

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE REGIONAL)

WEDNESDAY, THE 30TH

SENIOR JUSTICE MORAWETZ)

DAY OF SEPTEMBER, 2015



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"

APPLICANTS

**ORDER
(MEETINGS ORDER)**

THIS MOTION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the affidavit of William E. Aziz sworn September 23, 2015 and the Exhibits attached thereto (the "**Aziz Affidavit**"), the Nineteenth Report of FTI Consulting Canada Inc. in its capacity as Monitor (the "**Monitor**") and the affidavit of Bradley J. Owen sworn September 29, 2015 and the Exhibits attached thereto, and on hearing the submissions of counsel for the Chief Restructuring Officer (the "**CRO**"), the DIP Lenders, the Monitor, the Ad Hoc Committee, KPMG LLP and such other counsel present, no other person appearing although duly served as appears from the affidavit of service sworn and filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that, unless otherwise noted, capitalized terms shall be as defined in this Order, in the Plan of Compromise and Arrangement in respect of the Applicants (the “**Plan**”), which is attached as Exhibit A to the Aziz Affidavit, or in the Aziz Affidavit.

MONITOR’S ROLE

3. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under (i) the CCAA, (ii) the Initial Order, and (iii) any other Order of the Court, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Meetings Order.

4. **THIS COURT ORDERS** that: (i) in carrying out the terms of this Meetings Order, the Monitor shall have all the protections given to it by the CCAA, the Initial Order, or as an officer of the Court, including the stay of proceedings in its favour; (ii) the Monitor shall incur no liability or obligation as a result of carrying out the provisions of this Meetings Order, save and except for any gross negligence or wilful misconduct on its part; (iii) the Monitor shall be entitled to rely on the books and records of the Applicants and any information provided by the Applicants without independent investigation; and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information.

5. **THIS COURT ORDERS** that the Monitor and the Applicants are authorized to retain such agents as they deem to be advisable to assist them in connection with calling and conducting the Meetings, including with respect to the distribution of the Information Package, the identification of the applicable Affected Creditors and the solicitation of proxies from Persons entitled to vote at the Meetings.

PLAN OF COMPROMISE AND ARRANGEMENT

6. **THIS COURT ORDERS** that the Applicants shall return to Court on or before Tuesday, October 6, 2015 to seek an order of this Court accepting the filing of the Plan with the Court and authorizing the Applicants to seek approval of the Plan by the Affected Creditors at the Meetings in the manner set forth herein (the “**Plan Filing Order**”).

7. **THIS COURT ORDERS** that the Applicants be and are hereby authorized to amend, modify and/or supplement the Plan, provided that any such amendment, modification or supplement shall be made in accordance with the terms of Article 11.4 of the Plan.

NOTICE OF MEETINGS

8. **THIS COURT ORDERS** that each of the following, in substantially the forms attached to this Order as Schedules “A”, “B”, “C” “D” and “E”, respectively, are hereby approved:

- (a) the Applicant’s information statement (the “**Information Statement**”);
- (b) the form of notice of the Meetings and hearing for approval of the Sanction Order (the “**Notice of Meeting**”);
- (c) the form of proxy for the Senior Secured Lenders (the “**Senior Lender Proxy**”); and
- (d) the form voting instruction form for the Secured Noteholders (the “**Noteholder Voting Instruction Form**”); and
- (e) the form of Noteholder Proxy for use by Participant Holders (the “**Noteholder Proxy**” and, together with the Senior Lender Proxy, the “**Creditor Proxies**”),

(collectively, the “**Information Package**”).

9. **THIS COURT ORDERS** that, notwithstanding paragraph 8 above, but subject to paragraph 7, the Applicants and the Monitor, with the consent of the Ad Hoc Committee, may from time to time make such minor changes to the documents in the Information Package as the Applicants and the Monitor consider necessary or desirable or to conform the content thereof to the terms of the Plan, this Order, the Plan Filing Order or any further Orders of the Court.

