



EQUITABLE GROUP INC.

**NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS**
to be held on May 15, 2008

and

MANAGEMENT INFORMATION CIRCULAR

EQUITABLE GROUP INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting (the "Meeting") of Shareholders of Equitable Group Inc. (the "Company") will be held at the TSX Broadcast & Conference Centre Gallery, The Exchange Tower, 130 King Street West, Toronto, Ontario, Canada, on **Thursday, May 15, 2008** at 10:00 a.m. (Eastern Standard Time) for the following purposes:

1. to receive the financial statements of the Company for the year ended December 31, 2007 and the auditors' report thereon;
2. to elect directors;
3. to appoint the auditors and to authorize the directors to fix their remuneration; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

If you are unable to attend the Meeting in person, please complete and return the enclosed form of proxy in the envelope provided to the Company's transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 not later than 10:00 a.m. (Eastern Standard Time) on May 13, 2008, or fax it to 1-866-249-7775.

DATED at Toronto, Ontario this 24th day of March, 2008.

By Order of the Board of Directors



Timothy E. Storus
Vice-President, General Counsel,
Chief Compliance Officer and Secretary

MANAGEMENT INFORMATION CIRCULAR

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EQUITABLE GROUP INC.

MANAGEMENT INFORMATION CIRCULAR

PART 1 – VOTING INFORMATION

Solicitation of Proxies

This Management Information Circular is furnished in connection with the solicitation of proxies by Management of Equitable Group Inc. (the “Company”) for use at the Annual Meeting of Shareholders (the “Meeting”) of the Company to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting, and any adjournment thereof. The information contained in this Management Information Circular is as of March 24, 2008, unless otherwise indicated. It is expected that the solicitation will be primarily by mail; however, proxies may also be solicited personally by officers and directors and other representatives of the Company. The cost of solicitation will be borne by the Company.

Who Can Vote

The Board of Directors of the Company (the “Board”) has fixed the close of business on April 4, 2008 as the record date to determine the shareholders who are entitled to receive Notice of the Meeting. Each common share entitles the holder thereof to one vote on all items of business identified in this Management Information Circular.

Voting in Person

If you are a registered shareholder and wish to vote in person at the Meeting on May 15, 2008, please register with the transfer agent, Computershare Investor Services Inc. upon your arrival at the Meeting.

Voting by Proxy

Signing the enclosed form of proxy gives authority to Austin Beutel or Andrew Moor, each of whom is a director of the Company, or to another person you have appointed, to vote your common shares at the Meeting. **You can choose anyone you want to be your proxyholder who need not be a shareholder.** Just fill in the person’s name in the blank space provided for that purpose on the form of proxy. Your proxy authorizes the proxyholder to vote for or withhold from voting your common shares in accordance with your directions. In the absence of such directions, such common shares will be voted FOR the election of directors and the appointment of auditors. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a shareholder will be voted in accordance with the directions, if any, given in the proxy.

Proxies are to be returned to the Company’s transfer agent, Computershare Investor Services Inc. at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or by fax to 1-866-249-7775 prior to 10:00 a.m. Eastern Standard Time on May 13, 2008 or to the Chairman of the Meeting on the day of the Meeting, at any time prior to the commencement of the Meeting or any adjournment thereof.

Revocation of Proxies

If you change your mind and wish to revoke your proxy after you have delivered it, prepare a written statement to this effect. The statement must be signed by you or your attorney and delivered to Timothy E. Storus, Vice-President, General Counsel, Chief Compliance Officer and Secretary at the registered office of the Company, 30 St. Clair Avenue West, Suite 700, Toronto, Ontario, M4V 3A1, no later than 10:00 a.m. Eastern Standard Time on May 13, 2008 or to the Chairman on the day of the Meeting, or any adjournment thereof.

Exercise of Discretion by Proxies

The persons named in the form of proxy have discretionary authority with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the time of printing this Management Information Circular, management knows of no such amendments, variations or other matters to come before the Meeting. If any other matters that are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxies.

Non-Registered Holders

Non-registered holders have their shares registered in the name of an intermediary which is usually a trust company, securities broker, financial institution or other nominee who holds the shares on their behalf. Intermediaries have obligations to forward meeting materials to the non-registered holders unless otherwise instructed by the holder.

Non-registered holders should follow the directions of their intermediaries with respect to the procedures to be followed for voting. Generally, the intermediaries will provide non-registered holders with either:

- (i) a voting instruction form for completion and execution by the non-registered holder; or
- (ii) a form of proxy, executed by the intermediary and restricted to the number of shares beneficially owned by the non-registered shareholder but otherwise not completed.

In either case, the purpose of these procedures is to permit non-registered holders to direct the voting of the Company's common shares they beneficially own. Should a non-registered holder wish to vote in person at the Meeting, they must insert their own name in the space provided for the appointment of proxyholder on the voting instruction form or form of proxy provided by the intermediary and carefully follow the intermediary's instructions for return of the executed form.

Voting Securities and Principal Holders Thereof

As of March 24, 2008 there were 12,962,710 common shares of the Company outstanding.

To the knowledge of the directors and officers of the Company, as of the date hereof, the following were the only persons who beneficially owned, directly or indirectly, or exercised control or direction over common shares of the Company carrying more than 10% of the voting rights attached to the outstanding common shares of the Company:

<u>Name</u>	<u>Number of Common Shares</u>	<u>Percentage of Outstanding Common Shares</u>
Franklin Templeton Investments Corp. ⁽¹⁾	1,659,400	12.8%
Emberwood Glen Enterprises Ltd. ⁽²⁾	1,621,940	12.5%

⁽¹⁾ Franklin Templeton Investments Corp. on behalf of its operating division, Bissett Investment Management have disclaimed any beneficial ownership of these common shares, but as an investment manager it maintains exclusive power to exercise investment control or direction over such shares for its managed accounts as the beneficial owners.

