

OFFERING MEMORANDUM

DATE JULY 29TH, 2019

PRESENTATION UPDATED MARCH 1ST, 2020

INVESTOR PRESENTATION

Q3 FISCAL 2019 UPDATE



FORWARD LOOKING INFORMATION AND STATEMENTS

THIS PRESENTATION CONTAINS CERTAIN STATEMENTS THAT MAY BE "FORWARD-LOOKING STATEMENTS" OR "FORWARD-LOOKING INFORMATION" WITHIN THE MEANING OF APPLICABLE CANADIAN SECURITIES LAWS. FORWARD-LOOKING STATEMENTS ARE STATEMENTS THAT CONTAIN FORWARD-LOOKING INFORMATION AND ARE NOT HISTORICAL FACTS AND ARE OFTEN, BUT NOT ALWAYS, IDENTIFIED USING WORDS OR PHRASES SUCH AS "EXPECTS", "PLANS", "ANTICIPATES", "INTENDS", "ESTIMATES", "ESTIMATED", "PROJECTS", "POTENTIAL" AND SIMILAR EXPRESSIONS, OR STATING THAT CERTAIN ACTIONS, EVENTS OR CONDITIONS "WILL", "WOULD", "MAY", "MIGHT", "COULD" OR "SHOULD" OCCUR OR BE ACHIEVED OR OTHER SIMILAR TERMINOLOGY. IN PARTICULAR, BUT WITHOUT LIMITING THE FOREGOING, THIS PRESENTATION CONTAINS FORWARD-LOOKING STATEMENTS OR INFORMATION PERTAINING TO, AMONG OTHER THINGS: THE USE OF THE PROCEEDS FROM THE ISSUANCE OF BONDS BY YESTERPAY; AND THE ANTICIPATED TIMELINES IN RESPECT OF RAISING FUNDS PURSUANT TO THE OFFERING. THIS FORWARD-LOOKING INFORMATION AND THE RELATED STATEMENTS ARE BASED UPON FACTORS, EXPECTATIONS AND ASSUMPTIONS REFLECTED IN THE FORWARD-LOOKING STATEMENTS THAT ARE REASONABLE AT THIS TIME BUT NO ASSURANCE CAN BE GIVEN THAT THESE FACTORS, EXPECTATIONS AND ASSUMPTIONS WILL PROVE TO BE CORRECT.

WITH RESPECT TO THE FORWARD-LOOKING STATEMENTS AND INFORMATION CONTAINED IN THIS PRESENTATION, YESTERPAY HOLDINGS INC. (THE "CORPORATION") HAS MADE ASSUMPTIONS REGARDING, AMONG OTHER THINGS: THAT THE CORPORATION WILL CONTINUE TO CONDUCT ITS OPERATIONS IN A MANNER CONSISTENT WITH PAST OPERATIONS; THE CORPORATION AND CAPITALNOW INC. ("CNI") MAY INTRODUCE NEW PRODUCTS AND SERVICES AS THE MARKET DICTATES; THE GENERAL CONTINUANCE OF CURRENT OR, WHERE APPLICABLE, ASSUMED INDUSTRY CONDITIONS; AVAILABILITY OF SOURCES TO FUND THE CORPORATION'S AND CNI'S CAPITAL AND OPERATING REQUIREMENTS AS NEEDED; THE ABILITY OF THE CORPORATION TO ATTRACT SUBSCRIBERS; THE AVAILABILITY OF QUALITY CREDIT RECEIVABLES FOR CNI'S BUSINESS; NO CHANGES TO THE CURRENT TAXATION REGIME THAT MAY IMPACT ANY DEFERRED PLAN CAPITAL RAISED BY THE CORPORATION; THAT CNI AND THE CORPORATION'S LENDER WILL ACT IN A COMMERCIALY REASONABLE MANNER AND CERTAIN OTHER COST ASSUMPTIONS. ALTHOUGH THE CORPORATION BELIEVES THE EXPECTATIONS EXPRESSED IN SUCH FORWARD-LOOKING STATEMENTS AND INFORMATION ARE BASED ON REASONABLE ASSUMPTIONS, SUCH STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE IN FORWARD LOOKING STATEMENTS. FORWARD-LOOKING STATEMENTS AND INFORMATION ARE BASED ON THE BELIEFS, ESTIMATES AND OPINIONS OF THE CORPORATION'S MANAGEMENT ON THE DATE THE STATEMENTS ARE MADE. EXCEPT AS REQUIRED BY LAW, THE CORPORATION UNDERTAKES NO OBLIGATION TO UPDATE THESE FORWARD-LOOKING STATEMENTS IN THE EVENT THAT MANAGEMENT'S BELIEFS, ESTIMATES OR OPINIONS, OR OTHER FACTORS, SHOULD CHANGE.

