

## Justify Capital Corp. Provides Update on Proposed Qualifying Transaction with Everyday People Financial Inc.

October 19, 2021



**Vancouver, British Columbia–(Newsfile Corp. - October 19, 2021)** – Justify Capital Corp. (TSXV: JST.P) (“**Justify**”) is pleased to provide an update, further to its news releases dated May 10, 2021 and October 15, 2021, with respect to the proposed business combination of Justify and Everyday People Financial Inc. (“**EP**”), which transaction (the “Qualifying Transaction”) is intended to constitute Justify’s “Qualifying Transaction” (within the meaning of Policy 2.4 - Capital Pool Companies of the TSX Venture Exchange (the “**Exchange**”). The parties continue to negotiate a definitive business combination agreement (the “**Business Combination Agreement**”) in connection with the Qualifying Transaction.

### **Additional Information Regarding the Business Combination Agreement and Qualifying Transaction**

The Business Combination Agreement is expected to provide for, among other things, a three-cornered amalgamation (the “**Amalgamation**”) pursuant to which: (i) EP will amalgamate pursuant to the provisions of the Business Corporations Act (Alberta) (the “**Act**”) with a wholly-owned subsidiary of Justify to be incorporated for the purposes of the Amalgamation; (ii) all of the outstanding class “A” shares in the capital of EP (each, an “**EP Share**”) will be cancelled and, in consideration therefor, the holders thereof will receive common shares of Justify (each, a “**Justify Share**”) on the basis of one (1) EP Share for one (1) Justify Share (the “**Exchange Ratio**”) at a deemed price of \$1.00 per Justify Share; (iii) holders of options and warrants to purchase EP Shares (the “**EP Securities**”) will receive from Justify, options or warrants, as applicable, to purchase the same number of Justify Shares at the same exercise price per share as previously provided for in the former EP Securities, reflecting the Exchange Ratio; and (iv) the amalgamated corporation will become a wholly-owned subsidiary of Justify. After giving effect to the Amalgamation, the shareholders of EP (the “**EP Shareholders**”) will collectively exercise control over Justify.

Prior to completion of the Qualifying Transaction (“**Closing**”), it is intended that Justify will continue its corporate existence out of the Province of British Columbia and into the Province of Alberta in accordance with the provisions of the Business Corporations Act (British Columbia) and the Act (the “**Continuance**”) under the name “Everyday People Financial Corp.” or such other name as agreed to by Justify and EP and accepted by the applicable regulatory authorities and reconstitute its board of directors to consist of eight (8) directors (the “**Board Reconstitution**”).

As the proposed Qualifying Transaction is not a "Non-Arm's Length Qualifying Transaction" (within the meaning of Policy 2.4 of the Exchange), the Amalgamation does not require approval of the shareholders of Justify (the "**Justify Shareholders**"). However, the Continuance and the Board Reconstitution will require the approval of Justify Shareholders at an annual and special meeting of Justify Shareholders (the "**Justify Meeting**") to be held prior to Closing. Further details with respect to the matters to be approved at the Justify Meeting will be contained in the information circular to be prepared in connection with the Justify Meeting.

Based on the number of EP Shares outstanding as of the date hereof, and assuming the conversion of the maximum aggregate principal amount and interest of the EP Convertible Debentures (as defined below) for EP Shares and the conversion of each EP Subscription Receipt (as defined below) for one EP Share and one-half of one warrant to purchase EP Shares immediately prior to the Amalgamation, there would be approximately 120,163,835 Justify Shares outstanding upon Closing, on a non-diluted basis, assuming \$5,000,000 are raised pursuant to the EP Convertible Debenture Private Placement (as defined below) and \$12,000,000 are raised pursuant to the EP Subscription Receipt Private Placement (as defined below). Upon Closing, the current Justify Shareholders would hold an aggregate of approximately 3,360,000 Justify Shares, representing approximately 2.80% of the Justify Shares and the EP Shareholders (including those EP Shareholders who received EP Shares in connection with the EP Private Placements (as defined below)) would hold an aggregate of approximately 116,803,835 Justify Shares, representing approximately 97.20% of the Justify Shares, in each case assuming \$5,000,000 are raised pursuant to the EP Convertible Debenture Private Placement and \$12,000,000 are raised pursuant to the EP Subscription Receipt Private Placement.

