

YESTERPAY HOLDINGS INC.
FAQ'S
FOR EMD'S & REPRESENTATIVES
(Update September 21st, 2018)

- Q.** Who do we connect with when we have questions about forms, procedures, deficiencies and corrections?
- A.** Caterina Marasco: subscriptions@yesterpai.com phone 587-779-7929. It is Caterina's 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 Yesterpai Holdings Inc. ("**Yesterpai**") 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 B - 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 D** 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 are there duplicate sets of **Schedule B**?
- A.** It is a requirement that has been prescribed by the securities regulatory authorities in the actual Form 45-106F4 (the "**Form**"), that the subscriber must sign two copies of the Form and that the subscriber and Yesterpai must each receive a signed copy.
- 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 Yesterpai (the "**Offering Memorandum**" or "**OM**") used in the subscription?
- A.** Yesterpai 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 Caterina?

A. Acceptable formats of the executed documents are PDF by email 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: Field Law LLP
400, 444 – 7th Avenue SW
Calgary, AB T2P 0X8

Beneficiary Bank: Bank of Montreal
Address: Main Branch, Calgary
340 – 7th Avenue SW
Calgary, AB T2P 0X4

Transit No.: 00109-001
Cdn. Acct Number: 00109-001-1111-682

Pay through: Bank of Montreal, S.W.I.F.T. BIC Code: BOFMCAM2
Receiving Bank International Banking, Head Office, Montreal

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

2018 Closing Timetable

Event	Book Close	Field Transfer Date	Deal Close (Money in Bank)	Comments
Close #1	Jan. 18 th	Jan. 25 th	Feb. 1 st	• No changes to the OM unless a material change occurs
Close #2	Mar. 1 st	Mar. 8 th	Mar. 15 th	• No changes to the OM unless a material change occurs
Redemption	Mar 31 st			• Redemption Check Point
Close #3	Apr. 12 th	Apr. 19 th	Apr. 26 th	• No changes to the OM unless a material change occurs
Year End	April 30 th			• Publish Year End financials and the 45-106F16 on SEDAR
OM Update	May 14 th	N/A	N/A	• OM is updated for F2017 Financials and Q1 2018 Interim financials
Close #4	June 14 th	June 21 st	June 28 th	• No changes to the OM unless a material change occurs
Close #5	Aug 9 th	Aug 16 th	Aug 23 rd	• No changes to the OM unless a material change occurs
OM Update	Aug 29 th		N/A	• OM is updated for Q2 2018 Interim Financials
Redemption	Sept 30 th			• Redemption Check Point
Close #6	Oct 11 th	Oct 18 th	Oct. 25 th	• No changes to the OM unless a material change occurs
Close #7	Nov. 8 th	Nov. 15 th	Nov. 22 nd	• No changes to the OM unless a material change occurs
OM Update	Nov. 29 th	N/A	N/A	• OM is updated for Q3 2018 Interim Financials
Y/E 2018	Jan. 1 st 2019			• Audited financials due by Apr 30, 2018
Close #1	Jan. 17 th	Jan. 24 th	Jan. 31 st	• No changes to the OM unless a material change occurs

- **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 will have 5 days to prepare the information for Field Law
- **Field Law Transfer Date** – the day when Yesterpay transfers the completed information package to Field Law
- **Deal Close (Bank) Date** – is the date we close at Field Law and the money moves to Yesterpay. Field Law has 5 days to prepare for closure.