

**MATERIAL CHANGE REPORT
FORM 51-102F3**

ITEM 1. *Name and Address of Company*

Justify Capital Corp. (the "**Corporation**" or "**Justify**")
595 Burrard Street, Suite 1703
Vancouver, British Columbia
V7X 1J1

ITEM 2. *Date of Material Change*

December 6, 2021

ITEM 3. *News Release*

A news release with respect to the material change referred to in this report was issued by the Corporation through Newsfile on December 10, 2021 and a copy was subsequently filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

ITEM 4. *Summary of Material Change*

On December 6, 2021, Justify entered into a definitive business combination agreement (the "**Business Combination Agreement**") with Everyday People Financial Inc. ("**EP**") in connection with the proposed business combination of Justify and 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**")).

ITEM 5.1 *Full Description of Material Change*

On December 6, 2021, Justify entered into the Business Combination Agreement with EP in connection with the proposed business combination of Justify and EP.

The Business Combination Agreement provides 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, 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**").

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) receipt of the requisite approval of the shareholders of Justify (the "**Justify Shareholders**") of the Continuance and the Board Reconstitution, such approval having been obtained at the annual and special meeting of Justify Shareholders held on November 24, 2021; and (iii) 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.

ITEM 5.2 *Disclosure for Restructuring Transactions*

Not applicable.

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

Not applicable.

ITEM 7. *Omitted Information*

No significant facts have been omitted from this report on the basis that it is confidential information.

ITEM 8. *Executive Officer*

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Richard A. Graham
President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director
Tel: (604) 488-8717

ITEM 9. *Date of Report*

December 10, 2021