

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus supplement (the “**Prospectus Supplement**”), together with the accompanying short form base shelf prospectus dated May 19, 2017 to which it relates (the “**Base Shelf Prospectus**”) and each document incorporated by reference therein as of the date of this Prospectus Supplement for the purposes of the distribution of the securities to which this Prospectus Supplement pertains (collectively, the “**Prospectus**”), constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), or the securities laws of any state of the United States (as such term is defined in Regulation S under the 1933 Act) and may not be offered, sold or delivered, directly or indirectly, within the United States, except as permitted by the Underwriting Agreement (as defined herein) and in transactions exempt from registration under the 1933 Act and applicable U.S. state securities laws. This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any of the securities offered hereby within the United States. See “Plan of Distribution”.

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of goeasy Ltd. at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5, telephone (905) 272-2788, and are also available electronically at [www.sedar.com](http://www.sedar.com).

New Issue

October 1, 2018

**PROSPECTUS SUPPLEMENT  
TO THE SHORT FORM BASE SHELF PROSPECTUS DATED MAY 19, 2017**



**goeasy Ltd.  
\$40,400,000  
800,000 Common Shares**

This Prospectus qualifies the distribution (the “**Offering**”) of 800,000 common shares (the “**Offered Shares**”) of goeasy Ltd. (“**goeasy**” or the “**Company**”) at a price of \$50.50 per Offered Share (the “**Offering Price**”).

The outstanding common shares of the Company (the “**Common Shares**”) are listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “**GSY**”. On September 27, 2018, the last trading day prior to the announcement of the Offering, the closing price of the Common Shares was \$53.94. The TSX has conditionally approved the listing of the Offered Shares on the TSX, subject to the Company fulfilling all of the listing requirements of the TSX on or before December 28, 2018.

	<b>Price to the Public</b>	<b>Underwriters’ Fee<sup>(2)</sup></b>	<b>Net Proceeds to the Company<sup>(2)(3)</sup></b>
Per Common Share.....	\$50.50	\$2.02	\$48.48
Total <sup>(1)</sup> .....	\$40,400,000	\$1,616,000	\$38,784,000

**Notes:**

- (1) The Company has granted to the Underwriters (as defined below) an option, exercisable in whole or in part, at any time until 30 days following the closing of the Offering, to purchase up to an additional 120,000 Common Shares at the Offering Price (the “**Over-Allotment Option**”), on the same terms and conditions as the Offering, for the purposes of covering over-allotments, if any, and for market stabilization purposes. A purchaser who acquires Common Shares forming any part of the Underwriters’ over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the Underwriters’ over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total “Price to the Public”, “Underwriters’ Fee” and “Net Proceeds to the Company” (before deducting expenses of the Offering) will be \$46,460,000, \$1,858,400 and \$44,601,600, respectively. This Prospectus also qualifies for distribution the grant of the Over-Allotment Option and the issuance of the Common Shares pursuant to the exercise of the Over-Allotment Option. See “Plan of Distribution” and the table below. Where the context requires, references to the “Offering” and the “Offered Shares” include the Over-Allotment Option and the Common Shares issuable upon exercise thereof.
- (2) Upon closing of the Offering, the Company will pay the Underwriters a cash commission equal to 4.0% of the gross proceeds of the Offering (the “**Underwriters’ Fee**”). See “Plan of Distribution”.

(3) Before deduction of expenses of the Offering payable by the Company which are estimated at \$275,000.

The Offering Price of the Offered Shares was determined by negotiation between the Company and BMO Nesbitt Burns Inc., Raymond James Ltd. and Cormark Securities Inc. (collectively, the “**Lead Underwriters**”), on their own behalf and on behalf of CIBC World Markets Inc., Desjardins Securities Inc., and Beacon Securities Limited (collectively, the “**Underwriters**”).

The following table sets forth the number of Common Shares that may be issued by the Company to the Underwriters pursuant to the Over-Allotment Option:

<u>Underwriters’ Position</u>	<u>Number of Securities Available</u>	<u>Exercise Period</u>	<u>Exercise Price</u>
Over-Allotment Option	120,000	At any time until 30 days following closing of the Offering	\$50.50

BMO Nesbitt Burns Inc. and CIBC World Markets Inc. are affiliates of Canadian chartered banks that are lenders to the Company and its subsidiaries under its credit agreement dated as of October 20, 2017, as amended (the “**Credit Agreement**”). Consequently, the Company may be considered a “connected issuer” of BMO Nesbitt Burns Inc. and CIBC World Markets Inc. within the meaning of applicable Canadian securities legislation. See “Relationship Between the Company and the Underwriters”.

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Company, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, the Offered Shares, if issued on the date hereof, would be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”) for a trust governed by a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), deferred profit sharing plan, registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”) or tax-free savings account (“**TFSA**”, and collectively “**Registered Plans**”), provided the Common Shares are listed on a “designated stock exchange,” as defined in the Tax Act (which currently includes the TSX). See “Eligibility for Investment”.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the underwriting agreement between the Company and the Underwriters (the “**Underwriting Agreement**”) referred to under “Plan of Distribution” and subject to approval of certain legal matters relating to the Offering on behalf of the Company by Blake, Cassels & Graydon LLP and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP. The Offered Shares are being offered to residents of each of the provinces of Canada, except Québec.

**The Underwriters propose to offer the Offered Shares initially at the Offering Price specified above. After a reasonable effort has been made to sell all of the Offered Shares at such Offering Price, the Underwriters may subsequently reduce the selling price to investors from time to time in order to sell any of the Offered Shares remaining unsold. Any such reduction will not affect the proceeds received by the Company. See “Plan of Distribution”.**

It is important for a person making an investment in the Offered Shares to consider the particular risk factors that may affect both the Company and the industry in which the Company, through its subsidiaries, operates and that may therefore affect the stability of the cash dividends on the Common Shares. See the risks described in the Company’s AIF (as defined below) and management’s discussion and analysis that are incorporated herein by reference, which describe the Company’s assessment of those risk factors, as well as the potential consequences to a holder if a risk should occur. See also “Risk Factors”.

Investors should rely only on the information contained in this Prospectus and the documents incorporated herein by reference. goeasy has not authorized anyone to provide investors with different information. goeasy is not offering the Offered Shares in any jurisdiction in which the Offering is not permitted. Investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date of this Prospectus Supplement. Subject to goeasy’s obligations under applicable Canadian securities laws, the information contained in this

Prospectus is accurate only as of the date of this Prospectus Supplement regardless of the time of delivery of this Prospectus or of any sale of Offered Shares.

Subscriptions for Offered Shares will be received subject to rejection or allotment, in whole or in part, by the Underwriters and the Underwriters reserve the right to close the subscription books at any time without notice. It is expected that closing of the Offering will occur on or about October 10, 2018, or such other date as may be agreed between the Company and the Underwriters, but in any event not later than October 24, 2018 (the “**Closing Date**”).

It is anticipated that the Offered Shares will be delivered under the book-based system through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and deposited in electronic form. A purchaser of the Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. No definitive certificates will be issued unless specifically requested or required. See “Plan of Distribution”.

Subject to applicable laws in connection with the Offering, the Underwriters may effect transactions intended to stabilize or maintain the market prices for the Common Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

The registered office, head office and executive office of goeasy is located at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5.

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## **IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING BASE SHELF PROSPECTUS**

This document is in two parts. The first part is the Prospectus Supplement, which describes certain terms of the securities the Company is offering and adds to and updates certain information contained in the Base Shelf Prospectus and the documents incorporated by reference therein. The second part, the Base Shelf Prospectus, provides more general information, some of which may not apply to the Offered Shares.

Unless otherwise indicated or the context otherwise requires, all dollar amounts in this Prospectus are in Canadian dollars.

### **CAUTION REGARDING FORWARD-LOOKING INFORMATION**

The Prospectus and the documents incorporated herein by reference contain forward-looking statements about the Company and its subsidiaries, including, but not limited to, their business operations, strategy and expected financial performance and condition. Forward-looking statements in the documents incorporated by reference herein include, but are not limited to, those with respect to the estimated number of new locations to be opened, targets for growth of the consumer loans receivable portfolio, annual revenue growth targets, strategic initiatives, new product offerings and new delivery channels, anticipated cost savings, planned capital expenditures, anticipated capital requirements and the Company's ability to secure sufficient capital, liquidity of the Company, plans and references to future operations and results, critical accounting estimates, expected future charge-off rates, targets for operating margin and return on equity, the size and characteristics of the Canadian non-prime lending market, the continued development of the type and size of competitors in the market and the anticipated impacts of implementation of accounting standards to be issued but not yet effective. In certain cases, forward-looking statements that are predictive in nature, depend upon or refer to future events or conditions, and/or can be identified by the use of words such as 'expect', 'continue', 'anticipate', 'intend', 'aim', 'plan', 'believe', 'budget', 'estimate', 'forecast', 'foresee', 'target' or negative versions thereof and similar expressions, and/or state that certain actions, events or results 'may', 'could', 'would', 'might' or 'will' be taken, occur or be achieved. Forward-looking statements in this Prospectus include, but are not limited to, statements with respect to the closing of the Offering and the use of proceeds from the Offering.

Forward-looking statements are based on certain factors and assumptions, including expected growth, results of operations and business prospects and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company's operations, economic factors and the industry generally. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those expressed or implied by forward-looking statements made by the Company. Some important factors that could cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, the Company's ability to enter into new lease and/or financing agreements, collect on existing lease and/or financing agreements, open new locations on favourable terms, secure new franchised locations, offer products which appeal to customers at a competitive rate, respond to changes in legislation, react to uncertainties related to regulatory action, raise capital under favourable terms, compete, manage the impact of litigation (including shareholder litigation), control costs at all levels of the organization and maintain and enhance the system of internal controls. The Company cautions that the foregoing list is not exhaustive.

