

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement, together with the amended and restated short form base shelf prospectus dated February 6, 2020 to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference in this prospectus supplement and in the amended and restated short form base shelf prospectus dated February 6, 2020 to which it relates, 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 “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This prospectus supplement, together with the amended and restated short form base shelf prospectus dated February 6, 2020 to which it relates, does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States. See “Plan of Distribution”.

Information has been incorporated by reference in this prospectus supplement, and in the amended and restated short form base shelf prospectus dated February 6, 2020 to which it relates, 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 Lightspeed POS Inc. at 700 Saint-Antoine Street East, Suite 300, Montreal, Quebec, Canada H2Y 1A6, telephone: (514) 907-1801, and are also available electronically at www.sedar.com.

**PROSPECTUS SUPPLEMENT
TO THE AMENDED AND RESTATED SHORT FORM BASE SHELF PROSPECTUS
DATED FEBRUARY 6, 2020**

New Issue and Secondary Offering

February 20, 2020



C\$250,320,300

6,711,000 Subordinate Voting Shares

This prospectus supplement (the “**Prospectus Supplement**”), together with the accompanying amended and restated short form base shelf prospectus dated February 6, 2020 (the “**Shelf Prospectus**”), qualifies the distribution (the “**Offering**”) of subordinate voting shares (“**Subordinate Voting Shares**”) in the capital of Lightspeed POS Inc. (the “**Company**”, “**Lightspeed**”, “**us**”, “**we**” or “**our**”) at a price of C\$37.30 per Subordinate Voting Share (the “**Offering Price**”). An aggregate of 6,711,000 Subordinate Voting Shares are being distributed under this Prospectus Supplement. The Offering consists of a treasury offering by us of 4,695,000 Subordinate Voting Shares (the “**Treasury Shares**”) and a secondary offering by (a) Caisse de dépôt et placement du Québec (“**Caisse**”), (b) Investissement Québec, (c) iNovia Growth Fund, L.P. (“**iNovia Growth**”), (d) iNovia Growth Fund-A, L.P. (“**iNovia Growth-A**”), and (e) iNovia Management III, L.P. (“**iNovia Management III**”) and together with iNovia Growth and iNovia Growth-A, “**Inovia Capital**”, and Inovia Capital together with Caisse, and Investissement Québec, the “**Selling Shareholders**”) of an aggregate of 2,016,000 Subordinate Voting Shares (the “**Secondary Shares**” and, together with the Treasury Shares, the “**Offered Shares**”). The Company will use the net proceeds from the Offering of the Treasury Shares as described in this Prospectus Supplement. We will not receive any proceeds from the sale of Offered Shares or of any Additional Shares by the Selling Shareholders. See “Use of Proceeds” and “Selling Shareholders”.

Our Subordinate Voting Shares are listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “**LSPD**”. The Treasury Shares offered under this Prospectus Supplement have been conditionally approved for listing on the TSX. Listing of the Treasury Shares will be subject to our fulfillment of all the listing requirements of the TSX. On February 18, 2020, the last trading day prior to the public announcement of the Offering, the closing price of the Subordinate Voting Shares on the TSX was C\$39.52. On February 19, 2020, the last trading day prior to the date of this Prospectus Supplement, the closing price of the Subordinate Voting Shares on the TSX was C\$37.24.

Price: C\$37.30 per Offered Share

	Price to the Public ⁽¹⁾	Underwriters' Fee ⁽²⁾	Net Proceeds to the Company ⁽³⁾	Net Proceeds to the Selling Shareholders
Per Offered Share.....	C\$37.30	C\$1.492	C\$35.808	C\$35.808
Total Offering ⁽⁴⁾	C\$250,320,300	C\$10,012,812	C\$168,118,560	C\$72,188,928

Notes:

- (1) The Offering Price was determined by negotiation between the Company, the Selling Shareholders and the Underwriters (as defined herein), with reference to the then-current market price for the Subordinate Voting Shares.
- (2) The total Underwriters' fee for the Offering will be paid proportionately by the Company and each of the Selling Shareholders based on the respective number of Offered Shares sold by each pursuant to the Offering. See "Plan of Distribution".
- (3) After deducting the Underwriters' fee payable by the Company, but before deducting the other expenses in respect of the Offering estimated to be approximately C\$734,000, which we will bear in accordance with the terms of the Investor Rights Agreement entered into among the Company, DHIDasilva Holdings Inc. ("DHI") and Caisse on March 15, 2019 (the "Investor Rights Agreement") in connection with our initial public offering ("IPO"). See "Plan of Distribution" and "Selling Shareholders".
- (4) The Selling Shareholders have granted to the Underwriters an option (the "Over-Allotment Option"), exercisable, in whole or in part, at any time for a period of 30 days from the Closing Date (as defined herein), to purchase from the Selling Shareholders up to 1,006,650 additional Subordinate Voting Shares (the "Additional Shares"), representing in the aggregate 15% of the total number of Offered Shares offered hereunder, at the Offering Price, less the Underwriters' fee. The Over-Allotment Option is comprised of 335,550 Subordinate Voting Shares of Caisse, 630,964 Subordinate Voting Shares of Investissement Québec and 40,136 Subordinate Voting Shares of Inovia Capital. The Underwriters may exercise the Over-Allotment Option solely for the purpose 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 Selling Shareholders" will be C\$287,868,345, C\$11,514,734 and C\$108,235,051, respectively, and the "Net Proceeds to the Company" will be unchanged. This Prospectus Supplement also qualifies the grant of the Over-Allotment Option and the distribution of up to 1,006,650 Additional Shares to be sold by the Selling Shareholders upon exercise of the Over-Allotment Option. A purchaser who acquires Subordinate Voting Shares forming part of the over-allocation position acquires those shares under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution".

The following table sets out the number of Additional Shares that may be sold to the Underwriters pursuant to the Over-Allotment Option:

Underwriters' Position	Maximum Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	1,006,650 Additional Shares	For a period of 30 days after the Closing Date	C\$37.30 per Additional Share

All dollar amounts in this Prospectus Supplement are in United States dollars, unless otherwise indicated. See "Currency Presentation and Exchange Rate Information".

The Offered Shares are being offered in Canada by BMO Nesbitt Burns Inc. ("BMO"), National Bank Financial Inc. ("NBF"), CIBC World Markets Inc. ("CIBC WM"), RBC Dominion Securities Inc., TD Securities Inc., Barclays Capital Canada Inc., Scotia Capital Inc., Raymond James Ltd., Eight Capital and PI Financial Corp. (collectively, the "Underwriters") pursuant to an underwriting agreement dated February 20, 2020 (the "Underwriting Agreement").

An investment in the Offered Shares involves significant risks that should be carefully considered by prospective investors before purchasing Offered Shares. The risks outlined in this Prospectus Supplement, the accompanying Shelf Prospectus and in the documents incorporated by reference herein and therein should be carefully reviewed and considered by prospective investors in connection with any investment in Offered Shares. See "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors".

The Company has two classes of issued and outstanding shares: the Subordinate Voting Shares and the multiple voting shares ("Multiple Voting Shares"). Subordinate Voting Shares are "restricted securities" within the meaning of such term under applicable Canadian securities laws. The Subordinate Voting Shares and the Multiple Voting Shares are substantially identical with the exception of the multiple voting rights and conversion rights attached to the Multiple Voting Shares. Each Subordinate Voting Share is entitled to one vote per Subordinate Voting Share and each Multiple Voting Share is entitled to four votes per Multiple Voting Share on all matters upon which the holders of shares are

entitled to vote, and holders of Subordinate Voting Shares and Multiple Voting Shares will vote together on all matters subject to a vote of holders of both those classes of shares as if they were one class of shares, except to the extent that a separate vote of holders as a separate class is required by law or provided by our articles. The Multiple Voting Shares are convertible into Subordinate Voting Shares on a one-for-one basis at any time at the option of the holders thereof and automatically in certain other circumstances, including at such time that is the earlier to occur of the following: (i) Permitted Holders (as defined in the Shelf Prospectus) that hold Multiple Voting Shares no longer as a group beneficially own, directly or indirectly and in the aggregate, at least 12.5% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares (on a non-diluted basis), and (ii) Dax Dasilva is no longer serving as a director or member of senior management of the Company. See “Description of the Share Capital – Subordinate Voting Shares and Multiple Voting Shares - Conversion” in the Shelf Prospectus. The holders of Subordinate Voting Shares benefit from contractual provisions that give them certain rights in the event of a take-over bid for the Multiple Voting Shares. See “Description of the Share Capital –Take-Over Bid Protection” in the Shelf Prospectus.

