

**THE CASH STORE FINANCIAL SERVICES INC.  
(the “Company”)**

**CHARTER OF THE CORPORATE GOVERNANCE  
AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The Corporate Governance and Nominating Committee (“Committee”) is a committee of the Board of Directors. Its primary function is to assist the Board of Directors in fulfilling its responsibilities by:

- Assessing the effectiveness of the Board of Directors as a whole as well as discuss the contribution of individual members;
- Assessing and improving the Company’s governance practices;
- Proposing new nominees for appointment to the Board of Directors; and
- Orienting new Directors.

**II. COMPOSITION AND MEETINGS**

The Committee shall be comprised of three or more Directors as determined by the Board, a majority of which shall be independent directors in accordance with Multilateral Instrument 58-201. A director is considered to be “independent” if he or she has no direct or indirect material relationship which could in the view of the Board of Directors reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Company (and therefore shall be considered a “dependent” director) if he or she falls in one of the categories listed in Schedule “A” attached to this Charter. Any non-independent director will be asked not to participate in any meetings or portions of meetings or vote on matters, as the case may be, which relate to matters where they, either directly or indirectly, may not be independent.

The members of the Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors or until their successors are duly elected and qualified. The Board of Directors may remove a member of the Committee at any time in its sole discretion by resolution of the Board of Directors. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist, the remaining members may exercise all its powers so long as a quorum exists.

Each member will have, to the satisfaction of the Board of Directors, sufficient skills and/or experience which are relevant and will be of contribution to carrying out the mandate of the Committee.

The Committee shall have an independent Chairperson, and unless a Chairperson is elected by the full Board of Directors, the members of the Committee may designate a Chairperson by majority vote of the full membership of the Committee.

The Chair shall preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee shall designate from among the independent members present the Chair for purposes of the meeting. The Chair of the Committee must rotate at a minimum of each 2 years.

Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.

The Committee shall meet at least once per annum or more frequently as circumstances require. The Committee may ask members of Management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chairperson may meet with the Company's external corporate counsel to discuss the Company's corporate governance policies and practices.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

At all meetings of the Committee every question shall be decided by a majority of the votes cast. In the case of equality of votes, the Chairperson of the meeting shall not be entitled to a second or casting vote.

Meetings of the Committee shall be held from time to time as the Committee or the Chairperson shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chair of the Board by the Committee Chair.

### **III. RESPONSIBILITIES AND DUTIES**

The responsibilities, duties and powers of the Committee shall include:

#### **A. Governance Responsibilities**

1. Annual review and revision of this Charter as necessary with the approval of the Board of Directors.
2. Review on a periodic basis, the size and composition of the Board of Directors and ensure that an appropriate number of independent directors sit on the Board.
3. Recommend to the Board as to which directors should be classified as "independent", "related" or "unrelated" pursuant to any such report or circular.
4. Facilitate the independent functioning and maintain an effective relationship between the Board of Directors and management of the Company.

5. Assess the effectiveness of the Chairperson's agenda and the quality of the engagement of the Board of Directors.
6. Annually review performance and qualification of existing directors in connection with their re-election.
7. Assess, at least annually, the effectiveness of the Board of Directors as a whole, Committees of the Board of Directors and the contribution of individual directors, including making recommendations where appropriate that sitting directors be removed or not re-appointed.
8. Keep up to date with regulatory requirements and other new developments in corporate governance and review the quality of the Company's governance and suggest changes to the Company's governance practices as determined appropriate to the Board of Directors.
9. Ensure that disclosure and securities compliance policies, including communications policies, are in place.
10. Prepare and recommend to the Board of Director's annually a statement of corporate governance practices to be included in the Company's management information circular as required by applicable securities legislation.
11. Review and update periodically a Code of Business Conduct and Ethical Conduct and ensure that management has established a system to enforce this Code. Review through appropriate actions taken to ensure compliance with the Code of Ethical Conduct and to review the results of confirmations and violations of such Code.

**B. Nominating Responsibilities**

1. Establish qualifications and skills necessary for members of the Board of Directors (as well as skills and competencies the Board of Director's needs as a whole) and procedures for identifying possible nominees who meet these criteria (and who are likely to bring to the Board of Directors the skills and qualifications the Board of Director's needs as a whole).
2. Establish an appropriate review selection process for new nominees to the Board of Directors is in place.
3. Establish procedures and approve appropriate orientation and education program for new members of the Board of Directors and establish and approve continuing education opportunities for all directors to ensure their knowledge of developments in corporate governance and understanding of the Company's business remain current.
4. Analyze the needs of the Board of Directors relating to current or future vacancies on the Board of Directors and identify and recommend nominees who meet such needs.
5. Review on a periodic basis the composition of the Board of Directors and ensuring that an appropriate number of independent directors sit on the board.

**C. Reporting and Others**

1. Create an agenda for the ensuing year.
2. Review and submit to the Board of Directors, as a whole, recommendations concerning the Company's corporate governance performance and processes.
3. Make recommendations to the Board regarding appointments of corporate officers and senior management.
4. To act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of a management of individual members of management or the performance of the Board or individual members of the Board.
5. Review and consider the engagement of the Company professional or other advisors by an individual director when so requested by any such director.
6. The Committee may from time to time hire and remunerate outside professionals to assist or advise the Committee in carrying out its mandate.
7. Should any individual directors, or a Committee, wish to seek outside legal counsel (not corporate counsel), and be compensated for the retainer, they are to advise the Chair of the Corporate Governance Committee before doing so.
8. Record minutes of its meetings and report periodically to the Board of Directors.

Approved by the Board August 26, 2009

## SCHEDULE "A"

Subject to the exemptions available under Multilateral Instrument 52-110 Audit Committees, the following individuals are considered to have a material relationship with the Company:

- (a) an individual who is, or has been within the last three years, an employee or executive officer of the Company;
- (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the Company;
- (c) an individual who:
  - (i) is a partner of a firm that is the Company's internal or external auditor;
  - (ii) is an employee of that firm; or
  - (iii) was within the last three years a partner or employee of that firm and personally worked on the Company's audit within that time;
- (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
  - (i) is a partner of a firm that is the Company's internal or external auditor;
  - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
  - (iii) was within the last three years a partner or employee of that firm and personally worked on the Company's audit within that time;
- (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Company's current executive officers serves or served at the same time on the entity's compensation committee; and
- (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Company received, more than \$75,000 in direct compensation from the Company during any 12 month period within the last three years, other than as remuneration for acting in his or her capacity as a member of the Board of Directors or any Board committee, or the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service for the Company if the compensation is not contingent in any way on continued service.