THE FORWARD-LOOKING INFORMATION AND STATEMENTS INCLUDED IN THIS PRESENTATION ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND SHOULD NOT BE UNDULY RELIED UPON. SUCH INFORMATION AND STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE ACTUAL RESULTS OR EVENTS TO DIFFER MATERIALLY FROM THOSE ANTICIPATED IN SUCH FORWARD-LOOKING INFORMATION AND STATEMENTS INCLUDING, WITHOUT LIMITATION: GENERAL ECONOMIC, MARKET AND BUSINESS CONDITIONS; ABSENCE OF REVIEW BY ANY SECURITIES REGULATORY AUTHORITY OR REGULATOR; ABSENCE OF DEPOSIT INSURANCE; THE CORPORATION'S LIMITED WORKING CAPITAL; REDEMPTION RISK; REDEMPTION LIMITATION; TAX RISK; CHANGES IN TAX LAWS; ABSENCE OF ANY ADVANCED TAX RULING; POTENTIAL CHANGES OF DIRECTORS, ABSENCE OF VOTING RIGHTS ATTACHED TO THE BONDS; LACK OF TRUSTEE IN CONNECTION WITH THE BONDS; CONFLICTS OF INTEREST; CHANGES IN PORTFOLIO RESULTING FROM INDUSTRY CHANGE; TERMS OF THE LOAN AGREEMENT BETWEEN CNI AND THE CORPORATION; TERMS OF THE LINE OF CREDIT; ABSENCE OF MANAGEMENT RIGHTS ATTACHED TO THE BONDS; DEBT SECURITIES; LIMITED OPERATING HISTORY; ILLIQUIDITY OF INVESTMENT; INTEREST RATE RISK; AND OTHER RISKS DESCRIBED IN ITEM 8 RISK FACTORS IN THE OFFERING MEMORANDUM.

THE FORWARD-LOOKING STATEMENTS AND INFORMATION INCLUDED IN THIS PRESENTATION ARE EXPRESSLY QUALIFIED IN THEIR ENTIRETY BY THIS CAUTIONARY STATEMENT. THE CORPORATION CAUTIONS THAT THE FOREGOING LIST OF ASSUMPTIONS, RISKS AND UNCERTAINTIES IS NOT EXHAUSTIVE. THE FORWARD-LOOKING STATEMENTS AND INFORMATION CONTAINED IN THIS PRESENTATION ARE MADE AS OF THE DATE OF THIS PRESENTATION, AND THE ESTIMATES OR OPINIONS, FUTURE CIRCUMSTANCES OR EVENTS OR OTHERWISE, EXCEPT AS EXPRESSLY REQUIRED BY APPLICABLE SECURITIES LAW. CORPORATION DOES NOT UNDERTAKE ANY OBLIGATION TO UPDATE PUBLICLY OR TO REVISE ANY OF THE INCLUDED FORWARD-LOOKING STATEMENTS OR INFORMATION, WHETHER AS A RESULT OF NEW INFORMATION, CHANGE IN MANAGEMENT'S



