

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Everyday People Financial Corp. (the “Company” or the “Issuer”)
Suite 450, 11150 Jasper Avenue
Edmonton, Alberta T5K 0C7

Item 2 Date of Material Change

November 7, 2024

Item 3 News Release

A news release with respect to the material change referred to in this report was issued by the Company through Newsfile on November 7, 2024, attached hereto as Schedule “A”, and a copy was subsequently filed under the Company's profile on the System for Electronic Document Analysis and Retrieval Plus (“SEDAR+”) at www.sedarplus.ca.

Item 4 Summary of Material Change

On November 7, 2024, the Company closed the acquisition of CCS Group Holdings Limited. The Company also entered into a Loan Agreement. Additionally, the Board of Directors of the Company approved the redemption of certain vested restricted share units (“RSUs”) to be redeemed for common shares in the capital of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On November 7, 2024, the Company’s wholly-owned subsidiary, BPO Collections Limited (“BPO”), closed the previously announced acquisition with the shareholders of CCS Group Holdings Limited (the “Sellers”) to acquire 100% of the issued and outstanding shares (the “Acquisition”) in the capital of CCS Group Holdings Limited (the “CCS Shares”), and acquire CCS Group Holdings Limited’s wholly-owned subsidiary, Commercial Collection Services Limited, pursuant to a share purchase agreement dated September 23, 2024 (the “Purchase Agreement”). The Purchase Agreement was previously filed on SEDAR+ as a material report. All amounts are expressed in Canadian dollars (“C”) and British Pound Sterling (“£”) using the Bank of Canada exchange rate of GBP=CAD\$1.8075.

As previously announced on September 23, 2024, BPO (the “Borrower”), has entered into a loan facility agreement pursuant to which a leading bank in the UK (the “Bank”) will make available a non-revolving committed loan facility of C\$6.0 million (£3.3 million) to the Borrower (the “Bank Loan”) with a 5-year term. The Bank Loan is to be used to purchase 100% of the CCS Shares. Monthly interest payments only are due for the first year. The Bank Loan is payable in equal monthly installments plus interest, starting in year 2, and C\$902,450 (£500,000) each in years 2, 3, and 4, with any remaining balance due in year 5. The Bank Loan has a floating rate of 4.75% plus the Bank of England Base Rate with a base rate floor being 3.75%. The Bank Loan will be secured by a bond and floating charge/debenture granted by the Borrower and supported by a corporate guarantee.

On October 15, 2024, the Company issued an aggregate of 85,000 common shares pursuant to the redemption of RSUs, of which RSUs were initially issued to certain officers on September 30, 2023. And on October 29, 2024, the Company issued an aggregate of 2,233,565 common shares to the Sellers in accordance with the terms of the Purchase Agreement. Following the issuance of common shares in connection with the RSU redemptions and the Acquisition, the Company now has 118,534,361 issued and outstanding common shares.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been intentionally omitted from this report.

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted as follows:

Barret Reykdal
Co-CEO, Financial Services
Telephone: 1-888-825-9808

Item 9 Date of Report

November 15, 2024

Schedule “A” Press Release dated November 7, 2024



Everyday People Financial Closes Acquisition of CCS Group Holdings Limited

Edmonton, Alberta – (Newsfile Corp. – November 7, 2024) – Everyday People Financial Corp. (TSX-V: EPF) (OTCQB: EPFCF) (“Everyday People” or the “Company”), a financial service provider, is pleased to announce that on November 7, 2024 (the “Closing Date”), its wholly-owned subsidiary, BPO Collections Limited (“BPO”), has closed the previously announced acquisition with the shareholders of CCS Group Holdings Limited (the “Sellers”) to acquire 100% of the issued and outstanding shares (the “Acquisition”) in the capital of CCS Group Holdings Limited (the “CCS Shares”), and acquire CCS Group Holdings Limited’s wholly-owned subsidiary, Commercial Collection Services Limited (“CCS” and together with its parent company “CCS Group”), pursuant to a share purchase agreement dated September 23, 2024 (the “Purchase Agreement”). All amounts are expressed in Canadian dollars (“C”) and British Pound Sterling (“£”) using the Bank of Canada exchange rate of $GBP=CAD\$1.8075$.

CCS was founded in 1988 and is actively engaged in debt collection services in the United Kingdom (“UK”) and is authorized and regulated by the Financial Conduct Authority. CCS offers services across various sectors, including tax collection, healthcare debts, and unpaid student loans. CCS emphasizes supporting individuals in managing and reducing debt, offering a customer portal for convenient debt management. CCS also holds certifications in quality and information security management, indicating its commitment to service excellence and data protection.