The reader is also cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements, which may not be appropriate for other purposes. Neither the Company nor the Underwriters are under any obligation (and expressly disclaim any such obligation) to update or alter the forward-looking statements whether as a result of new information, future events or otherwise, unless required by law.

### **NON-IFRS MEASURES**

This Prospectus contains, and incorporates by reference, some financial measures that are not calculated in accordance with International Financial Reporting Standards ("IFRS"). Terms by which non-IFRS financial measures are identified include, but are not limited to, "same-store revenue growth", "adjusted operating income" or "adjusted operating earnings", "adjusted operating margin", "adjusted net income" or "adjusted earnings", "adjusted net income as a percentage of revenue", "adjusted earnings per share", "adjusted diluted earnings per share",

“operating expenses before depreciation and amortization and transaction advisory costs”, “earnings before interest, taxes, depreciation and amortization excluding depreciation of lease assets” (“**EBITDA**”), “EBITDA margin”, “adjusted EBITDA”, “adjusted EBITDA margin”, “adjusted return on equity”, “external debt to adjusted EBITDA”, “net debt”, “net leverage”, “net debt to shareholders’ equity”, “pre-tax, pre-provision income” and other similar expressions. In addition, we sometimes use the term “normalized” or similar expressions to mean “adjusted”. Non-IFRS financial measures are used to provide management and investors with additional measures of performance to help assess results where no comparable IFRS measure exists. However, non-IFRS financial measures do not have standardized meanings prescribed by IFRS and are not necessarily comparable to similarly titled measures used by other companies. Non-IFRS measures have limitations as analytical tools and should not be considered in isolation from, or as alternatives to, data prepared in accordance with IFRS. Please refer to the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS in the Company’s management’s discussion and analysis.

## DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus as of the date hereof and only for the purposes of the Offering. As of the date hereof, the following documents filed with the securities commissions or similar authorities in each of the provinces of Canada are specifically incorporated by reference into the Base Shelf Prospectus for the purposes of the Offering and form an integral part of this Prospectus:

- (a) the Annual Information Form of the Company dated February 20, 2018 (the “**AIF**”);
- (b) the amended and restated audited consolidated financial statements of the Company as at and for the years ended December 31, 2017 and 2016 (including the notes thereto and the auditors’ report thereon), together with the related revised Management’s Discussion and Analysis dated June 29, 2018;
- (c) the Management Information Circular dated March 20, 2018 with respect to the annual meeting of shareholders of the Company held on May 2, 2018;
- (d) the unaudited interim condensed consolidated statements of financial position of the Company for the three and six month periods ended June 30, 2018 and 2017, together with the related Management’s Discussion and Analysis dated August 7, 2018;
- (e) the material change report of the Company dated July 23, 2018 in respect of the announcement of the closing of its offering of US\$150 million principal amount of 7.875% senior unsecured notes due 2022;
- (f) a template version of the term sheet of the Offering dated September 27, 2018 (the “**Initial Term Sheet**”); and
- (g) a template version of the revised term sheet of the Offering dated September 28, 2018 (the “**Term Sheet**”, and together with the Initial Term Sheet, the “**Marketing Materials**”).

Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, including those types of documents referred to above and press releases issued by goeasy referencing incorporation by reference into this Prospectus, if filed by goeasy with the provincial securities commissions or similar authorities in Canada after the date of this Prospectus Supplement and prior to the completion or termination of the Offering shall be deemed to be incorporated by reference into this Prospectus for purposes of the Offering. Documents referenced in any of the documents incorporated by reference in this Prospectus but not expressly incorporated by reference therein or herein and not otherwise required to be incorporated by reference in this Prospectus are not incorporated by reference in this Prospectus. These documents are available through the internet on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) which can be accessed at [www.sedar.com](http://www.sedar.com).

**Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference into this Prospectus shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference into this Prospectus modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus.**

Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5, telephone (905) 272-2788.

## **MARKETING MATERIALS**

The Marketing Materials are not part of this Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus or any amendment. Any template version of “marketing materials” (as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed with the securities commission or similar authority in each of the provinces of Canada in connection with this Offering after the date hereof but prior to the termination of the distribution of the Offered Shares under this Prospectus (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated by reference in this Prospectus.

The Initial Term Sheet reflected an offering amount of \$30,300,000 (600,000 Common Shares). The Term Sheet reflects an increased offering amount of \$40,400,000 (800,000 Common Shares). Pursuant to subsection 9A.3(7) of National Instrument 44-102 – *Shelf Distributions*, the Company prepared the Term Sheet reflecting the modifications set out in the preceding sentence and a blacklined version of the Term Sheet identifying such modifications. A copy of the Term Sheet and blacklined version of the Term Sheet has been filed on SEDAR.

## **RECENT DEVELOPMENTS**

### **Senior Leadership Succession**

On April 2, 2018, the Company announced its senior leadership succession plan. Under this plan, Jason Mullins, then Executive Vice President and Chief Operating Officer, will succeed David Ingram as President and Chief Executive Officer effective in January 2019. At that time, David Ingram, after having served as the Company’s President and Chief Executive Officer for 18 years, will move into the role of Executive Chairman. Don Johnson, the Company’s chairman of 18 years, will also move into the role of Chairman Emeritus and will remain a Director of the Board. Effective on April 2, 2018, Mr. Mullins assumed the role of President and Chief Operating Officer for the balance of 2018. The Company also announced on April 2, 2018 that Steve Goertz, Executive Vice President and Chief Financial Officer, had elected to leave goeazy but would be providing transitional services for a limited period after the announcement date. Mr. Goertz finished this transitional role and left the Company in July 2018. The Company is actively engaged in a search for his replacement.

## **CONSOLIDATED CAPITALIZATION**

Approximately \$8.9 million of convertible debentures of the Company were converted into Common Shares since June 30, 2018. There have not been any other material changes in the share capitalization of the Company since June 30, 2018, the date of the Company’s most recently filed financial statements. Upon the completion of the Offering, approximately \$38.5 million (approximately \$44.3 million if the Over-Allotment Option is exercised in full) will be added to shareholders equity.

On July 16, 2018, the Company issued US\$150 million principal amount of 7.875% senior unsecured notes due 2022 (the “Notes”). The Notes were issued at a price of US\$1,050 per US\$1000 principal amount. Concurrent with the issuance of the Notes, the Company entered into a cross currency swap through a derivative financial instrument to fix the foreign currency exchange rate for the proceeds of the offering of the Notes. The issuance of the Notes was at a premium to par resulting in an interest rate excluding the effect of financing charges of 6.17%. The net proceeds from the offering of the Notes were used in part to repay the \$49.7 million in borrowings under the Company’s revolving credit facility. As a result, the debt of the Company increased by approximately \$157.3 million. There have not been any other material changes in the debt of the Company since June 30, 2018, the date of the Company’s most recently filed financial statements.

Upon completion of the Offering, there will be an aggregate of 14,680,893 Common Shares issued and outstanding (14,800,893 Common Shares outstanding if the Over-Allotment Option is exercised in full). See “Description of Common Shares” in the Prospectus for a summary of certain rights, privileges, restrictions and conditions attaching to the Common Shares.

### PRIOR SALES

The following table summarizes the issuances of Common Shares or securities convertible into Common Shares for the 12-month period prior to the date of this short form prospectus. The issuances were made pursuant to the exercise of options and restricted share units, and the reinvestment of dividends, in accordance with the Company’s share option plan, restricted share unit plan and dividend reinvestment plan, respectively, and the conversion of convertible debentures of the Company.

<u>Date Issued</u>	<u>Number of Common Shares Issued</u>	<u>Price Per Common Share</u>
October 13, 2017	1,353	\$28.59
November 14, 2017	23,966	\$32.71
January 12, 2018	2,189	\$38.28
February 20, 2018	10,905	\$37.88
March 1, 2018	33,992	\$38.93
March 14, 2018	1,000	\$39.05
March 15, 2018	68,780	\$38.39
April 13, 2018	3,783	\$35.08
May 15, 2018	104,000	\$41.51
May 23, 2018	1,732	\$43.00
July 13, 2018	3,593	\$40.84
August 16, 2018	681	\$44.00
August 22, 2018	22,727	\$44.00
August 29, 2018	31,818	\$44.00
August 30, 2018	26,590	\$44.00
September 4, 2018	4,545	\$44.00
September 5, 2018	15,545	\$44.00
September 6, 2018	55,204	\$44.00
September 11, 2018	15,909	\$44.00
September 21, 2018	10,795	\$44.00
September 25, 2018	8,181	\$44.00
September 27, 2018	7,068	\$44.00
September 28, 2018	4,045	\$44.00

## PRICE RANGE AND TRADING VOLUME OF SECURITIES

The outstanding Common Shares are traded on the TSX under the trading symbol “GSY”. The following table sets forth the price range and trading volume of the Common Shares as reported by the TSX for the periods indicated.

	Common Shares		
	High (\$)	Low (\$)	Volume
October 2017	\$32.35	\$27.22	535,172
November 2017	\$35.71	\$30.77	818,877
December 2017	\$37.48	\$33.84	322,268
January 2018	\$39.88	\$36.37	480,385
February 2018	\$39.15	\$33.22	632,487
March 2018	\$41.50	\$37.00	505,501
April 2018	\$38.37	\$34.00	621,998
May 2018	\$43.75	\$36.09	770,642
June 2018	\$42.30	\$39.50	443,430
July 2018	\$44.26	\$39.75	437,922
August 2018	\$53.70	\$42.86	830,450
September 2018	\$54.80	\$49.00	795,935

## RECORD OF DIVIDENDS TO SHAREHOLDERS

On each of April 13, 2017, July 14, 2017, October 13, 2017, January 12, 2018 the Company paid a dividend of \$0.18 per Common Share. On each of April 13, 2018 and July 13, 2018 the Company paid a dividend of \$0.225 per Common Share.