Upon Closing, it is expected that Justify (Justify following completion of the Qualifying Transaction being referred to herein as the "**Resulting Issuer**") will continue to carry on the business of EP, being that of a FinTech company, and will be listed as a Tier 2 industrial issuer pursuant to the policies of the Exchange. The Resulting Issuer will continue under the name of Everyday People Financial Corp. or such other name as is determined by EP, the EP Shareholders and the Exchange.

Completion of the Qualifying Transaction is subject to a number of conditions precedent, including, but not limited to, (i) acceptance by the Exchange and receipt of other applicable regulatory approvals; (ii) completion of the EP Private Placements; (iii) receipt of the requisite approval of Justify Shareholders of the Continuance and the Board Reconstitution; and (iv) receipt of the requisite approval of EP Shareholders of the Amalgamation. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

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## **Additional Information Regarding EP**

EP was incorporated pursuant to the provisions of the Act on August 28, 2014. EP's head office and registered office is located at Suite 450, 11150 Jasper Avenue, Edmonton, Alberta T5K 0C7.

On March 10, 2021, EP amended its articles to remove certain private issuer restrictions.

EP is a FinTech credit provider that offers secured credit and payment cards, payment processing, homeownership facilitation and collections services to serve an ecosystem of everyday people living in Canada and the United Kingdom.

*EP operates in the following three distinct segments that contribute to EP's overall product and service offerings:*

### **Financial Services**

EP offers secured credit cards, loans and operates business lines that offer distinct credit products that are branded for targeting specific credit and payment markets.

EP is partnered with a Schedule I Canadian Chartered Bank, a card issuer for all EP card programs, with access to Visa®, MasterCard®, Interac® and Swift® networks, to provide credit and payment card programs directly to consumers. The current product in the market is the EP Secured Credit Card, which is designed to provide assistance to everyday people who are in the process of rebuilding or establishing their credit.

## EP Homes

Bridge to Homeownership Investments Ltd., operating under the name EP Homes (“EP Homes”), is a home ownership facilitator that acquires new homes directly from homebuilders, and offers eligible clients the ability to acquire a new home through a structured lease and dedicated down payment accumulation program. EP Homes currently offers the Bridge to Own™ program. The Bridge to Own™ program targets the least volatile Canadian housing markets, with home purchase values between \$300,000 to \$550,000, and targets consumers with household incomes of \$110,000 or more and average to excellent credit scores.

## Collection Services

EP’s third segment offers collection services through BPO Collections Limited (“BPO”) that operates in Ayrshire, Scotland. BPO is a debt collection agency specializing in the collection of consumer and commercial debt that was founded in January 2006 and acquired by EP on May 2, 2019.

## Summary of Selected EP Financial Information

The following table summarizes selected management prepared unaudited financial information for EP as at and for the financial years ended September 30, 2020, 2019 and 2018, and the six months ended March 31, 2021, disclosed in accordance with Exchange policies. Further financial information will be included in the filing statement to be prepared in connection with the Qualifying Transaction.

	<i>Six months ended March 31, 2021 (Unaudited)</i>	<i>Year ended September 30, 2020 (Unaudited)</i>	<i>Year ended September 30, 2019 (Unaudited)</i>	<i>Year ended September 30, 2018 (Unaudited)</i>
	(\$)	(\$)	(\$)	(\$)
<b>Income Statement</b>				
Revenue, net	7,214,713	18,940,611	2,527,191	-
Gross Profit	3,129,742	4,421,975	1,485,020	-
Operating Expenses Excluding Depreciation, Amortization and Share Based Compensation	3,469,900	8,340,799	4,779,346	190,820
Depreciation, Amortization and Share Based Compensation	997,019	1,385,889	521,793	-
Loss from Operations <sup>(1)</sup>	(1,337,177)	(5,304,713)	(3,816,119)	(190,820)
Net Loss for the Period	(1,348,762)	(4,572,164)	(3,375,672)	(142,773)
Net Loss Before Depreciation, Amortization and Share Based Compensation <sup>(1)</sup>	(351,743)	(3,186,275)	(2,853,879)	(142,773)
Comprehensive Loss for the Period	(1,155,527)	(3,843,418)	(4,403,192)	(142,773)
<b>Balance Sheet</b>				
Total Assets	55,730,522	56,171,932	61,828,122	3,564,589
Total Liabilities	18,743,944	23,879,405	25,842,177	670,780
Total Shareholders’ Equity	36,986,578	32,292,527	35,985,945	2,893,809

