

## JUSTIFY CAPITAL CORP. ENTERS INTO DEFINITIVE AGREEMENT FOR PROPOSED QUALIFYING TRANSACTION WITH EVERYDAY PEOPLE FINANCIAL INC.

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Vancouver, British Columbia – December 10, 2021 – Justify Capital Corp. ("**Justify**") (TSXV: JST.P) is pleased to announce, further to its news releases dated May 10, 2021, October 15, 2021 and October 19, 2021, that it has entered into a definitive business combination agreement dated December 6, 2021 (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* ("**Policy 2.4**") of the TSX Venture Exchange (the "**Exchange**")).

Justify and EP will provide further details in respect of the Qualifying Transaction in due course and will make available all information and disclosure required pursuant to Policy 2.4, including all financial information required by the Exchange. In particular, Justify and EP are working diligently on a filing statement for the Qualifying Transaction in accordance with the policies of the Exchange.

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**"). The Continuance and the Board Reconstitution were approved by the shareholders of Justify (the "**Justify Shareholders**") at the annual and special meeting of Justify Shareholders held on November 24, 2021 (the "**Justify Meeting**"). 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 Justify Shareholders.

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 Justify Shareholders of the Continuance and the Board Reconstitution, such approval having been obtained at the Justify Meeting; 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.

Additional terms regarding the Qualifying Transaction were previously disclosed in the news releases of Justify and EP dated May 10, 2021, October 15, 2021 and October 19, 2021, which are available under Justify's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **About Justify**

Justify's principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative.

### **About EP**

EP is a FinTech credit provider that offers 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 is headquartered in Edmonton, Alberta. For more information on Everyday People Financial Inc., visit [www.epfinancial.com](http://www.epfinancial.com) and [www.ephomes.ca](http://www.ephomes.ca).

For further information, please contact:

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)

### **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; 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.***