

This Management Information Circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult a professional advisor.



FIRM CAPITAL MORTGAGE INVESTMENT CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 19, 2019

AND

MANAGEMENT INFORMATION CIRCULAR

May 10, 2019



FIRM CAPITAL MORTGAGE INVESTMENT CORPORATION
NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD JUNE 19, 2019

NOTICE IS HEREBY GIVEN THAT the annual and special meeting of shareholders (the “**Meeting**”) of Firm Capital Mortgage Investment Corporation (the “**Corporation**”) will be held at the Windsor Arms Hotel, 18 St. Thomas St., Toronto, Ontario, M5S 3E7 on Wednesday, June 19, 2019 at 12:30 p.m. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2018 together with the auditor’s report to shareholders thereon;
2. to elect the directors of the Corporation;
3. to re-appoint the auditor of the Corporation and authorize the directors to fix its remuneration;
4. to re-approve the stock option plan of the Corporation;
5. to consider and, if thought fit, to approve a special resolution in the form set forth in Schedule “D” of the accompanying Management Information Circular (the “**Circular**”) authorizing certain amendments to the amended and restated mortgage banking agreement between the Corporation and Firm Capital Corporation and to the amended and restated spread interest agreement between the Corporation and FC Treasury Management Inc., each as more particularly set forth in the Circular; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The board of directors of the Corporation has fixed May 10, 2019 as the record date for determining shareholders of the Corporation who are entitled to receive notice of and to vote at the Meeting. Only shareholders of record of the Corporation on May 10, 2019 are entitled to receive notice of the Meeting and to attend and vote at the Meeting. This notice of the Meeting (the “**Notice**”) is accompanied by the Circular and, in the case of registered shareholders, a form of proxy. The specific details of the matters to be put before the Meeting as identified above are set forth in the Circular accompanying and forming part of this Notice. This Notice and the Circular have been sent to each director of the Corporation, each shareholder of the Corporation entitled to notice of the Meeting, and the auditor of the Corporation.

A shareholder may attend the Meeting in person or may be represented by proxy. Registered holders of the Corporation’s common shares who are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof in person are requested to complete, date, sign and deposit the enclosed form of proxy with the Corporation, c/o Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (fax: 416-263-9524), prior to 12:30 p.m. (Toronto time) on June 17, 2019, or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting. Non-registered holders of the Corporation’s common shares should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in your common shares of the Corporation not being voted at the Meeting.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and should be reviewed carefully by shareholders of the Corporation. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by the Corporation before the Meeting or by the Chair at the Meeting.

DATED at Toronto, this 10th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Eli Dadouch”
President, Chief Executive Officer and Director



FIRM CAPITAL MORTGAGE INVESTMENT CORPORATION

MANAGEMENT INFORMATION CIRCULAR

THE MEETING

Date, Time and Place of the ANNUAL AND SPECIAL MEETING

The annual and special meeting of shareholders (the “**Meeting**”) of Firm Capital Mortgage Investment Corporation (the “**Corporation**”) will be held at the Windsor Arms Hotel, 18 St. Thomas St., Toronto, Ontario, M5S 3E7 on Wednesday, June 19, 2019 at 12:30 p.m. (Toronto time).

Record Date

The record date for determining persons entitled to receive notice of and vote at the Meeting is May 10, 2019. Shareholders of record as at the close of business on such date will be entitled to attend and vote at the Meeting, or any adjournment or postponement thereof, in the manner and subject to the procedures described in this Management Information Circular (the “**Circular**”).

SOLICITATION OF PROXIES

This Circular is furnished in connection with the solicitation of proxies by management of the Corporation for use at the Meeting to be held at the time and place and for the purposes set forth in the attached notice of meeting (the “Notice”) and any adjournment or postponement thereof for the purposes set forth in the Notice. References in this Circular to the “**Meeting**” include references to any postponement(s) or adjournment(s) thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited by telephone or other personal contact by employees, officers and directors of the corporation. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The costs of solicitation will be borne by the Corporation. The information contained herein is given as at May 10, 2019 except where otherwise indicated.

APPOINTMENT AND REVOCATION OF PROXIES

A form of proxy is enclosed for registered Shareholders (as defined below) and, if it is not your intention to be present in person at the Meeting, you are asked to complete and return the form of proxy in the envelope provided. The proxy must be executed by the holder (the “**Shareholder**”) of common shares of the Corporation (the “**Shares**”) or the attorney of such Shareholder, duly authorized in writing. Proxies to be used at the Meeting must be deposited with the Corporation’s transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or with the Corporation’s President and Chief Executive Officer at its office at 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5, prior to 12:30 p.m. (Toronto time) on June 17, 2019, or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting.

The persons named in the enclosed form of proxy are directors or officers of the Corporation.

A REGISTERED SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM, HER OR IT AND ON HIS, HER OR ITS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE ENCLOSED FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED BY STRIKING OUT THE NAMES OF THE PERSONS DESIGNATED IN THE FORM OF PROXY AND BY INSERTING IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE THE NAME OF THE DESIRED PERSON, OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DELIVERING THE COMPLETED AND EXECUTED FORM OF PROXY TO THE CORPORATION, C/O COMPUTERSHARE TRUST COMPANY OF CANADA, PROXY DEPARTMENT, 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ONTARIO, M5J 2Y1 (FAX: 416-263-9524), AT ANY TIME PRIOR TO 12:30 P.M. (TORONTO TIME) ON THE 17TH DAY OF JUNE, 2019, OR, IF THE MEETING IS ADJOURNED OR POSTPONED, 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) PRIOR TO THE START OF SUCH ADJOURNED OR POSTPONED MEETING.

If you have given a proxy pursuant to this solicitation you may revoke it as to any matter on which a vote has not already been cast pursuant to its authority, either: (i) by instrument in writing executed by you or by your attorney authorized in writing and deposited either (y) at the Corporation's head office at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or (z) with the Chairman of the Meeting on the day of the Meeting (but prior to the commencement thereof) or any adjournment or postponement thereof; or (ii) in any other manner permitted by law.

If your Shares are held in the name of a nominee (such as a bank, trust company or securities broker), the nominee will seek your instructions as to how to vote the Shares and you should follow the voting instructions provided by the nominee. See "Non-Registered Holders".

EXERCISE OF DISCRETION BY PROXIES

The Shares represented by any proxy received by management will be voted or withheld from voting by the persons named in the enclosed form of proxy in accordance with the direction of the Shareholder appointing them. If the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares represented by such Shareholder's proxy will be voted accordingly. **In the absence of any direction to the contrary, it is intended that the Shares represented by proxies received by management will be voted on any ballot "for": (i) the election of the directors referred to in this Circular; (ii) the re-appointment of the Corporation's auditor with its remuneration to be fixed by the directors; (iii) the re-approval the Corporation's 2010 stock option plan (the "Stock Option Plan"); and (iv) the amendment extending the term of each of (a) the amended and restated mortgage banking agreement dated as of June 14, 2016 between the Firm Capital Corporation (the "Mortgage Banker") and the Corporation (the "Mortgage Banking Agreement") and (b) the amended and restated spread interest agreement dated as of June 14, 2016 between the FC Treasury Management Inc. and its successors (the "Corporation Manager") and the Corporation (the "Management Agreement").** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to matters not specifically mentioned in the Notice but which may properly come before the Meeting or any adjournment or postponement thereof, and with respect to amendments or variations of matters identified in the Notice. As at the date hereof, management knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice and routine matters incidental to the conduct of the Meeting. If any further or other business is properly brought before the Meeting, it is intended that the persons appointed as proxy will vote on such other business in such other manner as such persons then consider proper.

NON-REGISTERED HOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Shares beneficially owned by a holder who is not a registered Shareholder (a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary with whom the Non-Registered Holder deals in respect of the Shares such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans ("**RRSPs**"), registered retirement income

funds (“**RRIFs**”), registered education savings plans and similar plans (an “**Intermediary**”); or (ii) in the name of a clearing agency (such as CDS & Co., of which the Intermediary is a participant). In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation will distribute copies of the Notice, form of proxy and this Circular to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice, the Circular, a Voting Instruction Form (as defined below) (collectively, the “**Mailed Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Holders. The Corporation is not sending the Mailed Materials directly to non-objecting beneficial owners. The Corporation intends to pay for Intermediaries to deliver the Mailed Materials to the objecting beneficial owners.

Intermediaries are required to forward the Mailed Materials to the appropriate Non-Registered Holders. Non-Registered Holders will be given, in substitution for the proxy otherwise contained in proxy-related materials, a request for voting instructions (the “**Voting Instruction Form**”) which, when properly completed and, if applicable, signed by the Non-Registered Holder and returned to the Intermediary or the Corporation, as applicable, will constitute voting instructions which the Intermediary must follow.

The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. Should a Non-Registered Holder who receives the Voting Instruction Form wish to vote at the Meeting in person (or have another person attend the vote on behalf of the Non-Registered Holder), the Non-Registered Holder should so indicate in the place provided for that purpose in the Voting Instruction Form and a form of legal proxy will be sent to the Non-Registered Holder. In any event, Non-Registered Holders should carefully follow the instructions of their Intermediary set out in the Voting Instruction Form.

If any person entitled to vote at an annual and special meeting of the Corporation’s Shareholders wishes to propose any matter for consideration at the next annual and special meeting, in order for such proposal to be considered for inclusion in the materials mailed to Shareholders in respect of such meeting, such proposal must be received by the Corporation no later than 90 days before the anniversary date of the Notice.

AUTHORIZED CAPITAL, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation’s authorized capital consists of an unlimited number of Shares. As at May 10, 2019, 27,937,405 Shares were issued and outstanding.

Shareholders are entitled to one vote in respect of each matter to be voted upon at the Meeting for each Share registered in their name as at the close of business on May 10, 2019, even if a Shareholder disposes of their Shares after that date, and no Shareholder becoming such after that date shall be entitled to vote at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, as at May 10, 2019, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to the Shares.

The Corporation has adopted a by-law that requires advance notice by any Shareholder intending to nominate a director to the Board (the “**Advance Notice By-Law**”) in order to provide Shareholders, directors and management of the Corporation with a clear framework for nominating directors in connection with an annual or special meeting of the Shareholders. Among other things, the Advance Notice By-Law fixes a deadline by which Shareholders must submit a notice of director nominations to the Company prior to any annual or special meeting of Shareholders where directors are to be elected and sets forth the information that a Shareholder must include in the notice for it to be valid. In the case of an annual meeting of Shareholders, notice to the Company must be made not later than the close of business on the 30th day and not earlier than the opening of business on the 65th day prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement. In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Company must be made not later than

the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The Advance Notice By-Law was confirmed by the Shareholders on June 26, 2013. The by-laws of the Corporation, including the full text of the Advance Notice By-Law, are available under the Corporation's profile on the SEDAR website at www.sedar.com.

QUORUM

The quorum at the Meeting or any adjournment thereof shall consist of at least two individuals present in person, each of whom is a Shareholder or a proxy holder representing a Shareholder and who together hold or represent by proxy not less than 5% of the total number of outstanding Shares.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No: (i) director or executive officer of the Corporation who has held such position at any time since January 1, 2018; (ii) proposed nominee for election as a director of the Corporation; or (iii) associate or affiliate of a person in (i) or (ii) has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

MATTERS REQUIRING SHAREHOLDER APPROVAL

Election of Directors

The Corporation's articles of incorporation provide that there shall be no fewer than three and no more than twelve directors, with the actual number of directors within that range to be determined from time to time by the Shareholders or by the directors. Presently, the Corporation has twelve directors. Three of the directors, namely, Eli Dadouch, Jonathan Mair and Edward Gilbert (the "**Non-Independent Directors**"), are nominated by the Corporation Manager under the Management Agreement, while the remaining directors are nominated by management. All directors elected by the Shareholders will hold office until the close of business of the next annual meeting of Shareholders, or any postponement(s) or adjournment(s) thereof, unless his office is earlier vacated or until his successor is elected or appointed. The terms of all of the current directors expire at the close of the Meeting.

It is the intention of the persons named in the enclosed form of proxy for use at the Meeting (in the event that authority is not withheld) to vote in favour of the election of Geoffrey Bledin, Eli Dadouch, Morris Fischtein, Edward Gilbert, Victoria Granovski, Stanley Goldfarb, Anthony Heller, Jonathan Mair, Francis Newbould, Joe Oliver, Keith Ray and Lawrence Shulman as directors, to hold office until the close of the annual meeting of Shareholders in 2020 or until their successors are duly elected or appointed. Management does not contemplate that any of such nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy will vote for another nominee as management may recommend unless the Shareholder has specified in the form of proxy that its Shares are to be withheld from voting in the election of directors.

