NOTICE OF ANNUAL AND SPECIAL MEETING

OF SHAREHOLDERS

TO BE HELD MAY 11, 2021

AND

MANAGEMENT INFORMATION CIRCULAR

March 12, 2021

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS 2021

Take notice that the annual and special meeting (the "**Meeting**") of shareholders of MCAN Mortgage Corporation ("**MCAN**" or the "**Corporation**") will be held virtually via live audio webcast at https://web.lumiagm.com/438826523 on Tuesday, May 11, 2021 at 4:30 p.m. (Toronto Time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the year ended December 31, 2020 and the report of the auditors thereon;
2. to elect the Board of Directors;
3. to appoint the auditors;
4. to consider, and if deemed advisable, pass a resolution in the form set forth in Schedule "A" to the Management Information Circular authorizing the amendment to MCAN's Executive Share Purchase Plan; and
5. to transact such other business as may properly be brought before the Meeting.

MCAN has been carefully monitoring the outbreak of COVID-19. Given the unprecedented circumstances and in the light of MCAN's commitment to the health and well-being of its communities, shareholders, employees and other stakeholders, MCAN will be conducting this year's Meeting in a virtual-only format. Shareholders will have an equal opportunity to participate at the meeting online regardless of their geographic location or share ownership and will have the ability to engage with directors of the Corporation and management as well as other shareholders. Shareholders will not be able to attend the meeting in person.

Shareholders who attend the Meeting will do so by accessing a live webcast of the Meeting via the internet. Shareholders will be able to access the Meeting using an internet connected device such as a laptop, computer, tablet or mobile phone, and the meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins.

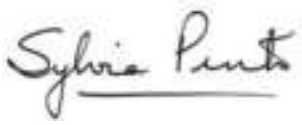
Only registered shareholders and duly appointed proxyholders will be able to attend, participate and vote online at https://web.lumiagm.com/438826523, using the password "**mcan2021**" (case sensitive). Beneficial shareholders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the meeting online as guests and may ask questions, but will not be able to vote online at the meeting.

A shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a beneficial shareholder who wishes to appoint themselves) must carefully follow the instructions in the Management Information Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering such proxyholder with MCAN's transfer agent, Computershare Trust Company of Canada at http://www.computershare.com/MCAN after submitting their form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a username to vote online and will only be able to attend the meeting online as a guest.

Shareholders may not be able to distribute votes other than equally among the director nominees at the Meeting. If a shareholder wishes to distribute votes other than equally among the nominees, the shareholder should do so by following the instruction on their form of proxy.

Your vote is important regardless of the number of shares you hold. Whether or not you are able to attend the Meeting online, we encourage you to complete, date, sign and return the enclosed form of proxy or voting instruction form in accordance with the instructions therein so that your shares can be voted at the Meeting or any continuation after an adjournment or postponement thereof in accordance with your instructions.

BY ORDER OF THE BOARD



SYLVIA PINTO
CORPORATE SECRETARY

March 12, 2021

TO BE COUNTED PROXIES MUST BE RECEIVED BY COMPUTERSHARE TRUST COMPANY OF CANADA NO LATER THAN 5:00 P.M. (TORONTO TIME) ON MAY 7, 2021.

In order to ensure that your proxy is received in time for MCAN's Annual and Special Meeting to be held on Tuesday, May 11, 2021, we recommend that you vote in any of the following ways:

VOTING METHOD	REGISTERED SHAREHOLDERS/ NON-OBJECTING BENEFICIAL SHAREHOLDERS/EMPLOYEES If your shares are held in your name and represented by a physical certificate or if your shares are held with an investment dealer, a broker, bank or other intermediary or you are a participant in the Corporation's Employee Share Ownership Plan	OBJECTING BENEFICIAL SHAREHOLDERS If your shares are held with an investment dealer, a broker, bank or other intermediary
INTERNET	Go to www.investorvote.com and follow the instructions. You will need your 15-digit control number, which is on your proxy form or voting instruction form.	Go to www.proxyvote.com and enter your 16-digit control number, which is located on the enclosed voting instruction form.
FAX	Complete, sign and date your proxy form or voting instruction form and send it by fax to Computershare Trust Company of Canada at 1-866-249-7775 (toll-free in North America) or 1-416-263-9524 (outside of North America).	N/A
MAIL	Complete, sign and date your proxy form or voting instruction form and return it in the envelope provided.	Complete, sign and date your voting instruction form and return it in the envelope provided.

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MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION

This Management Information Circular ("**Circular**") is furnished by the management of MCAN Mortgage Corporation, ("**we**", "**MCAN**', "**our**", the "**Company**" or the "**Corporation**"), which is soliciting proxies for use at the Annual and Special Meeting of Shareholders of the Corporation (the "**Meeting**"), and at any continuation after an adjournment or postponement thereof, to be held at the date, time and place and for the purposes set forth in the foregoing notice of Meeting.

MCAN has been carefully monitoring the outbreak of COVID-19. Given the unprecedented circumstances and in the light of MCAN's commitment to the health and well-being of its employees, shareholders and other stakeholders, MCAN will be conducting this year's Meeting in a virtual-only format, via live audio webcast. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location or share ownership. Shareholders will not be able to attend the Meeting in person. A summary of the information shareholders will need to attend the Meeting online is provided below.

It is expected that the solicitation will primarily be by mail. Proxies may also be solicited personally or by telephone by management. All expenses in connection with the solicitation of proxies will be borne by MCAN.

The mailing of the proxy materials to registered shareholders and non-objecting beneficial owners will be completed by MCAN on or about April 7, 2021. In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Meeting materials are being mailed to all registered shareholders (except those who have asked not to receive them) and to those beneficial shareholders who requested them (to the depository and intermediaries for onward distribution to such beneficial shareholders).

Unless otherwise stated, all information contained in this Circular is as at March 12, 2021.

INFORMATION ON VOTING

VOTING MATTERS

At the Meeting, shareholders will vote on the following matters:

1. The election of directors;
2. The appointment of auditors; and
3. A resolution to amend MCAN's Executive Share Purchase Plan as outlined in Schedule "A" to this Circular.

Shareholders may not be able to distribute votes other than equally among the director nominees at the Meeting. If a shareholder wishes to distribute votes other than equally among the nominees, the shareholder should do so by following the instructions on the form of proxy provided with this Circular.

RECORD DATE FOR NOTICE OF MEETING

The Board has fixed March 24, 2021 as the record date (the "**Record Date**") for the purpose of determining shareholders entitled to receive notice of and to vote at the Meeting.

COMMON SHARES OUTSTANDING AND OWNERS OF MORE THAN 10% OF THE COMMON SHARES

As at the close of business on March 12, 2021, there were 24,821,670 common shares of MCAN ("**Common Shares**") outstanding and these Common Shares are the only voting securities of the Corporation. Except with respect to the election of directors, for which cumulative voting shall apply, each Common Share entitles the

holder thereof to one vote on each matter to be considered at the Meeting. The Common Shares trade under the symbol "MKP" on the Toronto Stock Exchange ("**TSX**").

To the knowledge of the directors and executive officers of MCAN, as at March 12, 2021, the only person or company who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the issued and outstanding Common Shares is the following:

Name	Number of Common Shares	Percentage of Common Shares
Ian Sutherland	3,160,000	12.73%

VOTING BY PROXY

REGISTERED SHAREHOLDERS

Registered shareholders may vote at the Meeting or may give another person authority to vote at the Meeting on their behalf by appointing a proxyholder. **To be valid, a proxy must be received by our transfer agent, Computershare Trust Company of Canada ("Computershare"), at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 in the postage prepaid envelope provided, by facsimile at 1-866-249-7775 or (416) 263-9524, or over the internet at www.investorvote.com, no later than 5:00 p.m. (Toronto time) on Friday, May 7, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of an adjournment or postponement of the Meeting.** If you use your 15-digit control number to login to the Meeting and you accept the terms and conditions, you will be provided the opportunity to vote by online ballot at the appropriate time on the matters put forth at the Meeting. If you have already voted by proxy and you vote again during the online ballot, your online vote during the Meeting will revoke your previously submitted proxy. If you DO NOT wish to revoke a previously submitted proxy, do not vote again during the online ballot at the Meeting.

BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance if you do not hold your shares in your own name. You are a non-registered shareholder or "**beneficial owner**" if your shares are held by a nominee, that is, if your certificate has been deposited with or held by a bank, a trust company, an investment dealer, a stock broker, a trustee or any other institution. Under applicable securities legislation, a beneficial owner of securities is a "non-objecting beneficial owner") (or "**NOBO**") if such beneficial owner has, or is deemed to have, provided instructions to the intermediary holding the securities on such beneficial owner's behalf not objecting to the intermediary disclosing ownership information about the beneficial owner in accordance with said legislation, and a beneficial owner is an "objecting beneficial owner" (or "**OBO**") if such beneficial owner has or is deemed to have provided instructions objecting to the same.

If you are a NOBO, you received these materials from MCAN or its agent, and MCAN is required to seek your instructions as to the manner in which to exercise the voting rights attached to your shares. **The voting instruction form that is sent to a NOBO by MCAN or its agent contains an explanation as to how you can exercise the voting rights attached to your shares, including how to appoint yourself as proxyholder so you can vote at the Meeting. Please read such instructions carefully in order to ensure that your shares are voted at the Meeting.**

If you are an OBO, you received these materials from your intermediary or its agent, and your intermediary is required to seek your instructions as to the manner in which to exercise the voting rights attached to your shares. The Corporation has agreed to pay for intermediaries to deliver to OBOs the proxy-related materials and the relevant voting instruction form. **The voting instruction form that is sent to an OBO by the intermediary or its agent should contain an explanation as to how you can exercise the voting rights attached to your shares, including how to appoint yourself as proxyholder so you can vote at the Meeting. Please read such instructions carefully in order to ensure that your shares are voted at the Meeting.**

Beneficial shareholders who have not duly appointed themselves as proxyholder will not be able to vote online at the Meeting and may only attend online as a guest. **If you are a beneficial shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the Appointee Section of the voting information form you received, returning the completed form in the envelope provided, via facsimile or the internet, and following all of the applicable instructions provided by your intermediary.**

APPOINTING A PROXYHOLDER

A proxyholder is the person you appoint to act on your behalf at the Meeting and to vote your shares in your name. You may choose anyone to be your proxyholder – the person you choose does not have to be a shareholder of MCAN. Simply follow the instructions below to appoint a proxyholder. You should be sure that the appointed person is aware that he or she has been appointed to vote your shares. If you do not insert a name in the blank space, then the persons named on the form, being Derek G. Sutherland, or failing him, Gaelen J. Morphet, each of whom is a director of MCAN, will be appointed to act as your proxyholder.

Your appointed proxyholder is authorized to vote and act for you at the Meeting, including any continuation after an adjournment or postponement of the Meeting. On the form you should indicate how you want your proxyholder to vote your shares.

Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting MUST submit their proxy or voting instruction form (as applicable) appointing such third party proxyholder prior to registering the third party proxyholder, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate or vote at the Meeting.

- **Step 1** - Submit your proxy or voting information form: To appoint a third party proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if applicable) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.

- **Step 2** - Register your proxyholder: To register a proxyholder, shareholders MUST visit http://www.computershare.com/MCAN by 5:00 p.m. (Toronto time) on Friday, May 7, 2021 and provide Computershare with the required proxyholder contact information, so that Computershare may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to participate at the Meeting.

If you are a beneficial shareholder and wish to participate or vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary AND register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary.

VOTING DISCRETION OF PROXYHOLDER

If you give directions on how to vote your shares, your proxyholder must vote your shares according to your instructions. If your proxy form or voting instruction form does not specify how to vote on a particular issue, then your proxyholder can vote your shares as he or she sees fit. If your proxyholder does not attend and vote online at the Meeting, your shares will not be voted.

Shareholders may not be able to distribute votes other than equally among the director nominees at the Meeting. If a shareholder wishes to distribute votes other than equally among the nominees, the shareholder should do so by following the instructions on the form of proxy provided with this Circular.

If you have appointed a person designated by MCAN as proxyholder as provided in the form of proxy and you do not provide any instructions concerning a matter identified in the Notice of Meeting, the shares represented by such proxy will be voted as follows:

FOR the election of each of the eight persons nominated for election as a director;

FOR the appointment of Ernst & Young LLP as auditors; and

FOR the resolution approving the amendment to MCAN's Executive Share Purchase Plan.

The form of proxy confers discretionary authority on the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other business which may properly be brought before the Meeting.

CUMULATIVE VOTING

Pursuant to MCAN's by-laws and the *Trust and Loan Companies Act* (Canada) (the "**Act**"), directors of MCAN are to be elected through cumulative voting in certain circumstances. Under the cumulative voting system, each shareholder has the right to cast a number of votes equal to the number of votes attached to the Common Shares held by the shareholder multiplied by eight, being the number of directors to be elected at the Meeting. The shareholder may cast all such votes in favour of one nominee or distribute them among the nominees in any manner. For example, a shareholder owning 100 Common Shares could cast 800 votes in favour of one nominee or distribute the 800 votes equally in favour of all nominees or distribute the votes in any other manner among the nominees, as long as the total number of votes cast for the nominees does not exceed 800.

If a shareholder votes for more than one nominee without specifying the distribution of the votes among the nominees, the votes will be distributed equally among the candidates voted for by that shareholder. **Shareholders may not be able to distribute votes other than equally among the nominees at the Meeting.** If a shareholder wishes to distribute votes other than equally among the nominees, the shareholder should do so by following the instructions on the form of proxy provided with this Circular. Shareholders are advised to read this section carefully, as proxies purporting to allocate more votes than a shareholder is entitled to, or otherwise completed in error, will be void.

The form of proxy enclosed with this Circular offers shareholders three options with respect to the election of directors. Shareholders may select only one option. Shareholders may:

1. vote for the election of all the nominees proposed in this Circular, distributing their votes equally among them;

2. vote for one or more of the nominees proposed in this Circular by indicating beside each nominee's name the number of votes which the shareholder wishes to allocate to that nominee; or

3. withhold from voting for the election of directors.

REVOKING YOUR PROXY

If you are a registered shareholder and change your mind and wish to revoke your proxy, you may do so by signing a written statement outlining your instructions to revoke your previously submitted proxy (or authorizing your attorney in writing to sign a written statement to this effect) and delivering it to the Corporate Secretary at the head office of MCAN, 200 King Street West, Suite 600, Toronto, Ontario M5H 3T4, any time before 5:00 p.m. (Toronto time) on May 10, 2021, being the last business day immediately preceding the Meeting, or by depositing it with the Chair of the Meeting on May 11, 2021, prior to commencement of voting at the Meeting. **If as a registered shareholder you are using your 15-digit control number to login to the Meeting and you accept the terms and conditions, you will be provided the opportunity to vote by online ballot at the appropriate time on the matters put forth at the Meeting. If you have already voted by proxy and you vote again during the online ballot, your online vote during the Meeting will revoke your previously submitted proxy. If you DO NOT wish to revoke a previously submitted proxy, do not vote again during the online ballot at the Meeting.**

If you have submitted a form of proxy which distributes votes other than equally among the director nominees, DO NOT vote again by online ballot at the Meeting if you want to continue to exercise cumulative voting. If you do so, your proxy will be revoked and shareholders may not be able to distribute votes other than equally among the nominees at the Meeting.

Beneficial shareholders should contact their intermediaries to discuss whether revocation is possible and, if so, for the procedures to be followed.

PARTICIPATING AT THE MEETING

MCAN is holding the Meeting as a completely virtual meeting, which will be conducted via live audio webcast. Shareholders will not be able to attend the Meeting in person. In order to participate or vote at the Meeting (including asking questions at the Meeting), shareholders must have a valid Username. A summary of the information shareholders will need to attend the Meeting online is provided below. The Meeting will begin at 4:30p.m. (Toronto Time) on May 11, 2021.

Registered shareholders and duly appointed proxyholders will be able to participate and vote at the Meeting online at **https://web.lumiagm.com/438826523**. Such persons may enter the Meeting by clicking "**I have a login**", entering the applicable Username and Password set out below, and accepting the terms and conditions of the webcast before the start of the Meeting:

Registered shareholders: The 15-digit control number located on the form of proxy is the Username. The Password to the Meeting is "**mcan2021**"(case sensitive).

- If as a registered shareholder you are using your 15-digit control number to login to the Meeting and you accept the terms and conditions, you will be provided the opportunity to vote by online ballot at the appropriate time on the matters put forth at the Meeting. If you have already voted by proxy and you vote again during the online ballot, your online vote during the Meeting will revoke your previously submitted proxy. If you DO NOT wish to revoke a previously submitted proxy, do not vote again during the online ballot at the Meeting. **Shareholders may not be able to distribute votes other than equally among the director nominees at the Meeting and should do so by following the instructions on the form of proxy provided with this Circular. If you have submitted a form of proxy which distributes votes other than equally among the director nominees, DO NOT vote again by online ballot at the Meeting. If you do so, your proxy will be revoked.**
- **Duly Appointed proxyholders**: Computershare will provide the proxyholder with a Username by e-mail after the voting deadline has passed. The Password to the Meeting is "mcan2021" (case sensitive).
- **United States Beneficial holders**: To participate or vote at the Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance of the Meeting. Follow the instructions from your broker or bank included with this Circular, or contact your broker or bank to request a legal proxy form. To register to attend the Meeting online, you must submit a copy of your legal proxy form to Computershare. Requests for registration should be directed to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by e-mail at uslegalproxy@computershare.com. Requests for registration must be labelled as “Legal Proxy” and be received no later than 5:00 p.m. (Toronto time) on Friday, May 7, 2021. You may participate and vote your shares at the Meeting at **https://web.lumiagm.com/438826523**. Please note that you are required to register your appointment as proxyholder at http:// www.computershare.com/MCAN.

Only registered shareholders and duly appointed proxyholders who have a 15-digit control number or Username will be entitled to vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder may login as a guest, by clicking on “I am a Guest”, completing the online form and accepting the terms and conditions of the webcast. Guests will be able to listen to the Meeting and ask questions, but will not be able to vote at the Meeting.

Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting (including beneficial shareholders who wish to appoint themselves as proxyholder to participate or vote at the Meeting) MUST submit their duly completed proxy or voting instruction form AND register the proxyholder (please see the information under the heading “Appointing a Proxyholder” above for further details).

If you are eligible 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 connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedure.

VOTING AT THE MEETING

Registered shareholders, or beneficial shareholders who have appointed themselves or a third party proxyholder to represent them at the Meeting, will appear on a list of shareholders prepared by Computershare, the transfer agent and registrar for the Meeting. To have their shares voted at the Meeting, each registered shareholder or duly appointed proxyholder will be required to enter their 15-digit control number or Username provided by Computershare at **https://web.lumiagm.com/438826523** as well as the password "**mcan2021**" (case sensitive) prior to the start of the Meeting (please see the information under the heading "Participating at the Meeting" above for further details). In order to vote, beneficial shareholders who have appointed themselves as proxy holder or their duly appointed third party proxyholders MUST register with Computershare at http://www.computershare.com/MCAN after submitting their voting instruction form in order to receive a Username (please see the information under the heading "Appointing a Proxyholder" above for further details).

CONFIDENTIALITY

Proxies returned to Computershare are counted and tabulated independently of MCAN to preserve the confidentiality of individual shareholder votes. Computershare does not inform MCAN's management about how individual shareholders have voted except where comments made by shareholders are intended for the attention of management or where required by law.

QUESTIONS

For general shareholder enquiries, you can contact Computershare by:

Phone 1-800-564-6253 (toll-free within Canada and United States)

Fax 1-888-453-0330 (toll-free within Canada and United States)

Email service@computershare.com

Mail Computershare Trust Company of Canada
100 University Avenue
8th Floor, North Tower
Toronto, Ontario M5J 2Y1

BUSINESS TO BE TRANSACTED AT THE MEETING

FINANCIAL STATEMENTS

The audited consolidated financial statements of MCAN for the year ended December 31, 2020, and the auditors' report thereon will be placed before the Meeting. These audited consolidated financial statements form part of the 2020 Annual Report of MCAN.

ELECTION OF DIRECTORS

The election of MCAN's directors will take place, as required by the Corporation's by-laws and the Act, by cumulative voting. **Shareholders may not be able to distribute votes other than equally among the nominees at the Meeting. If a shareholder wishes to distribute votes other than equally among the nominees, the shareholder should do so by following the instructions on the form of proxy provided with this Circular**. Usually, shareholders of a public company are entitled to one vote per common share on all matters and a simple majority of the votes cast determines whether nominees are elected to the Board. However, the Act requires cumulative voting for the election of directors where more than 10% of the voting shares of a company governed by the Act are beneficially owned, directly or indirectly, by a shareholder. The process of cumulative voting is described on page 4. **Shareholders are urged to read that section carefully, as proxies purporting to allocate more votes than a shareholder is entitled to, or otherwise completed in error, will be void**.

