

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. This short form base shelf prospectus has been filed in reliance on an exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer.

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.sedarplus.com.

Short Form Base Shelf Prospectus

New Issue

December 22, 2023



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**”) comprising 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 the Securities during the 25-month period that this Prospectus, including any amendments hereto, remains valid.

As of the date hereof, the Company has determined that it qualifies as a “well-known seasoned issuer”, as such term is defined under the WKSI Blanket Orders (as defined herein). See “Reliance on Exemptions for Well-known Seasoned Issuers”.

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, 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 of 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". On December 21, 2023, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSX was \$159.46. **Unless otherwise specified in the applicable Prospectus Supplement, Securities other than Common Shares will not be listed on any stock exchange. There is no market through which these Securities may be sold and purchasers may not be able to resell any Debt Securities, Preference Shares, Subscription Receipts, Warrants and Units purchased under this Prospectus. This may affect the pricing of these Securities in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities, and the extent of issuer regulation. See "Risk Factors", as well as the "Risk Factors" section of the applicable Prospectus Supplement.**

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.

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

Unless otherwise stated herein, references to Canadian dollars or "\$" are to Canadian currency and references to United States dollars or "US\$" are to United States currency.

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CAUTION REGARDING FORWARD-LOOKING INFORMATION

This Prospectus and the documents incorporated by reference herein contain forward-looking statements about the Company, including, but not limited to, the Company’s business operations, strategy and expected financial performance and condition.

Forward-looking statements 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; 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; the Company’s liquidity; plans and references to future operations and results; critical accounting estimates; expected future yields and net charge off rates on loans; the objectives, vision and strategies of the Company; future revenue, pre-tax earnings, and pro forma portfolio size; 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; and the continued development of the type and size of competitors in the market. 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”, “project”, “believe”, “budget”, “estimate”, “forecast”, “foresee”, “target”, “schedule” 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, be achieved or continue.

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. The Company cannot assure you that forward-looking statements will prove to be accurate as actual results and future events (including the times at or by which such results or events will be achieved) 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 favorable terms, 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 favorable 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 the Company's expectations expressed in the forward-looking statements contained in this Prospectus and incorporated by reference herein. Further details and descriptions of these and other factors are disclosed in this Prospectus, including under the section "Risk Factors" in this Prospectus and in the section "Risk Factors" in the AIF (as defined herein), which is incorporated by reference herein. Copies of these documents are available without charge from the Company or electronically under the Company's profile on SEDAR+ at www.sedarplus.com.

Readers are 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 forward-looking statements contained in this Prospectus and incorporated by reference herein speak only as of the dates as of which the statements were made. 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.

NON-IFRS FINANCIAL MEASURES

This Prospectus contains, and incorporates by reference, some financial measures that are not calculated in accordance with IFRS. Terms by which non-IFRS financial measures and ratios are identified include, but are not limited to, "adjusted operating income", "adjusted other operating expenses", "free cash flows from operations before net growth in gross consumer loans receivable", "adjusted net income" (which we also refer to as "adjusted earnings"), "earnings before interest, taxes, depreciation and amortization excluding depreciation of lease assets" ("**EBITDA**"), "net debt", "net principal written", "financial revenue", "net financial income", "easyhome leasing revenue" and other similar expressions. We also sometimes use the term "normalized" or similar expressions to mean "adjusted", both of which mean we have adjusted the measure to remove the impacts of certain non-recurring or unusual transactions. Terms by which non-IFRS ratios are identified include, but are not limited to, "adjusted operating margin", "adjusted net income as a percentage of revenue", "adjusted earnings per share" (which we also refer to as "adjusted diluted earnings per share"), "EBITDA margin", "efficiency ratio", "adjusted return on equity", "adjusted return on assets", "return on tangible common equity", "adjusted return on tangible common equity", "total yield on consumer loans (including ancillary products) as a percentage of average gross consumer loans receivable", "leasing charge offs as a percentage of leasing revenue" and other similar expressions. Non-IFRS financial measures and ratios 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 and ratios do not have standardized meanings prescribed by IFRS and are not necessarily comparable to similarly titled measures used by other companies. Non-IFRS financial measures and ratios 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.