The Underwriters, as principals, conditionally offer the Offered Shares qualified under this Prospectus Supplement and the Shelf Prospectus, subject to prior sale, if, as and when sold and delivered by the Company and the Selling Shareholders and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement, and subject to the approval of certain legal matters on our behalf by Stikeman Elliott LLP with respect to Canadian legal matters and Skadden, Arps, Slate, Meagher & Flom LLP with respect to U.S. legal matters and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP. See “Plan of Distribution”.

CIBC WM is a wholly-owned subsidiary of the Canadian Imperial Bank of Commerce (“CIBC”), a Canadian chartered bank, which is a lender to the Company under the Credit Facilities (as defined herein). **Accordingly, we may be considered a “connected issuer” to CIBC WM within the meaning of National Instrument 33 105 — Underwriting Conflicts.** See “Plan of Distribution – Relationships Between the Company and Certain Underwriters”.

Subject to applicable laws, the Underwriters may, in connection with this Offering, over-allot or effect transactions that stabilize or maintain the market price of the Offered Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. **After the Underwriters have made reasonable efforts to sell the Offered Shares at the Offering Price, the Underwriters may offer the Offered Shares to the public at prices lower than the Offering Price.** See “Plan of Distribution”.

Subscriptions 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. Closing of the Offering is expected to take place on or about February 27, 2020, or such earlier or later date as we, the Selling Shareholders and the Underwriters may agree, but in any event no later than March 6, 2020 (the “Closing Date”).

It is expected that the Company will arrange for the instant deposit of the Offered Shares under the book-based system of registration, to be registered to CDS Clearing and Depository Services Inc. (“CDS”) and deposited with CDS on the Closing Date, or as may otherwise be agreed to among the Company, the Selling Shareholders and the Underwriters. No certificates evidencing the Offered Shares will be issued to purchasers of the Offered Shares. Purchasers of the Offered Shares will receive only a customer confirmation from the Underwriters or other registered dealer and from or through whom a beneficial interest in the Offered Shares is purchased. See “Plan of Distribution”.

Directors of the Company residing outside of Canada have appointed Lightspeed POS Inc., 700 Saint-Antoine Street East, Suite 300, Montréal, Québec H2Y 1A6, Canada as agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or that resides outside of Canada, even if the party has appointed an agent for service of process. See “Enforcement of Judgments Against Foreign Persons”.

The Company’s principal and registered office is located at 700 Saint-Antoine Street East, Montréal, Québec H2Y 1A6, Canada.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is composed of two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Offering and adds to and supplements information contained in the accompanying Shelf Prospectus and the documents incorporated by reference therein. The second part is the Shelf Prospectus, which gives more general information, some of which may not apply to the Offering. This Prospectus Supplement is deemed to be incorporated by reference into the Shelf Prospectus solely for the purpose of this Offering.

None of the Company, the Selling Shareholders or the Underwriters has authorized any person to provide readers with information different from that contained in this Prospectus Supplement and the accompanying Shelf Prospectus (or incorporated by reference herein or therein) and any such information should not be relied upon. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give readers of this Prospectus Supplement and the accompanying Shelf Prospectus. If the description of the Offered Shares or any other information varies between this Prospectus Supplement and the accompanying Shelf Prospectus (including the documents incorporated by reference herein and therein), the information in this Prospectus Supplement supersedes the information in the accompanying Shelf Prospectus. The Offered Shares are not being offered in any jurisdiction where the offer or sale is not permitted.

Readers should not assume that the information contained or incorporated by reference in this Prospectus Supplement and the accompanying Shelf Prospectus is accurate as of any date other than the date of this Prospectus Supplement and the accompanying Shelf Prospectus or the respective dates of the documents incorporated by reference herein or therein, unless otherwise noted herein or as required by law. It should be assumed that the information appearing in this Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein are accurate only as of their respective dates. The business, financial condition, results of operations and prospects of the Company may have changed since those dates.

This Prospectus Supplement shall not be used by anyone for any purpose other than in connection with the Offering. We do not undertake to update the information contained or incorporated by reference herein or in the Shelf Prospectus, except as required by applicable securities laws. Information contained on, or otherwise accessed through, our website, <https://www.lightspeedhq.com>, shall not be deemed to be a part of this Prospectus Supplement, the accompanying Shelf Prospectus or any document incorporated by reference herein or therein and such information is not incorporated by reference herein or therein and prospective investors should not rely on such information when deciding whether or not to invest in the Offered Shares.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Shelf Prospectus solely for the purposes of this Offering. Other documents are also incorporated, or are deemed to be incorporated by reference, into the Shelf Prospectus and reference should be made to the Shelf Prospectus for full particulars thereof.

Copies of the documents incorporated by reference in this Prospectus Supplement and the accompanying Shelf Prospectus may be obtained on request without charge from the Corporate Secretary of the Company at 700 Saint-Antoine Street East, Montréal, Québec H2Y 1A6, Canada, telephone: (514) 907-1801, and are also available electronically at www.sedar.com (“**SEDAR**”).

The following documents, filed by the Company with securities commissions or similar regulatory authorities in the provinces and territories of Canada, are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement and the accompanying Shelf Prospectus:

- (a) the annual information form of the Company dated May 30, 2019 for the year ended March 31, 2019 (the “**Annual Information Form**”);
- (b) the audited consolidated financial statements of the Company as at and for the years ended March 31, 2019 and 2018, together with the notes thereto and the independent auditor’s report thereon;

- (c) the management’s discussion and analysis of financial condition and results of operations of the Company for the three months ended March 31, 2019 and 2018 and the years ended March 31, 2019 and 2018;
- (d) the unaudited condensed interim consolidated financial statements of the Company as at December 31, 2019 and for the three- and nine- month periods ended December 31, 2019 and 2018, together with the notes thereto (the “**Q3 2020 Financial Statements**”);
- (e) the management’s discussion and analysis of financial condition and results of operations of the Company for the three- and nine- month periods ended December 31, 2019 (the “**Q3 2020 MD&A**”);
- (f) the management information circular of the Company dated June 21, 2019 in connection with the annual meeting of shareholders of the Company held on August 8, 2019 (the “**Proxy Circular**”); and
- (g) the “template version” of the term sheet dated February 18, 2020 (the “**Term Sheet**”).

Any statement contained in this Prospectus Supplement, in the accompanying Shelf Prospectus or in any document incorporated or deemed to be incorporated by reference herein or therein shall be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained herein or in the accompanying Shelf Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or in the accompanying Shelf Prospectus modifies or supersedes such prior 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 prevent a statement that is made from being false or misleading in 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 Supplement.

Any document of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus, including any annual information forms, material change reports (except confidential material change reports), business acquisition reports, interim financial statements, annual financial statements and the independent auditor’s report thereon, management’s discussion and analysis and information circulars of the Company, filed by the Company with securities commissions or similar authorities in Canada after the date of this Prospectus Supplement and for the duration of the Offering, shall be deemed to be incorporated by reference into this Prospectus Supplement.

The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated or deemed to be incorporated by reference herein and therein.

MARKETING MATERIALS

The Term Sheet is available under the Company’s profile on SEDAR at www.sedar.com and is incorporated by reference into this Prospectus Supplement and the accompanying Shelf Prospectus. However, the Term Sheet does not form part of this Prospectus Supplement or the accompanying Shelf Prospectus to the extent that the content of the Term Sheet is modified or superseded by a statement contained in this Prospectus Supplement. Any “template version” of “marketing materials” filed on SEDAR in connection with the Offering after the date of this Prospectus Supplement but prior to the termination of the distribution of the Offered Shares pursuant to the Offering will be deemed to be incorporated by reference in this Prospectus Supplement and in the accompanying Shelf Prospectus.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus Supplement, the accompanying Shelf Prospectus, and the documents incorporated by reference herein and therein, contain “forward-looking information” and “forward-looking statements” (collectively, “**forward-looking information**”) within the meaning of applicable securities laws. Forward-looking information included in this Prospectus Supplement, the accompanying Shelf Prospectus, and the documents incorporated by reference herein and therein may relate to our financial outlook and anticipated events or results and may include information regarding

our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information.

In some cases, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “targets”, “expects” or “does not expect”, “is expected”, “an opportunity exists”, “budget”, “scheduled”, “estimates”, “outlook”, “forecasts”, “projection”, “prospects”, “strategy”, “intends”, “anticipates”, “does not anticipate”, “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might”, “will”, “will be taken”, “occur” or “be achieved” and the negative of these terms and similar terminology. In addition, any statements in this Prospectus Supplement, the accompanying Shelf Prospectus, and the documents incorporated by reference herein and therein that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances as at the date such statements are made. This forward-looking information includes, among other things, statements relating to: expectations regarding industry trends; our growth rates and growth strategies; addressable markets for our solutions; the achievement of advances in and expansion of our platform; expectations regarding our revenue and the revenue generation potential of our payment-related and other solutions; our business plans and strategies; and our competitive position in our industry.