The Board has established eight as the number of directors to be elected at the Meeting. If there are no nominees other than the eight individuals proposed in this Circular, the shareholders attending the Meeting online who are entitled to vote, will be asked to approve a resolution permitting a single vote to be held for all eight nominees. The resolution will require unanimous approval. If there are additional nominees, pursuant to MCAN's advance notice provisions for the nomination of directors, there will be a separate vote for each nominee. If the number of nominees exceeds the number of director positions to be filled, the nominees receiving the lowest number of votes will be eliminated and the nominees having the most votes will be elected as directors.

The management representatives named in the enclosed form of proxy intend to cast the votes to which the Common Shares represented by the proxy are entitled equally among the proposed nominees who are listed under "Information Concerning Nominees as Directors" starting at page 8, unless the shareholder who has given such proxy has directed that the Common Shares be otherwise voted or withheld from voting in respect of the election of directors.

Each director elected at the Meeting will thereafter hold office until the close of the next annual meeting of shareholders following the election of the directors unless the director's office is earlier vacated in accordance with the Corporation's by-laws and the Act. Six of the eight nominees listed on page 8 are currently directors of the Corporation, have been directors since the dates indicated and have held their present occupations for more than five years, except as noted in the respective director profiles starting at page 11. Management does not contemplate that any nominee will be unable to serve as a director, but if this should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion unless specifically instructed on the proxy form that the Common Shares are to be withheld from voting in respect of the election of directors.

ADVANCE NOTICE FOR NOMINATION OF DIRECTORS

In 2015, the Board approved certain by-law amendments including the adoption of advance notice provisions (the "**Advance Notice Provisions**") in circumstances where director nominations are made by shareholders of the Corporation, other than in connection with a requisitioned shareholders' meeting or a shareholder proposal in accordance with the Act. The Advance Notice Provisions fix a deadline by which shareholders must submit director nominations to the Corporation in writing prior to any annual or special meeting of shareholders where directors are to be elected and sets forth the specific information that a nominating shareholder must include in such notice for an effective nomination to occur.

Pursuant to the Advance Notice Provisions, in the case of an annual meeting of shareholders, notice to the Corporation must be made not less than 30 days prior to the date of that meeting; provided, however, that if the first public announcement of the date of the annual meeting is less than 50 days prior to the meeting date, notice may be made not later than the 10th day following such public announcement. In the case of a special meeting of shareholders (which is not also an annual meeting) called for any purpose which includes the election of directors, notice to the Corporation must be made not later than the 15th day following the day on which the first public announcement of the date of the special meeting was made.

INFORMATION CONCERNING NOMINEES AS DIRECTORS

The eight nominees as directors, listed below, have supplied the information concerning their principal occupation and the number of Common Shares beneficially owned or over which control or direction is exercised. Each director's term of office will expire at the close of the next annual meeting of shareholders following the election of directors. Ms. McIntosh, Chair of the Enterprise Risk Management & Compliance Committee, will not be standing for re-election and, Mr. I. Sutherland is retiring from the Board in accordance with MCAN's Board Tenure and Renewal Policy and, accordingly will not be standing for re-election.

Name and Municipality of Residence	Director since	Occupation	Common Shares Owned and/or Controlled
BRIAN W. CHU Toronto, Ontario, Canada	N/A	Founding Partner Bogart Robertson & Chu LLP	Nil
JOHN E. COKE Toronto, Ontario, Canada	N/A	Retired Managing Director Financial Institutions Group BMO Capital Markets	Nil
GLENN DORÉ Montréal, Québec, Canada	May 2020	President Teff Administration Inc.	274,372
PHILIP C. GILLIN Toronto, Ontario, Canada	May 2020	Corporate Director MCAN Mortgage Corporation	3,600
GORDON J. HERRIDGE Peachland, British Columbia, Canada	May 2018	Corporate Director MCAN Mortgage Corporation	129,831
GAELEN J. MORPHET Toronto, Ontario, Canada	January 2018	Chief Investment Officer Cinnamon Investments ULC	14,200
DEREK G. SUTHERLAND Toronto, Ontario, Canada	May 2017	Chair of the Board MCAN Mortgage Corporation	283,773
KAREN H. WEAVER Clarksburg, Ontario, Canada	November 2011	President & Chief Executive Officer MCAN Mortgage Corporation	54,627

Management and the Board recommend that shareholders vote FOR the election of all nominees listed above.

APPOINTMENT OF AUDITORS

At the Meeting, the shareholders will be called upon, as recommended by the Board, to appoint Ernst & Young LLP ("**E&Y**") to hold office until the close of the next annual meeting of shareholders.

E&Y reports directly to the Audit Committee and has been MCAN's external auditor since November 1991. In addition to performing the audit of the Corporation's consolidated financial statements, E&Y provided other services to the Corporation and its subsidiaries. The Corporation performs an annual assessment of E&Y and, at least every five years, a comprehensive review of E&Y.

As at the date of this Circular, fees incurred for E&Y relating to 2020 and 2019 were $614,435 and $591,600, respectively. The following table presents, by category, the fees billed by E&Y during 2020 and 2019 (irrespective of the years they relate to):

Category	2020 $	2019 $
Audit Fees	**642,500**	483,000
Audit-Related Fees[(1)]	**72,700**	89,650
Tax Fees[(2)]	**64,175**	16,800
All Other Fees[(3)]	**0**	2,121
Total Fees	**779,375**	**591,571**

(1) Audit-Related Fees include Autorité des marches financiers, CMHC, Financial Services Commission of Ontario and BC Financial Services Authority compliance.

(2) Tax Fees include tax planning, review of tax returns and tax advice.

(3) Other Fees include accounting guidance reference materials.

Management and the Board recommend that shareholders vote FOR the appointment of Ernst & Young as auditors of MCAN.

AMENDMENT TO MCAN'S EXECUTIVE SHARE PURCHASE PLAN

As further described on page 40 of this Circular, MCAN has an Executive Share Purchase Plan (the "**ESP Plan**") in place for certain MCAN executives which was established in August 2002. MCAN was authorized to issue an aggregate of 480,000 Common Shares pursuant to the terms of the ESP Plan, when the ESP Plan was first established. The number of reserved Common Shares which remain available for issuance under the ESP Plan currently stands at 24,820 Common Shares.

On February 23, 2021, the Board conditionally approved, subject to receipt of shareholder approval, a resolution to increase the maximum number of Common Shares issuable under the ESP Plan from 480,000 to 980,000 Common Shares. In addition, the Board also approved certain other amendments of a "housekeeping nature". Pursuant to the ESP Plan, amendments of a "housekeeping nature" may be made by the Board, in its sole discretion, while the amendment to increase the aggregate number of Common Shares in the capital of the Corporation cannot be made without shareholder approval, and for the amendment to be effective, a majority of the votes cast by shareholders is required. If confirmed by the shareholders, the amendment to the maximum number of Common Shares issuable under the ESP Plan shall be deemed to have become effective as of the date of shareholder approval. The text of the resolution to be voted on at the Meeting and the proposed amended and restated ESP Plan are attached hereto as Schedule "A".

Management and the Board recommend that shareholders vote FOR the amendment to the ESP Plan.

VOTING RESULTS

Following the Meeting, a report on the voting results will be available on our website at www.mcanmortgage.com and will be filed with the securities regulator at www.sedar.com.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The objective of the Statement of Corporate Governance Practices is to provide shareholders and other stakeholders with a clear vision of our governance policies and practices. We believe these policies and practices comply with the disclosure and listing requirements of the TSX and the corporate governance guidelines set out in National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (collectively the "**Corporate Governance Guidelines**").

The Board regularly reviews governance practices and processes to ensure the Board continues to effectively oversee management and our business affairs and to ensure our governance framework meets regulatory requirements.

COMPOSITION OF THE BOARD

The Board will be composed of eight directors after the Meeting. The Board determines the independence of a director annually when the Board approves director nominees for inclusion in the annual circular, prior to the appointment of a new director between annual meetings, and as circumstances arise during the year.

Director independence is determined by the Board through a fact based and context driven analysis and in accordance with MCAN's Director Independence Policy and National Policy 58-201 Corporate Governance Guidelines ("**NP 58-201**") and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*, as applicable. A director is considered independent only when the Board determines that the director does not have an interest that could, in the view of the Board, be reasonably expected to interfere with, or be perceived to affect the exercise of a director's independent judgement. In determining whether a director is independent for purposes of general corporate governance, and in the context of a specific transaction, the Board will consider certain factors that could be perceived to amount to or create a conflict of interest, including, but not limited to: past service as an executive of MCAN, consulting or other commercial relationships with MCAN, directly or indirectly having, or having a spouse who has, a significant interest or substantial investment in, or being, or having a spouse who is, a significant borrower in respect of, MCAN, and other business, personal or family relationships with MCAN, MCAN affiliated entities and its counterparties.

If a director or proposed director has a material relationship, the members of the Board who are independent within the meaning of the Director Independence Policy shall determine whether the relationship does in fact affect independence by judging the overall "independent mindedness" of the individual. The Board shall make an affirmative determination for each independent director that such director does not have a material relationship.

Following a review conducted by its Conduct Review, Corporate Governance & Human Resources Committee (the "**CRCG&HR Committee**"), the Board has determined that seven of the eight nominees as directors, representing a majority of the directors, have no material relationship with MCAN and are therefore independent at the date of this Circular.

The Corporation, therefore, complies with the Corporate Governance Guidelines which stipulate that the Board should have a majority of independent Directors.



DEREK G. SUTHERLAND, CPA, CA, CBV

Mr. Sutherland was appointed Chair of the Board in February 2020. Mr. Sutherland has been President, Canadazil Capital Inc. (risk advisory and transaction due diligence) since July 2016. He joined MCAN in 2004 and was promoted to Vice President and Chief Risk Officer (CRO) in January 2013 where he was responsible for oversight of all relevant risks across MCAN. He held this role until 2016 and in 2017 was elected to the Board.

Before being named as CRO, Mr. Sutherland held roles at MCAN where he was at times responsible for or was actively involved with term deposits, liquidity management, outsourcing, portfolio management, mortgage fundings, investment management, compliance and anti-money laundering.

Mr. Sutherland is an Institute of Corporate Directors, Director in Canada and a member of the Institute of Corporate Directors.

Independent Director, Chair of the Board

Toronto, Ontario, Canada

Age: 49

Director since May 2017

Member of:
Conduct Review, Corporate Governance & Human Resources Committee
Enterprise Risk Management & Compliance Committee

Common Share Ownership: 283,773

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: None

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	Votes For:	Votes Withheld:	% of Votes For:
	9,897,215	74,109	99.26%



BRIAN W. CHU

Mr. Chu has been a Founding Partner of Bogart Robertson & Chu LLP since 1991. In that role he acts for large institutional insurance and bank lenders as well as mid-tier lenders such as mortgage funds and investment advisors on their lending transactions. Mr. Chu also acts for entities owning and trading in commercial real estate with respect to their structuring, acquisition, dispositions and financings. These represent all real estate asset classes, including industrial, retail, office, multi-residential, retirement and nursing homes, institutional and cellular towers.

Mr. Chu currently serves on the Board of the CAA Group of Companies and is Vice-Chair of the Technical Standards and Safety Authority Board.

Independent Nominee as Director

Toronto, Ontario, Canada

Age: 62

Common Share Ownership: Nil

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: None

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	Votes For:	Votes Withheld:	% of Votes For:
	N/A	N/A	N/A



JOHN E. COKE

Mr. Coke is an experienced financial services executive, having recently retired after a 41-year career with BMO Capital Markets/Bank of Montreal. Since 1997, he served as Managing Director, Financial Institutions Group, BMO Capital Markets. For the past 30 years, Mr. Coke was responsible for evolving a nascent Canadian Financial Institutions Group into a highly diversified, growing business with a differentiated market leading position. The mandate included a broad range of large regulated (deposit takers, insurers and fund managers) and non-regulated (consumer and commercial finance) companies with significant Canadian operations. Mr. Coke has provided strategic and financing advice to a wide range of companies including working closely with MCAN and its predecessors over the last 30 year period.

Independent Nominee as Director

Toronto, Ontario, Canada

Age: 65

Common Share Ownership: Nil

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: None

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	**Votes For:**	**Votes Withheld:**	**% of Votes For:**
	N/A	N/A	N/A



GLENN DORÉ, CPA, CA

Mr. Doré has been President of Teff Administration Inc., (an asset management company primarily involved in third party asset management for residential and commercial default portfolios), since 1994. From 1994 to 2017, Mr. Doré was partner and operator of various Immigrant Investor Programs in Canada and the United States.

Mr. Doré has worked closely with MCAN on various businesses and projects since 1990.

Independent Director

Montréal, Québec, Canada

Age: 58

Director since May 2020

Member of:
Audit Committee
Conduct Review, Corporate Governance & Human Resources Committee

Common Share Ownership: 274,372

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: None

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	**Votes For:**	**Votes Withheld:**	**% of Votes For:**
	9,929,969	41,355	99.59%



PHILIP C. GILLIN, CPA, CMA

Mr. Gillin started his career in the real estate business in 1979 and retired in 2019. He was Executive Vice President and Portfolio Manager of Bentall GreenOak (a member of the Sun Life Group of companies) from 2015 until 2019. In that role, Mr. Gillin was responsible for the portfolio strategy, risk management, investment transactions and asset management for multiple portfolios. Prior to 2015, Mr. Gillin was the Senior Managing Director, Canadian Property Investments at Sun Life Investment Management Inc. In addition to responsibility for the real estate portfolio, Mr. Gillin assumed responsibility for the strategic direction and ongoing management of the commercial mortgages portfolio.

Independent Director

Toronto, Ontario, Canada

Age: 68

Director since May 2020

Member of:
Audit Committee
Enterprise Risk Management & Compliance Committee

Common Share Ownership: 3,600

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: None

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	**Votes For:**	**Votes Withheld:**	**% of Votes For:**
	9,876,478	94,846	99.05%



GORDON J. HERRIDGE, CPA, CA

Mr. Herridge is a corporate director. He was Senior Vice President, Corporate Services at MCAP Commercial LP when he retired in July 2017. In that role, Mr. Herridge served on the Executive Committee of MCAP, focusing primarily on Strategic Planning, Corporate Governance and Risk Management matters. Previously Mr. Herridge held the roles of Executive Vice President and Chief Financial Officer of MCAP Leasing and Chief Financial Officer of MCAP Service Corporation. Prior to his career at MCAP, Mr. Herridge worked with private commercial real estate development and management companies as well as in public accounting.

Independent Director

Peachland, British Columbia, Canada

Age: 65

Director since May 2018

Member of:
Audit Committee (Chair)
Enterprise Risk Management & Compliance Committee

Common Share Ownership: 129,831

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: None

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	**Votes For:**	**Votes Withheld:**	**% of Votes For:**
	9,860,255	111,069	98.89%



GAELEN J. MORPHET, CFA

Gaelen J. Morphet is Chief Investment Officer of Cinnamon Investments ULC, a position she has held since March 2018. Prior to that Ms. Morphet was Executive Vice President & Chief Investment Officer for Sentry Investments until October 2017, where she was responsible for $19 billion in financial assets, including 22 mutual and pooled funds. Prior to this role, Ms. Morphet was Senior Vice President and Chief Investment Officer at Empire Life Investments and Empire Life Insurance Company, a position she held since 2009.

Ms. Morphet is a director of CMA Investco Inc. and a member of the Ontario Arts Foundation.

Independent Director

Toronto, Ontario, Canada

Age: 59

Director since January 2018

Member of:
Conduct Review, Corporate Governance & Human Resources Committee (Chair)

Common Share Ownership: 14,200

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: None

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	**Votes For:**	**Votes Withheld:**	**% of Votes For:**
	9,877,835	93,489	99.06%



KAREN H. WEAVER

Ms. Weaver is President & Chief Executive Officer of MCAN, having been appointed to that position on May 8, 2019. Prior to that Ms. Weaver was Interim Chief Executive Officer of MCAN, and was appointed to that position on October 9, 2018.

Ms. Weaver has over 25 years as an executive of publicly listed corporations including DH Corporation from 2014-2017 and First Capital Realty Inc. from 2004-2014 where she served as the Chief Financial Officer. She held previous positions at Brookfield Properties Corporation, Canadian Operations and Gentra Inc. Previously in the United States, Ms. Weaver worked for a financial institution and at KPMG.

Ms. Weaver is a retired licensed public accountant from Washington State Board of Accountancy, USA, is an Institute of Corporate Directors, Director in Canada and a member of the Institute of Corporate Directors. She also holds a NACD CERT in Cyber Security Oversight.

Until recently, Ms. Weaver was a Trustee of the NWHP (Northwest Healthcare Properties) REIT Board where she also served as an audit committee member. She is currently a Trustee of Crombie REIT and also serves on the Board of MCAP Commercial LP.

Non-Independent Director, President & Chief Executive Officer – Ms. Weaver is considered an affiliated person of MCAN due to the fact that she is an officer of MCAN.

Clarksburg, Ontario, Canada

Age: 62

Common Share Ownership: 54,627

Compliant with Director Share Ownership Policy: Yes

Other Public Company Directorships: Crombie REIT

Public Board interlocks: None

Voting Results on Election at 2020 Annual General Meeting:	**Votes For:**	**Votes Withheld:**	**% of Votes For:**
	9,895,029	76,295	99.23%

DIRECTOR COMPETENCY MATRIX

The CRCG&HR Committee in consultation with the Chair of the Board maintains a skills and competencies matrix ("**Competency Matrix**") outlining industry specific expertise, business experience and other skills considered necessary for the Board to carry out its mandate effectively. The Competency Matrix is reviewed and updated periodically and at least annually. The Competency Matrix is used to enhance the development of the Board, assist in the director recruitment process and identify potential areas for training or education.

While MCAN's Board is composed of members with a broad spectrum of competencies that reflect the nature and scope of MCAN's business, the Competency Matrix below shows, for each non-executive director nominee, the additional top six principal areas of experience and expertise that the independent nominees bring to the Board.

Skills Experience	B. Chu	J. Coke	G. Doré	P. Gillin	G. Herridge	G. Morphet	D. Sutherland
Enterprise Leadership	✓		✓	✓		✓	
Enterprise Risk Management and Compliance Management		✓		✓	✓		✓
Strategic Planning and Value Creation	✓	✓	✓	✓	✓		✓
Accounting/Public Company Reporting	✓	✓	✓		✓		
Residential and Commercial Mortgage Lending	✓	✓	✓	✓	✓		✓
Investment (real estate based and other)		✓	✓	✓		✓	✓
Corporate Finance		✓	✓			✓	✓
Regulatory and Legal	✓			✓		✓	
Human Resources Strategy and Compensation					✓	✓	
Information Technology/Cyber Security/Digital Strategy					✓		
Board Governance	✓					✓	✓

ADDITIONAL DISCLOSURE RELATING TO PROPOSED DIRECTORS

To the knowledge of management of MCAN, no proposed director of MCAN is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including MCAN) that, (i) was subject to an order that was issued while that person was acting in that capacity, or (ii) was subject to an order that was issued after that person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in that capacity, other than Mr. Gillin, who was a director of CHC Student Housing Corporation ("**CHC**") from October 9, 2014 to March 5, 2018. On May 5, 2017, CHC was granted a management cease trade order by the Ontario Securities Commission as a result of CHC's inability to file its audited annual financial statements, management's discussion and analysis and related certifications for the fiscal year ended December 31, 2016 on or before May 1, 2017, as required under applicable securities laws. The order was lifted on July 4, 2017. Due to a disagreement relating to the company's corporate strategy, Mr. Gillin resigned as a director of CHC on March 5, 2018.

For the purposes of the above paragraph, "order" means (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

To the knowledge of management of MCAN, no proposed director of MCAN (i) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including MCAN) 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, or (ii) has, within 10 years before the date of this Circular, 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 such proposed director.

To the knowledge of management of MCAN, no proposed director of MCAN has been subject to (i) 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 (ii) 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.

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy (the "**Diversity Policy**"), the purpose of which is to achieve and maintain diversity on the Board.

The Corporation believes that a diverse board enhances the decision making of the Board by utilizing the different skills, experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of services, and other distinguishing qualities of the members of the Board. Diversity is considered in determining the optimum composition of the Board, and all appointments are based on merit, having due regard to the overall effectiveness of the Board.

