ECN CAPITAL

ECN CAPITAL CORP.

NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, JUNE 15, 2023

AND

MANAGEMENT INFORMATION CIRCULAR

May 16, 2023

ECN CAPITAL CORP.

Invitation to Fellow Shareholders

On behalf of the board of directors (the "Board") and management of ECN Capital Corp. ("ECN Capital" or the "Corporation"), we are pleased to invite you to our annual meeting (the "Meeting") of holders of common shares (the "Shareholders") of the Corporation. The Meeting will be held by way of a live audio webcast utilizing the MeetNow meeting platform at https://meetnow.global/MT4DPTP on Thursday, June 15, 2023 at 8:30 a.m. (Toronto time).

Corporate Developments

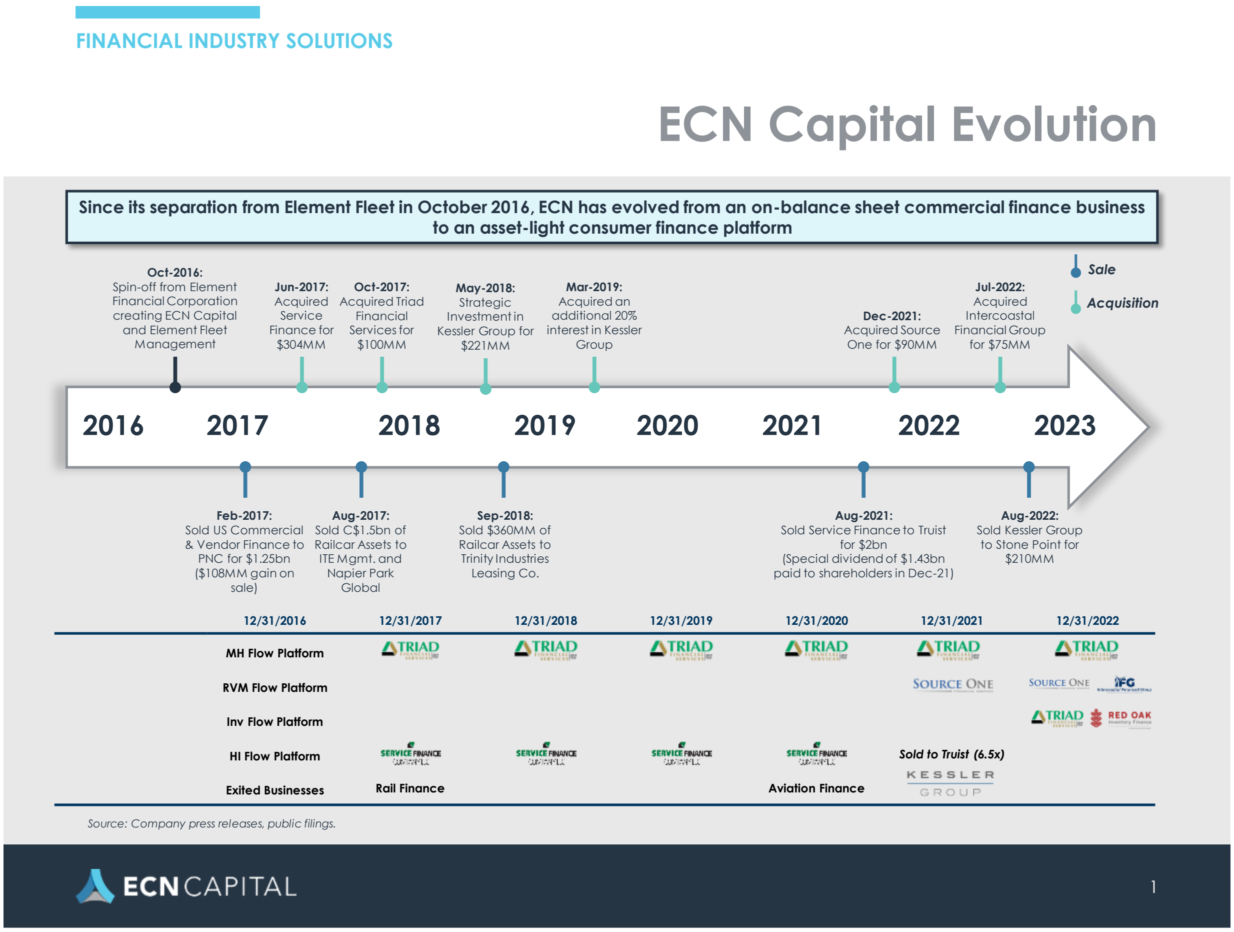
ECN Capital's sound business model and proven business development strategies saw the Corporation grow its business platforms significantly in 2022. Total originations in the Corporation's manufactured housing and marine and recreational vehicle ("RV") financing business segments for the 2022 fiscal year more than doubled from the originations in those business segments in the previous year to $2.2 billion. Growth was driven by new initiatives at Triad Financial Services, Inc. ("Triad") and incremental contributions from the recently acquired Source One Financial Services, LLC ("Source One") and Intercoastal Financial Group ("IFG").

Following the sale of the Corporation's Service Finance business ("Service Finance") in late 2021 and the acquisitions of Source One and IFG, in late 2021 and mid-2022, respectively, the Corporation concluded that while Kessler Group's credit card business was solid, there was little overlap between Kessler Group and ECN Capital's business and customers to provide opportunities for synergistic growth going forward. ECN Capital chose to concentrate its investments in its manufactured housing and marine and RV financing businesses. This view was instrumental in creating an attractive and mutually beneficial opportunity.

On August 23, 2022, ECN Capital announced the sale of all the issued and outstanding equity interests in Kessler Group for approximately $210 million, in an all-cash transaction. The sale closed on October 4, 2022 (the "KG Sale"). ECN Capital's four-year internal rate of return on its investment in Kessler Group was 11%.[1] The Board and management believe that the sale maximized shareholder value on the Corporation's investment in the Kessler Group while transitioning Kessler Group's credit card business to a strong financial partner in the best position to succeed in the next phase of the business.

The purchase and sale of businesses by ECN Capital in 2022 and the strength of its current platform, provides continuing confidence in management's ability to execute on its business and growth plans. ECN Capital has invested, and will continue to invest, in business, technology, and people initiatives.

[1] "Internal rate of return" is a supplementary financial measure, calculated here as the discount rate that makes the net present value of all cash inflows and outflows related to the investment in Kessler Group equal to zero in a discounted cash flow analysis, with such investment cashflows calculated from the date of acquisition in May 2018 to the date of disposition in October 2022.



Share Price Performance

We believe that one of the key measures of ECN Capital's asset-light business model is our long-term share price performance. In 2022, holders of Common Shares of the Corporation achieved a five-year total shareholder return (for calendar 2018 through 2022) of approximately 84% (assuming the reinvestment of all dividends), approximately 1.2 times the total shareholder return for the S&P/TSX Composite Index over the same period of approximately 39%. For the three-year period from December 31, 2019 to December 31, 2022, ECN Capital's total shareholder return was 45.34% assuming reinvestment of all dividends and distributions.

In 2022, ECN Capital was recognized by the Toronto Stock Exchange's (the "TSX") TSX30 program, which showcases the top 30 performing stocks, based on dividend-adjusted share price performance, on the TSX over the last three years. ECN Capital ranked 16th on the list with a 254% dividend-adjusted share price performance over the three year period from June 30, 2019 to June 30, 2022. The list is characterized by leaders in transformation, diversity, and innovation, and includes both newer and established listed companies across a wide range of sectors.

Markets experienced significant volatility in 2022, which impacted the share price of ECN Capital's Common Shares. For the first part of the year the share price performed strongly, reflecting market enthusiasm over the business prospects for the Corporation following the Service Finance sale and special distribution to Shareholders. By mid-year, however, the upward and accelerated movement in interest rates caused investors to revisit valuation multiples for companies in many industries, mostly impacting high growth companies. Higher interest rates and expectations for further interest rate increases also created economic uncertainty for underlying business conditions, including the financial strength of consumers. ECN Capital's share price began to reflect these market developments and economic factors in the third quarter of 2022. In light of this change in market dynamics and business environment, the Corporation determined to retain the net proceeds from the KG Sale in order to maintain available cash and repay existing debt given the deteriorating market outlook at the time the sale was completed. While the Corporation continued to pursue opportunities in respect of its tuck-in acquisition strategy, it believed it was prudent in the prevailing market environment to be patient and selective with such opportunities and pursue them at more attractive valuations to the Corporation.

Strategic Review

On March 7, 2023, in response to interest that had been received by the Corporation, ECN Capital announced that it had initiated a Board supported strategic review to evaluate the full range of alternatives to determine the best path forward to continue to drive growth and maximize value for Shareholders. ECN Capital's evaluation will include potential acquisition and divestiture opportunities, and long-term strategic funding and capital relationships. ECN Capital's approach is to consider those strategic alternatives on terms that are favorable to the Corporation, and ultimately beneficial to Shareholders. ECN Capital has retained external financial advisors to assist in this process. There can be no assurance that this process will result in any specific strategic plan or financial transaction and no timetable has been set for its completion.

Capital Stewardship

ECN Capital's asset-light balance sheet model provides the Corporation with protection from being directly impacted by the rapid rise in interest rates. However, there were timing and competitive pressures experienced on realized interest margins which were new to the operating businesses in 2022.

The Board and management continue to actively monitor and manage the Corporation's cash and capital requirements. ECN Capital has a $900 million committed term bank facility and its operating cash flows provide significant liquidity to support organic growth initiatives and finance tuck-in investment opportunities.

In 2022, ECN Capital increased the utilization of its balance sheet to carry inventory finance asset positions. These floorplan assets represented $471 million as at December 31, 2022. Floorplan loans support our dealers in manufactured housing, marine and RV product sales and dealer engagement in originating consumer loans. The Corporation's bank facility is also used to fund new program initiatives and accommodate timing for onboarding new funding partners.

ECN Capital continues to maintain its C$0.01 per common share quarterly dividend, or C$0.04 per common share annually, reflecting the Corporation's reduced business and operations, following the sales of both Service Finance and Kessler Group.

ECN Capital is committed to prudent capital management and enhancing value for our Shareholders.

Business Update

To meet the objectives of its financial partners, ECN Capital must be innovative with its product offerings which include manufactured housing, and, more recently, marine and RV products.

As part of its tuck-in acquisition strategy, on December 21, 2021 ECN Capital acquired Source. Founded in 1999, Source One originates prime and super-prime RV and marine loans for banks, credit unions, and our specialty finance partners. Source One has a large addressable market in RV and marine non-recourse consumer loan originations.

ECN Capital also acquired IFG on July 1, 2022. The IFG acquisition expanded the Corporation's geographic presence in the RV and marine finance segment.

The Source One and IFG acquisitions contribute meaningfully to management's favourable long-term outlook for ECN Capital.

Funding Partners

A key initiative to enable growth is to both broaden and deepen our relationships with our funding partners. For example, Triad recently entered into an agreement with a leading global private equity, alternative asset management and financial services firm to sell, maintain and manage a $300 million portfolio of inventory finance loans. This expanded partnership is evidence of ECN Capital's ability to launch, prove, and convert a balance sheet program to an asset light flow program in its portfolio companies. In addition, another leading global private equity, alternative asset management and financial services firm has recently become an ECN Capital funding partner for marine and RV loan products.

Current Outlook

The Board has confidence in management's ability to achieve continued success. The key to this plan is to enable growth and margin expansion initiatives at our operating partners. This is achieved by developing innovative technology for complementary products and executing on "take share" and "make share" origination opportunities, which are driven by our relationships with our investing partners.

Manufactured housing is still by far the most affordable housing option relative to traditional mortgage financed and rental alternatives. Notwithstanding that elevated dealer inventories slowed manufacturer shipments late in 2022 and into 2023, deliveries are expected to normalize through 2023. Manufactured housing loans offer our financial partners attractive returns with superior credit performance.

Inventory financing, a business which Triad has participated in since 2011, was a focus for ECN Capital in 2022 with the launch of Red Oak. These short-term floorplan loan originations in 2022 were $575 million in manufactured housing and $125 million in marine and RV.

The Board and management expect 2023 to be a year of leadership affirmation and transition including execution of an expense reduction program. Our Chief Executive Officer, Steven Hudson, continues to be one of the Corporation's largest Shareholders, demonstrating leadership and conviction in the business and prospects of the Corporation.

Corporate Cost Reductions

The Corporation continues to execute on its previously announced corporate cost reduction program reflecting the reduced size and scope of its business and operations following its divestiture activities. This has primarily consisted of executive headcount reductions at the corporate level as well as management compensation reductions and Board compensation reductions.

ECN Capital benefits from an experienced management team with significant equity ownership in the Corporation. Our approach and structuring of executive compensation are designed to establish a direct link between performance and compensation. Reflecting the reduced size of our business following the Service Finance and Kessler Group dispositions, coupled with the challenging business environment, the 2022 base salaries of the CEO and CFO were each reduced by 25% and their 2023 base salaries have been reduced by a further 47% and 13%, respectively. Short-term cash bonuses for executives were limited to one-times base salary in 2022. The formulaic metric for long-term share-based compensation tied to relative total shareholder return, representing 50% of the total, had no payout in 2022.

At the Board level, in 2022 director compensation was limited to 100% deferred share units with no cash paid to directors for their retainer. This will continue in 2023, and directors have additionally agreed to a 20-50% reduction in director fees in 2023.

ESG Commitment

ECN Capital supports the increased emphasis that investors are placing on Environmental, Social, and Corporate Governance ("ESG") strategies and commitments.

Our Chief Executive Officer became a founding member of the Canadian chapter of the 30% Club in 2017, whose mission is for women to represent at least 30% of board members. Assuming each of the nominees for director receive the requisite amount of votes for their election at the Meeting, ECN Capital's board will have 33% woman membership.

ECN Capital has elected not to replace a long-serving director who chose not to stand for re-election at this Meeting. On behalf of the Board and management, we wish Pierre Lortie the very best in his future endeavours and commend him for his exceptional contribution to ECN Capital as a member of the Board.

Of our 580 total employees at December 31, 2022, including ECN Capital and its operating companies, 63% are women, 29% identify as members of minority groups and 91% are paid above the US real median personal income level.

ECN Capital's operating businesses also fit squarely into the continuing focus on the importance of environmental and sustainability initiatives and commitments. Triad finances "green" factory-built housing with minimal waste compared to site-built homes. Energy Star rated products factor prominently in our business model.

Shareholder Engagement

One of our priorities is an open and transparent dialogue with our Shareholders and stakeholders.

As a result of the timing of our strategic review process announced on March 7, 2023, ECN Capital elected to defer its fifth annual Investor Day. Investor Day allows our Shareholders and other stakeholders to hear first-hand from management about our operating companies. Investor Day also provides and facilitates active dialogue and engagement with our Shareholders. We look forward to rescheduling Investor Day following the completion of our strategic review.

We believe that shareholder engagement and strong governance is key to a partnership with our Shareholders. We provide our Shareholders with an annual "Say-on-Pay" advisory vote in respect of our approach to executive compensation. Although the Say-on-Pay vote is advisory only, we believe the vote is important, as it allows our Shareholders to express their views. The vote will influence how the Compensation and Corporate Governance Committee considers executive compensation matters in the future.

Following this letter is the formal Notice of the Meeting and our management information circular. The management information circular provides important information about the matters to be voted on at the Meeting.

As a shareholder, you have the right to vote your shares on the matters that are to be considered at the Meeting. Please take the time to consider the information in the accompanying Management Information Circular of ECN Capital (the "Circular") dated May 16, 2023. It is important that you exercise your vote at the Meeting or by internet, telephone or completing and sending in your proxy.

Shareholders should read the Circular carefully and consult with their advisors before casting their vote.

Thank you for your continued support. We look forward to welcoming you at our annual shareholders meeting on Thursday, June 15, 2023.

"*William Lovatt*"

William Lovatt
Chairman of the Board

"Steven Hudson"

Steven Hudson
Chief Executive Officer

May 16, 2023

ECN CAPITAL CORP.

Notice of Annual Meeting of Shareholders

Notice is hereby given that the annual meeting of the holders of common shares (the "Shareholders") of ECN Capital Corp. ("ECN Capital" or the "Corporation") will be held by way of a live audio webcast utilizing the MeetNow meeting platform at https://meetnow.global/MT4DPTP on Thursday, June 15, 2023 at 8:30 a.m. (Toronto time) (the "Meeting") for the following purposes:

1. to receive the Corporation's audited annual consolidated financial statements as at and for the financial year ended December 31, 2022 and the auditors' report thereon;

2. to elect the directors of the Corporation;

3. to re-appoint auditors and to authorize the board of directors of the Corporation to fix their remuneration;

4. to consider and, if deemed advisable, approve the non-binding advisory resolution on the Corporation's approach to executive compensation; and

5. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Please refer to the accompanying Management Information Circular (the "Circular") dated May 16, 2023 and Virtual Meeting User Guide for specific details of the foregoing matters and for access details with respect to the Meeting.

The Corporation will be convening and conducting the Meeting in a virtual-only format, which will be conducted via live audio webcast online at https://meetnow.global/MT4DPTP. During the audio webcast, Shareholders will be able to listen to the Meeting live, and registered Shareholders and duly appointed and registered proxyholders will be able to submit questions and vote while the Meeting is being held. Shareholders will not be able to attend the Meeting in person, but will have equal opportunity to participate online in the virtual-only Meeting, engage with management and director nominees, ask questions and vote on matters described in the accompanying Circular, regardless of their geographic location. We hope that hosting the Meeting virtually helps enable greater shareholder participation by allowing shareholders that might not otherwise be able to travel to a physical meeting to attend online. Please refer to the accompanying Circular and Virtual Meeting User Guide for access details with respect to the Meeting.

Shareholders are invited to attend the Meeting. The Circular includes important information about the items to be considered at the Meeting and how to exercise your vote. Registered Shareholders and duly appointed and registered proxyholders will be able to virtually attend, participate in and vote at the Meeting at https://meetnow.global/MT4DPTP. Non-registered Shareholders who receive this notice of annual meeting of Shareholders and related materials through their broker, investment dealer, bank, trust company, custodian, nominee or other intermediary, should carefully follow the instructions of their intermediary to ensure that their common shares of the Corporation (the "Common Shares") are voted at the Meeting in accordance with such Shareholders' instructions.

Non-registered Shareholders (being Shareholders who hold their Common Shares through an investment dealer, trust company, custodian, nominee or other intermediary) are advised that voting through a proxyholder at the Meeting will include, as a result of the virtual nature of the Meetings, an additional step of registering proxyholders with the transfer agent of the Corporation, Computershare Investor Services Inc., after submitting their form of proxy or voting instruction form ("VIF"), as applicable. Failure to register the proxyholder with the transfer agent will result in the proxyholder not receiving an "Invitation Code" via email to participate in and vote at the Meeting and only being able to attend as a guest. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests but will not be able to vote or submit questions at the Meeting.

If you plan to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.

Shareholders are encouraged to express their vote in advance of the Meeting by completing the form of proxy or VIF provided to them.

The Common Shares represented by properly executed proxies given in favour of the persons named in the form of proxy will be voted at the Meeting in accordance with the instructions indicated thereon. If no instructions are given, the Common Shares represented by properly executed proxies given in favour of the persons named in the form of proxy will be voted **FOR** each of the nominated directors, to re-appoint auditors and to authorize the board of directors of the Corporation to fix their remuneration, and to approve the advisory Say-on-Pay vote, each as further described in the Circular.

If you have any questions regarding the forms, please contact your broker or intermediary or the Corporation's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-855-682-4840 (toll free in North America), or at 1-416-867-2272 (collect outside North America), or by email at contactus@kingsdaleadvisors.com.

Your proxy or VIF must be received not later than Tuesday, June 13, 2023 at 8:30 a.m. (Toronto time), or in the case of any adjournment or postponement of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment or postponement.

DATED the 16th day of May, 2023.

By Order of the Board of Directors
Michael Lepore
Chief Financial Officer

ECN CAPITAL CORP.

Management Information Circular for the Annual Meeting of Shareholders

PROXIES

Solicitation of Proxies

This Management Information Circular (the "Circular") is furnished in connection with the solicitation, by or on behalf of the management of ECN Capital Corp. ("ECN Capital" or the "Corporation"), of proxies to be used at the Corporation's annual meeting of the holders of common shares of the Corporation (the "Shareholders") to be held on Thursday, June 15, 2023 (the "Meeting") at 8:30 a.m. (Toronto time) or at any adjournment or postponement thereof. The Meeting will be held in virtual-only format, which will be conducted by way of a live audio webcast at https://meetnow.global/MT4DPTP. It is expected that the solicitation of proxies for the Meeting will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Corporation without special compensation, or by the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare") at nominal cost. The Corporation has also retained Kingsdale Advisors as its strategic shareholder advisor and proxy solicitation agent and will pay, in addition to certain out-of-pocket expenses, fees of approximately C$44,000 for its proxy solicitation services. The cost of solicitation will be borne by the Corporation.

Appointment of Proxyholder

The persons designated by management of the Corporation in the form of proxy are directors or officers of the Corporation. **Each Shareholder has the right to appoint as proxyholder a person or company (who need not be a Shareholder of the Corporation) other than the persons designated by management of the Corporation in the form of proxy to attend and act on the Shareholder's behalf at the Meeting or at any adjournment or postponement thereof.** Such right may be exercised by inserting the name of the person or company in the blank space provided in the form of proxy or by completing another form of proxy.

In the case of *registered Shareholders*, the completed, dated and signed form of proxy should be sent in the envelope provided or otherwise to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1, fax number 1-866-249-7775 or to the Chief Financial Officer of the Corporation c/o Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Toronto, Ontario, M5L 1A9, fax number 1-416-863-2653. In the case of *non-registered Shareholders* who receive these materials through their broker or other intermediary, the Shareholder should complete and send the form of proxy in accordance with the instructions provided by their broker or other intermediary. **To be effective, a proxy must be received by Computershare or the Chief Financial Officer of the Corporation not later than Tuesday, June 13, 2023 at 8:30 a.m. (Toronto time) (unless such proxy submission deadline is waived by the Board of Directors of the Corporation (the "Board")), or in the case of any adjournment or postponement of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment or postponement. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice.**

Registering the proxyholder is an additional step that must be taken once a Shareholder has submitted the form of proxy. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invitation code from Computershare to participate in the Meeting. To register a proxyholder after submitting the form of proxy, Shareholders must visit http://www.computershare.com/ECNCapital and provide Computershare with their proxyholder's contact information **no later than Tuesday, June 13, 2023 at 8:30 a.m.** so that Computershare may provide the proxyholder with an invitation code via email. **Without an invitation code, proxyholders will not be able to vote at the Meeting.**

Revocation of Proxy

A Shareholder who has given a proxy may revoke it by depositing an instrument in writing signed by the Shareholder or by the Shareholder's attorney, who is authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the Shareholder or by the Shareholder's attorney, who is authorized in writing, to or at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment or postponement of the Meeting, the last business day preceding the day of the adjournment or postponement, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment or postponement thereof. A Shareholder may also revoke a proxy in any other manner permitted by law.

If a Registered Shareholder (as defined below) who has submitted a form of proxy attends the Meeting via webcast and proceeds with voting at the Meeting, any and all previously submitted proxies will be revoked. If you do not wish to revoke all previously submitted proxies, do not vote at the Meeting.

Voting of Proxies

On any ballot that may be called for, the common shares of the Corporation (the "Common Shares") represented by a properly executed proxy given in favour of the persons designated by management of the Corporation in the form of proxy will be voted in accordance with the instructions given on the form of proxy, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment or postponement thereof. As of the date of this Circular, management of the Corporation is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment or postponement thereof, the Common Shares represented by properly executed proxies given in favour of the persons designated by management of the Corporation in the form of proxy will be voted on such matters pursuant to the discretionary authority provided for in the form of proxy.

Registered Shareholders

A registered holder of Common Shares ("Registered Shareholder") may vote in any of the ways set out below.

On the Internet: A Registered Shareholder can go to the website at www.investorvote.com and follow the instructions on the screen. The Registered Shareholder's voting instructions are then conveyed electronically over the internet. The Registered Shareholder will need the 15-digit Control Number found on his or her proxy.

By Telephone: A Registered Shareholder can call the number located on such Registered Shareholder's proxy. The Registered Shareholder will need the 15-digit Control Number found on his or her proxy.

By Mail: A Registered Shareholder can complete the proxy as directed and return it in the business reply envelope provided to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1.

By Fax: A Registered Shareholder may submit his or her proxy by facsimile by completing, dating and signing the enclosed form of proxy and returning it by facsimile to Computershare at 1-416-263-9524 or toll free (within North America) at 1-866-249-7775.

At the Meeting: If a Registered Shareholder plans to vote during the Meeting, such Registered Shareholder does not need to do anything except attend the Meeting and vote via online ballot, when prompted, as outlined under "*Participation at the Virtual-only Meeting*" below.

Non-Registered Shareholders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are "non-registered" Shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares.

A holder of Common Shares is a non-registered (or beneficial) Shareholder (a "Non-Registered Holder") if the Shareholder's Common Shares are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, RDSPs, TFSAs and similar plans; or (b) in the name of a clearing agency (such as CDS & Co.) of which the Intermediary is a participant.

A Non-Registered Holder may vote in any of the ways set out below.

On the Internet: A Non-Registered Holder can go to the website at www.proxyvote.com and follow the instructions on the screen. The Non-Registered Holder's voting instructions are then conveyed electronically over the internet. The Non-Registered Holder will need the 16-digit Control Number found on his or her voting instruction form ("VIF").