The following table sets forth the names of the persons proposed by management and the Corporation Manager to be nominated for election as directors, their respective positions and offices currently held with the Corporation, their respective principal occupation or employment, the year each nominee became a director of the Corporation, and the approximate number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them at the date of this Circular:

Name and Municipality of Residence	Office	Principal Occupation	Year First became a Director of the Corporation	Number of Shares of the Corporation Beneficially Owned or Over Which Control or Direction is Exercised⁽⁴⁾
GEOFFREY BLEDIN ⁽¹⁾ Antigua, West Indies	Director	A trustee of Firm Capital Property Trust (a publicly traded REIT); Chairman of Firm Capital American Realty Partners Corp. (a publicly traded corporation)	2008	-
ELI DADOUCH Toronto, Ontario, Canada	Chief Executive Officer, President and a Director	President of Firm Capital Corporation, the Corporation Manager and Firm Capital Properties Inc. (a property management company); President and a director of Firm Capital Mortgage Investors Corp. (a mortgage investment company); Vice Chair, Co-Chief Investment Officer and a trustee of Firm Capital Property Trust (a publicly traded REIT); Vice Chairman, President and Chief Executive Officer of Firm Capital American Realty Partners Corp. (a publicly traded corporation)	1999	240,213 ⁽⁵⁾
MORRIS FISCHTEIN ⁽¹⁾⁽²⁾ Toronto, Ontario, Canada	Director	President of High City Holdings Limited (a construction, development and property management company)	2000	1,000
EDWARD A. GILBERT, CPA, CA. Toronto, Ontario, Canada	Director	A trustee of H&R Real Estate Investment Trust (a real estate investment trust); Chief Operating Officer and a director of Firm Capital Mortgage Investors Corp. (a mortgage investment company)	1999	82,116
STANLEY GOLDFARB, FCPA, FCA ⁽¹⁾⁽²⁾⁽³⁾ Toronto, Ontario, Canada	Chairman of the Board of Directors and a Director	Chief Executive Officer of Goldfarb Management Services Limited (a private investment management company); director of Consolidated HCI Holdings Corporation (a real estate and development company) and The Goldfarb Corporation (an investment holding company); Chairman of Firm Capital Property Trust (a publicly traded REIT)	1999	47,000
VICTORIA GRANOVSKI, CFA, MFIN Maple, Ontario, Canada	Senior Vice President, Credit & Equity Capital and a Director	Internal Credit Manager of the Corporation; Senior Vice President, Credit & Equity Capital and Senior Vice President of Mortgage Operations at the Mortgage Banker	2017	-

<u>Name and Municipality of Residence</u>	<u>Office</u>	<u>Principal Occupation</u>	<u>Year First became a Director of the Corporation</u>	<u>Number of Shares of the Corporation Beneficially Owned or Over Which Control or Direction is Exercised⁽⁴⁾</u>
ANTHONY HELLER ⁽¹⁾⁽²⁾ Toronto, Ontario, Canada	Director	President, Plazacorp Investments Limited (a real estate development company)	1999	900
JONATHAN MAIR, CPA,CA Toronto, Ontario, Canada	Chief Operating Officer, Executive Vice-President and a Director	Chief Financial Officer and Senior Vice-President of the Corporation Manager; a trustee and Co-Chief Investment Officer of Firm Capital Property Trust (a publicly traded REIT) and Vice-President, Mortgage Banking, of the Mortgage Banker	1999	88,400 ⁽⁵⁾
THE HONOURABLE FRANCIS (FRANK) NEWBOULD, Q.C. ⁽¹⁾ Toronto, Ontario, Canada	Director	Former Justice at the Ontario Superior Court of Justice; Counsel to Thornton Grout Finnigan LLP; member arbitrator at Arbitration Place	2017	9,067
THE HONOURABLE JOE OLIVER, P.C. ⁽¹⁾ Toronto, Ontario, Canada	Director	Former Minister of Finance, Minister of Natural Resources and Member of Parliament for Eglinton-Lawrence; Chairman of Echelon Wealth Partners Inc., an independent investment dealer, Chairman of PlantExt Ltd. and member of the board of High Arctic Energy Services Inc. (listed on the TSX).	2016	7,500
KEITH RAY, CPA,CA ⁽¹⁾ Toronto, Ontario, Canada	Director	CEO of Realvest Management (a company that manages real estate related investments); a director of Cliffside Capital Ltd. (listed on the TSX-V); a director of Firm Capital American Realty Partners Corp. (a publicly traded corporation)	2014	54,553
LAWRENCE SHULMAN, B.COMM., CPA,CA ⁽¹⁾⁽²⁾ Toronto, Ontario, Canada	Director	Investment manager and financial advisor; a trustee for Firm Capital Property Trust (a publicly traded REIT)	2006	17,500

Notes:

- (1) Member of the Investment Committee.
- (2) Member of the Audit Committee.
- (3) Chairman of the Investment Committee and the Audit Committee.
- (4) Individual directors have furnished information as to Shares beneficially owned by them, directly or indirectly, or over which they exercise control or direction.
- (5) 12,000 of these Shares are beneficially owned by the Corporation Manager. See “Compensation Discussion and Analysis”.

Corporate Cease Trade Orders

No proposed director of the Corporation is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies and Other Proceedings

Other than as set forth below, no proposed director of the Corporation is, as at the date hereof, or has been within 10 years prior to the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Morris Fischtein is a director and officer of both Pinetree Resorts Inc. and 1212360 Ontario Inc. On April 29, 2013, a secured creditor appointed a receiver on assets of Pinetree Resorts Inc. and 1212360 Ontario Inc.

No proposed director of the Corporation has, within the 10 years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

No proposed director of the Corporation has been subject to:

- (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important in deciding whether to vote for a proposed director.

The ordinary resolution electing the directors must be passed by at least the majority of the votes cast at the Meeting by all Shareholders who vote in respect thereof in person or by proxy. It is the policy of the board that in an uncontested election of directors, any nominee who receives a greater number of votes "WITHHELD" than votes "FOR" will tender a resignation to the Chairman of the board of directors promptly following the Meeting. The board will consider the offer of resignation and, except in special circumstances, will accept the resignation. A director's resignation pursuant to the policy will be effective when accepted by the board. A director who tenders a resignation pursuant to the policy will not participate in any meeting of the board, or any sub-committee of the board, at which the resignation is considered. The board will make its decision and announce it in a press release within 90 days following the Meeting, including the reasons for rejecting the resignation, if applicable. **The directors recommend that Shareholders vote in favour of the proposed directors.**

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY WILL VOTE <u>FOR</u> THE ABOVE NOMINEES.
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Re-Appointment of Auditor

At the Meeting, Shareholders will be asked to approve a resolution re-appointing KPMG LLP Chartered Professional Accountants as auditor for the Corporation, and to authorize the directors to fix their remuneration. KPMG LLP Chartered Professional Accountants have acted as the Corporation's auditor since their appointment in December 2002. For the fiscal year ended December 31, 2018, KPMG LLP Chartered Professional Accountants was paid approximately \$124,000 in audit and audit related fees. The ordinary resolution must be passed by at least the majority of the votes cast at the Meeting by all Shareholders who vote in respect thereof in person or by proxy. **The directors recommend that Shareholders vote in favour of the re-appointment of KPMG LLP Chartered Professional Accountants and the authorization of the directors to fix their remuneration.**

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY WILL VOTE FOR THE RE-APPOINTMENT OF KPMG LLP CHARTERED PROFESSIONAL ACCOUNTANTS AS AUDITORS OF THE CORPORATION, AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION.

Re-Approval of the Stock Option Plan

At the Meeting, Shareholders will be asked to consider and approve a resolution (the "**Stock Option Plan Resolution**") of Shareholders to re-approve the Corporation's Stock Option Plan. The Stock Option Plan was previously approved by unitholders of Firm Capital Mortgage Investment Trust at a special meeting of unitholders held on November 30, 2010 and, pursuant to the rules of the Toronto Stock Exchange ("**TSX**"), is required to be re-approved by Shareholders every three years. The Stock Option Plan was last re-approved by Shareholders at the Corporation's annual and special meeting held on June 26, 2016. The Stock Option Plan is summarized below under "Executive Compensation – Option-Based Awards". The text of the Stock Option Plan Resolution is set out in Schedule "B" to this Circular and the Stock Option Plan is set out in Schedule "C" to this Circular. The Stock Option Plan Resolution is an ordinary resolution and must be passed by at least a majority of the votes cast at the Meeting by all Shareholders who vote in respect thereof in person or by proxy. In the event that the Stock Option Plan Resolution is not approved at the Meeting, effective immediately, the Corporation will no longer be able to issue new Options under the Stock Option Plan. Previously issued Options will not be affected should the Stock Option Plan Resolution not be approved and will remain in place until their original expiry date in accordance with the terms of the Stock Option Plan. Provided that the Stock Option Plan is re-approved by the Shareholders at the Meeting, the Stock Option Plan must subsequently be re-approved no later than June 19, 2022. **The directors recommend that Shareholders vote in favour of the Stock Option Plan Resolution.**

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY WILL VOTE FOR THE STOCK OPTION PLAN RESOLUTION.

Amendments to the Mortgage Banking Agreement and Management Agreement

Mortgage Banking Agreement

In order to assist the Corporation in achieving its objectives of providing Shareholders with stable and secure cash dividends and maximizing yields, dividends and Share price, the Corporation has retained the Mortgage Banker to provide certain services pursuant to the Mortgage Banking Agreement. Under the Mortgage Banking Agreement, the Mortgage Banker is required to, among other things: (i) identify investment opportunities for the Corporation; (ii) provide the directors and the Investment Committee with information relating to proposed acquisitions, participation in investments, financing and mortgage and related investments; and (iii) service and administer the Corporation's portfolio of investments or interests therein on behalf of, and solely in the best interests and for the benefit of, the Corporation and the Shareholders.

Currently, the Mortgage Banking Agreement provides that it can be terminated by the Corporation on or at any time after October 6, 2025 otherwise than for cause, upon the approval of two-thirds of the votes cast by Shareholders at a meeting of the Shareholders called for such purpose after October 6, 2025, and upon 24 months'

prior written notice to the Mortgage Banker given after such approval of Shareholders, subject to the payment of any amounts payable to the Mortgage Banker upon such termination. If such Shareholder approval is not obtained by January 6, 2026, then the Mortgage Banking Agreement provides that it shall be automatically renewed such that it cannot be terminated, otherwise than for cause, in accordance with the foregoing requirements until October 6, 2030.

In acknowledgement of the Mortgage Banker's ongoing and increasing contributions to the Corporation, and to maintain the critical alignment of interests between the Mortgage Banker and the Corporation, and consistent with general industry practice as well as past extensions and automatic renewal terms, the board of directors has approved, subject to Shareholder approval at the Meeting, an amendment to the Mortgage Banking Agreement to extend the earliest date on which the above termination notice can be given from October 6, 2025 to October 6, 2030, and to extend the automatic renewal period, if the requisite termination approval of Shareholders described above is not obtained by January 6, 2031, from October 6, 2030 to October 6, 2035.

The proposal to extend the earliest date on which the termination notice can be given under the Mortgage Banking Agreement to October 6, 2025 is consistent with similar extensions that were approved by Shareholders in each of 2001, 2005, 2007, 2010, 2012 and 2016. The current proposal, however, is for a five-year extension.

The board of directors believes that it is critical to the Corporation's success that a stable and secure source of mortgage investment opportunities be maintained and that the Corporation has the ability to obtain financing on commercially reasonable terms and raise capital as required from time to time. The Corporation is dependent upon the Mortgage Banker for such services. In addition, the Mortgage Banker provides valuable underwriting and servicing functions in consultation with the Corporation in connection with its mortgage investments and also assumes control of enforcement proceedings, where necessary. As the Corporation's assets under administration have continued to increase, even during periods of considerable economic pressures, the Mortgage Banker has naturally been required to devote an increasingly significant amount of its time and resources to sourcing, underwriting and servicing the Corporation's mortgage investments under the direction of the Corporation. Contributing to the inter-dependence between the Corporation and the Mortgage Banker is the Corporation's right of first refusal on any mortgages underwritten by the Mortgage Banker and the Mortgage Banker's non-competition agreement in the Corporation's favour. To enable the Mortgage Banker to continue to expand its business while maintaining the personnel to support the Corporation's activities, the Corporation's relationship with the Mortgage Banker needs to be of sufficient duration to ensure that the Mortgage Banker is adequately incentivized and, in particular, can rely on the Corporation for a consistent, sustained and long-term stream of sourcing, underwriting and servicing opportunities. The Mortgage Banker has implemented a program to increase its staffing and management team to deal with, among other things, the Corporation's evolving requirements. With the implementation of this program, the Mortgage Banker's management team will have expanded considerably, and the Mortgage Banker will have in place a diverse group of professionals who are able to fulfill its obligations to the Corporation.

The directors believe that a contract with an 11-year term is reasonable for an entity of the Corporation's size, especially given the stability provided to the Corporation as a result of it having committed service providers. External management contracts of this duration are becoming more prevalent in the market place. The proposed amendment to the Mortgage Banking Agreement will help the Mortgage Banker and the Corporation achieve the objective of enabling stable and secure growth. Such a term will appropriately acknowledge the Mortgage Banker's contribution to the Corporation's growth and provide it with adequate protections similar to those afforded to comparable externally managed entities so that it can devote the necessary resources to the Corporation's operations.

The proposed amendment to the Mortgage Banking Agreement is expected to assist in aligning the long-term interests of the Mortgage Banker with those of the Corporation and to contribute to the achievement of the Corporation's objective of stable and secure growth.

Management Agreement

Pursuant to the Management Agreement, the Corporation Manager supervises the Corporation's day-to-day management and operations. The Corporation Manager's address is 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5. Among its duties, the Corporation Manager is required to: (i) arrange financing and raise capital for the Corporation, as required; (ii) provide advice and assistance on the Corporation's behalf in connection with the

Corporation's dealings with investment dealers, institutions and investors regarding sales of the Corporation's securities; (iii) conduct day-to-day relations on the Corporation's behalf with other persons, including brokers, consultants, lenders, accountants, lawyers, appraisers, insurers and insurance agents, and lenders; (iv) maintain the Corporation's books and financial records; and (v) provide office space, equipment and the necessary clerical and secretarial personnel for the administration of the Corporation's day-to-day affairs.

Similar to the Mortgage Banking Agreement, the Management Agreement provides that it can be terminated by the Corporation on or at any time after October 6, 2025 otherwise than for cause, upon the approval of two-thirds of the votes cast by Shareholders at a meeting of the Shareholders called for such purpose after October 6, 2025, and upon 24 months' prior written notice to the Corporation Manager given after such approval of Shareholders, subject to the payment of any amounts payable to the Corporation Manager upon such termination. If such Shareholder approval is not obtained by January 6, 2026, then the Management Agreement provides that it shall be automatically renewed such that it cannot be terminated, otherwise than for cause, in accordance with the foregoing requirements until October 6, 2030.

Subject to Shareholder approval at the Meeting, and consistent with past extensions and automatic renewal terms, the board of directors has approved an amendment to the Management Agreement to extend the earliest date on which the above termination notice can be given from October 6, 2025 to October 6, 2030, and to extend the automatic renewal period, if the requisite termination approval of Shareholders described above is not obtained by January 6, 2031, from October 6, 2030 to October 6, 2035.

The proposal to extend the earliest date on which the termination notice can be given under the Management Agreement to October 6, 2030 is consistent with similar extensions that were approved by Shareholders in each of 2001, 2005, 2007, 2010, 2012 and 2016.

Similar to the reasons referred to above in connection with the proposed amendments to the Mortgage Banking Agreement, to enable the Corporation Manager to continue devoting time and resources to the Corporation, the Corporation needs to ensure that the Corporation Manager is adequately incentivized and, in particular, can rely on the Corporation for a sustained stream of business. It is critical to the Corporation's success that the Corporation have the ability to obtain financing and raise capital as required from time to time. The Corporation is dependent upon the Corporation Manager for advice and assistance in this regard. Since its initial public offering the Corporation's assets under administration have increased and, as a result, the Corporation Manager has been required to devote an increasingly significant amount of its time and resources addressing the Corporation's ongoing financing and capital requirements. Accordingly, the proposed amendment to the Management Agreement is expected to assist in aligning the long-term interests of the Corporation Manager with those of the Corporation, and to contribute to achieving the Corporation's objective of stable and secure growth.

Additionally, as the Management Agreement and Mortgage Banking Agreement are interdependent, the terms of these agreements should run concurrently. Accordingly, the term of the Management Agreement should be extended to match the proposed amendment to the Mortgage Banking Agreement discussed above.