The CRCG&HR Committee is responsible for annually reviewing and assessing Board composition on behalf of the Board and making recommendations to the Board on the appointment of new directors.

- In reviewing Board composition, the CRCG&HR Committee considers the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

- In identifying suitable candidates for appointment to the Board, the CRCG&HR Committee considers candidates based on merit using objective criteria having due regard to the benefits of diversity and the needs of the Board. In an effort to promote the specific objective of gender diversity, the Diversity Policy requires that the selection process for suitable candidates must involve the following steps:

  – a list identifying potential candidates for the appointment must be compiled and must include at least one female candidate; and
  – if, at the end of the selection process, a female candidate is not selected, the Board must be satisfied that there are objective reasons to support its determination.

- As part of the biennial performance evaluation of the effectiveness of the Board, Board committees and individual directors, the CRCG&HR Committee considers the balance of skills, experience, independence and knowledge of the Corporation on the Board and the diversity representation of the Board, including but not limited to gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

The CRCG&HR Committee discusses and agrees annually on all measurable objectives for promoting diversity on the Board, recommends such objectives to the Board for adoption and reports on the annual and cumulative progress for achieving the measurable objectives.

The CRCG&HR Committee monitors and implements the Diversity Policy on a continuous basis and reports to the Board annually on the achievement of the measurable objectives for promoting diversity. In addition, the CRCG&HR Committee reviews the Diversity Policy annually, discusses any revisions that may be required and recommends any such revisions to the Board for approval.

Three out of the eight current directors on the Board are women (38%) and two of the eight proposed nominees to the Board are women (25%). While the Corporation's target percentage of women on the Board will not be met in 2021, the proposed director nominees were selected as the most suitable candidates for appointment to the Board having due regard to the benefits of diversity and the needs of the Board. The CRCG&HR Committee will continue

to conduct periodic assessments to consider the level of representation on the Board to both achieve the established target of female representation and to continue to include other designated groups on the Board, including Black, Indigenous and People of Colour ("**BIPOC**").

The following table sets out the number and percentage of women on MCAN's Board since 2019 and proposed for election at the 2021 Meeting:

Year	Target	# of Women on Board	Total # of Board Members	%
2021	30%	2	8	25%
2020	30%	3	8	38%
2019	30%	5	8	63%

If all the proposed director nominees are elected at the Meeting, in addition to two female Board members, MCAN's Board would also include one BIPOC Board member.

PUBLIC COMPANY DIRECTORSHIPS

If a nominee as director is a director of another issuer that is a reporting issuer in a Canadian jurisdiction, that relationship is identified in the respective director profiles starting at page 11. The CRCG&HR Committee, when considering nominees, takes into account other commitments of the nominees and their anticipated ability to participate actively at Board and Committee meetings.

INTERLOCKING DIRECTORSHIPS

No nominee as director currently serves with any other director of the Corporation on the board of another company that is a public issuer.

MAJORITY VOTING FOR DIRECTORS

The Board has adopted a Majority Voting Policy for the election of directors. Any nominee in an uncontested election who receives more withheld votes than votes in his or her favour shall be considered to not have received the support of shareholders. Such nominee is required to immediately tender his or her resignation to the Board.

The CRCG&HR Committee will consider the resignation offer and will make a recommendation to the Board on whether or not to accept it. A resignation could only be refused in exceptional circumstances. Within 90 days following the applicable meeting of MCAN's shareholders, the Board will make its decision, taking into consideration the CRCG&HR Committee's recommendation. The Board will promptly disclose its decision, via press release. A director who tenders his or her resignation pursuant to this policy will not be permitted to attend any meeting of the Board or CRCG&HR Committee, at which his or her resignation is considered.

This policy is consistent with the requirements of the TSX and applies only to uncontested elections, meaning elections where the number of nominees for directors is equal to the number of directors to be elected upon such election as determined by the Board. A copy of this policy can be found on MCAN's web site at https://mcanmortgage.com/investors/corporate-governance/.

BOARD MANDATE

The Board is responsible for the stewardship of MCAN and for providing independent oversight of the management of the business and affairs of the organization. The Board, either directly or through a Board committee, carries out the duties set out in its mandate.

The Board mandate is attached as Schedule "B" and is also available on the Corporation's web site at https://mcanmortgage.com/investors/corporate-governance/.

BOARD OPERATIONS

The directors are expected to attend in person, to the extent feasible, all meetings of the Board and Committees on which they sit (other than conference call meetings). Annual Board and Committee meeting schedules are provided to directors in advance and are updated on an ongoing basis. Directors are asked to notify the Corporation if they are unable to attend, and attendance at meetings is duly recorded. The attendance of directors at Board and Committee meetings for the last fiscal year is provided below under the heading "Board and Committee Meetings Held and Attendance". As a result of COVID-19, a majority of the meetings in 2020 were held in a virtual only format.

Financial and other information that is important to the understanding of agenda items is made available to directors several days before scheduled Board meetings to facilitate directors' preparation for meetings. Directors are also provided with updates on treasury and investor relations, strategy, operational performance of the business units, market analysis, trends and emerging risks, and regulatory developments. Apart from the President & Chief Executive Officer, who is a member of the Board and participates as such, the Board invites members of management to attend parts of Board meetings for reporting and informational purposes and to familiarize the Board with such members.

The Board meets in camera at each of its meetings to ensure free and open discussion among the directors. In addition, the independent directors meet without the non-independent directors each quarter, either before or after the Corporation's quarterly Board meetings.

CHAIR OF THE BOARD

The Chair is charged with the responsibility of managing the affairs, development and effective functioning of the Board, providing effective leadership to the Board in the governance of MCAN. The Chair sets the tone for the Board and its members to foster ethical and responsible decision-making, appropriate oversight of management and efficient corporate governance practices. The Chair leads the Board in the review and consideration of the strategic plan and ensuring appropriate tone from the top in fostering financial soundness and regulatory compliance, acts in an advisory capacity on behalf of the Board to the CEO, manages the relationships between management and the Board and assists in managing shareholder engagement. The Chair's mandate is available on the Corporation's web site at https://mcanmortgage.com/investors/corporate-governance/.

INDIVIDUAL DIRECTOR MANDATE

Each director shall act honestly and in good faith with a view to the best interests of MCAN, its shareholders and other stakeholders and with the diligence and care of a reasonably prudent person in comparable circumstances. The expectations and responsibilities of directors are described in an Individual Director Mandate available on the Corporation's web site at https://mcanmortgage.com/investors/corporate-governance/.

COMMITTEES OF THE BOARD

The Board has established three standing Committees, the Audit Committee, the Conduct Review, Corporate Governance & Human Resources Committee, and the Enterprise Risk Management & Compliance Committee, to facilitate the carrying out of its duties and responsibilities and meet applicable statutory requirements. The Board may also form ad hoc committees to address specific matters. No ad hoc committees were formed during the year.

The Board appoints the members of the standing Committees for a one-year term following the annual meeting of shareholders.

The Board has also developed detailed position descriptions for the Chair of each standing Committee. The position descriptions outline the appointment and broad responsibilities of those Chairs and are available on the Corporation's web site at https://mcanmortgage.com/investors/corporate-governance/. The position descriptions are reviewed periodically by the CRCG&HR Committee.

For the background and experience of the Committee members, see the respective director profiles starting at page 11.

AUDIT COMMITTEE

The Audit Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the effectiveness of MCAN's internal controls environment including specifically internal controls over financial reporting,
- the quality and integrity of MCAN's financial information,
- MCAN's compliance with legal and regulatory requirements pertaining to financial disclosure,
- the meeting of MCAN's reporting issuer obligations,
- the independent auditor's performance, qualifications and independence, and
- the performance of MCAN's Finance, Internal Audit and Information Technology functions.

At March 12, 2021, the Audit Committee was comprised of:

- Glenn Doré,
- Gordon J. Herridge (Chair),
- Loraine D. McIntosh, and
- Philip C. Gillin.

All four members of the Audit Committee are, for the purposes of NP 58-201 and National Instrument 52-110 *Audit Committees*, considered to be independent directors, financially literate and are experienced in the area of financial reporting. The Audit Committee meets on a quarterly basis and holds off-cycle meetings as circumstances require and the members meet in-camera at each meeting without any members of management present.

Additional information about the Audit Committee and the Audit Committee's role and responsibilities can be found in MCAN's Annual Information Form dated February 23, 2021, filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") or on MCAN's website at https://mcanmortgage.com/investors/corporate-governance/.

CONDUCT REVIEW, CORPORATE GOVERNANCE & HUMAN RESOURCES COMMITTEE

The CRCG&HR Committee's primary purpose is to assist the Board in its oversight role with respect to:

- conflicts of interest, confidential information, complaints of customers and transactions involving related parties,
- the development of MCAN's corporate governance policies, practices and processes,
- the identification of qualified candidates and the recommendation of nominees for director appointments,
- the effectiveness of the Board, its committees, the chairs of those committees and the contributions of individual directors,
- MCAN's human resources strategy, policies and programs, and
- management succession, development and compensation.

At March 12, 2021, the CRCG&HR Committee was comprised of:

- Glenn Doré,
- Gaelen J. Morphet (Chair),
- Derek G. Sutherland, and
- Ian Sutherland.

The CRCG&HR Committee's role and responsibilities can be found on MCAN's website at https://mcanmortgage.com/investors/corporate-governance/. The CRCG&HR Committee is further discussed below under the heading "Compensation Discussion and Analysis".

ENTERPRISE RISK MANAGEMENT ("ERM") & COMPLIANCE COMMITTEE

The ERM & Compliance Committee's primary purpose is to assist the Board in its oversight role with respect to:

- the identification, measurement, monitoring, reporting and mitigation of key financial and non-financial risks affecting MCAN's strategy, capital, liquidity and financial position;
- the management of MCAN's risk profile in alignment with MCAN's Board approved risk appetite and strategic plan;
- MCAN's risk culture and the effectiveness of MCAN's risk management practices;
- MCAN's capacity to withstand and effectively respond to potential adverse events;
- MCAN's compliance with key regulatory and legislative requirements; and
- the performance of MCAN's Risk Management and Compliance functions.

At March 12, 2021, the ERM & Compliance Committee was comprised of:

- Philip C. Gillin,
- Gordon J. Herridge,
- Loraine D. McIntosh (Chair), and
- Derek G. Sutherland.

The ERM & Compliance Committee's role and responsibilities can be found on MCAN's website at https://mcanmortgage.com/investors/corporate-governance/.

BOARD AND COMMITTEE MEETINGS HELD AND ATTENDANCE

The table below sets out Board and committee meeting attendance for MCAN's directors during 2020. As a result of COVID-19, the number of meetings during 2020 increased and a majority of the meetings were held in a virtual only format.

Director [1]	Board Meetings Attended #	Committee Meetings Attended			Total Board and Committee Meetings Attended	
		Audit	CRCG&HR	ERM & Compliance	#	%
Glenn Doré[1, 2]	6/6	3/3	3/3		12/12	100%
Philip C. Gillin[1, 3]	6/6	3/3		5/5	14/14	100%
Gordon J. Herridge	11/11	8/8		7/7	26/26	100%
Loraine D. McIntosh	11/11	8/8		7/7	26/26	100%
Gaelen J. Morphet[4]	11/11	5/5	7/7		23/23	100%
Derek G. Sutherland	11/11		7/7	7/7	25/25	100%
Ian Sutherland[2]	11/11		3/3		14/14	100%
Karen H. Weaver	11/11				11/11	100%
Former Directors						
Verna E. Cuthbert[5]	4/5		3/4	2/2	9/11	82%
Susan M. Doré[5]	5/5	5/5	4/4		14/14	100%

(1) Elected to the Board and appointed a member of the Audit Committee on May 12, 2020.

(2) Appointed a member of the CRCG&HR Committee on May 12, 2020.

(3) Appointed a member of the ERM & Compliance Committee on May 12, 2020.

(4) Ceased to be a member of the Audit Committee on May 12, 2020.

(5) Retired from the Board on May 12, 2020.

As is apparent from the above table, the directors demonstrated a strong commitment to their roles and responsibilities through a full attendance rate at Board and committee meetings.

MEETINGS OF INDEPENDENT DIRECTORS

The independent directors meet without the non-independent directors at each Board meeting, and as many times as required. There were ten meetings of the independent directors during the financial year ended December 31, 2020. Mr. I. Sutherland chaired the first meeting in the year, and Mr. D. Sutherland, upon his appointment as Chair of the Board in February 2020, chaired the meetings thereafter.

ETHICAL BUSINESS CONDUCT

The Board establishes the tone from the top and helps ensure that senior management has integrity and can create and sustain a culture of integrity in the Corporation.

The Code of Business Conduct & Ethics (the "Code") has been adopted by the Board and sets out the specific standards, principles and ethical behaviour expectations, which should guide the behaviour of all persons who are part of MCAN, and who contribute to its operations, image and reputation. It is intended as a reference guide in terms of how such individuals should conduct themselves and is intended to foster an ethical approach in the workplace and in business dealings. The Code deals with such matters as respect for individuals, customers, the environment, corporate policies and the law. It addresses issues such as conflicts of interest, protection and proper use of corporate assets, confidentiality of corporate information, compliance with laws and regulations, reporting of illegal or unethical behaviour and fair dealing with MCAN's security holders, customers, suppliers and employees.

The Code also references the Whistleblowing Policy that allows officers or employees who become aware of potentially improper or unlawful conduct in the workplace, or have concerns regarding questionable accounting or auditing matters, to report the violation on a confidential and anonymous basis to the Chair of the Audit Committee.

Under MCAN's Code, all directors, officers and employees must execute an annual declaration certifying compliance with the Code. The Board, through its CRCG&HR Committee and the ERM & Compliance Committee, annually reviews the operation of the Code and monitors compliance and any waivers or amendments thereof.

The Board has not granted any waiver of the Code in favour of a director or executive officer for all of 2020 or up to the date of the Circular. Accordingly, no material change report relating to the conduct of a director or executive officer has been required or filed.

The Code is updated on a regular basis and is available on our website at https://mcanmortgage.com/investors/corporate-governance/, on SEDAR at www.sedar.com or by request to the Corporate Secretary by telephone at (416) 591-5214 or by facsimile at (416) 598-4142.

The Board believes that its effectiveness is furthered when directors exercise independent judgement in considering transactions and agreements. As such, if at any Board meeting a director has a material interest in a matter being considered, such director must indicate the nature and extent of interest in the material transaction or agreement and such interest must be recorded in the minutes of the meeting. The director will either vacate the meeting or abstain from any discussions relating to the matter and will not participate in any vote on the matter. The Board may also appoint a committee of independent directors to consider material transactions or agreements.

BOARD TENURE AND RENEWAL

The Board has adopted a Board Tenure and Renewal Policy (the "**Policy**") to ensure ongoing Board renewal, sustain Board performance and add expertise. According to the Policy, directors may serve until the earlier of when they turn 70 years of age or they have served 15 years. However, all directors will be allowed to serve for at least five years, regardless of their age, subject to annual review by the Board. The Policy allows for the Board to recommend any director for re-election after age 70 or the expiry of the 15 year term, in exceptional circumstances or to further the best interests of the Corporation.

An officer will resign from the Board when no longer employed by the Corporation. However, the Board may request a former CEO to continue as a director for a term not longer than five years in exceptional circumstances.

The CRCG&HR Committee reviews, on an annual basis, the tenure of individual directors. This review includes:

- a skills matrix to ensure the Board possesses the requisite experience, expertise and business and operational insights for the effective stewardship of the Corporation; and

- a Board succession template that indicates the years of service, with suggested retirement dates.

In addition, to ensure adequate board renewal, the CRCG&HR Committee is responsible for leading a full evaluation of the effectiveness and performance of the Board, all Board committees and individual directors every two years. The evaluation process is outlined under "Board Assessments" below.

The CRCG&HR Committee monitors and implements the Policy and reports to the Board thereon. In addition, the CRCG&HR Committee reviews the Policy annually, discusses any revisions that may be required and recommends any such revisions to the Board for approval.

The chart below shows the amount of time that the eight director nominees for election at the 2021 Meeting have been on MCAN's Board:

Range	Percentage
0 - 5 years	88% (7 of 8)
6 - 10 years	12% (1 of 8)

In addition, when service on the Board and service as an executive are combined, two of our eight director nominees can be considered to have served at MCAN for greater than 9 years.

NOMINATION OF DIRECTORS

The CRCG&HR Committee, which is composed entirely of independent directors, is responsible for screening candidates and for recommending nominees for election to the Board. Candidates are approved by the full Board.

The CRCG&HR Committee considers candidates from an "evergreen" list maintained by the CRCG&HR Committee in anticipation of upcoming director elections and when Board vacancies occur; as proposed by other directors and/or executive management; and as proposed or nominated by shareholders prior to shareholder meetings in accordance with MCAN's advance notice provisions for the nomination of directors.

Once proposed, a prospective director must complete a questionnaire entitled "Questionnaire for Prospective Directors" for review by the CRCG&HR Committee. The prospective director then proceeds to the next step of evaluation, which is normally an in-person interview with members of the CRCG&HR Committee, and, at the CRCG&HR Committee's discretion, with other members of the Board.

The CRCG&HR Committee then makes a recommendation to the Board, which recommendation is accompanied by the "Conduct Review, Corporate Governance & Human Resources Committee – Prospective Director Review Form".

ORIENTATION AND CONTINUING EDUCATION

Summary of Director's Orientation and Education Programs	
Program/Education Session	**Description**
Orientation when a new member joins the Board	✓ Briefing session on role and responsibilities of the Board, its Committees and directors
	✓ Presentations on the Corporation's business activities, organizational structure, financial management, risk governance, strategic plan and other aspects of its business
	✓ Access to reference documents available on the Corporation's portal
Continuing education	✓ Quarterly updates on business segments, investor relations, treasury and strategic planning
	✓ Quarterly regulatory updates
	✓ Regulator sponsored programs
	✓ Information sessions on various topics (Anti-Money Laundering and Anti-Terrorist Financing, Cyber Security and Disclosure)
Relevant Education Courses	✓ Opportunity to attend relevant courses and educational events
	✓ ICD membership of the Corporation

MCAN uses a variety of measures to orient new directors regarding the role of the Board, its committees and its directors, and provides a number of continuing education opportunities regarding the nature and operation of MCAN's business. Once potential Board members have been elected or appointed to serve on the Board, certain measures are undertaken before the member's first Board meeting. These measures include meetings with other members of the Board and key members of the management team, specific presentations and/or training by members of the management team, including with respect to the use of the web portal. The web portal contains a Directors' Manual which includes information on Board and committee membership; the director independence policy; duties of directors; committee mandates; mandates of the Chair of the Board, each committee chair, and the executives; the code of business conduct & ethics; insider trading policy; and the Corporation's by-laws. The web portal also houses previous Board and committee meeting packages. In addition, the portal contains all the Corporation's policies. New directors are directed to the recent annual and quarterly financial reports, including management's discussion and analysis and the Annual Information Form on SEDAR or on the Corporation's web site. MCAN also provides new directors with specific information on operations, the strategic plan, risk and risk management, governance, integrity and corporate values.

Options for committee involvement based on interests, skills and preferences of the new directors and the requirements and challenges of the committees they join are discussed. New directors are also invited to attend a full set of committee meetings, and if, considered beneficial, Board members may be assigned a mentor to work with them at least through the first several months. Depending on the timing of the appointment, a new director, prior to officially joining the Board, may also be invited to attend MCAN's strategic planning session.

On an ongoing basis, as part of regular Board meetings or otherwise, presentations are made to the Board to educate and keep them informed of changes within MCAN and in regulatory and industry requirements and standards. Specific information is provided on financial reporting, risks and economic indicators specific to our business and the current business and commercial environment. In an effort to provide directors with a more complete understanding of the issues facing MCAN, directors are encouraged to attend other Board committee meetings of which they are not a member when presentations are made (subject to conflict of interest obligations of the relevant director). Directors are also provided with the materials and minutes of all Board committee meetings, irrespective of whether they are a member of the committee. In addition, separate sessions, if required, are held for the directors to better understand specific programs. Directors are also encouraged to undertake training and attend education sessions on topics of relevance to MCAN offered by outside sources if they deem it necessary. MCAN's directors have been members of the Institute of Corporate Directors ("**ICD**") since 2014. Through continuing education, tools and resources, thought leadership and advocacy offered by ICD, MCAN's Board has the opportunity to leverage and translate a wealth of shared wisdom into the highest standard of directorship.