**Note:**

(1) EP accrued a total of \$3,800,000 in respect of annual performance bonuses payable to EP’s Chief Executive Officer, Barret Reykdal, consisting of an annual performance bonus of \$1,900,000 for the year ended September 30, 2019 and an annual performance bonus of \$1,900,000 for the year ended September 30, 2020. On August 23, 2021, EP approved the issuance from treasury of 3,800,000 EP Shares to Mr. Reykdal in satisfaction of such accrued annual performance bonuses.

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## EP Private Placements

### Convertible Debenture Private Placement

Prior to Closing, EP is expected to complete a non-brokered private placement of up to \$5,000,000 aggregate principal amount of convertible debentures ("**EP Convertible Debentures**") at a price of \$10,000 per EP Convertible Debenture (the "**EP Convertible Debenture Private Placement**"). The EP Convertible Debentures are unsecured, bear interest at 8.75% per annum and mature 36 months following the closing date of the EP Convertible Debenture Private Placement (the "**Maturity Date**"). Immediately prior to Closing, the principal amount of the EP Convertible Debentures and the accrued interest thereon shall convert into EP Shares at a conversion price of \$1.00 per EP Share. Upon conversion of an EP Convertible Debenture, payment (the "**Make-Whole Payment**") shall be made to the holder of the EP Convertible Debenture equal to the interest amount that the holder of the EP Convertible Debenture would have received in respect of the converted principal amount of the EP Convertible Debenture if such amount remained outstanding from the conversion date until the Maturity Date. The Make-Whole Payment is payable, at the option of EP, in EP Shares at an issue price of \$1.00 per EP Share

In connection with the EP Convertible Debenture Private Placement, EP may pay certain arm's length parties (i) a cash finder's fee payment equal to up to 7.0% of the gross proceeds of the EP Convertible Debentures that are sold to subscribers introduced by such parties and/or (ii) non-transferable warrants (the "**EP Finder's Warrants**") to purchase that number of EP Shares equal to up to 7.0% of the number of EP Shares issuable upon the conversion of the EP Convertible Debentures that are sold to subscribers introduced by such parties, with the EP Finder's Warrants being exercisable for one EP Share at a price of \$1.00 per EP Share for a period of 24 months from the closing date of the EP Convertible Debenture Private Placement.

It is intended that the net proceeds from the EP Convertible Debenture Private Placement will be used to fund EP homes inventory under the Bridge to Own™ program and to cover general administrative expenses and short-term payables of EP, including costs of the Qualifying Transaction.

### Subscription Receipt Private Placement

Prior to Closing, EP is also expected to complete a brokered private placement through Cantor Fitzgerald Canada Corporation and ATB Capital Markets Inc. (collectively, the "**Lead Agents**"), as lead agents and joint bookrunners on behalf of a syndicate of agents (together with the Lead Agents, the "**Agents**") of approximately 12,000,000 subscription receipts ("**EP Subscription Receipts**") at a price of \$1.00 per EP Subscription Receipt (the "**Offering Price**") for aggregate gross proceeds to EP of approximately \$12,000,000, plus up to an additional 15% of the EP Subscription Receipts pursuant to an option (the "**Agents' Option**") granted to the Agents (the "**EP Subscription Receipt Private Placement**" and together with the EP Convertible Debenture Private Placement, the "**EP Private Placements**").

