

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 for Québec and amended and restated short form base shelf prospectus for all other provinces dated January 7, 2022 (amending and restating the short form base shelf prospectus dated November 23, 2020) 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 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.

New Issue

November 16, 2022

**PROSPECTUS SUPPLEMENT
TO THE SHORT FORM BASE SHELF PROSPECTUS FOR QUÉBEC AND AMENDED AND
RESTATED SHORT FORM BASE SHELF PROSPECTUS FOR ALL OTHER PROVINCES
DATED JANUARY 7, 2022 (AMENDING AND RESTATING THE SHORT FORM BASE SHELF
PROSPECTUS DATED NOVEMBER 23, 2020)**



\$50,362,500

425,000 Common Shares

This Prospectus qualifies the distribution (the “**Offering**”) of 425,000 common shares (the “**Offered Shares**”) of goeasy Ltd. (“**goeasy**” or the “**Company**”) at a price of \$118.50 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 November 15, 2022, the last trading day prior to the announcement of the Offering, the closing price of the Common Shares was \$123.76. 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 February 14, 2023.

	<u>Price to the Public⁽¹⁾</u>	<u>Underwriters’ Fee⁽²⁾</u>	<u>Net Proceeds to the Company⁽³⁾</u>
Per Offered Share	\$118.50	\$4.74	\$113.76
Total ⁽¹⁾	\$50,362,500	\$2,014,500	\$48,348,000

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 63,750 Common Shares (the “**Additional 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. 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 \$57,916,875, \$2,316,675 and \$55,600,200, respectively. This Prospectus also qualifies for distribution the grant of the Over-Allotment Option and the issuance of the Additional Shares. 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. 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 Additional Shares issuable upon exercise thereof.

- (2) The Company will pay the Underwriters a cash commission equal to 4% of the gross proceeds of the Offering (the “**Underwriters’ Fee**”). See “Plan of Distribution”.
- (3) Before deducting expenses of the Offering payable by the Company, estimated at \$300,000, which will be paid from the net proceeds of the Offering.

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

Underwriters’ Position	Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	63,750 Additional Shares	At any time until 30 days following closing of the Offering	\$118.50 per Additional Share

BMO Nesbitt Burns Inc., National Bank Financial Inc., RBC Dominion Securities Inc., CIBC World Markets Inc. and TD Securities Inc. are affiliates of 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”), BMO Nesbitt Burns Inc. is an affiliate of a Canadian financial institution that is a lender to the Company and its subsidiaries under its \$200 million revolving securitization warehouse facility (the “Asset Securitization Facility”) and BMO Nesbitt Burns Inc., National Bank Financial Inc. and RBC Dominion Securities Inc. are affiliates of Canadian financial institutions that are lenders to the Company and its subsidiaries under its \$1.4 billion revolving securitization warehouse facility (the “Securitization Facility”). Consequently, the Company may be considered a “connected issuer” of BMO Nesbitt Burns Inc., National Bank Financial Inc., RBC Dominion Securities Inc., CIBC World Markets Inc. and TD Securities Inc. within the meaning of applicable Canadian securities legislation. See “Relationship Between the Company and the Underwriters”.

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.

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”.

There are certain risks inherent in an investment in the Common Shares. Prospective investors should carefully consider these risk factors before purchasing Common Shares. See “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 information different from that contained or incorporated by reference in this Prospectus. 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 November 21, 2022, or such other date as may be agreed between the Company and the Underwriters, but in any event not later than November 28, 2022 (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 over allot or effect transactions which stabilize or maintain the market price of the Common Shares 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".