Training sessions from external and internal sources are arranged from time to time. During 2020, the following sessions were arranged:

Subject Matter/Topic Presented	Presented/Hosted By	Dates	Attended By
To whom does the Board owe a duty (BCE decision - SSC 20080)	External Consultant	February 26, 2020	All directors
Insurance Review	External Consultant	August 12, 2020	All directors
Risk Culture and Conduct	External Consultant	August 12, 2020	All directors
Anti-Money Laundering and Anti-Terrorist Financing	Management Team	August 12, 2020	All directors
Code of Business Conduct & Ethics	Management Team	November 6, 2020	All directors
OSFI Technology Risk Framework	Management Team	November 6, 2020	All directors

BOARD ASSESSMENTS

The CRCG&HR Committee leads a full evaluation of the effectiveness and performance of the Board, all Board committees and individual directors (self and peer) every two years. The evaluation includes the completion of online questionnaires and/or director interviews conducted by the Chair of the CRCG&HR Committee based on a director interview guide. The questionnaires cover such matters as the operation of the Board and of its committees, the adequacy and timeliness of the information provided to the Board, the effectiveness of meetings and performance of Board and committee members. The resulting information is analyzed by the Chair of the CRCG&HR Committee, discussed with the Chair of the Board and is presented to the CRCG&HR Committee and the Board with any recommendations for improving the functioning and composition of the Board.

In December 2020, the evaluation was conducted through director interviews and online questionnaires. The results were presented to the Board in February 2021. The results indicated that the Board, committees and individual directors were effectively fulfilling their mandates.

The next set of evaluations is scheduled for December 2022, at which time the Committee will review its current process and consider whether a review by an external party is required.

MANAGEMENT

RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER (“CEO”)

The Board has developed a detailed position description for the CEO. The CEO has primary accountability for execution of the Corporation’s strategic direction and all aspects of the operations and activities, focusing on driving profitable growth, within the authority delegated by the Board. The CEO is accountable for the Corporation's reputation, financial integrity and shareholder value increases. The CEO must lead effective management and continual control and improvement of operations as required to implement the strategic plan within the Board approved risk appetite and regulatory frameworks and profitability targets overall.

The CEO is accountable for risk management and compliance capabilities across the organization, including maintaining a strong risk culture throughout the company to ensure that all key stakeholders’ (company employees, shareholders, regulatory bodies, depositors, customers and business partners) interests are served.

The CEO provides credible and agile leadership and direction to the executive team to ensure effective execution of business plans and operations and leads by example for integrity, respect and sound judgement. The CEO is the primary spokesperson for the company.

SUCCESSION PLANNING

In accordance with its mandate, the CRCG&HR Committee has responsibility for the succession planning process for the CEO and the other executive officers.

The Board assesses, with input from the CRCG&HR Committee, the need to fill potential vacancies whether arising through retirement or otherwise and whether qualified internal candidates are identified to fill such vacancies in these offices on an immediate and longer-term basis. During fiscal 2020, external searches were conducted for the replacement of the Vice President & Chief Financial Officer and the Vice President, Residential Lending. The Board meets periodically with members of the senior management team through their participation in meetings and presentations to the Board, at the annual strategic planning session and through informal meetings throughout the year. Such meetings provide the opportunity for Board members to get to know the senior management team of the Corporation and assess their executive leadership potential. Executive assessments are also performed and development opportunities are identified which together form part of the talent management process at the executive level.

The Corporation recognizes the importance of leadership roles in the achievement of its strategic goals. Succession planning exercises are conducted for all senior management positions annually and updates are provided to the CRCG&HR Committee. Leadership development opportunities are discussed at a company-wide level and leadership development plans for emerging leaders are reviewed and updated.

EXECUTIVE OFFICER DIVERSITY

The Board adopted an Executive Officer Diversity Policy (the "**EO Diversity Policy**") that sets out the Corporation's approach to diversity in executive officer roles.

An "executive officer" means each officer appointed by the Board from time to time and, as at the date hereof, means:

- President & Chief Executive Officer,
- Vice President & Chief Financial Officer,
- Vice President & Chief Risk Officer,
- Vice President, Residential Lending,
- Vice President, Investments,
- Chief Audit Officer,
- Vice President, Chief Compliance Officer, CAMLO & Privacy Officer,
- Vice President, Information Technology,
- Vice President, Finance, and
- Vice President, Corporate Secretary & Governance Officer.

While the Corporation appreciates that diversity, including, but not limited to, gender, age and ethnicity, are important and valuable considerations in assessing executive officers, other factors such as performance, qualifications, capabilities and experience are also considered when choosing and recruiting executive officers. The best candidate whose portfolio of skills is most suited for the position is selected and no one aspect of diversity, including gender, is the decisive factor.

The CRCG&HR Committee oversees succession planning on behalf of the Board and will make recommendations to the Board on the appointment of executive officers, taking into account various aspects of diversity, including gender.

- In reviewing the succession plan for the executive officers, the CRCG&HR Committee will consider the benefits of all aspects of diversity, including, but not limited to, those described above.

- The CRCG&HR Committee considers candidates on merit based on performance, qualifications, capabilities and experience and with due regard for the benefits of diversity. In an effort to promote the specific objective

of gender diversity, the EO Diversity Policy requires that the succession plan for executive officers must involve the following steps:

- a list identifying potential candidates for executive officer appointments must be compiled and must include at least one female candidate; and
- if, at the end of the selection process, a female candidate is not selected, the CRCG&HR Committee must be satisfied that gender was not the decisive factor and that proper consideration was given in the decision making to the CRCG&HR Committee's objective of enhancing diversity among the executive officers.

Based on the Corporation's current size, MCAN aspired to achieve a 25% female representation in executive officer roles by the the end of 2020 and reached that goal in 2018. The CRCG&HR Committee monitors and implements the EO Diversity Policy and reports to the Board thereon. In addition, the CRCG&HR Committee reviews the EO Diversity Policy annually, discusses any revisions that may be required and recommends any such revisions to the Board for approval.

The following table sets out the number and percentage of women who served or are serving as executive officers at MCAN since 2019:

As At	Target %	# of Women Executive Officers	Total # of Executive Officers	Actual %
March 12, 2021	25%	6	10	60%
March 13, 2020	25%	5	9	55%
March 15, 2019	25%	5	10	50%

In 2021, the Corporation will broaden the definition of diversity beyond just gender.

ENVIRONMENTAL, SOCIAL & GOVERNANCE ("ESG")

MCAN has been committed to a high standard of governance and corporate conduct and in 2020 established an objective for an enhanced sustainability agenda and ESG program to further embed sustainability into our business. The ESG program, focused on environmental, social and governance initiatives, will provide a baseline measurement of all of our existing initiatives and a pathway for enhancement to achieve objectives.

The primary focus of our environmental program will be with our real estate development partners and through lending practices and also working with special programs with government sponsorship. We believe these opportunities will grow over time as more government programs support development for environmental sustainability and affordable housing.

The Company has strong social initiatives currently embedded in its culture and business practices. We have a diverse team with over 70% reporting diverse ethnicities and over 50% female gender. In the past two years at least 50% of our executives were women and currently four executives are BIPOC. We are focused on individual and team development and support of the community. All of our team and community based initiatives are considered foundational to our culture and future growth.

The Company has always practiced strong corporate governance and ethics and we have maintained constructive relationships with our major shareholders. We expect to continue to evolve our governance in line with guidelines for regulated financial institutions.

DIRECTORS' COMPENSATION

COMPENSATION POLICY

Director compensation is set by the Board on the recommendation of the CRCG&HR Committee.

The CRCG&HR Committee reviews annually the directors' compensation to assess its competitiveness with the market. For benchmarking purposes, the Committee uses the comparative data of other public companies. The companies used in the comparison included Atrium Mortgage Investment Corporation, B2B Real Estate Investment Trust, Clairvest Group Inc., Crown Capital Partners, Equitable Group Inc., Firm Capital Corporation, First National Financial Corporation, Home Capital Group Inc., Killam Apartment Real Estate Investment Trust, Nexus Real Estate Investment Trust, Plaza Retail Real Estate Investment Trust, Senvest Capital Inc., Slate Retail Real Estate Investment Trust, Sprott Inc., Timbercreek Financial, and VersaBank.

The compensation program for the directors is designed to provide a competitive package necessary to attract and retain qualified and experienced directors and recognize and reward the workload, time commitment and responsibility of Board and committee members.

The following table sets out the flat fee structure payable to MCAN's non-employee directors and has been in effect since January 1, 2020:

Annual Retainer	$
Director Retainer[(1)]	62,000
Chair of the Board Retainer	50,000
Committee Chair Retainer	20,000

Notes:

(1) The annual director retainer is paid to all directors, including the Chair of the Board.

Directors are reimbursed for their out-of-pocket expenses incurred in attending meetings and otherwise carrying out their duties as directors. Pursuant to the by-laws of MCAN that were in effect for fiscal 2020, the aggregate amount of remuneration which may be paid by MCAN to its directors (for their services as directors) cannot exceed $1,000,000 in any year. Any future increases to this total amount will require shareholder approval. In 2020, the total fees paid by MCAN to its directors were $544,000. MCAN does not offer its non-employee directors any equity compensation.

DIRECTOR COMPENSATION TABLE

The following table sets out all compensation awarded, earned, paid, or payable in cash by MCAN to the directors for the Corporation's 2020 fiscal year:

Name	Board Position	Fees Earned in Cash ($)	Total ($)
Glenn Doré[(1)]	Director	23,846	23,846
Philip C. Gillin[(1)]	Director	23,846	23,846
Gordon J. Herridge	Director and Chair of the Audit Committee	84,250	84,250
Loraine D. McIntosh	Director and Chair of the ERM & Compliance Committee	84,250	84,250
Gaelen J. Morphet[(2)]	Director and Chair of the CRCG&HR Committee	71,192	71,192
Derek G. Sutherland	Director and Chair of the Board	93,920	93,920
Ian Sutherland[(3)]	Director	79,329	79,329
Karen H. Weaver[(4)]	Director, President & CEO	-	-
Former Directors			
Verna E. Cuthbert[(5)]	Director	40,403	40,403
Susan M. Doré[(5)]	Director and Chair of the CRCG&HR Committee	48,961	48,961

Notes:

(1) Messrs. Doré and Gillin were elected to the Board on May 12, 2020.

(2) Ms. Morphet was appointed Chair of the CRCG&HR Committee on May 12, 2020.

(3) Mr. I. Sutherland was appointed a member of the CRCG&HR Committee on May 12, 2020.

(4) Ms. Weaver did not receive any compensation in her capacity as a director of the Corporation. For Ms. Weaver's compensation as President & CEO, see page 42 of the Circular.

(5) Ms. Cuthbert and Ms. Doré retired as directors of the Corporation on May 12, 2020.

DIRECTOR SHARE OWNERSHIP

MCAN's share ownership requirement is intended to align directors' financial interests with the shareholders they represent. All non-executive directors are required to reach an equity ownership target equal to two times the annual director retainer within three years of joining the Board, measured at the higher of cost or market value as at December 31st of each year. The Chair of the Board is also required to hold shares with a value of at least two times the annual retainer for the position, measured at the higher of cost or market value as at December 31st of each year, within three years of appointment. If the requirement was previously met and the market value subsequently changed such that the director was offside, the director has one year to attain compliance. The CRCG&HR Committee monitors compliance with the share ownership policy.

COMPENSATION DISCUSSION AND ANALYSIS

COMPENSATION GOVERNANCE

The CRCG&HR Committee assists the Board in establishing MCAN's compensation philosophy and structure, and in discharging its oversight accountabilities relating to the compensation and retention of senior management employees, and in particular, the CEO. At March 12, 2021, the CRCG&HR Committee was comprised of Gaelen J. Morphet, (Chair), Glenn Doré, Derek G. Sutherland and Ian Sutherland. All members of the CRCG&HR Committee are independent directors of the Board.

All members have direct experience in compensation matters as either former executive officers and partners or through board positions in other publicly traded companies.

Ms. Morphet has previously served as an executive officer of investment and insurance companies in Canada, including Sentry Investments, Empire Life Investments and Empire Life Insurance and CIBC Asset Management. She has been involved in executive compensation matters throughout her career. As an executive in the financial industry in Canada for over twenty years, she has had multiple experiences in dealing with compensation matters in public and private companies.

Mr. Doré currently serves on the board of a private Canadian company. In his present role as President of an asset management company, Mr. Doré has overall responsibility for executive compensation within that company. Mr. Doré is a member of the Institute of Corporate Directors.

Mr. D. Sutherland has been an officer and/or a director of MCAN for over fifteen years and prior to that was in the assurance practice of KPMG LLP. His time in the financial industry and in assurance has provided a broad experience in compensation and related matters. He is an Institute of Corporate Directors, Director in Canada and a member of the Institute of Corporate Directors. Mr. D. Sutherland also serves on the board of directors of a private company regulated by the Office of the Superintendent of Financial Institutions.

Mr. I. Sutherland is a founding member of the MCAP Group of Companies from which MCAN was later formed. He had overall responsibility for executive compensation within MCAN, until stepping down as Chair of the Board in February 2020. Additionally, during his career Mr. I. Sutherland has served as a member of the human resources committee of other public and private companies. He is a member of the Institute of Corporate Directors.

Collectively, this experience provides the CRCG&HR Committee with the knowledge, skills, experience and background in executive compensation and human resources matters to make decisions on the suitability of MCAN's compensation policies and practices.

The responsibilities, powers and operation of the CRCG&HR Committee are set out in its mandate, which is available on the Corporation's web site at https://mcanmortgage.com/investors/corporate-governance/.

The CRCG&HR Committee carries out the responsibilities of the Board in respect of compensation matters and makes recommendations to the Board as appropriate. In particular, the CRCG&HR Committee is responsible for making recommendations to the Board relating to the:

- annual non-financial strategic objectives applicable to each of the Corporation's Named Executive Officers (together the "**NEOs**" and each a "**NEO**");
- performance evaluation of the CEO;
- administration of the Corporation's equity and non-equity incentive plans; and
- review and recommendation of director compensation.

The CRCG&HR Committee held seven regularly scheduled meetings in fiscal year 2020. The CEO attends meetings of the CRCG&HR Committee but does not have the right to vote on any matter. Other senior officers may also attend parts of a meeting for presentation purposes. No officer, including the CEO, is present when his or her compensation is discussed.

The CRCG&HR Committee has instituted good governance practices that enhance its ability to effectively carry out its accountabilities. These practices include:

- utilizing a work plan which sets out the timetable of all regularly occurring matters for which the CRCG&HR Committee has accountability;

- hiring an external advisor at least every three years to advise the CRCG&HR Committee on compensation levels and structure, and requiring their attendance when their reports are discussed and when requested to attend by the Chair of the CRCG&HR Committee; and

- holding in-camera sessions without management present during every CRCG&HR Committee meeting.

COMPENSATION CONSULTANT

The CRCG&HR Committee commissions a third party to review executive compensation and to conduct a benchmarking analysis of the executive compensation program and oversight functions on a historical basis, at least every three years. In addition, the CRCG&HR Committee annually reviews data from the comparator companies from SEDAR or other sources to ensure that compensation levels continue to be competitive. In 2018, Perrault Consulting Incorporated ("PCI") was engaged by the CRCG&HR Committee to assist in a benchmarking compensation program to compare compensation levels of the senior executives of MCAN to comparator companies. The next executive compensation review will be conducted in 2021.

For 2018, there were fourteen companies from the mortgage, financial services and real estate sectors used in the comparison. These companies employ executives with similar skills and experience to MCAN's executives. For 2018 the companies included in the peer group were: BTB REIT, Clairvest Group Inc., Crown Capital Partners Inc., Firm Capital Mortgage Investment Corporation, First National Financial Corporation, Killam Apartment REIT, MCAP Commercial LP, Plaza Retail REIT, Sprott Inc., Street Capital Corporation, Timbercreek Financial Corporation, Versa Bank, Atrium Mortgage Corporation and Senvest Capital Inc.

Many of the comparators are much larger and more complex than MCAN. The smaller comparators were selected to represent a similar size and complexity to MCAN. All comparator companies are publicly listed with the exception of MCAP Commercial LP, in which MCAN has a 14.03% equity interest.

There were no executive compensation related fees or other fees billed by an external compensation consultant during 2020 and 2019.

ELEMENTS OF EXECUTIVE COMPENSATION

MCAN provides a comprehensive compensation program for its executives, comprising both fixed and at-risk elements with short-term and long-term incentives in addition to health and other benefits.

		Element	Features / Objective	Performance Period	Form
Total Direct Compensation					
FIXED	SHORT-TERM	**Base Salary**	• Annually reviewed in accordance with contracts and performance • Reviewed every year for market competitiveness and periodically by a third-party consultant **Objective:** recognize contribution, provide a level of income certainty, attract and retain talent	1 year	Cash
AT RISK	SHORT-TERM	**Annual Incentive**	• Corporate performance measures: 50% earnings per share ("**EPS**") and 50% core earnings before taxes ("**CORE EBT**")[(1)] • Individual performance scorecard based on strategic objectives and initiatives **Objective**: award achievement of specific goals	1 year	Cash
AT RISK	LONG-TERM	**Long-term Incentive[(2)]:**			
AT RISK	LONG-TERM	**Performance Share Units ("PSUs") and Performance Deferred Share Units ("PDSUs")(awarded under the Performance Share Unit Plan "PSU Plan")**	• PSU and PDSU payout based on EPS and CORE EBT targets[(3)] **Objective:** align interests of executives and shareholders to create shareholder value/ reward achievement of sustained long-term performance/attraction and retention	Vest after 3 years based on achievement of annual performance goals)[(4)]	Share-based awards settled in cash and paid at the end of the 3-year performance period for PSUs and at retirement for PDSUs
AT RISK	LONG-TERM	**Restricted Share Units ("RSUs") (awarded under the Restricted Share Unit Plan ("RSU Plan"))**	• RSU payout is not based on Company performance metric **Objective:** align interests of executives and shareholders to create shareholder value/ reward achievement of sustained long-term performance/attraction and retention	3 years	Share-based awards settled in cash and paid at the end of the 3-year performance period
AT RISK	LONG-TERM	**Deferred Share Units ("DSUs")**	• Available for use in attracting senior executives	3 years (1/3rd vest each year)	Share-based awards settled in cash at retirement
AT RISK	LONG-TERM	**Executive Share Purchase Plan ("ESP Plan")**	• Opportunity to purchase Common Shares **Objective**: align interests of executives and shareholders to create shareholder value/ reward achievement of sustained long-term performance/attraction and retention and provide executives with opportunity to purchase Common Shares through interest bearing loans up to 2x the executive's salary	N/A	Common Shares
Other Compensation					
		Health benefits **Group Registered Retirement Savings Plan ("RRSP")** **Deferred Profit Sharing Plan ("DPSP")** **Employee Share Ownership Plan ("ESOP")**	• Provide market competitive benefit program • Invest in employee health and well being • Promote responsible retirement planning and support funding for income at retirement • Consistent with the broad program available to all permanent employees	1 Year	N/A

Notes:

(1) Core EBT is core earnings before taxes and includes core net interest income net of operating expenses. Core net interest income excludes income from MCAP, KingSett, REITs and other equity securities.
(2) The long-term incentive is granted in accordance with the terms outlined in each executive's employment contract. For the CEO the award is up to 60% of base salary (50% in 2019). For the CEO, the long-term incentive grant is comprised of 30% PSU, 20% RSU and 10% ESPP. For each of the VP, CFO and VP, Investments, the award is up to 40% of base salary (35% in 2019). All other NEOs are granted a discretionary amount of up to 30% of base salary (25% in 2019). The amount of the long-term incentive grant is composed of 16% PSU, 16% RSU and 8% ESPP for the VP, CFO and VP, Investments, and 11.75% PSU, 11.75% RSU and 6.5% ESPP for the other NEOs.
(3) In 2020, PSU payout was based on EPS and CoreEBT. In 2019, PSU payout was based on EPS.
(4) Vesting of PSUs issued prior to 2019 occurs on the third anniversary of the awarding of the PSUs, subject to the achievement of EPS in the year prior to vesting.

EXECUTIVE COMPENSATION

MCAN's executive compensation program focuses on performance and is designed to reflect management's expected contribution to MCAN and to encourage them to act in a manner which furthers MCAN's goals, is consistent with MCAN's chosen strategy and risk appetite, and enhances long-term profitability.

Compensation for executive officers is comprised of three components – base salary and benefits, annual incentive and long-term incentive programs.

MCAN wishes to attract, retain and motivate results-oriented individuals who will contribute to its long-term success. MCAN's compensation strategy achieves this by:

- linking management performance with the achievement of the Company's strategic objectives;
- supporting and reinforcing its business and risk management strategies; and
- ensuring that MCAN's compensation programs are competitive with the market and industry practices.

