively, the limits provided for in Sections 3.1(b) and 3.1(c).
- (o) **“market price”** means the volume weighted average trading price of the Shares for the five Trading Days immediately preceding the relevant date.
- (p) **“Option”** shall mean an option granted under the terms of the Plan.
- (q) **“Option Agreement”** means the notice of grant of an Option delivered by the Corporation hereunder to an Optionee and substantially in the form of Exhibit “A” attached hereto.
- (r) **“Option Period”** means the period during which an Option may be exercised.
- (s) **“Optionee”** shall mean an Eligible Person to whom an Option has been granted under the terms of the Plan.
- (t) **“Plan”** means this Stock Option Plan, as amended or restated, from time to time.
- (u) **“Securities Act”** means the *Securities Act* (Alberta), as amended from time to time.
- (v) **“Share Compensation Arrangement”** means the Plan described herein and any other security based compensation arrangements implemented by the Corporation including stock options, other stock option plans, employee stock purchase plans, share distribution plans, stock appreciation rights, restricted share unit plans or any other compensation or incentive mechanism involving the issuance or potential issuance of shares of the Corporation.
- (w) **“Shares”** means the Class “A” common shares in the capital of the Corporation.
- (x) **“Trading Day”** means a day on which the Exchange is open for trading and on which the Shares have not been halted.
- (y) **“TSX”** means the Toronto Stock Exchange and any successor thereto.
- (z) **“TSX Manual”** means the TSX Company Manual, as amended from time to time.

1.3 Interpretation

This Plan, and all matters related hereto or arising hereunder, will be governed by and construed in accordance with the laws of the Province of Alberta, without giving effect to any choice or conflict of law provision or rule that would cause the application of the substantive laws of any other jurisdiction.

1.4 Headings

The headings of all articles, sections, and paragraphs in this Plan are inserted for convenience of reference only and will not affect the construction or interpretation of this Plan.

PART 2 – STOCK OPTIONS

2.1 Participation

Options to purchase Shares may be granted hereunder to Eligible Persons.

2.2 Determination of Option Recipients

The Board shall make all necessary or desirable determinations regarding the granting of Options to Eligible Persons and may take into consideration the present and potential contributions of a particular Eligible Person to the success of the Corporation and any other factors which it may deem proper and relevant.

2.3 Exercise Price

The exercise price per Share shall be determined by the Board at the time the Option is granted, but, in any event, shall not be less than the market price on the date of the grant of the Option.

2.4 Grant of Options

The Board may, at any time, authorize the granting of Options to such Eligible Persons as it may select for the number of Shares that it shall designate, subject to the provisions of the Plan. The date of each grant of Options shall be determined by the Board when the grant is authorized. The grant date of an Option shall be the date the Board approves such grant or a later effective date of grant, if so determined by the Board at the time of approving the grant of such Option.

2.5 Option Agreement

Each Option granted to an Optionee shall be evidenced by an Option Agreement, in the form attached hereto as Exhibit “A” detailing the terms of the Option and upon delivery of the Option Agreement to the Optionee by the Corporation, the Optionee shall have the right to purchase the Shares underlying the Option at the exercise price set out therein, subject to any provisions as to the vesting of the Option

2.6 Term of Options

The Option Period shall be determined by the Board at the time of granting the Options provided, however, that the Option Period must not extend beyond ten (10) years from the date of the Option grant.

Notwithstanding the foregoing, in the event that the expiry of an Option Period falls within, or within two (2) Trading Days after the end of, a trading blackout period imposed by the Corporation (the “**Blackout Period**”), the expiry date of such Option Period shall be automatically extended to the close of the 10th Trading Day following the end of the Blackout Period.

2.7 Vesting of Options

Options granted pursuant to the Plan shall vest and become exercisable by an Optionee at such time or times as may be determined by the Board, and may be made subject to performance conditions as the Board may determine at the time of granting such Options.

2.8 Exercise of Options

Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation of a written notice of exercise specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the exercise price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable time following the receipt of such notice and payment.

The obligation of the Corporation to issue and deliver any Shares in accordance with this Plan will be subject to any necessary approval of the Exchange or any other regulatory authority having jurisdiction over the Corporation. If any Shares cannot be issued to any Optionee upon the exercise of an Option for any reason, the obligation of the Corporation to issue such Shares will terminate and any exercise price paid to the Corporation in respect of the exercise of such Option will be returned to such Optionee.