By Telephone: A Non-Registered Holder can call the number located on such Non-Registered Holder's VIF. The Non-Registered Holder will need the 16-digit Control Number found on his or her VIF.

By Mail: A Non-Registered Holder can complete the VIF as directed and return it in the business reply envelope provided by the Non-Registered Holder's nominee's cut-off date and time.

ECN Capital may utilize the Broadridge QuickVote™ service to assist Non-Registered Holders with voting their Common Shares over the telephone. Alternatively, Kingsdale Advisors may contact such Non-Registered Holders to assist them with voting their Common Shares directly over the phone.

If you have any questions or require assistance, please contact the Corporation's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-855-682-4840 (toll free in North America), or at 1-416-867-2272 (collect outside North America), or by email at contactus@kingsdaleadvisors.com.

Appointment of Proxy

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about them to the Corporation are referred to as non-objecting beneficial owners ("NOBOs"). Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about them to the Corporation are referred to as objecting beneficial owners ("OBOs"). In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), the Corporation has elected to send copies of the proxy-related materials, including a form of proxy or VIF (collectively, the "meeting materials") indirectly through Intermediaries for onward distribution to the NOBOs and OBOs. ECN Capital will also pay the fees and costs of Intermediaries for their services in delivering the meeting materials to OBOs in accordance with NI 54-101. Intermediaries must forward the meeting materials to each Non-Registered Holder (unless the Non-Registered Holder has waived the right to receive such materials), and often use a service company (such as Broadridge Investor Communication Solutions, Canada), to permit the Non-Registered Holder to direct the voting of the Common Shares held by the Intermediary on behalf of the Non-Registered Holder.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will either:

(a) be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder, but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare, as described above under "*Registered Shareholders*"; or

(b) more typically, be given a VIF which must be completed and signed by the Non-Registered Holder in accordance with the directions on the VIF. Non-Registered Holders should submit VIFs to Intermediaries in sufficient time to ensure that their votes are received from the Intermediaries by the Corporation.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a VIF wish to attend and vote at the Meeting (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the form of proxy and insert their own (or such other person's) name in the blank space provided in the form of proxy or, in the case of a VIF, follow the corresponding instructions on the VIF, to appoint themselves as proxyholders, and deposit the form of proxy or submit the VIF in the appropriate manner noted above. Non-Registered Holders should carefully follow the instructions on the form of proxy or VIF that they receive from their Intermediary in order to vote the Common Shares that are held through that Intermediary. **Therefore, Non-Registered Holders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate persons, as required.**

Registering a duly appointed proxyholder (whether the Non-Registered Holder itself or another person) is an additional step that must be taken once a Non-Registered Holder has submitted

the form of proxy. Failure to register the proxyholder will result in the proxyholder not receiving a username from Computershare to participate in the Meeting. To register a proxyholder after submitting the form of proxy, Shareholders must visit http://www.computershare.com/ECNCapital and provide Computershare with their proxyholder's contact information **no later than Tuesday, June 13, 2023 at 8:30 a.m.** so that Computershare may provide the proxyholder with an invitation code via email. **Without an invitation code, proxyholders will not be able to vote at the Meeting.**

Meeting materials are being sent to both Registered Shareholders and Non-Registered Holders of the Common Shares. If you are a Non-Registered Holder, and the Corporation or its agent has sent these meeting materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these meeting materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these meeting materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Corporation is not sending the meeting materials to Registered Shareholders or Non-Registered Holders using notice-and-access delivery mechanisms defined under NI 54-101 and National Instrument 51-102 – *Continuous Disclosure Obligations.*

If you have any questions about the information contained in this Circular or require assistance, please contact the Corporation's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-855-682-4840 (toll free in North America), or at 1-416-867-2272 (collect outside North America), or by email at contactus@kingsdaleadvisors.com.

United States Beneficial Holders

To attend and vote at the Meeting, a U.S.-resident beneficial holder must first obtain a valid legal proxy from their broker, bank or other agent appointing him or herself as proxyholder and subsequently register in advance of the Meeting.

If you are a U.S.-resident beneficial holder, follow the instructions from your broker or bank included with the meeting materials, or contact your broker or bank to request a legal proxy form. After obtaining a valid legal proxy from your broker, bank or other agent, you must submit a copy of your legal proxy appointing yourself as proxyholder to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada or by email at uslegalproxy@computershare.com **Requests for registering legal proxies must be labeled as "Legal Proxy" and be received no later than Tuesday, June 13, 2023 at 8:30 a.m.** You will receive a confirmation of your proxy registration by email.

After receiving confirmation of your proxy registration by email, you must visit http://www.computershare.com/ECNCapital and provide Computershare with your contact information **no later than Tuesday, June 13, 2023 at 8:30 a.m.** so that Computershare may provide you with an invitation code via email. **Without an invitation code, you will not be able to vote at the Meeting.**

If you have any questions about the information contained in this Circular or require assistance, please contact the Corporation's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors at 1-855-682-4840 (toll free in North America), or at 1-416-867-2272 (collect outside North America), or by email at contactus@kingsdaleadvisors.com.

Participation at the Virtual-only Meeting

The Meeting will be hosted online by way of a live audio only webcast, in accordance with the Virtual Annual Meeting of Shareholders Code of Procedure, which was adopted by the Board and attached to the Circular as Exhibit "B". Shareholders will not be able to attend the Meeting in person, but will have equal opportunity to participate online in the virtual-only Meeting, engage with management and director nominees, ask questions and vote on matters described in this Circular, regardless of their geographic location. We hope that hosting the Meeting virtually helps enable greater Shareholder participation by allowing Shareholders that might not otherwise be able to travel to a physical meeting to attend online.

Registered Shareholders and duly appointed and registered proxyholders will be able to virtually attend, participate and vote at the Meeting. Registered Shareholders and duly appointed and registered proxyholders who participate in the Meeting online will be able to listen to the Meeting, submit questions and vote, all in real time, provided they are connected to the internet, log in using their Control Number or invitation code and complete a ballot virtually during the Meeting. The Chair of the Meeting will indicate the time of opening and closure of the polls. Voting options will be visible on your screen.

Non-Registered Holders who have not duly appointed themselves as proxyholders may still attend the Meeting as a guest. Guests will be able to listen to the Meeting but will not be able to submit questions or vote at such Meeting.

Registered Shareholders that have a 15-digit Control Number located on their form of proxy, along with duly appointed and registered proxyholders who were assigned an invitation code by Computershare, and guests, including Non-Registered Holders who have not duly appointed themselves as proxyholder, can log in to the Meeting as set out below. Guests can listen to the Meeting but are not able to vote.

1. Log in online at https://meetnow.global/MT4DPTP. We recommend that you log in at least 15 minutes before the Meeting starts. You should allow ample time to check in to the Meeting and complete the related procedures. Please refer to the accompanying Virtual Meeting User Guide for access details with respect to the Meeting.

2. Read and accept the Terms and Conditions.

3. Click on "Shareholder" and then enter your Control Number (see below) or "Invitation" and enter your invitation code,

   OR click "Guest" and then complete the online form.

Please refer to the accompanying Virtual Meeting User Guide for further information regarding accessing the Meeting.

Questions at the Meeting

Registered Shareholders and duly appointed proxyholders may submit questions during the Meeting by utilizing the "Q&A" function on the web portal, prior to the opening of the polls. In order to facilitate a respectful and effective Meeting, only questions of general interest to all Shareholders in respect of the business properly brought before the Meeting will be answered during the Meeting. If several questions relate to the same or very similar topic, the Corporation will group the questions and state that it has received similar questions. General questions not relating directly to the formal business of the Meeting will be addressed by Management following the termination of the Meeting. Management will acknowledge receipt of all questions prior to the opening of the polls and will address those questions which are pertinent to the formal business of the Meeting prior to voting. In addition, the Corporation does not intend to address questions that:

- are irrelevant to the Corporation's operations;
- are related to non-public information about the Corporation;
- constitute derogatory references to individuals or that are otherwise offensive to third parties; or
- are out of order or not otherwise appropriate as determined by the Chair or Secretary of the Meeting in their reasonable judgment.

Management will confirm that general questions not relating to the formal business of the Meeting will be answered following termination of the Meeting. At this time, Management will also identify any questions relating to individual matters and confirm that a representative will directly respond to the Registered Shareholder or duly appointed proxyholder following the Meeting. Shareholders may also contact the Corporation by email at generalinfo@ecncapitalcorp.com or contact the Board by email at board@ecncapitalcorp.com.

Registered Shareholders

The 15-digit Control Number located on the form of proxy or in the email notification you received is your Control Number for the purposes of logging in to the Meeting.

Duly Appointed Proxyholders

The proxy agent will provide proxyholders with an invitation code by email once the proxyholder has been duly appointed and registered in accordance with the instructions provided above under "*Registering a Proxyholder*".

Remaining Connected and Troubleshooting

In the event of technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action as the Chair determines is appropriate considering the circumstances.

If you attend the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check in to the Meeting online and complete the related procedures. Please refer to the accompanying Virtual Meeting User Guide for specific details of the foregoing matters and for access details with respect to the Meeting.

If you have any difficulties accessing the Meeting, please contact our webcast provider at 1-888-724-2416 or 1-781-575-2748.

VOTING SHARES

Voting Shares

As at May 16, 2023, the Corporation had 245,779,995 Common Shares outstanding, each carrying the right to one vote per share. A simple majority of the votes cast at the Meeting, whether by proxy or otherwise, will constitute approval of each matter to be acted upon at the Meeting.

Record Date

The Board has fixed May 16, 2023 as the record date for the purpose of determining holders of Common Shares entitled to receive notice of and to vote at the Meeting. Any holder of Common Shares of record at the close of business on the record date is entitled to vote the Common Shares registered in such Shareholder's name at that date on each matter to be acted upon at the Meeting.

Principal Shareholders

As of May 16, 2023, to the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation, other than:

- North Peak Capital Management, LLC, on behalf of the investment funds over which it has discretionary trading authority, directly or indirectly, exercises control or direction over 37,908,643 Common Shares, representing approximately 15.22% of the voting rights attached to the issued and outstanding Common Shares;[2] and

- Voss Capital LLC, on behalf of the investment funds over which it has discretionary trading authority, directly or indirectly, exercises control or direction over 32,087,963 Common Shares, representing approximately 13.08% of the voting rights attached to the issued and outstanding Common Shares.[3]

CURRENCY

All dollar amounts in this Circular are expressed in U.S. dollars unless otherwise indicated. In general, conversion from Canadian dollars to U.S. dollars is effective as of either the date of payment or, with respect to holdings, April 26, 2023.

MATTERS TO BE ACTED UPON AT MEETING

1. Financial Statements

No vote with respect to the Corporation's audited annual consolidated financial statements as at and for the financial year ended December 31, 2022 and the auditors' report thereon is required or proposed to be taken.

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[2] Such information is based on North Peak Capital Management, LLC's alternative monthly report, dated April 9, 2023, which was filed on the Corporation's SEDAR profile on April 10, 2023.
[3] Such information is based on Voss Capital LLC's alternative monthly report, dated May 10, 2023, which was filed on the Corporation's SEDAR profile on May 9, 2023.

2. Election of Directors

The Corporation's articles provide for a minimum of 1 director and a maximum of 14 directors. The Board has fixed the number of directors to be elected at the Meeting at six (6). Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the by-laws.

In the absence of a contrary instruction, the persons designated by management of the Corporation in the form of proxy intend to vote FOR the election as directors of each of the proposed nominees whose names are set forth below. Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the persons designated by management of the Corporation in the form of proxy, in their discretion, in favour of another nominee.

The director nominee profiles set out in this Circular provide detailed information about each nominee for election to the Board, including their expertise, committee memberships, meeting attendance, public board memberships and voting results for last year's director elections, the number of securities beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as of December 31, 2022, and total compensation received in the 2022 financial year, as applicable. The information as to securities beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees individually.

3. Re-appointment of Auditors

Ernst & Young LLP are the current auditors of the Corporation. At the Meeting, the holders of Common Shares will be requested to re-appoint Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix the auditors' remuneration.

In the absence of a contrary instruction, the persons designated by management of the Corporation in the form of proxy intend to vote FOR the re-appointment of Ernst & Young LLP as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and the authorization of the Board to fix the remuneration of the auditors.

4. Advisory Vote on the Corporation's Approach to Executive Compensation

The governing objective of the Corporation's executive compensation program is to align executive interests with Shareholders' interests. This objective is reflected in the Corporation's philosophy of pay for performance, based on competitive market practice, without encouraging excessive or inappropriate risk taking. You can find details of the Corporation's executive compensation program in this Circular, including the Compensation Discussion and Analysis starting on page 42.

The Corporation believes that its approach to executive compensation is in the Shareholders' best interests, because executives and Shareholders share the common goal of success and improved Shareholder value. At the 2021 and 2022 annual meetings of Shareholders, the Corporation's say-on-pay vote resulted in Shareholders casting, respectively, 92.5% and 90.3% of the votes in favour of the Corporation's approach to executive compensation. The Board believes that the Corporation's compensation philosophy and system will be viewed positively by Shareholders once again this year.

At the Meeting, the holders of Common Shares will be requested to vote on the way the Corporation compensates its executives ("Say-on-Pay"). The Say-on-Pay vote is advisory only and non-binding on the Corporation and the Board. However, it will influence how the Compensation and Corporate Governance Committee ("C&CG Committee") considers executive compensation matters in the future. The ordinary resolution, which needs a majority vote to be approved, is:

> "RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the Shareholders accept the approach to executive compensation disclosed in the management information circular delivered in advance of the 2023 annual meeting of Shareholders of the Corporation."

In the absence of a contrary instruction, the persons designated by management of the Corporation in the form of proxy intend to vote FOR this advisory resolution.

As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the results of the vote into account, as it deems appropriate, when considering future compensation policies, procedures and decisions. The Corporation will disclose the results of the Shareholder advisory vote results as part of its reporting on voting results for the Meeting.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

Certain statements in this Circular constitute “forward-looking statements” and “forward-looking information.” When used in this Circular, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect”, “occur” and similar expressions, as they relate to the Corporation, or its management, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to inherent risks, uncertainties and numerous assumptions, including, without limitation, strategic plans, general economic and industry conditions, reliance on debt financing, dependence on borrowers, dependence on financing its business through funding commitments and the sale of loan portfolios to banks and other financial institutions, inability to recover receivables, competition, interest rates, regulation, demand for financing in the specialty finance sector, insurance, failure of key systems, debt service and future capital needs, and such other risks or factors described from time to time in reports of ECN Capital.

By their nature, forward looking statements involve numerous assumptions, known and unknown, risks and uncertainties, both general and specific, which contribute to the possibility that predictions, forecasts, projections and other forms of forward-looking information may not be achieved. Many factors could cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward looking statements and readers are cautioned that the list of factors in the foregoing paragraph is not exhaustive. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Accordingly, readers are cautioned not to place undue reliance on forward looking statements or interpret or regard forward-looking statements as guarantees of future outcomes. Except as may be required by applicable Canadian securities laws, we do not intend, and disclaim any obligation to update or rewrite any forward-looking statements whether oral or written as a result of new information, future events or otherwise.

DIRECTORS

Nominees for Election to the Board of Directors

William Lovatt – Chairman of the Board and Independent Director
Winnipeg, Manitoba, Canada | Director since 2016 | Age 69

Mr. Lovatt is the Chairman of ECN Capital’s Board. Mr. Lovatt serves as a member of the Audit Committee, the Compensation and Corporate Governance Committee and the Credit and Risk Committee of the Board. Mr. Lovatt previously served as Chairman of the board of directors for Element Fleet Management Corp. (“EFN”) and continued as a director through 2018. He brings with him 40 years of investment and senior management expertise. Mr. Lovatt is one of Canada’s most respected financial services executives having served as Executive Vice President and Chief Financial Officer of Great-West Lifeco Inc., Great-West Life Assurance Company, London Life Insurance Company and Canada Life Assurance Company. Mr. Lovatt joined Great West-Life in 1979 serving in various positions in the insurer’s investments department prior to being appointed Chief Financial Officer. Mr. Lovatt served as a member of the Accounting Standards Oversight Council from 2000 to 2008 and in 2009, following the global financial crisis, was asked to serve the Canadian Government on the Department of Finance’s Advisory Committee on Liquidity in the Financial Markets. Mr. Lovatt received his Bachelor of Commerce (Hons.) degree from the University of Saskatchewan in 1975, his Chartered Financial Analyst designation in 1983 and became a Fellow Certified General Accountant in 2003.

Board/Committee Memberships/2022 Attendance:	Board (6/6), Audit (4/4), C&R (4/4), C&CG (4/4)
Public Board Memberships in last five (5) years:	None
2022 Votes For:	95.66%
2022 Compensation:	$950,000(1) (100% in share-based awards)

Securities held at fiscal year end					
Fiscal Year	Shares (#)	DSUs (#)	Total Value of Securities (1)	Meets equity ownership policy(2)	Multiple of Annual Retainer
2022	800,000	2,614,278	$7,758,016	Yes	8.7x

(1) Represents the total value of Common Shares and DSUs based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.

(2) See "*Director Compensation and Required Equity Ownership*" for more information about equity ownership.

Steven Hudson – Director and Chief Executive Officer

Palm Beach, Florida, U.S. | Director since 2016 | Age 64

Mr. Hudson is the Chief Executive Officer of ECN Capital and serves as a member of the Board as well as the Credit and Risk Committee of the Board. Mr. Hudson previously served as a member of EFN's board, and as its chief executive officer from March 2011 to October 2016. Mr. Hudson is also the founder and principal of Cameron Capital Corporation, a private investment firm established more than 20 years ago. An entrepreneur, investor and operator of successful businesses, Mr. Hudson has a distinguished track record across several business sectors. For over three (3) decades, Mr. Hudson has lead an operating commercial finance business with assets exceeding $100 Billion. Mr. Hudson has been an active director on numerous boards of both public and private companies across several business sectors and an active community leader and philanthropist. Mr. Hudson received his Fellowship with the Institute of Chartered Accountants of Ontario in 2000 and graduated from York University in 1981 with an Honours Bachelor of Business Administration degree. In 1996, Mr. Hudson was named one of Canada's Top 40 Under 40. In 2016, Mr. Hudson was named Ernst & Young's Entrepreneur of the Year.

Board/Committee Memberships/2022 Attendance:	Board (6/6), C&R (4/4)
Public Board Memberships in last five (5) years:	None
2022 Votes For:	99.33%
2022 Compensation:	Board compensation is not paid to executive officers. See "*Compensation Discussion and Analysis – Summary Compensation Table*" for Mr. Hudson's compensation as CEO of ECN Capital.

Securities held at fiscal year end						
Fiscal Year	Shares (#)	RSUs (#)	PSUs (#)	Total Value of Securities(1)	Meets equity ownership guideline	Multiple of Base Salary(2)
2022	13,464,845	1,600,328	1,184,839	$36,923,726	Yes	39.4x

(1) Represents $30,595,192 in Common Shares, $3,636,310 in RSUs and $2,692,224 in PSUs based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.

(2) As Mr. Hudson is both a director and Chief Executive Officer of ECN Capital, the table above provides his equity holdings as a multiple of his base salary in order to provide a more meaningful measure to readers. See "*Compensation Discussion and Analysis – Equity Ownership Requirement*" for more information about equity ownership.

Paul Stoyan – Independent Director

Toronto, Ontario, Canada | Director since 2016 | Age 64

Mr. Stoyan is the Chairman of Gardiner Roberts LLP, a Canadian law firm. He is Chair of the Compensation and Corporate Governance Committee of the Board. Mr. Stoyan previously served as the Chairman of the C&CG Committee, member of the Audit Committee, and board member of EFN. Mr. Stoyan practices business law with a special emphasis on mergers and acquisitions, corporate finance and corporate governance. Mr. Stoyan serves on the board of directors of Enghouse Systems Limited, a publicly-traded software company listed on the TSX and is also the Chairman of the board of directors of Axis Auto Finance Inc., a TSX specialty finance company. He is also a member of the board of directors of the Alcohol and Gaming Commission of Ontario and previously served as a director of the National Ballet School of Canada, and the Canadian Centre for Ethics and Corporate Policy. Mr. Stoyan is also Past Chair of the Business Law Section of the Ontario Bar Association and previously served as a director of Open Text Corporation, a publicly-traded software company listed on the NASDAQ and TSX. Mr. Stoyan holds a bachelor of laws from the University of Toronto and a bachelor of arts from the University of Toronto, where Mr. Stoyan was the Gold Medalist. Mr. Stoyan has earned the professional independent director designation (ICD.D) from the Institute of Corporate Directors and the University of Toronto's Rotman School of Management.

Board/Committee Memberships/2022 Attendance:	Board (6/6), C&CG (4/4)

Public Board Memberships in last five (5) years:	Axis Auto Finance Inc. (2018-present), Enghouse Systems Limited (2008-present)
2022 Votes For:	90.95%
2022 Compensation:	$210,000 (1) (100% in share-based awards)

Securities held at fiscal year end

Fiscal Year	Shares (#)	DSUs (#)	Total Value of Securities(1)	Meet equity ownership policy(2)	Multiple of Annual Retainer
2022	773,488	469,956	$2,825,388	Yes	15.7x

(1) Represents the value of Common Shares and DSUs based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.
(2) See "*Director Compensation and Required Equity Ownership*" for more information about equity ownership.

David Morris – Independent Director
Beaconsfield, Québec, Canada | Director since 2016 | Age 68

Mr. Morris retired as a senior audit partner at Deloitte LLP after serving over 41 years with the firm, and was appointed to ECN Capital's Board in October 2016. He is Chair of the Audit Committee of the Board. Mr. Morris has extensive experience auditing global financial institutions and public companies. Mr. Morris has worked closely with audit committees on a number of special engagements including those relating to mergers and acquisitions, regulatory reporting, due diligence and accounting for complex transactions. Mr. Morris also has a strong background with U.S. Securities and Exchange Commission registrants, including internal controls over financial reporting. Mr. Morris has acted as an advisor to senior management and directors throughout his career. Mr. Morris is a graduate of McGill University.

Board/Committee Memberships/2022 Attendance:	Board (6/6), Audit (4/4)
Public Board Memberships in last five (5) years:	Laurentian Bank of Canada (2017-2022)
2022 Votes For:	99.79%
2022 Compensation:	$210,000 (1) (100% in share-based awards)

Securities held at fiscal year end

Fiscal Year	Shares (#)	DSUs (#)	Total Value of Securities(1)	Meet equity ownership policy(2)	Multiple of Annual Retainer
2022	60,000	579,619	$1,453,361	Yes	7.9x

(1) Represents the value of Common Shares and DSUs based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.
(2) See "*Director Compensation and Required Equity Ownership*" for more information about equity ownership.

Carol E. Goldman – Independent Director
Des Peres, Missouri, USA | Director since 2017 | Age 65

Ms. Goldman serves on the Board of Directors of Youth-In-Need and is a member of the Finance Committee. She is a Human Resource Professional with over 30 year's executive leadership within healthcare, manufacturing and telecommunications industries during periods of high organic and M&A driven organizational growth. Experienced in hiring and talent acquisition, performance management, benefits strategies, employee relations and organizational development, Ms. Goldman brings strong experience in coaching and consulting to clients and customers. She retired in 2018 from an 18-year career with Centene Corporation, a multi-line healthcare enterprise, as Executive Vice President and Chief Administrative Officer. During her tenure, Centene Corporation grew from 300 to 50,000 employees and $300 million to $60 billion in annual revenue, achieving #51 on the Fortune 500. She was nominated as one of St. Louis Business Journal Most Influential Business Women. Ms. Goldman is a graduate of Missouri State University with a Bachelor of Science in Psychology and Education, Cum Laude and Lindenwood University with a Master of Business in Human Resources Management, Magna Cum Laude.

Board/Committee Memberships/2022 Attendance:	Board (6/6), C&CG (4/4)
Public Board Memberships in last five (5) years:	None
2022 Votes For:	97.92%
2022 Compensation:	$195,000 (1) (100% in share-based awards)

Securities held at fiscal year end					
Fiscal Year	Shares (#)	DSUs (#)	Total Value of Securities(2)	Meet equity ownership policy(3)	Multiple of Annual Retainer
2022	77,770	665,076	$1,687,915	Yes	9.6x

(1) Represents the value of Common Shares and DSUs based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.
(2) See "*Director Compensation and Required Equity Ownership*" for more information about equity ownership.

Karen Martin – Independent Director
Toronto, Ontario, Canada | Director since 2019 | Age 58

Prior to joining ECN Capital's Board, Ms. Martin was Executive Vice President & Treasurer of Element Fleet Management Corp. since 2012. In this role, Ms. Martin was responsible for the balance sheet and risk management, funding strategy, treasury operations, acquisition financing and related strategic initiatives on the business, engineering and implementing highly complex debt and capital structures. Ms. Martin has served in executive management, treasury and finance positions in public and private financial services companies for over 25 years, including Xceed Mortgage and Canadian Imperial Bank of Commerce. Ms. Martin is a Chartered Financial Analyst (CFA) and a Chartered Professional Accountant (CPA), and holds the professional independent director designation (ICD.D) from the Institute of Corporate Directors and the University of Toronto's Joseph L. Rotman School of Management. Ms. Martin is a member of the board of directors and is chair of the audit committee for Propel Holdings Inc. and is a member of the board of directors and audit committee for Real Matters Inc. Ms. Martin earned her bachelor's degree in finance and economics from the University of Western Ontario.