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, 2023, for the year ended December 31, 2022 (the "**AIF**");
- (b) the audited consolidated financial statements of the Company as at and for the years ended December 31, 2022 and 2021 and the report of the independent auditor thereon and the related management's discussion and analysis dated February 15, 2023 (the "**Annual MD&A**");

(c) the management information circular dated March 21, 2023, with respect to the annual general and special meeting of shareholders of the Company held on May 10, 2023; and

(d) the unaudited interim condensed consolidated financial statements of the Company as at September 30, 2023 and 2022 and for the three and nine-month periods ended September 30, 2023 and 2022, together with the related management's discussion and analysis dated November 7, 2023 (the "**Q3 MD&A**").

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; any previous unaudited interim consolidated financial statements and related management's discussion and analysis; any 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.

SUMMARY DESCRIPTION OF THE COMPANY'S BUSINESS

goeasy is one of Canada's leading non-prime consumer lenders offering a full suite of leasing and lending products to the non-prime consumer. Founded in 1990 and headquartered in Mississauga, Ontario, goeasy operates under its easyfinancial, easyhome and LendCare brands. With a wide variety of financial products and services, goeasy aspires to help put Canadians on a path to a better financial future. Consumers transact seamlessly through its omnichannel model that includes online and mobile app, as well as over 400 locations across Canada, and point-of-sale financing offered in the retail, powersports, automotive and healthcare verticals through over 9,100 merchant partners across Canada. Throughout its history, the Company has served over 1.3 million Canadians and originated over \$12.1 billion in consumer credit.

	DIRECT TO CONSUMER LENDING	POINT-OF-SALE FINANCING	CONSUMER LEASING
BRAND	easyfinancial	LENDCARE	easyhome
ESTABLISHED	2006	2004	1990
PRODUCTS	Personal Loans Home Equity Loans	Financing for Powersports, Automotive, Retail and Healthcare	Lease-to-Own Financing for Home Entertainment Products, Computers, Appliances and Household Furniture
ANCILLARY SERVICES	Creditor Insurance Home & Auto Benefit Plan Credit Optimizer	Creditor Insurance Warranty Coverage Gap Insurance	Customer Protection Program Lease Damage Waiver
RETAIL LOCATIONS ¹ (September 30, 2023)	300	~9,100 (Merchant Partners)	144

- (1) easyhome stores include franchise stores. easyfinancial branches include two kiosks within easyhome stores and three operations centres.

goeasy offers a best-in-class customer experience that enables its customers to transact through a national store and branch network, and through its online and downloadable mobile app, as well as through its merchant partners across Canada. The customer loyalty developed through the deep relationships created by goeasy's financial service representatives extends the length of the customer relationship and improves the repayment of loans leading to lower default risk and a higher lifetime value. As previously noted, goeasy has multiple channels of distribution to reach customers (retail, call centre, online, mobile app, partners and third-party websites, dealership partners and retail merchant partners). The Company uses an integrated digital and traditional mass media advertising approach, coupled with mobile responsive transactional websites, to create a cost-effective way to attract new customers and optimize the application process. This customer centric approach to marketing helps deliver a unified brand experience across the customer journey to drive awareness and customer acquisition.

Lending decisions are made using proprietary credit and underwriting models that are constructed using the latest statistical and machine learning techniques and data sources that goeasy has accumulated through time that enables it to optimize the balance between loan volume and credit losses. The Company's models have been developed and refined by leveraging its extensive customer application, demographic, borrowing, repayment and consumer banking data that determines a customer's creditworthiness, lending limit and interest rate. These models improve the accuracy of predicting default risk for the non-prime customer and are 200% more predictive when compared to a traditional credit score. Credit risk mitigation is further enhanced by the Company's industry-leading underwriting practices that include pre-qualification, credit adjudication, affordability calculations, centralized loan and document verification, fulfillment of loan and any ancillary product enrollments, and repayment by the customer via electronic pre-authorized debit set up to align with the customer's payroll cycle. goeasy also requires supporting documentation for all successful applicants who take out a direct-to-consumer loan. The leading-edge nature of goeasy's models and sophistication of credit, risk and underwriting practices underpin its ability to originate, price and monitor risk effectively. Through its proprietary custom scoring models, coupled with the personal relationships employees develop with customers, goeasy believes it has found an optimal balance between growth and prudent risk management and underwriting.