On August 7, 2018, the board of directors of the Company declared a quarterly dividend of \$0.225 per Common Share payable on October 12, 2018 to the holders of Common Shares of record as at the close of business on September 28, 2018. As the Closing Date will not precede the record date, purchasers of Offered Shares will not be entitled to receive such dividend.

## USE OF PROCEEDS

The estimated net proceeds from the Offering, after deducting the Underwriters’ Fee and estimated expenses of the Offering, will be approximately \$38,509,000, assuming no exercise of the Over-Allotment Option (approximately \$44,326,600 if the Over-Allotment Option is exercised in full).

The Company intends to use the net proceeds from the Offering to support the growth of the easyfinancial consumer loan portfolio. However, the Company will have discretion in the actual application of the net proceeds. See “Risk Factors”.

## PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement dated the date hereof, the Company has agreed to sell and the Underwriters have severally agreed to purchase on the Closing Date, subject to the terms and conditions contained therein, 800,000 Common Shares at a price of \$50.50 for aggregate gross proceeds of \$40,400,000. In connection with the Offering, the Company has agreed to pay the Underwriters a fee of 4.0% issued by the Company for aggregate consideration of \$1,616,000 (\$1,858,400 if the Over-Allotment Option is exercised in full).

In addition, the Company has granted to the Underwriters an option, exercisable in whole or in part, at any time until 30 days following the closing of the Offering, to purchase up to an additional 120,000 Common Shares at the Offering Price, on the same terms and conditions as the Offering, for the purposes of covering over-allotments, if any, and for market stabilization purposes. A purchaser who acquires Common Shares forming part of the

Underwriters' over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the Underwriters' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total Offering, Underwriters' Fee and net proceeds to the Company (before deducting expenses of the Offering) will be \$46,460,000, \$1,858,400 and \$44,601,600, respectively. This Prospectus Supplement also qualifies for distribution the grant of the Over-Allotment Option and the issuance of the Common Shares pursuant to the exercise of the Over-Allotment Option.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint and may be terminated at their discretion upon the occurrence of certain stated events. Such events include, but are not limited to: (i) the occurrence of any material change, new material fact or change in material fact which, in the opinion of the Underwriters, or any of them, acting reasonably, could be expected to have a material adverse effect on the market price or value of the Common Shares or any other securities of the Company, or the Underwriters shall become aware of any material information with respect to the Company which had not been publicly disclosed or disclosed in writing to the Underwriters and which in the sole opinion of the Underwriters, or any one of them, acting reasonably, would reasonably be expected to have a material adverse effect on the market price or value of the Common Shares or any other securities of the Company; and (ii) the development, occurrence or coming into effect or existence any event, action, state, condition or occurrence of national or international consequence, acts of hostilities or escalation thereof or other calamity or crisis or any change or development involving a prospective change in national or international political, financial or economic conditions or any action, law, regulation, inquiry or other occurrence of any nature which, in the opinion of any Underwriter, materially adversely affects or would reasonably be expected to materially adversely affect the Canadian financial markets generally or the business, operations or affairs of the Company and the Company's material subsidiaries, taken as a whole, or the market price or value of the Common Shares or any other securities of the Company. Subject to certain exceptions contained in the Underwriting Agreement, if an Underwriter fails to purchase the Offered Shares which it has agreed to purchase, the other Underwriters may, but are not obligated to, purchase such Offered Shares. The Underwriters are, however, obligated to take up and pay for all the Offered Shares if any are purchased under the Underwriting Agreement. The Company has agreed to indemnify the Underwriters in certain circumstances.

The Offering Price was determined by negotiation between the Company and the Lead Underwriters, on their own behalf and on behalf of the Underwriters.

Subscriptions for Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that closing will occur on or about October 10, 2018 or such other date as the Company and the Underwriters may agree, but in any event, not later than October 24, 2018.

The Underwriters propose to offer the Offered Shares initially at the Offering Price specified on the cover page of this Prospectus Supplement. After a reasonable effort has been made to sell all of the Offered Shares at such Offering Price, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than that set out on the cover page, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Offered Shares is less than the price paid by the Underwriters to the Company. Notwithstanding any reduction by the Underwriters in the Offering Price specified on the cover page, the proceeds received by the Company will not be affected.

The Company has been advised by the Underwriters that, in connection with the Offering, the Underwriters may, subject to applicable laws, effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those that might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The Company has agreed that it will not directly or indirectly issue any Common Shares or securities or other financial instruments convertible into or having the right to acquire Common Shares (other than (i) the issuance of Common Shares in connection with the exercise of any currently outstanding options of the Company, (ii) the issuance of options to acquire Common Shares pursuant to the Company's stock option plan, and the issuance of Common Shares in connection with the exercise of any such options, (iii) the issuance of awards pursuant to the Company's incentive award plan, (iv) the issuance of Common Shares pursuant to the dividend reinvestment plan of the Company, (v) to satisfy any other currently outstanding instruments or other contractual

commitments in relation to any transaction that has been disclosed publicly or to the Underwriters, and (vi) in connection with an arm's length acquisition) or enter into any agreement or arrangement under which the Company acquires or transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares, whether that agreement or arrangement may be settled by the delivery of Common Shares or other securities or cash, or agree to become bound to do so, or disclose to the public any intention to do so, for a period ending 90 days after closing of the Offering without the prior written consent of the Lead Underwriters, which consent is not to be unreasonably withheld.

The issued and outstanding Common Shares are currently listed for trading on the TSX. The TSX has conditionally approved the listing of the Offered Shares on the TSX, subject to the Company fulfilling all of the listing requirements of the TSX on or before December 28, 2018.

At the closing of this Offering, it is anticipated that the Offered Shares will be delivered under the book-based system through CDS or its nominee and deposited in electronic form. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. No definitive certificates will be issued unless specifically requested or required.

The Offered Shares have not been nor will be registered under the 1933 Act or the securities laws of any state of the United States. Accordingly, the Offered Shares may not be offered, sold or delivered, directly or indirectly, within the United States, except pursuant to Rule 144A under the 1933 Act, in transactions exempt from registration under the 1933 Act and applicable U.S. state securities laws in accordance with the Underwriting Agreement. The Underwriting Agreement permits the Underwriters to offer and sell the Offered Shares outside the United States in compliance with Regulation S under the 1933 Act. The Underwriting Agreement also permits the Underwriters to offer and re-sell the Offered Shares that they acquire under the Underwriting Agreement through their U.S. registered broker-dealer affiliates to "qualified institutional buyers" (as such term is defined in Rule 144A) in the United States in accordance with Rule 144A and similar exemptions from registration under applicable U.S. state securities laws. Offered Shares sold under Rule 144A will be "restricted securities" within the meaning of Rule 144 under the 1933 Act. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares within the United States.

In addition, until 40 days after the commencement of this Offering, any offer or sale of the Offered Shares in the United States by any dealer (whether or not participating in this Offering) may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with Rule 144A.

## **RELATIONSHIP BETWEEN THE COMPANY AND THE UNDERWRITERS**

In connection with the Offering, the Company may be considered a "connected issuer" to BMO Nesbitt Burns Inc. and CIBC World Markets Inc. under applicable securities laws. BMO Nesbitt Burns Inc. and CIBC World Markets Inc. are affiliates of Canadian chartered banks that are lenders to goeasy under the Credit Agreement, which is secured by, amongst other assets, substantially all personal property of the Company and the Company's material subsidiaries. As at September 28, 2018, nil was outstanding under the Credit Agreement. As at the date of this Prospectus Supplement, the Company is in compliance with the terms and conditions of the Credit Agreement. Neither the financial position of the Company nor the value of the security under the Credit Agreement has changed substantially since the indebtedness under the Credit Agreement was incurred.

The decision of BMO Nesbitt Burns Inc. and CIBC World Markets Inc. to participate in the Offering was made independently of their affiliates and the Offering was not required, suggested or consented to by the affiliates. The decision to undertake the Offering and the determination of the terms of the distribution were made through negotiations between the Company and the Underwriters. Other than as described above, neither BMO Nesbitt Burns Inc. or CIBC World Markets Inc., nor their affiliates, will receive any benefit from the Offering, except in respect of portions of the Underwriters' Fee payable in accordance with the Underwriting Agreement. See "Plan of Distribution".

## CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Company, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, the following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations under the Tax Act generally applicable to a holder who acquires, as beneficial owner, Offered Shares pursuant to the Offering. This summary only applies to a holder who, for the purposes of the Tax Act and at all relevant times: (i) deals at arm's length with the Company and the Underwriters and is not affiliated with the Company or the Underwriters and (ii) acquires and holds the Offered Shares as capital property (a "**Holder**"). The Offered Shares will generally be considered to be capital property to a Holder unless they are held in the course of carrying on a business or were acquired in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon: (i) the current provisions of the Tax Act in force as of the date hereof; (ii) all specific proposals (the "**Tax Proposals**") to amend the Tax Act that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof; (iii) the *Canada-United States Tax Convention* (1980), as amended (the "**Treaty**"); and (iv) counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") made publicly available prior to the date hereof. This summary assumes that all such Tax Proposals will be enacted in the form currently proposed, but no assurance can be given that they will be enacted in the form proposed or at all. This summary does not otherwise take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, regulatory, administrative, governmental or judicial interpretation, decision or action, nor does it take into account the tax laws of any province or territory of Canada or of any jurisdiction outside of Canada, which may differ from the Canadian federal income tax considerations described herein.

