



Everyday People Financial Corp.
(formerly Justify Capital Corp.)

Management's Discussion and Analysis

For the three and nine months ended September 30, 2023 and 2022

November 22, 2023

The effective date of this Management's Discussion and Analysis is, November 22, 2023, except as otherwise noted.

INTRODUCTION

Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Everyday People Financial Corp. ("EP Financial" or the "Company") (formerly Justify Capital Corp.) constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended September 30, 2023 and September 30, 2022. This MD&A has been prepared in compliance with National Instrument 51-102 – Continuous Disclosure Obligations requirements. This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements of the Company for the three and nine months ended September 30, 2023 and the audited consolidated financial statements of the Company for the 15 months ended December 31, 2022, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included in the MD&A. Information contained herein is presented as of November 22, 2023, unless otherwise indicated.

The Company's unaudited interim condensed consolidated financial statements and the financial information contained in the MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A makes reference to certain non-IFRS financial measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS, and are therefore unlikely to be comparable to similar measures presented by other companies. These measures are provided as additional information to complement the IFRS financial measures contained herein by providing further metrics to understand the Company's results of operations from the management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS financial measures, including adjusted earnings before interest, tax, depreciation and amortization, share-based compensation and Reverse Takeover ("RTO") cost ("Adjusted EBITDA"), Pro-forma revenue, and Pro-forma net income (loss) and to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. We also use non-IFRS financial measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess our ability to meet our capital expenditure and working capital requirements. See "selected quarterly financial information".

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "Forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are Forward-looking statements. Often, but not always, Forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The Forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements.

Forward-looking statements may include, but are not limited to, comments regarding:

- the company's business performance presenting pro-forma revenue and pro-forma net income (loss);
- the Company's business strategy;
- the Company's strategy for protecting its intellectual property;
- the Company's ability to obtain necessary funding on favorable terms or at all;
- the Company's plan and ability to secure revenues;
- the risk of competitors entering the market;
- the Company's ability to hire and retain skilled staff;
- the impact of the adoption of new accounting standards; and
- the Company's risk pertaining to regulatory compliance.

Although the Company believes that the plans, intentions, and expectations reflected in these Forward-looking statements are reasonable, the Company cannot be certain that these plans, intentions, or expectations will be achieved. Actual results, performance, or achievements could differ materially from those contemplated, expressed or implied by the Forward-looking statements contained in this report. Disclosure of important factors that could cause actual results to differ materially from the Company's plans, intentions, or expectations is included in this report under the heading Risks and Uncertainties.

Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by Forward-looking statements. All Forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on Forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any Forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more Forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other Forward-looking statements, unless required by law.

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CORPORATE OVERVIEW

EP Financial has its registered office at Suite 450, 11150 Jasper Avenue, Edmonton, Alberta, T5K 0C7. On August 31, 2022, the Company completed an RTO by way of a three-cornered amalgamation pursuant to which Everyday People Financial Inc. amalgamated with a subsidiary of Justify Capital Corp. ("Justify"). The amalgamation was completed pursuant to the terms and conditions of the Business Combination Agreement dated December 6, 2021. In connection with the amalgamation, Justify continued into Alberta, Canada and simultaneously changed its name effective August 30, 2022 from Justify Capital Corp. to Everyday People Financial Corp. ("Resulting Issuer"). The symbol for the common shares of the Resulting Issuer was changed from "JST" to "EPF" on the TSX Venture Exchange ("TSXV").

Basis of consolidation

Please refer to the unaudited interim condensed consolidated financial statements as at and for the three and nine months ended September 30, 2023 and 2022 for details for the companies included in the unaudited interim condensed consolidated financial statements.

THE BUSINESS

EP Financial is a financial services company founded on the belief that everyone deserves access to affordable credit and the opportunity for homeownership. Through its technology driven ecosystem and specialty credit solutions, the Company manages credit and prepaid card programs, homeownership facilitation, and payment management services. The Company's mission is to help its clients be their best financial selves with credit products and services that help everyday people add value to their everyday lives. EP Financial is comprised of the following business lines:

1. **Collection Services:** This segment offers collection services through BPO Collections Limited ("BPO") that operates in Ayrshire, Scotland, Everyday People Financial Solutions Limited ("EP Solutions") that operates in Glasgow, Scotland, and General Credit Services Inc. ("GCS") and Groupe Solution Collect Solu Inc. ("Groupe Solution") that operate in Canada. BPO, GCS, Groupe Solution and EP Solutions are debt collection agencies specializing in the collection of consumer and commercial debt.
2. **Financial Services:** EP Financial offers secured credit cards 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 assist everyday people who are in the process of rebuilding or establishing their credit.
3. **EP Homes:** EP Homes is a homeownership facilitator that acquires homes and offers eligible clients the ability to acquire a home through a structured lease and dedicated down payment accumulation program. EP Homes currently offers the Bridge to Homeownership™ program. The Bridge to Homeownership™ program targets affordable homes for consumers with household income of \$110,000 or more and average to excellent credit scores.

EP Financial is focusing its strategy to become a global consolidator in the collection services industry by expanding the collection services segment, a recurring revenue with good margins, through accretive acquisitions in Canada and beyond.

BUSINESS AND OPERATIONS HIGHLIGHTS DURING THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND SUBSEQUENT EVENTS

- On January 31, 2023, the Company received \$300,000 in form of a 12% unsecured medium-term note with a 2-year term to maturity from related parties.
- On February 14, 2023, the Company entered into a Financing Agreement for a Mezzanine Financing Facility (the "Mezzanine Debt") in the amount of \$1.5 million. The Mezzanine Debt bears an interest rate of 12% with a 3% arrangement fee for the set-up of the facility per annum paid monthly and matures on February 29, 2024. The Mezzanine Debt is secured by a general security agreement providing security over all present and after acquired property of EP Homes, subordinate only to any general security agreement registered by the first mortgagee.
- On March 31, 2023, the Company's wholly-owned subsidiary, GCS acquired all of the issued and outstanding shares in the capital of Groupe Solution which provides accounts receivable management solutions and debt

collection services in Quebec, Canada. The primary reason for the business acquisition was to leverage the customer base, relationships and collection services of Groupe Solution to provide EP Financial services. GCS acquired 100% of Groupe Solution shares in exchange for:

- An aggregate cash payment by GCS to the Groupe Solution shareholders of \$3.4 million; and,
- Issuance of a promissory note on the closing date in the principal amount of \$800,000, without interest, of which \$700,000 shall be payable in 6 months following the closing date either in cash or by the issuance of 700,000 of the Company's marketable shares, at the sole discretion of Groupe Solution shareholders. The remaining \$100,000 shall be payable in cash without interest on or before the date that is 18 months following the closing date.
- In addition, the Groupe Solution shareholders may earn up to an additional \$1.4 million, either in cash or by way of issuance of \$1.4 million of the Company's shares, if the 12 months EBITDA of Groupe Solution is equal to or greater than \$1,080,000.

The Company funded the cash payment via advances under the credit arrangement with a Canadian bank. For the funding of the cash payment, GCS has entered into a credit arrangement with a Canadian bank for a \$5.3 million revolving reducing facility. The credit facility is to be used to acquire 100% of the shares of Groupe Solution and pay the existing \$1.9 million loan. The interest on the credit facility is payable at a two-year fixed rate of 6.46% per annum, with an amortization period of 85 months. The credit facility is secured by a general security agreement, which provides the lender security interest over all present and after-acquired personal property of the GCS and Groupe Solution. The credit facility is payable in full in seven years from the date of advance. GCS is required to make blended payments of \$78,603 per month.

- On July 19, 2023, the Company's wholly-owned subsidiary, BPO entered into a share purchase agreement with the shareholders of Pastdue Credit Solutions Limited ("PDC") to acquire 100% of the issued and outstanding shares of PDC. PDC is a market leader in revenue cycle management in the United Kingdom. PDC provides collection and reconnection services to the UK market leading companies, including energy, water, telecom, and financial service providers, as well as providing services to government departments and other organizations. The primary reason for the business acquisition was to expand the Company's revenue cycle management division. The Company intends to fund the acquisition through equity and debt. This acquisition is currently under further review and evaluation by management.
- On July 28, 2023, the Company's wholly-owned subsidiary, BPO signed a non-binding LOI to acquire 100% of the issued and outstanding shares of Zinc Groupe Limited ("Zinc"). Zinc provides accounts receivable management solutions and debt collection services in the UK. The primary reason for the business acquisition is to expand the Company's revenue cycle management division and generating shareholder value. In accordance with the LOI, BPO will acquire 100% of Zinc shares in exchange for:
 - An aggregate cash payment by BPO to the Zinc shareholders of \$15.9 million (£9.7 million GBP);
 - \$6.6 million (£3.9 million GBP) in EP Financial share at deemed price of \$1.00 (£0.61 GBP) per share, subject to adjustment in accordance with the terms to be set forth in the Definitive Agreements; and,
 - In addition, the Zinc shareholders may earn up to an additional \$3.3 million (£2.0 million GBP) in cash, if the twelve months EBITDA of Zinc is equal to or greater than \$4.3 million (£2.6 million GBP).

The Company intends to fund the acquisition through equity and debt.

- On October 24, 2023, the Company issued 100,000 common shares from treasury to a consultant in accordance with a Consulting Agreement dated November 6, 2020. The issuance of the shares were approved by the Board of Directors on July 28, 2023. As a result, the Company has 114,076,539 shares issued and outstanding.
- On October 30, 2023, the Company has successfully secured a listing on the OTCQB Venture Market ("OTCQB"), a trading platform for emerging and growth-stage companies. Beginning October 30, 2023, the Company's common shares will trade under the ticker symbol "EPFCF" on the OTCQB, making it easier for U.S. and international investors to access and invest in the Company. The Company will continue to trade on the TSX Venture Exchange under the ticker symbol "EPF".
- On October 31, 2023, the Company's wholly-owned subsidiary, BPO acquired 100% of the issued and outstanding shares of Arvato Financial Solutions Limited ("Arvato"), pursuant to the share purchase agreement dated October 2, 2023. Arvato was previously owned by Bertelsmann UK Limited. Arvato's name will be changed to Everyday People Financial Solutions Limited ("EP Solutions") before December 31, 2023. EP Solutions is a provider of

accounts receivable management services in the United Kingdom. EP Solutions primarily focuses on providing financial and collection management services in regulated environment overseen by the UK's Financial Conduct Authority ("FCA"). EP Solutions caters to major creditors operating within the financial services, utilities, telecommunications, and debt purchase sectors. The primary reason for the business acquisition was to expand the Company's revenue cycle management division. The proposed transaction is an arm's-length transaction, where BPO will not assume and debt, and no finder's fees are to be paid in connection with the acquisition.

