

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")

NOTEHOLDER PROXY

(FOR USE BY PARTICIPANT HOLDERS AND PHYSICAL HOLDERS OF THE NOTES)

VOTING RECORD DATE: OCTOBER 19, 2015

INSTRUCTION FORM DEADLINE DATE: OCTOBER 28, 2015 BEFORE 5:00 P.M. EASTERN
TIME

VOTING DEADLINE DATE: NOVEMBER 4, 2015 BEFORE 5:00 P.M. EASTERN
TIME

INSTRUCTIONS: 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* and an order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated October 6, 2015, which supplemented the Court order dated September 30, 2015 (the "**Meetings Order**") authorizing the Applicants to call and hold the Meetings. DTC Participants holding the above-referenced securities through DTC ("**Participant Holders**") should complete this Noteholder Proxy (the "**Noteholder Proxy**") on their own behalf or on behalf of the persons for whom they hold the securities, and return this Noteholder Proxy to the Monitor, as directed below, before the Voting Deadline Date. Participant Holders should have reference to the instructions attached to the Noteholder Voting Instruction Form in distributing such forms and in completing the Noteholder Proxy. Physical holders of the above-referenced securities holding such securities **in physical form** on their own behalf or on behalf of the persons for whom they hold the securities (the "**Physical Holders**" and together with the Participant Holders, the " **Holders**") should complete this Noteholder Proxy and return this Noteholder Proxy to the Monitor, as directed below, before the Voting Deadline Date. **Beneficial Owners of Secured Notes held through a brokerage firm, trust company or other nominee should not use this Noteholder Proxy.** Such beneficial owners should contact their Participant Holder or the Monitor to obtain a copy of a voting instruction form. If you have any questions with the completion of this Noteholder Proxy, please contact the Monitor at the contact information set forth in Step 4 below.

**STEP 1: PHYSICAL HOLDER APPOINTMENT OF PROXY / VOTE OF SECURED
NOTEHOLDERS (TO BE COMPLETED BY PHYSICAL HOLDERS ONLY)**

THE UNDERSIGNED HOLDER hereby revokes all proxies previously given and nominates, constitutes, and appoints:

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: _____

in respect of the Secured Noteholder Claim(s) based on the principal amount of Secured Notes held as listed above, the Physical Holder appoints Brendan D. O'Neill of Goodmans LLP, or such other Person as he, in his sole discretion, may designate (the "**Goodmans Proxy**") (i) to attend on behalf of and act for the Physical 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 Secured Noteholders Claim(s) based on the principal amount of Secured Notes held, as listed above, in the manner indicated below 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 Meetings or any adjournment, postponement or other rescheduling of the Meetings. **If you do not want to appoint the Goodmans Proxy to act on your behalf with respect to your claims, you should contact the Monitor and you should not complete this proxy.** The undersigned directs the Goodmans Proxy 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.

STEP 2: PARTICIPANT HOLDER APPOINTMENT OF PROXY / VOTE OF SECURED NOTEHOLDERS (TO BE COMPLETED BY PARTICIPANT HOLDERS ONLY)

THE UNDERSIGNED HOLDER hereby revokes all proxies previously given and nominates, constitutes, and appoints:

A) in respect of the Secured Noteholder Claim(s) based on the principal amount of Secured Notes held as listed below, 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 Secured Noteholders Claim(s) based on the principal amount of Secured Notes held, as listed below, in the manner indicated below 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 Meetings or any adjournment, postponement or other rescheduling of the Meetings.

Votes <u>FOR</u> the Plan	
Total Number of Beneficial Owners voting FOR the Plan for purposes of the Secured Noteholders Meeting	Total Principal Amount of Secured Notes held by Secured Noteholders voting FOR the Plan for purposes of the Secured Noteholders Meeting
	\$

Votes <u>AGAINST</u> the Plan	
Total Number of Beneficial Owners voting AGAINST the Plan for purposes of the Secured Noteholders Meeting	Total Principal Amount of Secured Notes held by Secured Noteholders voting AGAINST the Plan for purposes of the Secured Noteholders Meeting
	\$

B) in respect of the Secured Noteholders Claim(s) based on the principal amount of Secured Notes held, as listed below, the applicable individual identified below (i) to attend on behalf of and act for the Beneficial Noteholder at the Secured Noteholders Meeting and at any and all adjournments, postponements or other rescheduling of the Secured Noteholders Meeting, and to vote the applicable amount of the Secured Noteholders Claims, based on the principal amount of Secured Notes held, as listed below, 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 Meetings or any adjournment, postponement or other rescheduling of the Meetings.

Name of Beneficial Noteholder	Name of Proxy	Principal Amount Held

_____ [number] Secured Noteholders acquired Secured Notes on or after September 28, 2015, representing an aggregate principal amount of \$_____ of Secured Notes. Further details will be made available to the Monitor at its request.

Please feel free to attach additional schedules as is necessary.

Any claims listed in clause (B) above shall **not** be included in clause (A) above, as it is anticipated that claims referenced in clause (B) above will be voted by the appointed person at the Secured Noteholders Meeting.

STEP 3: EXECUTION BY AUTHORIZED SIGNATORY (TO BE COMPLETED BY ALL HOLDERS)

By signing below, the undersigned Holder hereby certifies that (i) it has full power and authority to vote for or against the Plan, (ii) it was the holder, by physical Secured Notes or through a position held at DTC, of the Secured Notes set forth above on the Voting Record Date, and (iii) in the case of a Participant Holder, the summary is a true and accurate schedule of the Beneficial Noteholders as of the Voting Record Date of the Secured Notes who have delivered voting instruction forms to the undersigned Participant Holder, if applicable.

Date Submitted: _____, 2015

Participant No. (*Participant Holders only*) _____

Print Name of Company: _____

Authorized Employee Contact (Print Name): _____

Title: _____ **Tel. No.:** _____

E-Mail: _____

Signature: X _____

MEDALLION STAMP BELOW (*Participant Holders Only*)

STEP 4. DELIVERY OF NOTEHOLDER PROXY

Please deliver the Noteholder Proxy via **both**: (a) facsimile or email transmission; and (b) mail to the following address by the Voting Deadline Date:

**FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8**

**Attention: Cash Store Financial Meetings Proxy
Email: cashstorefinancial@fticonsulting.com
Fax: 416-649-8101**

DELIVERY OF THIS NOTEHOLDER PROXY OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.