

Security Class

Holder Account Number

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Form of Proxy - Special Meeting to be held on September 12, 2023 at 11:00 a.m., Montreal Time**This Form of Proxy is solicited by and on behalf of Management.****Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend virtually and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the notice of meeting and management proxy circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 11:00 a.m., Montreal Time, on September 8, 2023 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Special Meeting is adjourned or postponed).

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free**To Vote Using the Internet**

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.

**To Virtually Attend the Meeting**

- You can attend the meeting virtually by visiting the URL provided on the back of this document.

If you vote by telephone or the Internet, DO NOT mail back this proxy.**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.****CONTROL NUMBER**



Appointment of Proxyholder

I/We being holder(s) of securities of IOU Financial Inc. (the "Corporation") hereby appoint: Evan Price, or failing this person, Geneviève Foster (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

Note: If completing the appointment box above YOU MUST go to <http://www.computershare.com/IOUFinancial> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting.

as my/our proxyholder to attend, act and to vote at the Special Meeting of the Shareholders of IOU Financial Inc. to be held as a virtual-only meeting conducted by live videoconference at <https://web.lumiagm.com/412704157>, on September 12, 2023 at 11:00 a.m., Montreal Time and at any adjournment or postponement thereof, with power of substitution and with the powers that I/we could exercise of present, and with authority to vote at the said proxyholder's discretion, but with specific instructions as follows (or if no full instructions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of the Shareholders.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against
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1. Arrangement Resolution

To consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve a proposed plan of arrangement involving IOU Financial Inc., on the one hand, and 9494-3677 Québec Inc., a corporation created by a group composed of (i) NB Specialty Finance Fund LP, a fund managed by Neuberger Berman Investment Advisers LLC, (ii) funds managed by Palos Capital, including Palos IOU Inc., and (iii) Fintech Ventures Fund, LLLP, on the other hand, pursuant to Chapter XVI – Division II of the *Business Corporations Act* (Québec). The full text of such special resolution is set forth in Appendix B to the accompanying management information circular of IOU Financial Inc. dated August 14, 2023.

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Signature of Proxyholder

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

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