The forward-looking information included in this Prospectus Supplement, the accompanying Shelf Prospectus, and the documents incorporated by reference herein and therein is based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information contained in this Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions in respect of our ability to build our market share and enter new markets and industry verticals; our ability to retain key personnel; our ability to maintain and expand geographic scope; our ability to execute on our expansion plans; our ability to continue investing in infrastructure to support our growth; our ability to successfully integrate the companies we have acquired and to derive the benefits we expect from the acquisition thereof; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; the changes and trends in our industry or the global economy; and the changes in laws, rules, regulations, and global standards are material factors made in preparing forward-looking information and management’s expectations.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that we considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward looking information, including but not limited to the factors described under “Risk Factors” herein, the risk factors identified in our Q3 2020 MD&A incorporated by reference in this Prospectus Supplement and under “Risk Factors” in our Annual Information Form and elsewhere in documents incorporated by reference herein and therein which are available under our profile on SEDAR at www.sedar.com.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. The opinions, estimates or assumptions referred to above and described in greater detail in the documents incorporated by reference herein should be considered carefully by prospective investors.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information contained in this Prospectus Supplement, the accompanying Shelf Prospectus and documents incorporated by reference herein and therein, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such

information. No forward-looking information is a guarantee of future results. Accordingly, prospective investors should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein represents our expectations as of the date of hereof or thereof (or as of the date they are otherwise stated to be made), and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference herein or therein are expressly qualified by the foregoing cautionary statements.

NON-IFRS MEASURES AND INDUSTRY METRICS

This Prospectus Supplement, the accompanying Shelf Prospectus and/or the documents incorporated by reference herein or therein make reference to certain non-IFRS measures and industry metrics. These measures are not recognized measures under International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”) and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management’s perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. This Prospectus Supplement makes reference to industry metrics such as “average revenue per user” or “ARPU”, “Customer Locations” and “gross transaction volume” or “GTV”, which are operating metrics used in our industry. These non-IFRS measures and industry metrics are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures and industry metrics in the evaluation of issuers. Our management also uses non-IFRS measures and industry metrics in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. See “Key Performance Indicators” and “Non-IFRS Measures and Reconciliation of Non-IFRS Measures” in our Q3 2020 MD&A for further information regarding these measures.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

We express all amounts in this Prospectus Supplement in U.S. dollars, except where otherwise indicated. References to “\$” and “US\$” are to U.S. dollars and references to “C\$” are to Canadian dollars.

The following table sets forth, for the periods indicated, the high, low, average and end of period noon rates of exchange for one U.S. dollar, expressed in Canadian dollars, published by the Bank of Canada during the respective periods. Rates for periods prior to April 1, 2017 are based on the former Bank of Canada noon rate. Rates for the period from and after April 1, 2017 are based on the daily average exchange rate published by the Bank of Canada.

	Year Ended March 31,		
	2019	2018	2017
Highest rate during the period	1.3642	1.3743	1.3582
.....			
Lowest rate during the period.....	1.2552	1.2128	1.2544
Average for the period ⁽¹⁾	1.3144	1.2830	1.3150
Period end.....	1.3363	1.2894	1.3322

(1) The average exchange rates are calculated based on the exchange rates on the last business day of each month for the applicable period.

On February 19, 2020, the Bank of Canada daily average exchange rate was US\$1.00 = C\$1.3231.

LIGHTSPEED POS INC.

Mission

At Lightspeed, our mission is to bring cities and communities to life by powering small and medium-sized businesses (“SMBs”). People come together on our main streets and high streets because of the vibrancy of local SMBs, and we believe cities and communities are built on their presence and success. Running an SMB, however, is becoming increasingly complex. Consumer behaviors and expectations are changing, fueled by the influence of new technologies pushing consumers towards an omni-channel experience. Our solutions equip SMBs with the technology required to transform the way they manage their business and exceed consumers’ expectations in this changing environment.

Business of the Company

Lightspeed provides easy-to-use, omni-channel commerce-enabling software as a service (“SaaS”) platforms. Our software platforms provide our customers with the critical functionality they need to engage with consumers, manage their operations, accept payments, and grow their business. We operate globally in over 100 countries, empowering single- and multi-location SMBs to compete successfully in an omni-channel market environment by engaging with consumers across online, mobile, social, and physical channels. We believe our platforms are essential to our customers’ ability to run and grow their business. As a result, most of our revenue is recurring in nature and we have a strong track-record of growing revenue per customer over time.

Our solutions are specifically tailored to meet the needs of SMBs, essentially democratizing technology previously available only to large enterprises.

We provide SMBs with easy-to-use and affordable platforms with end-to-end capabilities that help them grow. Our platforms are built to scale with SMBs, supporting them as they open new locations, and offering increasingly sophisticated solutions as their businesses become more complex. Our platforms help SMBs avoid having to stitch together multiple, and often disjointed, applications from various providers to leverage the technology they need to run and grow their businesses. Our ecosystem of development, channel and installation partners further reinforces the scalability of our solutions, making them customizable and extensible. We work alongside our customers through their business journey by providing industry-leading onboarding and support services, and fundamentally believe that our success is directly connected to their success.

Our cloud platforms are designed around three interrelated elements: front-end consumer experience, back-end operations management to improve our customers’ efficiency and insight, and the facilitation of payments. Key functionalities of our platforms include omni-channel capabilities, point of sale, product and menu management, inventory management, analytics and reporting, multi-location connectivity, loyalty and customer management. Our position at the point of commerce puts us in a privileged position for payments processing and allows us to collect transaction-related data insights. Lightspeed Payments, our payment processing solution, is currently available to our U.S. retail customers and we are commencing the initial rollout to Canadian retail customers and U.S. hospitality customers. We believe that the broader rollout of Lightspeed Payments will further align us with our customers’ success and represents a significant growth opportunity for our Company.

We sell our platforms primarily through our direct sales force in North America, Europe and Australia, supplemented by indirect channels in other countries around the world. Our platforms are well-suited for various types of SMBs, particularly single- and multi-location retailers with complex operations, such as those with a high product count, diverse inventory needs or a service component, and restaurants ranging from quick service and festivals to hotels and fine dining establishments.

Our head and registered office is located at 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, Canada, H2Y 1A6, and our telephone number is (514) 907-1801. Additional information about our business is included in the documents incorporated by reference into this Prospectus, which are available under our profile at www.sedar.com.

The Opportunity

We believe our comprehensive commerce-enabling software as service platforms are well-suited for various types of SMBs. However, we have primarily targeted retailers and restaurants to date. According to AMI Partners, in 2018,

there were approximately 47 million SMBs worldwide operating in the retail and restaurant space, which we believe represents a global opportunity of \$113 billion per year for our solutions based on our December 2018 monthly ARPU of approximately \$200.

Organic Growth and M&A

We strive to grow our business both organically, by attracting new customers and expanding our solutions and average revenue per user, and through targeted and opportunistic acquisitions.

The markets we operate in are vast and underserved. In our core markets, we seek to attract new customers by leveraging our brand awareness and continually innovating our products. We have grown our customer base to over 66,000 Customer Locations as of December 31, 2019, up from approximately 47,000 Customer Locations as of December 31, 2018.

Further, given our platforms' extensive suite of complementary modules, our customers can add additional functionalities to their initial line-up of Lightspeed products as their needs evolve. We continue to see a large portion of our existing customers adopt additional modules as they grow and, increasingly, see new customers opting to purchase multiple modules at the outset when first adopting our platform. Our customer loyalty module, Lightspeed Loyalty, has seen strong early adoption by both new and existing customers. Lightspeed Payments has also seen favorable adoption by both existing and new customers following its launch in January 2019. During the three-months ended December 31, 2019, the percentage of eligible customers that contracted for Lightspeed Payments in conjunction with purchasing Lightspeed software exceeded 50% and, during the same period, we adopted a new marketing strategy with the primary goal of encouraging further Lightspeed Payments adoption for both new and existing customers in future quarters.

We complement these organic growth strategies by taking a targeted and opportunistic approach to acquisitions. We identify possible acquisition targets with a view to accelerating our product roadmap, increasing our market penetration and creating value for our shareholders. Throughout our history, we have accrued significant sales and marketing expertise, which we leverage to facilitate our continued global expansion both organically and in integrating the companies we acquire. Following our most recent acquisition of Gastrofix GMBH ("**Gastrofix**") on January 7, 2020, our Customer Location count has increased to over 74,000 locations, which are almost evenly balanced between North America and the rest of world. Additionally, these merchants are well balanced between retail and hospitality, representing approximately 55% and 45% of our total Customer Locations respectively. We believe that we remain well-positioned to continue to grow organically around the globe and to selectively pursue new acquisitions given our experience and scale.