The Company has engaged external consultants to complete the purchase price allocation for the acquisition. Since the purchase price allocation is not yet completed, related disclosures are not yet available.

ACQUISITION HIGHLIGHTS

The integration of GCS, Groupe Solution, and EP Solutions is progressing well, and the Company is working diligently to complete other acquisitions and plan to continue to add accretive acquisitions to the Company's collection services segment throughout 2023 and 2024.

COMMITMENT TO PROFITABILITY BY SENIOR MANAGEMENT AND BOARD OF DIRECTORS

The senior executives and Board of Directors are committed to the Company in achieving profitability to build shareholder value, therefore, the Co-CEO and the Executive Chair of the Board have agreed for a quarterly compensation of \$1.00 until the Company achieves net profit before tax, excluding acquisition costs, share-based compensation, and depreciation and amortization. Independent contractors in senior executive positions and the Board of Directors, except for BPO's president, CFO, and accounting executives, have agreed to terminate their existing agreements for cash compensation and committed to profit-driven compensation based on their respective businesses' profitability. Certain senior executives are advanced monthly loans, which are unsecured and due on demand, and will be disclosed in the related party note. Also, the CFO has taken a temporary 20% salary deduction until September 30, 2023. Total management, Co-CEO and Executive Chair, and board fees, would have been \$429,942, \$519,750, and \$326,010, respectively, for the nine months ended September 30, 2023. This will be reviewed on a quarterly basis.

Non-IFRS Financial Measures

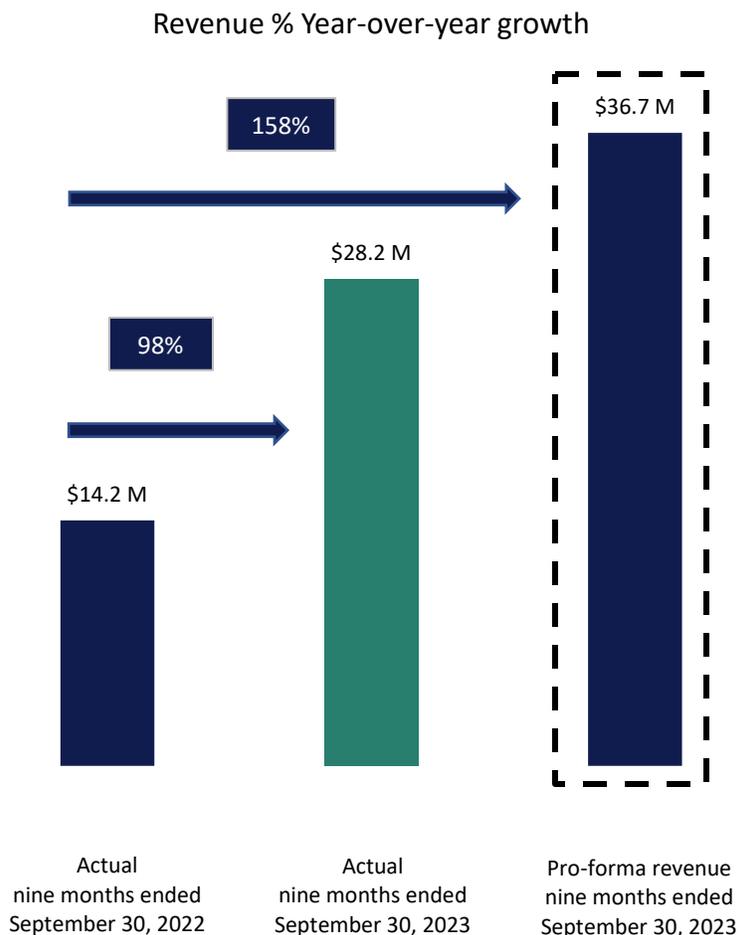
This MD&A refers to Pro-forma Revenue, Adjusted EBITDA and Pro-forma net income (loss) which are non-IFRS financial measures and are therefore unlikely to be comparable to similar measures presented by other companies.

"Pro-forma Revenue" in respect of a period means revenue for that period plus the Company's estimate of the additional revenue that it would have recorded if it had acquired each of the businesses on the first day of that period, calculated in accordance with the methodology described in the reconciliation table in "Reconciliation of Non-IFRS Measures". Given the Company's acquisition strategy, Pro-forma Revenue is more reflective of our expected run-rate. The Company considers the entity year end and respective quarter based on pre-acquisition year end of the acquired company to calculate Pro-forma revenue. The most comparable IFRS measure to Pro-forma is Revenue, for which a reconciliation is provided in "Reconciliation of Non-IFRS Measures" table below "Selected Annual Information".

"Adjusted EBITDA" is used as a non-IFRS financial measure to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. "EBITDA" means earnings before finance and interest costs, provision for income tax and amortization and depreciation expenses. "Adjusted EBITDA" is calculated as adding back the share-based compensation, acquisition costs, depreciation and amortization expenses, impairment loss on goodwill, and other non-cash expenses (income). We believe that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. EP Financial's management also uses non-IFRS financial measures to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess our ability to meet our capital expenditure and working capital requirements. The most comparable IFRS measure to Adjusted EBITDA is net loss before tax, for which a reconciliation is provided in "Reconciliation of Non-IFRS Measures" table below "Selected Quarterly Information".

"Pro-forma net income (loss)" in respect of a period means net income (loss) for that period plus the Company's estimate of the additional revenue that it would have recorded if it had acquired each of the businesses on the first day of that period, calculated in accordance with the methodology described in the reconciliation table in "Reconciliation of Non-IFRS Measures". Given the Company's acquisition strategy, Pro-forma net loss (income) is more reflective of the expected run-rate. The Company considers the entity year end and respective quarter based on pre-acquisition year end of the acquired company to calculate Pro-forma net income (loss). The most comparable IFRS measure to Pro-forma net income (loss) is net income (loss), for which a reconciliation is provided in "Reconciliation of Non-IFRS Measures" table below "Selected Quarterly Information".

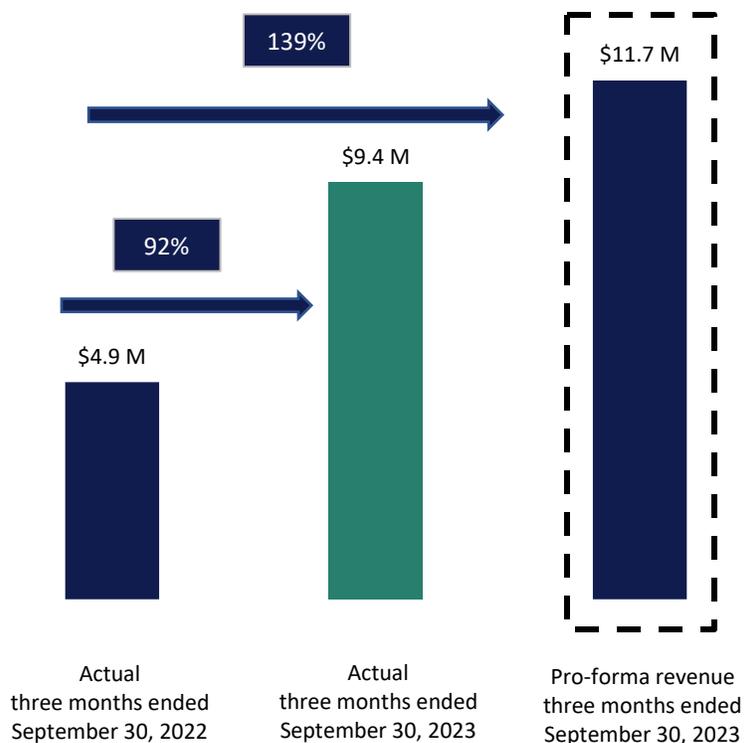
YEAR-TO-DATE (“YTD”) HIGHLIGHTS



- Revenue increased by 98% to \$28.2 million, compared to \$14.2 million.
- Pro-forma revenue of \$36.7 million for the nine months ended September 30, 2023, which includes Groupe Solution and EP Solutions, see Non-IFRS Financial Measures on page 7.
- Gross profit increased to \$17.3 million, compared to \$8.0 million.
- Loss from operations of \$1.0 million, compared to \$4.5 million.
- Adjusted EBITDA of \$2.6 million, compared to an Adjusted EBITDA loss of \$1.1 million.
- Net loss before tax of \$2.3 million, compared to \$15.7 million.
- Pro-forma net loss before tax of \$1.8 million for the nine months ended September 30, 2023, which includes Groupe Solution and EP Solutions, see Non-IFRS Financial Measures on page 7.

QUARTERLY HIGHLIGHTS

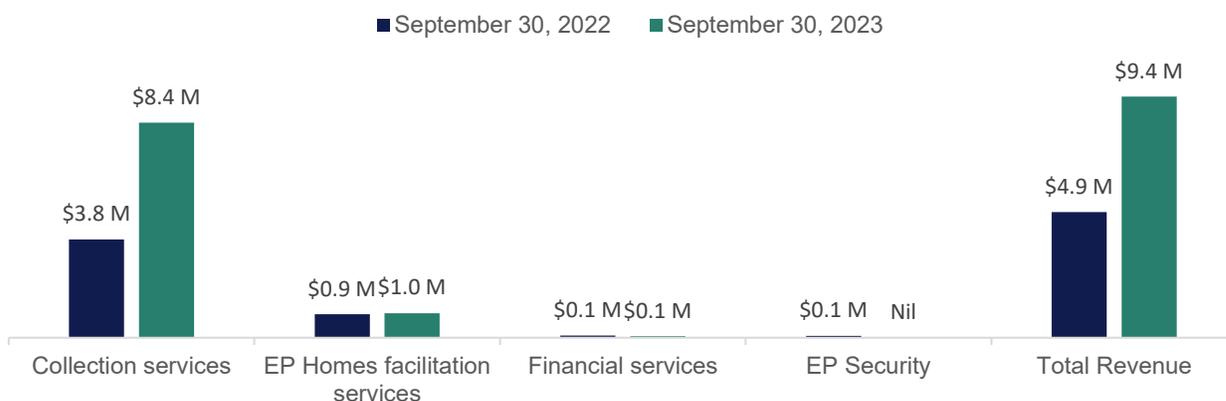
Revenue % Quarter-over-quarter growth



- Revenue increased by 92% to \$9.4 million, compared to \$4.9 million.
- Pro-forma revenue of \$11.7 million the three months ended September 30, 2023, which includes EP Solutions, see Non-IFRS Financial Measures on page 7.
- Gross profit increased to \$6.3 million, compared to \$2.7 million.
- Profit from operations of \$3k, compared to loss from operations \$1.9 million.
- Adjusted EBITDA of \$1.1 million, compared to an Adjusted EBITDA loss of \$0.6 million.
- Net loss before tax of \$0.4 million, compared to \$10.4 million.
- Pro-forma net loss before tax of \$0.3 million for the three months ended September 30, 2023, which includes EP Solutions, see Non-IFRS Financial Measures on page 7.