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

TABLE OF CONTENTS

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING BASE SHELF PROSPECTUS	S-1	USE OF PROCEEDS	S-5
CAUTION REGARDING FORWARD- LOOKING INFORMATION	S-1	PLAN OF DISTRIBUTION	S-5
NON-IFRS MEASURES	S-1	DESCRIPTION OF COMMON SHARES.....	S-7
DOCUMENTS INCORPORATED BY REFERENCE	S-2	RELATIONSHIP BETWEEN THE COMPANY AND CERTAIN UNDERWRITERS	S-7
MARKETING MATERIALS	S-3	CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS	S-7
CONSOLIDATED CAPITALIZATION	S-3	ELIGIBILITY FOR INVESTMENT.....	S-10
PRIOR SALES	S-3	RISK FACTORS	S-11
PRICE RANGE AND TRADING VOLUME OF SECURITIES	S-4	LEGAL MATTERS	S-11
RECORD OF DIVIDENDS TO SHAREHOLDERS.....	S-5	INTERESTS OF EXPERTS.....	S-12
		TRANSFER AGENT AND REGISTRAR.....	S-12
		PURCHASERS' STATUTORY RIGHTS	S-12
		CERTIFICATE OF THE UNDERWRITERS.....	C-1

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

This document is in two parts. The first part is this 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

This Prospectus and the documents incorporated by reference herein may 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 this Prospectus include, but are not limited to, statements with respect to the estimated number of new locations to be opened; dealer relationships; forecasts for growth of the consumer loans receivable portfolio and annual revenue growth forecasts; 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 yields and charge off rates; the objectives, vision and strategies of the Company; the need for and cost of additional financing; future assets; demand for services; the Company's competitive position; the size and characteristics of the Canadian nonprime lending market; the continued development of the type and size of competitors in the market; the expected timing for the closing date of the Offering; and the use of proceeds of the Offering. 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 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. These and other factors could cause actual results to differ materially from our expectations expressed in the forward-looking statements included in this Prospectus and the documents incorporated by reference.

The reader is cautioned to consider these and other factors carefully and not to place undue reliance on forward-looking statements, which may not be appropriate for other purposes. The forward-looking statements included in this Prospectus are expressly qualified by this cautionary statement and are made as of the date of this Prospectus Supplement. 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, and the documents incorporated by reference herein contain non-IFRS financial measures. Terms by which non-IFRS financial measures are identified include, but are not limited to, "same-store revenue

growth (overall)", "same-store revenue growth (easyhome)", "adjusted operating margin", "adjusted operating income", "adjusted net income", "adjusted net income as a percentage of revenue", "adjusted diluted earnings per share", "earnings before interest, taxes, depreciation and amortization" ("EBITDA"), "EBITDA margin", "free cash flows from operations before net growth in gross consumer loans receivable", "adjusted return on equity", "adjusted return on assets", "reported and adjusted return on tangible common equity", "total yield on consumer loans (including ancillary products)", "potential monthly leasing revenue", "net principal written", "financial revenue", "leasing charge offs as a percentage of leasing revenue", "leasing revenue", "external debt to shareholders' equity", "net debt to net capitalization" and other similar expressions. Non-IFRS financial measures are used to provide management and investors with additional measures of performance to facilitate the understanding of the results of its operations and financial position. However, non-IFRS financial measures do not have standardized meanings prescribed by IFRS and may not be comparable to similar measures presented by other companies. Please refer to the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS in the Annual MD&A and Interim MD&A (as defined herein).

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 purpose 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 16, 2022 (the "AIF");
- (b) the audited consolidated financial statements of the Company as at and for the years ended December 31, 2021 and 2020 and the notes thereto, the report of the independent auditor thereon and the related Management's Discussion and Analysis (the "Annual MD&A");
- (c) the Management Information Circular dated March 23, 2022 with respect to the annual general and special meeting of shareholders of the Company held on May 12, 2022;
- (d) the unaudited interim condensed consolidated financial statements of the Company for the three and nine month periods ended September 30, 2022 and 2021, together with the related Management's Discussion and Analysis (the "Interim MD&A"); and
- (g) the term sheet for the Offering dated November 15, 2022 (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 in 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.

Any statement contained in this Prospectus or 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 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 the 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.

