

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Chesswood Group Limited (“**Chesswood**”)
156 Duncan Mill Road, Suite 15
Toronto, Ontario
M3B 3N2

2. Date of Material Change

November 30, 2016.

3. News Release

On November 30, 2016 a news release in respect of the material change was disseminated through Marketwire, a copy of which is attached to this report as Schedule “A”.

4. Summary of Material Change

On November 30, 2016, Chesswood announced that it had expanded and renewed its corporate revolving credit facility (the “**Expanded Credit Facility**”) for a term of three years, expiring in December 2019.

5. Full Description of Material Change

On November 30, 2016, Chesswood announced that it had entered into the Expanded Credit Facility. Under the Expanded Credit Facility, Chesswood may borrow up to US\$170 million and the Expanded Credit Facility provides for a US\$80 million accordion feature (an increase of US\$30 million from the current prior accordion), which would expand the facility to a total of US\$250 million, if exercised.

The Expanded Credit Facility will support growth in finance receivables, provide for Chesswood’s working capital needs and support general corporate purposes. The Expanded Credit Facility is a renewal and expansion of Chesswood’s existing US\$150 million revolving credit facility, which was due to mature in December 2017.

The Expanded Credit Facility is once again led by Royal Bank of Canada and includes a syndicate of leading Canadian and U.S. financial institutions, including BBVA Compass, as Syndication Agent, Bank of Montreal, National Bank of Canada, The Toronto-Dominion Bank and Laurentian Bank of Canada.

A copy of the credit agreement for the New Credit Facility has been filed under Chesswood’s profile at www.Sedar.com.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

7. Omitted Information

No information has been omitted from this report.

8. Executive Officer

Barry Shafran, President and Chief Executive Officer at (416) 386-3099.

9. Date of Report

December 9, 2016.

SCHEDULE A
(see attached)



CHESSWOOD ANNOUNCES EXPANSION AND RENEWAL OF BANK CREDIT FACILITY

TORONTO, November 30, 2016 - Chesswood Group Limited (the “Company” or “Chesswood”) (TSX:CHW) announced today it has expanded and renewed its corporate revolving credit facility for a term of three years, expiring in December 2019. The existing US\$150 million credit facility was due to mature in December 2017. The credit facility has been increased to US\$170 million and now includes a US\$80 million accordion feature (an increase of US\$30 million from the current accordion of US\$50 million), which would expand the facility to US\$250 million, if exercised.

“We’re very pleased that the Company’s syndicate of lenders have once again demonstrated their support of our team and the growth of our businesses by renewing and expanding our credit facility for another three years,” said Chesswood’s President and CEO Barry Shafran. “We’re also pleased that our lending syndicate continues to be comprised of leading Canadian and U.S. banks,” added Shafran.

The Company has drawn US\$140 million under its credit facility as of the end of November. Chesswood’s overall leverage remains modest following the sale of its two non-commercial finance businesses over the last year and the subsequent pay-down of this credit facility with a majority of the proceeds. The Company has a very strong balance sheet that is well positioned to support its portfolio growth while continuing to provide shareholders with an attractive yield, paid through monthly dividends.

The syndicate of six banks was once again led by Royal Bank of Canada and includes BBVA Compass, Bank of Montreal, National Bank of Canada, TD Securities and Laurentian Bank of Canada.

About Chesswood Group Limited

Chesswood operates in the financial services industry, with equipment finance businesses in both Canada and the U.S. To learn more about Chesswood, visit www.chesswoodgroup.com.

The separate websites of Chesswood Group Limited’s operating businesses are at www.PawneeLeasing.com and www.BlueChipLeasing.com.

For more information contact:

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This press release contains forward-looking statements that involve a number of risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. Many factors could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

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