10. **THIS COURT ORDERS** that, as soon as practicable after the granting of the Plan Filing Order, the Monitor shall cause a copy of the Information Package (and any amendments made thereto in accordance with paragraph 9 hereof), this Order and the Plan Filing Order to be posted on the Monitor's website at <http://cfcanda.fticonsulting.com/cashstorefinancial> (the "**Monitor's Website**"). The Monitor shall ensure that the Information Package (and any amendments made thereto in accordance with paragraph 9 hereof) remains posted on the Monitor's Website until at least one (1) Business Day after the Plan Implementation Date. As soon as practicable after the granting of the Plan Filing Order, the Monitor shall also send copies of the Information Package by regular mail, facsimile, courier or e-mail to (i) all parties who have charges, security interests or claims evidenced by registrations pursuant to any personal property registry system in any Province in Canada (collectively, the "**PPSA Registrants**"), and (ii) Canada Revenue Agency and the ministry of finance or similar governmental agency for each Province in Canada (collectively, the "**Crown Agencies**").

11. **THIS COURT ORDERS** that, as soon as practicable after the granting of the Plan Filing Order, the Monitor shall use reasonable efforts to cause the Notice of Meeting to be published for a period of one (1) Business Day in The Globe and Mail (National Edition), The Edmonton Journal, The Australian (Australia) and The Daily Telegraph (UK) (the "**Newspaper Publication**"), provided that the Monitor shall be entitled to make such amendments or abridgments to the Notice of Meeting as are reasonable, in its discretion, for the purpose of publishing the Notice of Meeting in the foregoing newspapers.

SECURED NOTEHOLDER SOLICITATION PROCESS

12. **THIS COURT ORDERS** that the record date for the purposes of determining which Secured Noteholders are entitled to receive notice of the Secured Noteholders Meeting and vote at the Secured Noteholders Meeting with respect to their Secured Noteholder Claim shall be 5:00 p.m. (Toronto time) on September 28, 2015 (the "**Voting Record Date**"), without prejudice to the right of the Applicants, with the consent of the Monitor and the Ad Hoc Committee, to set any other record date or dates for the purpose of distributions under the Plan or other purposes.

13. **THIS COURT ORDERS** that, unless already provided, as soon as practicable after the granting of the Plan Filing Order, the Monitor shall send via email to the Indenture Trustee, an electronic copy of the Information Package (other than the Senior Lender Proxy) and the

Indenture Trustee shall provide the Monitor with a list showing the names and addresses of all persons who are registered holders of the Notes and hold the notes in physical form (the “**Physical Holders**”) and the principal amount of Secured Notes held by each Physical Holder as at the Voting Record Date (the “**Physical Holders List**”).

14. **THIS COURT ORDERS** that, unless already provided, as soon as practicable after the granting of the Plan Filing Order, the Applicants shall provide the Monitor with a list showing the names and addresses of all persons who are Depository participants (each a “**Participant Holder**”) and the principal amount of Secured Notes held by each Participant Holder as at the Voting Record Date (the “**Participant Holders List**”).

15. **THIS COURT ORDERS** that, upon receipt by the Monitor of the Participant Holders List or other information identifying Participant Holders, the Monitor shall promptly contact each Participant Holder to determine the number of Information Packages for Beneficial Noteholders such Participant Holder requires in order to provide one to each Beneficial Noteholder that has an account (directly or indirectly through an agent or custodian) with the Participant Holder, in which case each Participant Holder shall provide to the Monitor a response within three (3) Business Days of receipt of this information request.

16. **THIS COURT ORDERS** that:

- (a) Upon receiving from a Participant Holder the information referred to in paragraph 15, the Monitor shall send the Information Package(s) (other than the Senior Lender Proxy) to such Participant Holder via e-mail for distribution to the applicable Beneficial Noteholders by such Participant Holder;
- (b) As soon as practicable after receiving the Physical Holders List, the Monitor shall send the Information Package(s) (other than the Senior Lender Proxy) to such Physical Holders by regular mail, facsimile, courier or e-mail; and
- (c) As soon as practicable after the Applicants or the Monitor receives a request from any person claiming to be a Beneficial Noteholder, the Monitor shall send via email to such Beneficial Noteholder an electronic copy of the Information Package (other than the Senior Lender Proxy).