⁽²⁾ Emberwood Glen Enterprises Ltd. is a wholly-owned subsidiary of Oakwest Corporation Limited ("Oakwest"). Austin Beutel and Eric Beutel are directors of the Company and are also the controlling shareholders of Oakwest.

PART 2 – BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The Consolidated Financial Statements for the year ended December 31, 2007 and the auditors' report to the shareholders of the Company are included in the 2007 annual report of the Company mailed to shareholders with this Circular. The financial statements have been prepared in accordance with generally accepted accounting principles in Canada.

ELECTION OF DIRECTORS

Nominees for Election to the Board

In accordance with By-law No. 1 of the Company, the directors have set the number of directors to be elected at the annual meeting at ten. Robert Rubinoff will not stand for re-election at the Annual Meeting and Geoffrey Bledin retired from the Board of Directors effective December 14, 2007. Management of the Company proposes to nominate the persons named below for election as directors of the Company to serve until the next Annual Meeting of Shareholders. All are currently directors of both the Company and its wholly-owned subsidiary, The Equitable Trust Company ("Equitable" or "ETC") with the exception of Katherine Rethy and Nicholas Zelenczuk. The ten nominees have established their eligibility and willingness to serve as directors. Unless otherwise instructed, the persons named in the form of proxy intend to vote **for** the director nominees.



Paul Alofs
Toronto, Ontario, Canada
Director Since: February 2, 2004
Independent

Since 2003 Paul Alofs has been President and Chief Executive Officer of Princess Margaret Hospital Foundation. He is a past President of HMV Music Stores, BMG Music Canada and General Manager of 500 Disney Stores in North America. In 2005 he was inducted into the Canadian Marketing Hall of Legends. Mr. Alofs received his MBA from York University and his B. Comm. from the University of Windsor.

During the period from 2003 to 2007, Mr. Alofs did not serve as a director of any other publicly traded company.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors	8/8	5,000
Audit Committee (until May 2007)	2/2	
Corporate Governance Committee (since May 2007)	1/1	

*also a member of Equitable's Corporate Governance and Conduct Review Committee



Austin Beutel
Toronto, Ontario, Canada
Director Since: January 1, 2004
Independent

Austin Beutel is Chairman of Oakwest Corporation Limited, a private investment holding company. He is co-founder and former Chairman of Beutel Goodman and Co. Ltd., an investment management firm. Mr. Beutel holds an MBA from Harvard University, a B.Comm. from McGill University, the Chartered Financial Analyst designation and has more than 50 years of business experience.

Mr. Beutel is a director of Astral Media Inc., Accord Financial Corp., Aecon Group Inc. and Opta Minerals Inc. and did not serve as a director of any other publicly traded company during the period from 2003 to 2007.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors (<i>Chair</i>)	7/8	1,621,940
Corporate Governance Committee (<i>Chair</i>)	2/2	

* also Chair of Equitable's Corporate Governance and Conduct Review Committee and a member of its Human Resources and Compensation Committee



Eric Beutel
 Toronto, Ontario, Canada
 Director Since: January 1, 2004
Independent

Eric Beutel is Vice-President of Oakwest Corporation Limited, a private investment holding company.

During the period from 2003 to 2007, Mr. Beutel served as a director of Seprotech Systems Incorporated. He currently does not sit on the board of any other publicly traded company.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors	8/8	1,623,940

*also a member of Equitable's Investment Committee



Joseph Dickstein
 Toronto, Ontario, Canada
 Director Since: January 1, 2004
Independent

Joe Dickstein is Vice-Chairman and a Director of PPI Financial Group, one of the largest independent life insurance marketing organizations in Canada.

During the period from 2003 to 2007, Mr. Dickstein did not serve as a director of any other publicly traded company.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors	7/8	6,000
Audit Committee	4/4	
Corporate Governance Committee (until May 2007)	1/1	

*also a member of Equitable's Audit Committee and Investment Committee



Eric Kirzner
 Toronto, Ontario, Canada
 Director Since: January 1, 2004
Independent

Eric Kirzner is a Professor of Finance and the John H. Watson Chair in Value Investing at the Rotman School of Management at the University of Toronto. Professor Kirzner is also Director and Vice-Chair of Regulation Services Inc., and a Director of University of Toronto Asset Management Corporation.

During the period from 2003 to 2007, Professor Kirzner did not serve as a director of any other publicly traded company.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors	7/8	3,100
Audit Committee (<i>Chair</i>)	4/4	
Corporate Governance Committee	2/2	

*also Chair of Equitable's Audit Committee and a member of its Corporate Governance and Conduct Review Committee



Andrew Moor
 Toronto, Ontario, Canada
 Director Since: May 17, 2007
Non-independent

Andrew Moor is President and Chief Executive Officer of the Company and Equitable. Previously he was President and CEO of Invis Inc., one of the largest residential mortgage brokerages in Canada. He received an MBA from the University of British Columbia and a B.Sc. (Eng.) from the University of London.

Mr. Moor is a member of the Board of Trustees of Sleep Country Canada Income Fund and did not serve as a director of any other publicly traded company during the period from 2003 to 2007.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors (since May 2007)	4/4	10,000

*also Chair of Equitable's Investment Committee



Katherine Rethy
Toronto, Ontario, Canada
Director Since: Proposed
Independent

Katherine Rethy is an accomplished senior executive with over 22 years in professional, management and executive roles in Canadian-based global industrial companies. Her most recent position was Senior Vice-President, Global Services with Falconbridge Limited. She received an LL.B. from the University of Windsor and an MBA from York University and is a graduate of the Institute of Corporate Directors.