We outline our compensation program design, specifically with respect to the following NEOs in 2020:

NEO	Title
Karen H. Weaver	President & Chief Executive Officer ("**CEO**")
Floriana Cipollone(1)	Vice President & Chief Financial Officer ("**VP, CFO**")
Carl Brown	Vice President, Investments ("**VP, Investments**")
Avish Buck(2)	Vice President, Residential Lending ("**VP, RL**")
Emily Randle	Vice President & Chief Risk Officer (**"VP, CRO"**)

Notes:

(1) Ms. Cipollone was appointed Vice President & Chief Financial Officer on June 1, 2020.
(2) Mr. Buck was appointed Vice President, Residential Lending on June 3, 2020.

ALIGNING COMPENSATION WITH THE FINANCIAL STABILITY BOARD'S PRINCIPLES

The Financial Stability Board's Principles (the "**FSB Principles**") were designed to enhance the stability and soundness of financial institutions by protecting them against excessive risk taking. The Corporation believes that its approach to compensation aligns with the Office of the Superintendent of Financial Institutions' Corporate Governance Guideline and with the FSB Principles as outlined in the table below:

FSB Principles	MCAN's Compensation Practices
The Board actively oversees the design and operation of the Company's compensation system	• The Board, through the CRCG&HR Committee, establishes MCAN's compensation philosophy and structure. • The CRCG&HR Committee recommends and the Board approves the CEO and other executive officer compensation. • The CRCG&HR Committee, composed of 4 independent directors: ◦ Oversees the hiring, promotion and compensation of executive officers. ◦ Ensures effective succession and leadership development planning is in place. ◦ Approves and amends material compensation programs. ◦ Reviews the performance of the executive officers and awards of annual incentive and LTIP and recommends approval to the Board. • The CRCG&HR Committee assesses the performance of the CEO. • The CRCG&HR Committee meets in camera for part of each Committee meeting and provides its report to the Board. • At least every three years the CRCG&HR Committee obtains advice on the components of compensation from independent compensation consultants.
The Board monitors and reviews the compensation system to ensure it operates as intended	• Key performance objectives are approved by the CRCG&HR Committee at the beginning of the year and performance against those objectives is evaluated periodically during the year and at the end of each year in order to establish that year's annual incentive awards. • No less than every three years the CRCG&HR Committee obtains advice on the components of compensation from independent compensation consultants.
Employees in financial and risk control functions must be compensated in a manner that is independent of the business areas they oversee	• Compensation for all financial and risk employees is determined based on the Company's EPS target, CORE EBT target and their individual performance and is independent of the specific business unit they support.

FSB Principles	MCAN's Compensation Practices
Compensation is adjusted for all types of risk	• All executive compensation plans have a discretionary element that permits the CRCG&HR Committee to consider risk when determining awards. Strategic goals encompass all aspects of risk with a focus on five strategic pillars: Strategic Direction, Risk Management & Controls, Operational Effectiveness, Leadership and Governance. • For the CEO, VP CFO, VP Investments, and VP, RL, the annual incentive is based on 60% Company performance and 40% personal and strategic goals. • For the VP CRO, the annual incentive is based on 40% Company performance and 60% personal and strategic goals.
Compensation outcomes are symmetric with risk outcomes	• Annual incentives are based on pre-established thresholds, targets, and maximum percentages of base salary by employee level, with no minimums or guaranteed annual incentives. • No special or transactional payments have been made since 2008. • Long-term incentive compensation for the CEO, VP CFO and VP Investments is subject to a claw back and forfeiture in the event of a financial restatement resulting from intentional fraud or willful misconduct. • Incentive compensation for all employees is subject to forfeiture if an employee resigns or is terminated for cause. • The CRCG&HR Committee has discretion, which it has used, to make annual incentive payments in excess of target in RSUs in lieu of cash, which defers payment for 3 years. • Annual incentive targets incorporate both corporate performance and individual performance goals. The personal and strategic goals comprise the balance of the annual incentive and relate to specific objectives in the plan. For all executives, these objectives include ERM and regulatory initiatives.
Compensation payouts are aligned with the time horizon of risks	• Since 2009 MCAN has moved a significant share of total compensation to longer term incentives based on compensation governance trends and the risk-based approach of the FSB Principles. • Since 2008 base salaries have only been increased by an inflationary factor or for new roles and/or market adjustments based on compensation consultants' recommendations approved by the Board. A significant portion of each executive's pay is in long-term incentives to ensure alignment of compensation with the risk time horizon and to enhance focus on longer-term value.

FSB Principles	MCAN's Compensation Practices
The mix of cash, equity, and other forms of compensation is consistent with risk alignment	• The portion of LTIP based compensation increases with seniority (the CEO receives the highest portion of compensation in LTIP, followed by the VP, CFO and VP, Investments). • For the CEO, at risk compensation comprises 52% of total compensation. At risk compensation is comprised of a combination of annual incentive and LTIP. • For the other NEOs, at risk compensation comprises approximately 40 to 50% of total compensation. At risk compensation is comprised of annual incentive and LTIP. • LTIP is in the form of PSUs, RSUs and Common Shares pursuant to the ESP Plan. Prior to 2020, the awarding of PSUs was based on EPS during the 3 years the PSUs are held. In 2020, the awarding of the PSUs included EPS and CORE EBT as performance factors, weighted equally. In 2021, the performance factors will be reviewed and reconsidered by the CRCG&HR Committee. • Management at any one time has targets and potential payments set out over a 3 year period to discourage the taking of excessive risks to increase short term profits. • The financial targets are based on reasonable targets in MCAN's annual budget and strategic plan that is recommended by management and approved by the Board. • MCAN has no stock option plans that may reward executives for short term or exogenous factors. • MCAN has no golden handshake agreements. Management contracts and termination payments are based on common law requirements and industry practice.

TOTAL COMPENSATION

BASE SALARY

The base salary component of the program is intended to recognize the contribution to MCAN of each NEO, to provide the respective officer with a level of income certainty and to attract, retain and motivate MCAN's officers. Base salaries and total compensation for executives are determined relative to positions with equivalent responsibilities and scope within a comparator group.

The base salary for the CEO is reviewed annually by the CRCG&HR Committee. The CRCG&HR Committee conducts an annual review of the CEO's performance (which process involves gathering input from all Board members). Based upon this review, the CRCG&HR Committee makes recommendations to the Board regarding appropriate adjustments, as needed, to the CEO's base salary. In 2019, the Board also conducted a 360 performance process with an outside specialist as an added tool to the CEO assessment. The Board makes the ultimate decision regarding the base salary paid to the CEO.

The CEO reviews the base salaries of the other NEOs on an annual basis in connection with the CEO's review of the other NEOs' performance in the prior year. Following the completion of the reviews of performance and salary, the CEO makes a recommendation regarding base salaries to the CRCG&HR Committee who in turn makes a recommendation to the Board regarding appropriate adjustments, as needed, to the base salaries of the NEOs. The Board makes the ultimate decision regarding the base salaries paid to the NEOs.

The CEO's overall performance is also evaluated annually by all the directors, excluding the CEO, using an evaluation/rating questionnaire based on the following qualitative performance factors:

- Vision
- Leadership
- Ability to Achieve Corporate Strategic Goals
- Integrity
- Succession Planning
- Shareholder Relations
- Stakeholder Relationships
- CEO/Board Relationships

The results of this questionnaire feed into the CRCG&HR Committee annual review and are used to help ensure continuous confidence in the CEO's leadership role within MCAN.

ANNUAL INCENTIVE PLAN

The annual incentive plan was designed to motivate and reward executives for their role in achieving objectives approved by the Board in the annual budget and longer-term business plan. The plan was in place to compensate the NEOs for achieving specific outcomes aligned with the Corporation's strategic objectives and risk appetite and to link their compensation directly to performance of the Corporation over the year, with the aim of enhancing long term profitability.

The amount of each NEO's annual incentive is made up of a "Company Performance Component" and an "Individual Performance Component" and each component is considered based on "Threshold", "Target" and "Maximum" objectives. The Company Performance Component is based on corporate performance against specified financial targets. The Individual Performance Component is comprised of personal performance objectives that are recommended each year for the NEOs (other than the CEO), by the CEO and approved by the Board, and for the CEO, by the Chair of the Board and approved by the Board. Annual incentives are only paid if the NEO is actively employed at the time of payment.

For fiscal year 2020, the weighting between the Company Performance Component and Individual Performance Component was as follows:

NEO	Company Performance Component		Individual Performance Component
	EPS	CORE EBT	
CEO	30%	30%	40%
VP, CFO	30%	30%	40%
VP, Investments	30%	30%	40%
VP, RL	30%	30%	40%
VP, CRO	20%	20%	60%

The Company Performance Component is based on achievement of both EPS and CORE EBT relative to the annual target. Each component is weighted at 50%. In 2020, EPS at Target was $1.65 and scaled from $1.35 ($0.30 below Target) for Threshold and up to $1.95 ($0.30 above Target) for Maximum. In 2020, CORE EBT for Target was $13,323,000 and scaled from $10,658,000 for Threshold to $15,987,000 for Maximum.

The Company Performance Component was negatively impacted by factors brought on by COVID-19 including the mark-to-market losses on the REIT portfolio, the additional provision for credit losses, and the requirement to hold more liquidity in the early stage of the pandemic, and was positively impacted by the performance of our investment in MCAP and our corporate asset growth. EPS was $1.75 for the year resulting in an above Target performance relative to the $1.65 Target. CORE EBT was below the threshold of $10,658,000.

The Company Performance Component targets were set prior to the beginning of the pandemic in Canada in early March 2020. Throughout the year, the CRCG&HR Committee reviewed and considered the impact of the COVID-19 environment on the business, the team and the shareholders and determined that senior management effectively advanced many business objectives notwithstanding COVID-19. As a result, the CRCG&HR Committee decided to award performance against the CORE EBT metric, though below target level, such that all executive and team members would receive compensation at Target performance for both metrics that make up the Company Performance Component (EPS and CORE EBT).

The Individual Performance Component is based on performance of the executive against specific objectives linked to the Corporation's strategic plan, including measures or targets related to strategic direction, financial capital and liquidity plans, risk management and controls, business operating effectiveness, leadership and people management, and governance. Results are weighted based on the objectives and the related performance level. Achievement of objectives as expected, results in an annual incentive entitlement at the Target level; less than expected achievement, results in an annual incentive entitlement at the Threshold level; outstanding achievement, results in an annual incentive entitlement at the Maximum level. Failure to achieve the Threshold level of performance for the Individual Performance Component disqualifies NEOs from participating in the annual incentive plan.

The Board appointed Karen H. Weaver as MCAN's President & CEO effective May 8, 2019. Prior to her appointment, Ms. Weaver served as MCAN's Interim CEO effective October 9, 2018. Prior to that date, Ms. Weaver served on the Board of MCAN, having been appointed in November 2011. As President & CEO, Ms. Weaver's compensation was comprised of an annual salary of $485,000, potential annual incentive at Target of 50% and an annual LTIP grant of 60%.

Ms. Floriana Cipollone was appointed VP, CFO effective June 1, 2020. Her compensation as VP, CFO for 2020 was comprised of an annualized salary of $300,000, potential annual incentive at Target of 50% and an annual LTIP grant of 40%.

Mr. Carl Brown was appointed VP, Investments, effective September 1, 2019, having previously served as Vice President, Operations & Treasurer and as Interim Vice President, Investments & Treasury, effective June 6, 2019. Mr. Brown has been with MCAN since January 2013. His compensation as VP, Investments for 2020 was comprised of an annual salary of $255,000, potential annual incentive at Target of 50% and an annual LTIP grant of 40%.

Ms. Emily Randle was appointed VP, CRO, effective October 1, 2018, having previously served as Vice President, Credit Risk Monitoring and Management. Her compensation as VP, CRO, for 2020 was comprised of an annual salary of $215,000, potential annual incentive at Target of 35% and an annual LTIP grant of 30%.

Mr. Avish Buck was appointed VP, RL, effective June 3, 2020. His compensation as VP, RL, for 2020 was comprised of an annualized salary of $218,000, potential annual incentive at Target of 35% and an annual LTIP grant of 30%.

The annual incentive award is calculated as a percentage of base salary, utilizing the above weighting of the Company Performance Component and the Individual Performance Component as follows:

NEO	Potential Award			2020 Actual Annual Incentive Award	
	Threshold	Target	Maximum		
President & CEO					
Company Performance Component					
EPS	7.5%	15%	24%	$72,750	15%
CORE EBT	7.5%	15%	24%	$72,750	15%
Individual Performance Component	10.0%	20%	32%	$155,200	32%
Total	25.0%	50%	80%	$300,700	62%
VP, CFO					
Company Performance Component					
EPS	7.5%	15%	24%	$26,250	15%
CORE EBT	7.5%	15%	24%	$26,250	15%
Individual Performance Component	10.0%	20%	32%	$56,000	32%
Total	25.0%	50%	80%	$108,500	62%
VP, Investments					
Company Performance Component					
EPS	7.5%	15%	24%	$38,250	15%
CORE EBT	7.5%	15%	24%	$38,250	15%
Individual Performance Component	10.0%	20%	32%	$81,600	32%
Total	25.0%	50%	80%	$158,100	62%
VP, CRO					
Company Performance Component					
EPS	3.5%	7%	10%	$15,050	7%
CORE EBT	3.5%	7%	10%	$15,050	7%
Individual Performance Component	10.5%	21%	30%	$64,500	30%
Total	17.5%	35%	50%	$94,600	44%
VP, RL					
Company Performance Component					
EPS	5.25%	10.5%	15%	$13,353	11%
CORE EBT	5.25%	10.5%	15%	$13,353	11%
Individual Performance Component	7.0%	14%	20%	$25,445	20%
Total	17.5%	35%	50%	$52,150	41%

LONG TERM INCENTIVE PROGRAMS ("LTIP")

The Corporation's LTIP is a comprehensive plan that aligns the interests of executives and shareholders, rewards achievement of sustained long-term performance and attracts and retains executives. LTIP includes the PSU Plan, PDSU Plan, RSU Plan, DSU Plan and the ESP Plan.

PERFORMANCE SHARE UNIT PLAN

The PSU Plan was established by the Board in August 2016, to align the LTIP and deferred annual incentive plan compensation with shareholder interests and future targets set for the Corporation's performance.

Pursuant to the PSU Plan, the Board grants units to certain NEOs and other officers and members of senior management of the Company (the "**PSU Participants**"). Each unit is equivalent in value to one Common Share. Issuances prior to 2019 vest three years subsequent to the awarding of the units, subject to continued

employment with the Company and dependent on the achievement of EPS targets in the year prior to vesting. Units issued in 2019 and thereafter have annual performance targets and vest after three years, subject to achievement of annual performance targets, with each year's achievement contributing to the vesting of 1/3rd of the granted units. The individual unit values are based on the value of the Common Shares at the time of payment.

PSU Participants are entitled to receive dividend distributions in the form of additional units during the vesting period. Furthermore, a "Performance Factor" of 0-150% is applied to the number of units awarded which is based on annual EPS targets for units issued in 2019 and annual EPS and CORE EBT targets for units issued in 2020. In 2021, the performance factors will be reviewed and reconsidered by the CRCG&HR Committee.

The units granted under the PSU Plan may be either PSUs or PDSUs. PSU issuances prior to 2019 are paid in cash at the time of vesting. PSU issuances in 2019 and thereafter are paid in cash three years from the issuance date, provided that the units have vested based on the achievement of annual performance targets. PDSUs are paid in cash at retirement or termination, whichever is earlier, provided that the units have vested. Additionally, the PDSUs earn dividends subsequent to vesting until the retirement or termination, whichever is earlier.

The PSU Plan transactions for the financial year 2020 were as follows: a total of 28,999 new PSUs or PDSUs were granted to the PSU Participants; 6,839 PSUs or PDSUs, as applicable, were issued to the PSU Participants as a result of dividend distributions; and 17,954 PSUs were forfeited by PSU Participants. On March 1, 2020, 26,447 PSUs or PDSUs vested but were not paid out as the EPS target was not met for this period, resulting in an award amount of nil. The aggregate outstanding PSUs and PDSUs at December 31, 2020 are 70,290. At the date of this Circular, no additional PSUs and PDSUs were issued pursuant to the 2020 LTIP grant, 9,743 PSUs or PDSUs vested but were not paid out as EPS target for the period was not achieved; and 4,155 PSUs or PDSUs were forfeited.

RESTRICTED SHARE UNIT PURCHASE PLAN

The RSU Plan was established by the Board in August 2013, at which time the Board granted units under the RSU Plan to certain NEOs and certain other employees (the "**RSU Participants**"). Each RSU is equivalent in value to one Common Share. The RSUs vest after three years, at which time the RSU Participants are entitled to receive a cash payment based on the average market value of the Common Shares for the five trading days preceding the payment date. In addition, the RSU Participants are entitled to receive dividend distributions in the form of additional RSUs during the vesting period. The Board expects to consider RSU grants on an annual basis based on performance.

The RSU Plan transactions for the financial year 2020 were as follows: 43,604 new RSUs were granted to the RSU Participants; 7,134 additional RSUs were issued to the RSU Participants as a result of dividend distributions; 3,434 RSUs vested and were paid out to RSU Participants; and 19,446 RSUs were terminated as result of employees ceasing to be employed by the Corporation. The aggregate outstanding RSUs at December 31, 2020 are 78,314. At the date of this Circular, no additional RSUs were issued pursuant to the 2020 LTIP grant, 2,136 RSUs vested for the period and were paid in accordance with the plan; and 4,155 RSUs were terminated as a result of employees ceasing to be employed by the Corporation.

DEFERRED SHARE UNIT PLAN

The Deferred Share Unit Plan (the "**DSU Plan**") was established by the Board in 2010 to grant DSUs under the DSU Plan to certain members of senior management of the Company (the "**DSU Participants**"). Each DSU is equivalent in value to one Common Share of the Corporation. Following their individual retirement/termination dates, the DSU Participants are entitled to receive cash for each DSU. The individual DSU value is based on the average market value of the Common Shares for the five trading days preceding the retirement/termination date. In addition, the DSU Participants are entitled to receive dividend distributions in the form of additional DSUs. The DSUs follow a graded vesting schedule over three years. All dividends paid after this three-year period vest immediately.

During the year no DSUs were granted to DSU Participants; no additional DSUs were issued to the DSU Participants as a result of dividend distributions; and no DSUs were cancelled as per the terms of the plan. At the date of this Circular, the aggregate outstanding DSUs was nil.

EXECUTIVE SHARE PURCHASE PLAN

The ESP Plan was established by the Board and approved by the TSX in 2002. The ESP Plan provides executives with the opportunity to purchase Common Shares through interest-bearing loans up to an amount not exceeding two times such executive's base salary. The ESP Plan was developed for better alignment between the interests of management and the interests of shareholders and to compensate the NEOs and other executive officers for their individual performance.

The aggregate number of Common Shares which may be issued pursuant to the ESP Plan may not exceed 480,000 (representing approximately 1.93% of the outstanding Common Shares), provided that the number of Common Shares which may be issued pursuant to this ESP Plan together with Common Shares which may be issued pursuant to any other share-based compensation arrangements of MCAN may not exceed 10% of the outstanding Common Shares and the number of Common Shares which may be issued pursuant to the ESP Plan to any one person may not exceed 5% of the outstanding Common Shares.

Common Shares issued from treasury may be issued pursuant to the ESP Plan at the weighted average trading price for the 20 trading days preceding such issuance. A total of 455,180 Common Shares (representing approximately 1.83% of the outstanding Common Shares) have been issued pursuant to the ESP Plan since the ESP Plan was adopted and, as of the date of this Circular, 24,820 Common Shares (representing approximately 0.09% of the outstanding Common Shares) remain available for issuance under the ESP Plan. Loans totalling $1,184,208 were advanced under the ESP Plan in 2020. If confirmed by the shareholders, the maximum number of Common Shares to be issuable under the ESP Plan will be increased to 980,000 (representing 3.94% of the outstanding Common Shares).

The loans advanced bear interest at prime plus 1%. MCAN, at its discretion, may reimburse the executive officers the interest amount in connection with loans provided pursuant to the ESP Plan as part of their compensation. Dividends on the Common Shares are used to reduce the principal balance of the loans as follows: 50% of regular dividends and 75% of capital gains dividends. The loans have a five-year renewable term and there are no restrictions on early repayment. Common Shares acquired pursuant to the ESP Plan are pledged as collateral for the loans for so long as the relevant loans remain outstanding.