The EP Subscription Receipts will be created and issued pursuant to the terms of a subscription receipt agreement (the "**Subscription Receipt Agreement**") between Odyssey Trust Company, as subscription receipt agent (the "**Subscription Receipt Agent**"), EP and the Lead Agents. Each EP Subscription Receipt will be deemed to be automatically converted, without payment of additional consideration or further action by the holder thereof, into one unit comprised of one EP Share and one-half of one warrant to purchase EP Shares (each whole warrant, an "**EP Warrant**"), subject to adjustment in certain events, immediately before the Closing upon the satisfaction or waiver of the Escrow Release Conditions (as defined in the Subscription Receipt Agreement) at or before the date that is 120 days from the closing date of the EP Subscription Receipt Private Placement (the "**Escrow Release Deadline**"). Each EP Warrant will entitle the holder thereof to acquire one EP Share at a price of \$1.40 per EP Share at any time on or before the date which is 24 months from the date of closing of the Qualifying Transaction, subject to adjustment in certain events.

In consideration for their services in connection with the EP Subscription Receipt Private Placement, EP is required to pay the Agents a cash commission equal to 7.0% of the gross proceeds from the sale of the EP Subscription Receipts (provided that the minimum fee payable to each of the Lead Agents shall be no less than \$500,000), 50% of which commission will be paid on the closing date of the EP Subscription Receipt Private Placement and the remaining 50% of which commission will be deposited in escrow. As additional consideration for the services of the Agents, the Agents will be granted non-transferable broker warrants of EP (the "**EP Broker Warrants**") equal to 7.0% of the number of EP Subscription Receipts sold in the EP Subscription Receipt Private Placement, including those EP Subscription Receipts issued in respect of the Agents' Option. Each EP Broker Warrant will be exercisable to acquire one EP Share at a price of \$1.00 per EP Share at any time on or before the date which is 24 months from the date of closing of the EP Subscription Receipt Private Placement. Notwithstanding the foregoing, the cash commission and the number of EP Broker Warrants will be reduced to 3.5% on proceeds of up to an aggregate amount of \$1,500,000 from purchasers on the president's list.

Upon closing of the EP Subscription Receipt Private Placement, the gross proceeds of the EP Subscription Receipt Private Placement, less 50% of the cash commission and less 50% of the Agents' estimated expenses, will be deposited in escrow with the Subscription Receipt Agent pending satisfaction or waiver of the Escrow Release Conditions, in accordance with the provisions of the Subscription Receipt Agreement. Unless the requisite approval is obtained pursuant to and in accordance with the terms of the Subscription Receipt Agreement, if the Escrow Release Conditions are not satisfied at or before the Escrow Release Deadline, each of the then issued and outstanding EP Subscription Receipts will be cancelled and the Subscription Receipt Agent will return to each holder of EP Subscription Receipts an amount equal to the aggregate Offering Price of the EP Subscription Receipts held by such holder plus an amount equal to the holder's pro rata share of any interest or other income earned on the escrowed funds (less applicable withholding tax, if any). To the extent that the escrowed funds are insufficient to refund such amounts to each holder of the EP Subscription Receipts, EP shall be liable for and will contribute such amounts as are necessary to satisfy the shortfall.

It is intended that the net proceeds from the EP Subscription Receipt Private Placement will be primarily used to acquire EP homes inventory under the Bridge to Own™ program, for working capital for the financial services segment and for general corporate purposes.

The securities offered have not been registered under the United States Securities Act of 1933, as amended, or any state securities law, and may not be offered or sold in the United States absent registration or an exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy in the United States nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

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## Sponsorship

EP intends to apply to the Exchange for an exemption from the sponsorship requirements for the Qualifying Transaction based upon the EP Subscription Receipt Private Placement and/or other exemptions available in Exchange policies. There is no assurance that an exemption from this requirement will be obtained.

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## Proposed Directors and Senior Management Team of the Resulting Issuer

Upon the closing of the Qualifying Transaction, it is anticipated that Barret Reykdal, Remo Mancini, Jamie Horvat, Nitin Kaushal, Rob Pollock, David Robinson, Scott Sinclair and Amy ter Haar will constitute the Board of Directors of the Resulting Issuer. It is also anticipated that the senior management team of the Resulting Issuer will be comprised of Barret Reykdal (Chief Executive Officer), Mayank Mahajan (Chief Financial Officer), Graham Rankin (President of BPO), Ryan Watt (President of Climb), Renata Berlingo (Senior Vice President of Operations and Corporate Secretary), Morgan Russell (Senior Vice President of EP Homes), Darren Wagner (Senior Vice President) and Taylor Inglis (Senior Vice President).