NOTE REGARDING INDUSTRY INFORMATION

In certain sections of this Presentation, including without limitation the slides on the history of factoring and the world wide factoring market, the Corporation provides certain historical, market and industry data and forecasts that were obtained from third-party sources, industry publications and publicly available information as well as industry data prepared by management on the basis of its knowledge of the factoring transaction industry in which the Corporation operates (including management's estimates and assumptions relating to the industry based on that knowledge). This third-party source information is derived from publicly available information sources that the Corporation believes are predominantly independent in nature. Historically, market and industry data and forecasts generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. The Corporation believes that the provision of this third-party source information is relevant to the Corporation's activities, given its credit receivables interests and operations (either ongoing or planned) in the areas in question, however, readers are cautioned that there is no certainty that any of the Corporation's activities in these areas will be successful to the extent in which operations in the areas in which the third-party source information is derived from were successful, or at all. Further, estimates of historical growth rates in the market where we operate are not necessarily indicative of future growth rates in such markets.

PRESENTATION
INFORMATION

THIS PRESENTATION IS FOR INFORMATION PURPOSES AND DOES NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY THE SECURITIES REFERRED TO HEREIN.

THIS MATERIAL IS IN NO WAY A COMPLETE OR FINAL DESCRIPTION OF THE YESTERPAY HOLDING INC. BOND OFFERING AND IS IN ALL RESPECTS SUBJECT TO THE PROVISIONS OF THE CURRENT OFFERING MEMORANDUM.

A copy of the offering memorandum can be obtained at:
www.yesterpay.com

For further inquiries please contact your Investment Advisor

Thank you for your time.

CORPORATE UPDATES

DURING Q3 & Q4 FISCAL 2019

- July 29th Released our New Offering Memorandum
 - No material changes
 - A New Independent Director – Wayne Anderson MLA- Retired Alberta Legislature
 - Audited Financials Fiscal 2018 for Yesterpay & CapitalNow
 - Interim Financials to end of Q3 Fiscal 2019 are available
- Canadian Western Bank – November 4th
 - Passed our Year End Review
 - Expanded our Line of Credit by 33% to \$2M

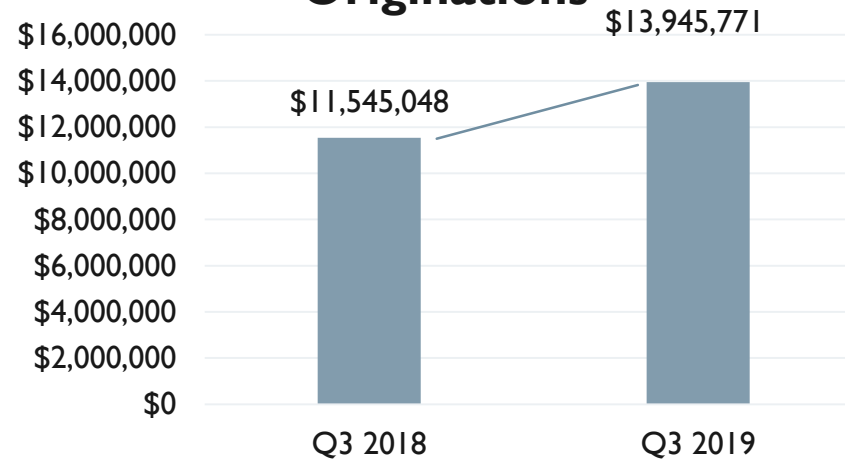
CAPITALNOW'S BUSINESS PERFORMANCE

Q3 2019 VS Q3 2018

PROPRIETARY & CONFIDENTIAL INFORMATION



Originations



Originations

- Q3 2019 originations increased 20.1% to \$13.9M.
- Factoring transactions increased 23.1% to 1,939