**This summary is not exhaustive of all possible Canadian federal income tax considerations of purchasing, holding or disposing of the Offered Shares. Moreover, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder and no representation with respect to the income tax consequences to any particular Holder is made. This summary does not address the deductibility of interest on any funds borrowed by a Holder to purchase Offered Shares. Accordingly, Holders are urged to consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Offered Shares in their particular circumstances.**

### **Holders Resident in Canada**

This portion of the summary applies to a Holder who, for purposes of the Tax Act and at all relevant times, is or is deemed to be a resident of Canada (a "**Resident Holder**"). This summary is not applicable to a Resident Holder: (i) that is a "financial institution" within the meaning of the Tax Act (including for the purposes of the mark-to-market rules in the Tax Act); (ii) that is a "specified financial institution" within the meaning of the Tax Act; (iii) that reports its "Canadian tax results" within the meaning of the Tax Act in a currency other than the Canadian dollar; (iv) an interest in which is a "tax shelter investment" within the meaning of the Tax Act; (v) that enters into or has entered into, with respect to the Offered Shares, a "derivative forward agreement" as that term is defined in the Tax Act; or (vi) that is a corporation resident in Canada and is (or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is), or becomes as part of a transaction or event or series of transactions or events that includes the acquisition of the Offered Shares, controlled by a non-resident corporation for purposes of section 212.3 of the Tax Act. Such Resident Holders should consult their own tax advisors.

A Resident Holder whose Offered Shares might not otherwise qualify as capital property may, in certain circumstances, be entitled to make the irrevocable election provided by subsection 39(4) of the Tax Act to have its Offered Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Such Resident Holders should consult their own tax advisors as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances.

### *Dividends on Offered Shares*

A Resident Holder will be required to include in computing its income for a taxation year any taxable dividend received or deemed to be received on the Offered Shares. In the case of a Resident Holder that is an individual (other than certain trusts), such dividend will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to taxable dividends received from taxable Canadian corporations. Taxable dividends that are designated by the Company as “eligible dividends” will be subject to an enhanced gross-up and tax credit regime in accordance with the rules in the Tax Act. There may be limitations on the ability of the Company to designate dividends as eligible dividends.

In the case of a Resident Holder that is a corporation, the amount of any such taxable dividend that is included in its income for a taxation year will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, a taxable dividend received by a Resident Holder that is a corporation may be treated as proceeds of disposition or a capital gain pursuant to the rules in subsection 55(2) of the Tax Act. Corporate Resident Holders should contact their own tax advisors with respect to the application of these rules in their particular circumstances.

### *Dispositions of Offered Shares*

A Resident Holder who disposes of or is deemed for the purposes of the Tax Act to have disposed of an Offered Share (other than to the Company unless purchased by the Company in the open market in the manner in which shares are normally purchased by any member of the public in the open market) will generally realize a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the proceeds of disposition are greater (or are less) than the total of: (i) the adjusted cost base as defined in the Tax Act to the Resident Holder of the Offered Share immediately before the disposition or deemed disposition, and (ii) any reasonable costs of disposition. For purposes of determining the adjusted cost base to a Resident Holder of Offered Shares acquired pursuant to this Offering, the cost of such Offered Shares will be averaged with the adjusted cost base of all other Offered Shares (if any) held by the Resident Holder as capital property immediately before that time.

A Resident Holder will generally be required to include in computing its income for the taxation year of disposition, one-half of the amount of any capital gain (a “**taxable capital gain**”) realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will generally be required to deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) realized in the taxation year of disposition against taxable capital gains realized in the same taxation year. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such taxation years, to the extent and under the circumstances specified in the Tax Act.

If a Resident Holder is a corporation, any capital loss realized on a disposition or deemed disposition of Offered Shares may, in certain circumstances prescribed by the Tax Act, be reduced by the amount of any dividends which have been received or which are deemed to have been received on such Offered Shares. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or a beneficiary of a trust that owns Offered Shares directly or indirectly through a partnership or a trust. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

### *Other Taxes*

A Resident Holder that is a “private corporation” or a “subject corporation,” each as defined in the Tax Act, will generally be liable to pay a refundable tax under Part IV of the Tax Act on dividends received on the Offered Shares to the extent such dividends are deductible in computing the Resident Holder’s taxable income for the year.

A Resident Holder that is throughout the relevant taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay an additional refundable tax on its “aggregate

investment income” (as defined in the Tax Act) for the year, including taxable capital gains realized on the disposition of Offered Shares.

Capital gains realized and taxable dividends received by a Resident Holder who is an individual (other than certain trusts) may result in such Resident Holder being liable for alternative minimum tax under the Tax Act. Such Resident Holders should consult their own tax advisors in this regard.

### **Holders Not Resident in Canada**

This portion of the summary applies to a Holder who, for purposes of the Tax Act and at all relevant times, (i) is not and is not deemed to be a resident of Canada, and (ii) does not use or hold, and is not deemed to use or hold, Offered Shares in the course of carrying on, or otherwise in connection with, a business in Canada (a “**Non-Canadian Holder**”). Special rules, which are not discussed in this summary, apply to a Non-Canadian Holder that is an insurer carrying on an insurance business in Canada and elsewhere. Such Non-Canadian Holders should consult their own tax advisors.

### *Dividends on Offered Shares*

Dividends paid or credited or deemed to be paid or credited to a Non-Canadian Holder on the Offered Shares will be subject to Canadian withholding tax. The Tax Act imposes withholding tax at a rate of 25% on the gross amount of the dividend, although such rate may be reduced by virtue of an applicable tax treaty. For example, under the Treaty, where dividends on the Offered Shares are considered to be paid to a Non-Canadian Holder that is the beneficial owner of the dividends and is a U.S. resident for the purposes of, and is entitled to all of the benefits of, the Treaty (a “**Qualifying Person**”), the applicable rate of Canadian withholding tax is generally reduced to 15%. The Company will be required to withhold the applicable withholding tax from any dividend and remit it to the Canadian government for the Non-Canadian Holder’s account.

### *Disposition of Offered Shares*

A Non-Canadian Holder will not be subject to Canadian federal income tax under the Tax Act on a capital gain realized on a disposition or deemed disposition of an Offered Share unless, at the time of disposition, such Offered Share constitutes “taxable Canadian property” to the Non-Canadian Holder for the purposes of the Tax Act and the Non-Canadian Holder is not entitled to relief under an applicable income tax convention between Canada and the country in which the Non-Canadian Holder is resident.

If an Offered Share is listed on a designated stock exchange as defined in the Tax Act (which currently includes the TSX) at the time of disposition, such Offered Share will generally not constitute “taxable Canadian property” to a Non-Canadian Holder unless, at that time or at any particular time within the preceding 60 months,

- 25% or more of the issued shares of any class or series of the Company’s shares were owned by one or any combination of (1) the Non-Canadian Holder, (2) persons with whom the Non-Canadian Holder did not deal at “arm’s length” (within the meaning of the Tax Act), and (3) partnerships in which the Non-Canadian Holder or a person described in (2) holds a membership interest directly or indirectly through one or more partnerships, and
- more than 50% of the fair market value of the Offered Share was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, “Canadian resource properties” (as defined in the Tax Act), “timber resource properties” (as defined in the Tax Act), and options in respect of, or interests in, or for civil law rights in, any such foregoing properties, whether or not such properties exist.

If an Offered Share is taxable Canadian property to a Non-Canadian Holder that is a Qualifying Person, any capital gain realized on a disposition or deemed disposition of such share will nevertheless generally not be subject to Canadian federal income tax by virtue of the Treaty if the value of the Offered Share at the time of the disposition or deemed disposition is not derived principally from “real property situated in Canada” for purposes of the Treaty.

**A Non-Canadian Holder whose shares may constitute taxable Canadian property is urged to consult with the Non-Canadian Holder's own tax advisors.**

### **ELIGIBILITY FOR INVESTMENT**

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Company, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, the Offered Shares, if issued on the date hereof, would be qualified investments under the Tax Act for a trust governed by a RRSP, RRIF, RESP, RDSP, deferred profit sharing plan or TFSA, provided the Common Shares are listed on a "designated stock exchange," as defined in the Tax Act (which currently includes the TSX).

Notwithstanding the foregoing, if the Offered Shares are a "prohibited investment" (as defined in the Tax Act) for a particular RRSP, RESP, RDSP, RRIF or TFSA, the annuitant, holder or subscriber of the particular Registered Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act. The Offered Shares will not be a "prohibited investment" for such a Registered Plan provided the annuitant of the RRSP or RRIF, or holder of the RDSP or TFSA, or the subscriber of the RESP, as the case may be, deals at arm's length with the Company for purposes of the Tax Act and does not have a "significant interest," within the meaning of subsection 207.01(4) of the Tax Act, in the Company. In addition, the Offered Shares will not be a prohibited investment if such securities are "excluded property," for purposes of the prohibited investment rules, for an RRSP, RESP, RDSP, RRIF or TFSA. Annuitants, holders and subscribers should consult their own tax advisors as to whether the Offered Shares will be a prohibited investment for such Registered Plans in their particular circumstances.

### **RISK FACTORS**

**An investment in the Offered Shares involves certain risks. In addition to the information contained in this Prospectus, and in the documents incorporated by reference herein, prospective purchasers of the Offered Shares should consider carefully the risk factors set forth below as well as the risk factors referenced under the heading "Risk Factors" in the AIF.**

#### **Use of Proceeds of the Offering**

The Company currently intends to allocate the net proceeds received from the Offering as described under "Use of Proceeds" in this Prospectus. However, management will have discretion in the actual application of the net proceeds, and may elect to allocate proceeds differently from that described in "Use of Proceeds" if it is believed it would be in the best interests of the Company to do so. The failure by management to apply these funds effectively could have a material adverse effect on the business of the Company.

#### **Possible Dilutive Effects on Holders of Common Shares**

The Company's constating documents allow the Company to issue an unlimited number of Common Shares. The issuance of additional Common Shares may have a dilutive effect on the Company's shareholders and an adverse impact on the price of the Common Shares.

