

IOU Financial Inc.

CHANGE OF AUDITOR NOTICE

Pursuant to National Instrument 51-102, Section 4.11

I. Former Auditor

(a) Effective November 12, 2014, BDO Canada LLP, Chartered Accountants resigned as the auditor of IOU Financial Inc. (the “Company”) at the Company’s request.

(b) The Board of Directors of the Company participated in and approved the decision to change the auditor.

(c) The auditor’s reports of BDO Canada LLP, Chartered Accountants on the financial statements of the Company for the two years ended December 31, 2013 did not contain any reservations.

(d) In connection with the audits for the two years ended December 31, 2013, and through to November 12, 2014, there have been no reportable events, as defined in NI 51-102.

II. Successor Auditor

The Company has appointed Pricewaterhouse Coopers LLP as its new auditor effective as of November 12, 2014 and until the Company’s next Annual Meeting of Shareholders. The Board of Directors considered and approved the appointment.

DATED as of the 12th day of November, 2014.

IOU Financial Inc.

[signed]

Per: Philippe Marleau
President and Chief Executive Officer