Ms. Rethy served as a member of the Board of Trustees of TransForce Income Fund during the period from 2003 to 2007. She currently does not serve as a director of any publicly traded company.

Board/Committee Membership	Meetings Attended	Shareholdings
N/A	N/A	0



Lionel Robins
Toronto, Ontario, Canada
Director Since: January 1, 2004
Independent

Lionel Robins is President of PFDL Investments Limited, an investment holding company.

During the period from 2003 to 2007, Mr. Robins did not serve as a director of any other publicly traded company.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors	8/8	122,199
Corporate Governance Committee (since May 2007)	1/1	

*also a member of Equitable's Human Resources and Compensation Committee, and Corporate Governance and Conduct Review Committee



Michael Shulman
Toronto, Ontario, Canada
Director Since: January 1, 2004
Independent

Michael Shulman has been President of The Birchwood Group Inc. since 1987, a company which is an active investor in private equity and real estate in North America. He is a Chartered Accountant and the former Chairman of a national firm of chartered accountants.

During the period from 2003 to 2007, Mr. Shulman did not serve as a director of any other publicly traded company.

Board/Committee Membership*	Meetings Attended	Shareholdings
Board of Directors	7/8	25,000
Audit Committee	4/4	

*also a member of Equitable's Audit Committee



Nicholas Zelenczuk
Toronto, Ontario, Canada
Director Since: Proposed
Independent

Nicholas Zelenczuk is Senior Vice-President, Audit & Risk Management at BCE Inc. He was previously a Partner with KPMG LLP and President and CEO of Deutsche Bank Canada. Mr. Zelenczuk received his B.Comm. (Honours) degree from Queen's University and is a Chartered Accountant and a Certified Management Consultant.

Mr. Zelenczuk does not serve as a director of any publicly traded company.

Board/Committee Membership	Meetings Attended	Shareholdings
N/A	N/A	0

1. The information as to shares owned or over which control or direction is exercised has been provided by the respective nominees.

Summary of Board and Committee Meetings Held during the Year ended December 31, 2007

	<u>Company</u>	<u>Equitable</u>
Board of Directors	8	9
Audit Committee	4	5
Investment Committee	-	4
Human Resources and Compensation Committee	-	3
Corporate Governance Committee	2	1 ⁽¹⁾
Conduct Review Committee	-	1 ⁽¹⁾
Corporate Governance and Conduct Review Committee ⁽¹⁾	-	1

- (1) Equitable's Corporate Governance Committee and Conduct Review Committee were merged on May 18, 2007 and became the Corporate Governance and Conduct Review Committee.

Majority Vote Policy

The Board has adopted a policy stipulating that if the votes in favour of the election of a director nominee at a shareholders' meeting represent less than a majority of the shares voted and withheld, the nominee will submit his or her resignation promptly after the meeting for the Corporate Governance Committee's consideration. The Committee will make a recommendation to the Board after reviewing the matter, and the Board's decision to accept or reject the resignation will be disclosed to the public. The nominee will not participate in any Committee or Board deliberations in considering the resignation. The policy does not apply in circumstances involving contested director elections.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed director has, within the 10 years prior to the date of this Management Information Circular, been a director or executive officer of any company that (i) was the subject of a cease trade or similar order for more than 30 consecutive days, (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order for more than 30 days, or (iii) within one year of the director or executive officer ceasing to act in that capacity, became bankrupt or insolvent, instituted proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director has, within 10 years prior to the date of the Management Information Circular, become bankrupt, instituted proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the knowledge of the Company, after due inquiry, none of the directors of the Company has been subject to (a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a securityholder in deciding whether to vote for a proposed director.

Directors' Minimum Shareholding Requirement

To align directors' interests with those of shareholders each director is required to hold, within one year of being elected to the Board, the number of common shares of the Company equivalent to the director's annual retainer.

As of this date all nominees for election as directors meet this requirement with the exception of Katherine Rethy and Nicholas Zelenczuk.

Commencing May 15, 2008 directors will be required to hold common shares equivalent to two times the annual director's retainer within one year of being elected to the Board.

Board Interlocks

The Corporate Governance Committee of the Board has reviewed the membership of the Company's Directors on the boards of other public companies and has determined that no two directors serve together on the board of another public company.

APPOINTMENT OF AUDITORS

The persons named in the accompanying form of proxy intend to vote **for** the reappointment of KPMG LLP, Chartered Accountants, as auditors of the Company to hold office until the close of the next annual meeting of shareholders at such remuneration as may be fixed by the directors of the Company. KPMG LLP has served as auditors of the Company since 2004 and of Equitable since 2002.

PART 3 - COMPENSATION AND OTHER INFORMATION

DIRECTORS' COMPENSATION

Directors' compensation is paid only to non-management directors. There were eight non-management directors of the Company who also served as directors of Equitable during the year ended December 31, 2007, and their meetings were held concurrently. The aggregate amount that may be paid by Equitable to its directors in any financial year is \$300,000.

Annual retainers and meeting attendance fees were paid to the non-management directors in 2007 as follows:

Chairman of the Board Retainer	\$50,000 ⁽¹⁾
Director Retainer	\$10,000
Audit Committee Chair Retainer	\$10,000
Board or Committee Attendance Fees (per meeting):	
More than 2 hours in duration	\$ 1,000
2 hours or less in duration	\$ 500

⁽¹⁾ the Chairman of the Board does not receive Attendance Fees.