*The following are brief resumes of the currently proposed directors and senior officers of the Resulting Issuer following the Qualifying Transaction:*

### **Barret Reykdal, Chief Executive Officer and Director**

Mr. Reykdal is the proposed Chief Executive Officer of the Resulting Issuer and Co-Founder of EP. Mr. Reykdal has 20 plus years of experience as an operator in the financial services sector, specializing in growing start-ups in Canada and the United Kingdom. Prior to co-founding EP, Mr. Reykdal was a Senior Executive Vice President of The Cash Store Financial Services Inc.

### **Mayank Mahajan, CPA, CA, MBA, Chief Financial Officer**

Mr. Mahajan is the proposed Chief Financial Officer of the Resulting Issuer and a key member of EP's executive leadership team. He brings more than 13 years' post-qualification experience in financial planning and analysis reporting, auditing, internal control and governance, corporate strategy, accounting, ERP implementation, re-engineering accounting process to improve effectiveness and efficiency, profit and cost analysis, and knowledge from various countries and industries (including technology, manufacturing, trading, leasing, services and others). Before joining EP, Mr. Mahajan worked with global financial firms and companies including Metamaterial Inc., Jubilant Bhartiya Group (India and USA), Genpact (Axis), and S.P. Nagraath & Co. Mr. Mahajan is a registered Chartered Professional Accountant in Canada, Certified Public Accountant in the United States and a Chartered Accountant in India. He also holds a Master of Business Administration (MBA) from Gonzaga University in Washington, USA, and a Bachelor of Commerce from Chaudhury Charan Singh University in India.

### **Graham Rankin, President of BPO**

Mr. Rankin has 20 plus years of experience in the debt collection industry. Mr. Rankin developed and grew BPO from its inception. Mr. Rankin is Financial Conduct Authority approved.

### **Ryan Watt, President of Climb**

Mr. Watt is a small business executive who works with entrepreneurs and investor groups to build profitable and scalable businesses. Mr. Watt gained his corporate experience with Suncor before spending the past decade growing small businesses. He has 15 plus years of experience in strategy development, business process design and cross-functional leadership working in both corporate and growth companies across varying industries, and in business turnarounds and transformational change focusing on technology and data driven decision making. He also has experience in developing strategic partnerships, contract negotiations and building distribution networks. He has experience in Oil & Gas, Convenience Retailing, Manufacturing and FinTech. In addition to his extensive business experience, Mr. Watt is a former chapter President of the Entrepreneurs Organization. Mr. Watt holds an Honours B. Commerce from McMaster University.

### **Renata Berlingo, Senior Vice President of Operations and Corporate Secretary**

*Ms. Berlingo has 20 plus years of experience leading teams through strategic planning, project execution and operational development. She also has experience in developing client experience*

models, brand and marketing strategy, sales programs, corporate cultures, and operational compliance and governance frameworks for private and public companies. She has experience in the financial services, retail, and food services industries. After years of mentorship from various well-regarded Alberta corporate and business leaders, Ms. Berlingo is working towards attaining a PMP Certification.

### **Morgan Russell, Senior Vice President of EP Homes**

Mr. Russell has 20 plus years of experience in real estate as a broker, specializing in residential and commercial real estate investment, land procurement, multi-family sales and high-level negotiations. He is a business owner in private real estate and health and wellness ventures, and a licensed real estate broker in Alberta. Mr. Russell holds a Certified Commercial Investment Member designation.

### **Darren Wagner, Senior Vice President**

Mr. Wagner specializes in business development and growth. He served as the Vice President of Western Canada for Pizza Pizza/Pizza 73, also served as the Vice President of Leasing, Advertising and Development for The Cash Store Financial Services Inc., and most currently the President of Magnetsigns Advertising Inc., a curbside sign company with over 130 franchises across Canada and the United States. Mr. Wagner is also the Founder and President of 2 Fab Investments Inc. Mr. Wagner has a Bachelor of Commerce Degree from the University of Alberta as well as a Certificate in Risk Management (CRM) and a Fellowship in Risk Management (FRM) from the Global Risk Management Institute.