17. **THIS COURT ORDERS** that 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. The Participant Holder shall take any other action required to enable such Beneficial Noteholder to return to the Participant Holder a completed Noteholder Voting Instruction Form by October 28, 2015 (the “**Instruction Form Deadline**”). The Participant Holder shall verify the principal amount of Secured Notes held by such Beneficial Noteholder on the Voting Record Date as set forth on its Noteholder Voting Instruction Form and include that claim on the Participant Holder’s Noteholder Proxy for delivery to the Monitor as set out on the Noteholder Proxy by no later than the Voting Deadline.

18. **THIS COURT ORDERS** that where (i) a Participant Holder or its agent has a standard practice for distribution of meeting materials to Beneficial Noteholders and for the gathering of information and proxies or voting instructions from Beneficial Noteholders; (ii) the Participant Holder has discussed such standards practice in advance with the Monitor; and (iii) such standard practice is acceptable to the Monitor, such Participant Holder or its agent may, in lieu of following the procedure set out in paragraphs 16 and 17 above, follow such standard practice provided that all Noteholder Proxies are received by the Monitor no later than the Voting Deadline.

19. **THIS COURT ORDERS** that with respect to votes to be cast at the Secured Noteholder Meeting by a Secured Noteholder, it is the Beneficial Noteholder who is entitled to cast such votes as an Affected Creditor. Each Beneficial Noteholder that casts a vote at the Secured Noteholders Meeting in accordance with this Meetings Order shall be counted as an individual Affected Creditor, even if that Beneficial Noteholder holds Secured Notes through more than one Participant Holder.

20. **THIS COURT ORDERS** that the Monitor may amend the solicitation process for Secured Noteholders as may be deemed appropriate by the Monitor in consultation with counsel for the Applicants in order to ensure that all Beneficial Noteholders who wish to vote at the Secured Noteholder Meeting are able to vote at such Meeting.

SENIOR SECURED LENDER SOLICITATION PROCESS

21. **THIS COURT ORDERS** that, as soon as practicable after the granting of the Plan Filing Order, the Monitor shall send the Information Package (without the Noteholder Voting Instruction Form and the Noteholder Proxy) to each of the Senior Secured Lenders by regular mail, facsimile, courier or e-mail, to be completed by the Senior Secured Lenders and returned to the Monitor no later than the Voting Deadline.

NOTICE SUFFICIENT

22. **THIS COURT ORDERS** that the Monitor's fulfillment of the notice, delivery and Monitor's Website posting requirements set out in this Meetings Order shall constitute good and sufficient notice, service and delivery thereof on all Persons who may be entitled to receive notice, service or delivery thereof or who may wish to be present or vote (in person or by proxy) at the Meetings, and that no other form of notice, service or delivery need be given or made on such Persons and no other document or material need be served on such Persons.

23. **THIS COURT ORDERS** that the non-receipt of a copy of the Information Package beyond the reasonable control of the Monitor, or any failure or omission to provide a copy of the Information Package as a result of events beyond the reasonable control of the Monitor (including, without limitation, any inability to use postal services) shall not constitute a breach of this Order, and shall not invalidate any resolution passed or proceedings taken at the Meetings, but if any such failure or omission is brought to the attention of the Monitor, then the Monitor shall use reasonable efforts to rectify the failure or omission by the method and in the time most reasonably practicable in the circumstances.

THE MEETINGS

24. **THIS COURT ORDERS** that the Applicants are hereby authorized and directed to call, hold and conduct the Meetings at such place as is specified in the Plan Filing Order on November 10, 2015, or such other date as may be agreed upon by the Applicants, the Monitor and the Ad Hoc Committee (the "**Meeting Date**") for the purpose of seeking approval of the Plan by each of the Senior Lender Class and the Secured Noteholder Class in the manner set forth herein.

25. **THIS COURT ORDERS** that the only Persons entitled to notice of, to attend or to speak at the Meetings are the Affected Creditors (or their respective duly appointed proxyholders), representatives of the Monitor, the Applicants, the CRO, the Ad Hoc Committee, the Indenture Trustee, all such parties' financial and legal advisors, the Chair, Secretary and the Scrutineers. Any other person may be admitted to the Meeting only by invitation of the Applicants or the Chair.