Board/Committee Memberships/2022 Attendance:	Board (6/6), Audit (4/4)
Public Board Memberships in last five (5) years:	Propel Holdings Inc. (2021 to Present); Real Matters Inc. (2022 to Present)
2022 Votes For:	99.86%
2022 Compensation:	$195,000 (1) (100% in share-based awards)

Securities held at fiscal year end					
Fiscal Year	Shares (#)	DSUs (#)	Total Value of Securities(1)	Meet equity ownership policy(2)	Multiple of Annual Retainer
2022	101,655	226,306	$745,202	No	4.3x

(1) Represents the value of Common Shares and DSUs based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.
(2) Ms. Martin has until August 2023 to comply with the equity ownership requirements for directors. See "*Director Compensation and Required Equity Ownership*" for more information about equity ownership.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of ECN Capital, no proposed nominee for election as a director of ECN Capital has been, at the date of this Circular or within the last 10 years: (a) a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (ii) was the subject of an event that resulted, after that person ceased to be a director or chief executive officer or chief financial officer, in the company being the subject of such an order; (b) a director or executive of a company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except that Steven Hudson was a director of Herbal Magic Inc. which was deemed to have made an assignment in bankruptcy pursuant to the provisions of the *Bankruptcy and Insolvency Act* (Canada) in August, 2014 and Mr. Hudson was a director until March 18, 2015 of 8942595 Canada Inc., the successor business to Herbal Magic Inc., which made a voluntary assignment into bankruptcy on August 17, 2015; or (c) has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director of the Corporation has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Majority Voting Policy

ECN Capital has adopted a majority voting policy. The following description is a summary only and is qualified in its entirety by the full text of ECN Capital's majority voting policy which is available on ECN Capital's SEDAR profile at www.sedar.com and on ECN Capital's website at www.ecncapitalcorp.com.

Pursuant to the majority voting policy, Shareholders vote for the election of individual directors at each annual meeting of Shareholders, rather than for a fixed slate of directors. Further, in an uncontested election of directors at an applicable meeting of Shareholders, the votes cast in favour of the election of a director nominee must represent a majority of the shares voted and withheld for the election of the director. If that is not the case, that director must tender his or her resignation to the Chairman of the Board (the "Chairman"). The C&CG Committee will promptly consider such tendered resignation and recommend to the Board the action to be taken with respect to such tendered resignation, and the Board shall accept the resignation absent exceptional circumstances, and it must promptly disclose its decision via press release.

If the Board determines not to accept the resignation, the press release must fully state the reasons for that decision. In making its recommendation to the Board, the C&CG Committee will consider the reasons why the votes were withheld, the skills and expertise of that director, the overall composition of the Board, including the skills and the expertise of the other directors and also whether accepting the resignation would cause ECN Capital to fail to meet any applicable securities laws and rules of any provincial securities commissions or stock exchange and whether the resignation of the director could result in the triggering of change in control or similar provisions under any contract by which ECN Capital is bound or any benefit plan of ECN Capital and, if so, the potential impact thereof. If a resignation is accepted, the Board may leave the resultant vacancy in the Board unfilled until the next annual meeting of Shareholders, fill the vacancy through the appointment of a director whom the Board considers to merit the confidence of Shareholders, reduce the size of the Board, or call a special meeting of the Shareholders to consider the election of a nominee recommended by the Board to fill the vacant position.

Advance Notice Provisions

ECN Capital's by-laws contain advance notice provisions pertaining to Shareholders (who meet the necessary qualifications outlined in the by-laws) seeking to nominate candidates for election as directors (a "Nominating Shareholder") at any annual meeting of Shareholders, or for any special meeting of Shareholders if one of the purposes for which the special meeting was called was the election of directors (the "Advance Notice Provisions"). The following description is a summary only and is qualified in its entirety by the full text of the applicable provisions of ECN Capital's by-laws which are available on ECN Capital's SEDAR profile at www.sedar.com and on ECN Capital's website at www.ecncapitalcorp.com.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the corporate secretary of ECN Capital. To be timely, a Nominating Shareholder's notice to the corporate secretary must be made: (i) in the case of an annual meeting of Shareholders (including an annual and special meeting), not less than 30 days prior to the date of the annual meeting of Shareholders; 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 (the "Notice Date") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date; and (ii) in the case of a special meeting of Shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes as well), 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 of Shareholders was made. ECN Capital's by-laws also prescribe the proper written form for a Nominating Shareholder's notice.

The chairperson of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the notice procedures set forth in the by-laws and, if any proposed nomination is not in compliance with such provisions, the discretion to declare that such defective nomination will be disregarded.

Notwithstanding the foregoing, the directors of ECN Capital may, in their sole discretion, waive any requirement in the Advance Notice Provisions.

Director Term Limits/Mandatory Retirement

The Board has actively considered the matters of term limits and mandatory retirement and will continue to do so. At this time and given the relatively short tenure of the ECN Capital Board since inception of the Corporation, the Board feels that these types of policies would not be appropriate for our Board. In fact, the Board feels that its rigorous self-evaluation process combined with input from the Corporation's external third-party governance firm, Global Governance Advisors ("GGA"), is a more effective and transparent manner to ensure directors continue to add value and remain strong contributors, and the current constitution of the Board reflects these objectives.

Director Interlocks

The Board does not set a formal limit on the number of interlocking board memberships. The C&CG Committee reviews director interlock as part of its annual evaluation of director independence. There are no public company board interlocks among the directors.

2022 Director Attendance

ECN Capital had 100% director attendance for all Board and committee meetings in 2022. The attendance record for each individual director standing for re-election at this Meeting is set out in the director profiles above. At each Board and committee meeting, *in camera* sessions of the independent directors were held to permit members who are considered independent of management to meet without the presence of management.

The C&CG Committee reviews the attendance record of each director as part of the nomination process. The Board has implemented a director attendance policy pursuant to which a director would be required to tender his or her resignation if such director did not meet a minimum attendance requirement (75% of meetings in a given year), subject to a review of extenuating circumstances for such director.

Director Skills Assessment

The Board has constituted the C&CG Committee to annually conduct a self-assessment of the Board's performance, an assessment of Board members and its committees, with each committee assessing its members, and to recommend to the Board nominees for appointment of new directors to fill vacancies or meet additional needs of the Board. Through the Board evaluation process and ongoing monitoring of the needs of the Corporation, desired expertise and skill sets are identified and individuals that possess the required experience and skills are contacted by the Chair of the C&CG Committee. Prospective new director nominees are interviewed by the Chair of the C&CG Committee, the Chairman of the Board and the Chief Executive Officer (the "CEO") and considered by the entire C&CG Committee for recommendations to the Board as potential nominee directors.

The matrix below illustrates the mix of experience, knowledge and understanding possessed by the members of the Board in the categories that are relevant to the Corporation that enable the Board to better carry out its fiduciary responsibilities.

	William Lovatt	**Steven Hudson**	**Paul Stoyan**	**David Morris**	**Carol Goldman**	**Karen Martin**
Accounting	√	√	-	√	-	√
Financial Literacy	√	√	√	√	√	√
Corporate Finance / M&A	√	√	√	√	√	√
Executive Leadership	√	√	√	-	√	√
Economics/Business	√	√	√	√	√	√
Governance	√	√	√	√	√	-
Government/Regulatory	√	√	√	√	√	√
International Business	√	√	-	√	√	√
Legal	-	-	√	-	-	-
Risk Management	√	√	-	√	√	√
Strategic Planning	√	√	√	-	√	√
Other Board Experience	-	-	√	√	√	√
Human Resources/Compensation	-	√	√	-	√	-

Director Compensation and Required Equity Ownership

The Board has established a formal equity ownership policy requiring that each non-employee director hold at least five (5) times his or her annual director remuneration in Common Shares and/or deferred share units ("DSUs") based on the closing price of the Common Shares at the end of the most recently completed fiscal year. Each director is required to comply with this equity ownership requirement by no later than four (4) years from the date of becoming a director. All directors are currently in compliance with the equity ownership policy relative to the time each director was elected to the Board. Ms. Martin has until August 2023 to meet the minimum shareholding requirement under the equity ownership policy. Until the minimum shareholding is achieved, each non-executive director must take all remuneration paid to him or her in the form of DSUs, after which time they may elect to receive their annual retainer fee in cash, DSUs or a combination thereof.

2022 Directors' Compensation

Based on advice from GGA on director compensation and comparable public company director fees, the C&CG Committee and the Board approved a director compensation package (for non-executive directors of the Corporation) for fiscal 2022 and fiscal 2023. Additionally, reflective of the reduced scale of ECN Capital's operations following the recent sales of Service Finance and Kessler Group, the Board determined to reduce the compensation paid to directors in fiscal 2023 as set out in the chart below:

Fee Description[(1)]	2022 Amount	2023 Amount
Annual Board Chair Retainer	$890,000	$450,000
Annual Board Member Retainer	$175,000	$140,000
Committee Chair Retainer	$35,000	$28,000
Committee Member Retainer	$20,000	$16,000
Meeting Fee	Nil	Nil

(1) Provided that directors must receive DSUs until they comply with the shareholding requirements of the Corporation's equity ownership policy for directors, beginning in 2022 it was determined that directors' may only receive their compensation in DSUs.

The following table sets forth all amounts of compensation paid or earned by non-executive directors of the Corporation in fiscal 2022.

Name[(1)]	Cash fees earned ($)	Option-based awards ($)	Share-based awards[(2)] ($)	Total ($)
William Lovatt	Nil	Nil	950,000	950,000
Paul Stoyan	Nil	Nil	210,000	210,000
Pierre Lortie [(3)]	Nil	Nil	210,000	210,000
David Morris	Nil	Nil	210,000	210,000
Carol Goldman	Nil	Nil	195,000	195,000
Karen Martin	Nil	Nil	195,000	195,000

(1) Compensation disclosure for Steven Hudson provided under the heading "*Compensation Discussion and Analysis – Summary Compensation Table*".
(2) DSUs were issued to directors based on the 10-day volume weighted average price of the Common Shares preceding the grant date, per the terms of the Corporation's DSU Plan (as defined herein).
(3) Mr. Lortie will not stand for re-election as director of ECN Capital.

Outstanding Option-Based and Share-Based Awards

The following table sets out all option-based and share-based (DSU) awards outstanding as of December 31, 2022 for all non-executive directors of the Corporation.

Option-based Awards					Share-based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration dates**	**Value of unexercised in-the-money options ($)**	**Number of shares or units that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of share-based awards not paid out or distributed[(1)] ($)**
William Lovatt	Nil	N/A	N/A	N/A	N/A	N/A	5,940,234
Paul Stoyan	Nil	N/A	N/A	N/A	N/A	N/A	1,067,847
Pierre Lortie [(2)]	Nil	N/A	N/A	N/A	N/A	N/A	1,310,557
David Morris	Nil	N/A	N/A	N/A	N/A	N/A	1,317,027
Carol Goldman	Nil	N/A	N/A	N/A	N/A	N/A	1,511,204
Karen Martin	Nil	N/A	N/A	N/A	N/A	N/A	514,218

(1) The market or payout value of DSUs that are payable after the director resigns from the Board. Noted amount is based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.
(2) Mr. Lortie will not stand for re-election as director of ECN Capital.

Value Vested or Earned During the Year

The table below sets out all options ("Options") granted under the Corporation's stock option plan dated July 21, 2016, as amended and restated March 26, 2019 and further amended and restated April 7, 2022 (the "Option Plan") vested during the year and DSUs held by non-executive directors of the Corporation that vested but have not been paid out as of December 31, 2022.

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year ($) [(1)]
William Lovatt	Nil	950,000
Paul Stoyan	Nil	210,000
Pierre Lortie [(2)]	Nil	210,000
David Morris	Nil	210,000
Carol Goldman	Nil	195,000
Karen Martin	Nil	195,000

(1) DSUs were issued to directors based on the 10-day volume weighted average price of the Common Shares preceding the grant date, pursuant to the terms of the DSU Plan (as defined herein).
(2) Mr. Lortie will not stand for re-election as director of ECN Capital.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's corporate governance disclosure obligations are set out in the Canadian Securities Administrators' National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"), National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 52-110 – *Audit Committees* ("NI 52-110"). These instruments set out a series of guidelines and requirements for effective corporate governance (collectively, the "Guidelines"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines.

Set out below is a description of the Corporation's approach to corporate governance in relation to the Guidelines.

Board of Directors

The Board is currently comprised of seven directors: William Lovatt, Steven Hudson, Paul Stoyan, Pierre Lortie, David Morris, Carol Goldman and Karen Martin. As detailed under "*Matters to be Acted*

Upon – 2. Election of Directors", if each of the director nominees are elected at the Meeting, the Board will be comprised of six directors, with Mr. Lortie not standing for re-election to the Board.

The primary function of the Board is to supervise the management of the business and affairs of ECN Capital, and includes the responsibility for succession planning, disclosure and communication policy, setting risk management and internal controls, corporate governance, senior management compensation and oversight, director compensation and assessment and approving material transactions and contracts. The Board is also responsible for reviewing the succession plans for ECN Capital, including appointing, training and monitoring senior management to ensure that the Board and management have appropriate skill and experience. The Board has established an Audit Committee (the "Audit Committee"), a Credit and Risk Committee (the "C&R Committee") and the C&CG Committee. See "*Audit Committee*", "*Compensation and Corporate Governance Committee*" and "*Credit and Risk Committee*" for the membership of each of the committees of the Board.

The Board has delegated to the applicable committee those duties and responsibilities set out in each committee's mandate. The primary mandate of the Audit Committee is to provide assistance to the Board in fulfilling its financial reporting and compliance responsibility to the Shareholders, potential Shareholders and the investment community, to oversee the work and review the qualifications and independence of the external auditors of ECN Capital, to review the financial statements of ECN Capital and public disclosure documents containing financial information and to assist the Board with the legal compliance and ethics programs as established by management and by the Board and as required by law.

The primary mandate of the C&CG Committee with respect to compensation is to approve corporate goals and objectives relevant to the compensation of the CEO and to make recommendations with respect to the CEO's compensation based on its evaluation, to recommend compensation arrangements for the directors, committee members and chairs, and the Chairman, to administer and interpret the incentive compensation and equity compensation plans, and to approve the appointment, compensation and terms of employment for the Chief Financial Officer (the "CFO") and senior management of ECN Capital. The primary mandate of the C&CG Committee with respect to corporate governance is to assess the effectiveness of the Board, of committees of the Board and of the directors of the Board, to recommend to the Board candidates for election as directors and candidates for appointment to Board committees and to advise the Board on enhancing ECN Capital's corporate governance through a continuing assessment of ECN Capital's approach to corporate governance.

The primary mandate of the C&R Committee is: (i) to review ECN Capital's portfolio and origination strategies and plans, to approve ECN Capital's credit risk assessment and management policies, to monitor interest rate risk in connection with ECN Capital's portfolio, and to provide advice and input respecting various matters relating to mergers and acquisitions and other strategic initiatives and investments; and (ii) to assist the Board in fulfilling its responsibilities for defining ECN Capital's risk appetite and overseeing ECN Capital's risk profile and performance against the defined risk appetite. The C&R Committee will be also responsible for overseeing the identification, measurement, monitoring and controlling of ECN Capital's principal business risks.

Independence of the Board

NI 58-101 defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment. In determining whether a particular director is an "independent director" or a "non-independent director", the Board considers the factual circumstances of each director in the context of the Guidelines.

The Board is currently comprised of seven members, a majority of whom are "independent directors" within the meaning of NI 58-101. The six independent directors are William Lovatt (Chairman), Paul Stoyan, Pierre Lortie, David Morris, Carol Goldman and Karen Martin. Steven Hudson is not independent for the purposes of NI 58-101 as he is a member of ECN Capital's management team. Mr. Lortie will not stand for re-election as a director of the Board.

If the proposed nominees are elected to the Board (see "*Matters to be Acted Upon – 2. Election of Directors*"), the Board will be comprised of six members, consisting of five independent directors as well as Steven Hudson who, as set out above, is not independent for the purposes of NI 58-101.

Independent Chairman

The roles of the Chairman and CEO are separate. William Lovatt serves as Chairman of ECN Capital. The Chairman is independent and responsible for the management, development and effective functioning of the Board and provides leadership in every aspect of its work. The position description for the Chairman sets out the Chairman's key responsibilities, which include setting the Board meeting agenda in consultation with the CEO and chairing all Board meetings. In the absence of the Chairman, an independent director chosen by the Board will assume the responsibilities of the Chairman. The Chairman provides leadership to the directors and ensures the Board is independent from management. The Chairman and each committee can also engage outside consultants without consulting management. This helps ensure they receive independent advice as they feel necessary.

Meeting in-camera

The Board and Board committees meet without management and non-independent directors at the end of all meetings and, in some cases, at the beginning of meetings. These discussions generally form part of the committee chairs' reports to the Board. The Chairman encourages open and candid discussions among the independent directors by providing them with an opportunity to express their views on key topics before decisions are taken.

Succession planning

The C&CG Committee (with the advice of the Chairman) has primary oversight of succession planning for senior management, the performance assessment of the CEO, and the CEO's assessments of the other senior officers. The C&CG Committee conducts in-depth reviews of succession options relating to senior management positions and, when appropriate, approves the rotation of senior executives into new roles to broaden their responsibilities and experiences and deepen the pool of internal candidates for senior management positions.

An emergency succession plan and contingency plan has been adopted by the C&CG Committee and the Board that contemplates a scenario in which the CEO suddenly and unexpectedly is unable to perform his duties for an extended period.

The independent directors participate in the assessment of the CEO's performance every year. The Board approves all appointments of executive officers.

Board Mandate

The Board is responsible for the overall stewardship of the Corporation. The Board discharges this responsibility directly and through delegation of specific responsibilities to Board committees, the

Chairman, and officers of the Corporation, all as more particularly described in the Board Mandate adopted by the Board.

As set out in the Board Mandate, the Board has established three committees to assist with its responsibilities: the Audit Committee, the C&CG Committee and the C&R Committee. Each of the Audit Committee, the C&CG Committee and the C&R Committee has a mandate defining its responsibilities. The Board Mandate also provides for the establishment of additional committees of the Board. The Board Mandate is attached as Exhibit A.

Position Descriptions

The Board has written position descriptions for the Chairman, chairs of each of the committees of the Board, and the CEO. The Board Mandate and the committee mandates for the Audit Committee, C&CG Committee and the C&R Committee set out in writing the responsibilities of the Board and the committees for supervising management of the Corporation.

Diversity

Board of Directors

ECN Capital recognizes the benefits that diversity brings to the Corporation. The Board aims to be comprised of directors who have a range of perspectives, insights and views in relation to the issues affecting ECN Capital. This belief in diversity is reflected in a written diversity policy adopted by the Board. The diversity policy states that the Board should include individuals from diverse backgrounds, having regard to, among other things, gender, status, age, business experience, professional expertise, education, nationality, race, culture, language, personal skills and geographic background. While consideration of whether the diverse attributes highlighted in the policy are sufficiently represented on the Board is an important component of the selection process for new Board members.

The C&CG Committee has emphasized the Board's commitment to the recruitment of women by making the identification of candidates who are women a key search criterion in the director selection and nomination process. The C&CG Committee also recommends changes to the director selection and nomination process, as appropriate, to meet the Corporation's internal target of 30% women Board members, which is aligned with the Corporation's support of the 30% Canada Club. The Board previously committed to achieving at least 30% women Board members by the 2023 annual meeting of Shareholders. In keeping with the Board's continued commitment to its 30% internal target for women represented on its Board, two women directors are also nominees for election at this Meeting. Assuming that all nominees for director are elected, two of six directors, representing approximately 33% of the Board, will be women. The Board recognizes the value of the contribution of members with diverse attributes on the Board and is committed to ensuring that there is representation of women on the Board.

Board member and CEO, Steven Hudson, is a member of the 30% Canada Club. The 30% Canada Club believes that gender balance on boards encourages better leadership and governance and contributes to better all-round board performance. The 30% Canada Club supports a voluntary approach based on developing gender diverse talent pools throughout all levels of the Corporation. This approach accelerates progress towards better gender balance, and ultimately, improved performance for the Corporation and its Shareholders.

Management

ECN Capital believes that a diversity of backgrounds, opinions and perspectives and a culture of inclusion helps to create a healthy and dynamic workplace, which improves overall business performance. ECN Capital recognizes the value of ensuring that the Corporation has leaders who are women. The Corporation prides itself on developing its employees internally and providing them with opportunities to advance their careers. ECN Capital continues to build on its strategy towards increasing the representation of women in leadership roles at all levels of the organization. One of the objectives of this initiative is to ensure that there are women within ECN Capital and its operating subsidiaries available to fill vacancies in executive officer and other leadership positions.

In appointing individuals to its leadership teams, both at the corporate level and business level, ECN Capital weighs a number of factors, including the skills and experience required for the position and the personal attributes of the candidates.

The Corporation believes that the most effective way to achieve its goal of increasing the representation of women in leadership roles at all levels of the organization is to identify women within the Corporation and work with them to ensure they develop the skills, acquire the experience and have the opportunities necessary to become effective leaders. While the Corporation has not set a target with respect to the appointment of female executive officers, several women are represented in executive roles at both ECN Capital and its operating subsidiaries, and the Corporation is committed to providing an environment in which all employees and directors are treated with fairness and respect, and have equal access to opportunities for advancement based on skills and aptitude.

Environmental, Social and Corporate Governance

Following numerous discussions and engagement with Shareholders, the Board determined it was in the best interests of the Corporation to establish an environmental, social, and corporate governance (“ESG”) management committee (the “ESG Committee”) in 2020. The ESG Committee, together with the Board, developed ECN Capital’s 2022 ESG strategies and priorities for 2022. Following Investor Day in 2022 and the release of improved ESG disclosures, Sustainalytics, a leading ESG research, ratings and data firm, published an updated ESG risk rating for ECN, which showed a 22% improvement and classified the Corporation as medium risk, down from the previous high risk. The improvements reflected the Corporation’s ongoing efforts to improve its ESG impact and disclosure.

In 2022, the Corporation reinforced its commitment to improving its ESG policies and impact from an ESG perspective, by Sustainalytics and via diversity initiatives with respect to Board, management and overall employee representation. The ESG Committee, ECN Capital management and the Board continue to have ongoing engagement with stakeholders (i.e., Shareholders, rating agencies, sustainability focused organizations and ESG experts) in order to enhance and evolve the Corporation’s ESG disclosure as well as its strategies, priorities and commitments.

Environmental

ECN Capital is dedicated to protecting the environment and advancing environmental sustainability for future generations. Our Environmental Health and Safety management system and framework includes robust policies and standards to guide our operations. Our employees collaborate and brainstorm to motivate and empower all staff around environmental sustainability, focusing on identifying and implementing environmentally sustainable-based projects, such as waste diversion initiatives, resource conservation and pollution prevention. In 2021, ECN Capital began exploring ways to reduce paper consumption and waste across all business units. We continued this effort in 2022 with a focus on our acquisitions in the RV &

marine segment. In early 2023, we deployed a new paperless process at Source One which has substantially reduced paper consumption and waste, while improving underwriting efficiency.

Triad’s origination programs finance sustainable housing construction with minimal waste compared to traditional site-built homes. Compared with conventional site-built homes, manufactured homes typically have a lower environmental impact as they are, among other things, constructed in efficient factories, the majority of which are ENERGY STAR rated, and consume less materials; generate ~2.5x or ~4,320 pounds less waste per home (calculated using 1,800 sq ft home) and consume 5% less energy over its life cycle. Since 2016, Triad has financed almost 60,000 manufactured homes and management estimates that approximately one-third of the manufactured homes financed by Triad are ENERGY STAR rated.

Social

Diversity of thought is integral to our Corporation and all employees are empowered to be their authentic selves each and every day. Through policy and practice, ECN Capital ensures that a safe and healthy working environment is provided to all employees. By creating an inclusive environment where employees are engaged and feel valued, we allow each employee’s unique characteristics and life experiences to shine through and form the basis that drives our Corporation. As of December 31, 2022, 63% of the Corporation’s 580 employees (including ECN Capital and its operating companies) self-identified as women and 29% identified as members of minority groups.

The Corporation is a proud supporter of and contributor to the Black Opportunity Fund, whose mandate is to dismantle anti-Black racism by establishing a sustainable pool of capital to fund Black led businesses and Black led not for profits and charities, in order to improve the social and economic well-being of Canada's Black communities.

Everyone at ECN Capital is responsible for protecting the health and safety of our employees, our customers, and the communities in which we operate. We employ a risk reduction philosophy through our commitment to a strong management system to improve the efficiency of our operations and our processes. ECN Capital also works with individuals in the local communities to strengthen relationships with local people and businesses and to give back to the communities where our employees live and work. In 2022, approximately 90% of the Corporation’s employees earned above the Real Median Personal Income in the United States.

ECN Capital also follows the Sustainability Accounting Standards Board (“SASB”) guidelines for the consumer finance industry. The SASB published a collection of 77 industry-specific guidelines providing guidance on: (1) disclosure topics (2) accounting metrics (3) technical protocols and (4) activity metrics. ECN complies with the disclosure standards set forth in the SASB consumer finance industry standard, which address (1) customer privacy, (2) data security and (3) selling practices.

Governance

ECN Capital is led by a highly experienced board of directors and management team who are committed to innovative, transparent, and ethical business operation. The Corporation is driven by our commitment to operational excellence, integrity and adherence to our Code (as defined below).