The total compensation received by the non-management directors for the year ended December 31, 2007 was \$206,000.

On November 23, 2007 the Board of Equitable, on the recommendation of the Corporate Governance and Conduct Review Committee, amended the level of Director Compensation. Effective from February 26, 2008 the compensation arrangements are as follows:

Chairman of the Board Retainer	\$62,500 ⁽¹⁾
Director Retainer	\$12,500
Audit Committee Chair Retainer	\$15,000
Committee Chair Retainer ⁽²⁾	\$ 5,000
Board or Committee Attendance Fees (per meeting):	
More than 2 hours in duration	\$ 1,200
2 hours or less in duration	\$ 600

⁽¹⁾ the Chairman of the Board does not receive Attendance Fees.

⁽²⁾ excludes Chair of the Corporate Governance and Conduct Review Committee.

New Directors of the Company are eligible to participate in the Company's Share Option Plan.

EXECUTIVE COMPENSATION

The following table summarizes the aggregate compensation paid by the Company to the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") and to the three other most highly compensated executive officers of the Company and its wholly-owned subsidiary whose salary and bonus received in respect of the financial year ended December 31, 2007 was greater than \$150,000 (the "Named Executive Officers").

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$ ⁽⁷⁾)	Securities Under Options Granted (#)	Shares or Units Subject to Resale Restrictions (\$)	All Other Compensation (\$)
Andrew Moor ⁽¹⁾ President and Chief Executive Officer	2007	396,000	198,000	-	180,000	-	-
	2006	0	0	-	0	-	-
	2005	0	0	-	0	-	-
Geoffrey Bledin ⁽²⁾ President and Chief Executive Officer	2007	402,000	0	-	0	-	-
	2006	619,339	619,339	-	0	-	-
	2005	606,600	201,998	-	0	-	-
Randy Nanek ⁽³⁾ Chief Financial Officer	2007	16,000	0	-	30,000	-	-
	2006	0	0	-	0	-	-
	2005	0	0	-	0	-	-
Stephen Coffey ⁽⁴⁾ Senior Vice-President and Chief Financial Officer	2007	211,000	0	-	0	-	-
	2006	250,000	31,500	-	0	-	-
	2005	218,000	30,000	-	0	-	-
Timothy Storus Vice-President, General Counsel, Chief Compliance Officer and Secretary	2007	181,000	25,000	-	0	-	-
	2006	165,000	21,000	-	0	-	-
	2005	60,143	8,000	-	25,000	-	-
William Edmunds ⁽⁵⁾ Senior Vice-President, Credit and Chief Risk Officer	2007	110,000	39,000	-	30,000	-	-
	2006	0	0	-	0	-	-
	2005	0	0	-	0	-	-
Caryn Markman Vice-President, Residential Mortgages	2007	165,000	30,000	-	0	-	-
	2006	150,000	15,000	-	0	-	-
	2005	125,000	65,000	-	0	-	-

(1) Andrew Moor was appointed President and Chief Executive Officer of the Company on March 1, 2007.

(2) On March 1, 2007 Geoffrey Bledin resigned from the position of President and Chief Executive Officer and was appointed Vice-Chairman. He retired from the Company on December 14, 2007.

(3) Randy Nanek was appointed Chief Financial Officer of the Company on December 5, 2007 and resigned from the Company on February 12, 2008.

(4) Stephen Coffey resigned from the position of Senior Vice-President and Chief Financial Officer of the Company on September 30, 2007.

(5) William Edmunds was appointed Senior Vice-President, Credit and Chief Risk Officer of Equitable on July 3, 2007.

(6) Caryn Markman was appointed Vice-President, Residential Mortgages of Equitable on December 19, 2007.

(7) The value of perquisites and benefits for each Named Executive Officer does not exceed the lesser of \$50,000 and 10% of the total annual salary and bonus.

The following table provides details regarding stock option exercises by the Named Executive Officers (NEOs) during the financial year ended December 31, 2007, and year-end option values.

Aggregated Option Exercises During the Most Recently Completed Financial Year and Financial Year-End Option Values

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options as at December 31, 2007 (#) Exercisable/Unexercisable	Value of Unexercised in-the-Money Options as at December 31, 2007 (\$) Exercisable/Unexercisable ⁽⁴⁾
Andrew Moor	-	-	0/180,000	0/3,600
Geoffrey Bledin	125,000	1,855,000 ⁽¹⁾	0/0	0/0
Randy Nanek	-	-	0/30,000	0/7,500
Stephen Coffey	40,000	538,000 ⁽²⁾	0/0	0/0
William Edmunds	-	-	0/30,000	0/0
Timothy Storus	-	-	10,000/15,000	46,500/69,750
Caryn Markman	5,000	75,000 ⁽³⁾	0/10,000	0/112,500

⁽¹⁾ Calculated using the closing price of the common shares on the TSX at the date of exercise of \$31.70 for 75,000 shares and \$33.30 for 50,000 shares less the exercise price of the options of \$17.50.

⁽²⁾ Calculated using the closing price of the common shares on the TSX at the date of exercise of \$33.00 for 20,000 shares and \$28.90 for 20,000 shares less the exercise price of the options of \$17.50.

⁽³⁾ Calculated using the closing price of the common shares on the TSX at the date of exercise of \$32.50 less the exercise price of the options of \$17.50.

⁽⁴⁾ Calculated using the closing price of the common shares on the TSX on December 31, 2007 of \$28.75 less the exercise price of in-the-money stock options. These options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise.

EMPLOYMENT CONTRACTS

Equitable has entered into employment agreements with certain of the Named Executive Officers, the key terms of which are disclosed below.