### **Taylor Inglis, MBA, Senior Vice President**

Mr. Inglis has 15 plus years of experience in strategic planning, business development, negotiations, commercial real estate and corporate development, raising capital and managing large development projects and portfolios in excess of \$1B. He was a former President and Chief Operating Officer in the cannabis sector and served as a board member on both public and private boards. Mr. Inglis holds a BA from Concordia University and an MBA from the University of Toronto.

### **Remo Mancini, ICD.D., Chairman of the Board and Director**

Mr. Mancini has 40 plus years of experience working in senior business, political, legal, and financial circles. He previously served as the Province of Ontario Minister of Revenue and Chairman of NASDAQ listed Riot Blockchain Inc., where he resolved extensive regulatory, financial, and human resource issues. In the political world, Mr. Mancini also served as the Parliamentary Assistant to the Premier, Official Opposition Party House Leader and Chairman of the Public Accounts Committee. He has earned an ICD.D designation and is a graduate of the Directors Education Program offered by the Institute of Corporate Directors and the University of Toronto's Rotman School of Management.

### **Jamie Horvat, Director**

Mr. Horvat currently serves as Chief Investment Officer with Oberon Capital Corporation, an exempt market dealer and charity flow through advisory firm located in Toronto, Ontario. He has extensive experience in asset management having managed a range of mandates spanning over two decades, including resources and precious metals, all-cap and small-cap, hedge funds and alternative investments. In addition, Mr. Horvat has managed various institutional mandates for clients based in Europe, Asia, the Middle East and North America. Mr. Horvat has extensive capital markets experience including financial analysis, capital budgeting, stakeholder engagement, as well as environmental, social and governance acumen. Throughout his career, Mr. Horvat has been acknowledged for his achievements, winning numerous awards for his investment performance. Mr. Horvat holds an MSc Finance from the London School of Economics and Political Science, a B. Com (Hons) from McMaster University and a Mechanical Engineering Technology Diploma from Mohawk College. Mr. Horvat is also an independent Director of Troilus Gold Corp., as well as Probe Metals Inc.

### **Nitin Kaushal, Director**

*Mr. Kaushal has 30 plus years of financial and investment experience. He has participated in capital market transactions ranging from private placements, IPOs and bought deal underwritings in excess of \$2B and has been involved in over 40 M&A, strategic advisory and licensing assignments for a range of companies. Nitin Kaushal, CPA, CA, was a Managing Director, Corporate Finance at PwC Canada. He has also held a number of senior roles with Canadian investment banks as well as various roles within the private equity/venture capital industry. Mr. Kaushal sits on the boards of numerous public and private companies. He holds a Bachelor of Science (Chemistry) degree from the University of Toronto. Mr. Kaushal is a Chartered Professional Accountant.*

### **Rob Pollock, Director**

*Mr. Pollock is the current President and Chief Executive Officer of Primary Capital Inc. with 25 plus years of experience in the Canadian capital markets with specific experience in merchant banking, institutional sales and investment banking. Mr. Pollock served as Senior Vice President of Quest Capital Corp. from September 2003 to October 2006. Mr. Pollock was formerly Vice President - Investment Banking at Dundee Securities Corporation. Mr. Pollock holds an MBA from St. Mary's University and BA from Queen's University.*

### **David Robinson, Director**

*Mr. Robinson is an entrepreneurial executive who spent almost 30 years in diverse roles at Rogers Communications. He started in Finance in 1990 and became Vice President of Investor Relations and Financial Planning in the mid-90's. Mr. Robinson transitioned to Rogers Wireless in 2000, just as the company adopted GSM technology. In that role, Mr. Robinson authored the original business plan for the new mobile data network, and worked on many of the earliest mobile browser, Blackberry, iPhone and IOT projects. In 2004, he conceived of and founded the Inukshuk JV with Bell Canada, which built and operated a shared fixed-wireless network. In 2005, Mr. Robinson co-founded Enstream with Bell and TELUS, into which Rogers sold the Suretap Mobile wallet, a mobile payment service developed at Rogers. In 2015, Mr. Robinson became the President and CEO of Rogers Bank, a national bank that he founded. When Mr. Robinson exited Rogers in 2019, Rogers Bank was Canada's fastest growing bank by assets. Mr. Robinson currently is the Chief Commercial Officer of Cliq2Pay. Mr. Robinson holds an MBA from Western University, a BA from Queen's University and is currently pursuing his ICD.D designation from the University of Toronto.*