Reportable Segments

goeasy has two reportable segments: easyfinancial and easyhome. The Company aggregates the operations of its easyfinancial and LendCare brands into one reportable segment called easyfinancial, based on their similar economic characteristics, customer profile, nature of products and regulatory environment.

Overview of easyfinancial

easyfinancial is goeasy's consumer lending arm that primarily provides instalment loans with the goal of bridging the gap between traditional financial institutions and costly payday lenders. To further serve customers' needs and diversify its product offerings, goeasy acquired LendCare Capital Inc., a Canadian point-of-sale consumer finance and technology company, in 2021. The addition of LendCare accelerated goeasy's point-of-sale channel into relatively new untapped verticals, such as powersports, auto and healthcare. easyfinancial and LendCare now comprise goeasy's consumer lending segment, which is a leading provider of non-prime credit in Canada.

easyfinancial's product offering consists of secured and unsecured instalment loans available to Canadian consumers plus a suite of complementary ancillary products and services. goeasy currently originates loans up to \$100,000 with rates between 9.9% and 46.9%, which are fixed payment instalment products. Unsecured instalment loans range in size from \$500 to \$20,000 with repayment periods from nine to 84 months. Real estate secured instalment loans range in size from \$15,000 to \$100,000 with repayment periods of 72 to 120 months. The required regular instalment payments on these loans from customers include both principal and interest and result in the entire principal balance being repaid over the stated amortization period, provided all contractual payments are made as scheduled.

easyfinancial also offers its customers optional ancillary products including a customer protection program that provides creditor insurance, a home and auto benefits product which provides roadside assistance, a gap insurance product which covers buyer and lender from any shortfall in cases of total loss insurance claims, warranty coverage on select financial products, and a credit monitoring and optimization tool that helps customers understand the steps to take to rebuild their credit. easyfinancial also charges its customers interest on the money it lends and may also receive a commission for the sale of optional ancillary products offered through third-party providers. The interest, additional commissions and various fees, collectively produce the total portfolio yield goeasy generates on its loan book. goeasy's total portfolio yield, relative to its cost of capital and loan losses, is a key driver of profitability.

The Company's omnichannel business model, including a retail branch network, digital platforms and merchant partners. Through many years of experience in non-prime lending, goeasy believes that an omnichannel model optimizes customer acquisition, loan performance and profitability, while providing a high-touch and personalized customer experience.

In addition to its unique omnichannel model, goeasy also differentiates itself through customer experience, specifically the journey of providing customers a path to improving their credit and graduating back to prime borrowing. This is accomplished through its broad product range, which provides customers with progressively lower interest rates, free financial literacy literature and tools and services that help them better understand and manage their credit score. Whether a customer is looking to establish, repair, build or strengthen their credit profile by borrowing funds, purchasing an automobile or recreational vehicle or using the equity in their home to secure a larger loan for a home renovation or repair, easyfinancial can provide a lending solution that best serves their individual needs.

Overview of easyhome

easyhome is Canada's largest lease-to-own company by store count, offering brand-name household furniture, appliances and electronics to consumers under weekly or monthly leasing agreements. easyhome operates through both corporately owned stores located across Canada and through a network of franchised locations. Additionally, since 2013, goeasy has operated an e-commerce platform that allows customers to enter into merchandise leasing transactions through online channels.

With no down payment or credit check required, easyhome offers a flexible solution that helps consumers get access to the goods they need, with the flexibility to terminate their lease at any time without penalty. 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. goeasy serves as a key stepping stone in helping consumers rebuild their credit by reporting each payment to the credit reporting agencies.

easyhome also offers a number of optional ancillary products to its customers including a customer protection program. This product is designed to give its customers peace of mind by waiving the customer's payments for a period of time should they be met with life's unexpected circumstances, including involuntary loss of employment, accident and illness and critical illness or death. easyhome also offers its customers a liability damage waiver product when entering into a lease agreement. The product provides protection to a customer from the obligation to make any additional payments in the event that merchandise is damaged, destroyed or lost while on lease.

RECENT DEVELOPMENTS

Steven Poole retired from his position as Senior Vice President of Operations and Merchandising for the easyhome line of business effective December 2023.