Our Code highlights the critical policies and regulations that impact our business operations and guide our daily activities. We instill in our employees an unwavering commitment to uncompromising values when achieving business objectives. ECN Capital is committed to ongoing compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices.

Ethics, Compliance and Sustainability Oversight

Our Board is responsible for overseeing our ethics and compliance programs and activities related to corporate citizenship, responsibility and sustainability. More particularly, the C&CG Committee is charged with this oversight and assists the Board in managing our ethics and business conduct programs, our environmental, health and safety programs and our charitable, civic, educational and philanthropic activities. The C&CG Committee also monitors and takes appropriate action with respect to strategic issues relating to environmental, social and governance efforts and corporate citizenship and responsibility that could affect our operations, financial performance or public image.

Orientation and Continuing Education

As set out in the Board Mandate, ECN Capital has a policy of making a full initial orientation and continuing education process available to Board members. The Board is responsible for director orientation and continuing education. All new directors are provided with an initial orientation regarding the nature and operation of ECN Capital's business and the affairs of ECN Capital and as to the role of the Board and its committees, as well as the legal obligations of a director of ECN Capital. Existing directors are periodically updated on these matters. Board members are also encouraged to pursue further studies in corporate governance, for example, by enrolling in director education courses such as those in the Directors Education Program at the Institute of Corporate Directors. These courses and educational programs are funded by ECN Capital and several board members have enrolled in them.

In order to orient new directors as to the nature and operation of ECN Capital's business, they are given the opportunity to meet with key members of the management team, including senior executives within ECN Capital's operating subsidiaries, to discuss ECN Capital's business and activities. In addition, new directors receive copies of Board materials, corporate policies and procedures, industry reports and other information regarding the business and operations of ECN Capital. ECN Capital's Board orientation and education programs include periodic Board visits to the headquarters of its operating subsidiaries during which the Board receives detailed management presentations from senior management of such subsidiaries and are given an opportunity to tour each of the facilities.

ECN Capital's Board members are expected to keep themselves current with industry trends and developments and are encouraged to communicate with management and, where applicable, auditors, advisors and other consultants of ECN Capital. Board members have access to ECN Capital's in-house and external legal counsel in the event of any questions or matters relating to the Board members' corporate and director responsibilities and to keep themselves current with changes in legislation. ECN Capital's Board members have full access to ECN Capital's records.

The Corporation provides ongoing continuing education programs through key business area presentations, business updates and operations site visits as appropriate. The table below provides highlights of our continuing education programs and site visits for directors in 2022 and to date in 2023:

Session (Location)	Description	Date(s)	Board Attendees
Business and Operations			
ECN, West Palm Beach	Year end operational review	January 24, 2022	Board Chair
ECN, West Palm Beach	2022 budget review	February 1-2, 2022	Board Chair
ECN, West Palm Beach	Investor day	February 8, 2022	Board/AC Chairs
Triad, Jacksonville	Triad operations visit	May 11, 2022	Full Board
ECN, West Palm Beach	Quarterly operations review	May 7, 2022	Board Chair
ECN, West Palm Beach	Quarterly operations review	July 27, 2022	Board Chair
Market Trends and Regulatory Updates			
TSX, Calgary	TSX30 – ECN award	September 8, 2022	Board Chair

Session (Location)	Description	Date(s)	Board Attendees
TSX, Toronto	TSX30 – ECN award	September 15, 2022	Board Chair
Barclays Bank, New York	Global financial services conference	September 12-14, 2022	Board Chair
Funtown, Fort Worth	RV show and industry meeting	February 8-9, 2023	Board Chair

Nomination of Directors

The C&CG Committee is responsible for recommending to the Board candidates for election as directors and candidates for appointment to Board committees as set out in the C&CG Committee Mandate. See "*Compensation and Corporate Governance Committee*". The Chairman is also responsible for consulting with the C&CG Committee regarding candidates for nomination or appointment to the Board.

Shareholder Engagement

The Board is committed to active engagement with Shareholders. The Corporation regularly meets with its Shareholders at conferences, industry events and in one-on-one meetings both virtually and in person. While more recently, management has conducted more live meetings, throughout the COVID-19 pandemic into 2022 meetings were primarily held virtually or via teleconference. This dialogue with the Shareholders allows the Corporation to better understand its shareholders' perspectives and provides the Corporation with useful feedback to calibrate its priorities. In addition to ECN Capital management's regular engagement with ECN Capital's shareholders throughout 2022, the Chairman of the Board, the Chair of the C&CG Committee, the CEO and others on the senior leadership team, met with a number of Shareholders to obtain feedback on key topics, including corporate governance practices, executive compensation, financial performance and other matters. In addition, the Corporation engaged with Shareholders to obtain feedback following the announcement of the sale of Service Finance and the special distribution to Shareholders. The Corporation engaged in discussions with Shareholders who represent approximately 10% of our Shareholders and 30% of our actively managed institutional Shareholder base. These discussions included the topics of executive salaries and compensation and appropriately adjusting executive salaries in light of the reduced scope and scale of the Corporation's business and operations following the sales of Service Finance and Kessler Group. In connection with ECN Capital's annual compensation review and in light of these discussions, the Corporation decreased salaries for each of the CEO and CFO by 25% in 2022 and by a further 47% for the CEO and 13% for the CFO in 2023, and the Corporation has also implemented a number of other cost reduction initiatives in 2023, including reductions in the senior executive management team.

The Board and ECN Capital management intend to continue to engage with Shareholders in 2023 via various planned virtual and, in-person activities, including one-on-one sessions with our Shareholder base, in order to continue to understand and appreciate Shareholder perspectives and to ensure that these perspectives are taken into account in future decisions.

On February 8, 2022, the Corporation hosted its fourth annual Investor Day (virtually for the second year due to COVID-19 health and precautionary measures) for Shareholders and stakeholders, providing a forum to allow Shareholders to better understand our three portfolio companies, to meet the management teams of the investor companies, discuss the Corporation's business plan and strategies and to engage directly with Shareholders on the Corporation's business, prospects and strategic direction.

As a result of the strategic review announced on March 7, 2023, ECN Capital postponed its 2023 annual Investor Day. Following the conclusion of the strategic review, ECN Capital will report the results to Shareholders and depending on the outcome will schedule its 2023 Investor Day at a later date to be determined by management and the Board as appropriate.

The Board encourages Shareholders who have any questions regarding the Corporation's governance practices to directly contact the Board via mail or email at the following addresses:

Mail:

Chairman of the Board
ECN Capital Corp.
777 S. Flagler Drive, Suite 800 East
West Palm Beach, Florida 33401

Email:

board@ecncapitalcorp.com

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics (the "Code"), a written code of business conduct and ethics for the Corporation's directors, officers and employees that sets out the Board's expectations for the conduct of such persons in their dealings on behalf of the Corporation. The Board has established confidential reporting procedures in order to encourage employees, directors and officers to raise concerns regarding matters addressed by the Code on a confidential basis free from discrimination, retaliation or harassment. Employees who violate the Code may face disciplinary actions, including dismissal.

The Code is designed to deter wrongdoing and promote honest and ethical conduct; avoidance of conflicts of interests; confidentiality of corporate information; protection and proper use of corporate assets and opportunities; compliance with applicable governmental laws, rules and regulations; prompt internal reporting of any violations of the Code; accountability for adherence to the Code; and ECN Capital's culture of honesty and accountability. A copy of the Code may be obtained by contacting ECN Capital and requesting a copy from its investor relations contact via ECN Capital's information email at info@ecncapitalcorp.com, ECN Capital's website at www.ecncapitalcorp.com or by mail at 777 S. Flagler Drive, Suite 800 East, West Palm Beach, Florida 33401.

The Board monitors compliance with the Code by delegating responsibility for investigating and enforcing matters related to the Code to management, who will report breaches of the Code to the Corporation's Secretary. Any such investigations and resolutions of complaints will be reviewed by the Corporation's Secretary who will report annually to the Board thereon. Certain of the matters covered by the Code are also subject to Audit Committee oversight. Any employee who becomes aware of a violation of the Code must report the violation to a member of management. Directors and executive officers are required by applicable law and the Code to promptly disclose any potential conflict of interest that may arise. If a director or executive officer has a material interest in an agreement or transaction, applicable law, the Code and principles of sound corporate governance require them to declare the interest in writing or request to have such interest entered in the minutes of meetings of directors and where required by applicable law abstain from voting with respect to the agreement or transaction. The C&CG Committee is responsible for monitoring such conflicts of interest under the Code. The Board has delegated the communication of the Code to employees to management who are expected to encourage and promote a culture of ethical business conduct. Consistent with its mandate to periodically monitor and review the Code, on February 27, 2019 the Board approved a series of updates to its Whistleblower Policy in order to align the Code's provisions with current best practices.

Insider Trading Policy

In addition to the Code, ECN Capital has a comprehensive insider trading policy relating to the trading in securities of ECN Capital by officers, directors, and employees of ECN Capital and its subsidiaries (the "Insider Trading Policy"). Among other things, the following is prohibited by the Insider Trading Policy: (i) short sales of ECN Capital's securities; (ii) transactions in puts, calls or other derivative securities, on an exchange or in any other organized market; (iii) hedging or monetization transactions that allow an individual to continue to own the covered securities, but without the full risks and rewards of ownership; and (iv) the resale of securities of ECN Capital purchased in the open market prior to the expiration of three months from the purchase date. Consequently, the foregoing prohibitions in the Insider Trading Policy do not permit an ECN Capital executive officer or director to purchase financial instruments that are designed to hedge or offset a decrease in market value of ECN Capital's equity securities granted as compensation or held, directly or indirectly, by an ECN Capital executive officer or director.

Board and Committee Assessment

The C&CG Committee is responsible for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors. The assessment includes two detailed annual questionnaires that each director must complete. The annual questionnaires cover a range of topics including: (i) individual self-assessment; (ii) assessment of the Board and committee performance and effectiveness; and (iii) an assessment of peer performance at the Board level and at the committee level. The Board's independent advisor, GGA, is engaged to review and analyze the completed questionnaires and provide to the C&CG Committee a presentation and a detailed written report of the responses to the questionnaire and an analysis of those responses. Additional feedback is often sought and received from directors. GGA attends at a meeting of the C&CG Committee to present their report, address any questions the C&CG Committee may have and make recommendations as appropriate. The written analysis from the consulting firm together with any issues or concerns raised by the questionnaire and during the meeting with the independent management consultant constitutes part of the report to the Board. The C&CG Committee presents the detailed report to the Board and makes recommendations to improve the effectiveness of the Board in light of the results of the performance evaluation.

Audit Committee

The Audit Committee is comprised of three directors of the Corporation, David Morris (Chair), William Lovatt and Karen Martin, all of whom are independent and financially literate for purposes of NI 52-110, and no member of the Audit Committee receives, directly or indirectly, any compensation from the Corporation other than for service as a member of the Board and its committees.

The members of the Audit Committee are appointed annually by the Board, and each member of the Audit Committee serves at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

The Audit Committee is responsible for overseeing the accounting and financial reporting practices of the Corporation, the audits of the Corporation's financial statements, establishing and overseeing of any internal audit function and exercising the responsibilities and duties set out in the Corporation's Audit Committee Mandate, the text of which is included as Appendix A to the Corporation's Annual Information Form dated March 30, 2023, a copy of which is available on SEDAR at www.sedar.com.

Pre-Approval Policies and Procedures

The Audit Committee adopted requirements regarding pre-approval of non-audit services as part of its Audit Committee Mandate. The Audit Committee Mandate requires that the Audit Committee must approve in advance any retainer of the auditors to perform any non-audit service for the Corporation (together with all non-audit service fees) that it deems advisable in accordance with applicable requirements and Board-approved policies and procedures. The Audit Committee must consider the impact of such service and fees on the independence of the auditor. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee; however, the decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.

Compensation and Corporate Governance Committee

The C&CG Committee is comprised of three directors, Paul Stoyan (Chair), William Lovatt and Carol Goldman, each of whom is considered to be "independent" as defined in NI 58-101. The C&CG Committee conducts its business on the basis of majority approval, which encourages an objective process for determining compensation.

The members of the C&CG Committee are appointed annually by the Board, and each member of the C&CG Committee serves at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

To fulfill its responsibilities and duties in developing the Corporation's approach to compensation issues, the C&CG Committee shall:

(i) review and approve corporate goals and objectives relevant to CEO compensation;

(ii) evaluate the CEO's performance in light of those corporate goals and objectives, and make recommendations to the Board with respect to the CEO's compensation level based on its evaluation;

(iii) review the recommendations to the C&CG Committee of the CEO respecting the appointment, compensation and other terms of employment of the CFO, all senior management reporting directly to the CEO and all other officers appointed by the Board and, if advisable, approve and recommend for board approval, with or without modifications, any such appointment, compensation and other terms of employment;

(iv) administer and interpret ECN Capital's share compensation agreements and its policies respecting the grant of Options or other security-based compensation or the sale of shares thereunder, and review and recommend for approval of the Board the grant of Options thereunder and the terms thereof;

(v) review ECN Capital's pension and retirement arrangements in light of the overall compensation policies and objectives of ECN Capital;

(vi) review employment agreements between ECN Capital and the CEO, and between ECN Capital and executive officers, and amendments to the terms of such agreements shall be subject to review and recommendation by the C&CG Committee and approval by the Board;

(vii) review management's policies and practices respecting ECN Capital's compliance with applicable legal prohibitions, disclosure requirements or other requirements on making or arranging for personal loans to senior officers or directors or amending or extending any such existing personal loans or arrangements;

(viii) recommend to the Board for its approval the terms upon which directors shall be compensated, including the Chairman (if applicable) and those acting as committee chairs and committee members;

(ix) review on a periodic basis the terms of and experience with ECN Capital's executive compensation programs for the purpose of determining if they are properly coordinated and achieving the purpose for which they were designed and administered;

(x) review executive compensation disclosure before ECN Capital publicly discloses this information;

(xi) submit a report to the Board on human resources matters at least annually; and

(xii) prepare an annual report for inclusion in ECN Capital's management information circular to Shareholders respecting the process undertaken by the committee in its review of compensation issues and prepare a recommendation in respect of CEO compensation.

Further information regarding the activities and recommendations of the C&CG Committee is provided in "*Compensation Discussion and Analysis*".

As set out in the C&CG Committee Mandate, the C&CG Committee is responsible for, with respect to corporate governance, among other things:

(i) developing and updating a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of ECN Capital, and reporting to the Board thereon at least annually;

(ii) undertaking on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors, the effectiveness of the Board, and recommending to the Board, if necessary, a reduction or increase in the size of the Board;

(iii) endeavouring, in consultation with the Chairman, to ensure that an appropriate system is in place to evaluate the effectiveness of the Board as a whole, each of the committees of the Board and each individual director of the Board with a view to ensuring that they are fulfilling their respective responsibilities and duties;

(iv) in consultation with the Chairman and the CEO, annually or as required, recruiting and identifying individuals qualified to become new board members and recommending to the Board new director nominees for the next annual meeting of Shareholders;

(v) in consultation with the Chairman, annually or as required, recommending to the Board, the individual directors to serve on the various committees;

(vi) conducting a periodic review of ECN Capital's corporate governance policies and making policy recommendations aimed at enhancing board and committee effectiveness;

(vii) reviewing overall governance principles, monitoring disclosure and best practices of comparable and leading companies, and bringing forward to the Board a list of corporate governance issues for review, discussion or action by the Board or its committees;

(viii) reviewing the disclosure in ECN Capital's public disclosure documents relating to corporate governance practices and preparing recommendations to the Board regarding any other reports required or recommended on corporate governance;

(ix) proposing agenda items and content for submission to the Board related to corporate governance issues and providing periodic updates on recent developments in corporate governance to the Board;

(x) conducting a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to directors in a timely manner;

(xi) reviewing annually the Board Mandate and the mandates for each committee of the Board, together with the position descriptions, if any, of each of the Chairman, the CEO, director and committee chairs, and where necessary, recommending changes to the Board;

(xii) reviewing and recommending the appropriate structure, size, composition, mandate and members for the committees, and recommending for board approval the appointment of each to board committees;

(xiii) recommending procedures to ensure that the Board and each of its committees function independently of management;

(xiv) monitoring conflicts of interest (real or perceived) of both the Board and management in accordance with the Code, and other policies on conflicts of interest and ethics; and

(xv) recommending procedures to permit the Board to meet on a regular basis without management or non-independent directors.

The C&CG Committee makes recommendations for candidates to the Board and candidates for appointment to various Board committees, and in making such recommendations considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The responsibility for approving new nominees to the Board will fall to the full Board.

The C&CG Committee may also, where appropriate, recommend for Board approval the removal of a director from the Board or from a Board committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the C&CG Committee considers appropriate.

Credit and Risk Committee

The C&R Committee is currently comprised of three directors, Pierre Lortie (Chair), William Lovatt, and Steven Hudson. As Mr. Lortie will not stand for re-election, David Morris, if re-elected, will serve as Chair, and the C&R Committee will remain comprised of three (3) directors following the Meeting, David Morris, Steven Hudson and William Lovatt. William Lovatt and David Morris are considered to be "independent" as defined in NI 58-101.

The C&R Committee reports to and assists the Board in: (i) overseeing and reviewing information regarding ECN Capital's credit risk management framework, including the significant policies, procedures and practices employed to manage credit risk; and (ii) overseeing and reviewing information regarding ECN Capital's risk management framework, including the significant policies, procedures and practices employed to manage risk.

The members of the C&R Committee are appointed annually by the Board, and each member of the C&R Committee serves at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

The responsibilities, powers and operation of the C&R Committee are set out in the C&R Committee Mandate. As set out in the C&R Committee Mandate, the C&R Committee is responsible for, among other things:

(i) reviewing and assessing the effectiveness of and compliance with ECN Capital's asset and liability management, interest rate and market risk, liquidity, investment, hedging, cash management and treasury policies and/or strategies, and other asset and liability matters as the C&R Committee deems appropriate;

(ii) reviewing the quality of ECN Capital's investment portfolio, liquidity and cash management;

(iii) overseeing ECN Capital's credit practices, policies and procedures;

(iv) monitoring the development, origination and performance of ECN Capital's asset portfolio from a credit risk perspective, including taking into account existing and expected market and economic trends;

(v) reviewing recommendations of management, and considering, evaluating and approving on behalf of the Board, specified transactions above the hold limits established by the Board as a ceiling on the approval authority of ECN Capital's Chief Credit Officer; and

(vi) providing advice and input relating to mergers and acquisitions, the integration of acquired businesses, and other strategic initiatives and investments.

In addition, as set out in the proposed C&R Committee Mandate, the C&R Committee, with respect to ECN Capital's general management of risk, will be responsible for, among other things:

(i) reviewing annually the report from management identifying on an enterprise basis current and emerging material risks confronting ECN Capital in terms of gross risks, measures taken and controls being applied to mitigate risks and the net of residual risks faced and ECN Capital's responses to trends affecting those exposures;

(ii) reviewing quarterly reports on a number of the identified material risks;

(iii) considering emerging industry and regulatory risks issues and their potential impact on ECN Capital;

(iv) reviewing ECN Capital's Treasury and Financial Risk Management Policy and other material risk management policies annually and, if considered appropriate, recommending such policies to the Board for approval;

(v) reviewing with management the conceptual framework for the assessment of material risks and the plans and policies to mitigate their impact on ECN Capital;

(vi) reviewing annually and approve changes when appropriate to the policies implemented for the mitigation, management and control of risk, including risk appetite, underwriting management, asset-liability risk management, capital risk, operational risk management, and mergers and acquisitions;

(vii) reviewing and considering with senior management ECN Capital's risk capacity, risk taking philosophy and approach to determining an appropriate balance between risk and reward;

(viii) reviewing and evaluating ECN Capital's current exposures to funding, currency, interest rate and other market risks in relation to its capacity to bear risk, and the management of such risks;

(ix) reviewing and discussing with senior management ECN Capital's significant financial and non-financial risk exposures, including market, credit, liquidity, operational, reputational, strategic, regulatory, and business risks, and the steps senior management has taken to mitigate, monitor and control such risk exposures;

(x) ensuring that those managing risk within ECN Capital have adequate authority, independence and resources to perform their mandates;

(xi) ensuring that independent reviews of the risk management functions are conducted as needed; and

(xii) reviewing the effectiveness of those managing risk in ECN Capital and of the risk management functions annually.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The components of direct compensation for executive officers of ECN Capital are base salary, short-term incentives and medium and long-term incentives. The short-term incentives are based on the results of an executive's scorecard and focused on operational performance measures. Medium and long-term compensation are primarily awarded through grants of ECN Capital PSUs and RSUs. ECN Capital PSUs have defined multi-year objectives including a component tied to total shareholder returns, as well as other appropriate operational measures. As discussed below under the heading "*Additional Disclosure – Longer-Term Incentive Plan Descriptions – Share Unit Plan*", the long-term incentive plan grant size can be increased based on exceptional performance. Short, medium and long-term incentives have base targets for payout, as well as a maximum target.

Overall compensation for executive officers will be evaluated and calculated based on a "total annual opportunity" and evaluated with reference to the executive officer's scorecard. The "total annual opportunity" is comprised of base salary, short-term incentives and long-term incentives, and will emphasize equity compensation components tied to the long-term performance of ECN Capital.

The C&CG Committee determined to award the named executive officers for the 2022 financial year ("NEOs"), being Steven Hudson, Michael Lepore, Algis Vaitonis, Michael Tolbert and Matthew

Heidelberg, with short-term incentives and long-term incentives based on the targets and criterion established by the C&CG Committee.

The following discussion describes the significant elements of the Corporation's executive compensation program for the 2022 financial year, with particular emphasis on the process for determining compensation paid to the NEOs.

Approach to Compensation

ECN Capital's success is expected to be in large part due to the entrepreneurial drive of its management team, and we will structure executive compensation to maintain that spirit. The senior team are a highly qualified and proven leadership team with a substantial track record of success in the financial services industry.

We motivate ECN Capital executives to focus on the success of the Corporation by establishing a strong link between performance and compensation while building equity ownership. At the same time, we make sure compensation is in line with market practices, so we can attract executive talent when we need to and retain and motivate the highly qualified and experienced team we have now and reward them appropriately. We have adopted the following principles:

- Focus on retaining highly qualified and experienced executives who have a proven track record of performance.
- Make sure compensation is fair, reasonable to Shareholders, and takes into consideration what comparable organizations are paying for similar positions.
- Make a significant portion of total compensation variable and link it to individual, group and corporate goals and performance.
- Make an appropriate portion of total compensation equity-based, thereby further aligning the interests of our executives and Shareholders.
- Foster pay for performance in order to deliver long-term results for our Shareholders and compensate our executives competitively.
- Award a significant amount of equity-based compensation with performance based-vesting hurdles, further enhancing the pay for performance philosophy, and ensuring payouts are not guaranteed solely on the lapse of time.
- Emphasize long-term performance to better reflect the business and take the focus away from short-term performance that may not create long-term benefits and to mitigate risk.
- Maintain internal pay equity so executives in similar positions and locations are treated fairly.
- Give consideration to the Diversity Policy in our approach to compensation.
- Make sure compensation is transparent to the NEOs and to our Shareholders.
- Make sure compensation programs are flexible to adjust to changing business needs, competitive environments and market practices.

We align pay with performance using a rigorous process. We strive to achieve superior performance relative to our industry (in the top quartile) and pay our executives at the same level. This motivates our executives, rewards our Shareholders, and helps keep the focus on our long-term success.

Say-on-Pay

The Board determined to provide an advisory Say-on-Pay vote for Shareholders in respect of its approach to executive compensation and believes that Shareholders should be guided by the information set out in the Compensation Discussion and Analysis section when considering how to vote on the resolution. At the 2022 annual meeting of Shareholders, the Corporation's Say-on-Pay vote resulted in Shareholders casting 90.3% of the votes in favour of the Corporation's approach to executive compensation. The Board believes that the Corporation's compensation philosophy and system will be viewed positively by Shareholders again this year.

Compensation Structure and Decision-Making Process

Our compensation process starts at the beginning of every year, when we assess and confirm our philosophy, program guidelines and structure. At the end of every year, we apply a rigorous process to assess performance and award compensation. This includes individual, group and corporate performance reviews for each NEO, in consultation with our independent compensation consultant.

In 2022, our compensation structure and decision-making process were further guided by the strategic transformation for ECN Capital as it executed on strategic opportunities to maximize Shareholder value through the sale of the Kessler Group and acquisition of IFG. Primarily, the 2022 base salaries of the CEO and CFO were each reduced by 25% and short-term cash bonuses for executives were limited to one-times base salary in 2022, to reflect the reduced size of ECN Capital's business following the sale of Service Finance in late 2021. As a result of the sale of the Kessler Group in 2022, coupled with the challenging business environment, the 2023 base salaries of the CEO and CFO have been reduced by a further 47% and 13%, respectively. Additionally, ECN Capital determined to change the weighting of the allocation of the components of each NEO's "total annual opportunity", with emphasis in weighting being placed more significantly on the equity compensation components tied to the long-term performance of ECN Capital. This resulted in the cash-based component (base salary and short-term cash bonus) of NEO compensation being decreased by approximately 84% year over year in 2022 and the "at risk" components of short term and long term incentives being substantially increased.

At the beginning of the year

Review Structure

- We review our overall compensation philosophy and structure for NEOs and recommend any changes to the Board for approval.

Confirm Peer Group

- We review and confirm the peer group of companies we use to: (i) compare our compensation structure and levels, and (ii) assess our performance when making compensation decisions. For this exercise, ECN Capital draws on the independent external governance and executive compensation advice of GGA in confirming the appropriateness of the peer group. See "*Use of Independent Compensation Consultants*" for additional information.