OVERALL PERFORMANCE

Revenue for the three months ended September 30, 2023, was \$9.4 million as compared to \$4.9 million for the three months ended September 30, 2022. For the nine months ended September 30, 2023, EP Financial recorded revenue of \$28.2 million as compared to \$14.2 million for the nine months ended September 30, 2022.

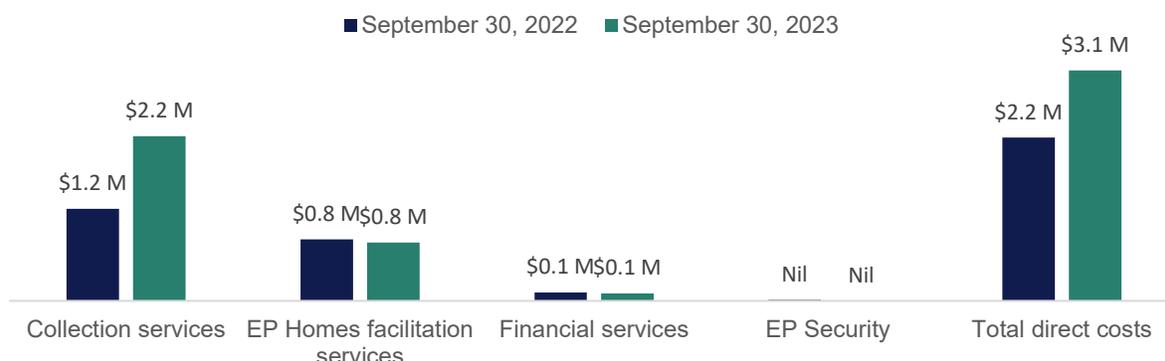


- The total increase of 92% or \$4.5 million for the three months ended September 30, 2023 as compared to the three months ended September 30, 2022 is primarily due to:
 - \$4.6 million increase in collection services revenue, primarily due to the acquisition of GCS and Groupe Solution, and the increase in number of contracts in BPO (on account of Her Majesty's Revenue and Customs "HMRC").

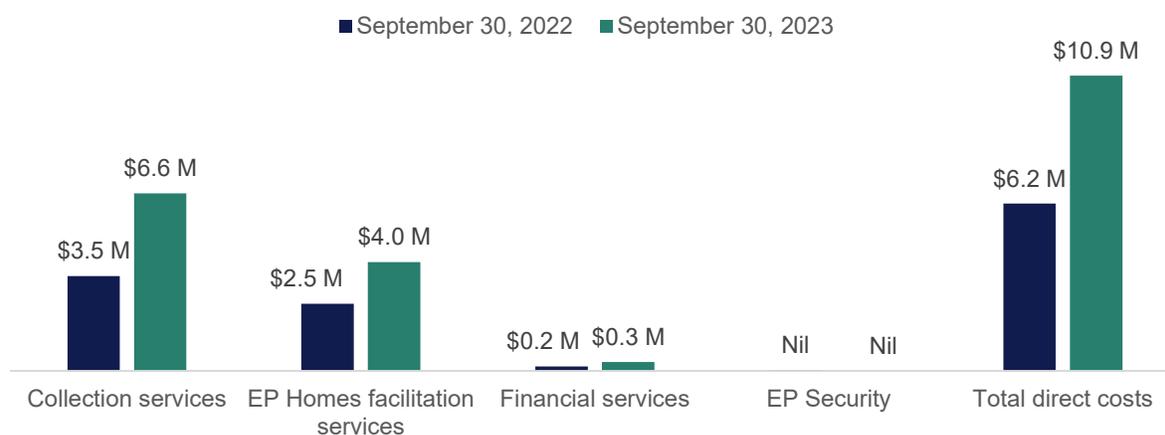


- The total increase of 99% or \$14.0 million for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022 is primarily due to:
 - \$12.3 million increase in collection services revenue, primarily due to the acquisition of GCS and Groupe Solution, and the increase in number of contracts in BPO (on account of HMRC).
 - \$1.9 million increase in EP Homes facilitation services revenue is related to 7 homes sold of which 3 homes were sold to the Company's Chief Financial Officer and 1 home was sold to the Company's Co-Chief Executive Officer for the nine months ended September 30, 2023, as compared to 6 homes sold for the nine months ended September 30, 2022. The average sale per home was significantly higher for the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022, hence the significant increase in revenue.

Direct costs for the three months ended September 30, 2023, were \$3.1 million as compared to \$2.2 million for the three months ended September 30, 2022. For the nine months ended September 30, 2023, direct costs were \$10.9 million as compared to \$6.2 million for the nine months ended September 30, 2022.



- The total increase of \$0.9 million for the three months ended September 30, 2023 is primarily due to:
 - \$1.0 million increase in collection services direct costs primarily related to the acquisition of GCS and Groupe Solution and aligned with the increase in collection services revenue.



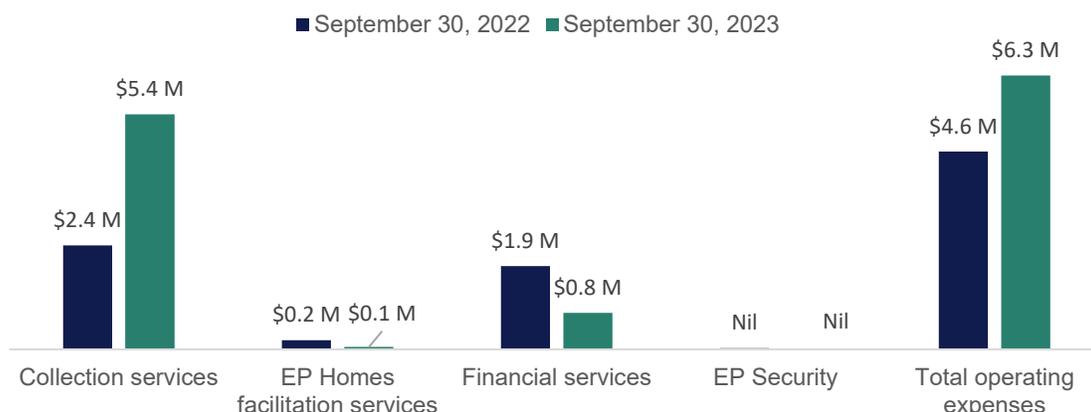
- The total increase of \$4.7 million for the nine months ended September 30, 2023 is primarily due to:
 - \$3.0 million increase in collection services direct costs primarily related to the acquisition of GCS and Groupe Solution and aligned with the increase in collection services revenue.
 - \$1.5 million increase in EP Homes direct costs is related to 7 homes sold of which 3 homes were sold to the Company's Chief Financial Officer and 1 home sold to the Company's Co-Chief Executive Officer for the nine months ending September 30, 2023 (nine months ended September 30, 2022 – 6 homes sold). The average cost per home sold was significantly higher for the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022, hence the significant increase in direct costs.

Gross profit for the three months ended September 30, 2023 was \$6.3 million, as compared to \$2.7 million for the three months ended September 30, 2022. For the nine months ended September 30, 2023, gross profit was \$17.3 million as compared to \$8.0 million for the nine months ended September 30, 2022.

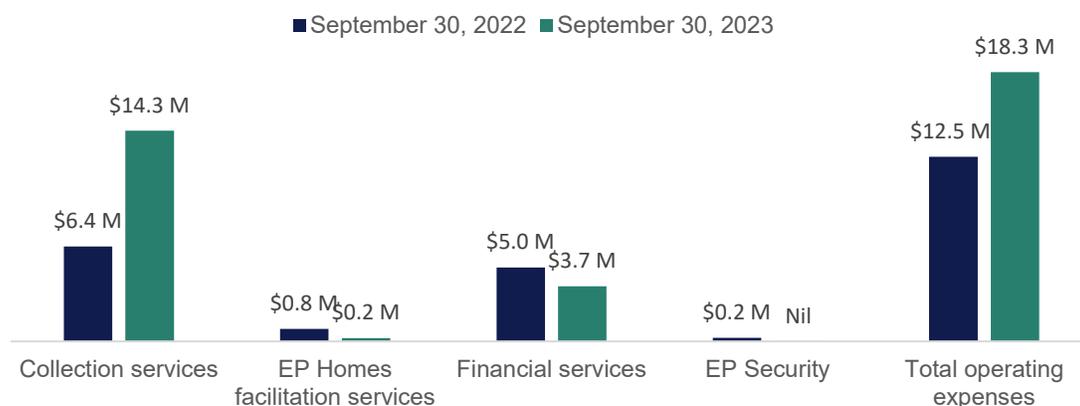
- The increase of \$3.6 million for the three months ended September 30, 2023, as compared to the three months ended September 30, 2022 is primarily due to the \$3.6 million increase in collection services gross profit, is due to acquisition of GCS and Groupe Solution.

- The increase of \$9.3 million for the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022 is primarily due to the \$9.3 million increase in collection services gross profit, is due to acquisition of GCS and Groupe Solution.

Total operating expenses for the three months ended September 30, 2023, were \$6.3 million as compared to \$4.6 million for the three months ended September 30, 2022. For the nine months ended September 30, 2023, total operating expenses of \$18.3 million were recorded as compared to \$12.5 million for the nine months ended September 30, 2022.