26. **THIS COURT ORDERS** that Greg Watson or another representative of the Monitor, designated by the Monitor, shall preside as the chair of the Meetings (the "**Chair**") and, subject to this Meetings Order or any further Order of the Court, shall decide all matters relating to the conduct of the Meetings.

27. **THIS COURT ORDERS** that the Monitor may appoint one or more scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Meetings (the "**Scrutineer**"). One or more people designated by the Monitor shall act as secretary at the Meetings (the "**Secretary**").

THE SENIOR LENDER CLASS

28. **THIS COURT ORDERS** that, for the purposes of voting at the meeting of the Senior Lenders (the "**Senior Lender Meeting**"), each Senior Secured Lender shall be entitled to one vote as a member of the Senior Lender Class.

29. **THIS COURT ORDERS** that, for the purposes of voting at the Senior Lender Meeting:

- (a) the voting claim of Coliseum shall be deemed to be equal to the Coliseum Senior Secured Credit Agreement Claim;
- (b) the voting claim of 8028702 shall be deemed to be equal to the 8028702 Senior Secured Credit Agreement Claim; and
- (c) the voting claim of 424187 shall be deemed to be equal to the 424187 Senior Secured Credit Agreement Claim (collectively, with the Coliseum Senior Secured Credit Agreement Claim and the ~~Coliseum~~ ⁸⁰²⁸⁷⁰² Senior Secured Credit Agreement Claim, the "**Senior Lender Claims**" and each a "**Senior Lender Claim**").

30. **THIS COURT ORDERS** that for the purpose of calculating the two-thirds majority in value of the voting claims at the Senior Lender Meeting, the aggregate amount of Senior Lender Claims that vote in favour of the Plan (in person or by proxy) at the Senior Lender Meeting shall be divided by the aggregate amount of all Senior Lender Claims held by all Senior Secured Lenders that vote at the Senior Lender Meeting.

THE SECURED NOTEHOLDER CLASS

31. **THIS COURT ORDERS** that, for the purposes of voting at the meeting of the Secured Noteholders (the “**Secured Noteholder Meeting**”), each Beneficial Noteholder shall be entitled to one vote as a member of the Secured Noteholder Class.

32. **THIS COURT ORDERS** that, for the purposes of voting at the Secured Noteholder Meeting, the voting claim of each Beneficial Noteholder shall be equal to its Secured Noteholder Claim, as at the Voting Record Date.

33. **THIS COURT ORDERS** that for the purpose of calculating the two-thirds majority in value of the voting claims at the Secured Noteholder Meeting, the aggregate amount of Secured Noteholder Claims that vote in favour of the Plan (in person or by proxy) at the Secured Noteholder Meeting shall be divided by the aggregate amount of all Secured Noteholder Claims held by all Beneficial Noteholders that vote at the Secured Noteholder Meeting.

MEETING PROCEDURES

34. **THIS COURT ORDERS** that the quorum required at the Senior Lender Meeting shall be one Senior Lender (present in person or by proxy) and the quorum at the Secured Noteholder Meeting shall be one Secured Noteholder (present in person or by proxy). If the requisite quorum is not present at the applicable Meeting, then such meeting shall be adjourned by the Chair to such time and place as the Chair deems necessary or desirable.

35. **THIS COURT ORDERS** that, for greater certainty, and without limiting the generality of anything in this Order, a Person holding an Unaffected Claim is not entitled to vote on the Plan in respect of such Unaffected Claim at any Meeting and, except as otherwise permitted herein, shall not be entitled to attend a Meeting.

36. **THIS COURT ORDERS** that, subject to paragraph 34, a Meeting shall be adjourned to such date, time and place as may be designated by the Chair or the Monitor, if:

- (a) the requisite quorum is not present at such meeting; or
- (b) prior to or during the Meeting, the Chair or the Monitor, with the consent of the Applicants and the Ad Hoc Committee, otherwise decides to adjourn such Meeting.