This ESP Plan is reviewed periodically to ensure that MCAN is able to attract and retain a senior management team that will drive long-term growth and profitability. The Board also sets an annual cap on the aggregate amount of the outstanding loans to each NEO or other executive officers, such that the officer's purchase of Common Shares in the year is also subject to that cap.

MCAN may, subject to Board approval, at any time and from time to time, amend the ESP Plan or any provisions thereof in such manner as MCAN, in its sole discretion, determines appropriate, including (but without limitation) as follows:

- amendments of a "housekeeping nature" including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the ESP Plan, or to correct or supplement any provision of the ESP Plan that is inconsistent with any other provision of the ESP Plan;
- amendments necessary to comply with the provisions of applicable law or the rules of the TSX;
- amendments to the exercise period provisions of the ESP Plan, subject to the limitation that any such amendments shall not increase the exercise period of a grant to beyond 12 months from the date of grant;
- amendments to the financial assistance provisions of the ESP Plan;
- amendments respecting administration of the Plan;

- any amendment to the definition of "Participant" or otherwise relating to the eligibility of any Participant;

- amendments necessary to suspend or terminate the ESP Plan; and

- any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law or the rules of the TSX,

provided, however, that no such amendment of the ESP Plan may be made without: (i) obtaining the consent of the Participants if such amendment would adversely alter or impair the existing rights of a Participant in respect of grants which have been made or Common Shares which have been acquired under the ESP Plan prior to the date of such amendment, or (ii) if applicable, obtaining any required regulatory approval to such amendment.

Shareholder approval will be required for the following types of amendments:

- amendments to the number of Common Shares issuable under the ESP Plan, including an increase to the fixed maximum number of Common Shares or a change from a fixed maximum number of Common Shares to a fixed maximum percentage;

- amendments that would result in the purchase price for the Common Shares issued under the ESP Plan to be at a discount to the Market Price of the Common Shares; and

- amendments specifically required to be approved by shareholders under the provisions of applicable law or the rules of the TSX.

MCAN may suspend or discontinue the ESP Plan at any time without the consent of the Participants provided that such suspension or discontinuance shall not adversely alter or impair the existing rights of a Participant in respect of grants which have been made or Common Shares which have been acquired under the ESP Plan, prior to the date of such suspension or discontinuance without the Participant's consent in writing.

MCAN may give Participants thirty (30) days' notice of any amendment or suspension to, or termination of, the ESP Plan, except for any amendment necessary or desirable to comply with applicable law or the rules of the TSX.

	2020	2019	2018
Burn Rate (the number of Common Shares issued each year, expressed as a percentage of the weighted average number of issued and outstanding Common Shares for the relevant fiscal year)	0.38%	0.00%	0.22%

OTHER INCENTIVE PLANS

EMPLOYEE SHARE OWNERSHIP PLAN

The ESOP was established by the Board in 2000 and amended and restated effective January 1, 2015, and January 1, 2017, to enable employees of MCAN to purchase Common Shares in a convenient and systematic manner and to encourage continued long-term employee interest in the operation, growth and development of the Corporation. Participation in the ESOP is voluntary. A participating employee may contribute no more than 6% and no less than 1% of his or her annual salary into the ESOP and MCAN will contribute 50% of the employee's contribution, up to a maximum of 3% of the employee's base salary. Contributions are used to acquire Common Shares on the open market. A participating employee may elect to hold all or part of the Common Shares acquired with any contribution in a tax-free savings account in the form prescribed by MCAN (the "**Group TFSA**"). The ESOP is administered by Computershare and Computershare has been appointed by MCAN to act as trustee for the Group TFSA.

For purposes of the ESOP, Common Shares acquired with an employee's contribution vest immediately. Two withdrawals or transfers of Common Shares are permitted in a calendar year. A third withdrawal or transfer

results in a suspension of MCAN's future contributions to the employee's plan for a period of twelve months. Common Shares acquired with MCAN's contributions to the ESOP vest immediately and are treated in the same manner as employee contributions.

DEFERRED PROFIT SHARING PLAN

The DPSP is a component of the retirement savings plan for all eligible employees and is supported entirely by contributions made by the Corporation. Under the DPSP, an employee may contribute up to 7% of his or her annual salary, depending on years of service (up to a maximum of $13,915 for 2020), to a group registered retirement savings plan for MCAN's employees and MCAN matches such employee contributions with contributions to the DPSP. While an employee has fully vested rights to contributions made to the DPSP, no withdrawals are permitted from the DPSP while an individual is employed by the Corporation.

SUMMARY COMPENSATION TABLE

The following summary compensation table provides information as to the total compensation for the last three fiscal years paid, awarded to and earned by each of the NEOs:

Name and Principal Position	Year	Salary[8] ($)	Share-based Awards[9] ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation[11] ($)	Total Compensation ($)
				Annual Incentive Plans[10]		
NEOs						
Karen Weaver[1] CEO	2020	504,167	282,381	300,700	86,010	1,173,258
	2019	600,000	282,515	-	88,458	970,973
	2018	134,231	-	-	8,200	142,431
Floriana Cipollone[2] VP, CFO	2020	175,000	76,256	108,500	12,200	371,955
Carl Brown[3] VP, Investments	2020	250,000	97,949	158,100	29,274	535,322
	2019	220,401	83,477	149,061	45,295	498,234
	2018	183,298	46,639	61,091	43,587	334,615
Emily Randle[4] VP, CRO	2020	212,500	57,944	94,600	13,264	378,309
	2019	199,167	55,146	89,566	31,950	375,829
	2018	164,183	24,437	60,182	10,555	259,357
Avish Buck[5] VP, RL	2020	125,629	30,639	52,150	10,277	218,696
Former NEOs						
Dipti Patel[6] Former VP, CFO	2020	95,833	93,214	-	4,983	194,031
	2019	235,833	127,451	165,624	35,329	564,237
	2018	123,561	52,167	67,860	28,032	271,620
Martin Beaudry[7] Former VP, Single Family Mortgage Operations	2020	80,167	58,525	-	6,413	145,105
	2019	205,467	81,584	86,880	20,180	394,111
	2018	202,333	45,879	56,784	20,391	325,387

Notes:

(1) Ms. Weaver was appointed President & CEO May 8, 2019. Since October 9, 2018 she was Interim CEO of the Corporation. Amount shown in "Share-based Awards" for 2020, is the fair value of new units granted in the year and the dividend distributions under the RSU Plan of $164,801, plus the fair value of new units granted in the year and the fair value of the dividend distributions under the PSU Plan of $117,580. "All Other Compensation" for Ms. Weaver includes Company-paid housing assistance up to June 1, 2020 and an annual perquisite amount of $20,000 between May 8, 2019 and March 1, 2020 and $25,000 effective March 1, 2020. Ms. Weaver was paid a flat fee of $50,000 per month during her interim appointment and annualized salary of $600,000 between May 8, 2019 and March 1, 2020. Ms. Weaver did not receive any short term incentive for 2019.

(2) Ms. Cipollone was appointed VP, CFO on June 1, 2020. Amount shown in "Share-Based Awards" for 2020, is the fair value of new units granted in the year and the dividend distributions under the RSU Plan of $38,128, plus the fair value of new units granted in the year and the fair value of the dividend distributions under the PSU Plan of $38,128.

(3) Mr. Brown was promoted to VP, Investments on September 1, 2019. Prior to that, he held the position of Vice President, Treasury & Operations. Mr. Brown's annual salary was increased from $205,000 to $225,000 when he assumed the role of VP, Investments on a retroactive basis. Amount shown in "Share-Based Awards" for 2020 is the fair value of new units granted in the year and the fair value of the dividend distributions under the RSU Plan of $48,353 (2019 - $52,477; 2018 - $2,187), plus the fair value of new units granted in the year and the fair value of the dividend distributions under the PSU Plan of $49,595 (2019 - $31,000; 2018 - $44,452).

(4) Ms. Randle was appointed VP, CRO on October 1, 2018. Prior to that Ms. Randle held the position of Vice President, Credit Risk Monitoring and Management. Amount shown in "Share-Based Awards" for 2020 is the fair value of new units granted in the year and the dividend distributions under the RSU Plan of $28,215 (2019 - $26,681), plus the fair value of new units granted in the year and the fair value of the dividend distributions under the PSU Plan of $29,729 (2019 - $28,465; 2018 - $24,437).

(5) Mr. Buck was appointed VP, RL on June 3, 2020. Amount shown in "Share-Based Awards" for 2020 is the fair value of new units granted in the year and the dividend distributions under the RSU Plan of $15,320, plus the fair value of new units granted in the year and the fair value of the dividend distributions under the PSU Plan of $15,320.

(6) Ms. Patel resigned as an officer of the Corporation effective May 15, 2020. Amount shown in "Share-Based Awards" for 2020, is the fair value of the new units granted in the year and dividend distributions under the RSU Plan of $47,395 (2019 - $74,017; 2018 - $1,446), plus the fair value of new units granted in the year and the fair value of the dividend distributions under the PSU Plan of $45,819 (2019 - 53,434; 2018 - $50,721).

(7) Mr. Beaudry retired effective May 15, 2020. Amount shown in "Share-Based Awards" for 2020, is the fair value of new units granted in the year and the dividend distributions under the RSU Plan of $28,827 (2019 - $53,704), plus the fair value of new units granted in the year and the fair value of the dividend distributions under the PSU Plan of $29,698 (2019 - $27,880; 2018 - $45,879).

(8) Salary represents the amount paid to the NEO from January to December of each year. An annual salary increase takes effect on March 1st of each year.

(9) The fair value of the dividend distributions in the year pursuant to the PSU Plan and the RSU Plan is based on the average market value of the Common Shares underlying the units for the preceding five business days leading up to the dividend payment date. The fair value of new units granted pursuant to the PSU Plan is based on the average market value of the Common Shares underlying the units for the preceding five business days leading up to the grant date. This methodology was used because it is the most accurate reflection of the average market value.

(10) Amount shown is the annual incentive paid pursuant to the Annual Incentive Plan. In 2020, the EPS target was $1.65 and Core EBT target was $13,323,000. In 2019, the EPS target was $1.46 and CORE EBT target was $10,223,000. In 2018, the target EPS target was $1.84.

(11) The amount shown includes, as applicable, MCAN's contributions under MCAN's ESOP, DPSP and the interest obligations of the NEOs to MCAN that were reimbursed by the Corporation, at its discretion, in connection with loans provided pursuant to the ESP Plan.

OUTSTANDING SHARE-BASED AWARDS

The following tables outline all share-based awards granted to the NEOs entitled to receive such awards and outstanding at December 31, 2020:

	Share-Based Awards Performance Share Units (PSUs)[1]		
Name	Number of Unvested PSUs (#)	Market or Payout Value of Unvested PSUs[2] ($)	Market or Payout Value of Vested PSUs Not Paid Out or Distributed ($)
NEOs			
Karen Weaver CEO	17,411	268,271	Nil
Floriana Cipollone VP, CFO	2,810	43,300	Nil
Carl Brown VP, Investments	3,973	61,213	Nil
Emily Randle VP, CRO	3,516	54,170	Nil
Avish Buck VP, RL	1,001	15,431	Nil
Former NEOs			
Dipti Patel[3] Former VP, CFO	Nil	Nil	Nil
Martin Beaudry[4] Former VP, Single Family Mortgage Operations	Nil	Nil	Nil

Notes:

(1) Pursuant to the PSU Plan, the NEOs do not receive the cash value of the PSUs and any additional PSUs received as a result of dividend distributions, until three years following the award of the PSUs, subject to continued employment with MCAN and on the achievement of the performance factors as approved by the Board.

(2) The market or payout value of unvested PSUs is calculated as follows: units accumulated up to December 31, 2020 are calculated using actual performance and distributions accumulated as at December 31, 2020 and PSUs subject to performance factors after December 31, 2020 are calculated using Target performance factors. These units are valued at the average market value of the Common Shares on the TSX for the five business days preceding December 31, 2020 (being the last trading day of 2020) which was $15.4085. This amount excludes any accruals of any future dividends.
(3) At the time of her resignation, all of Ms. Patel's PSUs were forfeited.
(4) At the time of his retirement, all of Mr. Beaudry's PSUs were forfeited.

Name	Share-Based Awards Restricted Share Units (RSUs)[1]		
	Number of Unvested RSUs (#)	Market or Payout Value of Unvested RSUs[2] ($)	Market or Payout Value of Vested RSUs Not Paid Out or Distributed ($)
NEOs			
Karen Weaver CEO	17,529	270,096	Nil
Floriana Cipollone VP, CFO	3,261	50,251	Nil
Carl Brown VP, Investments	6,624	102,064	Nil
Emily Randle VP, CRO	3,662	56,433	Nil
Avish Buck VP, RL	1,162	17,909	Nil
Former NEOs			
Dipti Patel[3] Former VP, CFO	Nil	Nil	Nil
Martin Beaudry[4] Former VP, Single Family Mortgage Operations	Nil	Nil	Nil

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Notes:

(1) Pursuant to the RSU Plan, the NEOs do not receive the cash value of the RSUs and any additional RSUs received as a result of dividend distributions, until three years following the award of the RSUs, subject to continued employment with MCAN.
(2) The market or payout value of unvested RSUs is the value of the Common Shares underlying the unvested RSUs at the average market value of the Common Shares on the TSX for the five business days preceding December 31, 2020 (being the last trading day of 2020) which was $15.4085. This amount excludes any accruals of any future dividends.
(3) At the time of her resignation, all of Ms. Patel's RSUs were forfeited.
(4) At the time of his retirement, all of Mr. Beaudry's RSUs were forfeited.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

Name and Principal Position	Year	Share-Based Awards – Value Vested During the Year ($)	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)
		Long-Term Incentive Plan[1] ($)	Annual Incentive Plan[2] ($)
NEOs			
Karen Weaver CEO	2020	Nil	300,700
Floriana Cipollone VP, CFO	2020	Nil	108,500
Carl Brown VP, Investments	2020	Nil	158,100
Avish Buck VP, RL	2020	Nil	52,150
Emily Randle VP, CRO	2020	Nil	94,600
Former NEOs			
Dipti Patel VP, CFO	2020	Nil	Nil
Martin Beaudry VP, Single Family Mortgage Operations	2020	Nil	Nil

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Notes:

(1) The amounts shown are the value of the PSUs that vested in 2019 pursuant to the PSU Plan. On March 1, 2020, 26,447 PSUs vested, but payment was nil as the EPS target was not met.

(2) The amounts shown were paid pursuant to the Annual Incentive Plan.

EXECUTIVE SHARE OWNERSHIP

MCAN's share ownership requirement is intended to further align the interests of the NEOs with those of shareholders. The Corporation expects NEOs who participate in the long-term incentive program to accumulate and retain Common Shares over the course of their career. The policy takes the form of minimum expectations of ownership expressed as a multiple of salary for the NEOs as follows:

	Minimum shareholding requirement	Timeframe to comply
CEO	3x Base Salary	5 years
Other NEOs	1x Base Salary	5 years

The minimum shareholding requirement is measured at the higher of cost or market value. If in the event a NEO is not compliant with the policy due to a loss in the value of the shares, the NEO will have one year to make up the value differential. The base salary will be the base salary in the year that compliance is required to be attained. The CRCG&HR Committee monitors compliance with the policy.

The following table presents the shareholdings of each NEO as at December 31, 2020:

	Karen Weaver	Floriana Cipollone	Carl Brown	Emily Randle	Avish Buck
Shareholdings as at December 31, 2020	53,910	16,990	34,355	5,400	7,115
Total $[(1)]	850,160	267,932	541,778	85,158	112,203
Minimum Ownership Expectations $	1,455,000	300,000	255,000	215,000	218,000
Status	In course of completing requirement	In course of completing requirement	Exceeded	In course of completing requirement	In course of completing requirement

Notes:

(1) The cash value is calculated using the closing price of the Common Shares on the TSX on December 31, 2020 of $15.77.

HEDGING OF ECONOMIC RISKS FOR PERSONAL EQUITY OWNERSHIP

All executives and directors are prohibited from entering into transactions that have the effect of hedging the economic value of any direct or indirect interests by such persons in Common Shares, unless such transactions are executed and disclosed in full compliance with all applicable regulations and have been previously approved by the CRCG&HR Committee.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company had employment agreements in place with each NEO during 2020. The details relating to payments and other obligations arising under various scenarios pursuant to the terms of employment agreements and plan terms and conditions are described below. Except where stated otherwise, (i) the salaries of each NEO will cease as of the date of termination, and (ii) each NEO is entitled to receive any accrued and outstanding base salary and amounts owing under the Company's benefits program, including accrued vacation pay, up to the date of termination.

Termination of Employment without Cause	
Severance	Ms. Weaver is entitled to 6 months annual base salary plus 6 months annual incentive at target as well as a pro rata amount of current year annual incentive in the year of termination, which amount will be determined by results of the Corporation and paid in the normal course.
	Ms. Cipollone is entitled to salary continuance in an amount equal to her base salary plus the average annual incentive for the immediately preceding three years, prorated for a period equal to the severance period. The severance period is equal to one month per completed year of service to a maximum of 24 months and a minimum of 6 months. Ms. Cipollone's current severance period is 6 months with service of 1 year.
	Mr. Brown is entitled to salary continuance in an amount equal to his base salary plus the average annual incentive for the immediately preceding three years, prorated for a period equal to the severance period. The severance period is equal to one month per completed year of service with a maximum of 24 months and a minimum of 6 months. Mr. Brown's current severance period is 8 months based on 8 years of service.
	Ms. Randle is entitled to salary continuance in an amount equal to her base salary plus the average annual incentive for the immediately preceding three years, prorated for a period equal to the severance period. The severance period is equal to one month per completed year of service to a maximum of 24 months and a minimum of 6 months. Ms. Randle's current severance period is 6 months with service of 3 years.
	Mr. Buck is entitled to salary continuance in an amount equal to his base salary plus the average annual incentive for the immediately preceding three years, prorated for a period equal to the severance period. The severance period is equal to one month per completed year of service to a maximum of 24 months and a minimum of 6 months. Mr. Buck's current severance period is 6 months with service of 1 year.
Annual Incentive	If terminated prior to the end of any fiscal year, the NEOs, with the exception of the CEO, are not entitled to the current year's annual incentive. All employees, including the NEOs, must be actively employed at the time of payment to receive any incentive payment. The CEO is entitled to a pro rata share of the annual incentive which amount will be determined after the results of the business are finalized and paid at the same time as the other annual incentive awards.
PSUs	In the event of termination without cause, all NEOs are entitled to vest a pro rata number of PSUs based on the number of days during the vesting period prior to termination compared to the entire term of the vesting period. The balance of PSUs is forfeited and cancelled. Payout of the vested PSUs are still subject to the performance requirements.
RSUs	In the event of termination without cause, all NEOs are entitled to vest a pro rata number of RSUs based on the number of days during the vesting period prior to termination compared to the entire term of the vesting period. The balance of RSUs is forfeited and cancelled.
Common Shares	In the event of termination without cause, MCAN shall be entitled (but for greater certainty shall not be obligated) to cause the administrator to sell any outstanding Common Shares held on behalf of such participant under the ESP Plan, and in which event MCAN shall use the proceeds of such sale, net of any applicable fees or expenses (and any required tax deductions or withholdings), to repay any outstanding loans owing by such Participant (in priority as may be directed by MCAN) and shall release to the Participant any excess of such proceeds over the amounts owing under any outstanding loans.
Other	All the NEOs are entitled to continued coverage under the Corporation's benefits program for the duration of the notice period or until re-employment, whichever is earlier.

None of the NEOs have any contract, agreement, plan or arrangement with MCAN that provides for payments to the NEO at, following or in connection with any change of control, other than the termination arrangements.