- The total increase of \$1.7 million for the three months ended September 30, 2023, as compared to the three months ended September 30, 2022 is primarily due to:
 - \$3.0 million increase in collection services is primarily related due to the acquisition of GCS and Groupe Solution of which, \$1.9 million increase in salaries and benefits, \$0.5 million increase in other operating expenses, \$0.3 million increase in depreciation and amortization, \$0.2 million increase in public company costs, and \$0.1 million increase for acquisition costs.
 - \$1.1 million decrease in financial services is primarily related to most management agreements being changed to profit-based compensation rather than salary-based compensation.



- The total increase of \$5.8 million for the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022 is primarily due to:
 - \$7.9 million increase in collection services is primarily related to the acquisition of GCS and Groupe Solution of which, \$5.3 million increase in salaries and benefits, \$1.4 million increase in other operating expenses, \$0.8 million increase in depreciation and amortization, \$0.3 million increase in acquisition costs, and \$0.1 million increase in public company costs.
 - \$1.3 million decrease in financial services is primarily related to most management agreements being changed to profit-based compensation rather than salary-based compensation.

- \$0.6 million decrease in EP Homes facilitation services is primarily related to the decrease in professional and consulting fees related to the RTO.

Profit from operations for the three months ended September 30, 2023, was \$3k (three months ended September 30, 2022 - \$1.9 million loss from operations) and \$1.0 million loss from operations (nine months ended September 30, 2022 - \$4.5 million loss from operations) for the nine months ended September 30, 2023. For more information, see the Selected Quarterly Information section.

Cash flow activities for the nine months ended September 30, 2023 and September 30, 2022 are as follows:

- Net cash used in operating activities for the nine months ended September 30, 2023, was \$2.6 million (September 30, 2022 - \$4.9 million cash used).
- Net cash used in investing activities for the nine months ended September 30, 2023 was \$3.4 million (September 30, 2022 - \$1.0 million cash used).
- Net cash provided by financing activities for the nine months ended September 30, 2023 was \$7.0 million (September 30, 2022 - \$5.3 million cash provided).

For further details of the cash flow activities, see the Cash Flow Summary section.

ECONOMIC FACTORS

EP Financial's collection services segment business consists of collecting non-performing accounts that consumers or others have failed to pay. The credit originators have typically made numerous attempts to recover on their receivables, often using a combination of in-house recovery efforts and third-party collection agencies. These non-performing accounts are difficult to collect, and EP Financial may not collect a sufficient amount to cover its fixed costs of running its business in the future. Refer to "Risk and Uncertainties" of this MD&A for further information.

EP Financial's EP Homes business segment requires significant amount of debt in addition to equity to execute its business plan and any material changes in interest rates for that respect will impact the Company's performance. The increase in the interest rate of 400 basis points since September 30, 2021, resulted in a change in the fair market rent as well, therefore, EP Homes' economics for one home still remain in line with original expectations, however, the clients' ability to afford the increased rent has been changed. Refer to "Risk and Uncertainties" of this MD&A for further information.

EP Financial's financial services segment performance may be adversely affected by economic, political or inflationary conditions in any market in which EP Financial operates as the payment technology and financial services industries are subject to the rapid development of service offerings, changing standards and evolving consumer demands, all of which affect EP Financial's ability to remain competitive. Refer to "Risk and Uncertainties" of this MD&A for further information.

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SELECTED QUARTERLY INFORMATION

| | | Three months ended | Three months ended | Nine months ended | Nine months ended |
|--|-----|--------------------|---------------------|--------------------|---------------------|
| | | September 30, 2023 | September 30, 2022 | September 30, 2023 | September 30, 2022 |
| | | (\$) | (\$) | (\$) | (\$) |
| Revenue | [1] | 9,434,434 | 4,910,352 | 28,228,302 | 14,228,212 |
| Direct costs | [2] | 3,107,537 | 2,199,667 | 10,918,363 | 6,187,983 |
| Gross profit | | 6,326,897 | 2,710,685 | 17,309,939 | 8,040,229 |
| Operating expenses | | | | | |
| Salaries and benefits | [3] | 3,634,036 | 2,056,191 | 10,245,359 | 5,381,565 |
| Other operating expenses | | 1,036,101 | 597,480 | 2,929,842 | 1,449,905 |
| Depreciation and amortization | [4] | 663,942 | 447,098 | 1,878,649 | 1,366,578 |
| Management and consulting fees | [5] | 191,154 | 482,428 | 641,237 | 1,448,766 |
| Professional fees | [5] | 201,750 | 624,689 | 824,085 | 1,858,077 |
| Public company costs | | 137,108 | 156,224 | 417,258 | 253,760 |
| Share-based compensation | [6] | 264,863 | 91,125 | 740,343 | 539,252 |
| Marketing expenses | | 41,184 | 120,639 | 206,375 | 244,408 |
| Acquisition costs | | 120,635 | — | 377,617 | — |
| Loss allowances | | 24,162 | — | 19,165 | 2,170 |
| Realized foreign currency exchange loss (gain) | | 9,233 | 956 | 7,784 | 2,164 |
| Total operating expenses | [7] | 6,324,168 | 4,576,830 | 18,287,714 | 12,546,645 |
| Profit (loss) from operations | [8] | 2,729 | (1,866,145) | (977,775) | (4,506,416) |
| Total other (expenses) income | | (451,865) | (8,507,390) | (1,305,792) | (11,242,309) |
| Net loss before tax | | (449,136) | (10,373,535) | (2,283,567) | (15,748,725) |
| Income tax recovery (expense) | | 83,486 | 36,593 | 205,349 | 77,213 |
| Net loss for the period | | (365,650) | (10,336,942) | (2,078,218) | (15,671,512) |
| Comprehensive loss for the period | | (569,504) | (10,954,848) | (1,963,789) | (17,717,552) |

| Consolidated Balance Sheet information | [9] | September 30, 2023 | December 31, 2022 |
|---|-----|--------------------|-------------------|
| | | Total assets | 58,552,230 |
| Total non-current financial liabilities | | 22,007,945 | 13,888,126 |
| Deficit | | (60,838,296) | (58,760,078) |
| Dividends declared | | \$nil | \$nil |
| Basic and diluted loss per share | | (0.02) | (0.44) |

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RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

Non-IFRS financial measures have limitations as analytical tools and should not be considered in isolation or as a substitute for an analysis of our results under IFRS. There are number of limitations related to the use of non-IFRS financial measures versus their nearest IFRS equivalents. Investors are encouraged to review unaudited interim condensed consolidated financial statements as at and for the three and nine months ended September 30, 2023 and 2022 and disclosures in their entirety and are cautioned not to put undue reliance on any non-IFRS financial measure and view it in conjunction with the most comparable IFRS financial measures. In evaluating these non-IFRS financial measures, please be aware that in the future we will continue to have the adjustment similar to those adjusted in the presented period.

| | | Three months ended | Three months ended | Nine months ended | Nine months ended |
|--|-----|--------------------|--------------------|--------------------|--------------------|
| | | September 30, 2023 | September 30, 2022 | September 30, 2023 | September 30, 2022 |
| | | (\$) | (\$) | (\$) | (\$) |
| Adjusted EBITDA reconciliation | | | | | |
| Net loss before tax | | (449,136) | (10,373,535) | (2,283,567) | (15,748,725) |
| <i>Adjustments</i> | | | | | |
| Interest included in direct cost | | 38,612 | 67,613 | 90,896 | 110,875 |
| Depreciation and amortization | | 663,942 | 447,098 | 1,878,649 | 1,366,578 |
| Acquisition costs | [a] | 120,635 | — | 377,617 | — |
| Share-based compensation | | 264,863 | 91,126 | 740,343 | 539,252 |
| Finance costs | | 493,288 | 786,804 | 1,782,157 | 1,276,192 |
| Gain on debt settlement | | — | — | — | (60,491) |
| One-time expenses | [b] | — | 8,548,010 | — | 11,856,267 |
| Other expenses (income) | | — | (198,979) | — | (408,052) |
| Total adjustment to net loss before tax | | 1,581,340 | 9,741,672 | 4,869,662 | 14,680,621 |
| Adjusted EBITDA | | 1,132,204 | (631,863) | 2,586,095 | (1,068,104) |

| | | Three months ended | Nine months ended |
|---|-----|-------------------------|-------------------------|
| | | September 30, 2023 (\$) | September 30, 2023 (\$) |
| Pro-forma revenue reconciliation | | | |
| Company revenue | | 9,434,434 | 28,228,302 |
| <i>Adjustments</i> | | | |
| Groupe Solution revenue | [c] | — | 1,540,041 |
| EP Solutions revenue | [d] | 2,304,978 | 6,914,935 |
| Pro-forma revenue | | 11,739,412 | 36,683,278 |

| | | Three months ended | Nine months ended |
|---|-----|-------------------------|-------------------------|
| | | September 30, 2023 (\$) | September 30, 2023 (\$) |
| Pro-forma net income (loss) reconciliation | | | |
| Company net loss before tax | | (449,136) | (2,283,567) |
| <i>Adjustments</i> | | | |
| Groupe Solution net income | [c] | — | 43,350 |
| EP Solutions net income | [d] | 158,566 | 475,698 |
| Pro-forma net loss before tax | | (290,570) | (1,764,519) |

[a] Acquisition costs include the legal fees and professional fees related to acquisitions.

[b] One-time expenses for the three months ended September 30, 2022 include, impairment loss of \$4.5 million, listing expenses of \$3.4 million, professional fees related to going public of \$0.5 million, and marketing and software costs of \$0.1 million.

One-time expenses for the nine months ended September 30, 2022 include, impairment loss of \$7.1 million, listing expenses of \$3.4 million, professional fees related to going public of \$0.5 million, and marketing and software costs of \$0.1 million.

[c] Groupe Solution revenue and net income represents revenue and net income (loss) for the nine months ended September 30, 2023 from Groupe Solution's management prepared financial statements. If EP Financial would have acquired Groupe Solution on January 1, 2023, Groupe Solution would have contributed approximately

\$1,540,041 in revenue from continuing operations and approximately \$43,350 in net profit before taxes, including shareholders' compensation of \$54,198 for the nine months ended September 30, 2023.