CONSOLIDATED CAPITALIZATION

On October 14, 2022, the Company issued 2,078 Common Shares to shareholders in accordance with the Company’s dividend reinvestment plan. On November 4, 2022, the Company issued 327 Common Shares upon exercise of restricted share units in accordance with the Company’s executive share unit plan. There have not been any other material changes in the share capitalization of the Company since September 30, 2022, the date of the Company’s most recently filed financial statements. Upon the completion of the Offering, approximately \$48,048,000 (approximately \$55,300,200 if the Over-Allotment Option is exercised in full) will be added to shareholders equity.

On October 24, 2022, the Company established the goeasy Asset Securitization Trust, a securitization vehicle. Upon its creation, the Company’s activities will include transactions with goeasy Asset Securitization Trust, a structured entity, which has been designed to achieve a specific business objective. The Company controls the goeasy Asset Securitization Trust. As such, it will be consolidated for financial reporting purposes.

The primary purpose of goeasy Asset Securitization Trust is to provide the Company with funding for automotive consumer loans. On November 10, 2022, the Company entered into the Asset Securitization Facility. The Asset Securitization Facility will be collateralized by automotive consumer loans originated by goeasy’s wholly owned subsidiaries, easyfinancial Services Inc. and LendCare Capital Inc. As the economic exposure associated with the rights related to these automotive consumer loans are controlled by easyfinancial Services Inc. and LendCare Capital Inc., these consumer loans do not qualify for derecognition in the Company’s consolidated statements of financial position. The Asset Securitization Facility will have an initial term of two years and interest on advances payable at the rate of 1-month CDOR plus 185 bps. The Company intends to establish an interest rate swap agreement to generate fixed rate payments on the amounts drawn to assist in mitigating the risk of increases in interest rates.

Upon completion of the Offering, there will be an aggregate of 16,309,576 Common Shares issued and outstanding (16,373,326 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 Prospectus Supplement. 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, executive share unit plan and dividend reinvestment plan, respectively.

<u>Date Issued</u>	<u>Number of Common Shares Issued</u>	<u>Price Per Common Share</u>
2021/11/29	625	\$38.24
2021/12/16	15,000	\$41.04
2022/01/05	3,768	\$32.99
2022/01/14	3,132	\$163.41
2022/02/16	13,657	\$40.80
2022/03/10	10,000	\$41.04
2022/04/08	6,563	\$129.96
2022/05/26	2,500	\$41.04
2022/05/27	2,000	\$41.04
2022/06/02	2,156	\$51.31
2022/06/03	16,550	\$41.04
2022/06/06	12,067	\$41.04
2022/06/07	1,800	\$51.31
2022/06/08	3,200	\$41.04
2022/06/10	5,000	\$41.04
2022/07/08	8,822	\$98.90
2022/08/15	7,014	\$56.30
2022/08/15	2,500	\$41.04
2022/08/16	2,500	\$41.04
2022/08/17	3,170	\$51.31
2022/08/18	3,000	\$41.04
2022/08/30	4,200	\$51.31
2022/09/09	5,000	\$41.04
2022/09/12	2,767	\$41.04
2022/09/23	11,479	\$41.04
2022/10/14	2,078	\$105.77
2022/11/04	327	\$60.00

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.

	<u>Common Shares</u>		
	<u>High (\$)</u>	<u>Low (\$)</u>	<u>Volume</u>
November 2021	\$202.52	\$172.09	1,348,869
December 2021	\$183.18	\$169.00	1,095,342
January 2022	\$179.69	\$135.81	1,727,833
February 2022	\$170.60	\$136.60	1,279,399
March 2022	\$151.98	\$121.25	2,168,634
April 2022	\$141.85	\$112.34	1,717,184
May 2022	\$119.01	\$97.63	1,445,840
June 2022	\$121.60	\$95.00	1,126,064
July 2022	\$112.39	\$95.43	841,989
August 2022	\$144.19	\$110.60	1,372,084
September 2022	\$128.92	\$103.26	875,273
October 2022	\$117.04	\$101.02	815,409
November 2022 ⁽¹⁾	\$133.60	\$108.31	667,070

Note:

(1) Includes trading prices and volume up to and including November 15, 2022.