### **Scott Sinclair, Director**

*Mr. Sinclair was formerly a Senior Investment Advisor at Canaccord Genuity with over 25 years of experience in venture financing with high-net-worth individuals, corporations and institutional clients. He has participated in many initial public offerings, secondary financings, and private placements in diverse industries. Currently retired, Mr. Sinclair holds a BSC Business Administration from the University of Arizona.*

### **Amy ter Haar, Director**

*Ms. Ter Haar is a lawyer, executive and entrepreneur. She has been voted as one of Canada's Top Women in FinTech and Blockchain in 2021. She is the Program Director of Osgoode Professional Development's Certificate in Blockchains, Smart Contracts and the Law as well as the Certificate in Privacy & Cybersecurity Law. She is a contributing author to the A Practical Guide to Smart Contracts and Blockchain Law (LexisNexis) and a featured columnist in the Financial Post. Ms. ter Haar sits on the board of Ocean Falls Blockchain Corp., a blockchain technology company and cryptocurrency mining operation. She has taught upper year Juris Doctor students as an adjunct professor at Western University's Law School as well as at Osgoode Hall Law School. Her legal practice serves technology-based clients and assists industry leaders to implement frontier research into practical business applications. Her educational background includes a Law Degree and Master of Laws Degree from Western University. She is a member of the Law Society of Ontario.*

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## Principal Securityholders of the Resulting Issuer

Following Closing, it is expected that, other than as set out below, no person or company will own of record or beneficially, directly or indirectly, or exercise control or direction over more than 10% of the Justify Shares after giving effect to the Qualifying Transaction.

Name	Number of Justify Shares Owned, Controlled or Directed	Percentage of Justify Shares Owned, Controlled or Directed (on a non-diluted basis)
EAM Enterprises Inc. <sup>(1)</sup>	27,218,400	22.65% <sup>(2)</sup>

**Note:**

(1) EAM Enterprises Inc. ("EAM") is a corporation incorporated pursuant to the laws of the Province of Alberta. EAM is wholly-owned by Carrie Reykdal, an individual residing in Edmonton, Alberta.

(2) Assuming \$5,000,000 are raised pursuant to the EP Convertible Debenture Private Placement and \$12,000,000 are raised pursuant to the EP Subscription Receipt Private Placement.

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## Advisor

EP has engaged an arm's length advisor (the "Advisor") in connection with the Qualifying Transaction. In the event that the Qualifying Transaction is completed, the Advisor will receive 200,000 restricted share awards or 200,000 common shares of the Resulting Issuer at a deemed price of \$1.00 per share. The restricted share awards will be vested in equal amounts every six months over a period of two years from the date that the Resulting Issuer commences trading on the TSXV.

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## Additional Information

All information contained in this news release with respect to EP and Justify was supplied by the parties respectively for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for information concerning the other party.

Additional terms regarding the Qualifying Transaction were previously disclosed in the news release of Justify and EP dated May 10, 2021 and which is available under Justify's SEDAR profile at [www.sedar.com](http://www.sedar.com).

## For Further Information:

### Justify Capital Corp.

Richard A. Graham – *President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director*  
Phone: (604) 689-1428

### Everyday People Financial Inc.

Barret Reykdal – *Chief Executive Officer*  
Phone: (780) 905-4444  
Email: [letsconnect@epfinancial.com](mailto:letsconnect@epfinancial.com)

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## Cautionary Note Regarding Forward-Looking Statements

*This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed Qualifying Transaction; the terms and conditions of the proposed EP Private Placements; use of proceeds from the EP Private Placements; and the business and operations of Justify after the proposed Qualifying Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors, which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: expectations and assumptions concerning Justify, EP, the Resulting Issuer, the Qualifying Transaction, the timely receipt of all required shareholder and regulatory approvals, including the acceptance of the Exchange, the satisfaction of other closing conditions in accordance with the terms of the Business Combination Agreement, as well as other risks and uncertainties, including those described in Justify’s final prospectus dated September 14, 2020 filed with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission and available on SEDAR at [www.sedar.com](http://www.sedar.com). There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Justify and EP disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.*

***Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.***