The announcement of the adjournment by the Chair at such Meeting (if the adjournment is during a Meeting) and written notice to the Service List with respect to such adjournment and the posting of such notice to the Monitor's Website shall constitute sufficient notice of the adjournment and neither the Applicants nor the Monitor shall have any obligation to give any other or further notice to any Person of the adjourned Meeting.

37. **THIS COURT ORDERS** that the Chair be and is hereby authorized to direct a vote at each Meeting, by such means as the Chair may consider appropriate, with respect to: (i) a resolution to approve the Plan and any amendments thereto; and (ii) any other resolutions as the Chair may consider appropriate in consultation with the Applicants.

38. **THIS COURT ORDERS** that every question submitted to a Meeting, except to approve the Plan, shall be decided by a vote of a majority in value of the Affected Creditors present in person or by proxy at such Meeting.

39. **THIS COURT ORDERS** that following the votes at the Meetings, the Monitor or the Scrutineers shall tabulate the votes in each Affected Creditor Class and the Monitor shall determine whether the Plan has been accepted by the majorities of that Affected Creditor Class required pursuant to section 6 of the CCAA (the "**Required Majorities**").

40. **THIS COURT ORDERS** that the Monitor shall file a report with this Court after the Meetings or any adjournment thereof, as applicable, with respect to the results of the votes, including whether the Plan has been accepted by the Required Majorities in each Affected Creditor Class, and that a copy of the Monitor's Report regarding the Meetings and the Plan shall be posted on the Monitor's Website prior to the Sanction Hearing.

41. **THIS COURT ORDERS** that the result of any vote conducted at a Meeting of an Affected Creditor Class shall be binding upon all Affected Creditors of that Affected Creditor Class, whether or not any such Creditor was present or voted at the Meeting.

VOTING BY PROXIES

42. **THIS COURT ORDERS** that all Creditor Proxies submitted in respect of the Meetings must be submitted to the Monitor on or before 5:00 p.m. (eastern time) on November 4, 2015 (the “**Voting Deadline**”). The Monitor is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Creditor Proxy is completed and executed, and may waive strict compliance with the requirements in connection with the deadlines imposed in connection therewith.

43. **THIS COURT ORDERS** that, if there is any dispute as to any Beneficial Noteholder’s Secured Noteholder Claim, the Monitor shall request the Participant Holder who maintains book entry records or other records evidencing such Beneficial Noteholder’s ownership of Secured Notes to confirm and such Participant Holder shall confirm with the Monitor the principal amount of Secured Notes held by such Beneficial Noteholder. If any such dispute is not resolved by such Beneficial Noteholder and the Monitor by the date of the Secured Noteholder Meeting, the Monitor shall tabulate the vote for or against the Plan in respect of the disputed Secured Noteholder Claim separately. If (i) any such dispute remains unresolved as of the date of the Sanction Hearing; and (ii) the approval or non-approval of the Plan would be affected by the votes cast in respect of such disputed Secured Noteholder Claim, then such results shall be reported to the Court at the Sanction Hearing and, if necessary, the Monitor may make a request to the Court for directions.

44. **THIS COURT ORDERS** that for the purpose of tabulating the votes cast on any matter that may come before the Meetings, the Chair shall be entitled to rely on any vote cast by a holder of a Creditor Proxy that has been duly submitted to the Monitor in the manner set forth in this Meetings Order without independent investigation.

TRANSFER OR ASSIGNMENT OF CLAIMS

45. **THIS COURT ORDERS** that an Affected Creditor may transfer or assign the whole (but not a part) of its Affected Claim prior to the Meetings. If an Affected Creditor transfers or

assigns the whole of an Affected Claim to another Person, such transferee or assignee shall not be entitled to attend and vote the transferred or assigned Affected Claim at the applicable Meeting unless satisfactory notice of and proof of transfer or assignment has been delivered to the Monitor no later than seven (7) days prior to the Meeting Date.

SANCTION HEARING AND ORDER

46. **THIS COURT ORDERS** that if the Plan has been accepted by the Required Majorities in each Affected Creditor Class, the Applicants are authorized to bring a motion seeking the Sanction Order on November 19, 2015, or as soon thereafter as the matter can be heard (the “**Sanction Hearing**”).