Andrew Moor. Mr. Moor entered into an employment agreement with Equitable as of February 2, 2007. Under the terms of his agreement, Mr. Moor was entitled to an annual base salary of \$475,000 for 2007 and a bonus relating to the 2007 fiscal year of a minimum of 50% of his base salary and a maximum of 100% of his base salary. Mr. Moor is also entitled to participate in the Company's Share Option Plan. In the case of termination without cause, or a change in control of ownership of the Company within two years of the commencement of his employment, Mr. Moor would be entitled to salary continuation of up to 24 months calculated on his base salary as of the date of termination plus the average of his performance bonus for the preceding three year period.

William Edmunds. Mr. Edmunds entered into an employment agreement with Equitable on June 12, 2007. Under the terms of the agreement, Mr. Edmunds is entitled to an annual base salary of \$220,000. Mr. Edmunds is also entitled to participate in the Company's Share Option Plan. In the case of termination without cause, or a change in control of ownership of the Company within two years of the commencement of his employment, Mr. Edmunds would be entitled to salary continuation of up to 24 months calculated on his base salary as of the date of termination plus the average of his performance bonus for the preceding three year period.

Other than as described above, the Company and its subsidiary have no compensatory plans or arrangements with respect to the NEOs that result or will result from the resignation, retirement or any other termination of employment of such officers' employment with the Company, or its subsidiary, from a change of control or a change in the NEOs' responsibilities following a change of control.

COMPOSITION OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE

Equitable's Human Resources and Compensation Committee is composed of three independent directors: Robert Rubinoff (Chairman), Austin Beutel and Lionel Robins. On May 17, 2007 the Board reduced membership of the Committee from four to three. As a result, Eric Kirzner ceased to be a member of the Committee on that date.

Pursuant to its mandate, the Committee's responsibilities include reviewing and making recommendations to the Board of Directors of Equitable regarding any equity or other compensation plan and the total compensation package of Equitable's executive officers, including the Chief Executive Officer. The Committee is also responsible for reviewing the performance of the executive officers of the Company and Equitable and evaluating their total compensation annually in relation to their performance against pre-established goals and strategies. In addition, the Committee reviews the Company's Share Option Plan and its related distributions.

REPORT ON EXECUTIVE COMPENSATION

When determining the compensation of the Company's executive officers, including the Named Executive Officers, Equitable's Human Resources and Compensation Committee strives to ensure a fair and competitive level of total compensation relative to the external competitive marketplace by annually consulting relevant respected market surveys for executives. Additionally, the Committee considers the objectives of: (i) recruiting and retaining the executives critical to the success of the Company and the enhancement of shareholder value; (ii) balancing the interests of management and shareholders of the Company; and (iii) rewarding performance, both on an individual basis and with respect to the business in general. In order to achieve these objectives, the compensation paid to executive officers consists of the following three components:

- (a) base salary;
- (b) bonus; and
- (c) long-term incentive in the form of stock options granted in accordance with the Company's Share Option Plan and stock appreciation rights granted in accordance with the Company's Stock Appreciation Right Plan.

Base Salary

The base salary of each executive officer is determined by an assessment by the Human Resources and Compensation Committee of such executive's performance, a consideration of competitive compensation levels in companies similar to the Company and a review of the performance of the Company as a whole and the role such executive officer played in such corporate performance.

Bonus

Bonuses are performance-based short-term financial incentives which are calculated as a percentage of annual base salaries. Bonuses are paid based on the achievement of personal and departmental objectives, and corporate financial performance.

Long-Term Incentive

The Company provides a long-term incentive by granting options to executive officers through the Company's Share Option Plan. The options granted permit executive officers to acquire common shares of the Company at an exercise price equal to the closing market price of such shares under option on the trading day immediately preceding the date on which the option was granted. The objective of granting options is to encourage executive officers to acquire an ownership interest in the Company over a period of time, which acts as a financial incentive for such executive officers to consider the long-term interests of the Company and its shareholders. See "Share Option Plan".

The Company has also introduced a Stock Appreciation Right Plan (SAR) which will act as a financial incentive for certain employees and directors. SARs are non-equity based compensation and will be granted by the Board. Upon exercise, the holder of a SAR will receive a cash payment for each SAR in an amount equal to the difference between the market price of the common shares of the Company on the day of exercise and the SAR exercise price on the date the SAR was granted.

Weighting

Components of the overall compensation of the executive officers vary with the position and the ability of the executive officer to affect the Company's performance. The weighting assigned to the achievement of corporate, departmental and personal objectives for the Chief Executive Officer is 50% quantitative measures and 50% qualitative personal goals.

The more senior the officer is in the Company, the more compensation is tied to overall corporate performance. This differs from officer to officer depending on the degree to which they can be held accountable for the performance of a business unit, success in achieving key strategic objectives, and other factors.

Compensation of the President and Chief Executive Officer

The components of Mr. Moor's total compensation are the same as those which apply to the other Named Executive Officers of the Company; namely, base salary, bonus and long-term incentive in the form of stock options.

Mr. Moor's 2007 base salary was set by the Committee as part of the recruitment process of Mr. Moor. In making its determination of an appropriate base salary, the Committee considered the base salary and total compensation paid to CEOs of financial institutions with the same complexity and scale as the Company, the skills and experience that Mr. Moor brought to the Company, and a survey of the market of other candidates conducted by the search firm that was retained by the Committee to recommend a successor CEO.

The Company guaranteed Mr. Moor a minimum cash bonus of 50% of base salary with a further discretionary bonus to be established based on a qualitative assessment of his performance in 2007. In order to align Mr. Moor's incentives more clearly with those of the shareholders, the Committee awarded Mr. Moor 30,000 options in lieu of a discretionary cash bonus in respect of 2007.