[d] EP Solutions revenue and net income represents revenue and net income for the three and nine months ended September 30, 2023 is assumed using EP Solution's projections for fiscal year 2024, as EP Solution's historical performance is not a true reflection of their financial performance, which is also the reason for the acquisition. Based on the projections, if EP Financial would have acquired EP Solutions on January 1, 2023, for the three months ended September 30, 2023, EP Solutions would have contributed approximately \$2,304,978 in revenue from continuing operations and approximately \$158,566 in net income before taxes. For the nine months ended September 30, 2023, EP Solutions would have contributed approximately \$6,914,935 in revenue from continuing operations and approximately \$475,698 in net income before taxes. The pro-forma revenue and pro-forma net income was calculated by dividing EP Solutions' 2024 forecasted revenue and net income by 12 to get the monthly revenue and net income, then multiplying by three and nine for quarterly and year-to-date results, respectively. These results were further multiplied by the FX rate of (CAD \$1.6816 to GBP £1.00) to convert the results from GBP to CAD.

DISCUSSION ON RESULTS OF OPERATIONS

The Company has based the following discussion on its unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2023 and 2022. Please read the below discussion along with these unaudited interim condensed consolidated financial statements, as it is qualified in its entirety by reference to them.

[1] Revenue

| | Three months ended September 30, | Three months ended September 30, | Nine months ended September 30, | Nine months ended September 30, | Three months ended | | Nine months ended | |
|--------------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|--------------------|------------|-------------------|------------|
| | 2023 (\$) | 2022 (\$) | 2023 (\$) | 2022 (\$) | Change (\$) | Change (%) | Change (\$) | Change (%) |
| EP Homes facilitation services | 960,686 | 918,049 | 4,744,456 | 2,824,602 | 42,637 | 5% | 1,919,854 | 68% |
| Collection services | 8,412,879 | 3,837,143 | 23,305,475 | 10,964,624 | 4,575,736 | 119% | 12,340,851 | 113% |
| Financial services | 60,869 | 87,971 | 178,371 | 235,833 | (27,102) | (31%) | (57,462) | (24%) |
| Contract revenue | — | 67,189 | — | 203,153 | (67,189) | (100%) | (203,153) | (100%) |
| Revenue | 9,434,434 | 4,910,352 | 28,228,302 | 14,228,212 | 4,524,082 | 92% | 14,000,090 | 98% |

The increase in revenue of collection services amounting to:

- \$4,575,736 and \$12,340,851 increase for the three months and nine months ended September 30, 2023, respectively, is primarily related primarily due to the acquisition of GCS and Groupe Solution, and the increase in number of contracts in BPO (primarily from HMRC).

The increase in revenue of EP Homes facilitation services segment amounting to:

- \$1,919,854 increase for the nine months ended September 30, 2023 is primarily due to 7 homes sold of which 3 homes were sold to the Company's Chief Financial Officer and 1 home was sold to the Company's Co-Chief Executive Officer, as compared to 4 homes sold for the nine months ended September 30, 2022. The average sale per home was significantly higher for the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022, hence the significant increase in revenue.

[2] Direct costs

| | Three months ended September 30, | Three months ended September 30, | Nine months ended September 30, | Nine months ended September 30, | Three months ended | Nine months ended |
|--------------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|--------------------|-------------------|
| | 2023 (\$) | 2022 (\$) | 2023 (\$) | 2022 (\$) | Change (\$) | Change (\$) |
| EP Homes facilitation services | 786,679 | 828,977 | 4,028,486 | 2,487,529 | (42,298) | 1,540,957 |
| Collection services | 2,218,752 | 1,242,935 | 6,560,324 | 3,510,840 | 975,817 | 3,049,484 |
| Financial services | 102,106 | 115,097 | 329,553 | 164,158 | (12,991) | 165,395 |
| Contract revenue | — | 12,658 | — | 25,457 | (12,658) | (25,457) |
| Total | 3,107,537 | 2,199,667 | 10,918,363 | 6,187,983 | 907,870 | 4,730,379 |
| As a % of total revenue | 33% | 45% | 39% | 43% | — | — |

The increase in direct costs of EP Homes facilitation services amounting to:

- \$1,540,957 increase for the nine months ended September 30, 2023 is primarily due to increase in cost of homes sold, as 7 homes were sold for the nine months ended September 30, 2023 as compared to 6 homes sold for the nine months ended September 30, 2022. The average cost per home sold was significantly higher for the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022, hence the significant increase in direct costs.

The increase in direct costs of collection services amounting to:

- \$975,817 and \$3,049,484 increase for the three and nine months ended September 30, 2023, respectively, are primarily related to the acquisition of GCS and Groupe Solution and is aligned with the increase in BPO's revenue, as compared to the three months ended September 30, 2022.

The increase in direct costs of financial services amounting to:

- \$165,395 increase for the nine months ended September 30, 2023 is primarily due to additional fees related to the card platform, as the usage of the platform increased.

[3] Salaries and benefits

| | Three months ended September 30, | Three months ended September 30, | Nine months ended September 30, | Nine months ended September 30, | Three months ended | Nine months ended |
|-------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|--------------------|-------------------|
| | 2023 (\$) | 2022 (\$) | 2023 (\$) | 2022 (\$) | Change (\$) | Change (\$) |
| Salaries and benefits | 3,634,036 | 2,056,191 | 10,245,359 | 5,381,565 | 1,577,845 | 4,863,794 |
| Total | 3,634,036 | 2,056,191 | 10,245,359 | 5,381,565 | 1,577,845 | 4,863,794 |
| As a % of total revenue | 39% | 42% | 36% | 38% | — | — |

The increase in salaries and benefits amounting to:

- \$1,577,845 increase for the three months ended September 30, 2023 is primarily due to the \$1.1 million for the acquisition of GCS on December 30, 2022, \$0.7 million for the acquisition of Groupe Solution, which is offset by \$0.1 million decrease in EP Homes's salaries and benefits. Salaries and benefits include \$3,454,283 (September 30, 2022 - \$1,557,366) for collection services and \$182,293 (September 30, 2022 - \$458,927) for financial services.
- \$4,863,794 increase for the nine months ended September 30, 2023 is primarily due to the \$2.5 million for the acquisition of GCS on December 30, 2022, \$0.8 million for the acquisition of Groupe Solution. Salaries and benefits include \$9,276,736 (September 30, 2022 - \$4,016,591) for collection services and \$970,161 (June 30, 2022 - \$1,253,766) for financial services.

[4] Depreciation and amortization

| | Three months ended September 30, | Three months ended September 30, | Nine months ended September 30, | Nine months ended September 30, | Three months ended | Nine months ended |
|-------------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|--------------------|-------------------|
| | 2023 (\$) | 2022 (\$) | 2023 (\$) | 2022 (\$) | Change (\$) | Change (\$) |
| Depreciation and amortization | 663,942 | 447,098 | 1,878,649 | 1,366,578 | 216,844 | 512,071 |
| Total | 663,942 | 447,098 | 1,878,649 | 1,366,578 | 216,844 | 512,071 |
| As a % of total revenue | 7% | 9% | 7% | 10% | — | — |

The increase in depreciation and amortization expense amounting to:

- \$216,844 and \$512,071 increase for the three and nine months ended September 30, 2023, respectively, are primarily due to the intangible assets and right of use asset amortization, which were acquired as part of the GCS acquisition on December 30, 2022 and Groupe Solution acquisition on March 31, 2023.

[5] Management fees, consulting fees, and professional fees

| | Three months ended September 30, | Three months ended September 30, | Nine months ended September 30, | Nine months ended September 30, | Three months ended | Nine months ended |
|--------------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|--------------------|--------------------|
| | 2023 (\$) | 2022 (\$) | 2023 (\$) | 2022 (\$) | Change (\$) | Change (\$) |
| Management and consulting fees | 191,154 | 482,428 | 641,237 | 1,448,766 | (291,274) | (807,529) |
| Professional fees | 201,750 | 624,689 | 824,085 | 1,858,077 | (422,939) | (1,033,992) |
| Total | 392,904 | 1,107,117 | 1,465,322 | 3,306,843 | (714,213) | (1,841,521) |
| As a % of total revenue | 4% | 23% | 5% | 23% | — | — |

The decrease in management and consulting fees amounting to:

- \$291,274 decrease for the three months ended September 30, 2023 is primarily due to certain senior executives terminating their existing agreements for cash compensation and entering into a profit-driven agreement where their compensation is contingent on the quarterly profitability of their respective business line. The loan to executives was \$281,752 for the three months ended September 30, 2023.
- \$807,529 decrease for the nine months ended September 30, 2023 is primarily due to certain senior executives terminating their existing agreements for cash compensation and entering into a profit-driven agreement where their compensation is contingent on the quarterly profitability of their respective business line. The loan to executives was \$872,880 for the nine months ended September 30, 2023.

The decrease in professional fees amounting to:

- \$422,939 and \$1,033,992 decrease for the three and nine months ended September 30, 2023, respectively, are primarily due to the decrease in professional fees incurred related to the RTO.

[6] Share-based compensation

| | Three months ended September 30, | Three months ended September 30, | Nine months ended September 30, | Nine months ended September 30, | Three months ended | Nine months ended |
|---------------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|--------------------|-------------------|
| | 2023 (\$) | 2022 (\$) | 2023 (\$) | 2022 (\$) | Change (\$) | Change (\$) |
| Compensation in Options | 49,745 | 110,457 | 136,881 | 268,584 | (60,712) | (131,703) |
| Compensation in RSUs and shares | 215,118 | (19,332) | 603,462 | 270,668 | 234,450 | 332,794 |
| Total | 264,863 | 91,125 | 740,343 | 539,252 | 173,738 | 201,091 |
| As a % of total revenue | 3% | 2% | 3% | 4% | — | — |

The decrease in compensation in options amounting to:

- \$60,712 and \$131,703 decrease for the three and nine months ended September 30, 2023, respectively, are primarily due to the cost accounting method for recording the cost of service. This accounting method accounts for higher cost for the services provided in the earlier periods of service and the monthly cost reduces over the term of the vesting period.

The increase in compensation in RSUs and shares amounting to:

- \$234,450 and \$332,794 increase for the three and nine months ended September 30, 2023, respectively, are primarily due to the cost of the RSUs issued and committed to the directors and consultants upon completion of the RTO. The nine months ended September 30, 2022 only had RSU expenses for 6 months, as compared to 9 months for the nine months ended September 30, 2023, and also the change in the Company's trading price was lower in 2022.