#### **The Company's Dividend Payments are not Guaranteed**

The payment of dividends under the Company's expected dividend policy is not guaranteed and could fluctuate with the performance of the Company. The Company's board of directors has the discretion to determine the amount of dividends to be declared and paid to the holders of Common Shares. The Company may alter its dividend policy at any time and the payment of dividends will depend on, among other things: results of operations; financial condition; current and expected future levels of earnings; operating cash flow; liquidity requirements; market opportunities; income taxes; maintenance and growth of capital expenditures; debt repayments; legal, regulatory and contractual constraints; working capital requirements; tax laws; and other relevant factors. The Company's short and long-term borrowing may prohibit the Company from paying dividends at any time at which a default or event of default would exist under such debt, or if a default or event of default would exist as a result of paying the dividend.

## **Forward-Looking Information May Prove Inaccurate**

Investors are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. In particular, this Prospectus includes information regarding the Company's intention and ability to use the proceeds of the Offering. These statements reflect the Company's current intention and expectations. Additional information on the risks and uncertainties are found in this Prospectus Supplement and the Base Shelf Prospectus under the heading "Caution Regarding Forward-Looking Information".

## **LEGAL MATTERS**

Certain legal matters relating to the Offering and this Prospectus have been, or will be, passed upon by Blake, Cassels & Graydon LLP on behalf of goeasy and Osler, Hoskin & Harcourt LLP on behalf of the Underwriters.

## **INTERESTS OF EXPERTS**

As of the date hereof the partners and associates of each of Blake, Cassels & Graydon LLP, as a group, and the partners and associates of Osler, Hoskin & Harcourt LLP, as a group, each beneficially own, directly or indirectly less than 1% of the issued and outstanding Common Shares.

Ernst & Young LLP, the Company's external auditor, has provided an auditor's report dated June 29, 2018 on the Company's amended and restated consolidated financial statements for the years ended December 31, 2017 and 2016. Ernst & Young LLP is independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

## **TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar for the Common Shares is TSX Trust Company at its principal office in Toronto, Ontario.

## **PURCHASERS STATUTORY RIGHTS**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the province or territory in which the purchaser resides for the particulars of these rights or consult with a legal advisor.

**CERTIFICATE OF THE UNDERWRITERS**

Dated: October 1, 2018

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this prospectus supplement as required by the securities legislation of each of the provinces of Canada (except Québec).

**BMO NESBITT BURNS INC.**

By: (signed) *Timothy E. Tutsch*

**RAYMOND JAMES LTD.**

By: (signed) *Sean C. Martin*

**CORMARK SECURITIES INC.**

By: (signed) *Alfred Avanesy*

**CIBC WORLD MARKETS INC.**

By: (signed) *Richard Finkelstein*

**DESJARDINS SECURITIES INC.**

By: (signed) *William Tebbutt*

**BEACON SECURITIES LIMITED**

By: (signed) *Stephen J.A. Delaney*

## **Short Form Base Shelf Prospectus**

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*This short form prospectus has been filed under legislation in all provinces of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.*

*Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of goeasy Ltd. at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5, telephone (905) 272-2788 and are also available electronically at [www.sedar.com](http://www.sedar.com).*

### **Short Form Base Shelf Prospectus**

**New Issue**

**May 19, 2017**

**goeasy** Ltd.

**\$200,000,000**  
**Debt Securities**  
**Preference Shares**  
**Common Shares**  
**Subscription Receipts**  
**Warrants**  
**Units**

goeasy Ltd. (“goeasy” or the “Company”) may from time to time offer and issue the following securities: (i) senior or subordinated debt securities (the “**Debt Securities**”); (ii) preference shares (the “**Preference Shares**”); (iii) common shares (the “**Common Shares**”); (iv) subscription receipts (the “**Subscription Receipts**”); (v) warrants (the “**Warrants**”); and (vi) units (the “**Units**”) comprised of one or more of the other securities described in this short form base shelf prospectus (the “**Prospectus**”), or any combination thereof. The Debt Securities, Preference Shares, Common Shares, Subscription Receipts, Warrants and Units (collectively, the “**Securities**”) offered hereby may be offered separately or together, in separate series, in amounts, at prices and on terms to be set forth in an accompanying shelf prospectus supplement (a “**Prospectus Supplement**”). All shelf information not included in this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with the Prospectus. The Company may sell up to \$200,000,000 in aggregate initial offering price of Securities (or the Canadian dollar equivalent thereof at the time of issuance if any of the Securities are denominated in a foreign currency or currency unit) during the 25-month period that this Prospectus, including any amendments hereto, remains valid.

The specific terms of the Securities in respect of which this Prospectus is being delivered will be set forth in the applicable Prospectus Supplement and may include, where applicable: (i) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, maturity, interest provisions, authorized denominations, ranking, offering price, covenants, events of default, any terms for redemption at the option of the Company or the holder, any exchange or conversion terms and any other specific terms; (ii) in the case of Preference Shares, the designation of the particular class and/or series, the liquidation rights, the number of shares offered, the issue price, the dividend rate, the dividend payment dates, any terms for redemption at the option of the Company or the holder, any exchange or conversion terms and any other specific terms; (iii) in the case of Common Shares, the number of shares and the offering price; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price and the conditions and procedures for the exchange of the subscription receipts for other Securities; (v) in the case of Warrants, the designation and number Warrants being offered, the designation number and terms of the Debt Securities,

Preference Shares or Common Shares purchasable upon exercise of the Warrants, any procedures that will result in the adjustment of those numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued and any other specific terms; and (vi) in the case of Units, the designation and terms of the Units and of the securities comprising the Units and any other specific terms. A Prospectus Supplement may include specific terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

This Prospectus does not qualify for issuance Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. For greater certainty, this Prospectus may qualify for issuance Debt Securities, including Debt Securities convertible into other Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or bankers' acceptance rate, or to recognized market benchmark interest rates.

In connection with any offering of the Securities (unless otherwise specified in a Prospectus Supplement), the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a higher level than that which might exist in the open market. These transactions may be commenced, interrupted or discontinued at any time. See "Plan of Distribution".

The outstanding Common Shares of the Company are listed on the Toronto Stock Exchange (the "TSX") under the stock symbol "GSY".

The Securities may be sold through underwriters or dealers, by the Company directly pursuant to applicable statutory exemptions or through agents designated by the Company from time to time. See "Plan of Distribution". Each Prospectus Supplement will identify each underwriter, dealer or agent engaged in connection with the offering and sale of those Securities, and will also set forth the terms of the offering of such Securities including the net proceeds to the Company and, to the extent applicable, any fees payable to the underwriters, dealers or agents. The offerings are subject to approval of certain legal matters by Blake, Cassels & Graydon LLP on behalf of the Company. Unless otherwise specified in the applicable Prospectus Supplement, Debt Securities will not be listed on any stock exchange.

goeasy's registered and head office is located at 33 City Centre Drive, Suite 510, Mississauga, Ontario, L5B 2N5.

Except as otherwise indicated, all dollar amounts in this Prospectus are expressed in Canadian dollars and references to "\$" are to Canadian dollars.

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### CAUTION REGARDING FORWARD-LOOKING INFORMATION

This Prospectus and the documents incorporated by reference may contain forward-looking statements about the Company, including, but not limited to, its business operations, strategy and expected financial performance and condition. Forward-looking statements include, but are not limited to, those with respect to the estimated number of new locations to be opened, targets for growth of the consumer loans receivable portfolio, annual revenue growth targets, strategic initiatives, new product offerings and new delivery channels, anticipated cost savings, planned capital expenditures, anticipated capital requirements, liquidity of the Company, plans and references to future operations and results and critical accounting estimates. In certain cases, forward-looking statements that are predictive in nature, depend upon or refer to future events or conditions, and/or can be identified by the use of words such as 'expects', 'anticipates', 'intends', 'plans', 'believes', 'budgeted', 'estimates', 'forecasts', 'targets' or negative versions thereof and similar expressions, and/or state that certain actions, events or results 'may', 'could', 'would', 'might' or 'will' be taken, occur or be achieved.

Forward-looking statements are based on certain factors and assumptions, including expected growth, results of operations and business prospects and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company's operations, economic factors and the industry generally. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those expressed or implied by forward-looking statements made by the Company, due to, but not limited to important factors such as the Company's ability to enter into new lease and/or financing agreements, collect on existing lease and/or financing agreements, open new locations on favourable terms, secure new franchised locations, purchase products which appeal to customers at a competitive rate, respond to changes in legislation, react to uncertainties related to regulatory action, raise capital under favourable terms, manage the impact of litigation (including shareholder litigation), control costs at all levels of the organization and maintain and enhance the system of internal controls. The Company cautions that the foregoing list is not exhaustive.

The reader is also cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements, which may not be appropriate for other purposes. The Company is under no obligation (and expressly disclaims any such obligation) to update or alter the forward-looking statements whether as a result of new information, future events or otherwise, unless required by law.

Additional information is contained in the Company's filings with Canadian securities regulators, including the Company's Annual Report. These filings are available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.goeasy.com](http://www.goeasy.com).

## NON-IFRS FINANCIAL MEASURES

This Prospectus and the documents incorporated by reference contain some non-International Financial Reporting Standards ("IFRS") financial measures. Terms by which non-IFRS financial measures are identified include, but are not limited to, "same-store revenue growth", "adjusted operating income, adjusted operating margin, adjusted net income, adjusted earnings per share", "operating expenses before depreciation and amortization", "operating margin", "earnings before interest, taxes, depreciation and amortization ("EBITDA") and EBITDA margin", "return on equity", and other similar expressions. Non-IFRS financial measures are used to provide management and investors with additional measures of performance to help assess results where no comparable IFRS measure exists. However, non-IFRS financial measures do not have standardized meanings prescribed by IFRS and are not directly comparable to similar measures used by other companies. Please refer to the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS.

## DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commissions or similar authorities in each of the provinces of Canada are specifically incorporated by reference into and form an integral part of this Prospectus:

- (a) the Annual Information Form of the Company dated February 15, 2017;
- (b) the audited consolidated financial statements of the Company as at and for the years ended December 31, 2016 and 2015 and the report of the independent auditor thereon and the related Management's Discussion and Analysis dated February 15, 2017;
- (c) the Management Proxy Circular dated March 24, 2017 with respect to the annual and special meeting of shareholders of the Company held on May 3, 2017; and
- (d) the interim unaudited consolidated financial statements of the Company as at and for the three-month periods ended March 31, 2017 and 2016, together with the related Management's Discussion and Analysis dated May 2, 2017.

All documents of the Company of the type described in Section 11.1 of Form 44-101F1 — *Short Form Prospectus* to National Instrument 44-101 — *Short Form Prospectus Distributions*, if filed by the Company with the provincial securities commissions or similar authorities in Canada after the date of this Prospectus and during the term of this Prospectus shall be deemed to be incorporated by reference into this Prospectus.

Any template version of any "marketing materials" (as such term is defined in NI 44-101) filed after the date of a Prospectus Supplement and before the termination of the distribution of the Securities offered pursuant to such Prospectus Supplement (together with this Prospectus) is deemed to be incorporated by reference in such Prospectus Supplement.

A Prospectus Supplement containing the specific terms in respect of any Securities will be delivered, together with this Prospectus, to purchasers of such Securities and will be deemed to be incorporated into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement, but only for the purposes of the distribution of the Securities to which such Prospectus Supplement pertains.

**Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by**

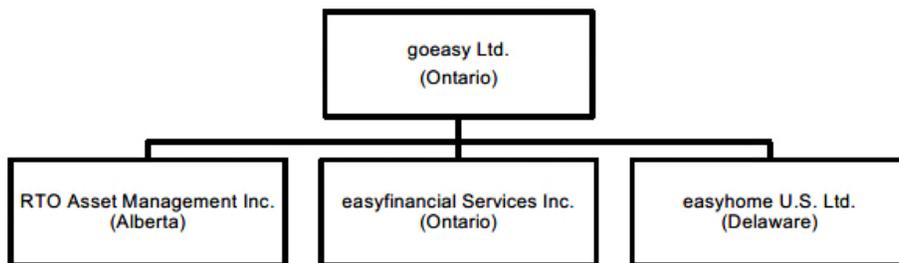
reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

When the Company files a new annual information form and audited consolidated financial statements and related management's discussion and analysis with the applicable securities regulatory authorities during the time that this Prospectus is valid, the following documents will be deemed no longer incorporated by reference in this Prospectus for purposes of future offers and sales of Securities under this Prospectus: any previous annual information form; any previous audited consolidated financial statements and related management's discussion and analysis; all previous unaudited interim consolidated financial statements and related management's discussion and analysis; all material change reports filed prior to the commencement of the Company's financial year in which the new annual information form is filed; and any information circular filed prior to the commencement of the Company's financial year in respect of which the new annual information form is filed.

## THE COMPANY

The Company was originally incorporated under the laws of Alberta on December 14, 1990, as RTO Enterprises Ltd., and was continued as an Ontario corporation on July 22, 1993. goeasy became a reporting issuer in July 2003 through an amalgamation with Aumo Explorations Inc. The Company adopted its current name on July 29, 2015.

The Company is the holder of all of the common shares in the capital of its principal subsidiaries, RTO Asset Management Inc., easyfinancial Services Inc. and easyhome U.S. Ltd. The Company holds 100% of the preferred shares of RTO Asset Management Inc. The Company's principal subsidiaries are as set forth in the following chart:



## DESCRIPTION OF THE COMPANY'S BUSINESS

The Company is a leading full-service provider of goods and alternative financial services that improve the lives of everyday Canadians. The Company serves its customers through its two key operating divisions: easyfinancial and easyhome.

The activities of both easyfinancial and easyhome are governed by federal laws which set a maximum rate of interest and by various consumer protection acts that exist in each province. The Company is not subject to payday loan legislation and is not regulated by the Office of the Superintendent of Financial Institutions.

## *Overview of easyfinancial*

easyfinancial is the Company's financial services arm, operating in the non-prime consumer lending marketplace by bridging the gap between traditional financial institutions and costly payday lenders.

Traditional financial institutions are generally unwilling to effectively offer credit solutions to consumers that are deemed to be a higher credit risk due to the consumer's financial situation or less-than-perfect credit history. Historically, approximately 60% of easyfinancial's customers have been denied credit by these same traditional financial institutions. These same consumers prefer to avoid the high fees and onerous repayment terms set by payday lenders (which could have an annualized interest rate in excess of 500% and be repayable within two weeks of borrowing). easyfinancial's products appeal to these consumers who are looking for better alternatives.

The Company believes that there is significant demand for non-prime lending in the Canadian marketplace and estimates that the size of the Canadian market for non-prime consumer lending, excluding mortgages, is in excess of \$165 billion. This demand is currently being met by a wide variety of industry participants who offer diverse products including auto lending, credit cards, installment loans, retail finance programs, small business lending and real estate secured lending. Generally, industry participants have tended to focus on a single product rather than providing consumers with a broad integrated suite of financial products and services. As a result, the suppliers to the marketplace are quite diverse.

To this point, easyfinancial has focussed on providing consumer installment loans. Historically, the consumer demand for loans such as these was satisfied by the consumer-lending arms of several large, international financial institutions. Since 2009, many of the largest branch-based participants in this market (including Wells Fargo, HSBC Finance and Fairstone Financial (formerly CitiFinancial)) have either closed their operations or dramatically reduced their size due to changes in banking regulations related to risk adjusted capital requirements, leaving easyfinancial as one of a small number of coast-to-coast non-prime lenders with stated growth aspirations.

Through its multiple delivery channels and utilizing an extensive analysis of the historic performance of its consumer lending portfolio, easyfinancial has created a business model that is somewhat unique within its industry.

- On-line advertising, coupled with the Company's mobile responsive transactional website, create a cost-effective way to attract new customers and optimize the application process.
- While digital channels are important to the growth of easyfinancial, the Company believes that originating loans and servicing its customers through a combination of on-line activities along with its coast-to-coast network of branches provides an optimal balance between growth and credit risk management. Bricks and mortar branches remain an integral part of our customer acquisition and servicing strategy.
- Indirect lending significantly expands the Company's distribution points without significant incremental costs by leveraging an industry leading, proprietary mobile solution.
- The Company's national footprint of retail branch locations further promote the Company's brand and allow customers to apply in-person if that is their preferred means of application. Recent surveys indicated that over 48% of easyfinancial customers became aware of easyfinancial through the physical retail presence.
- By analyzing all of its loan transactions originated since 2006, the Company has developed underwriting practices and credit scoring models that are able to predict the performance of its customers with a far greater degree of accuracy than the traditional generic scoring models utilized by credit rating agencies and other lenders.
- Subsequent to a successful loan application, the responsibility for loan closing and funding and ongoing customer relationship management, including early stage collections, is assigned to a retail branch that is conveniently located near the customer. In this way, the customer lifetime value is enhanced as the sale of ancillary products is improved, customer retention is extended and lower delinquency rates are experienced due to the local relationship and direct engagement with the customer.

- Since ongoing customer relationship management is performed at the local branch level, the Company is able to establish stronger relationships with its customers that enable it to effectively address and resolve various unplanned financial challenges that may occur. In this way, bad debts are able to be reduced more effectively, particularly when compared to a non-prime consumer loan originated through an on-line-only lender.

The Company recognizes that the loan products it offers to consumers carry a higher risk of default than the loan products offered by traditional banks and, as such, the Company incurs a higher level of delinquencies and charge-offs, but that is offset by the higher yield generated on its installment loans. To assist with the management of this risk, the Company has developed proprietary underwriting practices and credit scoring models using the historical performance of its consumer loan portfolio. Additionally, the Company continuously explores and incorporates, where appropriate, leading edge data sources, incorporating them in controlled tests as they become available. Taking advantage of its underwriting experience gained since 2006 and including almost \$1.4 billion in credit originations, the Company regularly optimizes these practices and scoring models to make better lending decisions, with a goal of maximizing total returns.

### ***Overview of easyhome***

easyhome is Canada's largest lease-to-own company, offering brand-name household furniture, appliances and electronics to consumers under weekly or monthly leasing agreements through both corporate and franchise stores.

easyhome's programs appeal to a wide variety of consumers who are looking for alternatives to traditional retailers and who are attracted to a leasing transaction that does not involve a credit check, does not require an initial down payment, includes delivery and set up and offers them the flexibility to terminate the lease at any time. These consumers may not be able to purchase merchandise due to a lack of credit or insufficient cash resources, may have a short-term or otherwise temporary need for the merchandise, or may simply want to use the merchandise, with no long-term obligation, before making a purchase decision.

Customers who wish to lease merchandise with an option to purchase from easyhome are required to enter into easyhome's standard form merchandise leasing agreement. This lease agreement provides that the customer will lease merchandise for a set term and make payments on a weekly or monthly basis. Generally, customers are required to make an initial up-front lease payment and thereafter the periodic payments are collected in advance for each payment period. If the customer makes all of the periodic payments throughout the lease term, he or she will obtain ownership of the merchandise at the end of the term. In addition, at specified times during the term of the lease, customers can exercise an option to purchase the leased merchandise at a predetermined price. easyhome maintains ownership of its merchandise until this purchase option is exercised. Ultimately, easyhome's customers have the flexibility to return the merchandise at any time without any further obligations.

easyhome operates through both corporately owned stores located across Canada and through a network of franchised locations. Additionally, since 2013, the Company operates an e-commerce platform that allows customers to enter into merchandise leasing transactions through on-line channels.

## **DESCRIPTION OF DEBT SECURITIES**

The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of Debt Securities offered by a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Debt Securities, will be described in such Prospectus Supplement.