The Chairman of the Human Resources and Compensation Committee presents recommendations of the Committee to the Board of Directors with respect to the CEO's compensation. In setting the salary of the CEO, the Committee reviewed salaries paid to other CEOs in the industry and the CEO's expected impact on the achievement of the Company's objectives for the current financial year.

Compensation Consultants

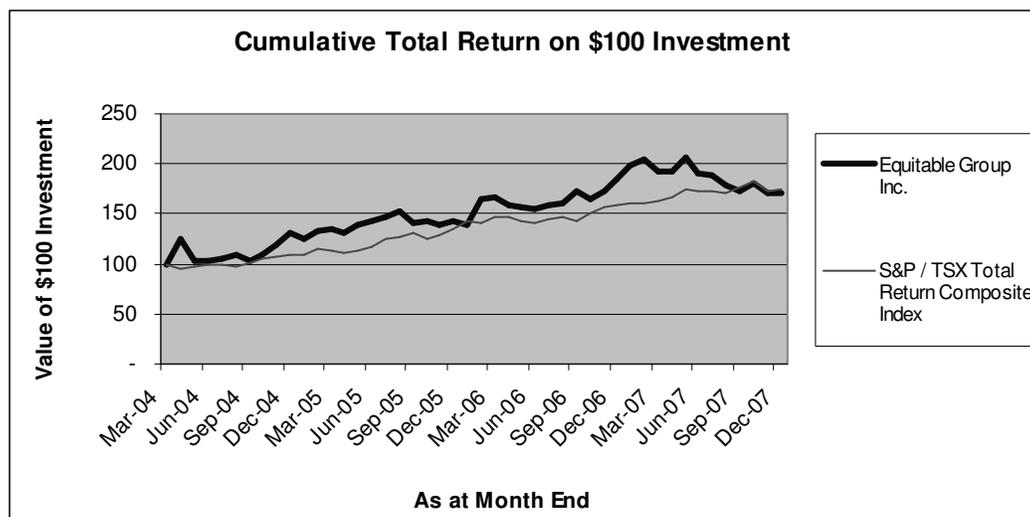
The Committee has the power to retain consultants, including compensation consultants or advisors, as the Committee may determine necessary or advisable to carry out its responsibilities. During the year ended December 31, 2007, the Committee retained the services of Alan Sperling to provide information and advice in designing the Company's Performance Management System and the Job Evaluation and Compensation Programs. Mr. Sperling was paid \$117,925 for these services in 2007.

The foregoing report has been submitted by:

Robert Rubinoff (Chairman)
Austin Beutel
Lionel Robins

PERFORMANCE GRAPH

The following graph compares the changes in the cumulative total shareholder return for \$100 invested in the Company's common shares on March 18, 2004 and on the last trading day of March, June, September and December in each of 2004, 2005, 2006 and 2007 against the cumulative total shareholder return of the S&P/TSX Composite Index, assuming the reinvestment of all dividends.



	18-Mar-04	30-Jun-04	30-Sep-04	31-Dec-04
Equitable Group Inc.	100.00	103.43	104.00	131.00
S&P / TSX Total Return Composite Index	100.00	99.85	101.73	109.03

	31-Mar-05	30-Jun-05	30-Sep-05	30-Dec-05
Equitable Group Inc.	135.44	142.30	141.54	142.86
S&P / TSX Total Return Composite Index	113.79	117.86	131.57	135.34

	31-Mar-06	30-Jun-06	29-Sep-06	29-Dec-06
Equitable Group Inc.	166.03	154.02	172.91	183.70
S&P / TSX Total Return Composite Index	146.14	141.01	143.72	158.70

	31-Mar-07	29-Jun-07	28-Sep-07	31-Dec-07
Equitable Group Inc.	193.43	189.86	172.30	171.36
S&P / TSX Total Return Composite Index	162.83	173.06	176.50	174.31

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides details of compensation plans under which equity securities of the Company were authorized for issuance as at December 31, 2007.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans ⁽²⁾
Equity compensation plans approved by securityholders	692,500	\$26.14	602,771
Equity compensation plans not approved by securityholders	Nil	-	Nil
Total	692,500	\$26.14	602,771

⁽¹⁾ Represents common shares issuable upon exercise of stock options.

⁽²⁾ Based on the maximum number of common shares reserved for issuance under the Share Option Plan upon the exercise of stock options of 1,295,271.

Share Option Plan

The Share Option Plan (the "Plan") provides for the granting of options to certain directors, officers and employees of the Company and Equitable to purchase common shares. Options may be granted from time to time by the Board of Directors of the Company at an exercise price not less than the closing price of the common shares on the TSX on the last business day immediately preceding the date of the grant, and if there is no trading on such day, the exercise price shall be not less than the weighted average trading price on the five consecutive trading days preceding the grant. The aggregate number of common shares available for issuance at any time to insiders of the Company under the Plan is limited to 10% of the outstanding shares, and the aggregate number of common shares which may be issued to insiders under the Plan or any other share compensation arrangement of the Company within any one-year period is limited to 10% of the total number of common shares then outstanding. The aggregate number of common shares available for issuance to any one insider under the Plan is 5% of the common shares then outstanding. Options granted under the Plan are non-transferable other than in accordance with the Plan and must be exercised no later than ten years after the date of the grant or a lesser period as determined by the Board and approved by any applicable regulatory authority, and the Board may determine when any options will become exercisable.