47. **THIS COURT ORDERS** that service of this Meetings Order and the Plan Filing Order by the Monitor and the Applicants to the parties on the Service List, the delivery of the Information Package to the PPSA Registrants and the Crown Agencies, the Newspaper Publication and the posting of this Order and the Plan Filing Order to the Monitor’s Website shall constitute good and sufficient service of notice of the Sanction Hearing upon all Persons who may be entitled to receive such service and no other form of service or notice need be made on such Persons and no other materials need be served on such Persons in respect of the Sanction Hearing, except that any party shall also serve the Service List with any additional materials that it intends to use in support of the Sanction Hearing by no later than November 9, 2015.

48. **THIS COURT ORDERS** that any Person who wishes to oppose the motion for the Sanction Order shall serve upon the lawyers for each of the Applicants, the Monitor and the Ad Hoc Committee and upon all other parties on the Service List, and file with this Court, a copy of the materials to be used to oppose the motion for the Sanction Order by no later than 5:00 p.m. (Toronto time) on the date that is seven (7) days prior to the Sanction Hearing.

49. **THIS COURT ORDERS** that the Applicants are authorized to adjourn the Sanction Hearing with the prior consent of the Monitor and the Ad Hoc Committee, and if the Sanction Hearing is adjourned, only those Persons who are listed on the Service List shall be served with notice of the adjourned date of the Sanction Hearing, provided however that the Monitor shall post such notice on the Monitor’s Website.

GENERAL

50. **THIS COURT ORDERS** that the Applicants and the Monitor may, in their discretion, generally or in individual circumstances, waive in writing the time limits imposed on any Affected Creditor under this Order if each of the Applicants and the Monitor deem it advisable to do so, without prejudice to the requirement that all other Affected Creditors must comply with the terms of this Order.

51. **THIS COURT ORDERS** that any notice or other communication to be given pursuant to this Order by or on behalf of any Person to the Monitor shall be in writing and will be sufficiently given only if by mail, courier, e-mail, fax or hand-delivery addressed to:

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

Attention: Greg Watson
Email: greg.watson@fticonsulting.com
Fax: (416) 649-8101

and with a copy by email or fax (which shall not be deemed notice) to:

McCarthy Tétrault LLP
Box 48, Suite 5300, Toronto Dominion Bank Tower
Toronto, Ontario M5K 1E6

Attention: Geoff Hall
Email: ghall@mccarthy.ca
Fax: (416) 601-7856

52. **THIS COURT ORDERS** that notwithstanding any provision herein to the contrary, the Monitor shall be entitled to rely upon any communication given pursuant to this Meetings Order.

53. **THIS COURT ORDERS** that if any deadline set out in this Order falls on a day other than a Business Day, the deadline shall be extended to the next Business Day.

54. **THIS COURT ORDERS** that the Applicants or the Monitor may from time to time apply to this Court to amend, vary, supplement or replace this Order or for advice and directions

concerning the discharge of their respective powers and duties under this Order or the interpretation or application of this Order.

55. **THIS COURT ORDERS** that subject to any further Order of this Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

56. **THIS COURT ORDERS** that the Applicants shall seek further advice and direction from the Court regarding the Meetings and any notice to be given in respect thereof in the event that the Plan Filing Order is not granted.

EFFECT, RECOGNITION AND ASSISTANCE

57. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

58. **THIS COURT REQUESTS** the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:



SEP 3 0 2015



SCHEDULE "A"
INFORMATION STATEMENT

SCHEDULE "B"

**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
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7252331 CANADA INC., 5515433 MANITOBA INC., 1693926 ALBERTA
LTD. DOING BUSINESS AS "THE TITLE STORE" (COLLECTIVELY,
THE "APPLICANTS")**

**NOTICE OF MEETINGS OF CREDITORS
OF THE APPLICANTS**

NOTICE IS HEREBY GIVEN that meetings (the "**Meetings**") of creditors of the Applicants entitled to vote on a plan of compromise and arrangement (the "**Plan**") proposed by the Applicants under the *Companies Creditors' Arrangement Act* (the "**CCAA**") will be held for the following purposes:

- (1) to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve the Plan; and
- (2) to transact such other business as may properly come before the Meetings or any adjournment thereof.