The text of the special resolution authorizing the amendments to both the Mortgage Banking Agreement and the Management Agreement is set forth in Schedule "D" to this Circular. To be effective, this special resolution must be passed by at least two-thirds of the votes cast by Shareholders present in person or represented by proxy at the Meeting. **The directors recommend that Shareholders vote in favour of the special resolution approving the amendments to both the Mortgage Banking Agreement and the Management Agreement.**

UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY WILL VOTE FOR THE SPECIAL RESOLUTION APPROVING THE AMENDMENTS TO BOTH THE MORTGAGE BANKING AGREEMENT AND THE MANAGEMENT AGREEMENT.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

None of the Corporation's executive officers, including Boris Baril (Chief Financial Officer), Eli Dadouch (Chief Executive Officer and President), Jonathan Mair (Chief Operating Officer and Executive Vice President), and Sandy Poklar (Executive Vice President and Managing Director, Finance), received compensation from or were employed by the Corporation in the fiscal year ended December 31, 2018. Pursuant to the Management Agreement, the Corporation Manager is entitled to receive an annual amount of spread interest income equal to 0.75% of the Corporation's invested and performing mortgages. For the years ended December 31, 2018, 2017 and 2016, the Corporation Manager received spread interest income equal to \$3,932,134, \$3,639,094 and \$3,152,050, respectively. From January 1, 2019 to April 30, 2019, the Corporation Manager has received spread interest income equal to \$1,272,336. Eli Dadouch, Jonathan Mair and Joseph Fried, each of whom is a director and/or officer of the Corporation, are also directors, officers and/or are related to entities that directly or indirectly own an interest in the Corporation Manager, and a portion of the spread interest income is received by entities related to these individuals in connection with such entities' ownership interest (and not in their capacity as directors, officers and/or employees of the Corporation Manager). In the last three fiscal years, entities related to Eli Dadouch, Jonathan Mair, and Joseph Fried received the following amounts in respect of such entities' ownership interest in the Corporation Manager (and also, in the case of payments received by entities related to Eli Dadouch, in respect of the reimbursement of such entities for costs they incurred on behalf of the Corporation Manager): in 2018, they received \$1,813,744, \$300,000 and \$0, respectively; in 2017, they received \$1,700,453, \$300,000 and \$0, respectively; in 2016, they received \$1,570,137, \$300,000 and \$0, respectively. As none of Eli Dadouch, Jonathan Mair, or Joseph Fried owns a direct interest in the Corporation Manager, these individuals may receive only a part of, or none of, the amounts received by the entities related to them. Also, due to the fact that the Corporation has a different fiscal year end than the Corporation Manager, certain of the spread interest income earned by the Corporation Manager is not distributed by the Corporation Manager during its fiscal year.

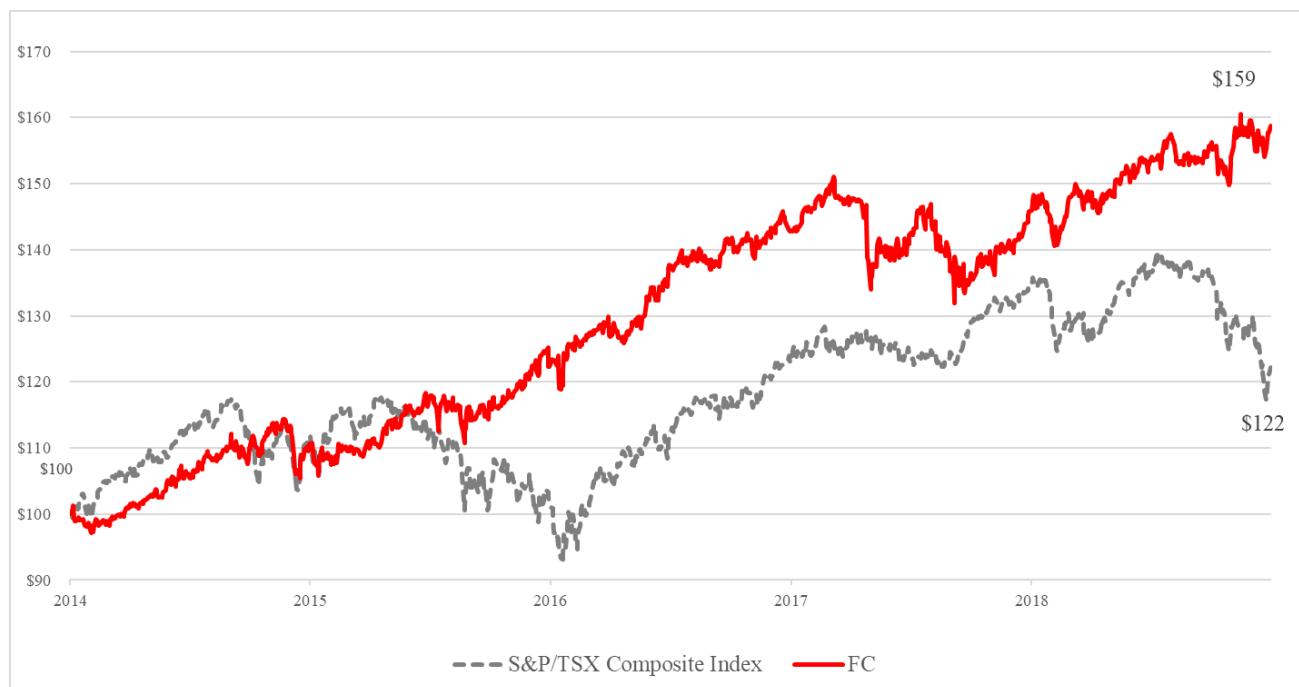
As a result of the Corporation's arrangements with the Corporation Manager, the Corporation does not employ any individuals (and has no employment contracts with any individuals) other than the Corporation's Credit Manager, Victoria Granovski. The Credit Manager, being the Corporation's sole employee, is responsible for ensuring compliance with the Corporation's investment and operating policies established from time to time by the board of directors, and reports directly to the Chairman of the board of directors (who is an Independent Director). As such, the directors have determined that the Corporation does not require a compensation committee. Instead, the entire board of directors is responsible for compensation matters, to the extent applicable.

Joseph Fried and Michael Warner each own, directly or indirectly, 10% of the Corporation Manager and are therefore "informed persons" for the purposes of Item 13 of Form 51-102F5. Since the start of the Corporation's most recently completed financial year, neither Mr. Fried nor Mr. Warner have any indebtedness to the Corporation nor have they conducted any transactions with the Corporation other than as disclosed above with respect to the Management Agreement.

Share Performance Graph

The following graph compares the total cumulative Shareholder return for \$100 invested in Shares with the cumulative total return of the S&P/TSX Composite Total Return Index during the Corporation's five most recently completed financial years. During the period, the total cumulative Shareholder return for \$100 invested in Shares was \$159, as compared to \$122 for the S&P/TSX Composite Total Return Index.

**Five-Year Cumulative Total Return on \$100 Investment Assuming Distributions are Re-invested
January 1st, 2014 – December 31st 2018**



Option-Based Awards

The Stock Option Plan provides for the grant of options to purchase Shares to eligible service providers of the Corporation, including the Corporation’s directors, officers, and employees, and the directors, officers and employees of the Corporation Manager and of the Mortgage Banker. The maximum number of Shares that may be issued pursuant to options granted under the Stock Option Plan is equal to 10% of the number of Shares outstanding at the time of grant. Given that the Stock Option Plan does not have a fixed maximum number of Shares issuable thereunder, it has to be re-approved by Shareholders every three years from the date of the meeting of Shareholders at which it was last approved.

As of May 10, 2019, the Stock Option Plan permits a maximum of 2,705,616 Shares to be issued to holders of options granted thereunder. On November 11, 2013, the Corporation granted 1,040,000 options at an exercise price of \$11.78 per Share. These options were fully vested upon granting. Previous grants of options under the Stock Option Plan are taken into account when considering new grants. During 2014, 10,000 options were cancelled and 1,500 options were exercised. During 2015, 10,000 options were cancelled. On April 6, 2015, 35,000 additional options were issued to Keith Ray at a price of \$12.21 per Share. During 2016, 46,250 options were exercised. On June 29, 2017 70,000 additional options were issued to Joe Oliver and Frank Newbould at a price of \$13.15 per share. During 2017, 131,000 options were exercised. During 2018, 20,000 options were exercised. In March 2019, 45,000 options were exercised. As of May 10, 2019, 881,250 options are outstanding, representing 3.1% of the issued and outstanding Shares. Accordingly, as of May 10, 2019, 1,912,491 options are available to be issued under the Stock Option Plan, representing 6.9% of the issued and outstanding Shares.

The number of Shares issuable to insiders at any time pursuant to the Stock Option Plan and any other security based compensation arrangement cannot exceed, in aggregate, 10% of the Shares then issued and outstanding. In addition, the number of Shares issuable to insiders within any one year period pursuant to the Stock Option Plan and any other securities based compensation arrangement cannot exceed 10% of the issued and outstanding Shares.

Finally, the number of Shares issuable to non-employee directors of the Corporation pursuant to the Stock Option Plan cannot exceed 5% of the Shares then issued and outstanding.

The exercise price at which Shares may be issued pursuant to any option granted under the Stock Option Plan shall not be less than the Market Price. For the purposes of the Stock Option Plan, “**Market Price**” shall mean: (i) the volume weighted average trading price for the Shares during the five trading days on the TSX prior to the applicable date of grant, or (ii) if the Shares are not listed on the TSX or are suspended from trading thereon, the market price shall be either (y) the price per Share determined in accordance with the rules and regulations of any other stock exchange or over-the-counter trading system upon which the Shares may then be listed and traded, or (z) if (y) is not applicable, the fair market value of the Shares as determined by the board of directors in its sole discretion shall be used for the purpose of determining the Market Price.

Unless limited by the terms of the Stock Option Plan or any regulatory or stock exchange requirement, the board of directors shall have full and final authority to determine the terms and conditions attached to any grant of options to an eligible participant (an “**Optionee**”), including when such options shall become vested and exercisable. The Optionee may then exercise any vested options, in whole or in part, at any time not later than the tenth anniversary of the date of grant or such earlier date fixed by the board of directors (the “**Expiry Date**”), and all unexercised options shall expire and terminate following such Expiry Date. The Stock Option Plan provides that, if the Expiry Date occurs during a black-out period, then the options shall remain exercisable until the period ending up to two trading days after the end of such black-out period, notwithstanding the natural expiry of its term, except that in no event may such exercise occur more than 10 years after the initial grant date of the options.

None of the Optionees shall receive any loan or other financial assistance from the Corporation to facilitate the exercise of options.

In the event of the death of an Optionee, vested options held by such Optionee may be exercised by the personal representatives of the Optionee until the earlier of one year from the date of death or the Expiry Date of such options, following which the options will terminate.

In the event that any Optionee shall cease to be an eligible participant for any reason, other than for cause or death, he or she may exercise any options issued under the Stock Option Plan that are then exercisable, but only within the period that is three months from the date that he or she ceases to be an eligible participant. However, the board of directors of the Corporation may, in its discretion, amend the terms of any options held by such Optionee to permit such Optionee to exercise any or all such options as if such Optionee’s employment had not been terminated.

In the event that an Optionee ceases to be an eligible participant because of termination for cause, the options of the Optionee not exercised at such time shall immediately be cancelled on the date of such termination and be of no further force or effect whatsoever, notwithstanding anything to the contrary in the Stock Option Plan. Likewise, if any Optionee shall cease to be an eligible participant for any reason other than as already provided for, the options of the Optionee not exercised at such time shall immediately be cancelled and be of no further force or effect whatsoever.

Notwithstanding the foregoing, the board of directors always retains the discretion to permit the exercise of any or all options held by an Optionee in the manner and on the terms it authorizes, provided it shall not authorize the exercise of an option after its Expiry Date.

The Optionee’s rights with respect to an option granted under the Stock Option Plan are not assignable or transferable by the Optionee or capable of being the subject of any other alienation, sale, pledge, hypothec or other encumbrance by an Optionee, other than a transfer to the Optionee’s legal personal representative(s) by will or by law and other than a transfer to an Optionee’s RRSP or RRIF, provided that the Optionee is, during the Optionee’s lifetime, the sole beneficiary of such RRSP or RRIF.

If at any time an option granted under the Stock Option Plan remains unexercised with respect to any Shares and: (i) a *bona fide* offer to purchase all of the issued Shares is made by a third party; (ii) the Corporation proposes to sell all or substantially all of its assets and undertaking; (iii) the Corporation proposes to merge, amalgamate or be absorbed by or into any other corporation (save and except for a subsidiary) under any circumstances which involve

or may involve or require the liquidation of the Corporation, a distribution of its assets among its Shareholders, or the termination of the corporate existence of the Corporation; or (iv) the Corporation proposes an arrangement as a result of which all of the outstanding Shares of the Corporation would be acquired by a third party, then the Corporation shall use its best efforts to bring such offer or proposal to the attention of the Optionees as soon as practicable. All or any of the Shares subject to an option granted under the Stock Option Plan may be exercised, whether or not vested, by the Optionee at any time up to and including a date 60 days following the date of the completion of such transaction or prior to the close of business on the Expiry Date of the option, whichever is the earlier, or, if a longer period is provided for in a written agreement between an Optionee and the Corporation, the period provided for in the agreement shall apply provided that such period does not exceed one year. The Corporation may also, by resolution of the board of directors, require the acceleration of the time for the exercise of said option and of the time for the fulfillment of any conditions or restrictions on such exercise, and all such changes shall be final and binding on all options granted to Optionees under the Stock Option Plan.

The board of directors of the Corporation may, at any time and from time to time, amend, suspend or terminate the Stock Option Plan, provided that no such amendment, suspension or termination may be made without obtaining any required approval of any regulatory authority or stock exchange, and may not materially prejudice the rights of any Optionee under any option previously granted to the Optionee without the consent or deemed consent of the Optionee.

Without limiting the generality of the provisions of the Stock Option Plan, the board of directors of the Corporation may, without the approval of the holders of the outstanding Shares, make amendments to the Stock Option Plan for any of the following purposes:

- changing the terms related to the vesting of options as provided in Section 7(c) thereof;
- changing the terms related to the termination of options upon the cessation of provision of services as provided in Section 8 thereof;
- making provisions for any form of financial assistance by the Corporation for the acquisition of Shares by an Optionee;
- making any addition to, deletion from or alteration of the provisions of the Stock Option Plan that are necessary to comply with applicable law or the requirements of any regulatory authority or stock exchange;
- changing the provisions relating to the administration of the Stock Option Plan; and
- making any other amendment under applicable laws or the rules of the TSX, including amendments of a “clerical” or “housekeeping” nature.