2.9 Lapsed Options

If Options granted under this Plan are surrendered, forfeited, terminated or expire without being exercised, in whole or in part, new Options may be granted covering the Shares not purchased under such lapsed Options.

2.10 Death or Disability of Optionee

If an Optionee ceases to be an Eligible Person due to death or Disability, any Option held by such Optionee at the date of death or Disability shall be exercisable by the Optionee's legal heirs or personal representatives, as applicable. All such Options shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date of death or Disability and only for 12 months after the date of death or Disability or prior to the expiration of the Option Period in respect thereof, whichever is sooner, subject to the Board determining otherwise in its own discretion upon the grant of such Options or after the occurrence of such death or Disability.

2.11 Termination of Employment or Ceasing to be an Eligible Person

Subject to any provisions with respect to vesting of Options in an Optionee's employment agreement with the Corporation, if an Optionee ceases to be an Eligible Person, other than as a result of termination for cause, any Option held by such Optionee at the date such person ceases to be an Eligible Person shall be exercisable only to the extent that the Optionee is entitled to exercise the Option on such date and only for 90 days thereafter (or such longer period as may be prescribed by law or as may be determined by the Board in its sole discretion) or prior to the expiration of the Option Period in respect thereof, whichever is sooner. Subject to the provisions with respect to vesting of Options in an Optionee's employment agreement with the Corporation, in the case of an Optionee being terminated for cause, the Option shall immediately terminate and shall no longer be exercisable as of the date of such termination, subject to the Board determining otherwise. Notwithstanding the foregoing, when an Optionee ceases to be

an Eligible Person, the Board has discretion to accelerate the vesting of his/her Options and/or allow such Options to continue for a period beyond 90 days, except however, that such Options may not be extended beyond the expiry of their original Option Period.

For greater certainty, “actively employed” means the active carrying out by an employee of all usual and customary duties of employment. An employee shall be deemed not to be actively employed during: (i) any period of absence from work for any reason other than annual vacation, public holidays or sick days; (ii) any period of notice of termination of employment, whether at statute or common law, during which the employee is employed but is not actively carrying out all of the employee’s usual and customary duties of employment; or (iii) any period following the actual date on which an employee’s employment terminates for any reason, including by the Corporation or an Affiliate with or without cause or by the employee, including any period following the actual date of termination in which the employee is in receipt of, or eligible to receive, any common law, civil law, contractual, statutory or other pay in lieu of notice of termination or any other payments or benefits in relation to the termination of the employee’s employment.

2.12 Effect of Take-Over Bid

If a *bona fide* offer (the “**Offer**”) for Shares is made to shareholders, which Offer, if accepted in whole or in part, would result in the offeror exercising control over the Corporation within the meaning of the Securities Act, then the Corporation shall, immediately upon receipt of notice of the Offer, notify each Optionee of the full particulars of the Offer. The Board will have the sole discretion to amend, abridge or otherwise eliminate any vesting schedule so that notwithstanding the other terms of this Plan, such Option may be exercised in whole or in part by the Optionee so as to permit the Optionee to tender the Shares received upon such exercise (the “**Optioned Shares**”) pursuant to the Offer. If:

- (a) the Offer is not complied with within the time specified therein;
- (b) the Optionee does not tender the Optioned Shares pursuant to the Offer; or
- (c) all of the Optioned Shares tendered by the Optionee pursuant to the Offer are not taken up and paid for by the offeror in respect thereof;

then at the discretion of the Board, the Optioned Shares or, in the case of clause (c) above, the Optioned Shares that are not taken up and paid for, shall be returned by the Optionee to the Corporation and reinstated as authorized but unissued Shares and the terms of the Option as set forth in this Plan and the Option Agreement shall again apply to the Option. If any Optioned Shares are returned to the Corporation under this Section 2.12, the Corporation shall refund the exercise price to the Optionee for such Optioned Shares.

2.13 Effect of a Change of Control

Subject to the terms of an Optionee’s employment agreement with respect to a Change of Control of the Corporation, and unless otherwise determined by the Board prior to such Change of Control, if a Change of Control occurs, all Options then outstanding shall automatically vest, so that, notwithstanding the other terms of this Plan, such Options may be exercised in whole or in part by the Optionee and upon the exercise of an Option under the Plan and, subject to applicable tax withholding requirements, the holder thereof shall be entitled to receive any securities, property or cash (or a combination thereof) which the Optionee would have received upon such Change of Control, if the Optionee had exercised his Option immediately prior to the applicable record date or event, as applicable, and the exercise price shall be

adjusted, as applicable, by the Board, unless the Board otherwise determines the basis upon which such Option shall be exercisable, and any such adjustments shall be binding for all purposes of the Plan.