Establish Performance Measures

- The C&CG Committee works with the CEO and the Chairman to develop performance measures and levels that will be used to assess corporate performance and determine annual bonus payouts for the NEOs, including the detailed business plan approved by the Board. We monitor the Corporation's performance against these measures throughout the year.

Assess Risk and Confirm Approach

- We review the overall incentive plan design and the selected performance measures to: (i) consider potential payouts under different scenarios, (ii) ensure a balanced approach to risk, and (iii) ensure our decision-making process, incentive plans and compensation governance do not give executives incentive to take excessive risks or make inappropriate decisions.

At the mid-year and end of each year

Review Performance

- We review corporate performance at mid-year and at the end of the year. The Board and/or the C&CG Committee assess the performance of the NEOs throughout the year, during specific business reviews and Board committee meetings.

- The CEO, in conjunction with the Chairman and the C&CG Committee, completes a review of each NEO's individual performance (other than his own) against corporate and personal objectives and against targets.

Consider Competitive Positioning

- GGA prepares a comprehensive report that includes: (i) market salary forecasts, and (ii) compensation levels of our peer group at the 25^{th}, 50^{th}, 75^{th} and 90^{th} percentiles.

Awards

- The CEO reviews proposed compensation for each NEO using our pay for performance protocol, and recommends their annual bonuses, equity grants and the following year's salary.

- The C&CG Committee reviews each NEO's annual performance, competitive positioning, past compensation and the recommendations from the CEO, and discusses total compensation based on performance, market practice and board-approved compensation philosophy, consulting with our independent consultant.

- The C&CG Committee then recommends compensation for the CEO and other NEOs for final approval by the Board.

The C&CG Committee and Board believe the above process is comprehensive in providing a great amount of market intelligence and data to the C&CG Committee, while providing multiple touchpoints for the C&CG Committee and Board to review compensation levels and corresponding performance to ensure the approach and awards remain appropriate and defensible.

Use of Independent Compensation Consultants

The C&CG Committee reviews NEO compensation packages annually to ensure that NEOs are being compensated in line with industry practices. To assist in executing its responsibilities, the C&CG Committee engages with independent compensation advisors.

The C&CG Committee has engaged GGA, an independent compensation advisor with significant executive compensation experience. GGA is independent of management, well qualified and represents the interests of Shareholders when working for the C&CG Committee and the Board. In 2022, GGA has assisted the C&CG Committee by (i) providing compensation research and data, and education on emerging trends and best practices, (ii) reviewing and making recommendations for ECN Capital's performance peer group, (iii) providing performance management planning, and (iv) conducting comprehensive compensation reviews of the compensation levels for the directors and officers. All work conducted by GGA is pre-approved by the C&CG Committee and GGA does not provide any non-Board approved services to ECN Capital. The C&CG Committee takes GGA's reports and recommendations, as provided, into consideration when assessing compensation structure and awards, but ultimately makes its own decisions and recommendations for the Board to approve.

Specifically, during 2022, GGA was retained to provide the C&CG Committee with advice and recommendations related to executive and director compensation programs for fiscal 2022. GGA's fees incurred for these services in 2022 and 2021 are as follows:

Fiscal Year	Executive Compensation-Related Fees	All Other Fees
2022	$10,500	Nil
2021	$15,000	Nil

Benchmarking Compensation and Comparator Group

The market for talent for ECN Capital's NEOs is largely North American as ECN Capital historically was equally likely to recruit executives from Canadian or U.S. companies. As the Corporation has grown and carried out its strategic objectives, it has become largely U.S. centric, thus impacting the recruitment and comparative needs, respectively.

During 2022, ECN Capital continued to implement its high growth, asset light business services strategy. The peer group, was developed based on a multiple criteria approach, summarized below, that was forward looking to where the Board and Management view ECN Capital competing in the future rather than historically. In addition to the business transformation, the Board also factored in the limited availability of senior experienced executive leaders with specific North American sector experience of the depth and calibre of ECN Capital's executive team. The deep entrepreneurial profile and proven track record of the executive team adds significant rarity which limits "comparable" data availability. For this reason, U.S. companies are included in the benchmark group. ECN Capital is aware that shareholder advisory firm policy prohibits the addition of U.S. peers as the Corporation does not file on a U.S. exchange and that may present a disconnect in the shareholder advisory firm's conclusions on executive compensation.

The ECN Capital Board has determined that it is more appropriate to establish the peer group based on the real competitive landscape ECN Capital competes within, and as a result, Shareholders will see that since ECN Capital is a largely U.S. centric company, with substantially all of its revenue coming from the U.S., and the peer group is, accordingly, comprised of U.S. peers. In addition, all of ECN Capital's current NEOs reside in the U.S.

The Board recognizes that there are few publicly traded companies whose scope of operations are directly comparable to ECN Capital, or that have a similar profile of being a U.S.-focused TSX listed issuer. As a result, the formation of the comparator group takes into account peers meeting the majority, but not all, of the following criteria: (i) the company's scope of operations; (ii) companies that compete within the North American specialty finance industry; (iii) companies of similar size and/or complexity (generally with reference to peer group companies with relative market capitalizations, total revenues and total assets ranging from between 0.4x to 6.7x of ECN Capital's market capitalization, total revenues and total assets); (iv) companies that have comparable financial characteristics that investors view similarly; (v) companies that are founder operated/controlled; and (vi) companies that are listed on a stock exchange in the United States.

Additional considerations relating to the formation of the peer group included input from GGA (see "*Use of Independent Compensation Consultants*") and the peer group universe used by financial service industry analysts covering the Corporation. In addition to the criteria, potential peers are selected or removed from the screening results based on excess market cap volatilities (high or low) and/or whether they fall within ECN Capital's core service line.

The comparator group used in fiscal year 2022 for compensation benchmarking purposes was composed of the following companies:

Compensation Peer Group		
Affiliated Managers Group, Inc.	Alliance Data Systems, Inc.	Enova International, Inc.
Envestnet, Inc.	Evercore Inc.	Greenhill & Co., Inc.
Houlihan Lokey, Inc.	Jones Lang LaSalle Inc.	LendingClub Corp.
LendingTree, Inc.	Moelis & Company	
PJT Partners, Inc.	Walker & Dunlop, Inc.	

The Board also recognizes that its third-party analysts use similar criteria in determining ECN Capital's peer group for comparison and evaluative purposes, underlining the importance of a focus on U.S. based peers within its comparator group. General survey data is incorporated within the benchmarking process to provide an added perspective. The survey data is used to complement the custom industry-specific analysis of the comparator group. General financial industry data provides an overview of compensation levels in the marketplace utilizing companies based on comparable size to ECN Capital. Together, the peer comparator group and general survey data from GGA inform the C&CG Committee's compensation decisions having regard to practices and actual payouts by peer group comparators.

The C&CG Committee annually reviews the approach to compensation benchmarking for the NEOs and make any necessary adjustments to the comparator group in order to ensure proper alignment.

Compensation Components

The executive compensation plan includes short-term and long-term compensation, and a benefits and perquisites package. There are no formal pension or other retirement plans at ECN Capital.

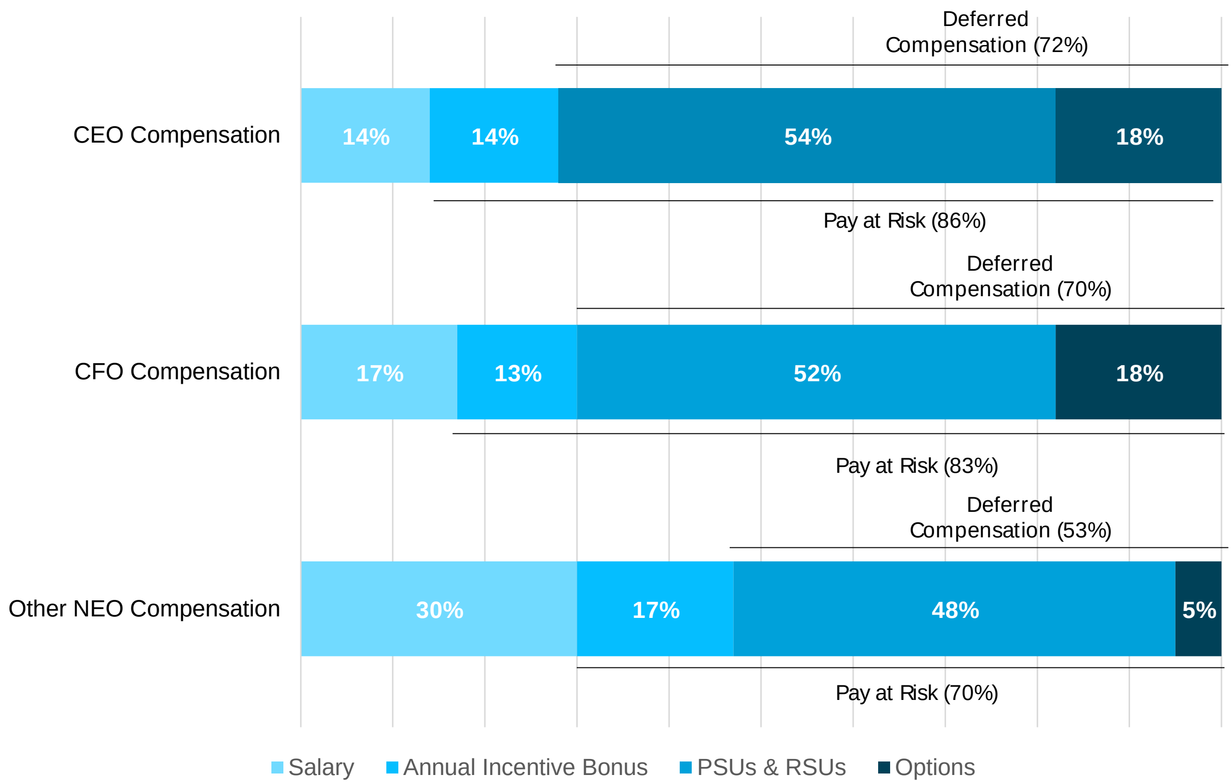
The following table explains how each component supports our compensation philosophy. We assess each element separately, and together these are considered total compensation. Short-term and long-term compensation together make up each executive's total direct compensation.

Component	**Objective/Rationale**
(A) Short-term Compensation	• Awarded based on performance, the executive's position in the Corporation and relative to our peer group.

Component	Objective/Rationale
(i) Base Salary	• Forms the basis for attracting, comparing and remaining competitive with the market. • Fixed, and used to determine other elements of compensation and benefits. • Established at the beginning of the year taking into account the recommendations of our independent consultant.
(ii) Annual Cash Bonus	• Links pay to individual and corporate achievements. • Variable, and paid in cash at the end of the year based on the previous year's performance. Bonuses are not paid unless a threshold level of performance is achieved with performance benchmarks being specified in detailed scorecards for each NEO. • Target range of less than 1.0x base salary and maximum of 2.5x base salary.
(B) Long-term Compensation	• Links pay to long-term performance and promotes equity ownership. • Awarded based on corporate performance, the executive's potential to contribute to our future success and the executive's position in the Corporation. • Ultimate value is based on our share price over time. • Options, RSUs, DSUs and PSUs. • Target of 2.5x base salary and maximum of 4.0x base salary.
(C) Other Compensation	• Participation in ECN Capital's comprehensive group benefit plan. • A taxable cash allowance for specific perquisites is provided to certain NEOs. • There is no formal pension plan for the NEOs. • Awarded based on the executive's position in the Corporation and relative to our peers. • Other compensation is designed to be competitive overall with equivalent positions, to promote greater executive satisfaction through choice, and to manage program and administrative costs.

In order to further align the long-term interests of our senior executives with the long-term interests of the Corporation and its Shareholders, and to create additional incentive for the achievement of the performance metrics embedded in the structures of the Corporation's longer-term incentive awards, ECN Capital increased its long-term incentive opportunity in 2022 resulting in an increase in the performance-based portion of the equity pay mix from 40% to 75%. The entirety of this shift was paid in the performance-based portions of such long-term incentive awards. The resulting compensation mix contains a significant portion that is performance-based and thus "at risk".

The illustrations below outline the target total direct compensation mix – including base salary and variable incentive compensation – for the CEO, CFO and other NEOs, as well as the proportion of pay that is performance-based, and thus "at risk", and the proportion that is deferred to align with the risk time horizon and to motivate the creation of longer-term value.

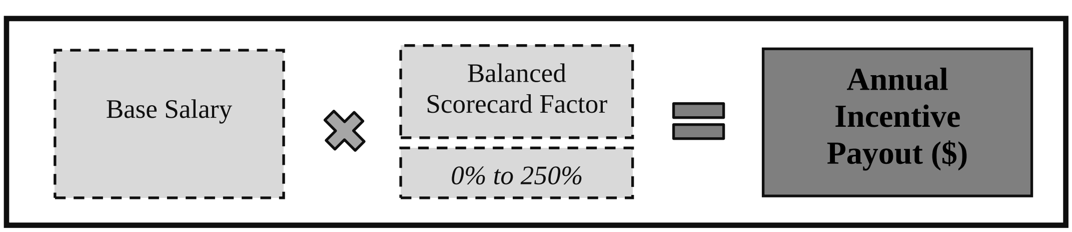


Base Salary

Base salaries are intended to provide ECN Capital's NEOs with competitive base salaries. ECN Capital differentiates salary levels to reflect an NEO's performance, experience and responsibilities. Base salaries are reviewed annually, with any increases approved based on merit and in response to market changes. Additionally, base salaries may be changed as warranted throughout the year for promotions or other changes in the scope of an NEO's role and responsibilities. The 2022 base salaries of the CEO and CFO were each reduced by 25% to reflect the reduced size of ECN Capital's business following the sale of Service Finance in late 2021. As a result of the sale of the Kessler Group in 2022, coupled with the challenging business environment, the 2023 base salaries of the CEO and CFO have been reduced by a further 47% and 13%, respectively.

Short-Term Incentives – Annual Incentive

An annual performance bonus is a short-term component of compensation. Annual performance bonus payments are linked to the performance of ECN Capital and the NEO's contribution to that performance, as well as personal performance of individual NEOs. This component is capped at 250% of base salary, with cash bonuses being capped at 100% of base salary for NEOs in 2022 and 2023.



In 2022, the C&CG Committee approved a Compensation Performance Scorecard for the CEO and CFO, based on performance measures in some or all the following categories: (i) strategic execution objectives; (ii) operational enhancements at our investor companies; and (iii) financial objectives.

The Compensation Performance Scorecard was designed to:

- Align with our strategic plan;
- Provide clear focus on key measures that will drive continued success of the business;
- Increase the proportion of quantitative measures; and
- Utilize publicly reported measures that are readily understood by Shareholders.

The overall Compensation Performance Scorecard metrics and their relative weighting for the 2022 fiscal year were as follows:

For the CEO:

Metric	Target (100%, 1.5x)(1)	Max (200%, 2.5x)	Actual Result
Strategic Execution • Capital deployment • Stakeholder relations • Credit/liquidity enhancements • Succession/Retention planning	60%	120%	**100%**
2022 Adjusted net income applicable to common shareholders(2)(3)	20% *($25,890,000)*	40% *($38,840,000)*	**27%** *($30,650,000)*
2022 Adjusted net income per share applicable to common shareholders(3)	20% *($0.105)*	40% *($0.158)*	**27%** *($0.124)*
Performance			**154%**

(1) Achievement below a target level may result in the awarding of a partial bonus between a 0% payout and below the target 100% payout. Any determination to award such a bonus is on a discretionary basis, as determined by the Board, based upon the achievement of the individual and the level of achievement in respect of the particular metric.

(2) Target represents original FY 2022 Budget ex-Kessler Group. This adjustment to the target was approved by the Board. Maximum payout is based on 50% overachievement of Target. Actual Result includes IFG contribution.

(3) "Adjusted net income applicable to common shareholders" and "adjusted net income per share applicable to common shareholders" are non-IFRS measures. See "*Non-IFRS Measures*".

For fiscal 2022, as part of Mr. Hudson's amended employment arrangements with ECN Capital, his short-term incentive plan entitlements were limited to one times base salary, with future year entitlements to be reviewed annually by the C&CG Committee. As set forth in the above chart, based on the achievement of prescribed goals in 2022, Mr. Hudson realized an achievement level of 154%, resulting in a maximum bonus payout equal to $937,500, representing 100% of his base salary. Overall, Mr. Hudson's cash-based compensation for 2022 (base salary and cash bonus) decreased by approximately 57% year over year. Additionally, Mr. Hudson's performance condition based PSUs vested at only 59% for 2022, which was based on the one-year total shareholder return underperforming the S&P/TSX Composite Index by 41.7% and resulting in a payout factor of 0% with respect to this annual metric component, and adjusted net income per share applicable to common shareholders of $0.12 over the same period resulting in a payout factor of 118% with respect to this annual metric component (see the table below under "*Longer-Term Incentives (PSUs, RSUs and Options)*"). The value of Mr. Hudson's 2022 Option awards was $nil, given such awards granted for 2022 remain out of the money as at May 1, 2023. For fiscal 2023, Mr. Hudson's base salary has been further reduced to $500,000 and his maximum short-term cash bonus payment has been fixed at 100% of base salary.

Illustrative of ECN Capital's focus on emphasizing the weighting of "at risk" components of short term and long-term incentives for its NEOs to strengthen the alignment of interests with ECN Capital's Shareholders and our long-term performance, while Mr. Hudson had "Total Compensation" (see "*Summary Compensation Table*") of $6,525,000 for 2022, approximately $4,650,000 represented the "at risk" component of his compensation pursuant to share based incentive awards. As of April 26, 2023, this "at risk" component of his compensation had a value of $1,523,535.

For the CFO:

Metric	Target (100%, 1.5x)(1)	Max (200%, 2.5x)	Actual Result
Strategic Execution • Credit/liquidity enhancements • Capital deployment • Operational improvements	40%	80%	**60%**
Credit rating maintenance	10% *(maintain rating)*	20% *(improve rating)*	**10%**
2022 Income Tax Management	10% (maintain effective tax rate on adjusted operating income before tax(2) of 22%)	20% (achieve effective tax rate on adjusted operating income before tax(2) below 20%)	**20%** (actual rate 20%)
2022 Internal Controls	10% *(maintain overall performance test from previous year as prepared by internal audit)*	20% *(significant improvement on previous year's performance as prepared by internal audit)*	**15%**
2022 Adjusted net income applicable to common shareholders (3)(4)	15% *($25,890,000)*	30% *($38,840,000)*	**21%(3)** *($30,650,000)*
2022 Adjusted net income per share applicable to common shareholders (4)	15% *($0.105)*	30% *($0.158)*	**21%(3)** *($0.124)*
Performance			**147%**

(1) Achievement below a target level may result in the awarding of a partial bonus between a 0% payout and below the target 100% payout. Any determination to award such a bonus is on a discretionary basis, as determined by the Board, based upon the achievement of the individual and the level of achievement in respect of the particular metric.

(2) "Adjusted operating income before tax" is a non-IFRS measure. See "*Non-IFRS Measures*".

(3) Target represents original FY 2022 budget ex-Kessler Group. This adjustment to the target was approved by the Board. Maximum payout is based on 50% overachievement of Target. Actual Result includes IFG contribution.

(4) "Adjusted net income applicable to common shareholders" and "adjusted net income per share applicable to common shareholders" are non-IFRS measures. See "*Non-IFRS Measures*".

For fiscal 2022, as part of Mr. Lepore's amended employment arrangements with ECN Capital, his short-term incentive plan entitlements were limited to one times base salary, with future year entitlements to be reviewed annually by the C&GC Committee. As set forth in the above chart, based on the achievement of prescribed goals in 2022, Mr. Lepore realized an achievement level of 147%, resulting in a maximum bonus payout equal to $487,500, representing 100% of his base salary. Overall, Mr. Lepore's cash-based compensation for 2022 (base salary and cash bonus) decreased by approximately 57% year over year. Additionally, Mr. Lepore's performance condition based PSUs vested at only 59% for 2022, which was based on the one-year total shareholder return underperforming the S&P/TSX Composite Index by 41.7% and resulting in a payout factor of 0% with respect to this annual metric component, and adjusted net income per share applicable to common shareholders of $0.12 over the same period resulting in a payout factor of 118% with respect to this annual metric component (see the table below under "*Longer-Term Incentives (PSUs, RSUs and Options)*"). The value of Mr. Lepore's 2022 Option awards was $nil, given such awards granted for 2022 remain out of the money as at May 1, 2023. For fiscal 2023, Mr. Lepore's base salary has been further reduced to $425,000 and his maximum short-term cash bonus payment has been fixed at 100% of base salary.

Illustrative of ECN Capital's focus on emphasizing the weighting of "at risk" components of short term and long-term incentives for its NEOs to strengthen the alignment of interests with ECN Capital's Shareholders and our long-term performance, while Mr. Lepore had "Total Compensation" (see "*Summary Compensation Table*") of $3,775,000 for 2022, approximately $2,650,000 represented the "at risk" component of his compensation pursuant to share based incentive awards. As of April 26, 2023, this "at risk" component of his compensation had a value of $868,254.

Our Scorecard Metric "Strategic Execution" is directly linked to the Corporation's 2022 strategic priorities and core principles.

Strategic Execution Metrics	**Target**	**Actual Performance[1]**
Capital Deployment	**Capital Management Initiatives** • Maintain access to liquidity to ensure achievement of annual business plan objectives. • Providing business segments with access to capital and the knowledge and scale to help grow their businesses within their large addressable markets. • Redeploying capital into higher return, higher growth businesses.	**Capital Management Initiatives** • Successfully increased the size of the Corporation's senior credit facility to $900 million from $700 million previously. • Completed the acquisitions of Source One and IFG, which together comprise the Corporation's RV and marine business segment. • Completed the disposition of the Kessler Group, simplifying the Corporation's business model, which is now 100% focused on origination and servicing platforms that generate high quality credit assets for our partners. • Secured multi-year funding commitment for Triad enabling the execution of Triad's "take share and make share" growth strategies.
Stakeholder Relations	**Shareholder Value** • A consistent focus on specialty finance, principally originating, managing and advising on prime credit portfolios, resulting in unequalled industry experience and relationships. • Grow adjusted net income applicable to common shareholders[2] and adjusted net income per share applicable to common shareholders[2] to drive increase in share price. **Relationship Building** • Building partnerships and developing relationships (rather than competing) with U.S. financial institutions ranging from large national banks, credit unions, local community banks and institutional investment funds through the Corporation's transition to an asset-light model that provides business services to partners through its portfolio companies. • Building partnerships and developing relationships with manufacturers and dealer networks to drive origination growth at Triad, Source One and IFG.	**Shareholder Value** • Following completion of business transformation, ECN Capital now has managed and advisory assets of approximately $4.7 billion and has grown its customer base to include more than 100 banks, credit union partners and institutional investors, who it partners with rather than competes against. • 2022 adjusted net income applicable to common shareholders of $30.7 million, or $0.12 per share.[2] **Relationship Building** • Successfully deepening relationships with key partners and expanding partnership relationships to more than one product solution, including core loans, silver and bronze loans and commercial (inventory finance) loans. • Continued to add new insurance and investment fund partners to purchase Triad loan originations and diversify our funding base away from institutions insured by the Federal Deposit Insurance Corporation. • Continuing to develop its exclusive manufacturer relationships, particularly in RV and marine, in attractive end market verticals that bring proven dealer networks to drive volume at low cost.

Strategic Execution Metrics	Target	Actual Performance[(1)]
	Shareholder Engagement • Continuing active engagement with Shareholders. • Enhanced ESG disclosures and engagement.	**Shareholder Engagement** • On-going engagement with stakeholders, including meeting with Shareholders representing approximately 10% of our overall Shareholders and 30% of our actively managed institutional Shareholder base, to obtain feedback on key topics relating to corporate governance practices, executive compensation, financial performance and other matters, and reflecting Shareholder feedback in the Corporation's goals, initiatives and commitment. • Successfully established the ESG Committee and introduced an ESG policy, enabling the Corporation to improve its impact and growth plans including with respect to disclosure of ESG issues to its stakeholders.

(1) Refer to "Key Business Developments" section of ECN Capital's Annual MD&A for the year ended December 31, 2022 for a summary of the Corporation's strategic progress and achievements in 2022.
(2) "Adjusted net income applicable to common shareholders" and "adjusted net income per share applicable to common shareholders" are non-IFRS measures. Please see "*Non-IFRS Measures*".

For the other NEOs:

- Mr. Vaitonis' annual performance bonus is comprised of (i) a discretionary bonus, as determined by the Board, based on the Corporation's financial performance relative to target and the performance of its Common Shares relative to the S&P/TSX index, (ii) an incremental performance based bonus, which is based on the achievement of certain board established performance targets including management of the Corporation's overall credit risk.

- Mr. Tolbert and Mr. Heidelberg's annual performance bonus is comprised of (i) a discretionary bonus, as determined by the Board, based on Triad's achieving certain targeted adjusted operating income before tax[4] results, and (ii) an incremental performance-based bonus, which is based on the achievement of certain Board established performance targets for Triad, including the achievement of certain origination targets, the introduction of new funding partners and the successful launch of new loan programs as part of Triad's "take share and make share" growth strategies.

By placing a significant weighting on achieving our key financial objectives and execution of key strategic objectives, each of which ultimately drive the Corporation's share price and overall total shareholder return which creates value for the Shareholders, the C&CG Committee believes that the annual incentive plan is closely aligned with Shareholder interests.

