

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF 1511419 ONTARIO INC., FORMERLY KNOWN AS  
THE CASH STORE FINANCIAL SERVICES INC., 1545688 ALBERTA  
INC., FORMERLY KNOWN AS THE CASH STORE INC., 986301  
ALBERTA INC., FORMERLY KNOWN AS TCS CASH STORE INC.,  
1152919 ALBERTA INC., FORMERLY KNOWN AS INSTALOANS INC.,  
7252331 CANADA INC., 5515433 MANITOBA INC., 1693926 ALBERTA  
LTD. DOING BUSINESS AS "THE TITLE STORE" (COLLECTIVELY,  
THE "APPLICANTS")**

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**NOTEHOLDER VOTING INSTRUCTION FORM**

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<b><u>VOTING RECORD DATE:</u></b>	<b>OCTOBER 19, 2015</b>
<b><u>INSTRUCTION FORM DEADLINE DATE:</u></b>	<b>OCTOBER 28, 2015 BEFORE 5:00 P.M. EASTERN TIME</b>
<b><u>VOTING DEADLINE DATE:</u></b>	<b>NOVEMBER 4, 2015 BEFORE 5:00 P.M. EASTERN TIME</b>

Before completing this instruction form, please read carefully the accompanying Instructions For Completion of the Noteholder Voting Instruction Form. Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of the Applicants dated as of October 6, 2015 (as may be amended, restated or supplemented from time to time, the "**Plan**") and filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") with the Ontario Superior Court of Justice (Commercial List) (the "**Court**"), and the order of the Court dated September 30, 2015 authorizing the Applicants to call and hold the Meetings (the "**Meetings Order**").

This voting instruction form is to direct the vote of your Secured Noteholder Claim. In accordance with the Plan and the Meetings Order, this voting instruction form may only be completed by Beneficial Noteholders with respect to their Secured Notes. This voting instruction form should be returned to your nominee, bank or broker (your "**Participant Holder**"), and the information contained in this voting instruction form will be verified by the Participant Holder in completing the Noteholder Proxy that it will submit in connection with the Plan.

In connection with the Noteholder Proxy, the Participant Holder will appoint Brendan D. O'Neill of Goodmans LLP, counsel to the Ad Hoc Committee, with power of substitution at Mr. O'Neill's discretion, or such other Person as he, in his sole discretion, may designate (the "**Goodmans Proxy**") to attend on behalf of and act for the Participant Holder at the Secured Noteholders Meeting and at any and all adjournments, postponements or other rescheduling of

the Secured Noteholders Meeting, and to vote the amount of your Secured Noteholder Claim, based on the principal amount of Secured Notes held as listed in Item 1 below (or as otherwise affixed to this voting instruction form), for voting purposes in accordance with the Meetings Order and as set out in the Plan. If you do not want the Participant Holder to appoint the Goodmans Proxy to act on the Participant Holder's behalf with respect to your Secured Noteholder Claim, you should contact the Participant Holder and you should not complete this voting instruction form.

**Item 1. Amount of Secured Notes to be Voted at the Secured Noteholder Meeting**

Your bank or broker may have affixed a label to this voting instruction form listing the aggregate principal amount of Secured Notes that you held as of the Voting Record Date. If no label has been included, please list the aggregate principal amount of Secured Notes held by you as of the Voting Record Date, October 19, 2015:

**CUSIP: CA C21768AA1 1 and CA 14756FAB9 0**

**Principal Amount Held:** \_\_\_\_\_

**Item 2. Appointment of Proxyholder and Vote**

The undersigned directs the Participant Holder to vote on its behalf at the Secured Noteholders Meeting with respect to its Secured Noteholder Claim as follows (mark one only):

- Vote **FOR** approval of the Plan; or
- Vote **AGAINST** approval of the Plan,

If no boxes are marked as a vote for or against approval of the Plan pursuant to this Item 2, this voting instruction form shall be voted **FOR** approval of the Plan at each of the Secured Noteholder Meeting.