2.14 Adjustment in Shares Subject to the Plan

If there is any change in the Shares through or by means of a declaration of dividends of Shares or consolidations, subdivisions or reclassifications of Shares, or otherwise, the number of Shares subject to any Option, and the exercise price thereof and the maximum number of Shares which may be issued under the Plan in accordance with Section 3.1(a) shall be adjusted appropriately by the Board and such adjustment shall be effective and binding for all purposes of the Plan. An adjustment under Section 2.13 or Section 2.14 (together, the “**Adjustment Provisions**”) will take effect at the time of the event giving rise to the adjustment, and the Adjustment Provisions are cumulative. The Corporation will not be required to issue fractional Shares in satisfaction of its obligations hereunder. Any fractional interest in a Share that would, except for this provision, be deliverable upon the exercise of an Option will be cancelled and not be deliverable by the Corporation. If any questions arise at any time with respect to the exercise price or number of Shares deliverable upon exercise of an Option in connection with any of the events set out in Section 2.12, Section 2.13 or Section 2.14, such questions will be conclusively determined by the Corporation’s auditors, or, if they decline to so act, any other firm of chartered accountants that the Corporation may designate and who will have access to all appropriate records and such determination will be binding upon the Corporation and all Optionees.

PART 3 – GENERAL

3.1 Maximum Number of Shares

- (a) The aggregate number of Shares issuable pursuant to this Plan or any other Share Compensation Arrangement (pre-existing or otherwise) to all Participants shall not exceed 10% of the issued and outstanding Shares at the time of grant. The Plan shall be an “evergreen plan” as contemplated under the *TSX Guide to Security Based Compensation Arrangements*. Any increase in the issued and outstanding Shares will result in an increase in the available number of Shares issuable under this Plan. Any issuance of Shares from treasury, in respect of which Options are exercised, expired or cancelled, shall automatically replenish the number of Shares issuable under this Plan.
- (b) The aggregate number of Shares issuable pursuant to this Plan and any other Share Compensation Arrangement (pre-existing or otherwise) to Insiders shall not exceed 10% of the Shares outstanding at any time.
- (c) The aggregate number of Shares issued upon exercise of the Options granted pursuant to this Plan and any other Share Compensation Arrangement (pre-existing or otherwise) to Insiders within a one-year period shall not exceed 10% of the Shares then outstanding.

3.2 Transferability

Options are not assignable or transferable other than by will or by the applicable laws of descent, except to a Holding Company of the Optionee or by a Holding Company to the Optionee, with the consent of the Corporation. During the lifetime of an Optionee, all Options may only be exercised by the Optionee or such Holding Company

3.3 Employment

Nothing contained in any Plan shall confer upon any Optionee any right with respect to employment or continuance of employment with the Corporation or any Affiliate, or interfere in any way with the right of the Corporation or any Affiliate to terminate the Optionee's employment at any time. Participation in any Plan by an Optionee is voluntary.

3.4 No Shareholder Rights

No Optionee will have any rights as a shareholder of the Corporation with respect to any Shares which are the subject of any Option. No Optionee will be entitled to receive any dividends, distributions or other rights declared for shareholders of the Corporation for which the record date is prior to the date of issue of a certificate for, or confirmation of electronic issuance of, any Shares issued on due exercise of any Options.

3.5 Record Keeping

The Corporation shall maintain a register in which shall be recorded the name and address of each Optionee, the number of Options granted to an Optionee, the details thereof and the number of Options outstanding.

3.6 Administration of the Plan

The Board is authorized to interpret the Plan from time to time and to adopt, amend and rescind rules and regulations for carrying out the Plan, subject to Section 3.9 below. The interpretation and construction of any provision of the Plan by the Board shall be final and conclusive. Administration of the Plan shall be the responsibility of the appropriate officers of the Corporation and all costs in respect thereof shall be paid by the Corporation.