RECORD OF DIVIDENDS TO SHAREHOLDERS

On January 14, 2022, the Company paid a dividend of \$0.66 per Common Share. On each of April 8, 2022, July 8, 2022, and October 14, 2022, the Company paid a dividend of \$0.91 per Common Share.

On November 10, 2022, the Board declared a quarterly dividend of \$0.91 per Common Share payable on January 13, 2023 to shareholders of record on December 30, 2022. As the Closing Date will precede the record date, purchasers of Offered Shares will 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 \$48,048,000 (approximately \$55,300,200 if the Over-Allotment Option is exercised in full).

The Company intends to use the net proceeds of the Offering to support the growth of the Company's consumer loan portfolio and for general corporate purposes. 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 issue and sell, and the Underwriters have severally agreed to purchase, on the Closing Date, subject to the terms and conditions contained therein, 425,000 Offered Shares at a price of \$118.50 per Offered Share, for aggregate gross proceeds of \$50,362,500.

In connection with the Offering, the Company has agreed to pay the Underwriters a fee equal to 4.0% of the gross proceeds of the Offered Shares issued by the Company, for aggregate consideration of \$2,014,500 (\$2,316,675 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 Date to purchase up to 63,750 Additional 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 price to the public, Underwriters' Fee and net proceeds to the Company (before deducting the expenses of the Offering) will be \$57,916,875, \$2,316,675 and \$55,600,200, respectively. This Prospectus also qualifies for distribution the grant of the Over-Allotment Option and the issuance of the Additional 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 of any event, action, state, condition or occurrence of national or international consequence, acts of hostilities or escalation thereof or other calamity or crisis (including as a result of the COVID-19 pandemic, but only to the extent that there is a material adverse development related thereto after November 15, 2022) 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 other 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 November 21, 2022 or such other date as the Company and the Underwriters may agree, but in any event, not later than November 28, 2022.

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) pursuant to the Offering (including the exercise of the Over-Allotment Option); (ii) the issuance of Common Shares in connection with the exercise of any currently outstanding options of the Company; and (iii) pursuant to rights or obligations under securities/instruments or plans/programs in place on the date hereof, including the Company's incentive award plan, restricted share unit plan, dividend reinvestment plan and deferred share unit plan, and any convertible, redeemable or exchangeable securities issued by an affiliate of the Company) 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 of the Company 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 or delayed. In addition, certain officers and directors of the Company will be required to agree, prior to closing of the Offering, not to sell, or agree to sell (or announce any intention to do so), any Common Shares or securities exchangeable or convertible into Common Shares for a period ending 90 days after closing of the Offering without the prior written consent of the Lead Underwriters, which consent will not be unreasonably withheld or delayed.

The TSX has conditionally approved the listing of the Offered Shares on the TSX. Listing will be subject to the Company fulfilling all of the listing requirements of the TSX on or before February 14, 2023.

At closing of the 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 the Offering, any offer or sale of the Offered Shares in the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with Rule 144A.

DESCRIPTION OF COMMON SHARES

See “Description of Common Shares” in the Base Shelf Prospectus for a summary of certain rights, privileges, restrictions and conditions attaching to the Common Shares. See also “Book-Entry Only Securities” in the Base Shelf Prospectus. As of November 15, 2022, there were 15,884,576 Common Shares issued and outstanding.