In the event of the termination or retirement of an option holder, each option held ceases to be exercisable within a period of 30 days after termination, or such longer period as the Board may determine, provided that no option shall remain outstanding for longer than 36 months following termination (other than in the case of a non-executive director, who has 12 months following termination) or the expiry date of such option. Unless otherwise determined by the Board, only the portion of options that has vested by termination are exercisable.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, there are no loans outstanding to directors, executive officers, senior officers or proposed nominees for election as a Director of the Company or its subsidiary.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company and Equitable maintain liability insurance covering their respective directors and officers. For the year ended December 31, 2007, the aggregate premium paid by the Company and Equitable under this policy was \$141,500 per annum. The coverage is subject to a maximum annual liability amount of \$20 million with a fixed corporate deductible per loss.

PART 4 - CORPORATE GOVERNANCE

The Company and the Board recognize the importance of corporate governance to the effective management of the Company and to the protection of its employees and shareholders. The Company's approach to significant issues of corporate governance is designed with a view to ensuring the Company's continued success and enhancement of long-term shareholder value.

The Company's corporate governance practices have been and continue to be in compliance with applicable Canadian requirements. The Board's Corporate Governance Committee provides direction, monitors compliance and makes recommendations to the Board with a view to enhancing the Company's governance policies and practices.

Board of Directors

The Corporate Governance Committee has reviewed the independence of each director on the basis of the definition in section 1.4 of Multilateral Instrument 52-110. The Corporate Governance Committee has determined that all directors standing for election to the Board on May 15, 2008 are independent with the exception of Andrew Moor as a result of his position as President and Chief Executive Officer of the Company and Equitable.

Additional information relating to each director standing for nomination, including other public company boards on which they serve and their attendance records for all Board and Committee meetings, can be found on pages 3 through 5 of this Management Information Circular.

Board Meetings

The Board held 5 regular meetings and 3 special meetings during 2007. The independent directors hold meetings as a matter of routine after each regularly scheduled Board meeting which are chaired by the Chairman of the Board. There were six meetings of the independent directors during 2007. With the exception of Equitable's Investment Committee, Board Committees are composed entirely of independent directors and regularly meet without Management.

Independent Chair

The Chairman of the Board, Mr. Austin Beutel, is an independent director within the meaning of Multilateral Instrument 52-110. The Board has developed a mandate for the Non-Executive Chairman of the Board whose responsibilities include, but are not limited to, providing leadership to the Board, approving the agendas for all Board meetings, presiding at all Board meetings and meetings of independent directors, ensuring regular evaluations of the Board and individual directors, and ensuring the provision of timely and accurate information to directors.

Board Mandate

The mandate of the Board sets out the Board's role, duties and responsibilities. A copy of the mandate is attached to this Management Information Circular as Schedule "A".

Position Descriptions

The Board has adopted position descriptions for the Non-Executive Chairman of the Board, a Committee Chairman as well as for the Chief Executive Officer.

Orientation and Continuing Education

The Corporate Governance Committee has developed an orientation program which the Board feels is adequate having regard to the current makeup of the Board. New directors are also provided the opportunity to meet with senior management. Each director has access to a Directors' Handbook that provides relevant corporate and business information on the Company, the Board and its Committees.

The Directors arrange meetings with relevant authorities to be briefed on matters affecting the Company and the industry. Directors are kept informed of matters which may impact the Company's operations through reports presented at the quarterly Board meetings. In addition, the President and Chief Executive Officer provides periodic updates to the Board on matters affecting the Company.

Ethical Business Conduct

The Board has adopted a Code of Conduct for all employees of the Company which includes a Directors' and Officers' Addendum, a copy of which has been filed on SEDAR (www.sedar.com). Equitable's Corporate Governance and Conduct Review Committee of the Board monitors compliance with the Code of Conduct and any waivers thereof. Each year all directors, officers and employees must sign an acknowledgement that they have read, understood and complied with the Code of Conduct. The Board has not granted any waiver of the Code of Conduct or Directors' and Officers' Addendum in favour of a director or executive officer and accordingly, no material change report has been filed. Equitable's Corporate Governance and Conduct Review Committee also monitors the

disclosure of conflicts of interest by directors and ensures no director participates in any board discussion or votes on a matter in respect of which such director has a material interest.

The Board has also adopted a Whistleblowing Procedure which allows officers and employees to raise concerns or questions regarding questionable audit or accounting matters, an Insider Trading Policy as well as a Disclosure Control Policy which deals with the timely disclosure of all material information.

Nomination of Directors

The Corporate Governance Committee, which is composed of four independent directors, annually reviews both the size and the composition of the Board. The Committee's mandate includes the following duties and responsibilities: to consider annually the appropriate number of directors on the Board with a view to facilitating effective decision-making; to review the mandates of the Board, the non-executive chair, the committee chairs and the President and Chief Executive Officer; to develop the criteria for prospective new directors and to consider potential nominees for election or appointment as directors based on candidates identified by the Board; and to ensure that an orientation program is in place for new directors as well as a continuing education program for existing directors.

The process for selecting new board members consists of the following. A competency profile has been developed by the Committee in order to determine the skills, expertise and experience that board candidates should possess in order to add value to the Board. The Committee then solicits the names of candidates possessing these qualities from other members of the Board and senior management. A list of candidates is then drawn up and considered by the Committee using the criteria. The Chair and one other member of the Committee then interview the candidates to determine their suitability. The Committee then recommends the candidates the Board for approval.

Majority Voting

The Board has adopted a policy regarding majority voting for the election of directors which is set out on page 6 of this Management Information Circular.

Compensation

The Corporate Governance and Conduct Review Committee is charged with the responsibility for reviewing and making recommendations to the Board regarding the adequacy and form of compensation for non-executive directors to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director. The Committee reviews the practices of comparable companies with a view to aligning the Company's non-executive directors' compensation to its comparator group median.