Notwithstanding any other term or condition of the Stock Option Plan, none of the following amendments may be made to the Stock Option Plan without first obtaining the approval of the holders of the outstanding Shares:

- an increase in the maximum number of Shares which may be issued under the Stock Option Plan or a change in the percentage of Shares issuable thereunder;
- removing or exceeding the insider participation limits;
- changing the terms related to the pricing of options as provided in Section 6 of the Stock Option Plan;
- changing the amendment and termination provisions of the Stock Option Plan as provided in Section 11 thereof;
- changing the definition of Eligible Participant in the Stock Option Plan;
- making any amendments to the transferability of options as provided in Section 10 of the Stock Option Plan;

- changing the exercise price of any option issued under the Stock Option Plan where such amendment would reduce the exercise price of such option; or
- changing the term of any option issued under the Stock Option Plan where such amendment would extend the term of such option (provided in all cases that any such extension shall not exceed the 10 year term provided for in Subsection 7(b) of the Stock Option Plan).

Summary Compensation Table

The following table provides a summary of compensation earned during the fiscal years ended December 31, 2018, 2017 and 2016 by the Chief Executive Officer, the Chief Operating Officer and the Managing Director Finance of the Corporation (collectively, the “**Named Executive Officers**”).

Name and Principal Position	Fiscal Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation ⁽¹⁾⁽³⁾ (\$)	Total Compensation (\$)
					Bonus/Annual Incentive Plan (\$)	Long-term Incentive Plans (\$)			
BORIS BARIL, Chief Financial Officer	2018	N/A	N/A	N/A	N/A	N/A	N/A	150,000	150,000
	2017 ⁽⁴⁾	N/A	N/A	N/A	N/A	N/A	N/A	-	-
	2016 ⁽⁴⁾	N/A	N/A	N/A	N/A	N/A	N/A	-	-
ELI DADOUCH, Chief Executive Officer and President ⁽²⁾	2018	N/A	N/A	N/A	N/A	N/A	N/A	1,813,744	1,813,744
	2017	N/A	N/A	N/A	N/A	N/A	N/A	1,700,453	1,700,453
	2016	N/A	N/A	N/A	N/A	N/A	N/A	1,570,137	1,570,137
JONATHAN MAIR, Chief Operating Officer and Executive Vice-President ⁽²⁾⁽⁴⁾	2018	N/A	N/A	N/A	N/A	N/A	N/A	300,000	300,000
	2017	N/A	N/A	N/A	N/A	N/A	N/A	300,000	300,000
	2016	N/A	N/A	N/A	N/A	N/A	N/A	300,000	300,000
SANDY POKLAR, Executive Vice President and Managing Director Finance ⁽³⁾	2018	N/A	N/A	N/A	N/A	N/A	N/A	50,000	50,000
	2017	N/A	N/A	N/A	N/A	N/A	N/A	50,000	50,000
	2016	N/A	N/A	N/A	N/A	N/A	N/A	50,000	50,000

Notes:

- (1) Refers to amounts received by entities related to the Named Executive Officers in connection with the Corporation Manager but does not include any amounts received from the Mortgage Banker. See “Compensation Discussion and Analysis”.
- (2) The Named Executive Officers do not receive any compensation for acting as Non-Independent Directors. See “Director Compensation”.
- (3) Includes payments received by entities related to Eli Dadouch, which include the reimbursement for costs incurred on behalf of the Corporation Manager. As none of Eli Dadouch or Jonathan Mair owns a direct interest in the Corporation Manager, these individuals may receive only a part of, or none of, the amounts received by the entities related to them. Also, due to the fact that the Corporation has a different fiscal year end than the Corporation Manager, certain of the spread interest income earned by the Corporation Manager is not distributed by the Corporation Manager during its fiscal year.
- (4) Boris Baril joined the Corporation as Chief Financial Officer effective April 1, 2018.

Incentive Plan Awards

The table below sets forth information related to options held by the Named Executive Officers as at the end of the Corporation's most recently completed financial year. The Corporation has no executive officers who received total salary and bonus in excess of \$150,000 during the Corporation's most recently completed financial year.

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiry Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)	Number of Shares or units of Shares that have not Vested (\$)	Market or Payout Value of Share-based Awards that have not Vested (\$)	Market or Payout Value of Vested Share-based Awards not Paid Out or Distributed (\$)
Boris Baril	-	N/A	N/A	-	N/A	N/A	N/A
Eli Dadouch	405,000	11.78	Nov 11, 2023	554,850	N/A	N/A	N/A
Jonathan Mair	80,000	11.78	Nov 11, 2023	109,600	N/A	N/A	N/A
Sandy Poklar	-	N/A	N/A	-	N/A	N/A	N/A

Note:

- (1) The value of unexercised in-the-money options is calculated by multiplying the difference between the closing Share price at December 31st, 2018 of \$13.15 and the option exercise price by the total number of unexercised in-the-money options.

The following table provides a summary of the value vested or earned for incentive plan awards for each Named Executive Officer during the Corporation's most recently completed financial year.

Name	Option-based Awards – Value Vested during the Year (\$)	Share-based Awards – Value Vested during the Year (\$)	Non-equity Incentive Plan Compensation – Value Earned during the Year (\$)
Boris Baril	0	0	0
Eli Dadouch	0	0	0
Jonathan Mair	0	0	0
Sandy Poklar	0	0	0

Although the Corporation has no formal compensation arrangements in place with the Corporation's officers and, in particular, the Named Executive Officers, the Corporation may provide a long-term incentive by granting options pursuant to the Stock Option Plan. The options granted permit certain key individuals, including the Corporation's directors and the Named Executive Officers, to acquire Shares at an exercise price equal to the Market Price of such Shares under option at the date the option is granted. The objective of granting options is to encourage directors and executives to acquire an ownership interest in the Corporation over a period of time, which acts as a financial incentive for such persons to consider the Corporation's long-term interests and those of the Shareholders.

Hedging and Compensation Risk

The Named Executive Officers and directors of the Corporation are not formally prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of Shares, including Shares granted as or underlying Share-based compensation or otherwise held directly or indirectly by a Named Executive Officer or a director.

In light of the Corporation's arrangement with the Corporation Manager, the board of directors does not believe it to be necessary to formally consider the implications of the risks associated with the Corporation's compensation policies and practices.

Pension Plan Benefits

The Corporation does not have a pension plan and does not provide any pension plan benefits.

Termination and Change of Control Benefits

The Management Agreement provides that upon the agreement being terminated by the Corporation other than for cause (including, without limitation, if the Corporation's activities are not carried on in the normal course consistent with past practice or if the Corporation proposes to distribute its capital (other than ordinary distributions of capital which are consistent with past practice and that portion of the distributions, if any, in connection with the amortization of the Corporation's initial public offering costs) or upon a breach by the Corporation of the Management Agreement, the Corporation will be required to pay the Corporation Manager any amounts which would have been earned by the Corporation Manager under the Management Agreement for the duration of the term of the agreement (including notice periods), based on the amounts to which the Corporation Manager was entitled during the four most recently completed fully operational quarters immediately prior to the occurrence of the termination or breach. If the Management Agreement was terminated by the Corporation other than for cause as of December 31, 2018, it is estimated that the Corporation would be required to pay the Corporation Manager approximately \$34.5 million. In lieu of termination of the Management Agreement other than for cause as set out above, at the option of the Corporation Manager, it may cause the Corporation to acquire the Management Agreement for a purchase price equal to the amount that the Corporation Manager would have received had the agreement been terminated other than for cause. The Corporation Manager will have the option to take payments for the amounts payable on termination or breach in cash, interests in mortgages or any combination thereof, and to obtain a security interest in the Corporation's property and assets in respect of such obligations.

The Mortgage Banking Agreement provides that upon the agreement being terminated by the Corporation other than for cause or upon a breach by the Corporation of the agreement, the Corporation will be required to pay the Mortgage Banker an amount equal to a termination fee of approximately \$10.4 million, plus any other amounts which would have been earned by the Mortgage Banker under the agreement in respect of the then-remaining portion of the term of the agreement, which, as of the date of this Circular, is estimated to be approximately \$72.2 million.

Director Compensation

The following table shows the fee amounts earned by individual non-executive directors in respect of their membership on the board of directors and its committees for the fiscal year ended December 31, 2018.

Name	Annual Fee (\$)	Share-based Award (\$)	Option-based Award (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
Geoffrey Bledin	30,000	0	0	0	0	0	30,000
Morris Fischtein	30,000	0	0	0	0	0	30,000
Victoria Granovski	12,000	0	0	0	0	0	12,000
Edward Gilbert ⁽¹⁾	0	0	0	0	0	0	0
Stanley Goldfarb	85,000	0	0	0	0	0	85,000
Anthony Heller	30,000	0	0	0	0	0	30,000
The Honourable Francis (Frank) Newbould	30,000	0	0	0	0	0	30,000
The Honorable Joe Oliver	30,000	0	0	0	0	0	30,000
Keith Ray	30,000	0	0	0	0	0	30,000
Lawrence Shulman	30,000	0	0	0	0	0	30,000
TOTAL	307,000	0	0	0	0	0	307,000

Note:

(1) Edward Gilbert received \$33,000 in compensation from the Corporation Manager.

In the fiscal year ended December 31, 2018, the Chairman of the board of directors received remuneration from the Corporation in the aggregate amount of \$85,000 in respect of base remuneration and for acting as Chairman of the board of directors, the Investment Committee and the Audit Committee, as well as Chairman of the annual meeting of Shareholders, for performing his duties as a member of the Investment Committee, and for participating in meetings of the directors.

In fiscal 2018, each other Independent Director received remuneration from the Corporation in the aggregate amount of \$30,000 in respect of base remuneration and for performing his duties as a member of the Investment Committee and participating in meetings of the Directors. In fiscal 2018, Victoria Granovski, a non-independent Director, received remuneration from the Corporation in the aggregate amount of \$12,000 for participating in meetings of the Directors.

The directors' compensation is subject to such amendments as the Independent Directors may determine from time to time, and the directors are entitled to reimbursement of their out-of-pocket expenses incurred in acting as directors. The directors may also be entitled to additional remuneration from the Corporation for the performance of additional services and special projects. The amount of any such remuneration shall be determined by the Independent Directors. The Corporation's directors are entitled to participate in the Stock Option Plan.

Incentive Plan Awards – Non Executive Directors

The table below sets forth information related to options held by the non-executive Directors as at the end of the Corporation's most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiry Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)	Number of Shares that have not Vested (\$)	Market or Payout Value of Share-based Awards that have not Vested (\$)	Market or Payout Value of Vested Share-based Awards not Paid Out or Distributed (\$)
Geoffrey Bledin	35,000	11.78	Nov 11, 2023	47,950	N/A	N/A	N/A
Morris Fischtein	-	N/A	N/A	N/A	N/A	N/A	N/A
Edward Gilbert ⁽²⁾	45,000	11.78	Nov 11, 2023	61,650	N/A	N/A	N/A
Victoria Granovski	2,500	11.78	Nov 11, 2023	3,425	N/A	N/A	N/A
Stanley Goldfarb	45,000	11.78	Nov 11, 2023	61,650	N/A	N/A	N/A
Anthony Heller	35,000	11.78	Nov 11, 2023	47,950	N/A	N/A	N/A
The Honourable Francis Newbould	35,000	13.15	Nov 11, 2023	-	N/A	N/A	N/A
The Honourable Joe Oliver	35,000	13.15	Nov 11, 2023	-	N/A	N/A	N/A
Keith Ray	35,000	12.21	Nov 11, 2023	32,900	N/A	N/A	N/A
Lawrence Shulman	35,000	11.78	Nov 11, 2023	47,950	N/A	N/A	N/A

Notes:

- (1) The value of unexercised in-the-money options is calculated by multiplying the difference between the closing Share price at December 31st, 2018 of \$13.15 and the option exercise price by the total number of unexercised in-the-money options.
- (2) During March 2019, Edward Gilbert had exercised his 45,000 options.

The following table provides a summary of the value vested or earned for incentive plan awards for each of the non-executive Directors during the Corporation's most recently completed financial year.

Name	Option-based Awards – Value Vested during the Year (\$)	Share-based Awards – Value Vested during the Year (\$)	Non-equity Incentive Plan Compensation – Value Earned during the Year (\$)
Geoffrey Bledin	0	0	0
Morris Fischtein	0	0	0
Edward Gilbert	0	0	0
Victoria Granovski	0	0	0
Stanley Goldfarb	0	0	0
Anthony Heller	0	0	0

Name	Option-based Awards – Value Vested during the Year (\$)	Share-based Awards – Value Vested during the Year (\$)	Non-equity Incentive Plan Compensation – Value Earned during the Year (\$)
The Honourable Francis Newbould	0	0	0
The Honorable Joe Oliver	0	0	0
Keith Ray	0	0	0
Lawrence Shulman	0	0	0

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth details of the Corporation’s equity compensation plans as of the end of the Corporation’s most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽²⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of Shares remaining available for future issuance under equity compensation plans as of December 31, 2018 (excluding securities reflected in column (a)) ⁽³⁾ (c)
Equity compensation plans approved by Shareholders	926,250	\$11.90	1,688,104 ⁽¹⁾
Equity compensation plans not approved by Shareholders	N/A	N/A	N/A
Total	926,250	\$11.90	1,688,104

Notes:

- (1) The maximum number of Shares that may be issued pursuant to options granted under the Stock Option Plan is equal to 10% of the number of Shares outstanding at the time of grant. See “Option-Based Awards”.
- (2) As at May 10, 2019, the Corporation had 881,250 options outstanding under the Stock Option Plan.
- (3) As at May 10, 2019, the Corporation had 1,912,491 options available for grant under the Stock Option Plan.

	Stock Option Plan		
	2018 ⁽²⁾	2017	2016 ⁽²⁾
Burn Rate⁽¹⁾	-	0.3%	-

(1) The number of awards granted each year, expressed as a percentage of the weighted average number of outstanding common shares of the company at the end of the fiscal year.

(2) No Options were issued in 2016 and 2018.

STATEMENT OF GOVERNANCE PRACTICES

General

The Corporation’s directors believe that sound governance practices are essential to the well-being of the Corporation and the Shareholders, and that these practices must be reviewed regularly to ensure that they are appropriate. The following describes the Corporation’s governance practices with reference to National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (collectively, the “**Governance Guidelines**”), which are initiatives of the Canadian Securities Administrators.

The board of directors and management of the Corporation recognize that effective corporate governance practices are fundamental to the long-term success of the Corporation. Sound corporate governance contributes to Shareholder value through increased market confidence. In light of the Governance Guidelines and best practice standards in Canada, the board of directors and management have implemented a sophisticated set of governance policies and procedures and is committed to maintaining a high standard of corporate governance.

The following is a description of the Corporation’s corporate governance practices.

Board of Directors

The board of directors has determined that eight of the twelve current directors are “independent” as such term is defined in the Governance Guidelines. The “independent” directors are Messrs. Bledin, Fischtein, Goldfarb, Heller, Oliver, Newbould, Ray and Shulman.