Longer-Term Incentives (PSUs, RSUs and Options)

Medium-term and long-term incentives are intended to provide ties between executive compensation and performance of the Corporation. These incentives also strengthen retention and reinforce alignment with Shareholder value. PSUs, RSUs and/or Options are granted annually to executives based on level, individual performance, potential and market competitiveness. As these incentives comprise a significant component of a senior executive's total compensation, target award levels are benchmarked annually to ensure competitiveness with the external market having regard to practices and actual payouts by peer group comparators.

ECN Capital can issue PSUs and RSUs as medium-to-longer term incentives. PSUs are phantom shares that fluctuate with the price of Common Shares. PSUs vest within four years and pay out at the end

[4] "Adjusted operating income before tax" is a non-IFRS measure. See "*Non-IFRS Measures*".

of the vesting period, subject to the achievement of performance conditions. PSUs are designed to focus executives on key measures of business success.

In 2022, ECN Capital had availability under the Option Plan to issue Options as part of its long-term incentive compensation and the NEOs received approximately 66% of their compensation in PSUs, RSUs and/or Options based on level, individual performance, potential and market competitiveness. ECN Capital expects to continue to include PSUs, RSUs and/or Options as part of its overall long-term incentive pay-mix to executive officers going-forward, subject to vesting schedules of at least three years and, where applicable, the achievement of performance conditions, other than in limited and exceptional circumstances, based on level, individual performance, potential and market competitiveness. Please see "*Additional Disclosure – Longer-Term Incentive Plan Descriptions – Share Unit Plan*" for a detailed description of ECN Capital's PSU and RSU plan.

In line with executive compensation best practices, the Corporation intends to issue all long-term equity incentive awards subject to vesting schedules of at least three years and, where applicable, the achievement of performance conditions, other than in limited and exceptional circumstances. As set out in the table below, achievement below the stipulated target shareholder return will typically result in a payout of 0% for that performance component.

Annual Metrics	**Weight**	**Threshold**	**Target**	**Maximum**
Adjusted net income per share applicable to common shareholders(1)(2)	50%	2023 – $0.09(3) (50% achievement)	2023 – $0.18(3) (100% achievement)	2023 – $0.36(3) (200% achievement)
Total shareholder return (ECN vs. S&P/TSX Composite Index)	50%	0% (Below Target)	Equal to S&P/TSX Composite Index (100% achievement)	+10% (110% achievement)

(1) Achievement above target will be paid on a proportionate basis up to maximum 200% payout.
(2) "Adjust net income per share applicable to common shareholders" is a non-IFRS measure. Please see "*Non-IFRS Measures*".
(3) 2023 figures were determined based on Board approved annual budget for FY2023.

In consideration of the 2022 reductions in base salaries, and the payout of short-term bonuses at 100% of base salary, the C&CG Committee intended that long-term share-based awards would be at the upper end of the 2.5x to 4.0x base salary. Certain awards exceeded 4.0x base salary in part due to reductions in base salaries. In aggregate, the NEOs' long-term share-based awards were 4.3x annual base salary.

In 2022, holders of Common Shares of the Corporation achieved a rolling 5-year total shareholder return (for 2018 through 2022) of approximately 84% (assuming the reinvestment of all dividends and distributions), more than 1.2 times the total shareholder return for the S&P/TSX Composite Index over the same period of approximately 39%. The total shareholder return payout factor is based on the measurement of the performance of the Common Shares' total shareholder return as compared to the S&P/TSX Composite Index over a one-year period using established threshold, target and maximum measures. For 2022, the Common Shares of the Corporation underperformed the S&P/TSX Composite Index by 41.7%, which is below the achievement factor for total shareholder return. Consequently, the payout factor for the total shareholder return was 0%. As a point of reference, the three-year total shareholder return for the Common Shares was equal to 45.35% (assuming the reinvestment of all dividends and distributions) for the period from December 31, 2019 to December 31, 2022, compared to the total shareholder return of 7.09% for the S&P/TSX Composite Index over the same period, representing more than 6.3 times the total shareholder return for the index. If the Corporation had determined to use a three-year total shareholder return for its Common Shares to determine the payout factor for the total shareholder component of the Corporation's long-term equity incentives, this would have resulted in the achievement of the maximum payout factor for the total shareholder return component of the Corporation's long-term equity incentives.

Additional Benefit Plans

Pension Plan Benefits

As at December 31, 2022, ECN Capital did not have a formal pension plan or any other plan that provides payment or benefits at, following or in connection with retirement. However, the Corporation does provide retirement allowances and paid severance where applicable. The Corporation also implemented a 401(k) program which was rolled out in January 2020.

Perquisites

The NEOs are entitled to participate in all employee benefit plans offered by ECN Capital to its Canadian and U.S. employees, as applicable.

Risk Assessment of Compensation Programs

The Board (through the C&R Committee) has overall responsibility for the oversight of the Corporation's risk management, including in relation to all aspects of compensation. In this regard, the Board oversees the Corporation's compensation programs to ensure they do not encourage individuals to take inappropriate or excessive risks that could have a materially adverse effect on the Corporation. The Board, together with the C&CG Committee, considered the compensation programs of the Corporation to ensure that controls are in place to monitor and separate decision authorities related to key risks associated with the Corporation's compensation and incentive plans. The Board and the C&CG Committee each also sought to ensure that the size of the rewards related to any given metric within the influence of a key decision maker was not significant enough to encourage excessive risk taking, and that the Corporation's compensation policies and practices are unlikely to have a materially adverse impact on the Corporation.

Equity Ownership Requirements

In respect of the executives, the Corporation has adopted a formal equity ownership policy to ensure that senior executives of the Corporation acquire and hold a meaningful equity ownership interest in the Corporation. Executives governed by the policy include the NEOs and such other executives as designated by the C&CG Committee. Under the policy, each executive shall attain and maintain the following equity ownership levels in the Corporation:

Position	**Multiple of Base Salary**
CEO	5.0x
CFO and President	3.0x
Other NEOs	2.0x

Executives have one year from becoming subject to the policy to meet these requirements. When calculating the value of any Common Share held, the share price to be used will be the greater of the original cost and the volume weighted market price for the Common Shares for the five (5) trading days preceding the measurement date. PSUs and RSUs count toward satisfying the minimum holdings above.

Executives who have passed their achievement due date and who have not achieved their ownership requirements by the end of that year will automatically have 50% of their annual incentive compensation for the upcoming performance year paid in Common Shares, PSUs or RSUs. All executives subject to the policy are currently in compliance with the equity ownership requirements, holding in each case equity ownership interests which significantly exceed the policy's equity ownership requirements.

NEO	Total Value of Securities (Common Shares/PSUs/RSUs)[1]	Total as Multiple of Base Salary
Steven K. Hudson	$36,923,726	39.4x
Michael Lepore	$5,058,883	10.4x
Algis Vaitonis	$1,212,564	3.0x
Michael Tolbert	$4,947,102	12.4x
Matthew Heidelberg	$4,479,226	11.2x

(1) Represents total number of Common Shares, PSUs and RSUs held by the NEO as at April 26, 2023. The market value of Common Shares, PSUs and RSUs is based on the closing price of the Common Shares on the TSX on April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.

Clawbacks

The Corporation has a clawback policy which provides the Board with discretion to recover any and all incentive compensation received or realized by an NEO if there is an incidence of misconduct by such executive resulting in the need for the Corporation to publicly issue an accounting restatement of all or a portion of its interim or annual financial statements. Misconduct is characterized as gross negligence, intentional misconduct, fraud or other misconduct or wilful act engaged in by the applicable executive which resulted in the financial restatement by the Corporation.

Anti-Monetization

Pursuant to ECN Capital's Insider Trading Policy, directors and executive officers of ECN Capital are expressly prohibited from, directly or indirectly, undertaking any activities or engaging in trades in securities whereby the interests of such person making the trade are not aligned with those of ECN Capital (or would raise a particular concern regarding the same), including, but not limited to, purchasing financial instruments that are designed to hedge or offset a decrease in the market value of ECN Capital's Common Shares or other equity securities granted as compensation or otherwise held.

Summary Compensation Table

The following table sets forth information regarding compensation earned by the NEOs for the Corporation's last three (3) fiscal years.

Name and principal position	Fiscal Year	Salary ($)	Share-based awards ($)	Option-based awards ($)[1]	Non-equity incentive plan compensation ($)[2]		All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans		
Steven K. Hudson	2022	937,500	3,487,500	1,162,500	937,500	-	-	6,525,000
Chief Executive Officer	2021	1,250,000	860,000	1,290,000	3,125,000	-	-[4]	6,525,000
	2020	1,000,000[3]	1,175,000	1,325,000	1,900,000	-	-	5,400,000
Michael Lepore	2022	487,500	1,987,500	662,500	487,500	-	150,000	3,775,000
Chief Financial Officer	2021	650,000	620,000	680,000	1,625,000	-	150,000	3,725,000
	2020	445,325[3]	425,000	475,000	780,000	-	-	2,125,325
Algis Vaitonis	2022	400,000	562,500	187,500	250,000	-	-	1,400,000
Chief Credit Officer	2021	400,000	100,000	150,000	600,000	-	-	1,250,000
	2020	400,000	125,000	125,000	250,000	-	-	900,000

Name and principal position	Fiscal Year	Salary ($)	Share-based awards ($)	Option-based awards ($)[(1)]	Non-equity incentive plan compensation ($)[(2)]		All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans		
Matthew Heidelberg	2022	400,000	650,000	-	200,000	-	-	1,250,000
Chief Operating Officer, Triad Financial Services	2021	400,000	2,600,000[(5)]	150,000	400,000	-	-	3,550,000
	2020	356,250	125,000	-	225,000	-	81,746	787,996
Michael Tolbert	2022	400,000	650,000	-	200,000	-	-	1,250,000
President, Triad Financial Services	2021	400,000	2,630,000[(6)]	195,000	400,000	-	-	3,625,000
	2020	325,000	325,000	-	175,000	-	100,000	925,000

(1) ECN Capital determined the grant date fair values using the Black-Scholes option valuation model. The Black-Scholes option valuation model takes into account an option's exercise price, its expected life, a risk-free interest rate and the expected volatility. For the fiscal year ended December 31, 2022, the grant date fair values were determined based on a Black-Scholes option value of C$1.60 (assuming an average exercise price of C$6.34, a four-year term, a risk free rate of 2.49%, volatility of 29%, and an expected annual dividend yield of C$0.04 per share) and converted to U.S. dollars based on a $1.2765 USD/CAD exchange rate on March 15, 2022. For the fiscal year ended December 31, 2021, the grant date fair values were determined based on a Black-Scholes option value of C$1.45 (assuming an average exercise price of C$7.26, a 4 year term, a risk free rate of 0.46%, volatility of 30%, and an expected annual dividend yield of C$0.12 per share) and converted to U.S. dollars based on a $1.3042 USD/CAD exchange rate on August 31, 2020. For the fiscal year ended December 31, 2020, the grant date fair values were determined based on a Black-Scholes option value of C$0.99 (assuming an average exercise price of C$5.16, a 4 year term, a risk free rate of 0.37%, volatility of 26%, and an expected annual dividend yield of C$0.10 per share) and converted to U.S. dollars based on a 1.3047 USD/CAD exchange rate on August 31, 2020.

(2) As determined by the C&CG Committee of the Board. See section entitled "*Compensation Discussion and Analysis' – Compensation Components*".

(3) Pursuant to temporary salary reductions to executives mandated by the Board as a precautionary response to the COVID-19 pandemic, the base salaries of Mr. Hudson and Mr. Lepore were reduced in the second quarter of 2020.

(4) During 2021, at the request of the Board, Mr. Hudson agreed to extend his term as CEO until December 31, 2024 (his former employment agreement was to expire in 2023). Pursuant to Mr. Hudson's Employment Agreement Extension, the final tranche of his multi-year retirement allowance was vested, representing full vesting of the retirement allowance amount of $15,013,909, with $8.248 million of the retirement allowance previously funded and settled by EFN, pursuant to a 2016 separation agreement with EFN. The after-tax amount of the fully earned retirement allowance in the amount of $9,328,825 was set-off effective December 31, 2021, against Mr. Hudson's shareholder loan.

(5) In 2021, Mr. Heidelberg and ECN Capital entered into an agreement to extend Mr. Heidelberg's employment with Triad until the end of fiscal 2024. In connection with such extension of his employment, Mr. Heidelberg received a one-time grant of PSUs as a retention incentive. These PSUs vest on an annual basis based upon and subject to the achievement of specified adjusted operating income before tax measures at Triad and certain performance requirements for Mr. Heidelberg. Vesting is dependent on the operating performance of the Triad business segment. "Adjusted operating income before tax" is a non-IFRS measure. See "*Non-IFRS Measures*".

(6) In 2021, Mr. Tolbert and ECN Capital entered into an agreement to extend Mr. Tolbert's employment with Triad until the end of fiscal 2024. In connection with such extension of his employment, Mr. Tolbert received a one-time grant of PSUs as a retention incentive. These PSUs vest on an annual basis based upon and subject to the achievement of specified adjusted operating income before tax measures at Triad and certain performance requirements for Mr. Tolbert. Vesting is dependent on the operating performance of the Triad business segment. "Adjusted operating income before tax" is a non-IFRS measure. See "*Non-IFRS Measures*".

Outstanding option-based and share-based awards

The following table sets out, for each NEO, information concerning all option-based and share-based awards outstanding as of December 31, 2022, except as noted.

Option-based Awards					Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Average option exercise price ($)	Option expiration dates	Value of unexercised in-the-money options ($)	Number of shares or units that have not vested (#)	Market or payout value of share-based awards that have not vested ($)[(1)]	Market or payout value of share-based awards not paid out or distributed ($)[(1)]
Steven K. Hudson	925,837	6.34	2030	-	2,513,728	5,711,763	6,328,534
Michael Lepore	527,627	6.34	2030	-	1,415,919	3,217,291	3,540,815
Algis Vaitonis	149,329	6.34	2030	-	307,785	699,358	388,882
Michael Tolbert	-	-	-	-	946,408	2,150,454	3,854,715
Matthew Heidelberg	-	-	-	-	1,000,450	2,273,251	3,933,032

(1) Converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.

Value Vested or Earned During the Year

The table below sets out the option-based, share-based and non-equity-based incentive plan amounts vested or earned in 2022.

Name	Option-based awards		Share-based awards –Value vested during the year[(1)] ($)	Non-equity incentive plan compensation – Value earned during the year ($)
	Value vested during the year ($)	Value realized during the year ($)		
Steven K. Hudson	Nil	Nil	5,819,990	Nil
Michael Lepore	Nil	Nil	2,771,520	Nil
Algis Vaitonis	Nil	Nil	592,365	Nil
Michael Tolbert	Nil	Nil	1,646,049	Nil
Matthew Heidelberg	Nil	Nil	1,947,492	Nil

(1) Converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.

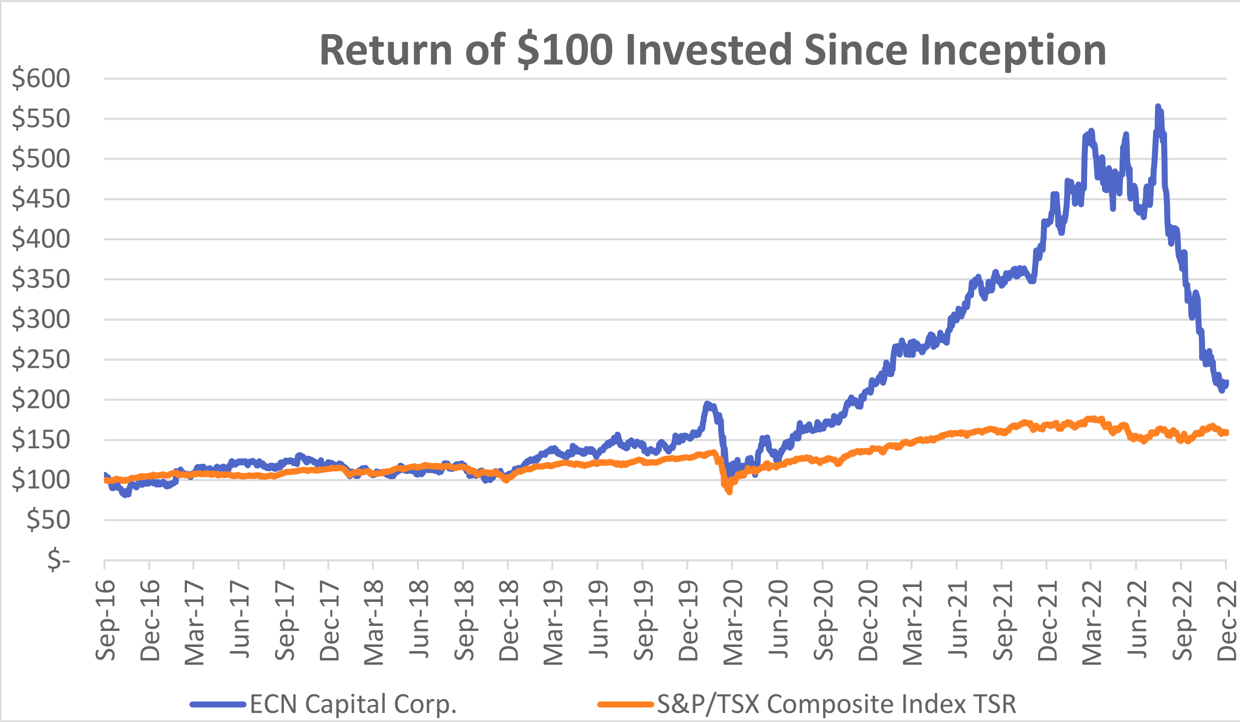
Equity Compensation Plan Information

The following table sets out as at December 31, 2022 the number of securities to be issued under the Corporation's equity compensation plans, the weighted-average exercise price of Options issued under the Option Plan and the number of securities remaining available for future issuance under the equity compensation plans as of December 31, 2022. There are no equity-based compensation plans not approved by Shareholders.

Plan Category	Number of Common Shares to be Issued upon Exercise or Settlement of Outstanding Securities	Weighted – Average Exercise Price of Outstanding Options (C$)	Number of Securities Remaining Available for Future Issuance Under all Equity Compensation Plans
Equity Compensation Plans Approved by Securityholders			
Option Plan	3,086,124	6.34	16,544,483
DSU Plan	Nil	-	7,361,478
Unit Plan	397,409	-	6,964,069
Total	**3,483,533**	-	**16,147,074**

Performance Graph

The following graph shows the changes in the cumulative total shareholder return for $100 invested in the Common Shares since September 28, 2016, when the Common Shares were listed and posted for trading on a "*when issued*" basis on the TSX to December 31, 2022, and is compared against the cumulative total shareholder returns of the S&P/TSX Composite Index, assuming the reinvestment of all dividends. The performance as set out in the graph does not necessarily indicate future price performance.



Source: Bloomberg

During the last five (5) year period from January 1, 2018 to December 31, 2022, total shareholder returns for ECN Capital were approximately 84% assuming reinvestment of all dividends.

In the performance graph above, the total shareholder return for the period ended December 31, 2022 reflects Shareholder participation in the special distribution paid to Shareholders on December 22, 2022 and treats the C$7.50 per share cash distribution as a dividend reinvested in additional shares.

Termination, Retirement and Change of Control Benefits for NEOs

The employment agreements that ECN Capital has entered into with its NEOs may require ECN Capital to make certain types of payments and provide certain types of benefits to the NEOs upon retirement, termination or expiry of the employment agreements, including following a change of control of the Corporation. No other amounts are payable to the NEOs other than as described below. There are no formal pension or other retirement plans at ECN Capital, except for the Retiring Allowance (as defined below) for Mr. Lepore.

Employment Agreement of Mr. Hudson

Mr. Hudson is party to an executive employment agreement dated effective May 1, 2019 (referred to under this section, together with the Employment Agreement Extension (as defined below), as his "Employment Agreement") with ECN Holdings (US) Corp. ("ECN Holdings"). The Employment Agreement amended his initial contract with the Corporation dated effective October 3, 2016, as amended and restated in early 2018. In 2021, ECN Capital and Mr. Hudson established new employment terms which amended his Employment Agreement, including Mr. Hudson's agreement to serve as CEO until December 31, 2024, with an option to extend such service until the Corporation's 2025 annual meeting of Shareholders (the "Employment Agreement Extension"). His previous employment term ended in 2023. Mr. Hudson's Employment Agreement reflects, in part, the unique skills and experience that Mr. Hudson brings to the

Corporation, including more than 30 years of senior executive experience in the asset finance industry and the fact that he is the founder of the Corporation's business and one of the Corporation's largest Shareholders.

As part of his new employment arrangements established in 2021, and reflective in part of ECN Capital's reduced operations following the Service Finance Sale in late 2021, Mr. Hudson's base salary was reduced to $937,500 in 2022 and for 2022 his short term incentive plan entitlement was limited to one times his base salary. For fiscal 2023, reflective of the reduced scale of ECN Capital's operations following the Service Finance and Kessler Group sales, and as part of the Corporation's overall cost reduction initiatives, Mr. Hudson has voluntarily agreed to reduce his base salary to $500,000 and to limit his maximum short term cash bonus to 100% of his base salary. Mr. Hudson's salary will be reviewed annually by the C&CG Committee. Given Mr. Hudson's voluntary adjustment to his compensation terms, the Board will be reviewing his employment arrangements in 2023. All other terms of the Employment Agreement remain in force and are outlined below.

In connection with the cessation of employment at the end of the term of his Employment Agreement, ECN Holdings will provide Mr. Hudson with the following aggregate compensation and benefits:

(a) certain accrued but outstanding amounts that have been accrued up to the end of the term but remain unpaid; and

(b) a cash bonus for the year during which the term ends prorated to the end of the term, calculated and paid by ECN Holdings in the normal course.

In the circumstances where Mr. Hudson's Employment Agreement expires at the end of the term, he will also continue to participate in the applicable benefit plans (excluding disability coverage) in which he participated on the date immediately preceding the end of his employment, until the second anniversary of the end of the term, and will receive reimbursement for career transition and related services received within a period of two years following the end of the term, to a maximum annual amount of $100,000.

ECN Holdings is permitted to terminate the employment of Mr. Hudson without notice or pay in lieu thereof, at any time, for just cause. In such event, ECN Holdings will pay his base salary, accrued vacation, outstanding expenses and amounts pursuant to his perquisite package up to the date of termination of employment. If the foregoing termination would have occurred on December 31, 2022, then Mr. Hudson would have been entitled to receive a payment equal to an estimated $787,500.

Pursuant to the terms and conditions of his Employment Agreement, if the employment of Mr. Hudson is terminated without just cause, as a result of disability or he resigns for Good Reason (as defined in his Employment Agreement), then ECN Holdings must provide him with a payment equal to the sum of: (a) certain accrued but outstanding amounts that have been accrued up to the date of termination but remain unpaid; and (b) a cash bonus for the year of termination, calculated as follows: (i) if the termination date occurs during the first nine months of a calendar year, the pro-rated amount equal to the average of the cash bonuses paid by ECN Holdings to him in the two fiscal years prior to the date of termination of employment, or (ii) if the termination date occurs during the last three months of a calendar year, the pro-rated amount calculated and paid by ECN Holdings, as applicable, to him in the normal course. In such circumstances, any of Mr. Hudson's unvested options will automatically vest, and he will be permitted to exercise any options until expiry thereof and any unvested share units (including PSUs) will automatically vest on termination. If the foregoing termination would have occurred on December 31, 2022, then Mr. Hudson would have been entitled to receive, among other benefits as described below, a payment equal to an estimated $7,199,263.

In the circumstances where Mr. Hudson is terminated without just cause, as a result of disability or he resigns for Good Reason, he will also continue to participate in the applicable benefit plans (excluding disability coverage) in which he participated on the date immediately preceding the date of termination of employment until the second anniversary of such date of termination of employment, and will receive reimbursement for career transition and related services received within a period of two years following termination of employment, to a maximum annual amount of $100,000.

In the event that Mr. Hudson, within 12 months of a Change of Control (as defined in his Employment Agreement), is terminated without cause or resigns with Good Reason, then he will be entitled to receive a payment equal to the sum of: (a) certain accrued but outstanding amounts that have been accrued up to the date of termination but remain unpaid; and (b) a cash bonus for the year of termination, calculated as follows: (i) if the termination date occurs during the first nine months of a calendar year, the pro-rated amount equal to the average of the cash bonuses paid by ECN Holdings to him in the two fiscal years prior to the date of termination of employment, or (ii) if the termination date occurs during the last three months of a calendar year, the prorated amount calculated and paid by ECN Holdings to Mr. Hudson in the normal course. In the circumstances where Mr. Hudson is terminated without cause or resigns for Good Reason within 12 months of a Change of Control, he will also continue to participate in the applicable benefit plans (excluding disability coverage) in which he participated on the date immediately preceding the date of termination of employment until the second anniversary of such date of termination of employment, and will receive reimbursement for career transition and related services received within a period of two years following termination of employment, to a maximum annual amount of $100,000.

Further, unvested outstanding Options, RSUs and PSUs held by Mr. Hudson will automatically vest in such circumstances and he will be permitted to exercise any options until expiry thereof. Giving effect to the immediate vesting of all Options, RSUs and PSUs upon a Change of Control on December 31, 2022, Mr. Hudson would hold Options, RSUs and PSUs with an estimated combined "in-the-money" value of $12,040,297.