Recent Developments

On January 7, 2020, the Company acquired all of the outstanding shares of Gastrofix, a cloud-based point of sale (POS) hospitality software business located in Germany (the "**Gastrofix Acquisition**"), for closing consideration comprised of cash and Subordinate Voting Shares. The Company drew US\$30.0 million from its stand-by acquisition term loan with CIBC on January 2, 2020 to fund a portion of the closing cash consideration. Additional cash payments may also be made and additional Subordinate Voting Shares may be issued through January 2022 contingent upon the achievement of certain performance objectives. See "Recent Developments" in the Shelf Prospectus.

Securities regulation in Canada requires that an issuer that files a prospectus and that has recently closed a "significant acquisition" within the meaning of Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") include financial statements or other information about such acquisition in the prospectus if the inclusion of the financial statements is necessary for the prospectus to contain full, true and plain disclosure of all the material facts relating to the securities being distributed. If such financial statements or other information are required, such requirement must be satisfied by including either: (i) the financial statements or other information that will be required to be included in, or incorporated by reference into, a business acquisition report filed under Part 8 of NI 51-102; or (ii) satisfactory alternative financial statements or other information.

The Gastrofix Acquisition is a "significant acquisition" within the meaning of Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations*. As further explained under "Recent Developments" of the Shelf Prospectus, the Company does not consider the Gastrofix Acquisition to be a "significant acquisition" from a practical, commercial,

operational and financial perspective. Pursuant to an application made by the Company in accordance with National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions*, the Company has received exemptive relief dated February 19, 2020 from or on behalf of each of the securities regulatory authorities in the provinces and territories of Canada, which relief provides the Company with an exemption from the requirement to prepare and file a business acquisition report under Part 8 of NI 51-102 with respect to the Gastrofix Acquisition within 75 days of closing thereof. The Company believes that the inclusion of financial statements that would be required to be included in, or incorporated by reference into, a business acquisition report in respect of the Gastrofix Acquisition is not necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Offered Shares since: (i) this Prospectus together with our Q3 2020 MD&A, which is incorporated by reference herein, includes disclosure about the Gastrofix Acquisition, (ii) as a practical, commercial, operational and financial matter, the Gastrofix Acquisition is not significant to the Company and (iii) management of the Company believes that such information does not represent material information to the Company's shareholders in comparison to its current operations, useful for the investment decision of prospective investors in connection with any offering of Securities.

SELLING SHAREHOLDERS

The following table sets forth certain information regarding the Selling Shareholders' ownership of Subordinate Voting Shares and Multiple Voting Shares as of February 18, 2020, both before and after completion of the Offering (assuming no exercise of the Over-Allotment Option).

	Shares Beneficially Owned Prior to the Offering		Number of Subordinate Voting Shares Offered	Shares Beneficially Owned After the Offering			
	Subordinate Voting Shares	Multiple Voting Shares		Subordinate Voting Shares		Multiple Voting Shares	
	Number	Number		Number	Percentage ⁽¹⁾	Number	Percentage ⁽¹⁾
Caisse ⁽²⁾	26,943,769	—	672,000	26,271,769	33.9% (31.3%)	—	—
Investissement Québec ⁽³⁾	6,948,779	—	672,000	6,276,779	8.1% (7.5%)	—	—
iNovia Growth ⁽⁴⁾	2,993,139	—	637,181	2,355,958	3.0% (2.8%)	—	—
iNovia Growth-A ⁽⁵⁾	103,914	—	22,121	81,793	*	—	—
iNovia Management III ⁽⁶⁾	40,368	—	12,698	27,670	(*) (*)	—	—

* Less than 1%.

(1) Percentages in brackets are on a fully diluted basis.

(2) Includes 26,943,769 Subordinate Voting Shares beneficially owned by Caisse, which were originally acquired on March 15, 2019 (the closing date of the IPO) upon the conversion by Caisse of redeemable preferred shares of the Company into common shares of the Company in accordance with their terms.

(3) Includes (i) 6,529,087 Subordinate Voting Shares beneficially owned by Investissement Québec, which were originally acquired on March 15, 2019 (the closing date of the IPO) upon the conversion by Investissement Québec of redeemable preferred shares of the Company into common shares of the Company in accordance with their terms and (ii) 419,692 Subordinate Voting Shares beneficially owned by Investissement Québec, which were acquired on February 18, 2020 pursuant to a partition agreement entered into with iNovia Management III following the liquidation of iNovia-IQ Growth Fund, L.P. on February 13, 2020.

(4) Includes 2,993,139 Subordinate Voting Shares beneficially owned by iNovia Growth, which were originally acquired in connection with a transfer of common shares from another shareholder of the Company on October 15, 2018. The general partner of iNovia Growth is iNovia Growth Capital Inc., a company controlled by Messrs. Chris Arsenault, Dennis Kavelman and Patrick Pichette. See Footnote 7.

(5) Includes 103,914 Subordinate Voting Shares beneficially owned by iNovia Growth-A, which were originally acquired in connection with a transfer of common shares from another shareholder of the Company on October 15, 2018. The general partner of iNovia Growth-A is iNovia Growth Capital Inc., a company controlled by Messrs. Chris Arsenault, Dennis Kavelman and Patrick Pichette. See Footnote 7.

(6) Includes 40,368 Subordinate Voting Shares beneficially owned by iNovia Management III, which were acquired on February 18, 2020 pursuant to a partition agreement entered into with Investissement Québec following the liquidation of iNovia-IQ Growth Fund, L.P. on February 13, 2020. The general partner of iNovia Management III is iNovia Capital GP-III Inc., a company controlled by Messrs. Shawn Abbott, Chris Arsenault and Francois Gauvin. See Footnote 7.

(7) Each of iNovia Capital GP-III Inc. and iNovia Growth Capital Inc. has entered into an investment management agreement with iNovia Capital Inc., a company controlled by Messrs. Shawn Abbott, Chris Arsenault, Francois Gauvin, Karamdeep Nijjar, Dennis Kavelman and Patrick Pichette. Consequently, the governance, investment strategy and decision-making process with respect to investments held by each of iNovia Growth, iNovia Growth-A and iNovia Management III is directed by iNovia Capital Inc. As a result of the foregoing and the relationships described above in footnotes 4 through 6, iNovia Capital Inc. may be deemed to share beneficial ownership of the shares held by the foregoing entities.

USE OF PROCEEDS

The aggregate net proceeds to be received by us from the sale of the Treasury Shares under the Offering are estimated to be approximately C\$167,384,560 after deducting the Underwriters' fee relating to the Treasury Shares and other expenses relating to the Offering, which are estimated to be C\$734,000. We will not receive any proceeds from the sale of the Secondary Shares by the Selling Shareholders under the Offering.

The principal reasons for the sale of the Treasury Shares under the Offering are to increase our capitalization and financial flexibility. We intend to use the net proceeds from the Offering to strengthen our financial position, and allow us to pursue our growth strategies, which include: expanding our customer base; accelerating the rollout of Lightspeed Payments; supporting the growth of existing customers; expanding our solutions; and selectively pursuing acquisitions. As a result of our significant growth in recent periods and the fact that we operate in a dynamic and rapidly-evolving market, we do not believe we can provide the approximate amounts of the proceeds that will be allocated to each of these purposes with certainty. As such, we have not specifically allocated the net proceeds amongst these purposes as at the date of this Prospectus Supplement. Such decisions will depend on market and competitive factors, as they evolve over time. Pending their use, we intend to invest the net proceeds from this Offering in short-term, investment grade, interest bearing instruments or hold them as cash.

We incurred net losses of US\$15.8 million in the three-month period ended December 31, 2019, US\$34.9 million in the nine-month period ended December 31, 2019 and US\$183.5 million, US\$96.2 million and US\$58.4 million in each of our fiscal years ended March 31, 2019, 2018 and 2017. We also had an accumulated deficit of US\$494.9 million as at December 31, 2019. These losses and accumulated deficit are a result of the substantial investments we made to grow our business and we expect to make significant expenditures to expand our business in the future. As a result, we may also continue to have negative cash flow from operating activities and therefore use a portion of the net proceeds from the Offering to fund such negative cash flow from operating activities in futures periods. See "Risk Factors".

While we currently anticipate that we will use the net proceeds of the Offering as set forth above, we may use the net proceeds differently, having consideration to our strategy relative to market and other conditions, as well as other factors described under "Risk Factors".

DESCRIPTION OF THE SHARE CAPITAL OF THE COMPANY

Our authorized share capital consists of an unlimited number of Subordinate Voting Shares of which 72,789,375 were issued and outstanding as of February 18, 2020, an unlimited number of Multiple Voting Shares of which 14,667,922 were issued and outstanding as of February 18, 2020, and an unlimited number of Preferred Shares, issuable in series, none of which were issued and outstanding as of February 18, 2020. All of the issued and outstanding Multiple Voting Shares are, directly or indirectly, held by Dax Dasilva and his Permitted Holders.