The Debt Securities will be direct unsecured obligations of the Company. The Debt Securities will be senior indebtedness or subordinated indebtedness of the Company as described in the relevant Prospectus Supplement. If the Debt Securities are senior indebtedness, they will rank equally and rateably with all other unsecured and unsubordinated indebtedness of the Company from time-to-time issued and outstanding. If the Debt Securities are subordinated indebtedness, they will be subordinated in right of payment to the senior indebtedness of the Company from time-to-time issued and outstanding.

The Debt Securities will be issued under one or more indentures between the Company and a financial institution to which the *Trust and Loan Companies Act* (Canada) applies or a financial institution organized under the laws of any province of Canada and authorized to carry on business as a trustee (each, a “**Trustee**”), as supplemented and amended from time to time (each a “**Trust Indenture**” and, collectively, the “**Trust Indentures**”). The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Each Prospectus Supplement will set forth the terms and other information with respect to the Debt Securities being offered thereby, including: (i) the designation, aggregate principal amount, authorized denominations and ranking of such Debt Securities; (ii) the currency or currency units for which the Debt Securities may be purchased and the currency or currency units in which the principal and any interest is payable (in either case, if other than Canadian dollars); (iii) the percentage of the principal amount at which such Debt Securities will be issued; (iv) the date or dates on which such Debt Securities will mature; (v) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any); (vi) the dates on which such interest will be payable and the record dates for such payments; (vii) the Trustee under the Trust Indenture pursuant to which the Debt Securities are to be issued; (viii) any redemption term or terms under which such Debt Securities may be defeased; (ix) whether such Debt Securities are to be issued in registered form, “book-entry only” form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof; (x) any exchange or conversion terms; (xi) any sinking or purchase fund provisions; and (xii) any other specific terms.

Debt Securities may, at the option of the Company, be issued in fully registered form, in bearer form or in “book-entry only” form. See “Book-Entry Only Securities”.

## **DESCRIPTION OF SHARE CAPITAL**

The authorized capital of the the Company consists of an unlimited number of Preference Shares and an unlimited number of Common Shares. As of May 4, 2017, there were 13,391,858 Common Shares issued and outstanding.

The Preference Shares of the Company may be issued in one or more series with such rights, privileges, restrictions and conditions as the Board of Directors of the Company designates. As of the date of this Prospectus, no Preference Shares are outstanding.

## **DESCRIPTION OF PREFERENCE SHARES**

The following sets forth certain general terms and provisions of the Preference Shares. The particular terms and provisions of a series of Preference Shares offered by a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in such Prospectus Supplement. Preference Shares may be issued in fully registered form or in “book-entry only” form. See “Book-Entry Only Securities”.

### ***Ranking***

No rights, privileges, restrictions or conditions attaching to a series of Preference Shares shall confer upon the shares of the series a priority in respect of dividends or in respect of return of capital in the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, over the shares of any other series of Preference Shares.

The Preference Shares rank in priority to the Common Shares and any other shares of any other class of the Company ranking junior to the Preference Shares with respect to the payment of dividends and/or the return of capital in the distribution of assets in the event of liquidation or dissolution or winding-up of the Company, whether

voluntary or involuntary, or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs as the Board of Directors of the Company shall determine at the time of determining the number and designation of, and the rights, privileges, restrictions and conditions attaching to, the series of Preference Shares.

If any amount of cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Company in respect of a series of Preference Shares is not paid in full, the Preference Shares of all series shall participate rateably in respect of all accumulated cumulative dividends, whether or not declared, and all declared non-cumulative dividends, and in respect of amounts payable on return of capital in the event of liquidation, dissolution or winding-up of the Company; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Preference Shares with respect to amounts payable on return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

### ***Voting Rights***

The holders of Preference Shares are not entitled as such to receive notice of, to attend or to vote at any meetings of the shareholders of the Company. The holders of Preference Shares are entitled to receive notice of meetings of shareholders of the Company called for the purpose of authorizing the dissolution of the Company or the sale, lease or exchange of all or substantially all the property of the Company other than in the ordinary course of business.

### ***Modifications***

The rights, privileges, restrictions and conditions attaching to Preference Shares, as a class, may not be amended, modified or varied in whole or in part except with prior approval of not less than two-thirds of the holders of Preference Shares present (in person or by proxy) at a meeting of the holders of Preference Shares duly called for such purposes in addition to any other approval required by law.

## **DESCRIPTION OF COMMON SHARES**

The following sets forth certain general terms and provisions of the Common Shares.

### ***Voting Rights***

Holders of Common Shares are entitled to receive notice of, and to attend all meeting of the shareholders of the Company. At any such meeting, other than a meeting at which only the holders of another specified class or series of shares of the Company are entitled to vote separately as a class or series, each Common Share confers one vote.

### ***Dividends***

The holders of Common Shares are entitled to receive on a pro-rata basis such dividends as may be declared by the Board of Directors of the Company, out of funds legally available therefore, subject to the preferential rights of any shares ranking prior to the Common Shares with respect to the payment of dividends.

### ***Rights on Dissolution***

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares will be entitled to receive on a *pro-rata* basis all the assets of the Company remaining after payment of all the Company's liabilities, subject to the preferential rights of any shares ranking prior to the Common Shares with respect to the distribution of assets upon liquidation, dissolution or winding-up of the Company.

### ***Pre-emptive and Conversion Rights***

No pre-emptive or conversion rights attach to the Common Shares and the Common Shares, when fully paid, are not liable to further call or assessment. No other class of voting shares may be created without the approval of the holders of the Common Shares voting separately as a class.

### **DESCRIPTION OF SUBSCRIPTION RECEIPTS**

The following sets forth certain general terms and provisions of the Subscription Receipts. The particular terms and provisions of Subscription Receipts offered by a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Subscription Receipts, will be described in such Prospectus Supplement.

Subscription Receipts may be offered separately or together with other Securities, as the case may be, and may be exchanged by the holders thereof for other Securities upon the satisfaction of certain conditions. Subscription Receipts will be issued under a subscription receipt agreement between the Company and an escrow agent. The statements below relating to any subscription receipt agreement and the Subscription Receipts to be issued thereunder are summaries of certain anticipated provisions thereof, are not complete and are subject to, and qualified by reference to all provisions of the applicable Subscription Receipts. The applicable Prospectus Supplement will include details of the subscription receipt agreement with respect to the Subscription Receipts being offered. Reference is made to the applicable Prospectus Supplement which will accompany this Prospectus for the terms and other information with respect to the offering of Subscription Receipts being offered thereby.

The particular terms and provisions of each issue of Subscription Receipts providing for the issuance of other Securities on the exchange of Subscription Receipts will be described in the related Prospectus Supplement and may include: (i) the number of Subscription Receipts; (ii) the price at which the Subscription Receipts will be issued and whether the price is payable in instalments; (iii) any conditions to the exchange of Subscription Receipts for other Securities, and the consequences of such conditions not being satisfied; (iv) the procedures for the exchange of the Subscription Receipts for other Securities; (v) the number of Securities that may be exchanged upon exercise of each Subscription Receipt; (vi) the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security; (vii) the dates or periods during which the Subscription Receipts may be exchanged for other Securities of the Company; (viii) whether the Subscription Receipts will be listed on any securities exchange; and (ix) any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts.

### **DESCRIPTION OF WARRANTS**

The following sets forth certain general terms and provisions of the Warrants. The particular terms and provisions of the Warrants offered pursuant to a Prospectus Supplement, and the extent to which the general terms described below apply to those Warrants, will be described in such Prospectus Supplement. The following description and any description of Warrants in the applicable Prospectus Supplement does not purport to be complete and is subject to and qualified in its entirety by reference to the applicable warrant agreement and, if applicable, collateral arrangements and depository arrangements relating to such Warrants.

The Company may issue Warrants for the purchase of Debt Securities, Preference Shares or Common Shares. Warrants may be issued independently or together with Debt Securities, Preference Shares or Common Shares offered by any Prospectus Supplement and may be attached to, or separate from, any such offered Securities. Warrants will be issued under one or more warrant agreements between the Company and a warrant agent that the Company will name in the Prospectus Supplement.

Any Prospectus Supplement for Warrants will contain the terms and other information with respect to the Warrants being offered thereby, including: (i) the designation of the Warrants; (ii) the aggregate number of Warrants offered and the offering price; (iii) the designation, number and terms of the Debt Securities, Preference Shares or

Common Shares or other securities purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers; (iv) the exercise price of the Warrants; (v) the dates or periods during which the Warrants are exercisable; (vi) the designation and terms of any Securities with which the Warrants are issued; (vii) if the Warrants are issued as a unit with another security, the date on and after which the Warrants and the other security will be separately transferable; (viii) the currency or currency unit in which the exercise price is denominated; (ix) any minimum or maximum amount of Warrants that may be exercised at any one time; (x) whether such Warrants will be listed on any securities exchange; (xi) any terms, procedures and limitations relating to the transferability or exercise of the Warrants; (xii) any other rights, privileges, restrictions and conditions attaching to the Warrants; (xiii) any risk factors associated with the Warrants; and (xiv) any other specific terms.

## **DESCRIPTION OF UNITS**

The following sets forth certain general terms and provisions of the Units. The particular terms and provisions of the Units offered pursuant to a Prospectus Supplement, and the extent to which the general terms described below apply to those Units, will be described in such Prospectus Supplement. The following description and any description of Units in the applicable Prospectus Supplement does not purport to be complete and is subject to and qualified in its entirety by reference to any agreement and collateral arrangements relating to such Units.

The Company may issue Units comprised of more than one of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The unit agreement under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

Any Prospectus Supplement for Units will contain the terms and other information with respect to the Units being offered thereby, and may include, where applicable: (i) the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately; (ii) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of any Securities comprising the Units; (iii) any risk factors associated with the Units; (iv) whether the units and the Securities comprising the Units will be listed on any securities exchange; and (v) any other specific terms.