The following table shows the estimated incremental payments that would be paid to each NEO following the termination of their employment without cause, assuming the triggering event took place on December 31, 2020:

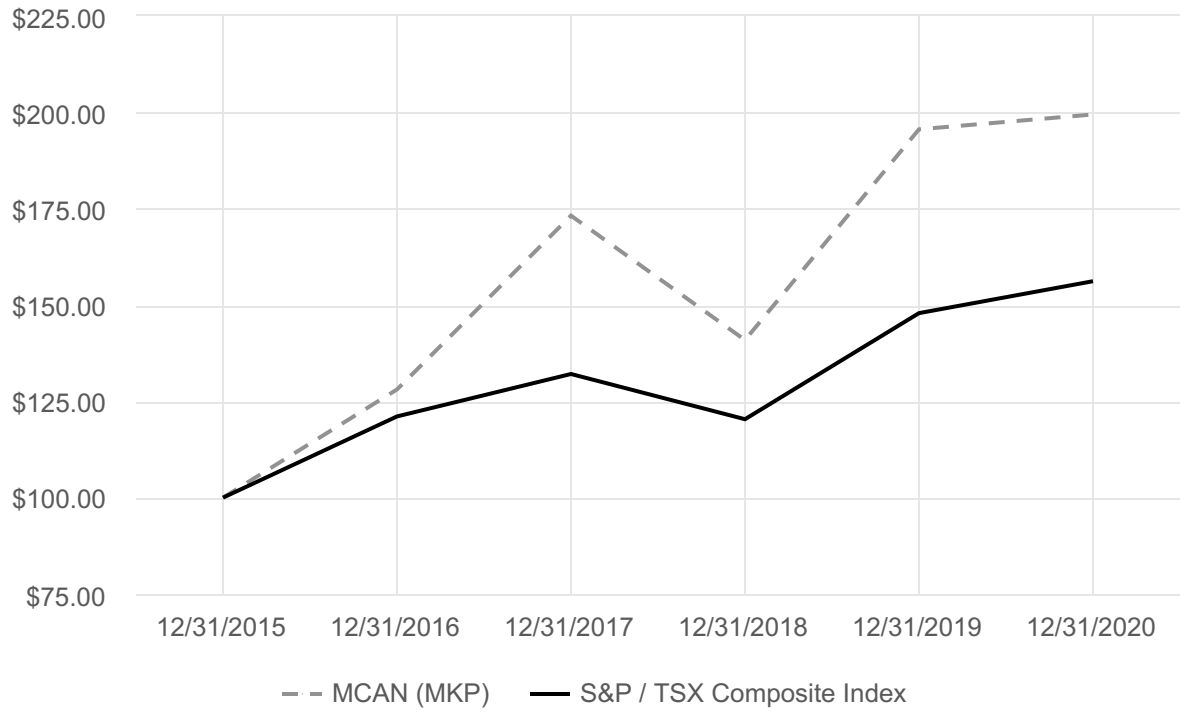
Event	Karen Weaver ($)	Floriana Cipollone ($)	Carl Brown ($)	Emily Randle ($)	Avish Buck ($)
Termination with Cause					
Severance	-	-	-	-	-
Annual Incentive	-	-	-	-	-
RSU/PSU	-	-	-	-	-
Other	-	-	-	-	-
Termination without Cause					
Severance	242,500	150,000	170,000	107,500	109,000
Incentive	150,350	93,000	81,834	40,725	44,690
RSU/PSU	231,660	17,700	72,153	51,052	5,519
Other	40,721	14,016	29,941	16,355	11,642
Change of Control					
Severance	-	-	-	-	-
Annual Incentive	-	-	-	-	-
RSU/PSU	-	-	-	-	-
Other	-	-	-	-	-
Death					
Severance	-	-	-	-	-
Annual Incentive	-	-	-	-	-
RSU/PSU	231,660	17,700	72,153	51,052	5,519
Other	-	-	-	-	-
Resignation					
Severance	-	-	-	-	-
Annual Incentive	-	-	-	-	-
RSU/PSU	-	-	-	-	-
Other	-	-	-	-	-
Retirement[(1)]					
Severance	-	-	-	-	-
Annual Incentive	-	-	-	-	-
RSU/PSU	231,660	17,700	72,153	51,052	5,519
Other	-	-	-	-	-

Notes:

(1) Retirement is defined as age 55 with at least 5 years of service.

PERFORMANCE GRAPH

The following graph compares MCAN's cumulative total shareholder return (assuming an investment of $100 on December 31, 2015) on its Common Shares during the period from January 1, 2016 to December 31, 2020, with the S&P/TSX Composite Index (Total Return), assuming reinvestment of all dividends.

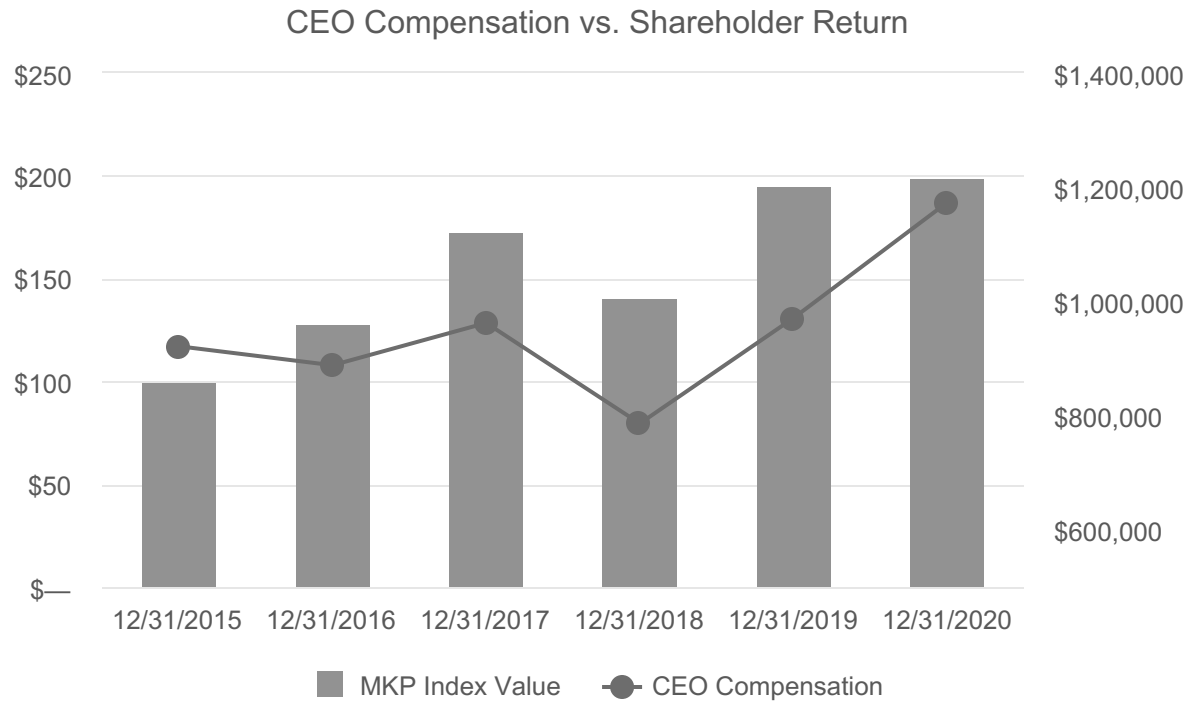


	Dec 31 2015	Dec 31 2016	Dec 31 2017	Dec 31 2018	Dec 31 2019	Dec 31 2020	Compound Annual Growth
MCAN	$100.00	$128.08	$173.19	$140.91	$195.60	$199.45	14.8%
S&P/TSX Composite Index	$100.00	$121.08	$132.09	$120.36	$147.89	$156.17	9.3%

The compensation paid to MCAN's NEOs is not contingent upon the performance of the Common Shares on the TSX except to the extent of the applicable NEO's participation in the long-term incentive plans, including the DSU Plan, the RSU Plan, the PSU Plan and the PDSU Plan. In 2018 and 2019, long-term incentive plans were based on EPS. In 2020, long-term incentive plans were based on EPS and CORE EBT. In 2018, annual incentives awarded were based on EPS and personal performance factors. For 2019 and 2020, annual incentives awarded were based on EPS, CORE EBT and personal performance factors.

MCAN outperformed the TSX Composite Index over the past five years other than in 2018 and 2020. We believe the positive trend in total shareholder returns is based on various internal and external factors and in part on the trend in MCAN's earnings per Common Share, return on shareholders' equity and dividend payments.

The graph below shows alignment between Total CEO Compensation against MCAN's shareholder return (assuming an investment of $100 on December 31, 2015) on its Common Shares:



(1) 2018 CEO Compensation in the chart above excludes payments of $531,070 received by the former CEO in connection with his departure from the Corporation on October 9, 2018.

COST OF MANAGEMENT RATIO

To demonstrate the link between NEO compensation and the Corporation's performance, the following table shows the total cost of compensation to the NEOs as a percentage of the Corporation's net income for fiscal year 2020 and 2019:

Year	Total NEO Compensation ($ Millions)	Net Income ($ Millions)	Cost of Management Ratio
2020[(1)]	3,017	42,893	7.03%
2019	2,803	48,294	5.80%

(1) Total NEO compensation in 2020 includes compensation for MCAN's former NEOs, Ms. Patel and Mr. Beaudry.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

MCAN maintains a directors' and officers' liability insurance policy for the benefit of its directors and officers. The policy has an aggregate insurance limit of $15 million with a $50,000 deductible for certain types of claims. The cost of coverage for the 2020-2021 policy year was $54,000.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

The following table sets forth the aggregate indebtedness to MCAN and its subsidiaries of all executive officers, directors, employees and former executive officers, directors and employees of MCAN and its subsidiaries as of the date of this Circular.

AGGREGATE INDEBTEDNESS ($) (As of March 12, 2021)		
Purpose	**To MCAN or its Subsidiaries**	**To Another Entity**
Common Share purchases	1,662,037[1]	Nil
Other	Nil	Nil

(1) Pursuant to the ESP Plan, details of which are set out on page 40 of this Circular.

The following table sets forth the indebtedness of MCAN's directors, executive officers, proposed nominees for election as a director, and associates of any of them, to MCAN or any of its subsidiaries.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE PROGRAMS AND (2) OTHER PROGRAMS[1]						
Name and Principal Position	**Involvement of Corporation or Subsidiary**	**Largest Amount Outstanding During 2020 Fiscal Year**	**Amount Outstanding as at March 12, 2021**	**Financially Assisted Securities Purchases During 2020 Fiscal Year**	**Security for Indebtedness as at March 12, 2021[2]**	**Amount Forgiven During 2020 Fiscal Year[3]**
Common Share Purchase Program[4]						
Executive Officers						
Karen Weaver CEO	Accounts Receivable of XMC Mortgage Corporation as Lender[5]	$461,804	$435,086	13,602	34,918	Nil
Floriana Cipollone VP, CFO		$201,710	$193,154	15,939	15,939	Nil
Carl Brown VP, Investments		$106,764	$96,411	Nil	11,645	Nil
Avish Buck VP, Residential Lending		$80,676	$77,254	6,375	6,375	Nil
Paul Gill VP, Information Technology		$184,188	$173,999	6,925	14,030	Nil
Michael Jensen VP & Chief Compliance Officer		$181,537	$173,837	14,345	14,345	Nil
Nazeera Khan Chief Audit Officer		$30,245	$28,908	2,390	2,390	Nil
Milica Pejic VP, Finance		$182,657	$173,906	11,212	14,212	Nil
Sylvia Pinto VP, Corporate Secretary & Governance Officer		$161,611	$145,871	9,247	21,758	Nil
Emily Randle VP, CRO		$50,413	$47,597	3,984	3,984	Nil

(1) There is no indebtedness under any other program other than the ESP Plan.
(2) Security for indebtedness are the Common Shares.
(3) No amounts have been forgiven since the ESP Plan was established.
(4) Details of the ESP Plan are set out on page 40 of this Circular.
(5) XMC Mortgage Corporation is a wholly-owned subsidiary of MCAN.

DIVIDEND REINVESTMENT PLAN

Pursuant to MCAN's dividend reinvestment plan, as amended November 11, 2011 (the "**Dividend Reinvestment Plan**"), cash dividends paid to participating holders of Common Shares (less any applicable withholding taxes) are automatically reinvested in Common Shares purchased by Computershare, as agent, at MCAN's discretion, either (i) on the open market at market prices or (ii) from treasury at the weighted average trading price for Common Shares on the TSX for the five trading days preceding the relevant dividend payment date less a discount of 2 per cent (2%).

There are no commissions, service charges or brokerage fees payable by participants under the Dividend Reinvestment Plan, except where purchases of Common Shares under the Dividend Reinvestment Plan are made on the open market. Such purchases are made through registered brokers whose fees are included in determining the average weighted cost to participants of Common Shares so purchased. All other administrative costs of the Dividend Reinvestment Plan, including the fees and expenses of Computershare, as agent, are borne by MCAN.

A copy of the Dividend Reinvestment Plan and a form permitting registered shareholders to elect to participate in or withdraw from the Dividend Reinvestment Plan are available by calling MCAN's Corporate Secretary at (416) 591-5214, and a copy of the Dividend Reinvestment Plan is also available on MCAN's website at www.mcanmortgage.com under the heading "Investors" or on SEDAR at www.sedar.com. Beneficial owners of Common Shares must make arrangements with the financial institution or stock brokerage through which they hold their Common Shares to become a participant in the Dividend Reinvestment Plan. Once a registered holder or a beneficial owner has enrolled in the Dividend Reinvestment Plan, participation continues automatically unless terminated by the participant in accordance with the terms of the Dividend Reinvestment Plan.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as described herein under "Indebtedness of Directors and Officers" and "Directors' Compensation", no informed person of the Corporation, proposed director, or any associate or affiliate thereof, had a material interest in any transaction since the commencement of the Corporation's most recently completed financial year or has a material interest in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

Except as described herein, no person who has been a director or executive officer of MCAN at any time since the beginning of the 2020 financial year, or any nominees for election as a director or any associate or affiliate of any of them has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

OTHER BUSINESS

Management does not intend to present any other business at the Meeting. As at the date of this Circular, management of MCAN is not aware of any amendments or variations to the proposed matters or of any other matters that may be presented for action at the Meeting. If amendments or variations to the proposed matters or other matters requiring the vote of shareholders are properly brought before the Meeting, the management representatives named in the enclosed proxy form will vote on such matters in accordance with their best judgement.

AVAILABILITY OF DOCUMENTS

You may request copies of the following documents, at no charge, from the Corporate Secretary, MCAN Mortgage Corporation, 200 King Street West, Suite 600, Toronto, Ontario, M5H 3T4:

1. MCAN's latest annual information form together with any document, or the pertinent pages of any document, incorporated by reference therein;

2. MCAN's comparative financial statements for the fiscal year ended December 31, 2020 together with the accompanying report of the auditors thereon and any subsequent interim financial statements and management's discussion and analysis of operations thereto; and

3. this Circular.

These documents, as well as additional information relating to MCAN, are also available at www.mcanmortgage.com and on SEDAR at www.sedar.com. Financial information regarding MCAN is provided in the Corporation's comparative annual financial statements and management's discussion and analysis of operations for the fiscal year ended December 31, 2020.

SHAREHOLDER PROPOSALS

The Act permits certain eligible shareholders to submit shareholder proposals for inclusion in a management proxy circular for an annual meeting of shareholders. Any proposal by an eligible shareholder intended to be presented at the 2022 annual meeting of shareholders should be directed to the attention of the Corporate Secretary of MCAN. In order to be included in the proxy material for that meeting, the proposal must be received at our office at 200 King Street West, Suite 600, Toronto, Ontario, M5H 3T4 by November 25, 2021.

SHAREHOLDER FEEDBACK

The Corporation believes in the importance of open and constructive dialogue with shareholders. To facilitate such engagement between annual meetings, the Corporation supports a process for shareholders to directly contact the directors, including the Chair of the Board. Individual queries, comments or suggestions can be made verbally or by mail to the Chair of the Board of the Corporation, 200 King Street West, Suite 600, Toronto, Ontario M5H 3T4.

DIRECTORS' APPROVAL

The Board has approved the contents and sending of this Circular to the shareholders.



Karen H. Weaver
Director, President & Chief Executive Officer

SCHEDULE “A”

RESOLUTION OF THE SHAREHOLDERS
AMENDMENT TO ESP PLAN

BE IT RESOLVED THAT, the Executive Share Purchase Plan (the "**ESP Plan**") of MCAN Mortgage Corporation (the "**Corporation**") be amended to increase the maximum number of common shares of the Corporation ("**Common Shares**") issuable under the ESP Plan from 480,000 to 980,000 Common Shares and, following such amendment, the ESP Plan shall be amended and restated to take the form as set out in Exhibit "A" attached hereto.

FURTHER RESOLVED THAT, any two directors or officers of the Corporation be hereby authorized and directed to do such things and sign, execute and deliver all documents that such directors and officers may, in their discretion, determine to be necessary in order to give full effect to the intent and purpose of this resolution.

Exhibit "A"
AMENDED AND RESTATED EXECUTIVE SHARE PURCHASE PLAN

1. PURPOSE

1.1 This Plan is established by the Board to assist and encourage key executives of the Company to purchase Shares of MCAN Mortgage Corporation.

2. DEFINITIONS

2.1 In this Plan, the following terms have the following meanings:

"Accounts" means the accounts maintained by the Administrator in respect of a Participant as described in paragraph 7.4 hereof;

"Administrator" means the person or other entity which has been appointed by MCAN under paragraph 7.4 hereof to maintain Accounts and to deal with the Shares for and on behalf of Participants in accordance with the terms and conditions of this Plan;

"Applicable Law" means any applicable provision of law, domestic or foreign, including, without limitation, applicable securities legislation, as amended, together with all regulations, rules, policy statements, rulings, notices, orders or other instruments promulgated thereunder and including any applicable Stock Exchange Rules;

"Associate" has the meaning ascribed thereto by the Securities Act (Ontario), as amended;

"Board" means the Board of Directors of MCAN;

"Business Day" means a day other than Saturday or Sunday or a public or statutory holiday in the Province of Ontario;

"Committee" means the Conduct Review, Corporate Governance & Human Resources Committee of the Board or such other committee of the Board as is authorized from time to time by the Board to administer the Plan, provided that such committee shall consist exclusively of directors of MCAN who are not eligible to become Participants in this Plan;

"Company" means MCAN Mortgage Corporation and its Subsidiaries;

"Date of Grant" means the date a Grant to a Participant under this Plan is approved by the board;

"Grant" means a non-transferable right to purchase Shares under this Plan;

"Independent Broker" means a securities broker who is registered under Applicable Law who is appointed by the Administrator and is otherwise regarded as independent under Stock Exchange Rules;

"Insider" means (a) an insider as defined in the Securities Act (Ontario), other than a person who falls within that definition solely by virtue of being a director or senior officer of a Subsidiary of MCAN; and (b) an associate, as such term is defined in the Securities Act (Ontario), of any person who is an insider by virtue of (a);

"Loan" means a loan obtained by a Participant to purchase Shares under this Plan as provided in paragraph 6 hereof;

"Market Price" shall mean the trading volume weighted average of the closing market price per Share on the TSX for the 20 trading days preceding the applicable Date of Grant;

"MCAN" means MCAN Mortgage Corporation, its successors and assigns, and any reference in this Plan to action by MCAN means action by or under the authority of the Board or the Committee (if any);

"Participant" means an employee of the Company, including employees who are members of the Board, designated by MCAN from time to time as participants for purposes of this Plan;

"Plan" means this Executive Share Purchase Plan, as amended and restated from time to time;

"Share Compensation Arrangement" means a stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of shares of MCAN to employees or service providers, including a purchase of shares from treasury which is financially assisted by MCAN or its Subsidiaries by way of a loan, guarantee or otherwise;

"Shares" means common shares in the capital of MCAN, and include any shares of MCAN into which such shares may be converted, reclassified, redesignated, subdivided, consolidated, exchanged or otherwise changed, whether pursuant to a capital reorganization, amalgamation, merger, arrangement or otherwise;

"Stock Exchange Rules" means the applicable rules of any stock exchange or similar market upon which the Shares are listed or trade;

"Subsidiary" has the meaning ascribed thereto by the Securities Act (Ontario); and

"TSX" means the Toronto Stock Exchange.

2.2 This Plan is established under the laws of the Province of Ontario and the rights of all parties and the interpretation of each and every provision of the Plan shall be governed and construed in accordance with the laws of Ontario and the federal laws of Canada applicable therein.

2.3 Unless the context requires otherwise, words importing the singular number may be construed to extend to and include the plural number, and words importing the plural number may be construed to extend to and include the singular number.

3. MAXIMUM NUMBER OF SHARES TO BE ISSUED UNDER THE PLAN

3.1 The aggregate number of Shares which may be issued to Participants under this Plan shall not exceed 980,000, provided that the number of Shares which may be issued pursuant to this Plan together with Shares which may be issued pursuant to any other Share Compensation Arrangements shall not exceed 10% of the outstanding Shares and the number of Shares which may be issued pursuant to this Plan to any one person shall not exceed 5% of the outstanding Shares.

4. ELIGIBILITY TO PARTICIPATE

4.1 From time to time, MCAN may designate employees of the Company, including employees who are members of the Board, as participants ("Participants") for purposes of the Plan.