See "Description of the Share Capital – Subordinate Voting Shares and Multiple Voting Shares" in the Shelf Prospectus for a detailed description of the attributes of our Subordinate Voting Shares and Multiple Voting Shares.

CONSOLIDATED CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and consolidated capitalization as at December 31, 2019 (i) on an actual basis and (ii) on a pro forma as adjusted basis to give effect to the completion of the Offering. This table should be read in conjunction with our Q3 2020 Financial Statements and Q3 2020 MD&A, each of which is incorporated by reference in this Prospectus Supplement.

	As at December 31, 2019	
	Actual	After giving effect to the Offering
	(in thousands of US\$)	
Cash and cash equivalents	\$ 126,662	\$ 253,172 ⁽¹⁾
Debt		
Long-term debt	—	—
Total debt	—	—
Equity		
Share capital ⁽²⁾	679,529	806,131 ⁽³⁾
Additional paid-in capital	7,803	7,803
Accumulated deficit	(494,882)	(494,974)
Total equity (deficit)	\$ 192,450	\$ 318,960
Total capitalization	\$ 192,450	\$ 318,960

- (1) The amount included in the table includes the estimated net proceeds of the Offering to be received by the Company from the sale of Treasury Shares after deducting the estimated expenses of the Offering, assuming all such estimated expenses were paid at closing. The amount does not reflect the use of proceeds set out under “Use of Proceeds” or the exercise of options by any of the Selling Shareholders in connection with the Offering.
- (2) As at December 31, 2019, the Company’s authorized share capital is comprised of (i) an unlimited number of Subordinate Voting Shares, (ii) an unlimited number of Multiple Voting Shares and (iii) an unlimited number of preferred shares, issuable in series. Upon completion of the Offering, based on the number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding as of February 18, 2020, the Company’s issued and outstanding share capital will consist of 77,484,375 Subordinate Voting Shares and 14,667,922 Multiple Voting Shares, representing approximately 56.9% and 43.1% of the voting power attached to all issued and outstanding shares, respectively (approximately 56.9% and 43.1%, respectively, if the Over-Allotment Option is exercised in full).
- (3) The amount included in the table includes additional share capital raised by the Company through the Offering from the sale of Treasury Shares estimated to amount to approximately US\$126.602 million, after deducting the estimated expenses of the Offering. Such amount represents C\$167.384 million converted into U.S. dollars using an exchange rate of 0.7558, being the daily rate of exchange posted by the Bank of Canada for conversion of Canadian dollars into U.S. dollars on February 19, 2020. The amounts included in the table also do not include any Subordinate Voting Shares issuable upon the exercise of outstanding options under our Omnibus Incentive Plan and our Legacy Option Plans (each such term as defined in the Proxy Circular).

On January 2, 2020, the Company drew US\$30.0 million from its stand-by acquisition term loan with CIBC to fund a portion of the closing cash consideration for the Gastrofix Acquisition. Further, on January 7, 2020, the Company issued 1,437,930 Subordinate Voting Shares, at a value of US\$30.99 per share (the closing price of the Subordinate Voting Shares on the TSX on the closing date of the Gastrofix Acquisition), as the closing share consideration for the Gastrofix Acquisition. See “Lightspeed POS Inc. – Recent Developments”.

PRIOR SALES

The following table summarizes the issuance by the Company of Subordinate Voting Shares and of securities that are convertible or exchangeable into Subordinate Voting Shares during the 12-month period preceding the date of this Prospectus Supplement. As a part of our IPO pre-closing capital changes, all of our issued and outstanding redeemable preferred shares were converted into common shares on a one-for-one basis in accordance with their terms. We also filed articles of amendment so as to amend and re-designate our common shares as Subordinate Voting Shares, create the Multiple Voting Shares, repeal the classes of shares relating to our redeemable preferred shares, create a new class of preferred shares, issuable in series, and consolidated all of our issued and outstanding shares on a 4-to-1 basis. Further, our Legacy Option Plans were amended concurrently with closing of our IPO such that options to acquire

common shares constitute options to acquire Subordinate Voting Shares. The figures in the following table reflect our IPO pre-closing capital changes and the amendments to our Legacy Option Plans.

Date of issuance	Type of Security	Number of Securities Issued	Issuance / Exercise Price per Security
February 19, 2019 to February 19, 2020.....	Subordinate Voting Shares (exercise of options) ⁽¹⁾	1,523,607	C\$0.176 to US\$6.00
February 19, 2019 to February 19, 2020.....	Options to purchase Subordinate Voting Shares ⁽²⁾	2,626,563	C\$16.00 to C\$43.20
January 7, 2020.....	Subordinate Voting Shares ⁽³⁾	1,437,930	C\$36.52
November 1, 2019	Subordinate Voting Shares ⁽⁴⁾	306,300	C\$32.89
August 12, 2019.....	Subordinate Voting Shares (exercise of warrants) ⁽⁵⁾	54,604	C\$4.07142752
July 2, 2019	Subordinate Voting Shares ⁽⁶⁾	408,624	US\$25.80
June 26, 2019.....	Subordinate Voting Shares (exercise of warrants) ⁽⁷⁾	31,647	US\$4.00
May 9, 2019.....	Subordinate Voting Shares ⁽⁸⁾	50,199	US\$18.23
March 15, 2019.....	Subordinate Voting Shares ⁽⁹⁾	17,250,000	C\$16.00

(1) Exercise of options to purchase Subordinate Voting Shares issued under our 2012 Legacy Option Plan and our 2016 Legacy Option Plan. See “Legacy Option Plans” in the Proxy Circular incorporated by reference herein.

(2) Issued under our Omnibus Incentive Plan. See “Omnibus Incentive Plan” in the Proxy Circular incorporated by reference herein.

(3) Issued as part of the Gastrofix Acquisition.

(4) Issued as part of the acquisition of Kounta Holdings Pty Ltd by the Company.

(5) Exercise of Subordinate Voting Share purchase warrants issued by the Company on April 15, 2014 to Hercules Capital, Inc.

(6) Issued as part of the acquisition of iKentoo SA by the Company.

(7) Exercise of Subordinate Voting Share purchase warrants issued by the Company on October 17, 2017 to Silicon Valley Bank.

(8) Issued as part of the acquisition of Chronogolf Inc. by the Company.

(9) Issued from treasury in the Company’s IPO.

On March 7, 2019, the Company repurchased 3,866,605 common shares for cancellation from DHI for total cash proceeds of approximately \$792,000. Further, immediately prior to closing of our IPO on March 15, 2019, DHI and the Company entered into a share exchange agreement, whereby 16,052,445 Subordinate Voting Shares held by DHI were transferred by DHI to the Company for cancellation in consideration of the Company issuing an equivalent number of Multiple Voting Shares to DHI.

On August 22, 2019, Caisse and the Inovia Capital funds, sold 2,543,256 Subordinate Voting Shares and 1,765,154 Subordinate Voting Shares, respectively, at a price per Subordinate Voting Share of C\$35.00 to a syndicate of underwriters as part of a secondary offering of Subordinate Voting Shares qualified under a prospectus supplement of the Company dated August 14, 2019.

TRADING PRICE AND VOLUME

Our Subordinate Voting Shares have been listed on the TSX since March 8, 2019 under the symbol “LSPD”.

The following table sets forth, for the period indicated, the reported high and low market prices of our Subordinate Voting Shares on the TSX in Canadian dollars.

	Price Per Subordinate Voting Share		Aggregate Monthly		
	High	Low	Trading Volume		
Monthly:					
March 2019.....	C\$	23.93	C\$	18.05	7,987,760
April 2019.....	C\$	25.40	C\$	20.64	2,202,850
May 2019.....	C\$	27.93	C\$	22.26	1,946,360
June 2019.....	C\$	38.14	C\$	27.46	4,823,200
July 2019.....	C\$	43.11	C\$	34.69	4,475,260
August 2019.....	C\$	49.70	C\$	36.16	8,423,840
September 2019.....	C\$	42.03	C\$	29.36	8,437,470
October 2019.....	C\$	35.78	C\$	27.97	5,524,250
November 2019.....	C\$	35.80	C\$	29.41	6,349,880
December 2019.....	C\$	38.44	C\$	31.92	6,706,920
January 2020.....	C\$	46.54	C\$	36.04	7,901,640
February 2020 (through February 19, 2020).....	C\$	45.82	C\$	35.74	8,162,250

PLAN OF DISTRIBUTION

General

Pursuant to the Underwriting Agreement, the Company and the Selling Shareholders have agreed to sell and the Underwriters have severally agreed to purchase, as principals, on the Closing Date an aggregate of 6,711,000 Offered Shares at a price of C\$37.30 per Offered Share for aggregate gross proceeds of C\$250,320,300 against delivery of the Offered Shares on the Closing Date or such later date as the Company, the Selling Shareholders and the Underwriters may agree, but no later than March 6, 2020, subject to and in compliance with all of the necessary legal requirements and conditions contained in the Underwriting Agreement.