The non-independent directors are Mr. Dadouch, President and Chief Executive Officer of the Corporation and President of the Mortgage Banker and the Corporation Manager; Mr. Mair, Chief Operating Officer and Executive Vice-President of the Corporation, Chief Financial Officer and Senior Vice-President of the Corporation Manager and, Vice-President, Mortgage Banking of the Mortgage Banker; Mr. Gilbert, former Chief Operating Officer of the Corporation; and Victoria Granovski, Internal Credit Manager of the Corporation, Senior Vice President, Credit and Equity Capital and Senior Vice President of Mortgage Operations of the Mortgage Banker and Credit Manager of the Corporation.

A majority of the directors of the Corporation are “independent”.

Other Public Company Directorships

The following members of the board of directors currently hold directorships in other reporting issuers as set forth below:

Name of Director/Trustee	Name of Reporting Issuer	Market
Geoffrey Bledin	Firm Capital Property Trust	TSX Venture Exchange
	Firm Capital American Realty Partners Corp.	TSX Venture Exchange
Eli Dadouch	Firm Capital Property Trust	TSX Venture Exchange
	Firm Capital American Realty Partners Corp.	TSX Venture Exchange
Edward Gilbert	H&R Real Estate Investment Trust	TSX
Stanley Goldfarb	Consolidated HCI Holdings Corporation	TSX

Name of Director/Trustee	Name of Reporting Issuer	Market
	Firm Capital Property Trust	TSX Venture Exchange
Victoria Granovski	Firm Capital Property Trust	TSX Venture Exchange
Jonathan Mair	Firm Capital Property Trust	TSX Venture Exchange
The Honourable Joe Oliver	High Arctic Energy Services Inc	TSX
Keith Ray	Firm Capital American Realty Partners Corp.	TSX Venture Exchange
	Cliffside Capital Ltd.	TSX Venture Exchange
Lawrence Shulman	Firm Capital Property Trust	TSX Venture Exchange

Independence of the Board

Due to the fact that the Chief Executive Officer and the Chief Operating Officer are the only two directors who are related to the Corporation, the board of directors believes that it is sufficiently independent from the management of the Corporation. The board of directors facilitates its exercise of independent judgment by appointing an independent director as the Chairman of the board of directors. The Corporation has also appointed a Credit Manager, Victoria Granovski, who was appointed to the board of directors on November 13th, 2017. In addition, the board and its committees meet annually without management present and have the ability to ask the directors who are related to the Corporation to leave any meeting in order to facilitate an open and candid discussion among the independent directors.

Chairman of the Board of Directors

The Chairman of the board of directors, Mr. Goldfarb, is an “independent” director. Mr. Goldfarb’s responsibilities include:

- (i) attending and chairing meetings of the board of directors of the Corporation and Shareholders;
- (ii) providing direction with respect to the dates and frequencies of board meetings and related committee meetings and liaising with the Chief Executive Officer of the Corporation to prepare board meeting agendas;
- (iii) ensuring that the board understands the boundaries between board and management responsibilities; and
- (iv) ensuring that the board of directors carries out its responsibilities effectively, which will involve the board meeting on a regular basis without management present and may involve assigning responsibility for administering the board’s relationship with management to a committee of the board.

Board Meetings

The following table sets forth, for the fiscal year ended December 31, 2018, the number of board of directors meetings held and attendance by directors who are proposed to be nominated for election at the Meeting:

Director	Director Meetings Attended
Eli Dadouch	4 of 4
Jonathan Mair	4 of 4
Edward Gilbert	4 of 4
Victoria Granovski	4 of 4
Geoffrey Bledin	3 of 4
Morris Fischtein	4 of 4
Stanley Goldfarb	4 of 4
Anthony Heller	4 of 4
The Honourable Francis (Frank) Newbould	4 of 4
The Honourable Joe Oliver	4 of 4
Keith Ray	4 of 4
Lawrence Shulman	4 of 4

The Board of Directors is actively involved in the approval process of the Corporation's investments. During fiscal year 2018, the approval of the Board of Directors was sought and obtained for every one of the Corporation's 170 investments made in 2018.

Further, the alignment of the interests of the Corporation and its Board of Directors is demonstrated by the fact that certain directors (and senior management) and their related entities also invested side by side and *pari passu* as participants in various investment opportunities that the Corporation participated in. As at December 31, 2018, certain members of the Board of Directors and senior management and their related entities invested an aggregate amount of approximately \$80 million.

Board Mandate

The board of directors has adopted a written mandate (the "**Mandate of the Board of Directors**") to confirm and enhance the board of directors' ongoing duties and responsibility for stewardship of the Corporation. A copy of the Mandate of the Board of Directors is attached to this Circular as Schedule "A". The directors have assumed responsibility for the stewardship of the Corporation and have been granted the necessary powers to carry out their responsibilities. The directors' responsibilities include: (a) the development and adoption of the Corporation's strategic planning process; (b) the identification of the principal risks associated with the business, and the implementation of appropriate systems to manage these risks; and (c) the appointment and evaluation of senior management.

Position Descriptions

The board of directors, together with the Chief Executive Officer, has developed position descriptions for the Chairman of the board of directors, the Chairman of each of the Investment Committee and the Audit Committee, and the Chief Executive Officer of the Corporation. These position descriptions are disclosed in the Mandate of the Board of Directors, which is attached to this Circular as Schedule "A".

Orientation and Continuing Education

New board members are provided with materials to educate them on the Corporation and its business, as well as their responsibilities as directors. This practice is consistent with the Governance Guidelines and enables a new director to better understand the Corporation and his or her role and responsibilities. The Corporation requires that at least 75% of the directors must have had at least 10 years of substantial experience in the real estate and/or mortgage industries. Currently, greater than 75% of the directors have over 10 years of substantial experience in the real estate and/or mortgage industries. Such experience and continued involvement in the real estate and/or mortgage industries allows the directors to make meaningful contributions to the Corporation. The directors do not believe that a formalized continuing education program is required at this time, given the continuing extensive industry experience of each of the directors.

Code of Business Conduct and Ethics

The Corporation has adopted a Code of Business Conduct and Ethics (the “**Code**”) that sets out the basic principles to guide the behaviour of directors, officers and employees of the Corporation. The Code addresses the following issues:

- (a) compliance with laws, rules and regulations;
- (b) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest;
- (c) confidential information;
- (d) personal opportunities discovered through the use of corporate property, information or positions without the consent of the board of directors;
- (e) protection and proper use of the Corporation’s assets;
- (f) fair dealing with persons with whom the Corporation has a business relationship;
- (g) gifts and entertainment and payments to government personnel;
- (h) discrimination and harassment;
- (i) health and safety;
- (j) accuracy of records and reporting; and
- (k) reporting of any illegal or unethical behaviour.

A copy of the Code is available under the Corporation’s profile on the SEDAR website at www.sedar.com.

Monitoring of accounting, internal controls and auditing matters, as well as violations of the law, the Code and other policies or directives, occurs through the reporting of complaints and concerns using the reporting methods provided for in the Code. The board monitors compliance with the Code by making enquiries of the appropriate parties at each meeting. Any person can report complaints or concerns, on an anonymous basis if desired, by reporting to the Chairman of the Audit Committee by email, phone or fax.

The board of directors (or a committee of the board of directors to whom that authority has been delegated) can grant waivers of compliance with the Code for the benefit of directors or executive officers in appropriate circumstances. No such waiver has been granted since the adoption of the Code and consequently, the Corporation

filed no material change report during the last fiscal year pertaining to any conduct of a director or executive officer that constituted a departure from the Code.

To ensure that directors or executive officers exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest, the director or officer of the Corporation, as the case may be, is required to disclose in writing to the directors or request to have entered into the minutes of meetings of the directors or the Investment Committee, as the case may be, the nature and extent of such interest, as follows:

- (a) The disclosure required in the case of a director must be made:
 - (i) at the meeting of directors or the Investment Committee, as the case may be, at which a proposed contract or transaction is first considered;
 - (ii) if the director was not then interested in a proposed contract or transaction, at the first such meeting after he becomes so interested;
 - (iii) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he becomes so interested; or
 - (iv) if a person who is interested in a contract or transaction later becomes a director, at the first such meeting after he becomes a director.
- (b) The disclosure required in the case of an officer of the Corporation who is not a director must be made:
 - (i) forthwith after such person becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of the directors or the Investment Committee;
 - (ii) if such person becomes interested after a contract is made or transaction entered into, forthwith after such person becomes aware that he has become so interested; or
 - (iii) if a person who is interested in a contract or a transaction later becomes an officer of the Corporation, forthwith after he becomes an officer of the Corporation.

A director may not vote on any resolution to approve the said contract or transaction in which he is interested unless the contract or transaction is one relating primarily to his remuneration as a director, or one for indemnity or the purchase of liability insurance.

Nomination of Directors

The Corporation does not currently have a nominating committee. Pursuant to the Management Agreement, the Corporation Manager may recommend suitable individuals for nomination as directors. In order to ensure objectivity in the nomination process, the Independent Directors review and approve any nominations proposed by the Corporation Manager.

Compensation

The Corporation does not currently have a compensation committee. As a result of the Corporation's arrangements with the Corporation Manager, the Corporation does not employ any individuals (and has no employment contracts with any individuals) other than its Credit Manager, Victoria Granovski, and thus the directors have determined that there is no need for a separate compensation committee. The compensation of the Corporation

Manager is determined based on the provisions of the Management Agreement, which can only be amended with the approval of Shareholders.

The directors are responsible for implementing a process for reviewing the adequacy and form of compensation of directors and ensuring that compensation realistically reflects the responsibilities and risk involved in being a director. The Corporation requires that remuneration be at a level that will attract and motivate competent directors. Compensation is also based on the compensation of directors of similarly situated issuers. In order to ensure an objective process for determining compensation, the directors, through the Corporation Manager, review compensation paid to directors of various real estate investment trusts and other publicly traded companies.

Audit Committee

Information concerning, among other things, the composition of the Audit Committee and the Audit Committee's Charter, can be found in the "Audit Committee" and "Audit Services" sections of the Corporation's most recently filed Annual Information Form, available under the Corporation's profile on the SEDAR website at www.sedar.com.

Investment Committee

The Corporation's Investment Committee is composed of all of the Independent Directors. The Investment Committee is responsible for the following:

- (a) reviewing all of the Corporation's investments on at least an annual basis;
- (b) adjudicating and advising on transactions involving potential conflicts of interest or any other transactions which may be detrimental to the interests of the Shareholders;
- (c) the approval or rejection of investments and acquisitions of investments; and
- (d) dealing with such other matters as may be referred to the Investment Committee by the directors.

Investments in, and acquisitions of, mortgages with a cost to the Corporation of less than \$1 million are subject to the approval of any three of the directors, at least one of whom must be an Independent Director. The Chairman of the Investment Committee, Stanley Goldfarb, is also the Chairman of the board of directors and the Audit Committee.

Assessments

The board of directors is responsible for implementing a process for assessing the effectiveness of the board as a whole, the committees of the board and the contributions of individual directors. In carrying out its responsibilities, the board of directors is required to periodically review the mandates of the directors and the board's committees and to make an assessment of the effectiveness of the directors. The directors have determined that the present number of directors is appropriate for the board to function at this time and that the board is properly constituted to reflect the investment of all Shareholders in the Corporation. On an ongoing basis, the directors review the size and composition of the board.

Shareholder Communication

The Corporation has adopted a written Disclosure Policy. The Disclosure Policy reflects the basic principle of securities regulation that all persons investing in securities should have equal access to information that may affect their investment decisions. The Disclosure Policy establishes the Corporation's procedure for determining how material information is to be disclosed or disseminated and promotes consistent disclosure practices aimed at informative, timely and broadly disseminated disclosure of material information to the market in accordance with all applicable legal, regulatory and stock exchange requirements.

The Disclosure Policy also deals with how the Corporation and its directors and employees handle material undisclosed information about the Corporation. It addresses the Corporation's formal disclosure requirements such as annual and quarterly reports, prospectuses and news releases, and information that the Corporation posts on its website. It also extends to oral communications, such as speeches by senior management, responses to media inquiries and statements made in meetings with analysts and investors, all of which must comply with the Disclosure Policy.

Board's Expectations of Management

The board of directors expects management to operate the Corporation in accordance with the investment restrictions and operating policies, and to enhance Shareholder value while managing the Corporation in a prudent manner. Management is expected to provide regular financial and operating reports to the board of directors and to make the board of directors aware of all important issues and major developments, particularly those which may not have been previously anticipated. Management is also expected to find opportunities for acquisitions and dispositions and to make appropriate recommendations to the board of directors.

Director Term Limits and Other Mechanisms of Board Renewal

The board of directors believes that the need to have highly experienced directors who: (i) are familiar with the business of the Corporation; (ii) possess highly developed specialized skill sets in real estate, finance, taxation, mortgage underwriting analysis and accounting; and (iii) are knowledgeable about the Corporation as a whole takes precedent when assessing management and its recommendations. As such, the board of directors has not adopted director term limits or other mechanisms of board renewal for the following reasons:

- (i) after considering the director profile at the Corporation, the board of directors determined that a term limit was not appropriate in the context of the Corporation. The Corporation invests in mortgages secured by all types of residential and commercial real property, subject to compliance with our investment policies. As such, this form of investment activity requires highly developed and specialized skill sets in real estate, finance, taxation, mortgage underwriting analysis and accounting;
- (ii) the Corporation has found that having long standing directors on its board of directors does not negatively impact its effectiveness, and instead positively contributes to boardroom dynamics. As such, the Corporation has for many years enjoyed a consistently engaged board of directors. This is reflective in the consistent returns the Corporation has delivered to Shareholders since its initial public offering in 1999 in the form of distributions and capital appreciation. See "Share Performance Graph";
- (iii) the imposition of director term limits on a board of directors implicitly discounts the value of experience and continuity amongst members of the board of directors and runs the risk of excluding experienced and potentially valuable members of the board of directors as a result of an arbitrary determination;
- (iv) that directors with the level of understanding of the issuer's business, history and culture acquired through long service on the board of directors provide additional value;
- (v) that term limits run the risk of acting as a substitute for proper board self-assessment and renewal and undermines Shareholders' voting rights to select their board of directors; and
- (vi) there is little empirical evidence that a director's ability to act independently of management declines after any specific period of service.