[7] Total other operating expenses

For the three months ended September 30, 2023, the other operating expenses of were \$1.0 million as compared to \$0.6 million for the three months ended September 30, 2022. For the nine months ended September 30, 2023, the other operating expenses were \$2.9 million as compared to \$1.4 million for the nine months ended September 30, 2022.

| | Three months ended September 30, | Three months ended September 30, | Nine months ended September 30, | Nine months ended September 30, | Three months ended | Nine months ended |
|----------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|--------------------|-------------------|
| | 2023 (\$) | 2022 (\$) | 2023 (\$) | 2022 (\$) | Change (\$) | Change (\$) |
| IT support | 261,122 | 199,647 | 781,504 | 448,643 | 61,475 | 332,861 |
| Subscriptions and licenses | 180,808 | 16,068 | 500,531 | 49,806 | 164,740 | 450,725 |
| Travel and entertainment | 126,365 | 165,363 | 449,234 | 354,836 | (38,998) | 94,398 |
| Office supplies | 110,329 | 68,235 | 323,581 | 209,018 | 42,094 | 114,563 |
| Rent and utilities | 101,904 | 94,673 | 273,620 | 223,628 | 7,231 | 49,992 |
| Insurance | 95,112 | 23,487 | 248,777 | 67,489 | 71,625 | 181,288 |
| Telephone | 71,667 | 12,762 | 198,575 | 35,886 | 58,905 | 162,689 |
| Credit bureaus | 36,056 | — | 82,523 | — | 36,056 | 82,523 |
| Repairs and maintenance | 12,770 | 7,561 | 35,250 | 31,798 | 5,209 | 3,452 |
| Bad debts and fines | 39,968 | 8,433 | 36,247 | 18,340 | 31,535 | 17,907 |
| Training and recruitment | — | 1,251 | — | 10,462 | (1,251) | (10,462) |
| Total | 1,036,101 | 597,480 | 2,929,842 | 1,449,906 | 438,621 | 1,479,936 |
| As a % of total revenue | 11% | 12% | 10% | 10% | — | — |

[8] Profit (loss) from operations

Profit from operations for the three months ended September 30, 2023, was \$3k (three months ended September 30, 2022 - \$1.9 million loss from operations) and \$1.0 million loss from operations (nine months ended September 30, 2022 - \$4.5 million loss from operations) for the nine months ended September 30, 2023.

The decrease of \$1.9 million in profit (loss) from operations for the three months ended September 30, 2023 are primarily due to:

- \$3.6 million increase in gross profit for the three months ended September 30, 2023, which was set off by \$1.8 million increase in operating expenses as mentioned above. The Adjusted EBITDA was \$1.1 million for the three months ended September 30, 2023 (three months ended September 30, 2022 – Adjusted EBITDA loss of \$0.6 million). See the Selected Quarterly Information section.

The decrease of \$3.5 million in loss from operations for the nine months ended September 30, 2023 are primarily due to:

- \$9.3 million increase in gross profit for the nine months ended September 30, 2023, which was set off by \$5.8 million increase in operating expenses as mentioned above. The Adjusted EBITDA was \$2.6 million for the nine months ended September 30, 2023 (nine months ended September 30, 2022 – Adjusted EBITDA loss of \$1.1 million). See the Selected Quarterly Information section.

Basic and Diluted EPS for the nine months ended September 30, 2023 was (\$0.02) as compared to (\$0.17) for the nine months ended September 30, 2022.

[9] Consolidated balance sheet information

Total assets of \$58.6 million primarily consist of \$13.6 million in EP Homes inventory, \$16.1 million in intangible assets, \$7.9 million in customer funds, and \$8.4 million goodwill accounted upon acquisition of BPO, GCS, and Groupe Solution.

The non-current financial liabilities are calculated as defined in the CPA Canada handbook, therefore, deferred tax liability is excluded from total long-term financial liabilities. The non-current financial liabilities as at September 30, 2023, primarily consist of lease liabilities of \$2.0 million compared to \$1.5 million as at December 31, 2022, \$6.1 million of due to related parties as at September 30, 2023 as compared to \$7.0 million as at December 31, 2022, and \$10.7 million in credit facilities as at September 30, 2023 as compared to \$5.0 million as at December 31, 2022.

Basic and diluted loss per share is calculated based on the weighted average number of the Company's issued and outstanding common shares. For the nine months ended September 30, 2023, the loss per share was (\$0.02) compared to (\$0.17) for the nine months ended September 30, 2022. The diluted loss per share does not include the effect of the Company's warrants and options as they are anti-dilutive.

Outstanding Securities

The Company's outstanding securities as of September 30, 2023 and December 31, 2022 are as follows:

| Description of securities | Number of securities outstanding as at September 30, 2023 | Number of securities outstanding as at December 31, 2022 |
|----------------------------------|--|---|
| Common shares | 113,976,539 | 113,976,539 |
| Warrants | 2,617,380 | 4,083,397 |
| Options | 2,888,400 | 3,893,597 |
| Restricted share units ("RSUs") | 3,071,000 | 3,307,000 |
| Equity fully diluted | 122,553,319 | 125,260,533 |

Financial Instruments

Please refer to the unaudited interim condensed consolidated financial statements as at and for the nine months ended September 30, 2023 and the 15 months ended December 31, 2022 for details on measurement, carrying value, and fair value of financial instruments. For the nine months ended September 30, 2023, the Company did not have any derivative financial instruments, and the Company did not engage in hedging activities.

SELECTED QUARTERLY RESULTS

The following table sets forth selected unaudited interim quarterly results.

| | 09/30/2023 | 06/30/2023 | 3/31/2023 | 12/31/2022 | 9/30/2022 | 6/30/2022 | 3/31/2022 | 12/31/2021 |
|--|------------------|-------------------|--------------------|---------------------|---------------------|--------------------|--------------------|--------------------|
| Collection services | 8,412,879 | 8,517,128 | 6,375,467 | 3,584,725 | 3,837,143 | 3,695,344 | 3,432,138 | 2,855,768 |
| EP Homes facilitation services | 960,686 | 2,218,900 | 1,564,870 | 1,057,328 | 918,049 | 932,185 | 974,367 | 514,408 |
| Financial services | 60,869 | 58,006 | 59,497 | 75,669 | 87,971 | 85,666 | 62,195 | 61,441 |
| Contract revenue | — | — | — | 42,872 | 67,189 | 70,492 | 65,473 | 53,327 |
| Revenue | 9,434,434 | 10,794,034 | 7,999,834 | 4,760,594 | 4,910,352 | 4,783,687 | 4,534,173 | 3,484,944 |
| Q/Q change % | (13%) | 35% | 68% | (3%) | 3% | 6% | 30% | 20% |
| Direct costs | 3,107,537 | 4,392,565 | 3,418,261 | 2,161,181 | 2,199,667 | 2,076,762 | 1,911,555 | 1,378,541 |
| Gross profit | 6,326,897 | 6,401,469 | 4,581,573 | 2,599,413 | 2,710,685 | 2,706,925 | 2,622,618 | 2,106,403 |
| Expenses | | | | | | | | |
| Salaries and benefits | 3,634,036 | 3,721,869 | 2,889,454 | 1,787,809 | 2,056,191 | 1,745,828 | 1,579,558 | 1,769,379 |
| Professional fees | 201,750 | 313,620 | 308,715 | 557,872 | 624,689 | 567,444 | 665,931 | 928,367 |
| Depreciation and amortization | 663,942 | 627,297 | 587,410 | 456,644 | 447,098 | 457,289 | 462,191 | 427,814 |
| Management and consulting fees | 191,154 | 249,270 | 200,813 | 735,236 | 482,428 | 460,839 | 505,499 | 457,622 |
| Share-based compensation | 264,863 | 244,537 | 230,943 | 197,320 | 91,125 | 235,204 | 212,922 | 194,353 |
| Other operating expenses [1] | 1,036,101 | 1,062,942 | 830,799 | 587,804 | 597,480 | 483,347 | 369,078 | 409,794 |
| Marketing expenses | 41,184 | 91,547 | 73,646 | 36,484 | 120,639 | 85,287 | 38,483 | 39,913 |
| Public company costs | 137,108 | 109,697 | 170,453 | 314,229 | 156,225 | 48,867 | 48,668 | 7,875 |
| Acquisition costs | 120,635 | 44,832 | 212,150 | — | — | — | — | — |
| Loss allowances | 24,162 | (3,679) | (1,318) | 13,258 | — | — | 2,170 | 10,220 |
| Realized foreign currency exchange loss (gain) | 9,233 | (874) | (576) | 1,901 | 955 | 941 | 267 | 382 |
| Total operating expenses | 6,324,168 | 6,461,058 | 5,502,489 | 4,688,558 | 4,576,830 | 4,085,046 | 3,884,767 | 4,245,719 |
| Profit (loss) from operations | 2,729 | (59,589) | (920,916) | (2,089,145) | (1,866,145) | (1,378,121) | (1,262,149) | (2,139,316) |
| Other income (loss) | (451,865) | (582,001) | (271,925) | (24,192,706) | (8,507,390) | (2,772,129) | 37,208 | (791,639) |
| Net loss before tax | (449,136) | (641,590) | (1,192,841) | (26,281,851) | (10,373,535) | (4,150,250) | (1,224,941) | (2,930,955) |
| Income tax recovery (expense) | 83,486 | 42,837 | 79,025 | (822,240) | 36,593 | (96,094) | 136,714 | 19,809 |
| Net loss for the period | (365,650) | (598,753) | (1,113,816) | (27,104,091) | (10,336,942) | (4,246,344) | (1,088,227) | (2,911,146) |
| Comprehensive loss for the year | (569,504) | (586,138) | (808,148) | (25,900,184) | (10,954,848) | (4,983,396) | (1,779,307) | (2,899,295) |

[1] Other expenses include IT support, subscriptions and licenses, travel and entertainment, office supplies, rent and utilities, insurance, telephone, repairs and maintenance, computer, training and recruitment, and donations.

LIQUIDITY AND CAPITAL RESOURCES

NOTE: This section contains forward-looking information. By its nature, forward-looking information requires that certain assumptions be made and is subject to inherent risks and uncertainties. Please see "Forward-Looking Information" and "Risks and Uncertainties" for additional information on the factors that could cause results to vary.