The Meetings are being held pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated September 30, 2015 (the "**Meetings Order**"). Capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Meetings Order.

NOTICE IS ALSO HEREBY GIVEN that the Meetings Order established the procedures for the Applicants to call, hold and conduct Meetings of the holders of Affected Creditor Claims to consider and pass resolutions, if thought advisable, approving the Plan and to transact such other business as may be properly brought before the Meetings. For the purpose of voting on and receiving distributions pursuant to the Plan, the holders of Claims will be grouped into two classes, being the Senior Lender Class and the Secured Noteholder Class.

NOTICE IS ALSO HEREBY GIVEN that the Meetings will be held at the following dates, times and location:

Date: November 10, 2015

Time 9:00 a.m. – Senior Lender Class
 10:00 a.m. – Secured Noteholder Class
Location: ●

Subject to paragraph 25 of the Meetings Order, only those creditors with Affected Claims (each an “**Eligible Voting Creditor**”) will be eligible to attend the applicable Meetings and vote on a resolution to approve the Plan. A holder of an Unaffected Claim, as defined in the Plan, shall not be entitled to attend or vote at the Meetings in respect of such Unaffected Claim. September 28, 2015 has been set as the record date for holders of Secured Notes to determine entitlement to vote at the Meetings.

Any Eligible Voting Creditor who is unable to attend the applicable Meeting may vote by proxy, subject to the terms of the Meetings Order. Further, any Eligible Voting Creditor who is not an individual may only attend and vote at the applicable Meeting if a proxy holder has been appointed to act on its behalf at such Meeting. Secured Noteholders must vote by providing instructions to their respective nominees/intermediaries in accordance with the terms of the Meetings Order.

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved at the Meetings by the Required Majorities of the Affected Creditors and other necessary conditions are met, the Applicants intend to make an application to the Court on November 19, 2015 (the “**Sanction Hearing**”) seeking an order sanctioning the Plan pursuant to the CCAA (the “**Sanction Order**”). Among other things, the Plan provides for the distribution of the proceeds of the Applicants’ remaining assets to the Senior Lender Class and the Secured Noteholder Class. Any person wishing to oppose the application for the Sanction Order must serve a copy of the materials to be used to object to the Plan and oppose the application and setting out the basis for such opposition upon the lawyers for the Applicants, the Monitor, and the Ad Hoc Committee as well as those parties listed on the Service List posted on the Monitor’s website. Such materials must be served by not later than November 12, 2015, or, if the hearing for the Sanction Order is delayed, by no later than 5:00pm the date that is 7 days prior to the Sanction Hearing. **If you do not file a timely objection and appear at the Sanction Hearing, either in person or by your lawyer, the CCAA Court may grant relief that bars or otherwise impairs any rights you may have against, or in respect of, the Applicants and the Released Parties (as defined in the Plan).**

NOTICE IS ALSO HEREBY GIVEN that in order for the Plan to become effective:

- i. the Plan must be approved by the Required Majorities of Affected Creditors entitled to vote and voting on the Plan as required under the CCAA and in accordance with the terms of the Meetings Order;
- ii. the Plan must be sanctioned by the Court; and
- iii. the conditions to implementation and effectiveness of the Plan as set out in the Plan and summarized in the Information Statement must be satisfied or waived.

Additional copies of the Information Package, including the Information Statement and the Plan, may be obtained from the Monitor’s Website at <http://cfcanada.fticonsulting.com/cashstorefinancial>.

DATED at Toronto, Ontario, this ____ day of ●, 2015.

SCHEDULE "C"

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")

SENIOR LENDER PROXY

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

Before completing this form of proxy, please read carefully the accompanying instructions for information respecting the proper completion and return of this proxy. 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 September [30], 2015 (as may be amended, restated or supplemented from time to time, the "Plan") filed pursuant to the *Companies' Creditors Arrangement Act* (the "CCAA") with the Ontario Superior Court of Justice (Commercial List) (the "Court"). In accordance with the Plan, this proxy may only be filed by Senior Secured Lenders. Senior Secured Lenders must complete the Senior Lender Proxy with respect to their applicable portion of the Senior Secured Credit Agreement Claim as set forth in the Plan.