4.2 Notwithstanding anything to the contrary contained in this Plan, no Shares may be issued to Insiders by MCAN under this Plan if such Shares, together with any other Share Compensation Arrangements, could result, at any time, in:

(a) the Shares issued pursuant to this Plan to Insiders exceeding 10% of all of the Shares of MCAN outstanding on a non-diluted basis immediately prior to the time of issue; or

(b) the issuance to Insiders, within a one-year period, of a number of Shares exceeding 10% of the number of Shares outstanding on a non-diluted basis immediately prior to the time of issuance, excluding Shares issued pursuant to Share Compensation Arrangements over the preceding one-year period; or

(c) the issuance to any one Insider and such Insider's Associates, within a one-year period, of a number of Shares exceeding 5% of the Shares outstanding on a non-diluted basis immediately prior to the time of issuance, excluding Common Shares issued pursuant to Share Compensation Arrangements over the preceding one-year period.

5. GRANTS TO PURCHASE SHARES

5.1 Grants to purchase Shares shall be made to Participants at such times as MCAN may authorize, provided that in no event shall a Grant be made until after the sixth (6th) day following the end of a trading black-out period.

5.2 MCAN shall determine for each Participant the maximum dollar value of Shares which such employee may elect to purchase pursuant to any one Grant. The purchase price per Share payable by a Participant shall be equal to the Market Price on the Date of Grant of such Common Shares.

5.3 The CEO shall within 30 days of the Date of Grant, or such longer period as the Board may approve, advise each Participant in writing of their respective Grants.

5.4 Participants who wish to exercise a Grant must do so within 15 days of being notified in writing of such Grant. A Participant may elect to purchase Shares by executing and delivering to MCAN forthwith such subscription documents and such related documents as MCAN may from time to time require.

5.5 Upon receipt from the Participant of payment therefor, MCAN shall allot and issue to the Participant the number of Shares which a Participant has elected to purchase pursuant to the Grant.

6. LOANS TO PARTICIPANTS

6.1 A Participant shall be entitled to borrow from MCAN (or any other Subsidiary of MCAN as may be designated by MCAN from time to time), on an interest bearing basis, an amount not exceeding two (2) times such Participant's annual salary or such other maximum amount as shall be allowed under the Trust and Loans Companies Act (Canada) as determined by MCAN to enable such Participant to purchase Shares under this Plan, on receipt of loan documentation satisfactory to MCAN. To the extent that such Loan is not sufficient to enable the Participant to purchase such Shares, the Participant shall be entitled to borrow any deficiency from an approved financial institution and upon receipt of Loan documentation satisfactory to MCAN, interest payable by such Participant on any such Loan shall be paid by MCAN (or any other Subsidiary of MCAN as may be designated by MCAN from time to time) for as long as such Participant remains an employee of MCAN or one of its Subsidiaries. All Loans will have a reasonable outside maturity date satisfactory to MCAN.

6.2 Unless otherwise required by the terms of any Loan, certificates representing Shares purchased under the Plan shall be issued in the name of the Participant and held by the Administrator on behalf of the Participant in accordance herewith until all Loans taken out by the Participant are repaid in full.

6.3 In addition to any other default provisions contained therein, any Loan owing by a Participant to MCAN (or any of its Subsidiaries) shall become due and payable by the Participant in the event of a voluntary termination of employment by such Participant or the termination of the employment of such Participant for cause.

7. ADMINISTRATION

7.1 The Plan shall be administered by MCAN in accordance with its provisions. All costs and expenses of administering the Plan, except as otherwise set out in the Plan, will be paid by MCAN or its Subsidiaries. MCAN may, from time to time, establish administrative rules and regulations relating to the operation of the Plan as it may deem necessary or desirable to further the purpose of this Plan and amend or repeal such rules and regulations.

7.2 The determination by the Board or the Committee of any question which may arise as to the interpretation of this Plan or arising out of the course of administering the Plan shall be final and binding on MCAN and its Subsidiaries, the Administrator, all Participants and all other persons claiming rights through any of them. In making such decisions, the Board or Committee will comply with all Applicable Laws.

7.3 The obligation of MCAN to issue Shares in accordance with the Plan, and the power of the Board to amend the Plan, is subject to compliance with all Applicable Laws, respecting the issuance, distribution or listing for trading of such shares. As a condition of participating in the Plan, each Participant shall agree to comply with all such laws, rules and regulations and shall agree to provide MCAN with such information and to execute such documents as may be required to permit MCAN and its Subsidiaries, the Administrator and the Participant to comply therewith.

7.4 MCAN may appoint one or more persons or entities ("Administrator") to maintain accounts ("Accounts") and to hold and deal with the Shares for and on behalf of Participants in accordance with the terms and conditions of this Plan. The Administrator shall maintain records in such Accounts as to all Grants made under the Plan including the outstanding principal balance of all Loans under the Plan. The Administrator shall provide an annual statement to each Participant respecting his or her participation in the Plan.

7.5 The Administrator shall be entitled to receive, on behalf of the Participant, any dividends and other distributions that may be paid by MCAN on the Shares. Where cash dividends are paid on Shares that are held in a Participant's Account, the Administrator shall, on behalf of the Participant, repay the principal amount of any outstanding Loan owing by such Participant (in priority as may be directed by MCAN) to the extent of the amount of such dividends less the amount of income tax that would be imposed on such dividends (after taking into account the gross-up and dividend tax credit, if available) on the assumption that the Participant is liable to tax thereon based on the top marginal rate applicable to an Ontario resident, and shall release to such Participant the remaining amount of such dividends (subject to any required tax deductions or withholdings) as soon as reasonably practicable after such dividends are received by the Administrator. All other distributions or rights to acquire additional Shares or other rights, preferences or privileges received by the Administrator in respect of Shares held in a Participant's Account shall be received by the Administrator on behalf of the Participant and shall be administered by the Administrator in accordance with the written instructions of the Participant.

7.6 MCAN shall direct the Administrator to furnish each Participant holding Shares with a copy of a notice of each meeting of shareholders and other material sent to holders of Shares. Each Participant shall be entitled to exercise the votes attaching to all Shares held in his or her Account at any meeting at which the holders of Shares are entitled to vote.

8. WITHDRAWAL OR SALE OF COMMON SHARES

8.1 Shares shall be non-transferable by the Participant, except to his or her personal representative upon the death of the Participant, for a minimum of two (2) years following the Date of Grant pursuant to which such Common Shares were purchased by the Participant. Notwithstanding the foregoing, if an offer is made to all or substantially all of the holders of Common Shares (or to all or substantially all of such holders whose last address on MCAN's records is in Canada) for the purchase of outstanding Shares, the Participant shall be free to tender his or her Shares into such offer.

8.2 A Participant may, subject to the provisions of this paragraph 8, withdraw Shares from his or her Account or may instruct the Administrator to arrange for Shares in the Participant's Account to be sold on behalf of the Participant by (i) completing, signing and filing with the Administrator an authorization in the form prescribed by MCAN, or (ii) providing notice to the Administrator in such other manner (including by telecommunication or facsimile) as the Administrator may from time to time permit, in each case, with such reasonable notice as the Administrator may require.

8.3 If a Participant wishes to withdraw all or a part of the Shares in the Participant's Account, such Participant shall (a) notify the Administrator in accordance with paragraph 8.2 hereof, and (b) provide the Administrator with evidence (satisfactory to the Administrator) that all the outstanding Loans have been paid in full by the Participant, upon which either a share certificate representing the appropriate number of Shares, registered in the name of such Participant or such name as the Participant may direct, will be provided to the Participant or the Shares will be transferred on behalf of the Participant to the account of the Participant at a registered broker, in each case as the Participant may direct. If such Participant is withdrawing his or her entire Account and is entitled to a fraction of a Share upon such withdrawal, an amount equal to the value of such fraction, based on the Market Price, shall be paid by MCAN to the Participant.

8.4 If a Participant notifies the Administrator in accordance with section 8.2 that the Participant wishes to sell all or a part of the Shares in the Participant's Account, the Administrator shall, using an Independent Broker, arrange to sell those Shares referenced in the Participant's notice at the best price or prices which are reasonably obtainable on behalf of such Participant. Following the sale of such Shares, the Administrator shall use the proceeds of such sale, net of any applicable fees or expenses (and any required tax deductions or withholdings), to pay down the outstanding Loans of such Participant (in priority as may be directed by MCAN) by an amount equal to (i) the principal outstanding under all Loans owing by such Participant, multiplied by (ii) a fraction, the numerator of which is the number of Shares sold and the denominator of which is the total number of Shares in the Participant's Account immediately prior to such sale, and shall release to the Participant the balance of such proceeds. If the Participant elects to sell all Shares in his or her Account and is entitled to a fraction of a Share, an amount equal to the value of such fraction, based on the Market Price, shall be paid by MCAN to the Participant.

8.5 The Administrator shall arrange from time to time to provide statements to each Participant describing the particulars of withdrawals or sales of Shares in the Participant's Account made pursuant to this paragraph 8.

9. SALE OF COMMON SHARES ON TERMINATION OF EMPLOYMENT

9.1 In the event that a Participant has any outstanding Loans with MCAN (or any of its Subsidiaries), MCAN shall be entitled (but for greater certainty shall not be obligated) to cause the Administrator to sell any outstanding Shares held on behalf of such Participant under this Plan by such means and on such terms as MCAN sees fit (it being acknowledged that MCAN may be the purchaser of such Shares or any portion thereof) in the following circumstances and on the following basis:

(a) At any time at MCAN's option, without notice to such Participant, prior to the maturity date of any outstanding Loan with MCAN (or any of its Subsidiaries), in the event of (i) voluntary termination of employment by such Participant, (ii) the termination of the employment of the Participant for cause, or (iii) in the event of default by such Participant of any Loan, in which event MCAN shall use the proceeds of such sale, net of any applicable fees or expenses (and any required tax deductions or withholdings), to repay any outstanding Loans owing by such Participant (in priority as may be directed by MCAN) and shall release to the Participant any excess of such proceeds over the amounts owing under such Loans. In such event, if the sale proceeds are not sufficient to fully repay all outstanding Loans owing by such Participant to MCAN (or any of its Subsidiaries), the Participant shall remain obligated to repay any and all outstanding Loans owed by such Participant, in accordance with the terms of the Loan.

(b) At any time at MCAN's option, without notice to such Participant, prior to the maturity date of any outstanding Loan with MCAN (or any of its Subsidiaries), in the event of (i) the retirement, death or permanent disability of such Participant, or (ii) the termination of the employment of the Participant by MCAN (or any of its Subsidiaries) without cause, in which event MCAN shall use the proceeds of such sale, net of any applicable fees or expenses (and any required tax deductions or withholdings), to repay any outstanding Loans owing by such Participant (in priority as may be directed by MCAN) and shall release to the Participant any excess of such proceeds over the amounts owing under any outstanding Loans. In such event, recourse under any Loan owing by a Participant to MCAN (or any of its Subsidiaries) shall be limited to the sale proceeds obtained by MCAN (or its Subsidiaries) pursuant to such sale. For greater certainty, if MCAN does not exercise its option under this paragraph 9.1(b), any Loan owing by a Participant to MCAN (or any of its Subsidiaries) shall remain fully repayable by the Participant.

10. GENERAL

10.1 Participation in the Plan shall be entirely voluntary and any decision not to participate shall not affect any employee's employment with MCAN or its Subsidiaries. No employee, Participant or other person shall have any claim or right to participate under the Plan. Participation in the Plan shall not affect or interfere with the right of the employer of a Participant to terminate the employment of a Participant.

10.2 Notwithstanding any other provision of the Plan, each Participant in the Plan shall be subject to the terms and restrictions contained in MCAN's existing policy on trading of securities of MCAN, as it may be amended from time to time, in connection with any withdrawal or sale of Shares under this Plan.

10.3 The interest of any Participant in the Plan is personal to the Participant and is non-assignable. The terms and conditions of this Plan shall be binding upon the executors, administrators, heirs and successors of the Participant.

10.4 None of the Company, any member of the Committee, or the Administrator shall be liable to any Participant for any loss resulting from:

(a) a decline in the market value of any Shares purchased by a Participant pursuant to the Plan;

(b) any change in the market price of the Shares between the Date of Grant and the time of purchase of the Shares pursuant to such Grant; or

(c) any decision by MCAN to exercise, or not to exercise, its options under paragraph 9.1.

10.5 This Plan shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

11. AMENDMENT OR TERMINATION OF THE PLAN

11.1 Subject to Section 11.2, MCAN may, subject to Board approval, at any time and from time to time, amend the Plan or any provisions thereof in such manner as MCAN, in its sole discretion, determines appropriate, including (but without limitation) as follows:

(a) amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the Plan, or to correct or supplement any provision of the Plan that is inconsistent with any other provision of the Plan;

(b) amendments necessary to comply with the provisions of Applicable Law or the Stock Exchange Rules;

(c) amendments to the exercise period provisions of the Plan, subject to the limitation that any such amendments shall not increase the exercise period of a Grant to beyond 12 months from the date of Grant;

(d) amendments to the financial assistance provisions of the Plan;

(e) amendments respecting administration of the Plan;

(f) any amendment to the definition of "Participant" or otherwise relating to the eligibility of any Participant;

(g) amendments necessary to suspend or terminate the Plan; and

(h) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under Applicable Law or the Stock Exchange Rules,

provided, however, that no such amendment of the Plan may be made without: (i) obtaining the consent of the Participants if such amendment would adversely alter or impair the existing rights of a Participant in respect of Grants which have been made or Shares which have been acquired under the Plan prior to the date of such amendment, or (ii) if applicable, obtaining any required regulatory approval to such amendment.

11.2 Shareholder approval will be required for the following types of amendments:

(i) amendments to the number of Shares issuable under the Plan, including an increase to the fixed maximum number of Shares or a change from a fixed maximum number of Shares to a fixed maximum percentage;

(ii) amendments that would result in the purchase price for the Shares issued under the Plan to be at a discount to the Market Price of the Shares; and

(iii) amendments specifically required to be approved by shareholders under the provisions of Applicable Law or the Stock Exchange Rules.

11.3 In the event of any conflict between Section 11.1 and Section 11.2, Section 11.2 shall prevail to the extent of any conflict.

11.4 MCAN may suspend or discontinue the Plan at any time without the consent of the Participants provided that such suspension or discontinuance shall not adversely alter or impair the existing rights of a Participant in respect of Grants which have been made or Shares which have been acquired under the Plan, prior to the date of such suspension or discontinuance without the Participant's consent in writing.

11.5 Participants will be given thirty (30) days' notice of any amendment or suspension to, or termination of, the Plan, except for any amendment necessary or desirable as aforesaid to comply with Applicable Law or the Stock Exchange Rules.

12. EFFECTIVE DATE

12.1 Subject to any required regulatory approval of the Plan, the Plan shall come into force effective August 7, 2002.

SCHEDULE "B"

BOARD MANDATE

Role

The Board of Directors (the "Board") is responsible for the stewardship of MCAN and for providing independent oversight of the management of the business and affairs of the organization.

The Board shall, either directly or through a Board committee, carry out the duties set out in this Mandate.

Membership and Operations

1. The composition and organization of the Board, including the number, qualifications and remuneration of directors; the independence of directors; the number of Board meetings; Canadian residency requirements; quorum requirements; meeting procedures and notices of meetings are as established by the governing legislation and MCAN's by-laws and policies in effect from time to time.

2. A majority of the directors shall be resident Canadians, shall be independent in accordance with the requirements of laws governing MCAN, the applicable stock exchange on which MCAN's securities are listed, applicable securities regulatory authorities and MCAN's Director Independence Policy, and no more than two-thirds of the directors shall be "affiliated" with MCAN for the purpose of the Trust and Loan Companies Act (Canada).

3. Each member of the Board shall satisfy the applicable experience requirements of laws governing MCAN, the applicable stock exchange on which MCAN's securities are listed and applicable securities regulatory authorities.

4. The Board shall meet at least five times in each year, a majority of directors shall constitute a quorum at any meeting of the Board, and a majority of directors participating in any meeting shall be resident Canadians.

Responsibilities and Duties

Culture of Integrity and Ethics

1. Promote a culture of integrity at MCAN. The Board shall satisfy itself as to the integrity of the Chief Executive Officer (the "CEO") and the executive officers, and that the CEO and executive officers create a culture of integrity throughout MCAN.

2. Approve MCAN's Code of Business Conduct & Ethics (the "Code") and, through the Conduct Review, Corporate Governance & Human Resources Committee, monitor compliance and waivers thereof.

3. Approve policies and procedures for dealing with all matters related to integrity and ethics, including conflicts of interest, related party transactions and the treatment of confidential information.

Strategic Planning Process and Implementation

4. Oversee and adopt MCAN's strategic planning process and annually approve a strategic plan which takes into account, among other things, the opportunities and risks of MCAN's business. The strategic plan must address an annual review of the budget, structure and resources for all functions.

5. At least quarterly obtain and review a report from management on implementation and effectiveness of the approved strategic plan.

6. Approve all major corporate decisions and strategic initiatives, including new Non-Marketable Securities.

7. Review and approve MCAN's financial objectives, plans and actions, including liquidity, funding, capital issuances, capital allocations and expenditures, and the declaration of dividends.

8. Monitor investment practices of any subsidiary and every joint venture/partnership in which MCAN is a participant to ensure adherence to prudent investment standards.

Risk Management and Compliance

9. Promote and ensure a strong and effective risk culture throughout the organization.

10. Ensure risk management controls are appropriate and regularly assessed for effectiveness.

11. Review and approve annually, the Enterprise Risk Management Framework, including the structure, principles and processes for identifying, measuring, monitoring, reporting and mitigating the major financial and non-financial risks that could impact MCAN's strategy, capital, liquidity or financial position.

12. Review and approve annually MCAN's Enterprise Risk Assessment including recommendations with respect to specific risks to be included in the determination of risk-based capital targets.

13. In conjunction with the approval of the Strategic Plan, annually review and approve the Risk Appetite Framework ("RAF"). Receive regular updates from management with respect to principal risks, management activities and initiatives to ensure alignment with the Board approved RAF and Strategic Plan.

14. In conjunction with the approval of the Strategic Plan, review and approve MCAN's Internal Capital Adequacy Assessment Process ("ICAAP").

15. Review and approve annually MCAN's Recovery Plan.

16. On an ongoing basis, review management's assessment of MCAN's capacity to withstand potential adverse events that could negatively impact its capital, liquidity and financial position.

17. Oversee the policies and processes to identify and ensure compliance with applicable legal and regulatory requirements.

Succession Planning

18. Oversee and approve MCAN's succession planning processes, including the selection, appointment, development, evaluation and compensation of the Chair of the Board, Board members, the CEO and executive officers, including the heads of MCAN's oversight functions.

19. Review and approve the establishment of annual performance targets and short-term and long-term corporate goals and objectives for the CEO and executive officers, including the heads of MCAN's oversight functions.

20. Oversee MCAN's general approach to human resources and compensation philosophy to ensure it aligns with MCAN's business strategy, values and risk appetite.

Communications and Public Disclosure

21. Approve MCAN's disclosure policy that governs the release of information about MCAN and requires timely, factual and accurate disclosure of such information in accordance with all applicable legal and regulatory requirements.

22. Review and approve MCAN's annual and quarterly financial statements and management discussion and analysis, press releases, annual information form, management proxy circular, prospectuses, and any other public documents prior to their release.

Internal Controls

23. Oversee the internal control and management information systems, monitor the integrity and effectiveness of such systems and obtain assurances on a regular basis that these systems and controls are designed and operating effectively.

24. Review reports on the effectiveness of internal control over financial reporting from management, internal and external auditors.

Corporate Governance

25. Oversee MCAN's approach to corporate governance matters, the disclosure and reporting thereof, including independence from management and the independence of individual directors.

26. At the recommendation of the Conduct Review, Corporate Governance & Human Resources Committee, annually determine those individual directors proposed to be nominated for election at the next annual meeting of shareholders.

27. Oversee formal evaluations of the Board, all Board committees, individual directors, the Chair of the Board and the CEO, with the assistance of independent external advisors as required, with the scope and frequency of such external input to be established by the Conduct Review, Corporate Governance & Human Resources Committee.

28. Establish Board committees, define their mandates and, subject to applicable law, delegate such matters to any committee in order to assist the Board in carrying out its duties and responsibilities.

29. Oversee compliance with MCAN's governance policies in effect from time to time, including the Director Independence Policy.

Communication with Directors

30. Shareholders or other stakeholders of MCAN may communicate with the directors by writing to the Chair of the Board as follows:

    Chair of the Board
    MCAN Mortgage Corporation
    200 King Street West
    Suite 600
    Toronto, Ontario
    M5H 3T4

Approved: December 2020