

YESTERPAY HOLDINGS INC.
FAQ'S
FOR EMD'S & REPRESENTATIVES
(Update: December 12th, 2019)

- Q.** Who do we connect with when we have questions about forms, procedures, deficiencies and corrections?
- A.** Lucas Frame: subscriptions@yesterpay.com phone (403) 472-7734. It is Lucas' responsibility to review the subscriptions and respond in the event of deficiencies.
- Q.** Why does every subscriber have to execute Alberta based documents even if they don't live in Alberta?
- A.** This is a requirement of the Alberta Securities Commission (the "**ASC**") because Yesterpay Holdings Inc. ("**Yesterpay**") is an Alberta based corporation, it must therefore comply with the securities legislation in the Province of Alberta and the jurisdiction in which the subscriber is resident. This means that all subscribers must execute **Schedule A - Exhibits 1 and 2**, as applicable and comply with the requisite investor limits in section 2.9(2.1) of National Instrument 45-106 – *Prospectus Exemptions*.
- Q.** Why are middle names required?
- A.** We are required to provide middle names to the security commissions on the 45-106F1.
- Q.** Can **Schedule C** be executed by the EMD or an authorized EMR?
- A.** Yes the EMD's CCO or designate (EMR) may sign the form on behalf of the EMD.
- Q.** Why does the ASC require full name, including middle name(s) and SIN?
- A.** The middle name is required to be submitted to the ASC and other relevant securities regulatory authorities (the "**Commissions**"), if applicable, in the Form 45-106F1 that is filed with the Commissions within 10 days of the closing of the offering. The EMD must state in writing in the event of no middle name(s) so that we are able to ensure we have the correct information and that no information has been inadvertently not provided. SIN's are used for annual reporting of interest income to the Canada Revenue Agency.
- Q.** Why must it be the current Offering Memorandum of Yesterpay (the "**Offering Memorandum**" or "**OM**") used in the subscription?
- A.** Yesterpay updates the Offering Memorandum when changes have occurred that are required to be disclosed pursuant to applicable securities laws or to otherwise comply with financial statement currency requirements under applicable securities laws. It is a requirement under applicable securities legislation that the subscribers be provided with the updated OM and that the subscriber re-execute the agreement to purchase the securities after receipt of that updated OM by the subscriber.

Q. How do we send the documents to Yesterpay?

A. Acceptable formats of the executed documents are PDF by email to subscriptions@yesterpay.com or originals by mail or courier. Electronic signatures are acceptable on all documents.

Q. Right of Early Redemption by the Bondholder

A. The bond holder can redeem with 45 day prior written notice specifying the number of Bonds which the holder wishes to redeem accompanied by the original bond certificate.

Twice a year; March 31st and September 30th, Bonds can be redeemed following the terms and conditions outline in Bond certificate

Q. What is the process to return an investment at the maturity of a bond?

A. Yesterpay must receive the original bond certificate. Once the bond certificate is received, the initial investment plus any interest owing will be returned to the investor.

Q. How do we get funds to the issuer?

A. Direct investment is accepted using the following procedures for the payment of subscription funds:

1. Bank drafts or certified cheques made payable to **Yesterpay Holdings Inc.** are to be mailed or couriered to:

**Yesterpay Holdings Inc.
121 – 234, 5149 Country Hills Boulevard NW
Attention: Investor Relations
Calgary, Alberta T3A 5K8**

2. Uncertified cheques must not be post-dated and must be received no later than 7 business days prior to closing and payable to:

**Yesterpay Holdings Inc.
121 – 234, 5149 Country Hills Boulevard NW
Attention: Investor Relations
Calgary, Alberta T3A 5K8**

3. Wired Funds as follows:

**Beneficiary Name: Yesterpay Holdings Inc.
121 – 234, 5149 Country Hills Boulevard NW
Calgary, Alberta T3A 5K8**

**Beneficiary Bank: Royal Bank of Canada
Address: 11492 Sarcee Trail NW
Calgary, AB T3R 0A1**

**Institution No: 003
Transit No.: 09974
Cdn. Acct Number: 1008200**

4. Custodial accounts will be settled with the custodian as instructed on the subscription agreement.

Investor Timetable for 2020

Event	Book Close	Soft Close	Deal Close (Money in Bank)	Comments
Q1 2020 Renewals	Dec. 2nd		Jan. 17th	• Letters issued Dec. 2 nd , Responses due back Jan. 17th
Y/E 2010	Jan. 1 st 2020			• Audited financials due by Apr 30, 2020 (OM good until the end of Apr)
Close #1	Jan. 17th	Jan. 24th	Jan. 31st	• No changes to the OM unless a material change occurs
Q2 2020 Renewals	Feb. 1 st		March 1st	• Letters issued Feb. 1st, Responses due back March 1st
Close #2	Feb. 14 th	Feb. 21 st	Feb. 28 th	• No changes to the OM unless a material change occurs
Close #3	Mar. 20 th	Mar. 27 th	Mar. 31 st	• No changes to the OM unless a material change occurs
Redemption	Mar 31st			• Redemption Check Point (45 days in advance – Feb 13th)
Year End	April 30th			• Publish Year End financials and the 45-106F16 on SEDAR
Q3 2020 Renewals	May 1st		June 1st	• Letters issued May 1st, Responses due back June 1st
OM Update	May 13th	N/A	N/A	• OM updated for F2019 Financials, Q1 2020 Interim financials & NOUP
Close #4	June 19 th	June 26 th	July 1 st	• No changes to the OM unless a material change occurs
Trustee Review	July			• Complete a review and update of our Trustee Relationships
Q4 2020 Renewals	Aug 1st		Sept 1st	• Letters issued Aug 1st, Responses due back Sept 1st
Close #5	Aug 7th	Aug 14th	Aug 21 st	• No changes to the OM unless a material change occurs
Release Notes	Aug 31st	N/A	N/A	• Release Notes updated for Q2 2020 Interim Financials
Redemption	Sept 30 th			• Redemption Check Point (45 days in advance – August 16th)
Close #6	Oct 16 th	Oct 23rd	Oct. 30th	• No changes to the OM unless a material change occurs
Q1 2021 Renewals	Nov. 1st		Dec. 1st	• Letters issued Nov. 1st, Responses due back Dec. 1st
Close #7	Nov. 13 th	Nov. 20 th	Nov. 27 th	• No changes to the OM unless a material change occurs
Release Notes	Nov. 30th	N/A	N/A	• Release Notes updated for Q3 2019 Interim Financials
Y/E 2010	Jan. 1 st 2021			• Audited financials due by Apr 30, 2021 (OM good until the end of Apr)
Close #1	Jan. 15 th	Jan. 22 nd	Jan. 29 th	• No changes to the OM unless a material change occurs
Q2 2021 Renewals	Feb. 1 st		Mar 1st	• Letters issued Feb. 1st, Responses due back March 1st

- **Book Close** – is the date when the EMDs must have their subscription agreements to Yesterpay
 - No more subscriptions will be accepted after this date.
 - Subscription received after this date will be handled in the next close cycle.
 - Yesterpay has 5 days to work with the EMDs to clean up all the sub agreements and ensure the funds are available
- **Soft Close** – the day when Yesterpay has a complete set of documentation and confirmed the funding for each subscriber.
- **Deal Close (Bank) Date** – is the date we close with the Bank, Trustees and Field Law.