THE UNDERSIGNED SENIOR SECURED LENDER hereby revokes all proxies previously given and nominates, constitutes, and appoints:

Greg Watson of FTI Consulting Canada Inc., in
its capacity as Monitor, or a person appointed
by Greg Watson.

or, instead of the foregoing, _____, or such other Person as
he/she, in his/her sole discretion, may designate to attend on behalf of and act for the Senior
Secured Lender at the Senior Lender Meeting to be held in connection with the Plan and at any

and all adjournments, postponements or other rescheduling of such Senior Lender Meeting, and to vote the amount of the Senior Secured Credit Agreement Claim for voting purposes as set forth and accepted for voting purposes in accordance with the Meetings Order and the Plan as follows:

1. (mark one only):

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

If this proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this proxy shall be voted **FOR** approval of the Plan.

- and -

2. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Senior Secured Lender with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Senior Lender Meeting or any adjournment, postponement or other rescheduling of the Senior Lender Meeting.

[Remainder of page left intentionally blank]

Dated this _____ day of _____, 2015.

Print Name of Senior Secured Lender

Title of the authorized signing officer of the Senior Secured Lender

Signature of authorized signing officer of the Senior Secured Lender

Telephone number of the authorized signing officer of the Senior Secured Lender

Mailing Address of Senior Secured Lender

E-mail address of Senior Secured Lender

Please deliver the Senior Lender Proxy via both: (a) facsimile or email transmission; and (b) mail to the following address by 5:00 p.m. eastern time on November 4, 2015:

**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 SENIOR LENDER PROXY OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

INSTRUCTIONS FOR COMPLETION OF THE PROXY

1. Each Senior Secured Lender who has a right to vote at the Senior Lender Meeting has the right to appoint a person to attend, act and vote for and on behalf of the Senior Secured Lender and such right may be exercised by inserting in the space provided the name of the person to be appointed. If no name has been inserted in the space provided, the Creditor will be deemed to have appointed Greg Watson of the Monitor as the Senior Secured Lender's proxyholder.
2. If this Proxy is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor.
3. If an officer of the Monitor is appointed or is deemed to be appointed as proxyholder and the Senior Secured Lender fails to indicate on the proxy whether it wishes to vote for or against approval of the Plan or whether it wishes to abstain from voting on the Plan, the Senior Secured Lender will be deemed to have instructed its proxyholder to vote FOR approval of the Plan, including any amendments thereto.
4. If more than one valid proxy for the same Senior Secured Lender is received the proxy bearing the later date shall govern and the earlier-dated proxy shall be revoked. If more than one valid proxy for the same Senior Secured Lender and bearing or deemed to bear the same date are received with conflicting instructions, such proxies will be treated as disputed proxies and shall not be voted.
5. This proxy must be signed by the Senior Secured Lender or by a person duly authorized (by power of attorney) to sign on the Senior Secured Lender's behalf or, if the Senior Secured Lender is a corporation, by a duly authorized officer or attorney of the corporation.
6. This proxy must be returned to the Monitor in accordance with the instructions contained thereon by 5:00 p.m. eastern time on November 4, 2015.

SCHEDULE "D"

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 VOTING INSTRUCTION FORM

VOTING RECORD DATE: SEPTEMBER 28, 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

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 September [30], 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, September 28, 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 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: X			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.

SCHEDULE "E"

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: SEPTEMBER 28, 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 September [30], 2015 (as may be amended, restated or supplemented from time to time, the "Plan") and filed pursuant to the *Companies' Creditors Arrangement Act* with the Ontario Superior Court of Justice (Commercial List) dated September [30], 2015 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, September 28, 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.

CUSIP: CA C21768AA1 1 and CA 14756FAB9 0

Votes FOR 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 AGAINST 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

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.**

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

Court File No: CV-14-10518-00CL

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"

Applicants

Ontario
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

ORDER
(MEETINGS ORDER)

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
P.O. Box 50
Toronto, ON M5X 1B8

Tel: (416) 362-2111
Fax: (416) 862-6666

Counsel for the Chief Restructuring Officer of the
Applicants