Revenue

- Q3 2019 revenue increased 38.9% to \$1,237,729

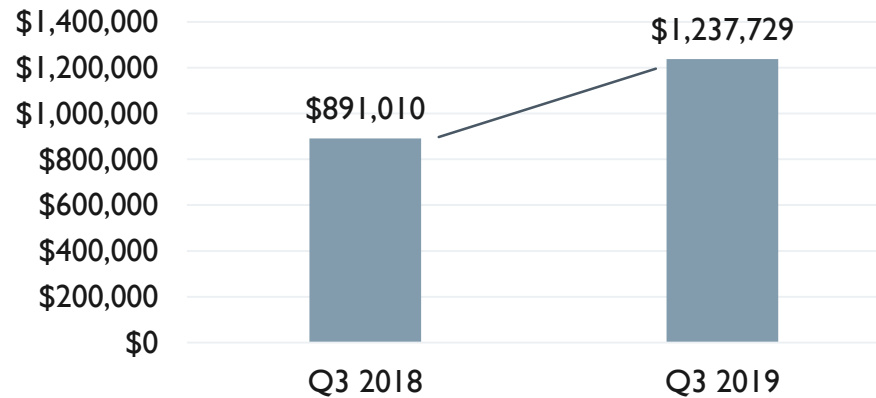
Net Income

- Q3 2019 net income increased to \$449,485
- Net profit margin for Q3 2019 was 36.3%.

Aged Receivables

- 83% in less than 90 days category vs 86% (Sept 30, 2018)
- \$53,529 in the 365+ category vs \$0 (Sept 30, 2018)
- Average days outstanding (DSO) = 55 days vs 43 days (Sept 30, 2018)

Revenue



REFERENCE NOTE 3

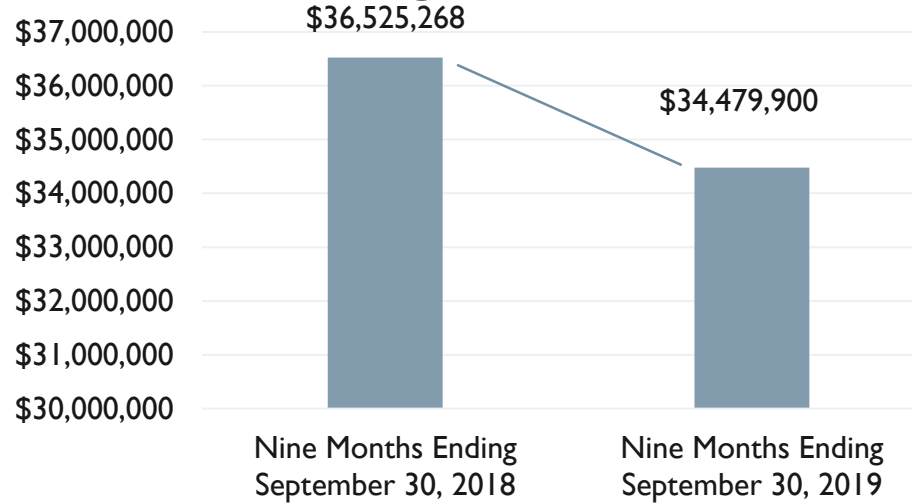
CAPITALNOW'S BUSINESS PERFORMANCE

NINE MONTHS ENDED SEPT 30, 2019

PROPRIETARY & CONFIDENTIAL INFORMATION



Originations



Origination

- Originations decreased 6% to \$34.5M.
- Factoring transactions increased 12% to 5,109