3.7 Income Taxes

The Corporation shall have the power and the right to deduct or withhold, or require an Optionee to remit to the Corporation, the required amount to satisfy federal, provincial, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of the Plan, including the grant or exercise of any Option granted under the Plan. With respect to any required withholding, the Corporation shall have the irrevocable right to, and the Optionee consents to, the Corporation setting off any amounts required to be withheld, in whole or in part, against amounts otherwise owing by the Corporation to the Optionee (whether arising pursuant to the Optionee's relationship as an Director, officer, employee or Consultant of the Corporation or otherwise), or may make such other arrangements that are satisfactory to the Optionee and the Corporation. In addition, the Corporation may elect, in its sole discretion, to satisfy the withholding requirement, in whole or in part, by withholding such number of Shares issuable upon exercise of the Options as it determines are required to be sold by the Corporation, as trustee, to satisfy any withholding obligations net of selling costs. The Optionee consents to such sale and grants to the Corporation an irrevocable power of attorney to effect the sale of such Shares issuable upon exercise of the Options and acknowledges and agrees that the Corporation does not accept responsibility for the price obtained on the sale of such Shares issuable upon exercise of the Options.

3.8 Amendment, Modification or Termination of the Plan

Subject to the requisite shareholder and regulatory approvals set forth under subparagraphs 3.8(a) and (b) below, the Board may, from time to time, amend or revise the terms of the Plan or may discontinue the Plan at any time provided however that no such right may, without the consent of the Optionee, in any manner adversely affect his rights under any Option theretofore granted under the Plan.

- (a) The Board may, subject to receipt of requisite shareholder and regulatory approval, which will require: (i) obtaining the approval of a majority of the Shares at a duly called and held meeting of the holders of Shares and, (ii) in the case of any amendments to Sections 3.1(b) and 3.1(c) so as to increase the Insider Participation Limit, approval of a majority of the holders of the Shares voting at a duly called and held meeting of holders of Shares excluding shares voted by Insiders who are Eligible Persons, make the following amendments to the Plan:
 - i. an increase to the maximum number of securities issuable, either as a fixed number or a fixed percentage of the Corporation's outstanding capital represented by such securities;
 - ii. any amendment to remove or to exceed the Insider Participation Limit;
 - iii. amendments relating to the transferability of Options other than as permitted under the Plan;
 - iv. a reduction in the exercise price of an Option benefiting an Insider of the Corporation;
 - v. an extension of the term benefiting an Insider of the Corporation;
 - vi. the addition of any form of financial assistance; and
 - vii. any amendments to this Section 3.8 of the Plan.
- (b) The Board may, subject to receipt of requisite regulatory approval, where required, in its sole discretion and without shareholder approval, make all other amendments to the Plan that are not of the type contemplated in subparagraph 3.8(a) above, including, without limitation:
 - i. amendments of a housekeeping nature;
 - ii. the addition of or a change to vesting provisions of a security or the Plan;
 - iii. a change to the termination provisions of a security or the Plan which does not entail an extension beyond the original expiry date;
 - iv. amendments to the definition of "Eligible Person"; and
 - v. the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Plan reserve.

3.9 Exclusion from Severance Allowance, Retirement Allowance or Termination Settlement

If the Optionee retires, resigns or is terminated from employment or engagement with the Corporation, the loss or limitation, if any, with respect to the right to purchase Shares on exercise of Options will not give rise to any right to damages and will not be included in the calculation of, nor form any part of, any severance allowance, retiring allowance or termination settlement of any kind whatsoever in respect of such Optionee.

3.10 No Contract of Employment or Services

Nothing contained in this Plan will confer, or be deemed to confer, upon any Optionee the right to continue in the employment of, or to provide services to, the Corporation, nor interfere, or be deemed to interfere, in any way with any right of the Corporation to discharge any Optionee at any time, for any reason whatsoever, with or without cause. Participation in this Plan by an Optionee is voluntary.

3.11 No Representation or Warranty

The Corporation makes no representation or warranty as the future market value of any Shares issued in accordance with the provisions of the Plan or to the effect of the *Income Tax Act* (Canada) or any other taxing statute governing the Options or the Shares issuable thereunder, or the tax consequences thereof to an Optionee. Compliance with applicable securities laws as to the disclosure and resale obligations of each Optionee is the responsibility of such Optionee and not the Corporation.

3.12 Other Arrangements

Nothing contained herein will prevent the Board or management of the Corporation from adopting other or additional compensation arrangements for Eligible Persons, subject to any required approval.

3.13 Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta and the laws of Canada applicable therein.

3.14 Compliance with Applicable Law, Etc.

If any provision of the Plan or any agreement entered into pursuant to the Plan contravenes any law or any order, policy, by-law or regulation of any regulatory body or stock exchange having authority over the Corporation or the Plan then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.