In consideration for their services in connection with the Offering, the Company and the Selling Shareholders have agreed to pay the Underwriters a fee equal to C\$1.492 per Offered Share (being 4.0% of the Offering Price), including any Additional Shares forming part of the Over-Allotment Option. The total Underwriter’s fee for the Offering will be paid proportionately by the Company and each of the Selling Shareholders based on the respective number of Offered Shares and Additional Shares sold by each pursuant to the Offering. It is estimated that the total expenses of the Offering, not including the Underwriters’ fee, will be approximately C\$734,000. All such expenses of the Offering will be paid by the Company out of the proceeds of the offering of Treasury Shares.

The Offering Price of C\$37.30 per Offered Share was determined by negotiation among the Company, the Selling Shareholders and the Underwriters with reference to the then-current market price for the Subordinate Voting Shares, and the Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Offered Shares at the price specified on the cover page of this Prospectus Supplement, 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 of this Prospectus Supplement, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the price paid by the Underwriters to us and the Selling Shareholders. Any such reduction will not affect the net proceeds received by us or the Selling Shareholders. The Underwriters may form a selling group including other qualified investment dealers and determine the fee payable to the members of such group, which fee will be paid by the Underwriters out of their fees. The obligation to pay the sub-underwriting fee is an obligation of the Underwriters and we shall not be responsible for ensuring that any dealer receives this payment from the Underwriters.

Pursuant to the Underwriting Agreement, the Selling Shareholders have granted to the Underwriters the Over-Allotment Option, which is exercisable, in whole or in part, at any time for a period of 30 days from the Closing Date to purchase from the Selling Shareholders up to 1,006,650 Additional Shares, representing in the aggregate 15% of the total number of Offered Shares offered hereunder, on the same terms as set forth above solely to cover over-allotments, if any, and for market stabilization purposes. This Prospectus Supplement also qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares to be delivered upon the exercise of the Over-Allotment Option. A purchaser who acquires Subordinate Voting Shares forming part of the Underwriters' over-allocation position acquires such Subordinate Voting Shares under this Prospectus Supplement, regardless of whether the Underwriters' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The Offering is being made concurrently in each of the provinces and territories of Canada through those Underwriters or their affiliates who are registered to offer the Offered Shares for sale in such provinces and territories and such other registered dealers as may be designated by the Underwriters. Subject to applicable law and the terms of the Underwriting Agreement, the Underwriters may offer the Offered Shares outside of Canada. See "Selling Restrictions".

Under the terms of the Underwriting Agreement, the Underwriters may, at their discretion, terminate the Underwriting Agreement upon the occurrence of certain stated events. The Underwriters are, however, severally obligated to take up and pay for all of the Offered Shares that they have agreed to purchase if any of the Offered Shares are purchased under the Underwriting Agreement. However, the Underwriters are not required to take up and pay for the Additional Shares covered by the Over-Allotment Option unless and until the Over-Allotment Option is exercised.

Under applicable securities laws in Canada, certain persons and individuals, including us, the Selling Shareholders and the Underwriters, have statutory liability for any misrepresentation in this Prospectus Supplement and the accompany Shelf Prospectus, subject to available defences. We have agreed to indemnify the Underwriters and their directors, officers, employees and agents against certain liabilities, including, without restriction, civil liabilities under securities legislation in Canada, and to contribute to any payments that the Underwriters may be required to make in respect thereof. The Selling Shareholders have agreed to indemnify the Underwriters and their directors, officers, employees and agents against certain liabilities, including with respect to any misrepresentation in respect of certain information related solely to the Selling Shareholders contained in this Prospectus Supplement. Pursuant to the terms of the Investor Rights Agreement, the Company has agreed to indemnify Caisse against certain liabilities, including liabilities under Canadian provincial and territorial securities legislation, and Caisse has agreed to indemnify the Company against liabilities with respect to certain information related solely to Caisse, furnished in writing to the Company for use in this Prospectus Supplement.

Our outstanding Subordinate Voting Shares are listed and posted for trading on the TSX under the symbol "LSPD". The Treasury Shares offered under this Prospectus Supplement have been conditionally approved for listing on the TSX. Listing of the Treasury Shares will be subject to our fulfillment of all of the listing requirements of the TSX.

Subscriptions for Offered Shares will be received subject to rejection or allocation in whole or in part and the right is reserved to close the subscription books at any time without notice.

The Offered Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. Each Underwriter has agreed that it will not offer or sell Offered Shares within the United States, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. The Underwriting Agreement provides that the Underwriters may re-offer and re-sell the Offered Shares that they have acquired pursuant to the Underwriting Agreement in the United States to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in accordance with Rule 144A under the U.S. Securities Act. The Underwriting Agreement also provides that the Underwriters may offer and sell the Offered Shares outside the United States in accordance with Rule 903 of Regulation S under the U.S. Securities Act. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the U.S. Securities Act.

Price Stabilization, Short Positions and Passive Market Making

In connection with the Offering, the Underwriters may, subject to applicable law, over-allocate or effect transactions which stabilize or maintain the market price of the Subordinate Voting Shares at levels other than those which otherwise might prevail on the open market, including stabilizing transactions, short sales, purchases to cover positions created by short sales, imposition of penalty bids, and syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of the Subordinate Voting Shares while the Offering is in progress. These transactions may also include over-allocating or making short sales of the Subordinate Voting Shares, which involves the sale by the Underwriters of a greater number of Subordinate Voting Shares than they are required to purchase in the Offering. Short sales may be “covered short sales”, which are short positions in an amount not greater than the Over-Allotment Option, or may be “naked short sales”, which are short positions in excess of that amount.

The Underwriters may close out any covered short position either by exercising the Over-Allotment Option, in whole or in part, or by purchasing Subordinate Voting Shares in the open market. In making this determination, the Underwriters will consider, among other things, the price of Subordinate Voting Shares available for purchase in the open market compared with the Offering Price at which they may purchase Additional Shares through the Over-Allotment Option.

The Underwriters must close out any naked short position by purchasing Subordinate Voting Shares in the open market. A naked short position is more likely to be created if the Underwriters are concerned that there may be downward pressure on the price of the Subordinate Voting Shares in the open market. Any naked short sales will form part of the Underwriters’ over-allocation position. A purchaser who acquires Subordinate Voting Shares forming part of the Underwriters’ over-allocation position resulting from any covered short sales or naked short sales will, in each case, acquire such Subordinate Voting Shares under this Prospectus Supplement, regardless of whether the Underwriters’ over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In addition, in accordance with rules and policy statements of certain Canadian securities regulatory authorities and the Universal Market Integrity Rules for Canadian Marketplaces (“**UMIR**”), the Underwriters may not, at any time during the period of distribution, bid for or purchase Subordinate Voting Shares. The foregoing restriction is, however, subject to exceptions where the bid or purchase is not made for the purpose of creating actual or apparent active trading in, or raising the price of, the Subordinate Voting Shares. These exceptions include a bid or purchase permitted under the by-laws and rules of applicable regulatory authorities and the TSX, including UMIR, relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution.

As a result of these activities, the price of the Subordinate Voting Shares may be higher than the price that otherwise might exist in the open market. The Underwriters are not required to engage in any of these activities and if these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on any stock exchange on which the Subordinate Voting Shares are listed, in the over-the-counter market, or otherwise.

Relationships Between the Company and Certain Underwriters

CIBC WM is a wholly owned subsidiary of CIBC, a Canadian chartered bank, which, on April 1, 2019, entered into new credit facilities with the Company, which include a US\$25 million demand revolving operating credit facility (the “**Revolver**”) and a US\$30 million stand-by acquisition term loan (together with the Revolver, the “**Credit Facilities**”). Accordingly, we may be considered a “connected issuer”, as such term is defined in National Instrument 33-105 – *Underwriting Conflicts*, of CIBC WM. As of the date of this Prospectus Supplement, US\$30,000,000 was outstanding under the Credit Facilities, which the Company drew to fund a portion of the closing cash consideration for the Gastrox Acquisition.

We are in compliance with all covenants contained in the Credit Facilities and CIBC has not waived a breach of the Credit Facilities since their execution. The Credit Facilities provide for guarantees by our material subsidiaries (the

“**Guarantors**”), and the Company and the Guarantors have provided a first priority lien over all property, subject to certain exclusions and permitted liens under the Credit Facilities.