RELATIONSHIP BETWEEN THE COMPANY AND CERTAIN UNDERWRITERS

In connection with the Offering, the Company may be considered a “connected issuer” to BMO Nesbitt Burns Inc., National Bank Financial Inc., RBC Dominion Securities Inc., CIBC World Markets Inc. and TD Securities Inc. under applicable securities laws. BMO Nesbitt Burns Inc., National Bank Financial Inc., RBC Dominion Securities Inc., CIBC World Markets Inc. and TD Securities Inc. are affiliates of banks that are lenders to goeasy and its subsidiaries under the Credit Agreement, which is secured by, amongst other assets, substantially all personal property of the Company and the Company’s material subsidiaries. BMO Nesbitt Burns Inc. is an affiliate of a Canadian financial institution that is a lender to the Company and its subsidiaries under the Asset Securitization Facility, which is collateralized by automotive consumer loans originated by goeasy’s wholly owned subsidiaries, easyfinancial Services Inc. and LendCare Capital Inc. BMO Nesbitt Burns Inc., National Bank Financial Inc. and RBC Dominion Securities Inc. are affiliates of Canadian financial institutions that are lenders to goeasy and its subsidiaries under the Securitization Facility, which is collateralized by consumer loans originated by goeasy’s wholly owned subsidiary, easyfinancial Services Inc. As at September 30, 2022, \$98,492,000 was outstanding under the Credit Agreement and \$716,554,000 was outstanding under the Securitization Facility. As at the date of this Prospectus Supplement, the Company is in compliance with the terms and conditions of the Credit Agreement, the Securitization Facility and the Asset Securitization Facility and there have been no waivers of any breach of the Credit Agreement, the Securitization Facility or the Asset Securitization Facility by the counterparties thereto. Neither the financial position of the Company nor the value of the security under the Credit Agreement, the Securitization Facility or the Asset Securitization Facility has changed substantially since the indebtedness under the Credit Agreement or the Securitization Facility was incurred.

The decision of BMO Nesbitt Burns Inc., National Bank Financial Inc., RBC Dominion Securities Inc., CIBC World Markets Inc. and TD Securities 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., National Bank Financial Inc., RBC Dominion Securities Inc., CIBC World Markets Inc. and TD Securities 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 of the principal Canadian federal income tax considerations pursuant to the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”) generally applicable to a holder (i) who, for the purposes of the Tax Act is, or is deemed to be, resident in Canada (ii) who acquires Offered Shares pursuant to the Offering as beneficial owner (iii) who, for the purposes of the Tax Act and at all relevant times, holds the Offered Shares as capital property, and (iv) who, for the purposes of the Tax Act and at all relevant times, deals at arm’s length with the Company and each of the Underwriters and is not affiliated with the Company or any of the Underwriters (a “**Resident Holder**”). Generally, Offered Shares will be considered to be capital property to a Resident Holder provided such holder does not hold such securities in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Resident Holders may be entitled to make or may have already made the irrevocable election permitted by subsection 39(4) of the Tax Act, the effect of which may be to deem to be capital property Offered Shares and all other “Canadian securities” (as defined in the Tax Act), owned by such Resident Holders in the taxation year of the election and any subsequent year. Any such Resident Holder should consult its own tax advisors for advice with respect to whether an election under subsection 39(4) of the Tax Act is available or advisable having regard to its particular circumstances.

This summary is based upon the provisions of the Tax Act in force as of the date hereof, all specific proposals to amend the Tax Act that have been publicly announced prior to the date hereof (the “**Proposed Amendments**”) and counsel’s understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the “**CRA**”) made publicly available in writing prior to the date hereof. This summary assumes the Proposed Amendments will be enacted in the form proposed; however, no assurance can be given that the Proposed Amendments will be enacted in the form proposed, if at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Proposed Amendments, does not take into account any changes in the law or in the administrative policies or assessing practices of the CRA, whether by legislative, governmental or judicial action, nor does it take into account any other federal or any provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

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 or prospective holder of Offered Shares, and no representations with respect to the income tax consequences to any holder or prospective holder are made. Consequently, holders and prospective holders of Offered Shares should consult their own tax advisors for advice with respect to the tax consequences to them of acquiring Offered Shares pursuant to the Offering, having regard to their particular circumstances.

