

**JUSTIFY CAPITAL CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, NOVEMBER 24, 2021**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Justify Capital Corp. (the “**Company**”) will be held at Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1 and by teleconference as set out below, at 9:30 a.m. (Vancouver time), on Wednesday, November 24, 2021, for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended July 31, 2021 and the auditors’ report thereon;
2. to appoint the independent auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
3. to elect the directors of the Company for the ensuing year, as follows:
  - (a) to elect four (4) directors of the Company, being Richard Graham, Donn Burchill, Scott McLean and Brian Bayley, to take office immediately after the Meeting (the “**Original Board**”), and
  - (b) conditional upon, and concurrently with, the closing of the business combination of the Company and Everyday People Financial Inc. (“**EP**”) pursuant to a three cornered amalgamation involving the Company, a wholly-owned subsidiary of the Company and EP (the “**Qualifying Transaction**”), to increase the size of the Company’s board of directors to eight (8) directors, and to elect eight (8) directors of the Company, being Barret Reykdal, Jamie Horvat, Nitin Kaushal, Remo Mancini, Rob Pollock, David Robinson, Scott Sinclair and Amy ter Haar, to replace the Original Board as of the closing of the Qualifying Transaction,

all as more particularly described in the management information circular accompanying this Notice of Meeting (the “**Information Circular**”);

4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company’s existing stock option plan;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Company, the full text of which is set forth in the Information Circular, confirming and approving the new omnibus share incentive plan, to become effective upon the closing of the Qualifying Transaction, all as more particularly described in the accompanying Information Circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Continuance Resolution**”), the full text of which is set forth in the Information Circular, approving the continuance of the Company from the Province of British Columbia under the *Business Corporations Act* (British Columbia) to the Province of Alberta under the *Business Corporations Act* (Alberta) under the name “Everyday People Financial Corp.”, or such other name as may be approved by the board of directors of the Company (the “**Continuance**”), and to approve the adoption of by-laws of the Company effective upon such Continuance, all as more particularly described in the Information Circular; and
7. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular of the Company accompanying this Notice of Meeting.

Conduct of the Meeting due to COVID 19

Due to the ongoing concerns about the Coronavirus (“COVID-19”), **the Company encourages Shareholders not to attend the Meeting in person but via teleconference using the following dial-in numbers:**

DIAL-IN NUMBERS	CONFERENCE ID CODE
1.866.895.5510 (Toll Free North America)	2815808#
1.858.384.5500 (Outside of US and Canada)	2815808#

Since the COVID-19 pandemic is evolving, the Company will continue to monitor and review provincial and federal governmental guidance and may implement measures to reduce the risk of spreading the virus at the Meeting. The Company will provide updates in respect of the Meeting by way of news release available from SEDAR at [www.sedar.com](http://www.sedar.com), where copies of such news releases, if any, will be posted under the Company’s profile.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be valid, the proxy must be received by Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment or postponement thereof.** Registered Shareholders may also use the telephone (1-866-732-VOTE (8683)) or the Internet ([www.investorvote.com](http://www.investorvote.com)) to vote their Common Shares.

If you are a non-registered holder of Common Shares and received these materials through your broker or another intermediary, please complete and return the form of proxy or voting instruction form provided to you by such broker or through another intermediary, in accordance with the instructions provided. Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is October 25, 2021 (the “**Record Date**”). Only the Shareholders whose names have been entered in the register of Common Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Registered Shareholders have the right to dissent to the Continuance Resolution and, if the Continuance becomes effective, to be paid the fair value of their Common Shares in accordance with Division 2 of Part 8 of the *Business Corporations Act* (British Columbia). A Shareholder’s right to dissent is more particularly described in the Information Circular and the text of Division 2 of Part 8 of the *Business Corporations Act* (British Columbia).

Failure to strictly comply with the provisions of Division 2 of Part 8 of the *Business Corporations Act* (British Columbia) may result in the loss of any right to dissent. Persons who are beneficial owners of Common Shares

that are registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered Shareholders are entitled to dissent. Accordingly, a beneficial owner of Common Shares desiring to exercise the right to dissent must make arrangements for the Common Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written notice of dissent is required to be received by the Company, or, alternatively, make arrangements for the registered holder of such Common Shares to dissent on behalf of the holder.

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**DATED** this 29<sup>th</sup> day of October, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
JUSTIFY CAPITAL CORP.**

(signed) “Richard Graham”

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Richard Graham  
Chief Executive Officer  
Justify Capital Corp.