Equitable's Human Resources and Compensation Committee has the responsibility for recommending compensation for the Company's and Equitable's executive officers including that of the President and Chief Executive Officer. (See "Report on Executive Compensation" on page 10). This Committee, which is comprised of three independent directors, has the following responsibilities:

- reviewing and making recommendations to the Board of Directors of Equitable regarding any equity or other compensation plan and the total compensation packages of Equitable's executive officers, including the Chief Executive Officer;
- reviewing the performance of the executive officers of the Company and Equitable and evaluating their total compensation annually in relation to their performance against pre-established goals and strategies; and
- overseeing the Company's Share Option Plan and Stock Appreciation Right Plan, and the related distributions.

The Committee also has the power to retain consultants, including compensation consultants or advisors, as it may deem necessary or advisable to carry out its responsibilities.

Board Committees

The Board has two Committees: the Audit Committee and the Corporate Governance Committee. The mandate of the Audit Committee is attached as Schedule "A" to the Company's Annual Information Form dated March 3, 2008 which has been filed on SEDAR at www.sedar.com.

Equitable's Board has four Committees: the Audit Committee, the Corporate Governance and Conduct Review Committee, the Human Resources and Compensation Committee and the Investment Committee. The mandate of the Corporate Governance and Conduct Review Committee is the same as the mandate of the Company's Corporate Governance Committee with the exception of the following additional responsibilities:

- reviewing related party transactions;

- monitoring procedures for conflicts of interest, confidential information, disclosure of information and handling of customer complaints, and being satisfied that the procedures are being adhered to; and
- ensuring all directors, officers and employees comply with the Code of Conduct by way of an annual written acknowledgement.

The Investment Committee is responsible for:

- reviewing all policies governing management of credit risk, interest rate risk and liquidity and funding;
- establishing lending limits for the Company and the Chief Executive Officer for approval by the Board;
- reviewing the mortgage portfolio and risk tolerance; and
- reviewing the securities portfolio.

Assessments

The Corporate Governance Committee conducts an annual assessment of the Board's effectiveness by way of a performance evaluation questionnaire that is forwarded annually to directors. This questionnaire covers a wide range of issues and allows for comments and suggestions. The questionnaire covers both Board and individual director performance. The Chairman of the Corporate Governance Committee receives responses to the questionnaire and reports the results to the Committee for discussion. The Committee's findings and recommendations and a summary of the survey results are provided to the Board.

The Chairman meets with each director every other year to discuss their assessment of the Board's effectiveness and their own performance. Improvements can then be made when required, according to the results.

PART 5 – OTHER INFORMATION

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

Additional financial information is provided in the Company's Consolidated Financial Statements and Management's Discussion and Analysis for the year ended December 31, 2007 which are both available on SEDAR.

Copies of the information referred to in this section may be obtained by writing to the Corporate Secretary of the Company, 30 St. Clair Avenue West, Suite 700, Toronto, Ontario M4V 3A1 or via e-mail at corporatesecretary@equitablegroupinc.com.

DIRECTORS' APPROVAL

The Board of Directors has approved the content and sending of this Management Information Circular.



Timothy E. Storus
 Vice-President, General Counsel,
 Chief Compliance Officer and Secretary
 Toronto, Ontario
 March 24, 2008

Schedule "A"

Board of Directors' Mandate

The Board of Directors of the Company has the responsibilities and duties as outlined below:

Strategic Planning

The Board shall:

- adopt a strategic planning process and annually approve a strategic plan which takes into account, among other things, the opportunities and risks of the Company's business;
- establish the business objectives;
- monitor the Company's performance against the business objectives, strategy and plans;
- approve annually the budget; and
- review and approve the Company's major decisions.

Risk Management

The Board shall:

- understand the principal risks of the Company's business and ensure the implementation of appropriate systems to manage these risks;
- ensure there are policies and procedures in place to comply with applicable legal and regulatory requirements set by the regulatory bodies and receive periodic reports on compliance and any incidences of non-compliance;
- ensure there are appropriate oversight functions independent of management;
- approve all financial statements prior to release; and
- receive a quarterly report from management on perceived risks facing the Company.

Internal Controls

The Board shall:

- review the internal control and management information systems and monitor their integrity and effectiveness;
- review, assess and approve the internal controls of the Company; and
- obtain reasonable assurance that the Company is operating within an appropriate control framework.

Succession Planning and Oversight of Executive Officers

The Board shall:

- approve the Company's succession planning process including the appointment, training, monitoring and development of the Chief Executive Officer and senior management;
- define the role and responsibilities of the Chief Executive Officer;
- ensure the development of annual performance objectives and corporate goals for the Chief Executive Officer of the Company and monitor performance against these objectives;
- ensure there are appropriate oversight functions independent of management;
- approve the compensation of the Chief Executive Officer and ensure the compensation plans for senior management are consistent with the Company's business objectives;
- to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the Company.

Corporate Governance

The Board shall:

- develop the Company's approach to corporate governance and its corporate governance principles and guidelines;
- ensure there are appropriate structures, compensation, membership, leadership and mandates for both the Board and its Committees;
- ensure there are written position description for directors, the board chair and the chair of each of the board's committees;
- oversee an annual evaluation of the Board, its Committees and individual directors with a view to the effectiveness and contribution of the Board and its members;
- delegate, where appropriate, responsibilities to Committees;
- approve the Code of Conduct and ensure there is an effective process in place for ensuring adherence thereto.

Communication

The Board shall:

- shall approve the Company's communication policy; and
- ensure there is a mechanism to allow stakeholders to communicate with the Board or the independent members thereof.