Policies Regarding the Representation of Women on the Board of Directors

The Corporation has not adopted a written policy relating to the identification and nomination of women directors to the Corporation's board of directors. The Corporation has not adopted such a policy, written or otherwise, because the board of directors does not consider diversity of race, ethnicity, gender, age and cultural background as requirements to be a director of the Corporation. When vacancies on the board of directors arise, the Corporation

focuses on nominating directors with highly developed and specialized skill sets in real estate, finance, mortgage underwriting analysis and accounting, regardless of their race, ethnicity, gender, age and cultural background. These requirements are necessary to ensure that the Corporation continue to deliver consistent returns to Shareholders as it has since its initial public offering in 1999 and no written policy relating to the identification and nomination of women directors to the Corporation's board of directors will ensure this outcome. As at May 10, 2019, the Corporation has one female board member.

Consideration of the Representation of Women in the Director Identification and Selection Process

In identifying and nominating candidates for election or re-election to the board of directors, the directors of the Corporation do not consider the level of representation of women on the board of directors. The Corporation does not consider the level of representation of women on the board of directors because in considering individuals as potential directors, the Corporation at all times seeks the most qualified persons, regardless of their race, ethnicity, gender, age and cultural background. The Corporation believes that this approach enables it to make decisions regarding the composition of the board of directors team based on what is in the best interests of the Corporation and its Shareholders. During the year ending December 31, 2018, the Corporation had one female board member.

Consideration of the Representation of Women in Executive Officer Appointments

In appointing executive officers to the management team, the Corporation does not consider the level of representation of women in executive officer positions. The Corporation does not consider the level of representation of women in executive officer positions because in considering individuals as members of senior management, the Corporation at all times seeks the most qualified persons, regardless of their race, ethnicity, gender, age and cultural background. The Corporation believes that this approach enables it to make decisions regarding the compositions of the senior management team based on what is in the best interests of the Corporation and its Shareholders. As at December 31, 2018, the Corporation had one employee, the internal Credit Manager, who is female and is also a Director of the Corporation.

Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Corporation has not adopted a target regarding women on the Corporation's board of directors. The Corporation has not adopted a target for women on the board of directors because the Corporation does not believe that any director nominee should be chosen nor excluded solely because of their race, ethnicity, gender, age and cultural background. When vacancies on the board of directors arise, the Corporation focuses on nominating directors with highly developed specialized skill sets in real estate, finance, mortgage underwriting analysis and accounting, regardless of their race, ethnicity, gender, age and cultural background. These requirements are necessary to ensure that the Corporation continues to deliver consistent returns to Shareholders as it has since its initial public offering in 1999 and no adoption of a target relating to the representation of women on the board of directors of the Corporation will ensure this outcome.

The Corporation has not adopted a target regarding women in executive officer positions. The Corporation has not adopted a target for women in executive officer positions because the Corporation does not believe that any candidate for an executive officer position should be chosen nor excluded solely or largely because of their race, ethnicity, gender, age and cultural background. In selecting candidates, the Corporation considers the skills, expertise and background that would complement the existing management team. As at December 31, 2018, the Corporation had only one employee, the internal Credit Manager, who is female and who is also a Director of the Corporation. In general, executive officers are recruited solely based on their ability to contribute to the Corporation.

Number of Women on the Board and in Executive Officer Positions

As of the date of this Circular, there is one woman on the Corporation's board of directors who holds an executive officer position.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS, MANAGEMENT CONTRACTS AND INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Several of the Corporation's mortgages are shared with other investors, including certain of the Corporation's directors and/or officers. The Corporation ranks equally with, or in priority to, other members of the syndicate as to receipt of principal and income in respect of such mortgages.

Pursuant to the Management Agreement, the Corporation Manager received spread interest income for the year ended December 31, 2018 in the amount of \$3,932,134. For the period of January 1, 2019 to April 30, 2019, the Corporation Manager has received spread interest income equal to \$1,272,336. Eli Dadouch, Jonathan Mair and Joseph Fried, each of whom is a director and/or officer of the Corporation, are also directors and/or officers of, and/or are related to entities that directly or indirectly own an interest in, the Corporation Manager. See "Compensation Discussion and Analysis".

Pursuant to the Mortgage Banking Agreement, the Mortgage Banker receives loan servicing fees equal to 0.10% per annum of the principal amount of each of the Corporation's mortgage investments and certain additional compensation, as disclosed and explained in the Corporation's annual financial statements for the year ended December 31, 2018 (under "Related party transactions and balances", note 13) included in the Corporation's 2018 Annual Report. These loan servicing fees amounted to approximately \$524,000 for the year ended December 31, 2018 and approximately \$170,000 for the period of January 1, 2019 to April 30, 2019. Eli Dadouch and Jonathan Mair, each of whom is a director and/or officer of the Corporation, are also directors and/or officers of the Mortgage Banker. Victoria Granovski is Senior Vice President, Credit & Equity Capital and Senior Vice President of Mortgage Operations at the Mortgage Banker. The Mortgage Banker is indirectly controlled by an entity related to Eli Dadouch.

The board of directors of the Corporation has approved, subject to approval by the Shareholders at the Meeting, an extension to the earliest date on which notice of termination can be given under each of the Management Agreement and the Mortgage Banking Agreement, as well as an amendment to the spread interest income provision of the Management Agreement. See "Amendments to the Mortgage Banking Agreement and Management Agreement".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of April 30, 2019, the aggregate indebtedness of all directors and executive officers to the Corporation and its subsidiaries, excluding routine indebtedness, was \$5,213,000. The table below sets out the aggregate indebtedness outstanding in connection with a purchase of securities and all other indebtedness:

<u>Purpose</u>	<u>To the Corporation or its Subsidiaries</u>	<u>To Another Entity</u>
Share purchases	-	-
Mortgage loans	\$5,213,000	-

The following chart outlines the indebtedness to the Corporation of each individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation or an associate of the foregoing:

Table of Indebtedness of Directors and Executive Officers

Name and Principal Position	Involvement of the Corporation or Subsidiary	Largest Amount Outstanding during Fiscal 2018	Amount Outstanding as at April 30, 2019	Financially Assisted Securities Purchases during Fiscal 2018	Security for Indebtedness	Amount Forgiven During Fiscal 2018
A company related to several Directors.....	One loan from the Corporation	\$5,148,000	\$5,213,000	N/A	N/A	\$0

The Corporation holds a mortgage investment totaling \$5,213,000 at May 10, 2019 (classified as discounted debt investment) that originated from the purchase of a mortgage loan from a Schedule 1 bank at a discount to its original principal balance. The Corporation’s investment is by way of a participation in a mortgage loan to the entity that took title to the real estate following the completion of the enforcement foreclosure that occurred after the purchase of the underlying Schedule 1 bank mortgage. The Corporation is a *pari passu* participant in the mortgage, having the same rights as all other participants in the loan. The entity that holds title to the real estate as agent is related to the other participants in the mortgage loan investment, including entities related to certain directors of the Corporation.

DIRECTORS’ AND OFFICERS’ LIABILITY INSURANCE

The Corporation indemnifies the directors and officers against certain losses arising from claims against them for their acts, errors or omissions as such. The Corporation maintains liability insurance for its directors and officers. The policy provides insurance for the Corporation’s directors and officers in respect of certain losses arising from claims against them for their acts, errors or omissions in their capacity as directors or officers. The Corporation is also insured against any loss arising out of any payment that the Corporation may be required or permitted by law to make to its directors and officers, the coverage being the same for both groups. The policy limit for such insurance coverage is \$5 million per occurrence in each policy year, with no deductible for individual directors or officers and a deductible of \$25,000 payable by the Corporation per occurrence. The annual premium paid by the Corporation for fiscal 2018 was \$21,100.

GENERAL

The Corporation’s financial statements for the year ended December 31, 2018, together with the report of the auditor thereon, will be presented to the Shareholders at the Meeting for their consideration.

ADDITIONAL INFORMATION

Copies of the Corporation’s most recent Annual Information Form, this Circular and the Annual Report for the year ended December 31, 2018, including comparative financial statements for the year then ended and accompanying Management’s Discussion and Analysis, are available under the Corporation’s profile on the SEDAR website at www.sedar.com. Financial information pertaining to the Corporation is provided in the Corporation’s comparative financial statements and Management’s Discussion and Analysis. In the alternative, copies will be sent by the Corporation to any person upon request addressed in writing to the Corporation’s Secretary at 163 Cartwright Avenue, Toronto, Ontario M6A 1V5. Such copies will be sent to any Shareholder without charge.

CERTIFICATE

The contents and the sending of this Circular have been approved by the Corporation’s directors.

DATED as of May 10, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Eli Dadouch”
President, Chief Executive Officer and Director

SCHEDULE “A”

FIRM CAPITAL MORTGAGE INVESTMENT CORPORATION

MANDATE OF THE BOARD OF DIRECTORS

The board of directors of Firm Capital Mortgage Investment Corporation (the “**Corporation**”) is elected by the shareholders of the Corporation and is responsible for the stewardship of the Corporation. The purpose of this mandate is to describe the principal duties and responsibilities of the directors, as well as some of the policies and procedures that apply to the directors in discharging their duties and responsibilities.

Responsibilities of the Board of Directors

The role of the board of directors is to represent the shareholders of the Corporation, enhance and maximize shareholder value and conduct the business and affairs of the Corporation ethically and in accordance with high standards of corporate governance. The board of directors is ultimately accountable and responsible for providing effective leadership in supervising the management of the business and affairs of the Corporation. The responsibilities of the board of directors include:

- (i) the adoption of a strategic planning process and approval, on at least an annual basis, of a strategic plan which takes into account, among other things, the opportunities and risks of the Corporation’s business and investments and ensures the Corporation’s strategic plan is aligned with the long-term interests of shareholders of the Corporation;
- (ii) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and senior officers of the Corporation (or persons performing such functions for the Corporation, whether or not employed by the Corporation) and that the Chief Executive Officer and other senior officers create a culture of integrity throughout the organization;
- (iii) the identification of the principal risks for the Corporation, and ensuring the implementation of appropriate risk management systems;
- (iv) ensuring that the Corporation complies with all applicable laws and legal requirements;
- (v) succession planning;
- (vi) adopting a policy which enables the Corporation to communicate effectively and addresses how the Corporation interacts with all of its stakeholders, including analysts and the public, contains measures for the Corporation to avoid selective disclosure and is reviewed at such intervals or times as the board deems appropriate;
- (vii) establishing and maintaining a standing audit committee of the board of directors (the “**Audit Committee**”);
- (viii) reviewing and reassessing the adequacy of the terms of reference of the Audit Committee at such intervals or times as the board deems appropriate;
- (ix) receiving recommendations of the Audit Committee respecting, and reviewing and approving, the audited, interim and any other publicly announced financial information of the Corporation;
- (x) developing the Corporation’s approach to governance;

- (xi) implementing a process for assessing the effectiveness of the board as a whole, the committees of the board and the contributions of individual directors;
- (xii) implementing a process for examining the size of the board of directors and undertaking, where appropriate, a program to establish a board size which facilitates effective decision-making;
- (xiii) implementing a process for reviewing the adequacy and form of compensation of directors, and ensuring that compensation realistically reflects the responsibilities and risk involved in being a director;
- (xiv) meeting regularly with management of the Corporation to receive reports respecting the performance of the Corporation, new and proposed initiatives, the Corporation's business and investments, management concerns and any areas of concern involving the Corporation; and
- (xv) meeting regularly without management.

While the board of directors is called upon to "manage" the business of the Corporation, this is done by proxy through the appointed executives of the Corporation. The board of directors is responsible for the ongoing strategic planning process of the Corporation, approving the goals of the business and the strategies and policies within which it is managed, and then stepping back and evaluating management performance. Reciprocally, management keeps the board of directors fully informed of the progress of the Corporation and its subsidiaries towards the achievement of their established goals, and of all material deviations from the goals or objectives and policies established by the board of directors, in a timely and candid manner.

It is recognized that every director, in exercising powers and discharging duties, must act honestly and in good faith with a view to the best interests of the Corporation. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In this regard, they will comply with their duties of honesty, loyalty, care, diligence, skill and prudence.

In addition, directors are expected to carry out their duties in accordance with policies adopted by the board of directors from time to time, the current policy being annexed hereto as Appendix "A".

It is expected that management will co-operate in all ways to facilitate compliance by the board of directors with its legal duties by causing the Corporation and its subsidiaries to take such actions as may be necessary in that regard and by promptly reporting any data or information that may affect such compliance to the board of directors.

Responsibilities of the Chair

The role and responsibilities of the Chair of the board of directors are set out below:

- (i) the Chair shall be expected to attend and chair meetings of the board of directors of the Corporation and shareholders of the Corporation;
- (ii) the Chair shall not be a member of management;
- (iii) the Chair shall not be expected to and shall not perform policy making functions other than in his or her capacity as a director of the Corporation. The Chair shall not have the right or entitlement to bind the Corporation in his or her capacity as Chair;
- (iv) the Chair shall provide direction with respect to the dates and frequencies of board meetings and related committee meetings, and the Chief Executive Officer of the Corporation and the Chair shall liaise to prepare board meeting agendas;

- (v) the Chair shall ensure that the board understands the boundaries between board and management responsibilities; and
- (vi) the Chair shall ensure that the board of directors carries out its responsibilities effectively, which will involve the board meeting on a regular basis without management present and may involve assigning responsibility for administering the board's relationship with management to a committee of the board.

Responsibilities of the Audit Committee Chair

The role and responsibilities of the Chair of the Audit Committee include:

- (i) acting as a liaison between the Audit Committee and the board of directors of the Corporation;
- (ii) acting as a liaison between the Audit Committee and senior management of the Corporation;
- (iii) acting as a liaison between the Audit Committee and the Corporation's internal and external auditors;
- (iv) reporting to the board of directors on the activities of the Audit Committee;
- (v) recommending procedures to enhance the activities of the Audit Committee; and
- (vi) chairing meetings of the Audit Committee.

Responsibilities of the Investment Committee Chair

The role and responsibilities of the Chair of the Investment Committee include:

- (i) acting as a liaison between the Investment Committee and the board of directors of the Corporation;
- (ii) acting as a liaison between the Investment Committee and senior management of the Corporation;
- (iii) reporting to the board of directors on the activities of the Investment Committee;
- (iv) recommending procedures to enhance the activities of the Investment Committee; and
- (v) chairing meetings of the Investment Committee.

Responsibilities of the Chief Executive Officer

The Chief Executive Officer of the Corporation will:

- (i) manage and supervise the affairs of the Corporation;
- (ii) initiate and co-ordinate the strategic planning process for the Corporation and recommend to the board of directors goals for the business of the Corporation and, when approved by the board of directors, implement the corresponding strategic, operational and profit plans;

- (iii) report to, and meet regularly and as required with, the board of directors and all formally appointed committees of the board of directors, to review the board's and each committee's issues and to provide the board or the relevant committee with all information and access to management necessary to permit the board of directors or the relevant committee to fulfil its statutory and other legal obligations on a timely basis;
- (iv) assist in the development of policies of the board of directors regarding the public disclosures of the Corporation;
- (v) develop and seek the board of directors' concurrence for plans for management development and succession in all key positions, and then implement such plans;
- (vi) review, with the assistance of the Chief Financial Officer, the financial reporting and public disclosure of the Corporation, satisfy himself or herself of the processes followed in their preparation and provide the certifications required under applicable securities laws concerning such reporting and disclosure; and
- (vii) assume such other appropriate responsibilities as are delegated to him or her by the board of directors.