Details of the Acquisition

Pursuant to the terms of the Purchase Agreement, BPO acquired the CCS Shares in exchange for an aggregate cash payment by BPO to the Sellers of C\$4,473,563 (£2,475,000), of which approximately C\$4,247,625 (£2,350,000) was paid on the Closing Date, and a holdback of C\$225,938 (£125,000), subject to adjustments, is to be paid approximately 90 days following the Closing Date. In addition, the Company issued to the Sellers an aggregate of 2,233,565 million common shares in the capital of Everyday People at a deemed price of C\$1.00 per common share. A further cash payment of C\$711,703 (£393,750), deferred to 2 years following the Closing Date, is payable in six equal monthly installments. The Sellers may also earn up to C\$711,703 (£393,750) in cash by way of two performance payments based upon CCS Group achieving specified EBITDA targets within the 2 years following the Closing Date.

The Company will fund the Acquisition through equity and debt. This Acquisition does not constitute a fundamental acquisition under TSX Venture Exchange (“TSX-V”) Policy 5.3. Completion of the Acquisition is subject to conditions customary for transactions of this nature, including, but not limited to, the receipt of all requisite third party and regulatory approvals, including the Financial Conduct Authority (“FCA”) in the UK of which approval was received prior to the Closing Date of this Acquisition along with the final approval of the TSX-V which was received upon closing of this Acquisition. There will be no new insiders or control persons of Everyday People after the closing of the Acquisition. Approval of the Acquisition by the shareholders of the Company is not required in accordance with TSX-V Policy 5.3. The Acquisition is an arm’s-length transaction, and no finder’s fee is to be paid in connection with the Acquisition. Additionally, as part of this Acquisition, the Company will not be assuming any debt from CCS Group.

Bank Loan Details

As previously announced on September 23, 2024, BPO (the “**Borrower**”), has entered into a loan facility agreement pursuant to which a leading bank in the UK (the “**Bank**”) will make available a non-revolving committed loan facility of C\$6.0 million (£3.3 million) to the Borrower (the “**Bank Loan**”) with a 5-year term. The Bank Loan is to be used to purchase 100% of the CCS Group Shares.

Monthly interest payments only are due for the first year. The Bank Loan is payable in equal monthly installments plus interest, starting in year 2, and C\$902,450 (£500,000) each in years 2, 3, and 4, with any remaining balance due in year 5. The Bank Loan has a floating rate of 4.75% plus the Bank of England Base Rate with a base rate floor being 3.75%. The Bank Loan will be secured by a bond and floating charge/debenture granted by the Borrower and supported by a corporate guarantee.

Redemption of Restricted Share Units and Issuance of Common Shares in Connection with an Acquisition

On October 15, 2024, the Company issued an aggregate of 85,000 common shares pursuant to the redemption of Restricted Share Units (“**RSUs**”), of which RSUs were initially issued to certain officers on September 30, 2023.

On October 29, 2024, the Company issued an aggregate of 2,233,565 common shares to the Sellers in accordance with the terms of the Purchase Agreement.

Following the issuance of common shares in connection with the RSU redemptions and the Acquisition the Company now has 118,534,361 issued and outstanding common shares.

About Everyday People Financial Corp.

Everyday People is founded on the belief that everyone deserves a second chance to financially reestablish themselves with access to affordable credit products. We are changing the way people manage money by enhancing our client services with our own affordable and specialized financial products and literacy programs. We’re helping everyday people rebuild their financial health for generational wealth. Everyday People has a workforce of about 450 people, with operations first established in 2006 in the United Kingdom, Canada, and the United States of America. The company includes two main pillars of business: one pillar, Revenue Cycle Management operates under our Co-CEO RCM, Graham Rankin, and one pillar, Everyday People Financial Services operates under our Co-CEO Financial Services, Barret Reykdal. We stand for creativity and entrepreneurship. Our combination of companies, products and services has been established to ensure we can fulfill consumers’ financial needs and service them in a low-cost effective manner.

For more information visit: www.everydaypeoplefinancial.com.

Contact

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Executive Chairman of Everyday People Financial Corp.
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1 888 825 9808

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain "forward-looking statements" or "forward-looking information" (collectively referred to hereafter as "forward-looking statements") under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the structure and terms of the Acquisition, timing for completion of the Acquisition, timing for receipt of required third party and regulatory approvals, including the acceptance of the Exchange, the ability of the parties to satisfy the conditions of the Acquisition in the required timeframes or at all, the ability of the Company to complete the Acquisition on the

terms announced or at all, and the business, plans and operations of the Company. 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, the timely receipt of all required third party and regulatory approvals, including the acceptance of the Exchange, the inability to satisfy the conditions required to complete the Acquisition, termination of the Purchase Agreement, expectations and assumptions concerning the Company, and the acquired businesses, as well as other risks and uncertainties, including those described in the documents filed by the Company on SEDAR+ at www.sedarplus.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. The Company disclaims 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.

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 release.