The Company monitors the liquidity and capital resource for every reportable operating segment. EP Financial's collection services segment has been generating sufficient cash to support its current operations and planned growth. EP Financial has been working on a platform with a Schedule 1 Bank to launch its financial services and working capital for the financial services segment is primarily funded by the capital raised in past financing. EP Homes' facilitation services segment requires debt and equity financing to support the current operations and expected growth of this segment.

The Company cash balance was \$1.5 million as at September 30, 2023 as compared to \$1.2 million as at December 31, 2022.

Management and the board closely monitor the Company's operations and monthly revenue and expenses of the collection services, financial services, and EP Homes facilitation services segments to ensure the Company has sufficient working capital to execute its strategic business plan. Appropriate adjustments to projections and to the monthly expenses are made when necessary. EP Financial currently has \$14.9 million senior secured credit facilities with financial institutions to support existing inventory of EP Homes and is working with the institutions to further increase the existing facilities and/or placing new facilities to support the growth of the EP Homes segment, please refer to the section below entitled "Credit facilities" in "items affecting liquidity" of this MD&A for further information. There are no assurances that increased credit facilities or new credit facilities or working capital loan financing or expected profits will be available to the Company on acceptable terms, or at all.

Going Concern

The unaudited interim condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern. The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and can realize its assets and discharge its liabilities and commitments in the normal course of business as they come due. The Company has recurring net losses and a deficit. The Company incurred net loss of \$2,078,218 (September 30, 2022 - \$15,671,512) for the nine months ended September 30, 2023, including acquisition costs and depreciation and amortization expense, deficit of \$60,838,296 as at September 30, 2023 (December 31, 2022 - \$58,760,078) and cash used in operating activities of \$2,626,571 for nine months ended September 30, 2023 (September 30, 2022 – cash used in operating activities of \$4,916,687). These conditions indicate the existence of material uncertainties that may cast significant doubt regarding the Company's ability to continue as a going concern and otherwise execute its business strategies.

For further detail, refer to Note 2 of the Company's unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2023.

CASH FLOW SUMMARY

The following table provides a summary of cash inflows and outflows by activity for the nine months ended September 30, 2023 and September 30, 2022:

| Cash inflows and (outflows) by activity: | | September 30, 2023 | September 30, 2022 |
|--|-----|---------------------------|---------------------------|
| Change in operating activities prior to EP Homes inventory | [1] | 1,120,553 | (3,888,182) |
| Additions and disposals of EP Homes inventory | [2] | (3,747,126) | (840,368) |
| Additions and disposals of contract receivables | [3] | — | (188,137) |
| Cash used in operating activities | | (2,626,571) | (4,916,687) |
| Cash used in investing activities | [4] | (3,441,238) | (990,630) |
| Cash provided by financing activities | [5] | 7,042,724 | 5,286,879 |
| Foreign exchange on cash held in foreign currency | | (407,559) | (559,517) |
| Net cash (outflows) inflows | | 567,355 | (1,179,955) |
| Cash and cash equivalents, beginning of period | | 1,445,043 | 2,066,931 |
| Cash and cash equivalents, end of period | | 2,012,398 | 886,976 |
| Less: Cash – restricted, end of period | | (481,361) | (242,102) |
| Cash and cash equivalents, end of period | | 1,531,037 | 644,874 |

[1] Cash provided by (or used in) operating activities

Cash provided in operating activities prior to EP Homes inventory and additions to contract receivables for the nine months ended September 30, 2023 amounted to \$1.1 million, as compared to \$3.9 million cash used for the nine months ended September 30, 2022. The decrease in cash used from operating activities was primarily due to the increase in EBITDA.

[2] Cash provided by (or used in) purchasing or selling of EP Homes inventory

The primary reason for cash used for the nine months ended September 30, 2023 of \$2.6 million as compared to cash used of \$4.9 million for the nine months ended September 30, 2022 was due to the sale of 7 homes (September 30, 2022 – 6 homes) for \$3.5 million (September 30, 2022 - \$2.2 million) and the purchase of 16 homes (September 30,

2022 – 5 homes) amounting to \$7.2 million (September 30, 2022 - \$3.0 million) for the nine months ended September 30, 2023.

[3] Cash provided by (or used in) additions and disposals of contract receivables

For the nine months ended September 30, 2022, this represents the net amount paid to purchase security contracts. Please refer to note 22 of the unaudited interim condensed consolidated financial statements as at and for the nine months ended September 30, 2023 and 2022.

[4] Cash used in investing activities

Net cash used in investing activities for the nine months ended September 30, 2023 was \$3.4 million (September 30, 2022 - \$1.0 million) is primarily due to the \$3.4 million net cash paid for the acquisition of Groupe Solution.

[5] Cash provided by financing activities

Net cash provided by financing activities for the nine months ended September 30, 2023 was \$7.0 million (September 30, 2022 - \$5.3 million cash provided), which primarily comprised of:

- \$8.2 million in net proceeds (September 30, 2022 - \$0.4 million net proceeds) from credit facilities.
- \$Nil net proceeds (September 30, 2022 - \$3.4 million proceeds) from unit issuance and committed capital.
- \$0.7 million repayments (September 30, 2022 - \$1.8 million proceeds) of promissory notes.
- \$0.4 million repayments (September 30, 2022 - \$0.2 million repayments) of lease liabilities.

Items affecting liquidity

The following table provides a list of items that impact the company's liquidity:

| | | September 30, 2023 | December 31, 2022 |
|---|-----|---------------------------|--------------------------|
| | | \$ | \$ |
| Current assets | | | |
| Cash and cash equivalents | | 1,531,037 | 1,186,690 |
| Customer funds | [1] | 7,862,886 | 8,484,763 |
| Cash – restricted | | 481,361 | 258,353 |
| Trade receivables | [2] | 3,990,635 | 2,343,122 |
| Prepaid expenses | | 611,991 | 568,611 |
| Current portion of loan receivables | | — | 80,160 |
| Current portion of due from related parties | | 1,634,113 | 532,812 |
| Current portion of EP homes inventory | [3] | 3,770,997 | 3,506,800 |
| Total current assets | | 19,883,020 | 16,961,311 |
| Current liabilities | | | |
| Trade payables | [4] | 7,497,886 | 5,362,622 |
| Customer payables | [1] | 7,862,886 | 8,484,763 |
| Current portion of customer deposits | | 223,620 | 173,053 |
| Current tax liability | | 292,421 | 182,122 |
| Current portion of deferred revenue | | 146,844 | 235,513 |
| Current portion of lease liabilities | | 305,387 | 287,293 |
| Due to related parties | | 414,078 | 45,802 |
| Current portion of promissory notes | | 96,060 | — |
| Current portion of credit facilities | [5] | 6,436,115 | 3,653,343 |
| Total current liabilities | | 23,275,297 | 18,424,511 |
| Net working capital | [6] | (3,392,277) | (1,463,200) |

[1] Customer funds and customer payable

BPO, GCS and Groupe Solution collect payments on behalf of its customers. The funds belong to the clients and are not available for operating use by BPO, GCS, and Groupe Solution. Customers are invoiced at various intervals and paid accordingly. The source of payments received are not always known and may include overpayments. The funds from overpayments remain in the bank account until they can be traced and applied to the correct account or refunded. Climb collects loan payments from customers and reports payments to the credit bureau to increase credit rating of clients. The cash in customer funds is shown separately under current assets, which is offset by the corresponding customer payable under current liability.

[2] Trade receivables

Trade receivables primarily include the commission receivables from the clients related to collection services. BPO, GCS, and Groupe Solution collect the funds on behalf of its clients and transfers the collected funds to the client as per the agreed schedule. BPO, GCS, and Groupe Solution generate the invoice for its collections and then the client pays commissions as per the agreed terms. The funds collected are received in the bank account for which BPO has signing authority, therefore, the risk of not collecting on the commissions are minimal. The Company reported \$3.9 million of receivables as at September 30, 2023, as compared to \$2.3 million as at December 31, 2022. The increase in trade receivables is in line with the increase in collection services segment, from the acquisition of Groupe Solution and the increase in revenue.

[3] Current portion of EP Homes inventory

The current portion of the EP Homes inventory represents the number of homes clients are expected to be ready to execute in the next 12 months as per the agreement. There might be unforeseen situations where the client requests to further extend the agreed execution date, which results in changes in expected cash flow. Upon execution of the agreement, the Company pays back the outstanding credit facilities and mezzanine debt associated with the home and rest of the cash flow is used as per the planned budget.

The Company reported 9 homes representing \$3.8 million of the current portion of the EP Homes inventory as at September 30, 2023 as compared to 9 homes representing \$3.5 million as at December 31, 2022, because the average book value per home is higher, as compared to the nine months ended September 30, 2022.

[4] Trade payables and accrued liabilities

Trade payables and accrued liabilities includes, trade payables, accrued liabilities, and statutory dues of the collection services segment, EP Homes segment, and financial services segment.

The Company reported \$7.5 million of trade payables and accrued liabilities as at September 30, 2023 and \$5.4 million as at December 31, 2022. Trade payables includes \$3.6 million (December 31, 2022 – \$1.9 million) from collection services, \$3.8 million (December 31, 2022 – \$3.3 million) from financial services, and \$0.2 million (December 31, 2022 – \$0.2 million) from EP Homes segment.

The primary increase for the nine months ended September 30, 2023 as compared to December 31, 2022 is primarily due to the acquisition of Groupe Solution on March 31, 2023, and the increase in outstanding payables for GCS and BPO.

[5] Credit facilities

The Company works with multiple credit facility providers to finance EP Homes inventory. It has incorporated SPVs specific to the credit facility provider to provide general security on the financed homes by the credit facilities provider. The interest rate for the credit facilities used for EP Homes inventory, range between prime plus 1% to 13.5% per annum. The term for these facilities are from payable on demand without notice to 24 months. For further information about the terms of the credit facilities, please refer to note 13 of the unaudited interim condensed consolidated financial statements as at September 30, 2023.

Any demand of the existing credit facilities with a short notice may create liquidity issues for the Company. However, since the date of the EP Homes acquisition and to the date of this MD&A, the Company has successfully executed on the EP Homes business model and believes that the Company is ready to now scale EP Homes business. Based on the success of executed EP Homes inventory, the Company believes that it can present the EP Homes model to various lenders and negotiate favorable terms for the Company. On March 31, 2022, one of the credit facility providers changed the term from on demand to an expiry of April 4, 2024. There are no assurances that increased credit facilities or new credit facilities will be available to the Company on acceptable terms, or at all.