## **BOOK-ENTRY ONLY SECURITIES**

Securities issued in “book-entry only” form must be purchased, transferred or redeemed through participants (“**CDS Participants**”) in the depository service of CDS Clearing and Depository Services Inc. or a successor (collectively, “**CDS**”). Each of the underwriters, dealers or agents, as the case may be, named in a Prospectus Supplement will be a CDS Participant or will have arrangements with a CDS Participant. On the closing of a book-entry only offering, the Company may cause a global certificate or certificates representing the aggregate number of Securities subscribed for under such offering to be delivered to, and registered in the name of, CDS or its nominee. Except as described below, no purchaser of Securities will be entitled to a certificate or other instrument from the Company or CDS evidencing that purchaser’s ownership thereof, and no purchaser will be shown on the records maintained by CDS except through a book-entry account of a CDS Participant acting on behalf of such purchaser. Each purchaser of Securities will receive a customer confirmation of purchase from the registered dealer from which the Securities are purchased in accordance with the practices and procedures of that registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. CDS will be responsible for establishing and maintaining book-entry accounts for its CDS Participants having interests in the Securities. Reference in this Prospectus to a holder of Securities means, unless the context otherwise requires, the owner of the beneficial interest in the Securities.

If the Company determines, or CDS notifies the Company in writing, that CDS is no longer willing or able to discharge properly its responsibilities as depository with respect to the Securities and the Company is unable to locate a qualified successor, or if the Company at its option elects, or is required by law, to terminate the book-entry system, then the Securities will be issued in fully registered form to holders or their nominees.

### ***Transfer, Conversion or Redemption of Securities***

Transfer of ownership, conversion or redemption of Securities will be effected through records maintained by CDS or its nominee for such Securities with respect to interests of CDS Participants, and on the records of CDS Participants with respect to interests of persons other than CDS Participants. Holders who desire to purchase, sell or otherwise transfer ownership of or other interests in the Securities may do so only through CDS Participants.

The ability of a holder to pledge a Security or to otherwise take action with respect to such holder's interest in a Security (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

### ***Payments and Notices***

Payments of principal, redemption price, if any, dividends and interest, as applicable, on each Security will be made by the Company to CDS or its nominee, as the case may be, as the registered holder of the Security and the Company understands that such payments will be credited by CDS or its nominee in the appropriate amounts to the relevant CDS Participants. Payments to holders of Securities of amounts so credited will be the responsibility of the CDS Participants.

As long as CDS or its nominee is the registered holder of the Securities, CDS or its nominee, as the case may be, will be considered the sole owner of the Securities for the purposes of receiving notices or payments on the Securities. In such circumstances, the responsibility and liability of the Company in respect of notices or payments on the Securities is limited to giving notice or making payment of any principal, redemption price, if any, dividends and interest due on the Securities to CDS or its nominee.

Each holder must rely on the procedures of CDS and, if such holder is not a CDS Participant, on the procedures of the CDS Participant through which such holder owns its interest, to exercise any rights with respect to the Securities. The Company understands that under existing policies of CDS and industry practices, if the Company requests any action of holders or if a holder desires to give any notice or take any action which a registered holder is entitled to give or take with respect to the Securities, CDS would authorize the CDS Participant acting on behalf of the holder to give such notice or to take such action, in accordance with the procedures established by CDS or agreed to from time to time by the Company, any Trustee and CDS. Any holder that is not a CDS Participant must rely on the contractual arrangement it has directly, or indirectly through its financial intermediary, with its CDS Participant to give such notice or take such action.

The Company, the underwriters, dealers or agents and any Trustee identified in an accompanying Prospectus Supplement, as applicable, will not have any liability or responsibility for (i) records maintained by CDS relating to beneficial ownership interest in the Securities held by CDS or the book-entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to any such beneficial ownership interest; or (iii) any advice or representation made by or with respect to CDS and contained herein or in any Trust Indenture with respect to the rules and regulations of CDS or at the directions of the CDS Participants.

## **EARNINGS COVERAGE RATIOS**

Earnings coverage ratios will be provided as required in the Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

## **PLAN OF DISTRIBUTION**

The Company may sell the Securities (i) through underwriters or dealers, (ii) directly to one or more purchasers pursuant to applicable statutory exemptions or (iii) through agents. The Securities may be sold at fixed prices or non-fixed prices, such as prices determined by reference to the prevailing price of the Securities in a specified market, at market prices prevailing at the time of sale or at prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution of the Securities. The Prospectus Supplement for

any of the Securities being offered thereby will set forth the terms of the offering of such Securities, including the type of security being offered, the name or names of any underwriters, dealers or agents, the purchase price of such Securities, the proceeds to the Company from such sale, any underwriting discounts and other items constituting underwriters' compensation, any public offering price and any discounts or concessions allowed or re-allowed or paid to dealers. Only underwriters so named in the Prospectus Supplement are deemed to be underwriters in connection with the Securities offered thereby.

If underwriters are used in the sale, the Securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale, at market prices prevailing at the time of sale or at prices related to such prevailing market prices. The obligations of the underwriters to purchase such Securities will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all the Securities offered by the Prospectus Supplement if any of such Securities are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid to underwriters, dealers or agents may be changed from time to time.

The Securities may also be sold directly by the Company at such prices and upon such terms as agreed to by the Company and the purchaser or through agents designated by the Company from time to time. Any agent involved in the offering and sale of the Securities in respect of which this Prospectus is delivered will be named, and any commissions payable by the Company to such agent will be set forth, in the Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any agent is acting on a best efforts basis for the period of its appointment.

The Company may agree to pay the underwriters a commission for various services relating to the issue and sale of any Securities offered hereby. Any such commission will be paid out of the general corporate funds of the Company. Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Company to indemnification by the Company against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof.

In connection with any offering of the Securities (unless otherwise specified in a Prospectus Supplement), the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a higher level than that which might exist in the open market. These transactions may be commenced, interrupted or discontinued at any time.

Unless otherwise specified in a Prospectus Supplement, the Securities will not be registered under the United States Securities Act of 1933, as amended.

## **RISK FACTORS**

Before deciding whether to invest in any Securities, investors should consider carefully the risks set out in the documents incorporated by reference in this Prospectus including the disclosure under the heading "Risk Factors" of the Company's Annual Information Form dated February 15, 2017, the disclosure in the Company's Management's Discussion and Analysis dated February 15, 2017 (specifically the "Risk Factors" and "Critical Accounting Estimates"), which disclosure includes discussions concerning four broad categories of risks: commercial risks, operational risks, financial risks and regulatory risks, and all subsequently filed documents incorporated by reference. Additional risk factors relating to a specific offering of Securities will be described in the applicable Prospectus Supplement.

## **EXEMPTION FROM NATIONAL INSTRUMENT 44-101**

Pursuant to a decision of the Autorité des marchés financiers dated May 11, 2017, the Company was granted exemptive relief from the requirement that all documents incorporated by reference into this Prospectus must be in

both the English and French languages. For the purposes of the preliminary Prospectus only, the Company was not required to file French versions of the documents incorporated by reference herein.

French versions of the documents incorporated by reference herein have been filed at the time of filing this final Prospectus.

## **USE OF PROCEEDS**

The use of proceeds of the sale of each series of Securities will be described in the Prospectus Supplement relating to the specific issuance of Securities.

## **LEGAL MATTERS**

Certain legal matters in connection with the Securities offered hereby will be passed upon by Blake, Cassels & Graydon LLP on behalf of the Company. As of the date hereof, the partners and associates of Blake, Cassels & Graydon LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Company or any associated party or affiliate of the Company.

## **AUDITORS**

Ernst & Young LLP is the external auditor of the Company who prepared the Independent Auditor's Report to Shareholders on the consolidated statements of financial position of the Company as at December 31, 2016 and 2015 and the consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows of the Company for the years then ended, and the notes to the consolidated financial statements. To the knowledge of the Company, Ernst & Young LLP is independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

## **PURCHASERS' STATUTORY RIGHTS**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

## **PURCHASERS' CONTRACTUAL RIGHTS**

Original purchasers of Debt Securities, Preferred Shares, Subscription Receipts or Warrants that are convertible or exchangeable into other securities of the Company, or Units comprised of such Securities, will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such convertible, exchangeable or exercisable Securities. The contractual right of rescission will entitle such original purchasers to receive from the Company, upon surrender of the underlying securities acquired upon the conversion, exchange or exercise of such Securities, the amount paid for the original Security (and any additional amount paid upon conversion, exchange or exercise), in the event that this Prospectus, the applicable Prospectus Supplement or any amendment contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the Debt Securities, Preferred Shares, Subscription Receipts or Warrants that are convertible, exercisable or exchangeable into other securities of the Company, or Units comprised

of any such Securities, under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the Debt Securities, Preferred Shares, Subscription Receipts or Warrants that are convertible, exercisable or exchangeable into other securities of the Company, or Units comprised of any such Securities, under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 130 of the *Securities Act* (Ontario), and is in addition to any other right or remedy available to original purchasers under section 130 of the *Securities Act* (Ontario) or otherwise at law.

Original purchasers of Debt Securities, Preferred Shares, Subscription Receipts or Warrants that are convertible or exchangeable into other securities of the Company, or Units comprised of any such Securities, are further advised that in certain provinces the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible or exchangeable security that was purchased under a prospectus and, therefore, a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

**CERTIFICATE OF THE COMPANY**

Dated: May 19, 2017

This short form prospectus, together with the documents incorporated by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada.

By: (signed)    DAVID INGRAM  
President and Chief Executive Officer

By: (signed)    STEVE GOERTZ  
Executive Vice President and  
Chief Financial Officer

On behalf of the Board of Directors

By: (signed)    DONALD JOHNSON  
Director

By: (signed)    DAVID THOMSON  
Director