This summary is not applicable to a Resident Holder: (a) that is a “financial institution” including for the purposes of the mark-to-market rules contained in the Tax Act; (b) that is a “specified financial institution” as defined in the Tax Act; (c) an interest in which is a “tax shelter investment” as defined in the Tax Act; (d) that has elected to report its tax results in a “functional currency” (as defined in the Tax Act, which excludes Canadian currency); (e) that has entered or will enter into a “derivative forward agreement” or a “synthetic disposition agreement”, as those terms are defined in the Tax Act with respect to the Offered Shares; or (f) that receives dividends on the Offered Shares under or as part of a “dividend rental agreement” as defined in the Tax Act. Additional considerations, not discussed herein, may be applicable to a Resident Holder that is a corporation (or does not deal at arm’s length with a corporation) that is, or becomes as part of a transaction or series of transactions or events that includes the acquisition of the Offered Shares, controlled by a non-resident person or group of non-resident persons that do not deal with each other at arm’s length for the purposes of the “foreign affiliate dumping” rules in section 212.3 of the Tax Act. Such Resident Holders should consult their own tax advisors with respect to an investment in Offered Shares.

Holding and Disposing of Offered Shares

Dividends on Offered Shares

Dividends received or deemed to be received on Offered Shares held by a Resident Holder will be included in computing the Resident Holder’s income for the purposes of the Tax Act.

In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules in the Tax Act normally applicable to dividends received from “taxable Canadian corporations” as defined in the Tax Act, including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Company as “eligible dividends” within the meaning of the Tax Act. A dividend will be eligible for the enhanced gross-up and dividend tax credit if the recipient receives written notice (which may include a notice published on the Company’s website) from the Company designating the dividend as an eligible dividend.

Taxable dividends received or deemed to be received by a Resident Holder that is an individual (other than certain trusts) may result in such Resident Holder being liable for alternative minimum tax under the Tax Act. Resident Holders that are individuals should consult their own tax advisors in this regard.

In the case of a Resident Holder that is a corporation, such dividends received or deemed to be received on Offered Shares held by the Resident Holder generally will be deductible in computing its taxable income, with the result that no tax will be payable by it in respect of such dividends. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances. A Resident Holder that is a “private corporation” or “subject corporation” (as such terms are defined in the Tax Act) may be liable under Part IV of the Tax Act to pay a refundable tax on dividends received or deemed to be received on the Offered Shares to the extent such dividends are deductible in computing the Resident Holder’s taxable income. 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 a refundable tax on its “aggregate investment income” (as defined in the Tax Act), including any dividends or deemed dividends that are not deductible in computing the Resident Holder’s taxable income. Proposed Amendments released on August 9, 2022, are intended to extend this additional tax and refund mechanism in respect of “aggregate investment income” to “substantive CCPCs” as defined in such Proposed Amendments. Resident Holders are advised to consult their own tax advisors regarding the possible implications of these Proposed Amendments in their particular circumstances.

Disposition of Offered Shares

A disposition or a deemed disposition of a Common Share by a Resident Holder (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) generally will result in the Resident Holder realizing a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the Resident Holder’s proceeds of disposition of the Common Share exceed (or are less than) the aggregate of the adjusted cost base to the Resident Holder thereof immediately before the disposition and any reasonable costs of the disposition. Such capital gain (or capital loss) will be subject to the tax treatment described under “Holding and Disposing of Offered Shares — Taxation of Capital Gains and Capital Losses”.

Taxation of Capital Gains and Capital Losses

Generally, one-half of the amount of any capital gain (a “**taxable capital gain**”) realized by a Resident Holder in a taxation year must be included in the Resident Holder’s income for the year. One-half of the amount of any capital loss (an “**allowable capital loss**”) realized by a Resident Holder in a taxation year must generally be deducted from taxable capital gains realized by the Resident Holder in the year. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year, to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized by a Resident Holder that is a corporation on the disposition of a Common Share may be reduced by the amount of dividends received or deemed to be received by it on such Common Share (or on a share for which the Common Share has been substituted) to the extent and under the circumstances described by the Tax Act. Similar rules may apply where 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.

