

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

goeasy Ltd.
33 City Centre Drive, Suite 510
Mississauga, Ontario
L5B 2N5

2. Date of Material Change

November 1, 2017

3. News Release

A news release was issued and disseminated on November 1, 2017 through GlobeNewswire and filed on SEDAR. A copy of the news release is attached hereto as Schedule "A".

4. Summary of Material Change

On November 1, 2017, the Company announced the closing of its previously announced private offering of US\$325 million principal amount of 7.875% senior unsecured notes due 2022 (the "**Notes**").

Concurrently with the closing of the offering, the Company completed the closing of a new senior secured revolving credit facility (the "**New Credit Facility**").

5. Full Description of Material Change

5.1 *Full Description of Material Change*

On November 1, 2017, the Company announced the closing of its previously announced private offering of US\$325 million principal amount of the Notes. The Notes were issued pursuant to an indenture, dated as of November 1, 2017, between the Company, certain of the Company's subsidiaries that are guarantors of the Notes and Deutsche Bank Trust Company Americas, as Trustee. The Notes are senior unsecured obligations and rank equally in right of payment with all other existing and future unsubordinated indebtedness of the Company.

Concurrently with the closing of the offering, the Company completed the closing of the New Credit Facility provided by a syndicate of banks in an aggregate principal amount of \$110 million, available on a revolving credit basis.

The Company used a portion of the net proceeds from the sale of the Notes to repay the existing term loan and to pay fees and expenses from the sale of the Notes. The Company intends to use the remainder of the net proceeds from the sale of the Notes, and the funds available under a New Credit Facility, to expand its consumer loan portfolio and for general corporate purposes.

For additional information, see the news release dated November 1, 2017, attached hereto as Schedule "A".

5.2 *Disclosure for Restructuring Transactions*

Not applicable.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Any inquiry with respect to this material change report and the transaction described herein should be made to:

Steve Goertz
Executive Vice President and Chief Financial Officer of goeasy Ltd.
(905) 272-2788

9. Date of Report

November 13, 2017

SCHEDULE "A"

(See attached)

goeasy Ltd. Enters into New Credit Facility and Closes US\$325 Million Offering of Senior Unsecured Notes

Mississauga, November 1, 2017: goeasy Ltd. (TSX: GSY) (“goeasy” or the “Company”) is pleased to announce that it closed its previously announced offering of US\$325 million aggregate principal amount of 7.875% senior unsecured notes due 2022 (the “Notes”). Concurrently with the closing of the offering, goeasy completed the closing of a new senior secured revolving credit facility (the “New Credit Facility”) and entered into a currency swap agreement (the “Currency Swap”).

The New Credit Facility is provided by a syndicate of banks in an aggregate principal amount of C\$110 million, available on a revolving credit basis. Interest on advances is payable at either the Canadian Bankers’ Acceptance rate plus 450 bps or the lender’s prime rate plus 350, at the option of the Company.

The Currency Swap fixes the foreign currency exchange rate for the proceeds from the offering of Notes and for all required payments of principal and interest under the Notes. Pursuant to the Currency Swap, the Company established an exchange rate of US\$1.00 = C\$1.2890, effectively hedging the obligation under the Notes to C\$418.9 million at a Canadian dollar interest rate of 7.84%.

The Company used a portion of the net proceeds from the sale of the Notes to repay the existing term loan and to pay fees and expenses of the offering of the Notes. The Company intends to use the remainder of the net proceeds from the sale of Notes, and the funds available under the New Credit Facility, to expand its consumer loan portfolio and for general corporate purposes.

Combined, the Notes and the New Credit Facility replace goeasy’s existing credit facility which consisted of a C\$280 million term loan and a C\$20 million revolving operating facility. As a result of repaying and terminating the existing term loan, the Company will incur an early repayment penalty and will write-off the remaining unamortized deferred financing costs. The Company expects to recognize a one-time before tax charge of \$8.2 million in the fourth quarter of 2017.

“We are delighted to have completed this refinancing,” said Steve Goertz, goeasy’s Executive Vice President and Chief Financial Officer. “The offering was very well received by the debt markets in both Canada and the United States. The funding obtained through this offering, together with the additional funding available through the new revolving credit facility, provide us with immediate capital to fund our growth and establishes a structure for securing additional debt capital in the future.”

Forward-Looking Statements

This press release includes forward-looking statements about goeasy, including, but not limited to, the Company's growth plans, and expectations regarding the use of proceeds of the Note offering and the New Credit Facility and regarding the effect of the Currency Swap. In certain cases, forward-looking statements are statements that are predictive in nature, depend upon or refer to future events or conditions, and/or can be identified by the use of words such as 'expects', 'anticipates', 'intends', 'plans', 'believes', 'budgeted', 'estimates', 'forecasts', 'targets' or negative versions thereof and similar expressions, and/or state that certain actions, events or results 'may', 'could', 'would', 'might' or 'will' be taken, occur or be achieved. Forward-looking statements are based on certain factors and assumptions, including expected growth, market conditions, results of operations and business prospects and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company's operations, economic factors and the industry generally, as well as those factors referred to in the Company's Annual Information Form dated February 15, 2017, its Management Discussion and Analysis for the year ended December 31, 2016 and its Management Discussion and Analysis for the three and six months ended June 30, 2017, as available on www.sedar.com, in each case in the section entitled "Risk Factors". There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those expressed or implied by forward-looking statements made by the Company. The reader is cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements. The Company is under no obligation (and expressly disclaims any such obligation) to update or alter the forward-looking statements whether as a result of new information, future events or otherwise, unless required by law.

About goeasy

goeasy Ltd. is a leading full-service provider of goods and alternative financial services that improve the lives of everyday Canadians. Today, *goeasy* Ltd. serves its customers through two key operating divisions, *easyfinancial* and *easyhome*. *easyfinancial* is a non-prime consumer lender that bridges the gap between traditional financial institutions and costly payday lenders. It is supported by a strong central credit adjudication process and industry leading risk analytics. *easyfinancial* also operates an indirect lending channel, offering loan products to consumers at the point-of-sale of third party merchants. *easyhome* is Canada's largest lease-to-own company, offering brand-name household furniture, appliances and electronics to consumers under weekly or monthly leasing agreements through both corporate and franchise stores. Both operating divisions of *goeasy* Ltd. offer the highest level of customer service and enable customers to transact through a national store and branch network and through its online and mobile eCommerce enabled platforms.

goeasy Ltd. is listed on the TSX under the symbol 'GSY'. For more information, visit www.goeasy.com.



TSX Symbol: **GSY**

goeasy Ltd.
33 City Centre Drive
Suite 510
Mississauga, Ontario
L5B 2N5 Canada
Tel: 905-272-2788
Fax: 905-272-9886

Press Release

November 1, 2017

For further information contact:

Steve Goertz
Executive Vice President and Chief Financial Officer
(905) 272-2788