NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF MCAN MORTGAGE CORPORATION (d/b/a MCAN FINANCIAL GROUP)

NOTICE is hereby given that an annual and special meeting ("**Meeting**") of the shareholders of MCAN Mortgage Corporation (d/b/a MCAN Financial Group) ("**MCAN**", or the "**Corporation**") will be a hybrid meeting so that shareholders may attend the Meeting in person or virtually:

on Thursday, May 8, 2025 at 4:30 p.m. (Toronto time):

- via live video webcast at: **https://meetnow.global/MGJKWVT**
- in-person at: **Vantage Venues, 150 King Street West, Financial One (F1), 16th Floor, Toronto, Ontario M5H 1J9**

For the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2024 and the report of the Auditors thereon;
2. To consider, and if deemed advisable, pass a special resolution, the full text of which is set forth in this management information circular (the "**Circular**"), confirming an amendment to By-law No. Eleven as outlined in Schedule "**A**" to this Circular;
3. To elect the Board of Directors;
4. To appoint Auditors;
5. To consider and, if deemed advisable, pass an ordinary resolution, the full text of which is set forth in Schedule "**B**" to this Circular, approving the Second Amended and Restated Executive Share Purchase Plan;
6. To consider and, if deemed advisable, approve an advisory resolution on the Board of Directors' approach to executive compensation; and
7. To transact such other business as may properly be brought before the Meeting.

Holders of common shares of the Corporation of record at the close of business on Friday, March 21, 2025 are eligible to vote at the Meeting.

This year, as permitted by the Canadian Securities Administrators and pursuant to an exemption from the proxy solicitation requirement received from the Office of the Superintendent of Financial Institutions Canada ("OSFI"), the Corporation is using "notice-and-access" procedures for delivery of the Corporation's proxy-related materials, including the Corporation's Circular and the Corporation's audited consolidated financial statements for the fiscal year ended December 31, 2024, the auditor's report thereon and the related management's discussion and analysis (together with this Circular, the "Meeting Materials"), to both its registered and non-registered shareholders.

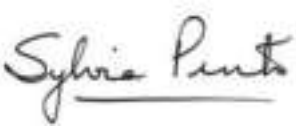
Under notice-and-access, the Corporation is not required to distribute paper copies of the Meeting Materials. Instead, electronic versions of such Meeting Materials will be posted on a website for shareholder access and review. While shareholders will still receive by mail a form of proxy or voting instruction form so that they can vote their shares, instead of receiving a paper copy of the Meeting Materials, shareholders will receive a notice and access notification outlining the matters to be addressed at the Meeting and, explaining how they can access the Meeting Materials electronically and how to request paper copies. Notice-and-access is environmentally friendly and benefits the Corporation and its shareholders through a substantial reduction in the costs of paper, printing and postage.

If the shareholder's name appears on a share certificate, this shareholder is considered a "registered shareholder". If the shareholder's 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 stockbroker, a trustee or any other institution, this shareholder is considered a "non-registered" or "beneficial" shareholder. 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 instruction objecting to the same.

Registered shareholders and NOBOs may request paper copies of the Meeting Materials at no cost by calling Computershare Trust Company of Canada, toll-free within North America at 1-866-962-0498 and entering the 15-digit control number as indicated on the form of proxy or voting instruction form. OBOs may request paper copies of the Meeting Materials from Broadridge at no cost up to one year from the date the Circular was filed on SEDAR+, through the internet by going to www.proxyvote.com or by telephone at 1-877-907-7643 and entering the 16-digit control number provided on the voting instruction form and following the instructions provided. Shareholders will not receive another form of proxy or voting instruction form. Shareholders must retain their current one to vote their shares. In any case, requests should be received at least ten (10) business days (April 24, 2025) prior to the Meeting date in order to receive the Meeting Materials in advance of the Meeting.

Please contact our transfer agent, Computershare Trust Company of Canada ("Computershare") at 1-800-564-6253 toll-free within North America or by email at service@computershare.com with any questions you may have regarding the Meeting.

BY ORDER OF THE BOARD



SYLVIA PINTO

CORPORATE SECRETARY

Dated March 21, 2025