The decision to distribute the Offered Shares pursuant to the Offering was made by the Company and the Selling Shareholders and the determination of the terms of the Offering was made through negotiations between the Company, the Selling Shareholders and the Underwriters. The Offering was not required, suggested or consented to by CIBC in its capacity as lender under the Credit Facilities. The Underwriters will not receive any benefit in connection with this Offering other than the applicable Underwriters’ fee payable to the Underwriters pursuant to the Underwriting Agreement.

Lock-up Arrangements

In connection with the Offering, each of the Company and Caisse have agreed that it will not, directly or indirectly, without the prior written consent of BMO and NBF, such consent not to be unreasonably withheld, issue, offer or sell or grant any option, warrant or other right to purchase or agree to issue or sell or otherwise lend, transfer, assign or dispose of any equity securities of Lightspeed, or other securities convertible or exchangeable into or otherwise exercisable into equity securities of Lightspeed or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of equity securities of Lightspeed, or agree or publicly announce any intention to do any of the foregoing for a period commencing on the Closing Date and ending 90 days after the Closing Date (the “**Lock-up Agreements**”), subject to certain limited exceptions, including but not limited to the sale of securities of Lightspeed pursuant to the exercise of the Over-Allotment Option, the issuance of securities of Lightspeed pursuant to or in connection with Lightspeed’s equity incentive compensation plans, the issuance of securities of Lightspeed as consideration or partial consideration in connection with acquisitions by Lightspeed, or the transfer or assignment of securities of Lightspeed by Caisse to its affiliates. Certain officers of the Company, namely Dax Dasilva (through DHI), Jean Paul Chauvet and Brandon Nussey, also entered into Lock-up Agreements with the Underwriters. The Lock-up Agreements entered into in connection with the Offering are in addition to the IPO Lock-up Agreements (as defined below).

In connection with the Company’s IPO, each of DHI, Caisse, Investissement Québec and the Inovia Capital funds entered into lock-up agreements (the “**IPO Lock-up Agreements**”) with the underwriters of the IPO, the terms and conditions of which are substantially similar to the Lock-up Agreements described above, except that the period of such IPO Lock-up Agreements commenced on March 15, 2019, the closing date of the IPO, and are set to end on the date which is 18 months therefrom (subject to the release mechanism described in the following paragraph).

Pursuant to the IPO Lock-up Agreements, each of DHI, Caisse, Investissement Québec and the Inovia Capital funds have the right to sell, grant, secure, pledge or otherwise transfer, dispose of or monetize, in any manner contemplated above (i) up to one third of their shares or other equity securities of the Company as of 180 days after the closing date of the IPO, (ii) up to two thirds of their shares or other equity securities of the Company as of 12 months after the closing date of the IPO (the “**Second Release Date**”), and (iii) any and all of their shares or other equity securities of the Company as of 18 months after the closing date of the IPO. In connection with the Offering, Investissement Québec and Inovia Capital (including iNovia Investment Fund III, L.P. and iNovia Investment Fund III-A, L.P.) have agreed to extend the Second Release Date to April 15, 2020.

Non-Certificated Inventory System

No certificates representing the Subordinate Voting Shares to be sold in the Offering will be issued to purchasers under this Prospectus Supplement. Registration will be made in the depository service of CDS, or to its nominee, and electronically deposited with CDS on the Closing Date. Each purchaser of Subordinate Voting Shares will typically only receive a customer confirmation of purchase from the participants in the CDS depository service (“**CDS Participants**”) from or through which such Subordinate Voting Shares are purchased, in accordance with the practices and procedures of such CDS Participant. Transfers of ownership of Subordinate Voting Shares will be effected through records maintained by the CDS Participants, which include securities brokers and dealers, banks and trust companies. Indirect access to the CDS book-entry system is also available to other institutions that maintain custodial relationships with a CDS Participant, either directly or indirectly.

Selling Restrictions

Notice to Prospective Purchasers in the European Economic Area and the United Kingdom

In relation to each member state of the European Economic Area (the “**EEA**”) and the United Kingdom (the “**UK**”) (each, a “**Relevant State**”), no offer has been made and no offer will be made of the Offered Shares to the public in that Relevant State prior to the publication of a prospectus in relation to the Offered Shares that has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with Regulation (EU) 2017/1129 (as amended or superseded, the “**Prospectus Regulation**”), except that the Offered Shares may be offered to the public in that Relevant State at any time:

- (i) to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (ii) to fewer than 150 natural or legal persons (other than “qualified investors” as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant dealer or dealers nominated by the issuer for any such offer; or
- (iii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Offered Shares shall result in a requirement for the publication by the Company or the Underwriters of a prospectus pursuant to Article 3 of the Prospectus Regulation.

As used above, the expression “offered to the public” in relation to the Offered Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and the Offered Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Offered Shares.

Notice to Prospective Purchasers in the United Kingdom

This prospectus is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, (iii) are outside the UK or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any Offered Shares may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”). This prospectus is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this prospectus relates is available only to relevant persons and will be engaged in only with relevant persons.

ELIGIBILITY FOR INVESTMENT

In the opinion of Stikeman Elliott LLP, counsel to the Company, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, on the closing of the Offering (in respect of the Offered Shares) or the closing of the Over-Allotment Option (with respect to the Additional Shares), provided that the Subordinate Voting Shares are listed on a “designated stock exchange” (which currently includes the TSX) on the closing of the Offering (in respect of the Offered Shares) or the closing of the Over-Allotment Option (with respect to the Additional Shares), the Subordinate Voting Shares will on that date be qualified investments under the *Income Tax Act (Canada)* and the regulations thereunder (collectively, the “**Tax Act**”) for trusts governed by registered retirement savings plans (“**RRSPs**”), registered retirement income funds (“**RRIFs**”), registered disability savings plans (“**RDSPs**”), deferred profit sharing plans, registered education savings plans (“**RESPs**”) and tax-free savings accounts (“**TFSAs**”) each as defined in the Tax Act.

Notwithstanding that the Subordinate Voting Shares may be qualified investments for a trust governed by a TFSA, RRSP, RRIF, RDSP or RESP, a holder of a TFSA or RDSP, an annuitant of an RRSP or RRIF, or a subscriber of an RESP, as applicable, will be subject to a penalty tax under the Tax Act with respect to Subordinate Voting Shares if the Subordinate Voting Shares are “prohibited investments” for the TFSA, RRSP, RRIF, RDSP or RESP. A Subordinate Voting Share will not be a prohibited investment for trusts governed by a TFSA, RRSP, RRIF, RDSP or RESP provided that the annuitant under the RRSP or RRIF, the holder of the TFSA or RDSP 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" (as defined in the Tax Act) in the Company for purposes of the Tax Act. In addition, the Subordinate Voting Shares will not be a prohibited investment for trusts governed by a TFSA, RRSP, RRIF, RDSP or RESP if the Subordinate Voting Shares are "excluded property" (as defined in the Tax Act) for such trusts. Holders of the Subordinate Voting Shares should consult their own tax advisors with respect to whether the Subordinate Voting Shares would be "prohibited investments" or would be "excluded property" in their particular circumstances.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Stikeman Elliott LLP, counsel to the Company, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, the following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations under the Tax Act generally applicable to a holder who acquires as beneficial owner Subordinate Voting Shares pursuant to this Offering and who, for the purposes of the Tax Act and at all relevant times, holds Subordinate Voting Shares as capital property, deals at arm's length with the Company or the Underwriters, is not affiliated with the Company, has not entered into, with respect to their Subordinate Voting Shares, a "derivative forward agreement", a "synthetic disposition arrangement" or a "dividend rental arrangement" each as defined under the Tax Act (a "**Holder**"). A Subordinate Voting Share will generally be capital property to a Holder provided the Holder does not acquire or hold such Subordinate Voting Share in the course of carrying on a business or as part of an adventure or concern in the nature of trade.

This summary is based upon the current provisions of the Tax Act and counsel's understanding of the current published administrative and assessing policies and practices of the Canada Revenue Agency. The summary also takes into account all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"), and assumes that all such Tax Proposals will be enacted in the form proposed. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. This summary does not otherwise take into account or anticipate any changes in law, whether by way of legislative, judicial or administrative action or interpretation, nor does it address any provincial, territorial or foreign tax considerations.

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. Accordingly, Holders are urged to consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Subordinate Voting Shares.

Residents of Canada

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act, and at all relevant times, is, or is deemed to be, resident in Canada ("**Resident Holder**"). This portion of the summary is not applicable to a Resident Holder: (a) that is a "financial institution", as defined in the Tax Act for purposes of the "mark-to-market rules" contained in the Tax Act; (b) an interest in which would, or for whom a Subordinate Voting Share would, be a "tax shelter investment" as defined in the Tax Act; (c) that is a "specified financial institution" as defined in the Tax Act; or (d) that has elected to report its "Canadian tax results", as defined in the Tax Act, in a currency other than the Canadian currency. Any such Holder to which this summary does not apply should consult its own tax advisor.