Employment Agreement of Mr. Lepore

Mr. Lepore is party to an executive employment agreement dated effective January 1, 2021 (referred to under this section as his "Employment Agreement") with ECN Holdings pursuant to which he will serve as Chief Financial Officer and Chief Administrative Officer until December 31, 2024. Mr. Lepore's Employment Agreement amended his initial contract with the Corporation dated effective May 16, 2017 and his Promotion and Relocation letter dated December 7, 2018. In 2021, ECN Holdings established a new employment arrangement with Mr. Lepore, the key terms of which are: (i) a reduction in base salary to $487,500 for 2022, with STIP limited to 100% of base salary, reflect in part the reduced size of ECN Capital's operations following the completion of the Service Finance Sale in late 2021; (ii) downwards modification of Mr. Lepore's severance entitlements; and (iii) establishment of a new retiring allowance for Mr. Lepore in the amount of $5,750,000, which will vest annually in the amount of $1,500,000 in each of 2022 to 2024 and $1,250,000 in 2025 (the "Retiring Allowance"). In the event that Mr. Lepore does not complete the term of his extended Employment Agreement, the full amount of the Retiring Allowance will vest and be payable. For fiscal 2023, Mr. Lepore's base salary has been further reduced to $425,000 and his maximum short-term cash bonus payment has been fixed at 100% of base salary.

ECN Holdings is permitted to terminate the employment of Mr. Lepore without notice or pay in lieu thereof, at any time, for just cause. In such event, ECN Holdings will pay his base salary, accrued vacation, outstanding expenses and amounts pursuant to his perquisite package up to the date of termination of employment. If the foregoing termination would have occurred on December 31, 2022, Mr. Lepore would not have been entitled to receive any further payments.

Pursuant to the terms and conditions of his Employment Agreement, if the employment of Mr. Lepore is terminated without just cause, as a result of disability or he resigns for Good Reason, then ECN Holdings must provide him with a payment equal to the sum of: his base salary, perquisite package and vacation pay accrued up to the date of termination but remaining unpaid; aggregate bonuses accrued in the normal course of business following the end of the fiscal year during which termination occurred; one times his base salary and one times the average of the total short-term incentive plan awarded in the two fiscal years prior to the termination and continued participation in healthcare coverage for a period of two years to a maximum amount of $100,000. If the foregoing termination would have occurred on December 31, 2022, Mr. Lepore would have been entitled to receive a payment equal to an estimated $9,870,416.

Further, unvested outstanding Options, RSUs and PSUs held by Mr. Lepore will automatically vest in such circumstances and he will be permitted to exercise any options until expiry thereof. Giving effect to the immediate vesting of all Options, RSUs and PSUs upon a Change of Control on December 31, 2022, Mr. Lepore would hold Options, RSUs and PSUs with an estimated combined "in-the-money" value of $6,758,106.

Mr. Lepore is subject to non-competition and non-solicitation covenants, in each case, for a period of 18 months following the date of the termination of his employment, for any reason.

Employment Agreement of Mr. Vaitonis

Mr. Vaitonis is party to an executive employment agreement dated effective January 1, 2023 (referred to under this section as his "Employment Agreement") with ECN Holdings pursuant to which he will serve as Chief Credit Officer until December 31, 2024. Mr. Lepore's Employment Agreement supersedes and replaces his prior contract with the Corporation dated effective July 1, 2019. ECN Holdings agreed to recognize Mr. Vaitonis's years of employment with ECN Capital prior to January 1, 2023. Mr. Vaitonis's Employment Agreement provides for, among other things, an annual base salary of $400,000 and the establishment of a retiring allowance in the amount of $1,250,000 (the "Vaitonis Retirement Allowance"), which shall vest on December 31, 2024 at the end of the term of his Employment Agreement. The Corporation or ECN Holdings, as the case may be, shall off-set the full amount of any Vaitonis Retiring Allowance due and payable to Mr. Vaitonis against the then outstanding amount, if any, of Mr. Vaitonis's Securities Purchase Loan (as hereinafter defined) (consisting of principal and any accrued and unpaid interest), at the time that the Vaitonis Retiring Allowance becomes payable pursuant to the applicable terms of his Employment Agreement.

ECN Holdings is permitted to terminate the employment of Mr. Vaitonis without notice or pay in lieu thereof or payment of the Vaitonis Retirement Allowance, at any time, for just cause. Should Mr. Vaitonis resign without "Good Reason" (as defined in the Employment Agreement), he shall not be entitled to any portion of the Vaitonis Retirement Allowance.

Pursuant to the terms and conditions of his Employment Agreement, if the employment of Mr. Vaitonis is terminated without just cause or he resigns for Good Reason, then ECN Holdings must provide him with a payment equal to the sum of: (i) the Vaitonis Retirement Allowance and (ii) his base salary, perquisite package and vacation pay accrued up to the date of termination but remaining unpaid, any approved but unpaid expenses, and any reimbursements owed in respect of Mr. Vaitonis's annual tax and/or financial planning in respect of his employment services. Any Options, RSUs and PSUs held by Mr. Vaitonis will be treated in accordance with the terms and conditions of the Share Option Plan or Share Unit Plan, as applicable, that apply in the event of a termination without just cause or resignation for Good Reason. If the foregoing termination would have occurred on December 31, 2022, Mr. Vaitonis would have been entitled to receive a payment equal to an estimated $1,949,358.

In the event that Mr. Vaitonis, within 12 months of a Change of Control (as defined in his Employment Agreement), is terminated without cause or resigns with Good Reason, then he will be entitled to receive a payment equal to the sum of: (i) the Vaitonis Retirement Allowance and (ii) his base salary, perquisite package and vacation pay accrued up to the date of termination but remaining unpaid, any approved but unpaid expenses, and any reimbursements owed in respect of Mr. Vaitonis's annual tax and/or financial planning in respect of his employment services. Any Options, RSUs and PSUs held by Mr. Vaitonis will be treated in accordance with the terms and conditions of the Share Option Plan or Share Unit Plan, as applicable, that apply in the event of the Change of Control. If the foregoing termination would have occurred on December 31, 2022, then Mr. Vaitonis would have been entitled to receive a payment equal to an estimated $1,949,358.

Mr. Vaitonis holds Options, RSUs and PSUs with an estimated combined "in-the-money" value of $1,888,240.

Mr. Vaitonis is subject to non-competition and non-solicitation covenants, in each case, for a period of 18 months following the date of the termination of his employment, for any reason.

Employment Agreement of Mr. Tolbert

Mr. Tolbert is President of Triad Financial Services and entered into a new employment agreement with ECN Holdings on July 1, 2021 (referred to under this section as her "Employment Agreement"). The term of employment under Mr. Tolbert's Employment Agreement is a four-year period ending on December 31, 2024. Mr. Tolbert's employment may be terminated without notice or pay in lieu thereof, at any time, for just cause.

Pursuant to the terms and conditions of his Employment Agreement, if the employment of Mr. Tolbert is terminated without just cause or due to a change of control, he is entitled to a "Severance Allowance" payment equal to one times his base salary in effect as of the termination date and the average of the annual total long-term incentive plan awards paid in cash by ECN Holdings in the two fiscal years prior to the termination date (provided that such amount will be at a minimum of the "at target" amount of 100% for such year). If the foregoing termination would have occurred on December 31, 2022, Mr. Tolbert would have been entitled to a payment equal to an estimated $1,610,519.

Mr. Tolbert is subject to non-competition and non-solicitation covenants, in each case, for a period of 18 months following the date of the termination of her employment, for any reason.

Employment Agreement of Mr. Heidelberg

Mr. Heidelberg is Chief Operating Officer of Triad Financial Services, a material subsidiary of ECN Capital. Mr. Heidelberg entered into an executive employment agreement with ECN Holdings on July 1, 2021 (referred to under this section as his "Employment Agreement").

Pursuant to the terms and conditions of his Employment Agreement, if the employment of Mr. Heidelberg is terminated without just cause or due to a change of control, he is entitled to a "Severance Allowance" payment equal to one times his base salary in effect as at the termination date and the average of the annual total long-term incentive plan awards paid in cash by ECN Holdings in the two fiscal years prior to the termination date (provided that such amount will be at a minimum of the "at target" amount of 100% for such year). If the foregoing termination would have occurred on December 31, 2022, Mr. Heidelberg would have been entitled to a payment equal to an estimated $1,560,371.

Mr. Heidelberg is subject to non-competition and non-solicitation covenants, in each case, for a period of 18 months following the date of the termination of his employment, for any reason.

ADDITIONAL DISCLOSURE

Longer-Term Incentive Plan Descriptions

ECN Capital utilizes a variety of equity tools as part of its total compensation programs, which are designed to align and incentivize management in a manner aligned with Shareholder interests.

Non-employee directors are permitted to participate in the Option Plan and receive grants of Options, subject to the participation limits set forth in the Option Plan. The ECN Capital Share Unit Plan dated July 21, 2016 and amended and restated April 7, 2022 (the "Unit Plan") does not permit issuances of PSUs or RSUs to non-employee directors.

Option Plan

The Board has adopted the Option Plan. Options issued thereunder allow participants to purchase Common Shares at a specified exercise price within a specified maximum exercise period of eight (8) years. The purpose of the Option Plan is to advance the interests of ECN Capital through the motivation, attraction and retention of officers and employees of ECN Capital and such other key individuals as the Board deems reasonably appropriate.

The following is a summary of the Option Plan:

- Eligible participants under the Option Plan are the employees, officers and consultants (including advisors) of ECN Capital and its affiliates.

- Options typically vest one-third per year over three years.

- Each vested portion is exercisable for five years from the vesting date.

- Exercise price is established by the Board at the time the Option is granted but shall not be less than the closing price of the Common Shares on the last trading day before the grant date.

- The Option Plan provides that the Board may make appropriate adjustments in the event of certain changes in the capital of ECN Capital.

- Maximum number of Common Shares that may be issued pursuant to all security-based compensation arrangements of ECN Capital, including the Option Plan, will not exceed 8% of the issued and outstanding Common Shares on a non-diluted basis, calculated from time to time at the date Options are granted. The Board will take into account previous grants of Options when considering future grants.

- Common Shares subject to an Option that has been granted and that is subsequently cancelled or terminated for any reason without having been exercised will again be available for grant under the Option Plan.

- Options are personal to the recipient and non-transferable except in accordance with the Option Plan and the regulations thereto.

- Subject to applicable law and upon notice to ECN Capital, a holder may transfer Options, or Common Shares received under the exercise of Options, to any registered retirement savings plan, registered retirement income fund, tax-free savings account or similar retirement or investment fund established by and for the holder or under which the holder is the beneficiary.

- Upon death of a holder, the holder's Option(s) will become part of his or her estate, and any right of the holder may be exercised by the deceased holder's legal representatives in accordance with the Option Plan, provided the legal representatives comply with all obligations of the deceased holder.

- Options cannot be granted or exercised during "blackout periods" under the Insider Trading Policy. If an Option expires during a blackout period, the expiry date for such Option will be automatically extended to the tenth (10^{th}) business day following the end of such blackout period.

- In the case of termination of employment of any Option holder for cause, all granted Options, vested and unvested, then held by such person shall immediately terminate as of the date of termination of employment, and in the case of vested portions of Options, shall cease to be exercisable.

- In the case of termination of employment of any Option holder as a result of death or disability, all granted Options then held by such person shall cease to be exercisable as of the earlier of the expiry date for such Options or one year from the termination as a result of death or disability.

- In cases where the employment of any Option holder is terminated for reason other than cause, death or disability, all granted Options then held by such person shall cease to be exercisable as of the earlier of the expiry date for such Options or one year following the date on which the holder ceases to render services to ECN Capital.

- In the event of a change of control, the Board, having regard to its fiduciary duties and the best interests of ECN Capital, will address the economic value of the rights that participants, as a group, have in outstanding Options in whatever manner the Board deems to be reasonable in the circumstances.

The maximum number of Common Shares which may be issued to insiders of ECN Capital within a one-year period, or are issuable to such insiders at any time, under all security-based compensation arrangements of the Corporation, including the Option Plan, is currently 10% of the Common Shares issued and outstanding at the time of the issuance. Non-employee directors are permitted to participate in the Option Plan and receive grants of Options, subject to the participation limits set forth in the Option Plan.

The following types of amendments to the Option Plan will require Shareholder approval: (i) an increase to the maximum number or percentage of securities issuable under the Option Plan; (ii) provisions granting additional powers to the Board to amend the Option Plan or entitlements thereunder; (iii) reduction in the exercise price of Options or other entitlements; (iv) any cancellation and reissue of Options or other entitlements; (v) any change to the categories of individuals eligible to be selected for grants of Options where such change may broaden or increase the participation of non-employee directors under the Option Plan; (vi) an amendment to the prohibition on transfer of Options; (vii) an amendment to the amendment provisions under the Option Plan so as to increase the ability of the Board to amend the Option Plan without the approval of Shareholders; (viii) an extension to the term of Options; (ix) any changes to participation limits applicable to insiders or non-employee directors of ECN Capital; and (x) any amendment to the amendment provisions of the Option Plan.

The Board may make the following amendments to the Option Plan or an Option granted under the Option Plan without obtaining approval of any Option holder or Shareholder: (i) amendments to the terms and conditions of the Option Plan necessary to ensure that it complies with applicable law and regulatory requirements, including the requirements of any applicable stock exchange, in place from time to time; (ii) amendments to the provisions of the Option Plan respecting administration of, and eligibility for participation under, the Option Plan; (iii) amendments to the provisions of the Option Plan respecting the terms and conditions on which Options may be granted (including the vesting schedule); (iv) the addition of, and any subsequent amendment to, any financial assistance provision; (v) amendments to the Option Plan that are of a "housekeeping" nature; (vi) amendments to the provisions relating to a change of control; and (vii) any other amendments not requiring Shareholder approval under applicable laws or the requirements of an applicable stock exchange (such as the TSX). Amendments to the Option Plan or Options that are not subject to Shareholder approval may be implemented by ECN Capital without Shareholder approval but will be subject to any approval required by the rules of the TSX and other requirements of applicable law. The Board will also have the right to amend, suspend or terminate the Option Plan or any portion of it at any time in accordance with applicable law and subject to any required regulatory, applicable exchange or Shareholder approval.

Pursuant to the Option Plan, for purposes of compliance with Section 409A of the Internal Revenue Code of 1986, as amended ("Section 409A"), certain terms of the Options held by U.S. taxpayers may differ from those described above.

The aggregate number of Common Shares currently reserved for issuance under the Option Plan is 19,630,607, representing 8% of the outstanding Common Shares on a non-diluted basis. In addition, pursuant to the Option Plan, the maximum number of Common Shares issuable under all security-based compensation arrangements of the Corporation, including the Option Plan, shall not exceed such number which represents 8% of the issued and outstanding Common Shares from time to time. As a result, should ECN Capital issue additional Common Shares in the future, the number of Common Shares issuable under the Option Plan and all other security-based compensation arrangements of the Corporation will increase accordingly. As of December 31, 2022, 3,086,124 Options were issued and outstanding (representing approximately 1.26% of the Common Shares outstanding) and there were 16,544,483 Options (representing approximately 6.74% of the outstanding Common Shares on a non-diluted basis) that remained available for issuance pursuant to the Option Plan.

Deferred Share Unit Plan

The Board has adopted the Deferred Share Unit Plan dated July 21, 2016 as amended and restated April 7, 2022 (the "DSU Plan"). Under the DSU Plan, the Board may grant DSUs to designated executives (being officers or employees designated by the Board as eligible) and non-employee directors of ECN Capital. A DSU is a right to receive an amount of shares or cash from ECN Capital equal to the value of one Common Share. DSU grants for directors and executives are approved by the Board based on the recommendation of the C&CG Committee. The C&CG Committee will take into account previous grants of DSUs when considering future grants.

The purposes of the DSU Plan are to (i) attract and retain qualified persons to serve on the Board and executive team, (ii) strengthen the alignment of interests between participants in the DSU Plan and Shareholders by requiring participants to defer receiving a portion of their compensation until their retirement or resignation and having the value of such portion fluctuate with the value of the Common Shares, and (iii) provide a compensation system for non-employee directors that, together with the other director compensation mechanisms of ECN Capital, is reflective of the responsibility, commitment and risk accompanying membership on the Board and the performance of the duties required of the various committees of the Board.

Under the terms of the DSU Plan, the number of DSUs that a participant will receive will be calculated by dividing the portion of the participant's eligible compensation by the volume weighted average trading price of the Common Shares on the TSX for the immediately preceding ten (10) days on which they were traded, as determined on the grant date (the "DSU Fair Market Value"). Directors may elect to receive their annual board retainer in cash, DSUs or a combination thereof, provided that directors must receive their retainer in DSUs until they comply with the shareholding requirements of the Corporation's equity ownership policy for directors. If and when cash dividends are paid with respect to Common Shares during the term of a grant, a participant will be granted a number of dividend equivalent DSUs. Such dividend equivalents shall be converted into additional DSUs (including fractional DSUs) based on the DSU Fair Market Value as of the date on which the dividends are paid.

The number of Common Shares issuable under the DSU Plan or any other security-based compensation arrangement to insiders of ECN Capital within a one-year period, or issuable to such insiders at any time, shall not exceed 10% of the Common Shares issued and outstanding at the time of the issuance.

Any increase in the Common Shares reserved shall be subject to the approval of the Shareholders in accordance with the rules of the TSX. Pursuant to the DSU Plan, the aggregate equity award value of any grants of DSUs that are eligible to be settled in Common Shares, in combination with the aggregate equity award value of any grants under any other security-based compensation arrangements of ECN Capital that may be made to a non-employee director for a year, other than awards granted in lieu of cash fees for services on the Board, shall not exceed C$150,000 (converted to $110,745 based on a 1.3544 USD/CAD Bank of Canada exchange rate on December 30, 2022). Since the inception of the DSU Plan, it has been the Corporation's practice to settle all DSUs in cash.

The redemption date of a participant's DSUs shall not occur until the date on which he or she ceases to provide services to ECN Capital including by reason of resignation, death, and termination with or without cause. In such case, the participant will provide ECN Capital with a written redemption notice specifying a redemption date, which shall occur no later than December 15th of the calendar year following the year in which the participant ceased to provide services.

The Board may grant awards of DSUs from time to time to each non-employee director or executive designated by the Board as eligible to participate in the plan. The Board may also determine the date on which the DSUs may be granted and the date as of which such DSUs shall be credited to the participant's account, together with any terms or conditions with respect to the vesting of such DSUs. The DSU Plan provides that the Board may make appropriate adjustments to the DSUs in the event of certain changes in the capital of ECN Capital. In any particular year the Board may, in its sole discretion, determine not to make an award to a particular eligible director/executive or to all eligible directors/executives as a group.

The Board may specify in a DSU award agreement whether the DSUs subject to such agreement will be settled in cash or Common Shares, or a combination of both, provided that where an agreement does not provide for the settlement of the DSUs in Common Shares, such DSUs may only be settled in cash. On the redemption date, ECN Capital will: (a) if settlement is in cash, pay cash equal to the number of DSUs credited to the participant's account on the redemption date, multiplied by the DSU Fair Market Value (less any applicable withholding taxes), to the participant or the participant's legal representative, as the case may be; or (b) if settlement is in Common Shares, issue one Common Share for each DSU to the participant or the participant's legal representative, as the case may be. No fractional Common Shares will be issued and any fractional vested DSUs shall be settled in cash based on the DSU Fair Market Value on the relevant settlement date.

Except as required by law, the rights of a participant under the DSU Plan will not be transferable or assignable other than by will or the laws of descent and distribution. An eligible participant may designate in writing a beneficiary to receive any benefits that are payable under the DSU Plan upon the death of such eligible participant.

The Board may, without obtaining the approval of any eligible participant or Shareholder, make any amendments to the DSU Plan including, but not limited to, (i) amendments to the terms and conditions of the DSU Plan necessary to ensure that the DSU Plan complies with applicable law and regulatory requirements, including the requirements of any applicable stock exchange, in place from time to time; (ii) amendments to the provisions of the DSU Plan respecting administration of, and eligibility for participation under, the DSU Plan; (iii) amendments to the provisions of the DSU Plan respecting the terms and conditions on which DSUs may be granted; (iv) amendments to the DSU Plan that are of a "housekeeping" nature; (v) amendments to the provisions relating to a change of control; and (vi) any other amendments not requiring Shareholder approval under applicable laws or the requirements of an applicable stock exchange (such as the TSX). Amendments to the DSU Plan or DSUs that are not subject to Shareholder approval may be implemented by ECN Capital without Shareholder approval but are subject to any approval required by the rules of the applicable stock exchange and other requirements of applicable law. The Board also has the right to amend, suspend or terminate the DSU Plan or any portion of it at any time in accordance with applicable law and subject to any required regulatory, applicable exchange or Shareholder approval.

The Board may terminate the DSU Plan at any time, but no such termination shall, without the consent of the eligible participant or unless required by law, adversely affect the rights of an eligible participant with respect to any amount in respect of which an eligible participant has then elected to receive in DSUs or DSUs which the eligible participant has then been granted under the plan.

Upon a change of control, any unvested DSUs will immediately and automatically vest upon the date a change of control becomes effective. In the event an eligible participant's termination date is within twelve months following a change of control, the Board may, in its discretion, determine that the eligible participant or his or her beneficiary shall receive a payment in cash of an aggregate amount equal to the product of the price attributed to the Common Shares in connection with the transaction resulting in the change of control (as determined by the Board in good faith if no Common Share price was in fact established) multiplied by the number of DSUs being settled.

Pursuant to the DSU Plan, for purposes of compliance with Section 409A, certain terms of the DSUs held by U.S. taxpayers may differ from those described above.

The aggregate number of Common Shares reserved for issuance under the DSU Plan is 7,361,478, representing approximately 3% of the outstanding Common Shares on a non-diluted basis. Pursuant to the DSU Plan, the maximum number of Common Shares issuable under all security-based compensation arrangements of the Corporation, including the DSU Plan, shall not exceed such number which represents 8% of the issued and outstanding Common Shares, calculated from time to time at the date at which the rights to acquire Common Shares under such security-based compensation arrangements are granted (subject to the DSU Plan's 3% sub-limit for any share-settled DSU award grants). As a result, should ECN Capital issue additional Common Shares in the future, the number of Common Shares issuable under the DSU Plan and all other security-based compensation arrangements of the Corporation will increase accordingly. As of December 31, 2022, 5,132,007 DSUs were issued and outstanding (representing 2.09% of the Common Shares outstanding on a non-diluted basis). Pursuant to the terms of their respective grant agreements, all DSUs currently outstanding can only be settled in cash and, as such, 7,361,478 DSUs remain available for grant pursuant to the DSU Plan (representing approximately 3% of the Common Shares outstanding on a non-diluted basis).

Since the inception of the DSU Plan, it has been the Corporation's practice to settle all DSUs in cash and on February 27, 2019, the Board resolved to restrict the terms of any grant of DSUs during any period in which the number of Common Shares issuable under all security-based compensation arrangements of ECN Capital, including the DSU Plan, exceeds the maximum number of Common Shares issuable pursuant to ECN Capital's security-based compensation arrangements to those that may be settled in cash only and to elect to settle in cash any outstanding DSU that vests during such period.

Share Unit Plan

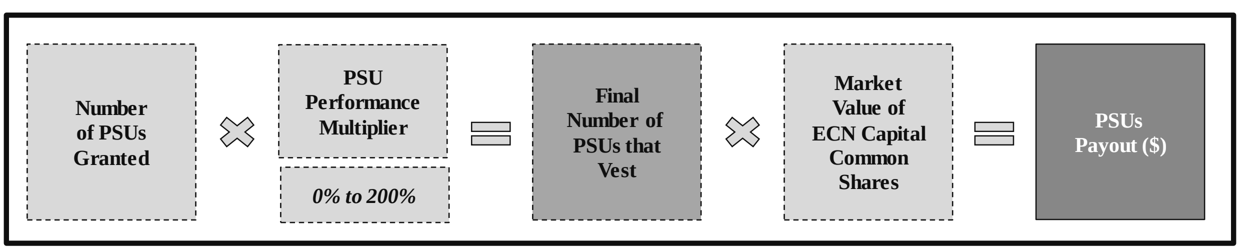
The Board has adopted the Unit Plan. Under the Unit Plan, both RSUs and PSUs may be granted. Eligible participants under the Unit Plan are individuals employed by ECN Capital and its subsidiaries or other controlled entities who are determined by the C&CG Committee to be in a position to contribute to the success of ECN Capital. RSU and PSU grants are approved by the C&CG Committee. The C&CG Committee will take into account previous grants of RSUs and PSUs when considering future grants. The C&CG Committee, unless otherwise determined by the Board, has the sole and absolute discretion to administer the Unit Plan and to exercise all powers and authorities granted to it under the Unit Plan, or that are necessary and advisable in the administration of the Unit Plan.

RSUs and PSUs will vest in a period specified by the C&CG Committee, which, unless otherwise determined by the C&GC Committee, shall not be later than December 15th of the third year following the year in which the eligible participant performed the services to which the grant relates. PSUs will also be subject to performance conditions that are approved by the C&CG Committee. The Unit Plan provides that the C&CG Committee may make appropriate adjustments to the RSUs and PSUs in the event of certain changes in the capital of ECN Capital.

PSUs granted will be a bonus for services in the year the award is granted. Depending on the specific purpose of the award, the C&CG Committee will determine the associated performance metrics, weightings and performance period.