In respect of the undersigned's Secured Noteholder Claim, based on the principal amount of Secured Notes held as listed in Item 1 above (or as otherwise affixed to this voting instruction form), the undersigned directs the Participant Holder to appoint the Goodmans Proxy (i) to attend on behalf of and act for the Participant Holder at the Secured Noteholders Meeting and at any and all adjournments, postponements or other rescheduling of the Secured Noteholders Meeting, and to vote the amount of the undersigned's Secured Noteholder Claim, based on the principal amount of Secured Notes held as listed in Item 1 above (or as otherwise affixed to this voting instruction form), for voting purposes as determined by and accepted for voting purposes in accordance with the Meetings Order and as set out in the Plan, and (ii) to otherwise act for and on behalf of the undersigned with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Secured Noteholders Meeting or any adjournment, postponement or other rescheduling of the Secured Noteholders Meeting.

**Item 3. Certification.**

By returning this voting instruction form, the holder of the Secured Notes evidenced hereby certifies that (a) it has full power and authority to vote for or against the Plan, (b) it was a Secured Noteholder as of October 19, 2015 and either (i) it did not acquire its Secured Notes on or after September 28, 2015 or (ii) it acquired \$\_\_\_\_\_ principal amount of Secured Notes from \_\_\_\_\_ (name of previous holder) on or after September 28, 2015, (c) it has received a copy of the Information Statement and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Information Statement and the Plan, and (d) it authorizes its Participant Holder to treat this voting instruction form as a direction to include it on the Noteholder Proxy.

Name of Beneficial Holder (print):					
Bank or Broker with Custody of My Secured Notes:					
Signature: <b>X</b>				Date:	
Authorized Contact:				Title:	
Address:					
City:		State/Province:		Zip/Postal:	
Telephone:		E-Mail:			

**INSTRUCTIONS FOR COMPLETION OF NOTEHOLDER VOTING INSTRUCTION  
FORM**

1. This voting instruction form should be read in conjunction with the Plan, the Information Statement and the Meetings Order.
2. Each Participant Holder shall within three (3) Business Days of receipt of an Information Package complete the information in item 1 of the Noteholder Voting Instruction Form for each Beneficial Holder on whose behalf it holds the Secured Notes and deliver to each such Beneficial Holder the Noteholder Voting Instruction Form and one copy of the Information Statement and the Notice of Meeting.
3. This voting instruction is to be completed only by Beneficial Noteholders who hold their notes through a Participant Holder with the Depository. If you are the registered legal owner or holder of one or more Secured Notes, you must complete and return the Noteholder Proxy to vote at the Meeting.
4. Each Secured Noteholder has the right to appoint a person to attend, act and vote for and on behalf of the Secured Noteholder at the Secured Noteholders Meeting. If you do not want the Participant Holder to appoint the Goodmans Proxy to act on the Nominee's behalf with respect to your claims, you should contact the Participant Holder and you should not complete this voting instruction form.
5. If this voting instruction form is not dated in the space provided, it shall be deemed to be dated as of the date on which it is received by the Participant Holder.
6. A valid voting instruction form from the same Secured Noteholder bearing or deemed to bear a later date shall revoke this voting instruction form. If more than one valid voting instruction form from the same Secured Noteholder and bearing or deemed to bear the same date are received with conflicting instructions, such voting instruction forms shall not be counted for the purposes of the vote.
7. This voting instruction form must be signed by the Secured Noteholder or by a person duly authorized (by power of attorney) to sign on the Secured Noteholder's behalf or, if the Secured Noteholder is a corporation, partnership or trust, by a duly authorized officer or attorney of the corporation, partnership or trust.
8. If this voting instruction form was delivered to you with a return envelope, please return it in the envelope provided to you.
9. **ALL NOTEHOLDER VOTING INSTRUCTION FORMS MUST BE RECEIVED BY YOUR PARTICIPANT HOLDER BY NO LATER THAN 5:00 P.M. (EASTERN TIME) ON OCTOBER 28, 2015.**
10. The Monitor is authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Noteholder Voting Instruction Form / Noteholder Proxy is completed and executed and may waive strict compliance with the requirements in connection with the deadlines imposed by the Meetings Order.