Revenue

- Revenue increased 16% to \$3,009,648

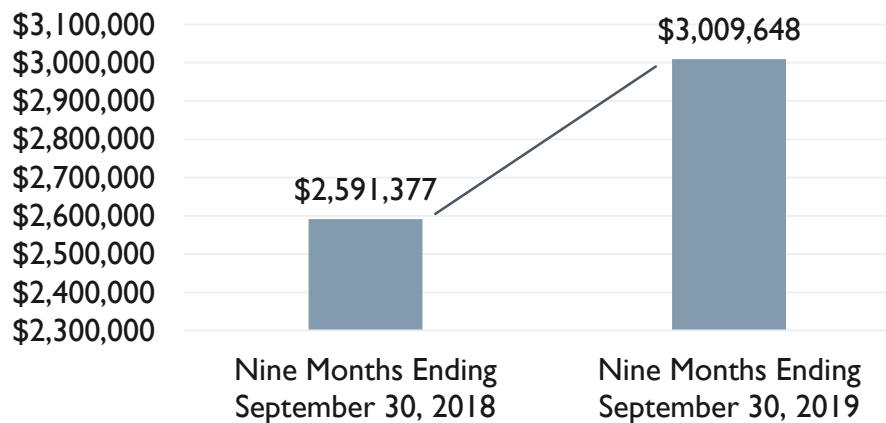
Net Income

- Net income increased to \$1,055,175
- Net profit margin for Nine Months Ended Sept 30, 2019 was 35%

Aged Receivables

- 83% in less than 90 days category
- \$53,529 in the 365+ category
- Average days outstanding (DSO) = 55 Days

Revenue



REFERENCE NOTE 3

OBJECTIVES FOR FISCAL 2020 & UPCOMING EVENTS

- Fiscal 2020 Objectives
 - Raise an additional \$5M in new capital during Fiscal 2020
- Upcoming Closes
 - January 17th, 2020
 - February 14th, 2020
 - March 20th, 2020
- Upcoming Marketing Events
 - Week of February 10th we in Vancouver and on Vancouver Island doing a roadshow and 8 events/meetings



JULY 29, 2019 - OFFERING MEMORANDUM

- Fixed rate return (6.5% to 8.5%, 8.5% Compounded)
 - Registered plan eligible (RRSP, RRIF, RESP, TFSA)
 - Monthly interest payments enables you to track results easily
 - Low minimum subscription - \$1000 with \$100 increments
 - Early Redemption twice per year (see Section 5.1 of the OM)
 - Led by an experienced management team
 - 10 years of business growth and performance
 - Revolving Line of Credit from Canadian Western Bank
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- Next Close: March 20, 2020

Bond	Interest Rate	Term	Interest Payment	Principal Payment
Series C	6.5%	1 year	Paid Monthly	On Maturity
Series D	7.5%	2 years	Paid Monthly	On Maturity
Series E	8.5%	3 years	Paid Monthly	On Maturity
Series F	8.5% <small>(Effective Rate 9.6%)</small>	3 years	Compounde d Monthly	On Maturity

PROPRIETARY & CONFIDENTIAL INFORMATION

NOTE

THERE ARE SEVERAL RISKS ASSOCIATED WITH THIS INVESTMENT, ANY ONE OF WHICH COULD ADVERSELY AFFECT AN INVESTOR'S RETURN ON INVESTMENT IN THESE SECURITIES. THESE RISKS ARE SET OUT IN THE CURRENT OFFERING MEMORANDUM OF YESTERPAY AND INCORPORATED BY REFERENCE HEREIN. INVESTORS SHOULD REVIEW THESE RISKS WITH THEIR LEGAL AND FINANCIAL ADVISORS PRIOR TO INVESTING.

REFERENCES AND NOTES

Notes	Slide	Sources
Note 3	Slide 7 Slide 14 Slide 15 Slide 22	<ul style="list-style-type: none"> The source of this information are Yesterpay Holdings Release Notes dated November 29th, 2019 and the Interim 2019 Financials Statement ending September 30, 2019 for Yesterpay and CapitalNow
Note 4	Slide 10	<ul style="list-style-type: none"> Source: Factors Chain International FCI – Annual Review 2019 Edition 1 Euro = \$1.18 USD as at December 2018
Note 5	Slide 12	<ul style="list-style-type: none"> The source of this information are Yesterpay Holdings Release Notes dated November 29th, 2019 and the Interim 2019 Financials Statement ending September 30, 2019 for Yesterpay and CapitalNow International Factoring Association (IFA) 2019 Industry Survey