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 a refundable tax on its “aggregate investment income”, which is

defined in the Tax Act to include taxable capital gains. Proposed Amendments released on August 9, 2022, are intended to extend this additional tax and refund mechanism in respect of “aggregate investment income” to “substantive CCPCs” as defined in such Proposed Amendments. Resident Holders are advised to consult their own tax advisors regarding the possible implications of these Proposed Amendments in their particular circumstances.

Capital gains realized by an individual (other than certain trusts) may give rise to alternative minimum tax as calculated under the detailed rules set out in the Tax Act. Resident Holders that are individuals should consult their own tax advisors in this regard.

ELIGIBILITY FOR INVESTMENT

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Company, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, based on the provisions of the Tax Act in force on the date hereof, the Offered Shares will be qualified investments under 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**”), each as defined in the Tax Act (collectively “**Registered Plans**”), provided that the Offered Shares are listed on a “designated stock exchange” as defined in the Tax Act (which includes the TSX) or the Company is a “public corporation”, as defined in the Tax Act.

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 RRSP, RESP, RDSP, RRIF or TFSA, 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 RRSP, RESP, RDSP, RRIF or TFSA 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 in the Tax Act, for an RRSP, RESP, RDSP, RRIF or TFSA. Annuitants, holders and subscribers of RRSPs, RESPs, RDSPs, RRIFs and TFSAs, as the case may be, 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.

Based on Proposed Amendments to implement tax measures applicable to first home savings accounts (“**FHSAs**”) first proposed by the 2022 Federal Budget (the “**FHSA Amendments**”), FHSAs and their holders would generally be subject to the rules described above for Registered Plans for purposes of the Tax Act. In particular, pursuant to the FHSA Amendments, it is expected that Offered Shares will be qualified investments for a trust governed by an FHSA provided the conditions discussed above under “Eligibility for Investment” in relation to Registered Plans are satisfied. In addition, the rules in respect of a “prohibited investment” for a TFSA, RRSP, RRIF, RESP, or RDSP, are also proposed to apply to FHSAs and the holders thereof. The FHSA Amendments are proposed to come into force on April 1, 2023.

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 and the Annual MD&A, each of which are incorporated herein by reference.

Other risks and uncertainties that the Company does not presently consider to be material, or of which the Company is not presently aware, may become important factors that affect the Company’s future financial condition and results of operations.

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 Supplement 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 is the external auditor of the Company who prepared the Independent Auditor's Report to Shareholders on the consolidated financial statements of income, comprehensive income, changes in shareholders' equity and cash flows of the Company for the years then ended December 31, 2021 and 2020 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.

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. The purchaser should refer to any applicable provisions of the securities legislation of the province in which the purchaser resides for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE UNDERWRITERS

Dated: November 16, 2022

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 supplement as required by the securities legislation of each of the provinces of Canada.

BMO NESBITT BURNS INC.

By: (signed) *“Tim Tutsch”*

NATIONAL BANK FINANCIAL INC.

By: (signed) *“Jingjun Ma”*

RBC DOMINION SECURITIES INC.

By: (signed) *“Michael Gort”*

**CIBC WORLD
MARKETS INC.**

By: (signed) *“John
Quinn”*

**CORMARK
SECURITIES INC.**

By: (signed) *“Alfred
Avanessy”*

**RAYMOND JAMES
LTD.**

By: (signed) *“Sean C.
Martin”*

TD SECURITIES INC.

By: (signed) *“Mahsa
Afgahi”*

**BEACON SECURITIES
LIMITED**

By: (signed) *“Justin Gilman”*

**DESJARDINS SECURITIES
INC.**

By: (signed) *“William Tebbutt”*

SCOTIA CAPITAL INC.

By: (signed) *“Joe Kulic”*