On November 28, 2023, the Company completed an offering (the "**Notes Offering**") of US\$550 million of 9.250% senior unsecured notes maturing on December 1, 2028 (the "**2028 Notes**") with interest payable semi-annually every June 1 and December 1 of each year, commencing on June 1, 2024. Concurrent with the issuance of the 2028 Notes, the Company entered into a cross-currency swap through a derivative financial instrument to reduce the Canadian dollar equivalent cost of borrowing on the 2028 Notes to 8.79% per annum.

Concurrent with the Notes Offering, the Company announced the redemption (the "**2024 Notes Redemption**") of all outstanding US\$550 million aggregate principal amount of 5.375% senior unsecured notes maturing on December 1, 2024 (the "**2024 Notes**"), and completed such redemption on December 1, 2023. In connection with the foregoing, the Company unwound the cross-currency swap that was entered into in connection with the issuance of the 2024 Notes to hedge the foreign currency risk pursuant to the 2024 Notes.

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 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 in right of payment with all other 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 Company consists of an unlimited number of Preference Shares and an unlimited number of Common Shares. As of December 21, 2023, there are 16,624,931 Common Shares.

The Preference Shares 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 hereof, no Preference Shares are issued and outstanding.

CONSOLIDATED CAPITALIZATION

Except as described below, there have been no material changes in the Company’s share or loan capital on a consolidated basis since September 30, 2023, being the date on which the Company’s most recently completed quarterly financial period ended.

On November 28, 2023, the Company completed the Notes Offering and on December 1, 2023, the Company completed the 2024 Notes Redemption. See “Recent Developments”.

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 risk listed below, in addition to risks set out in the documents incorporated by reference in this Prospectus including the disclosure under the heading “Risk Factors” of the AIF, the disclosure in the Annual MD&A and the Q3 MD&A (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.

No Market for the Securities

There is currently no trading market for any Debt Securities, Preference Shares, Subscription Receipts, Warrants and Units that may be offered. No assurance can be given that an active or liquid trading market for these Securities will develop or be sustained. If an active or liquid market for these Securities fails to develop or be sustained, the prices at which these Securities trade may be adversely affected. Whether or not these Securities will trade at lower prices depends on many factors, including liquidity of these Securities, prevailing interest rates and the markets for similar securities, the market price of the Common Shares, general economic conditions and the Company’s financial condition, historic financial performance and future prospects.

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, 2022 and 2021 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.

RELIANCE ON EXEMPTIONS FOR WELL-KNOWN SEASONED ISSUERS

The securities regulatory authorities in each of the provinces of Canada each independently adopted a series of substantively harmonized blanket orders, including Ontario Instrument 44-501 – *Exemption from Certain Prospectus Requirements for Well-known Seasoned Issuers (Interim Class Order)*, as extended pursuant to OSC Rule 44-502 – *Extension to Ontario Instrument 44-501 – Certain Prospectus Requirements for Well-known Seasoned Issuers* (together with the equivalent local blanket orders in each of the other provinces of Canada, collectively, the “**WKSI Blanket Orders**”). This prospectus has been filed by the Company in reliance upon the WKSI Blanket Orders, which permit “well-known seasoned issuers”, or “**WKSIs**”, to file a final short form base shelf prospectus as the first public step in an offering, and exempt qualifying issuers from certain disclosure requirements relating to such final short form base shelf prospectus. As of the date hereof, the Company has determined that it qualifies as a “well-known seasoned issuer” under the WKSI Blanket Orders.

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.

Original purchasers of Debt Securities, Preference Shares, Subscription Receipts or Warrants that are convertible or exchangeable into other securities of the Company, or Units comprised of any such Securities, are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which such convertible or exchangeable securities is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion or exchange of the Debt Securities, Preference Shares, Subscription Receipts or Warrants that are convertible or exchangeable into other securities of the Company, or Units comprised of any such Securities, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

PURCHASERS' CONTRACTUAL RIGHTS

Original purchasers of Debt Securities, Preference 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, Preference 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, Preference 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.

CERTIFICATE OF THE COMPANY

Dated: December 22, 2023

This short form prospectus, together with the documents incorporated in this prospectus 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 all the provinces of Canada.

By:(signed) "*JASON MULLINS*"
President and Chief Executive Officer

By:(signed) "*HAL KHOURI*"
Executive Vice President and Chief Financial Officer

On behalf of the Board of Directors

By:(signed) "*KAREN BASIAN*"
Director

By:(signed) "*DAVID INGRAM*"
Director