Decisions Requiring Prior Approval of the Board of directors

Approval of the board of directors shall be required for:

- (i) dividends;
- (ii) related party transactions;
- (iii) the release of any financial information to be publicly disseminated;
- (iv) the issuance or repurchase of shares or other securities of the Corporation;
- (v) the terms of reference of committees of the board; and
- (vi) any other matter that would give rise to a "material change" to the Corporation.

The foregoing list is intended to specify particular matters requiring board approval and is not intended to be an exhaustive list.

Measures for Receiving Shareholder Feedback

All publicly disseminated materials of the Corporation shall provide for a mechanism for feedback from shareholders. Persons designated to receive such information shall be required to provide a summary of the feedback to the directors on a semi-annual basis or at such other more frequent intervals as they see fit.

Meetings

The board of directors will meet not less than four times per year: three meetings to review quarterly results and one following the annual general meeting. A quorum for the meetings shall be at least two-fifths of the directors, at least one of whom shall, and one of whom shall not be, an independent director.

Meeting Guidelines

Directors will be expected to have read and considered the materials sent to them in advance of each meeting, and to be prepared to discuss the matters contained in such materials at the meeting. The notice of meeting will highlight significant matters to be dealt with at each meeting so that directors can focus on reviewing the related materials. Senior management will be made accessible to directors at board meetings and committee meetings to help the directors fulfill their obligations.

Remuneration

Remuneration shall be at a level that will attract and motivate competent board members.

Telephone Board Meetings

Directors may participate in a meeting of the directors or in a committee meeting by means of telephone or such other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

While it is the intent of the board of directors to follow an agreed meeting schedule as closely as possible, it is felt that, from time to time, with respect to time sensitive matters telephone board meetings may be required to be called in order for directors to be in a position to better fulfill their legal obligations. Alternatively, management may request that the directors approve certain matters by unanimous consent.

Expectations of Management

Management shall be required to report to the board of directors at the request of the board on the performance of the Corporation, new and proposed initiatives, the Corporation's business and investments, management concerns and any other matter the board or its Chair may deem appropriate. In addition, the board expects management to promptly report to the Chair or the board any significant developments, changes, transactions or proposals respecting the Corporation or its subsidiaries.

APPENDIX “A” TO SCHEDULE “A”

POLICY OF PRACTICES FOR DIRECTORS

ATTENDANCE AT MEETINGS

Each director is expected to have a very high record of attendance at meetings of the board of directors, and at meetings of each committee on which the director sits. A director is expected to:

1. *advise the Chair as to planned attendance at board and committee meetings shortly after meeting schedules for the year have distributed;*
2. *advise the Chair as soon as possible after becoming aware that he or she will not be able to attend a meeting; and*
3. *attend a meeting by telephone conference if unable to attend in person.*

PREPARATION FOR MEETINGS

Directors are expected to carefully review and consider the materials distributed in advance of a meeting of the board of directors or a committee of the board of directors. Directors are also encouraged to contact the Chair, the Chief Executive Officer and any other appropriate officers to ask questions and discuss agenda items prior to meetings.

CONDUCT AT MEETINGS

Directors are expected to ask questions and participate in discussions at meetings, and to contribute relevant insights and experience. In discussions at meetings, a director should:

1. *be candid and forthright;*
2. *not be reluctant to express views contrary to those of the majority;*
3. *be concise and, in most circumstances, respect the time constraints of a meeting; and*
4. *be courteous to and respectful of other directors and guests in attendance.*

KNOWLEDGE OF THE CORPORATION’S BUSINESS

Directors are expected to be knowledgeable with respect to the various fields and divisions of the Corporation’s business. Although management has a duty to keep the board of directors informed about developments in the Corporation’s business, directors have a primary duty of care and diligence, which includes a duty of inquiry. Directors should:

1. *ask questions of management and other directors, at meetings and otherwise, to increase their knowledge of the business of the Corporation;*
2. *familiarize themselves with the risks and challenges facing the business of the Corporation;*
3. *read all internal memoranda and other documents circulated to the directors, and all reports and other documents issued by the Corporation for external purposes;*
4. *insist on receiving adequate information from management with respect to a proposal before board approval is requested;*

5. *familiarize themselves with the Corporation's competitors by, among other things, reading relevant news, magazine and trade journal articles; and*
6. *familiarize themselves with the legal and regulatory framework within which the Corporation carries on its business.*

PERSONAL CONDUCT

Directors are expected to:

1. *exhibit high standards of personal integrity, honesty and loyalty to the Corporation;*
2. *project a positive image of the Corporation to news media, the financial community, governments and their agencies, shareholders and employees;*
3. *be willing to contribute extra efforts, from time to time as may be necessary including, among other things, being willing to serve on committees of the board; and*
4. *disclose any potential conflict of interest that may arise with the business or affairs of the Corporation and, generally, to avoid entering into situations where such conflicts could arise or could reasonably be perceived to arise.*

SCHEDULE "B"

OPTION PLAN RESOLUTION

BE IT RESOLVED THAT:

1. Firm Capital Mortgage Investment Corporation's 2010 Stock Option Plan, as amended (the "**Stock Option Plan**"), in the form attached as Schedule "C" to the Management Information Circular of Firm Capital Mortgage Investment Corporation (the "**Corporation**") dated May 10, 2019, is approved and adopted as the stock option plan of the Corporation and the Corporation has the ability to continue granting options under the Stock Option Plan until June 19, 2022, which is the date that is three (3) years from the date of the shareholder meeting at which shareholder approval of the Stock Option Plan is being sought and, assuming such shareholder approval is obtained, the date by which the Corporation must subsequently seek shareholder re-approval of the Stock Option Plan;
2. the unallocated options available for grant under the Stock Option Plan are hereby approved;
3. upon the valid exercise of any options granted under the Stock Option Plan, including the payment of the applicable exercise price, the underlying common shares in the capital of the Corporation ("**Common Shares**") shall be issued from treasury as fully paid and non-assessable Common Shares; and
4. any director of the Corporation is authorized and directed, for an on behalf of the Corporation, to do, or cause to be done, all such acts and things and execute, whether under the corporate seal or otherwise, and deliver, or cause to be delivered, such other documents, agreements, certificates and statements, as any such director may deem necessary or desirable in order to carry out the foregoing resolution, the authority for the execution of such documents, agreements, certificates and statements and the doing of such other acts or things to be conclusively evidenced thereby.

SCHEDULE “C”

STOCK OPTION PLAN

FIRM CAPITAL MORTGAGE INVESTMENT CORPORATION

2010 STOCK OPTION PLAN

1. PURPOSE

The purpose of this 2010 Stock Option Plan (the “**2010 Plan**”) is to provide Firm Capital Mortgage Investment Corporation (“**FCMIC**”) and its subsidiaries, present and future (collectively the “**Corporation**”), with the means to encourage, attract, retain and motivate certain eligible participants by granting such eligible participants stock options to purchase common shares (“**Common Shares**”) in FCMIC’s capital thus giving them an on-going proprietary interest in FCMIC.

2. DEFINITIONS

Unless otherwise defined herein, the following terms have the following meanings:

“**affiliate**” has the meaning given to “affiliated companies” in the Ontario *Securities Act*.

“**associate**” has the meaning given in the Ontario *Securities Act*.

“**black-out period**” means any period established under a disclosure, insider trading or similar policy of the Corporation during which officers, directors and employees may not exercise options.

“**Board**” means the board of directors of FCMIC, and, where applicable, includes a committee of the board of directors authorized to administer the 2010 Plan pursuant to section 3(a).

“**eligible participant**” means:

- (a) directors of the Corporation, present and future;
- (b) officers of the Corporation, present and future; and
- (c) employees and consultants of, or to, Corporation, present and future, who are not otherwise an officer or director of the Corporation.

“**director**” has the meaning given such term in the *Securities Act* (Ontario).

“**officer**” has the meaning given such term in the *Securities Act* (Ontario).

“**insider**” means an insider as defined in the Ontario *Securities Act*.

“**market price**” means:

- (a) the VWAP on the TSX for the Common Shares for the five trading days immediately preceding the relevant date, or
- (b) if the Common Shares are not listed on the TSX or are suspended from trading on the TSX, the market price shall be:

- (i) the price per share determined in accordance with rules and regulations of any other stock exchange or over-the-counter trading system upon which the Common Shares may then be listed and traded, or
- (ii) if (i) is not applicable, the fair market value of the Common Shares as determined by the Board in its sole discretion.

“**outstanding shares**” means that number of Common Shares outstanding, on a non-diluted basis, at any point in time as confirmed by the transfer agent and registrar for the Common Shares.

“**security based compensation arrangement**” has the meaning given in Section 613(b) of the TSX Company Manual, and includes this 2010 Plan.

“**subsidiary**” has the meaning given to such term in National Instrument 45-106 – *Prospectus and Registration Exemptions* (“**NI 45-106**”), and any instrument in amendment thereto or replacement thereof.

“**TSX**” means The Toronto Stock Exchange.

“**VWAP**” means the volume weighted average trading price of the Common Shares, calculated by dividing the total value by the total volume of securities traded for the relevant period.

3. ADMINISTRATION

- (a) The 2010 Plan shall be administered by the Board, or any committee appointed by the Board to administer this 2010 Plan, which committee may take any action in administering this 2010 Plan by means of consent resolution or majority vote of the committee members.
- (b) The interpretation, construction and application of the 2010 Plan shall be made by the Board and shall be final and binding on all holders of options granted under the 2010 Plan and all persons eligible to participate under the provisions of the 2010 Plan.
- (c) No member of the Board shall be liable for any action or determination taken or made in good faith in the administration, interpretation, construction or application of the 2010 Plan or any options granted under it.

4. COMMON SHARES SUBJECT TO THE 2010 PLAN

- (a) The maximum number of Common Shares which may be issued under options granted under this 2010 Plan, from time to time shall be equal to 10% of the outstanding shares. Under this 2010 Plan, the total number of Common Shares issuable will be calculated as needed, from time to time, and initially will be 1,433,868.
- (b) The maximum number of Common Shares which may be:
 - (i) issued to insiders of the Corporation within any one year period, and
 - (ii) issuable to insiders of the Corporation, at any time,

under this 2010 Plan, or when combined with all other security based compensation arrangements, shall not exceed 10% of the Corporation’s total outstanding shares. Notwithstanding the foregoing, the maximum number of Common Shares which may be issued under options granted under this 2010 Plan to non-employee directors shall not at any time exceed 5% of the Corporation’s total outstanding shares.

- (c) Common Shares in respect of which an option is granted under the 2010 Plan but not exercised prior to the termination of such option, due to the expiration, termination or lapse of such option or otherwise, shall be available for options to be granted thereafter pursuant to the provisions of the 2010 Plan. All Common Shares issued pursuant to the exercise of the options granted under the 2010 Plan shall be so issued as fully paid and non-assessable Common Shares.
- (d) The Board shall allot, set aside and reserve for issuance for the purpose of this 2010 Plan a sufficient number of Common Shares at each meeting of the Board such that the number of Common Shares issuable under Section 4(a) shall be properly allotted, set aside and reserved for issuance.

5. ELIGIBILITY AND GRANT OF OPTIONS

- (a) Options shall be granted only to eligible participants of, or to, the Corporation, or to affiliates controlled by an eligible participant, or to a registered retirement savings plan established and controlled by an eligible participant (collectively, “**Participants**”), and provided that in each case, the eligible participant is an eligible participant of, or to, the Corporation at the time of the grant.
- (b) Subject to the foregoing, the Board shall have full and final authority to determine the Participants who are to be granted options under the 2010 Plan and the number of Common Shares subject to each option grant. Subject to Subsection 14(a), stock options granted under the 2010 Plan shall be for the purchase of Common Shares only, and for no other security.
- (c) Unless limited by the terms of the 2010 Plan or any regulatory or stock exchange requirement, the Board shall have full and final authority to determine the terms and conditions attached to any grant of options under this 2010 Plan.
- (d) FCMIC may only grant options pursuant to resolutions of the Board.
- (e) In determining options to be granted to Participants, the Board shall give due consideration to the value of each such Participant’s present and potential contribution to the success of the Corporation.
- (f) Any option granted under the 2010 Plan shall be subject to the requirement that, if at any time FCMIC shall determine that the listing, registration or qualification of the Common Shares subject to such option, or such option itself, upon any securities exchange or under any law or regulation of any jurisdiction, or the consent or approval of any securities exchange or any governmental or regulatory body, is necessary as a condition of, or in connection with, the grant or exercise of such option or the issuance or purchase of Common Shares thereunder, such option may not be granted, accepted or exercised in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained on conditions acceptable to the Board. For certainty, it is expressly stated that FCMIC may only grant options, and issue Common Shares on exercise thereof, to Participants resident in jurisdictions in Canada where NI 45-106 has been complied with. However, nothing herein shall be deemed or construed to require FCMIC to apply for or to obtain such listing, registration, qualification, consent or approval.
- (g) The Board shall complete and file, in accordance with applicable law, or shall cause to be completed and filed, all notices, reports, filings or other documentation required by applicable law, regulatory requirement or stock exchange rule, in connection with a grant of options or an issuance or purchase of Common Shares thereunder.

6. PRICE

- (a) The option exercise price per Common Share that is subject of any option shall be fixed by the Board when such option is granted.

- (b) The option exercise price per Common Shares shall not be less than the market price.
- (c) The Board shall not set the exercise price of any option on the basis of a market price which does not reflect material information of which the directors and officers of the Corporation are aware but which has not been generally disclosed to the public.
- (d) The option price per share will be expressed in Canadian dollars.

7. PERIOD OF OPTION AND RIGHTS TO EXERCISE

- (a) Subject to the provisions of this section 7 and sections 8 and 9 below, options will be exercisable in whole or in part, and from time to time, at any time following the date of grant and prior to the expiry of their term, but provided that if an option expires during a black-out period, then the option shall remain exercisable until the period ending up to two trading days after the end of such black-out period, notwithstanding the natural expiry of its term, except that in no event may such exercise occur more than ten years after the initial grant date of the option.
- (b) Options shall not be granted for a term exceeding ten years.
- (c) Subject to the Board's sole discretion in modifying the vesting of options, from time to time, options granted shall vest, and become exercisable, upon and subject to such terms, conditions and limitations as contained herein and otherwise as the Board may from time to time determine with respect to each option.
- (d) The Common Shares to be purchased upon each exercise of an option shall be paid for in full by the Participant at the time of exercise.
- (e) Except as provided in paragraph 8 and 9 below, no option which is held by a Participant may be exercised unless the Participant is then an eligible participant of, or to, the Corporation, and in the case of an employee, the employee has been continually employed by the Corporation since the date of the grant of the option, but provided that an authorized absence of leave shall not be considered an interruption of employment for purposes of the 2010 Plan.