Under the Unit Plan, the number of units that will vest will be based on performance against metrics that are tied to ECN Capital's strategic priorities. The PSU performance multiplier under the plan design may range from 0% to 200% dependent on actual performance. The PSU payout will be zero if performance is below the minimum threshold.

Under the Unit Plan, the payout of PSUs will be determined by multiplying the number of PSUs that vest by the volume weighted average trading price of the Common Shares for the ten (10) trading days immediately preceding the settlement date (the "Share Unit Fair Market Value").



On the vesting date, the Board, in its absolute discretion, can elect one or any combination of the following payment methods for the RSUs or PSUs credited to a participant's account: (a) pay cash, equal to the Share Unit Fair Market Value on the relevant settlement date multiplied by the number of PSUs or RSUs, as applicable, credited to the participant's account (less any applicable withholding taxes), to the participant or the participant's legal representative, as the case may be; or (b) issue Common Shares to the participant or the participant's legal representative, as the case may be. No fractional Common Shares will be issued and any fractional vested PSUs or RSUs shall be settled in cash based on the Share Unit Fair Market Value on the relevant settlement date.

Except as otherwise provided in a grant agreement relating to a grant of PSUs or RSUs, if and when cash dividends (other than extraordinary or special dividends) are paid with respect to Common Shares during the term of a grant, a participant will be granted a number of dividend equivalent PSUs or RSUs in an amount equal to the aggregate amount of dividends that would have been paid on such share units had they been Common Shares at the time of the dividend divided by the Share Unit Fair Market Value at the time of the dividend.

The number of Common Shares issuable under the Unit Plan or any other security-based compensation arrangement to insiders of ECN Capital within a one-year period, or issuable to such insiders at any time, shall not exceed 10% of the Common Shares issued and outstanding at the time of the issuance. Non-employee directors shall not be eligible to participate in the Unit Plan and no share units may be granted to any such non-employee director.

Any increase in the Common Shares reserved shall be subject to the approval of the Shareholders in accordance with the rules of the TSX. The plan does not provide for a maximum number of Common Shares which may be issued to a non-insider participant pursuant to the Unit Plan and all other security-based compensation arrangements.

The Board may, without obtaining the approval of any eligible participant or Shareholder, make any amendments to the Unit Plan including, but not limited to, (i) amendments to the terms and conditions of the Unit Plan necessary to ensure that it complies with applicable law and regulatory requirements, including the requirements of any applicable stock exchange (such as the TSX), in place from time to time; (ii) amendments to the provisions of the Unit Plan respecting administration of, and eligibility for participation under, the Unit Plan; (iii) amendments to the provisions of the Unit Plan respecting the terms and conditions on which PSUs and RSUs may be granted; (iv) amendments to the Unit Plan that are of a "housekeeping" nature; (v) amendments to the provisions relating to a change of control; and (vi) any other amendments not requiring Shareholder approval under applicable laws or the requirements of an applicable stock exchange (such as the TSX). Amendments to the Unit Plan or PSUs or RSUs that are not subject to Shareholder approval may be implemented by ECN Capital without Shareholder approval but are subject to any approval required by the rules of the TSX and other requirements of applicable law. The Board also has the right to amend, suspend or terminate the Unit Plan or any portion of it at any time in accordance with applicable law and subject to any required regulatory, applicable exchange or Shareholder approval.

Notwithstanding the foregoing, the following changes to the Unit Plan will require Shareholder approval in accordance with the requirements of the TSX: (i) an increase to the maximum number or percentage of securities issuable under the Unit Plan; (ii) changes to the amendment provisions to grant additional powers to the Board to amend the Unit Plan or entitlements thereunder; (iii) any change to the categories of individuals eligible for grants of PSUs or RSUs where such change may broaden or increase the participation of non-employee directors in the Unit Plan; (iv) any changes to the insider participation limits set forth in the Unit Plan; (v) an amendment to the prohibition on assignment or transfer of PSUs or RSUs; and (vi) an amendment to the amending provisions in the Unit Plan. The Board may also not make any amendments to the Unit Plan or grants made pursuant to the Unit Plan without the consent of a participant if it adversely alters or impairs the rights of the participant in respect of any grant previously granted to such participant under the Unit Plan. Consent will not be required where the amendment is required for purposes of compliance with applicable laws or regulatory requirements.

In the case of a participant's termination of employment for cause, or resignation of a participant, subject to the terms of the participant's written employment agreement, and unless otherwise determined by the C&CG Committee, no PSUs or RSUs that have not yet vested and been settled prior to the date of such termination or resignation, as the case may be, including dividend equivalent PSUs and RSUs, shall vest and all such PSUs and RSUs shall be forfeited immediately.

In the case of a participant's termination of employment without cause, subject to the terms of the participant's written employment agreement and the relevant grant agreement, all PSUs and/or RSUs that have not previously vested shall vest on the termination, provided that in the case of PSUs, the total number of PSUs that vest shall be the number of PSUs covered by the relevant grant without giving effect to any potential increase or decrease in such number as a result of graduated performance conditions permitting the vesting of more or less than 100% of such PSUs.

In the case of death or disability, subject to the terms of a participant's written employment agreement and the relevant grant agreement, in the event of a participant's termination as a result of death or termination as a result of disability, the date of the latter as determined by the C&CG Committee, prior to the end of a vesting period for the grant, a portion of the RSUs shall vest as of such event and all other RSUs not so vested shall be forfeited immediately. The number of PSUs, if any, that vest shall be determined in accordance with the grant agreement governing such PSUs, and any PSUs that do not vest pursuant to the relevant grant agreement shall be forfeited immediately.

In the event of a change of control of ECN Capital, subject to the terms of a participant's written employment agreement with ECN Capital or its subsidiaries or other controlled entities, all PSUs and/or RSUs that have not previously vested shall vest on the effective date of the change of control, provided that in the case of PSUs, the total number of PSUs that vest shall be the number of PSUs covered by the relevant grant without giving effect to any potential increase or decrease in such number as a result of graduated performance conditions permitting the vesting of more or less than 100% of such PSUs. PSUs and RSUs that vest pursuant to a change of control shall be settled by a lump sum cash payment based on the price attributed to Common Shares in connection with the transaction giving rise to the change of control, or as determined by the C&CG Committee in good faith if no Common Share price was in fact established.

Except as required by law, and in accordance with the provisions of the plan allowing for the designation of a beneficiary, the assignment or transfer of the PSUs or RSUs or any other benefits under the plan shall not be permitted other than by operation of law. Pursuant to the Unit Plan, for purposes of compliance with Section 409A, certain terms of the PSUs and RSUs held by U.S. taxpayers may differ from those described above.

The aggregate number of Common Shares reserved for issuance under the Unit Plan is 6,964,069, representing approximately 3% of the outstanding Common Shares on a non-diluted basis. The maximum number of Common Shares issuable under all security-based compensation arrangements of the Corporation, including the Unit Plan, shall not exceed such number which represents 8% of the issued and outstanding Common Shares calculated from time to time at the date at which the rights to acquire Common Shares under such security-based compensation arrangements are granted (subject to the DSU Plan's 3% sub-limit for any share-settled DSU award grants). As a result, should ECN Capital issue additional Common Shares in the future, the number of Common Shares issuable under the Unit Plan and all other security-based compensation arrangements of the Corporation will increase accordingly. As of December 31, 2022, the Corporation had a total of 14,958,988 PSUs and RSUs issued and outstanding (representing approximately 6.10% of the Common Shares outstanding on a non-diluted basis), of which 397,409 may be share-settled (representing approximately 0.16% of the Common Shares outstanding on a non-diluted basis), meaning that there were 6,964,069 PSUs and RSUs (representing approximately 2.84% of Common Shares outstanding on a non-diluted basis) remaining available for issuance pursuant to the Unit Plan.

Since the inception of the Unit Plan, it has been the Corporation's practice to settle all PSUs and RSUs in cash and on February 27, 2019, the Board resolved to restrict the terms of any grant of PSUs and RSUs during any period in which the number of Common Shares issuable under all security-based compensation arrangements of ECN Capital, including the Unit Plan, exceeds the maximum number of Common Shares issuable pursuant to ECN Capital's security-based compensation arrangements to those that may be settled in cash only and to elect to settle in cash any outstanding PSU or RSU that vests during such period.

Overhang, dilution and burn rates

	2020			2021			2022		
	Options	**DSUs**	**PSUs/ RSUs**	**Options**	**DSUs**	**PSUs/ RSUs**	**Options**	**DSUs**	**PSUs/ RSUs**
Overhang(1)(4)	9.8%	9.8%	9.8%	9.9%	9.9%	9.9%	8.0%	8.0%	8.0%
Dilution(2)(4)	5.5%	0.6%	0.0%	0.2%	1.8%	1.2%	1.2%	2.1%	0.2%
Burn Rate(3)(4)	1.8%	0.2%	0.0%	1.6%	0.1%	0.4%	1.3%	0.2%	0.0%

(1) The total number of Common Shares reserved for issuance under the Corporation's security-based compensation arrangements as at December 31st of each year, expressed as a percentage of the total number of Common Shares outstanding as at December 31st of each year on a diluted basis. The DSU Plan was amended in 2022 to reduce the total number of Common Shares reserved for issuance thereunder to 3% of Common Shares outstanding on a non-diluted basis and, following receipt of requisite approvals at the 2022 Annual Meeting, the Option Plan and Unit Plan were both amended to reduce the total number of Common Shares reserved for issuance thereunder to 8% and 3%, respectively, of Common Shares outstanding on a non-diluted basis.
(2) The total number of Options or units outstanding, expressed as a percentage of the total number of Common Shares outstanding as at December 31st of each year on a diluted basis.
(3) The number of Options or units granted annually, expressed as a percentage of the weighted average number of Common Shares outstanding for each financial year.
(4) Only includes awards granted or issued pursuant to the Corporation's security-based compensation arrangements that are share-settled.

Audit Fees

Ernst & Young LLP serves as the Corporation's auditing firm. Fees payable by ECN Capital for the fiscal years ended December 31, 2022 and December 31, 2021 to Ernst & Young LLP and its affiliates are set out in the Corporation's Annual Information Form dated March 30, 2023, a copy of which is available on SEDAR at www.sedar.com.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

The following table sets forth the indebtedness incurred by all current directors, officers and employees, as well as former executive officers, of the Corporation and its subsidiaries for the purchase of securities of the Corporation and for other purposes as of April 26, 2023.

Purpose	Aggregate Indebtedness to the Corporation or its Subsidiaries(1)
Securities Purchase Program	$31,671,049

(1) As at April 26, 2023 and converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.

Indebtedness of Directors and Executive Officers

The following tables set out the indebtedness of directors and executive officers of the Corporation, nominees for election as directors, and any associates of any of the foregoing persons, providing the largest amount outstanding during the year ended December 31, 2022 and the amount outstanding as at April 26, 2023 to the Corporation or its subsidiaries, or to other entities if the indebtedness to such other entities is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

Name and Principal Position	Involvement of Issuer	Largest Amount Outstanding in 2022(1)	Amount Outstanding as at April 26, 2023(1)
Steven K. Hudson *Chief Executive Officer* Palm Beach, FL	Creditor	$17,475,084	$17,548,556
Michael Lepore *Chief Financial Officer* Palm Beach Gardens, FL	Creditor	$533,448	$536,956
Algis Vaitonis *Chief Credit Officer* Delray Beach, FL	Creditor	$1,193,592(2)	$1,201,440
Michael Tolbert *President, Triad Financial Services* Jacksonville, Florida	Creditor	$2,037,260	$2,050,656
Matthew Heidelberg *Chief Operating Officer, Triad Financial Services* Boca Raton, FL	Creditor	$4,519,923(3)	$4,549,643
John Wimsatt *Chief Investment Officer* Naples, FL	Creditor	$1,466,091	$1,475,731

(1) Converted to U.S. dollars based on a $1.3643 USD/CAD exchange rate on April 26, 2023.

(2) Approximately $200,000 of Mr. Vaitonis' indebtedness set forth in the above table reflects a loan provided to Mr. Vaitonis by the Corporation in respect of financial assistance it provided to him for his relocation to the United States in connection with his duties as Chief Credit Officer of the Corporation.

(3) Approximately $2,300,000 of Mr. Heidelberg's indebtedness set forth in the above table reflects a loan provided to Mr. Heidelberg by the Corporation in respect of financial assistance it provided to him for his relocation to Jacksonville, Florida, in connection with his duties as Chief Operating Officer of Triad Financial. The primary amount of this indebtedness relates to a loan provided to assist Mr. Heidelberg with the purchase of a residential property in Jacksonville, Florida before he completes the disposition of his prior residential property owned before his relocation. Mr. Heidelberg's obligations under the loan are secured by a mortgage and security interest on the Jacksonville residence, second in ranking to the primary mortgage provider.

Indebtedness Under Securities Purchase Program

The Corporation established a loan program in support of securities purchase loans (the "Securities Purchase Loans"), which is capped at a maximum of $50 million. The indebtedness reflected in the above table reflects Securities Purchase Loans provided to executive officers of the Corporation to finance the acquisition of securities in EFN prior to the completion of the separation transaction with EFN on October 3, 2016 (the "Separation Transaction") and ECN Capital post-separation. All loans to ECN Capital executive officers relating to Common Shares of EFN were subsequently transferred to ECN Capital in accordance with the Separation Transaction. These loans were approved by the Board on the basis that it is important that management's interest be aligned with that of the Shareholders. Purchases of securities through the loan program occur through the secondary market in compliance with the Corporation's insider trading policy and applicable TSX and securities laws.

In accordance with the executive share accumulation program, the Securities Purchase Loans reflect arm's length terms, including market rates of interest, principal repayment no later than seven years from advance, and the Corporation being granted a first-priority security interest in certain ECN Capital securities held by the executive and having full personal recourse to the executive as security for payment of the full amount of their indebtedness. No portion of any such outstanding loan amounts has ever been forgiven by the Corporation.

NON-IFRS MEASURES

The Corporation's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

This Circular makes reference to certain non-IFRS measures and ratios relating to ECN Capital. These measures and ratios are not recognized under IFRS and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures or ratios presented by other issuers. Rather, these measures and ratios are provided as additional information to complement IFRS measures. Accordingly, these measures and ratios should not be considered in isolation nor as a substitute for analysis of the Corporation's financial information reported under IFRS. These non-IFRS financial measures and ratios include "adjusted net income", "adjusted net income applicable to common shareholders", "adjusted net income per share", "adjusted net income per share applicable to common shareholders", and "adjusted operating income before tax".

Please refer to "Non-IFRS and Other Performance Measures" in ECN Capital's Annual MD&A for the year ended December 31, 2022 (the "ECN Capital MD&A"), which is incorporated by reference herein, for the reconciliations of these non-IFRS measures to IFRS measures and for a description of how ECN Capital calculates such non-IFRS measures. A copy of the ECN Capital MD&A is available on SEDAR at www.sedar.com.

AVAILABLE INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Securityholders of the Corporation can, upon request, obtain a copy of any such document free of charge. Financial information about the Corporation is provided in the Corporation's comparative annual financial statements and MD&A for its most recently completed financial year.

Shareholders of the Corporation may request copies of the Corporation's financial statements and MD&A by contacting the Corporation by email at generalinfo@ecncapitalcorp.com or by mail at 777 S. Flagler Drive, Suite 800 East, West Palm Beach, Florida 33401.

QUESTIONS AND FURTHER ASSISTANCE

All questions regarding the information contained in this Circular or requests for assistance in completing the form of proxy can be directed to the Corporation's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-855-682-4840 (toll free in North America), or at 1-416-867-2271 (collect outside North America), or by email at contactus@kingsdaleadvisors.com.

DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors of the Corporation.

Dated as of May 16, 2023.

Michael Lepore
Chief Financial Officer

EXHIBIT A

ECN CAPITAL CORP.
BOARD OF DIRECTORS MANDATE

As of October 3, 2016

1. Purpose

The Board of Directors (the "Board") has the duty to supervise the management of the business and affairs of ECN Capital Corp. (the "Corporation"). The Board, directly and through its committees and the chair of the Board (the "Chair"), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Corporation.

2. Composition

General

The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meetings are governed by the *Business Corporations Act* (Ontario), applicable Canadian securities laws, applicable stock exchange rules (including the rules of the Toronto Stock Exchange) and the articles and by-laws of the Corporation, in each case as they may be amended and/or replaced from time to time, subject to any exemptions or relief that may be granted from such requirements.

Each director must have an understanding of the Corporation's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Compensation and Corporate Governance Committee.

Independence

A majority of the Board must be independent. "Independent" shall have the meaning, as the context requires, given to it in National Policy 58-201 – *Corporate Governance Guidelines*, as it may be amended and/or replaced from time to time.

Chair of the Board

If the Chair of the Board is not independent, then the independent directors shall select from among their number a director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. The Chair, if independent, or the Lead Director if the Chair is not independent, shall act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

3. Duties and Responsibilities

The Board shall have the specific duties and responsibilities outlined below.

Strategic Planning

(a) **Strategic Plans**

The Board shall adopt a strategic plan for the Corporation. At least annually, the Board shall review and, if advisable, approve the Corporation's strategic planning process and the Corporation's annual strategic plan. In discharging this responsibility, the Board shall review the plan in light of management's assessment of emerging trends, the competitive environment, the opportunities for the business of the Corporation, risk issues, and significant business practices and products.

(b) **Business and Capital Plans**

At least annually, the Board shall review and, if advisable, approve the Corporation's annual business and capital plans as well as policies and processes generated by management relating to the authorization of major investments and significant allocation of capital.

(c) **Monitoring**

At least annually, the Board shall review management's implementation of the Corporation's strategic, business and capital plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

Risk Management

(a) **General**

At least annually, the Board shall review reports provided by management and the Credit and Risk Committee of principal risks associated with the Corporation's business and operations, review the implementation by management of appropriate systems to manage these risks, and review reports by management relating to the operation of, and any material deficiencies in, these systems.

(b) **Verification of Controls**

The Board shall verify that internal, financial, non-financial and business control and management information systems have been established by management.

Human Resource Management

(a) **General**

At least annually, the Board shall review a report of the Compensation and Corporate Governance Committee concerning the Corporation's approach to human resource management and executive compensation.

(b) **Succession Review**

At least annually, the Board shall review the succession plans of the Corporation for the Chair, the Lead Director, the Chief Executive Officer and other executive officers, including the appointment, training and monitoring of such persons.

(c) **Integrity of Senior Management**

The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other executive officers of the Corporation and that the Chief Executive Officer and other senior officers strive to create a culture of integrity throughout the Corporation.

Corporate Governance

(a) **General**

At least annually, the Board shall review a report of the Compensation and Corporate Governance Committee concerning the Corporation's approach to corporate governance.

(b) **Director Independence**

At least annually, the Board shall review a report of the Compensation and Corporate Governance Committee that evaluates the director independence standards established by the Board and the Board's ability to act independently from management in fulfilling its duties.

(c) **Ethics Reporting**

The Board has adopted the Code, which is applicable to directors, officers and employees of the Corporation. At least annually, the Board shall review the report of the Compensation and Corporate Governance Committee relating to compliance with, or material deficiencies from, the Code and approve changes it considers appropriate. The Board shall review reports from the Compensation and Corporate Governance Committee concerning investigations and any resolutions of complaints received under the Code.

(d) **Board of Directors Mandate Review**

At least annually, the Board shall review and assess the adequacy of this Mandate to ensure compliance with any rules of regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

Communications

(a) **General**

The Board has adopted a Disclosure Policy for the Corporation. At least annually, the Board, in conjunction with the Chief Executive Officer, shall review the Corporation's overall Disclosure Policy, including measures for receiving feedback from the Corporation's stakeholders, and management's compliance with such policy. The Board shall, if advisable, approve material changes to the Corporation's Disclosure Policy.

(b) **Shareholders**

The Corporation endeavors to keep its shareholders informed of its progress through an annual report, annual information form, quarterly interim reports, periodic press releases and other continuous disclosure documentation, as applicable. Directors and management meet with the Corporation's shareholders at the annual meeting and are available to respond to questions at that time. In addition, the Corporation shall maintain a website that is regularly updated and provides investors with relevant information on the Corporation and an opportunity to communicate with the Corporation.

4. Committees of the Board

The Board has established the following committees: the Compensation and Corporate Governance Committee, the Audit Committee and the Credit and Risk Committee. Subject to applicable law and regulations, the Board may establish other Board committees or merge or dispose of any such Board committee.

Committee Mandates

The Board has approved mandates for each Board committee and shall approve mandates for each new Board committee. At least annually, each committee mandate shall be reviewed by the Compensation and Corporate Governance Committee and any suggested amendments brought to the Board for consideration and approval.

Delegation to Committees

The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee's mandate.

Consideration of Committee Recommendations

As required by applicable law, by applicable committee Mandate or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to Board committees.

Board/Committee Communication

To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting.

5. Meetings

The Board will meet at least once in each quarter, with additional meetings held as deemed advisable. The Chair (in conjunction with the Lead Director, as applicable) is primarily responsible for the agenda and for supervising the conduct of the meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

Meetings of the Board shall be conducted in accordance with the Corporation's constating documents.

Secretary and Minutes

The Corporation's Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Secretary and subsequently presented to the Board for approval.

Meetings Without Management

The independent members of the Board shall hold regularly scheduled meetings, or portions of regularly scheduled meetings, at which non-independent directors and members of management are not present.

Directors' Responsibilities

Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. Directors will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.

Access to Management and Outside Advisors

In discharging the forgoing duties and responsibilities, the Board shall have unrestricted access to management and employees of the Corporation and to the relevant books, records and systems of the Corporation as considered appropriate. The Board shall have the authority to retain legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities. The Corporation shall provide appropriate funding, as determined by the Board, for the services of these advisors.

Service on Other Boards and Audit Committees

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public corporation.

6. Director development and evaluation

Each new director shall participate in the Corporation's initial orientation program and each director shall participate in the Corporation's continuing director development programs. The Compensation and Corporate Governance Committee shall review with each new member: (i) certain information and materials regarding the Corporation, including the role of the Board and its committees; and (ii) the legal obligations of a director of the Corporation. At least annually, the Board with the assistance of the Compensation and Corporate Governance Committee, shall review the Corporation's initial orientation program and continuing director development programs.

7. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's Articles and By-laws, it is not intended to establish any legally binding obligations.

EXHIBIT B
VIRTUAL ANNUAL MEETING OF SHAREHOLDERS
CODE OF PROCEDURE
(the "Code")

1. Application

This Code shall govern the conduct of virtual annual meetings of shareholders (each, a "**Meeting**") of ECN Capital Corp. (the "**Corporation**"). It is a complement to the provisions of the *Business Corporations Act (Ontario),* including the regulations or guidelines thereunder (the "**Act**"), and to the Corporation's by-laws (the "**By-Laws**"). In any case of conflict between the Code and the Act and/or the By-Laws, the Act and/or the By-Laws, as applicable, shall prevail.

In order to facilitate a fair and productive Meeting, we ask the cooperation of shareholders ("**you**") in observing the following procedures:

2. Business of the Meeting

The business to be conducted at the Meeting will be set forth in the applicable Notice of Meeting and Management Proxy Circular (the "**Circular**") delivered to shareholders. The Corporation will follow the agenda of the Meeting as set out in the Circular.

3. Registered Shareholders and Non-Registered Shareholders

The board of directors of the Corporation (the "**Board**") has fixed the record date for the purpose of determining holders of Common Shares entitled to receive notice of and to vote at the Meeting and disclosed same within the Circular. Any holder of common shares ("**Common Shares**") of the Corporation of record at the close of business on the record date will be entitled to vote the Common Shares registered in such shareholder's name at that date on each matter to be acted upon at the Meeting. Please follow the instructions provided in the Circular to participate at the Meeting. If you have voted your shares prior to the start of the Meeting, and your vote has been received by the Corporation's scrutineers, you do not need to vote those shares during the Meeting, unless you wish to revoke or change your vote.

Shareholders and duly appointed proxyholders entitled to vote at the Meeting may vote by proxy in advance of the Meeting. Non-registered shareholders who have not duly appointed themselves as proxyholders will be able to attend the Meeting as guests. Guests are able to attend the Meeting but are not able to submit questions or vote their shares (if any).

4. Questions

Shareholders and duly appointed proxyholders may submit questions during the Meeting using the "Ask a Question" field provided in the web portal. Questions may be submitted at any point in advance of, or during, the Meeting but must be submitted prior to the commencement of voting on the matter to which they relate. Subject to this Code, all questions relating to a matter subject to a vote at the Meeting will be addressed prior to the closing of voting on such matter.

Following termination of the formal business of the Meeting, the Corporation will address any appropriate general questions received from shareholders and duly appointed proxyholders regarding the Corporation.

5. Pertinence and Good Order

In order to facilitate a respectful and effective Meeting, only questions of general interest to all shareholders will be answered, if your question is related to an individual matter a Corporation representative will contact you after the Meeting.

6. Specific Questions

If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Meeting by contacting the Corporation's Investor Relations team by sending an e-mail to the Chairman of the Board at board@ecncapital.corp.

7. Recording

A recording of the webcast will be available on the Corporation's website for approximately one year from the date of the Meeting. Any other recording of the Meeting is prohibited.

QUESTIONS? NEED HELP VOTING?

CONTACT US

North American Toll-Free Phone

1.855.682.4840

E-mail: contactus@kingsdaleadvisors.com

Fax: 416.867.2271

Toll Free Facsimile: 1.866.545.5580

Outside North America, Banks and Brokers

Call Collect: 416.867.2272

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