The Company reported \$6.4 million as the current portion of credit facilities as at September 30, 2023 as compared to \$3.7 million as at December 31, 2022, and \$10.7 million in long-term credit facilities as at September 30, 2023 as compared to \$5.0 as at December 31, 2022. The current portion and long-term portion of credit facilities totaled \$17.1 million as at September 30, 2023 as compared to \$8.7 million as at December 31, 2022. The primary reason for the increase in the credit facilities is due to GCS obtaining an additional credit facility for the acquisition of Groupe Solution, 2 additional homes in EP Homes Inventory were financed, and \$1.4 million of mezzanine funding related to the EP Homes inventory. The \$2.8 million loan for EP Homes IV is currently in current portion of credit facilities. The Company is working with the lender to extend the term of the loan to make the loan long-term.

[6] Net working capital

The net working capital is \$(3.4) million as of September 30, 2023 and \$(1.5) million as of December 31, 2022.

The current portion of the credit facilities includes \$0.6 million for the \$5.3 million credit facility received by GCS to acquire Groupe Solution, and \$2.7 million credit facility for the EP Homes IV inventory. The Company is working with the lender to extend the term of the EP Homes IV loan, which would positively impact the net working capital.

COMMITMENTS AND CONTINGENCIES

Operating lease commitments

The Company has entered into one lease commitment for various IT equipment for its UK facilities, for which monthly lease payments are recorded as an expense.

| | September 30, 2023 | December 31, 2022 |
|---|---------------------------|--------------------------|
| | \$ | \$ |
| Within one year | 8,016 | 11,683 |
| After one year but not more than five years | 8,684 | 2,614 |
| More than five years | — | — |
| | 16,700 | 14,297 |

Other commitments

On August 8, 2018, the Company signed a letter of intent (the "LOI") with Directcash Bank ("DC Bank") for a 7-year term, where DC Bank agreed to provide card issuing, loan processing and adjudication system, and transaction processing services for a Visa credit card product marketed and funded by the Company. Per the LOI, DC Bank agrees to enable the Company to procure the distribution of cards for purposes of the Company's card program and DC Bank will provide and operate a credit card platform to set up and charge fees for the credit cards.

On January 31, 2020, the Company entered into a processing agreement (the "DC Bank Processing Agreement") with DC Bank for a 7-year term maturing January 31, 2028. Pursuant to the terms of the DC Bank Processing Agreement, DC Bank has agreed to provide transaction processing services to the Company. The DC Bank Processing Agreement grants the Company a limited, non-transferable, non-exclusive, revocable license to access and use DC Bank's processor software solely for the purpose of utilizing the processing services. DC Bank owns all intellectual property, and the DC Bank Processing Agreement grants the Company a limited license to use the intellectual property. The DC Bank Processing Agreement does not transfer ownership of the intellectual property to the Company.

Effective January 31, 2021, the Company entered into a Bank Identification Number ("BIN") sponsorship agreement (the "DC Bank BIN Sponsorship Agreement") with DC Bank for an initial 7-year term maturing January 31, 2028. Pursuant to the DC Bank BIN Sponsorship Agreement, the Company is to provide DC Bank program management and marketing services with respect to each card program implemented by the Company in Canada pursuant to which cards issued by DC Bank will be sold by the Company or any EP Financial distributor. The Company is responsible to promote and market programs to prospective customers in Canada, and the Company will be responsible for any costs and expenses that it incurs in promoting and marketing the programs.

On August 24, 2022, the Company entered into an Issuer Trading Services Agreement with Generation IACP Inc. ("Generation IACP") with initial term of 6 months and shall be renewed for subsequent 6 month periods unless the Company provides written notice of termination to Generation IACP. Pursuant to the Issuer Trading Services Agreement, Generation IACP is to provide trading services with respect to the common shares of the Company, with the primary objective of contributing to market liquidity of the shares in Canada.

LEGAL PROCEEDINGS

There are no material legal proceedings to report.

SIGNIFICANT TRANSACTIONS

None

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS AND BALANCES WITH RELATED PARTIES

For the nine months ended September 30, 2023, the Company entered into several related party transactions in the normal course of business. These transactions have been recorded at the agreed upon amounts between the parties. The relationships with the related parties are as follows:

| Related Party | Relationship |
|---|---|
| Smart Everyday People Inc. | Joint venture |
| Pure Icelandic Seafood Inc. (“ Pure Icelandic ”) | Common shareholders |
| Bridge to Homeownership UK Ltd. (“ BTHO UK ”) | Common shareholders |
| EAM Enterprises Inc. | Principal shareholder of the Company |
| Everyday Party People Ltd. (“ Everyday Party People ”) | Common shareholders |
| Pollock Services Corp. (“ Pollock Services ”) | Wholly owned by the director of the Board |
| General Billing Solutions Inc. (“ GBSI ”) | Common shareholders |
| 1125855 Alberta Ltd. (“ 112 AB Ltd. ”) | Common shareholders |
| Telecom Technologies Inc. (“ Freestyle ”) | Company owned by the President of GCS |
| Ghislain Rhéaume | President of Groupe Solution |
| André Pitoscia | President of Groupe Solution |

a) Balances – Due from related parties are as follows:

As at September 30, 2023, \$2.4 million was due from related parties (December 31, 2022 - \$0.8 million). The increase of \$1.6 million is primarily due to the \$0.9 million increase in loan to executives, \$0.7 million increase in loan to the Co-CEO for the purchase of 1 home, and \$0.3 million increase in loan to the CFO for the purchase of the 3 homes, which are offset by the decrease in receivable from Smart Everyday People Inc. For more details, please refer to Note 12 from the unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2023.

b) Balances – Due to related parties are as follows:

As at September 30, 2023, \$6.6 million was due to related parties (December 31, 2022 - \$7.0 million). The decrease of \$0.4 million was primarily due to payments of the EAM promissory notes. For more details, please refer to Note 12 from the unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2023.

c) Transactions with related parties are as follows:

For the nine months ended September 30, 2023, the impact on the unaudited interim condensed consolidated statement of loss and comprehensive loss from related party transactions was \$1.0 million (September 30, 2022 – \$(1.1 million)). The increase of \$2.1 million is primarily due to the sale of EP Homes inventory to the Company’s Chief Financial Officer and the Company’s Co-Chief Executive Officer. For more details, please refer to Note 12 from the unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2023.

d) Key management personnel remuneration:

For the nine months ended September 30, 2023, the key management remuneration was \$1.0 million (September 30, 2022 - \$1.7 million). The decrease of \$0.7 million is primarily due to the \$0.5 million decrease in management fees as management compensation was changed from cash-based compensation to profit-driven compensation and \$0.2 million decrease in BPO’s president’s compensation. For more details, please refer to Note 12 from the unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2023.

CRITICAL ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

The unaudited interim condensed consolidated financial statements as at and for the for the three and nine months ended September 30, 2023 and 2022 of the Company have been prepared in accordance with IFRS as issued by International Financial Reporting Standards Board (“IASB”). The Company’s critical accounting estimates relates to estimate of purchase price of allocation and valuation of goodwill and judgement used to value EP Homes inventory. Also refer to note 2 of the consolidated financial statements as at and for the 15 months ended December 31, 2022 for further information about the company’s basis of presentation of these unaudited interim condensed consolidated financial statements including estimates and judgements other than below.

Estimate of purchase price allocation and valuation of goodwill

In applying its accounting policy for business acquisition, tangible and intangible assets acquired through business combinations are initially recorded at their fair values based on assumptions of management. The Company assigns value to intangible assets in accordance with IFRS and makes estimates based on factors such as significant changes in technological, market, economic or legal environment, business and market trends, future prospects, current market value and other economic factors. The difference in the purchase price paid and assets acquired is recognized as goodwill. The difference arises due to the economic value of the expertise of the workforce acquired and other assets that do not meet the criteria for separate recognition per IFRS. Actual results could differ significantly from these estimates. IFRS 3 requires management to determine whether the acquisition meets the definition of a business combination. Judgment is involved in determining whether the Company obtained control over the acquiree. IFRS 3 also requires management to determine whether the acquisitions are one of common control. Judgment is involved in determining if the acquiree is controlled by the same group of individuals before and after the acquisition.

The Company has applied this judgment to account for the acquisition of EP Homes and BPO during 2019, Climb in 2021, GCS in 2022, and Groupe Solution in 2023.

Judgment of EP Homes inventory

The Company holds numerous residential properties to facilitate its EP Homes program. The Company has determined that inventory is the appropriate accounting standard to record the residential properties because the properties are held for sale in the ordinary course of business. The ordinary course of business is to assist the client in purchasing the property through the Company's EP Homes program.

The Company carries its EP Homes inventory at the lower of cost and net realizable value. The Company's management estimates the net realizable value based on the independent appraisals.

Restricted share units

The Company accrue the share-based compensation expenses for each restricted share unit committed and outstanding but not granted to directors, officers, consultants, and employees, at the market value of one common share at the date of the last of the month and recognizes the expenses over the term of the vesting period, with a corresponding credit to reserves. The compensation expenses are revalued with the market value of one common share at the date of the grant. The initial grant of RSUs to directors upon completion of the RTO are valued at the closing price of the first trading day.

ACCOUNTING POLICIES INCLUDING CHANGES IN ACCOUNTING POLICIES AND INITIAL ADOPTION

The unaudited interim condensed consolidated financial statements as at and for the nine months ended September 30, 2023 and 2022 of the Company have been prepared in accordance with IFRS as issued by IASB.

Please refer to note 3 of the audited consolidated financial statements as at and for the 15 months ended December 31, 2022 and the 12 months ended September 30, 2021 for further information about Company's significant accounting policies.

RISKS AND UNCERTAINTIES

EP Financial is exposed to several risks and uncertainties. A summary of material risks that could affect the financial condition, operating results, or business of EP Financial can be found in the section "Risks and Uncertainties" of EP Financial's Annual MD&A dated December 31, 2022, which is available under EP Financial's profile on SEDAR+ at www.sedarplus.com.

FURTHER INFORMATION

Additional information relating to the Company is also available on the SEDAR+ website www.sedarplus.com.