8. CESSATION OF PROVISION OF SERVICES

- (a) **Death of Participant.** In the event of the death of a Participant during the term of the Participant's option, the option theretofore granted to the Participant shall be exercisable within, but only within, the period of one year next succeeding the Participant's death, and in no event after the expiry date of the option. Before expiry of an option under this paragraph 8(a), the Board shall notify the Participant's representative in writing of such expiry no less than twenty (20) days prior to its expiry.
- (b) **Termination of Employment or Office.** Subject to the discretion of the Board to determine otherwise, and this section 8, if any Participant shall cease to be an eligible participant of, or to, the Corporation, for any reason, other than for cause or death, he or she may exercise any option issued under the 2010 Plan that is then exercisable, but only within the period that is three (3) months from the date that he or she ceases to be an eligible participant of, or to, the Corporation.

Before expiry of an option under this paragraph 8(b), the Board shall notify the former Participant in writing of such expiry no less than five (5) days prior to its expiry. In the event that an eligible participant ceases to be an eligible participant of, or to, the Corporation because of termination for cause, the options of the Participant not exercised at such time shall immediately be cancelled on the date of such termination and be of no further force or effect whatsoever notwithstanding anything to the contrary in the 2010 Plan.

- (c) **Other.** If any Participant shall cease to be an eligible participant of, or to, the Corporation for any reason other than provided for in this section 8, the options of the Participant not exercised at such time shall immediately be cancelled and be of no further force or effect whatsoever.

9. EXTENSION OF OPTION

In addition to the provisions of section 8, the Board may extend the period of time within which an option held by a deceased Participant may be exercised or within which an option may be exercised by a Participant who has ceased to be an eligible participant of, or to, the Corporation, but such an extension shall not be granted beyond the original expiry date of the option. Any extensions of options granted under the 2010 Plan are subject to any applicable regulatory or stock exchange approvals required at such time.

10. NON-TRANSFERABILITY OF OPTION

Subject to applicable law, no option granted under the 2010 Plan shall be assignable or transferable otherwise than:

- (a) by will or by the laws of descent and distribution, and such option shall be exercisable, during a Participant's lifetime, only by the Participant (subject to subsection 8(a)); or
- (b) to a Participant's registered retirement savings plan ("RRSP") or registered retirement income fund ("RRIF"), provided that the Participant is, during the Participant's lifetime, the sole beneficiary of the RRSP or RRIF.

11. AMENDMENT AND TERMINATION OF THE 2010 PLAN

- (a) Subject to Subsection 11(b), the Board may at any time, and from time to time, and without shareholder approval, amend any provision or terminate the 2010 Plan, subject to any regulatory or stock exchange requirement at the time of such amendment or termination, including, without limitation:
 - (i) amendments related to the vesting provision of Section 7(c);
 - (ii) amendments to the termination provisions of Section 8;
 - (iii) amendments to provide for any form of financial assistance by the Corporation for the acquisition of common shares by an Participant;
 - (iv) amendments necessary or advisable because of any change in application securities laws;
 - (v) amendments to Section 3 relating to the administration of the 2010 Plan;
 - (vi) any other amendment, fundamental or otherwise, not requiring shareholder approval under applicable laws or the rules of the TSX, including amendments of a "clerical" or "housekeeping" nature.
- (b) Notwithstanding Subsection 11(a) the Board shall not be permitted to amend:
 - (i) Subsection 4(a) in order to increase the maximum number of Common Shares which may be issued under this 2010 Plan or change the percentage;
 - (ii) Section 4(b) in order to remove or exceed the insider participation limits;
 - (iii) Section 6 in any manner;

- (iv) Section 11 in any manner;
- (v) the definition of “eligible participant”;
- (vi) amendments to the transferability of options provided for in Section 10;
- (vii) the exercise price of any option issued under this 2010 Plan where such amendment reduces the exercise price of such option; or
- (viii) the term of any option issued under this 2010 Plan where such amendment extends the term of such option (but provided in all cases that any such extension shall not exceed the term provided for in Subsection 7(b));

in each case without first having obtained the approval of a majority of the holders of Common Shares voting at a duly called and held meeting of holders of Common Shares (excluding votes held by any insider benefiting from the proposed amendment).

- (c) Any amendment or termination shall not alter the terms or conditions of any option or impair any right of any optionholder pursuant to any option granted prior to such amendment or termination.
- (d) Notwithstanding the foregoing, the 2010 Plan will automatically terminate when, and if, any of the authorizations required to authorize the 2010 Plan shall cease.

12. EVIDENCE OF OPTIONS

Following the grant of an option in accordance with the 2010 Plan, FCMIC shall forward to such Participant, a Notice of Grant (the “**Notice**”) substantially in the form attached hereto as Schedule “A”, which Notice shall evidence the grant of the option under the 2010 Plan. FCMIC shall also forward to the Participant, in addition to the Notice, a copy of this 2010 Plan (on the first grant of an option) and any other documentation that may be required by applicable law, stock exchange or regulatory requirements.

13. EXERCISE OF OPTION

- (a) An option may be exercised from time to time by delivering to FCMIC at its head or registered office, a written notice of exercise specifying the number of Common Shares with respect to which the option is being exercised and accompanied by payment for the full amount of the purchase price of the Common Shares then being purchased.
- (b) Upon receipt of a certificate of an authorized officer directing the issue of Common Shares purchased under the 2010 Plan, the transfer agent of FCMIC is authorized and directed to issue and countersign share certificates for the purchased Common Shares in the name of the Participant or the Participant’s legal personal representative or as may otherwise be directed in writing by the Participant, including into a book-entry system, if requested.
- (c) Notwithstanding paragraph 5(f), FCMIC shall not, upon the exercise of any option, be required to register, issue or deliver any Common Shares prior to (a) the listing of such Common Shares on any stock exchange on which the Common Shares may then be listed, and (b) the completion of such registration or other qualification of such Common Shares under any law, rules or regulation as FCMIC shall determine to be necessary or advisable (including, without limitation, NI 45-106). If any Common Shares cannot be registered, issued or delivered to any Participant for whatever reason, the obligation of FCMIC to issue such Common Shares shall terminate and any option exercise price paid to FCMIC shall be returned to the Participant without deduction or interest.

14. ADJUSTMENTS IN SHARES SUBJECT TO THE 2010 PLAN

- (a) Subject to this section 14, the aggregate number and kind of shares or other securities available or issuable under the 2010 Plan shall be appropriately and equitably adjusted in the event of an arrangement, reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares or other securities of FCMIC. The options granted under the 2010 Plan may contain such provisions as the Board may determine with respect to adjustments to be made in the number and kind of shares covered by such options and in the option price in the event of any such change.
- (b) If at any time when an option granted under this 2010 Plan remains unexercised with respect to any Common Shares and:
 - (i) a *bona fide* offer to purchase all of the issued Common Shares of FCMIC is made by a third party;
 - (ii) FCMIC proposes to sell all or substantially all of its assets and undertaking;
 - (iii) FCMIC proposes to merge, amalgamate or be absorbed by or into any other corporation (save and except for a subsidiary) under any circumstances which involve or may involve or require the liquidation of FCMIC, a distribution of its assets among its shareholders, or the termination of the corporate existence of FCMIC; or
 - (iv) FCMIC proposes an arrangement as a result of which all of the outstanding shares of FCMIC would be acquired by a third party;

then FCMIC shall use its best efforts to bring such offer or proposal to the attention of the Participants as soon as practicable and (x) an option granted under this 2010 Plan may be exercised (whether or not such option has vested), as to all or any of the optioned Common Shares in respect of which such option has not previously been exercised, by the optionee at any time up to and including (but not after) a date sixty (60) days following the date of the completion of such transaction or prior to the close of business on the expiry date of the option, whichever is the earlier, or, if a longer period is provided for in a written agreement between a Participant and FCMIC, the period provided for in the employment agreement shall apply provided in all cases that any such period does not exceed one (1) year; and (xi) FCMIC may, by Board resolution, require the acceleration of the time for the exercise of the said option and of the time for the fulfillment of any conditions or restrictions on such exercise, and all such changes shall be final and binding on all options granted to Participants under the 2010 Plan.

15. RIGHTS PRIOR TO EXERCISE

A Participant shall have no rights whatsoever as a shareholder in respect of any Common Shares (including any right to receive dividends or other distributions therefrom or thereon) other than in respect of Common Shares in respect of which the Participant shall have exercised the option to purchase hereunder and which the Participant shall have actually taken up and paid for in full. For greater certainty a holder of an option under this 2010 Plan shall not be permitted to vote on any arrangement of the Corporation proposed to the holders of Common Shares of FCMIC.

16. TAX WITHHOLDINGS

Notwithstanding any other provision contained herein, in connection with the exercise of an option by a Participant from time to time, as a condition to such exercise (i) the Corporation shall require such Participant to pay to the Corporation an amount as necessary so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, provincial or local law relating to the withholding of tax or other required deductions (the "Applicable Withholdings and Deductions") relating to the exercise of such options; or (ii) in the event a Participant

does not pay the amount specified in (i), the Corporation shall be permitted to engage a broker or other agent, at the risk and expense of the Participant, to sell an amount of underlying Common Shares issuable on the exercise of such option through the facilities of the TSX, and to apply the cash received on the sale of such underlying Common Shares as necessary so as to ensure that the Corporation is in compliance with the Applicable Withholdings and Deductions relating to the exercise of such options. In addition, the Corporation shall be entitled to withhold from any amount payable to a Participant, either under this 2010 Plan or otherwise, such amount as may be necessary so as to ensure that the Corporation is in compliance with Applicable Withholdings and Deductions relating to the exercise of such options.

17. NO CONTINUED SERVICE

The granting of an option to an eligible participant under the 2010 Plan shall not impose upon the Corporation any obligation whatsoever to retain the eligible participant as a service provider of the Corporation.

18. GOVERNING LAW

This 2010 Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario.

19. EXPIRY OF OPTION

On the expiry date of any option granted under the 2010 Plan, and subject to any extension of such expiry date permitted in accordance with the 2010 Plan, such option shall forthwith expire and terminate and be of no further force or effect whatsoever, or as to the Common Shares in respect of which the option has not been exercised.

20. EFFECTIVE DATE OF THE 2010 PLAN

The 2010 Plan becomes immediately effective on the date that the last of the following approvals is received:

- (a) the approval of a majority of the Board; and
- (b) the approval of the shareholders of the FCMIC.

21. APPROVAL

- (a) This 2010 Plan was duly approved by the shareholders of FCMIC on November 30, 2010, and re-approved by the shareholders of FCMIC on June 26, 2016.
- (b) This 2010 Plan was duly approved by a majority of the Board on December 7, 2010.
- (c) The approvals of this 2010 Plan set forth in Subsections (a) and (b) above expire on the third anniversary of the date that the last of such approvals is granted.

**SCHEDULE "A" TO THE STOCK OPTION PLAN
NOTICE OF GRANT OF STOCK OPTIONS**

Firm Capital Mortgage Investment Corporation
163 Cartwright Avenue,
Toronto, Ontario
M6A 1V5

Telephone: (416) 635-0221
Fax: (416) 635-1713

[Date]

[Name & Address of Participant]

Dear [Name]:

This Notice is to advise you that in recognition of your contributions to Firm Capital Mortgage Investment Corporation ("FCMIC"), you have been selected to participate in FCMIC's 2010 Stock Option Plan, (the "2010 Plan")

On [Date] (the "Grant Date") the board of directors of FCMIC granted to you an option to acquire [number] common shares of FCMIC at a price of Cdn\$● per share (the "Stock Option").

Your Stock Option is subject to the terms and conditions of the 2010 Plan, a copy of which is attached hereto if this is your first grant of options under the 2010 Plan.

The Stock Option shall vest in accordance with the 2010 Plan and as follows:

Vesting Dates and Other Terms	Amount Vesting

Your Stock Options will expire on ●. If any amendment is made to your Stock Options you will be notified by letter of such amendments.

The grant of options described above is strictly confidential and the information concerning the number or price of common shares granted under this option should not be disclosed to anyone.

Yours sincerely,

[Name]
[Title]

SCHEDULE “D”

SPECIAL RESOLUTION TO AMEND THE MORTGAGE BANKING AGREEMENT AND MANAGEMENT AGREEMENT

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Section 9.3 of the Mortgage Banking Agreement (as defined in the management information circular (the “**Circular**”) of Firm Capital Mortgage Investment Corporation (the “**Corporation**”) dated May 10, 2019) be deleted in its entirety and replaced with the following:

“The Corporation may terminate this Agreement on or at any time after October 6, 2030 otherwise than for cause pursuant to Section 9.2, upon the approval of two-thirds of the votes cast by shareholders at a meeting of the shareholders called for such purpose after October 6, 2030, and upon 24 months’ prior written notice to the Mortgage Banker given after the aforesaid approval of shareholders. If such approval is not obtained by January 6, 2031, then the references to “2030” in the immediately preceding sentence shall without any further act or formality be deemed to read “2035”.”;

2. Section 8.3 of the Management Agreement (as defined in the Circular) be deleted in its entirety and replaced with the following:

“The Corporation may terminate this Agreement on or at any time after October 6, 2030 otherwise than for cause pursuant to Section 8.2, upon the approval of two-thirds of the votes cast by shareholders of the Corporation at a meeting of the shareholders of the Corporation called for such purpose after October 6, 2030, and upon 24 months’ prior written notice to the Manager given after the aforesaid approval of shareholders. If such approval is not obtained by January 6, 2031, then the references to “2030” in the immediately preceding sentence shall without any further act or formality be deemed to read “2035”.”;

4. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be and are hereby authorized and empowered, without further notice to, or approval of, the shareholders of the Corporation (i) to amend the Mortgage Banking Agreement or the Management Agreement to the extent permitted by the Mortgage Banking Agreement or the Management Agreement, and (ii) not to proceed with the foregoing amendments and to revoke the foregoing resolution at any time; and
5. any director of the Corporation is authorized and directed, for an on behalf of the Corporation, to do, or cause to be done, all such acts and things and execute, whether under the corporate seal or otherwise, and deliver, or cause to be delivered, such other documents, agreements, certificates and statements, as any such director may deem necessary or desirable in order to carry out the foregoing resolution, the authority for the execution of such documents, agreements, certificates and statements and the doing of such other acts or things to be conclusively evidenced thereby.