Additional considerations, not discussed herein, may be applicable to a Resident Holder that is a corporation resident in Canada and is, or becomes, or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is or becomes, as part of a transaction or series of transactions or events that includes the acquisition of Subordinate Voting Shares, controlled by a non-resident corporation (or pursuant to the Tax Proposals, a non-resident person or group of persons (comprised of any combination of non-resident corporations, non-resident individuals or non-resident trusts)) for 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 the consequences of acquiring Subordinate Voting Shares.

Certain Resident Holders whose Subordinate Voting Shares might not otherwise qualify as capital property may, in certain circumstances, make the irrevocable election pursuant to subsection 39(4) of the Tax Act to have its Subordinate Voting Shares, and every other "Canadian Security", as defined in the Tax Act, owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years, deemed to be capital property. Resident

Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and advisable in their own circumstances.

Dividends on Subordinate Voting Shares

Dividends received on a Subordinate Voting Share by a Resident Holder who is an individual (other than certain trusts) will be included in computing such Resident Holder's income and will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Company as "eligible dividends". There may be limitations on the ability of the Company to designate dividends as "eligible dividends".

Dividends received on a Subordinate Voting Share by a Resident Holder that is a corporation will be included in computing such Resident Holder's income for the taxation year and will generally also be deductible in computing its taxable income for that taxation year. In certain circumstances a dividend received by a Resident Holder that is a corporation may be deemed to be a capital gain pursuant to subsection 55(2) of the Tax Act. Resident Holders should consult their own tax advisors regarding their particular circumstances. A Resident Holder that is a "private corporation" or a "subject corporation", each as defined in the Tax Act, will generally be liable to pay an additional tax under Part IV of the Tax Act on dividends received on Subordinate Voting Shares to the extent such dividends are deductible in computing the Resident Holder's taxable income. Such additional tax may be refundable in certain circumstances. Resident Holders should contact their own tax advisors in this regard.

Dispositions of a Subordinate Voting Share

Generally, on a disposition, or a deemed disposition, of a Subordinate Voting Share a Resident Holder will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Subordinate Voting Share, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Subordinate Voting Share to the Resident Holder immediately before the disposition or deemed disposition. For this purpose, the adjusted cost base to a Resident Holder of a Subordinate Voting Share will be determined at any particular time by averaging the cost of such share with the adjusted cost base of any other Subordinate Voting Shares owned by the Resident Holder as capital property at that time. Such capital gain (or capital loss) will be subject to the treatment described below under "– Taxation of Capital Gains and Capital Losses".

Taxation of Capital Gains and Capital Losses

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Resident Holder for a taxation year must be included in computing the Resident Holder's income for the year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder is required to deduct one-half of any capital loss (an "**allowable capital loss**") realized in a taxation year from taxable capital gains realized in that taxation year and allowable capital losses in excess of taxable capital gains for the taxation year of disposition may be carried back and deducted in any of the three preceding taxation years, or in any subsequent year against net taxable capital gains realized in such years. If the Resident Holder is a corporation, any such capital loss realized on the sale of a Subordinate Voting Share may be reduced by the amount of any dividends which have been received by the Resident Holder on such Subordinate Voting Share to the extent and in circumstances prescribed 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 Subordinate Voting Shares, directly or indirectly through a partnership or a trust. Such Resident Holder should consult its own tax advisor.

A Resident Holder that is throughout the year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional tax on certain investment income, including taxable capital gains (but excluding dividends or deemed dividends deductible in computing taxable income). Such additional tax may be refundable in certain circumstances. Resident Holders should contact their own tax advisors in this regard.

Non-Resident Holders

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act and at all relevant times, is not (and is not deemed to be) resident in Canada and will not use or hold (and will not be deemed to use or hold) the Subordinate Voting Shares in, or in the course of, carrying on a business or part of a business in Canada (a "**Non-Resident Holder**"). This summary does not apply to a Non-Resident Holder that carries on an insurance

business in Canada and elsewhere or an “authorized foreign bank” (as defined in the Tax Act) and such holders should consult their own tax advisors.

Dividends on Subordinate Voting Shares

A dividend paid or credited, or deemed to be paid or credited, on a Subordinate Voting Share to a Non-Resident Holder will generally be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which that Non-Resident Holder may be entitled under an applicable income tax treaty or convention. For example, the rate of withholding tax applicable to a dividend paid on a Subordinate Voting Share to a Non-Resident Holder who is a resident of the United States for purposes of the Canada-U.S. Income Tax Convention (the “**Convention**”), beneficially owns the dividend and is fully entitled to the benefits of the Convention will generally be reduced to 15%.

Dispositions of Subordinate Voting Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition or deemed disposition of a Subordinate Voting Share unless the Subordinate Voting Share constitutes “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident. Generally, a Subordinate Voting Share will not constitute taxable Canadian property of a Non-Resident Holder at any particular time provided that the Subordinate Voting Share is listed on a “designated stock exchange” for the purposes of the Tax Act (which currently includes the TSX), unless at any time during the 60-month period immediately preceding such time: (a) at least 25% or more of the issued shares of any class or series of the capital stock of the Company owned by or belonged to any combination of (x) the Non-Resident Holder, (y) persons with whom the Non-Resident Holder did not deal at arm’s length (for the purposes of the Tax Act), and (z) partnerships in which the Non-Resident Holder or a person described in (y) holds a membership interest directly or indirectly through one or more partnerships; and (b) more than 50% of the fair market value of the Subordinate Voting Share was derived directly or indirectly from one, or any combination of, real or immovable property situated in Canada, Canadian resource property (as defined in the Tax Act), timber resource property (as defined in the Tax Act) or options in respect of, interests in or for civil law rights in any such property (whether or not such property exists). Notwithstanding the foregoing, a Subordinate Voting Share may also be deemed to be “taxable Canadian property” in certain circumstances. Non-Resident Holders for whom a Subordinate Voting Share is, or may be, taxable Canadian property should consult their own tax advisors.

RISK FACTORS

An investment in the Offered Shares involves risks. Before purchasing the Offered Shares, prospective investors should carefully consider the information contained in, or incorporated by reference into, this Prospectus Supplement and the Shelf Prospectus, including, without limitation, the risk factors identified in our Q3 MD&A incorporated by reference into this Prospectus Supplement and under “Risk Factors” in the Annual Information Form incorporated by reference herein. If any event arising from these risks occurs, our business, prospects, financial condition, results of operations or cash flows, or your investment in the Offered Shares could be materially adversely affected.

Our management will have broad discretion in the application of the net proceeds of the Offering.

We cannot specify with certainty the particular uses of the net proceeds we will receive from the Offering. Our management will have broad discretion in the application of the net proceeds, including for any of the purposes described in “Use of Proceeds”. Accordingly, a purchaser of Subordinate Voting Shares will have to rely upon the judgment of our management with respect to the use of the proceeds, with only limited information concerning management’s specific intentions. Our management may spend a portion or all of the net proceeds from this Offering in ways that our shareholders might not desire, that might not yield a favourable return and that might not increase the value of a purchaser’s investment. The failure by our management to apply these funds effectively could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows. Pending their use, we may invest the net proceeds of the Offering in a manner that does not produce income or that loses value.

The dual class structure contained in our restated articles of incorporation has the effect of concentrating voting control and the ability to influence corporate matters with Dax Dasilva, our founder and Chief Executive Officer, which may have a negative impact on the trading price of the Subordinate Voting Shares.

Our Multiple Voting Shares have four votes per share and our Subordinate Voting Shares have one vote per share. Dax Dasilva, our founder and Chief Executive Officer, beneficially owns and controls all of our Multiple Voting Shares and will hold approximately 43.1% of the voting power attached to our outstanding voting shares following this Offering (assuming no exercise of the Over-Allotment Option) and will therefore continue to have significant influence over our management and affairs and over all matters requiring shareholder approval, including election of directors and significant corporate transactions.

In addition, because of the four to one voting ratio between our Multiple Voting Shares and Subordinate Voting Shares, the holders of our Multiple Voting Shares control a significant portion of the combined voting power of our voting shares, even where the Multiple Voting Shares represent a substantially reduced percentage of our total outstanding shares. The concentrated voting control of the holders of our Multiple Voting Shares limits the ability of the holders of our Subordinate Voting Shares to influence corporate matters for the foreseeable future, including the election of directors as well as with respect to decisions regarding amendments of our share capital, creating and issuing additional classes of shares, making significant acquisitions, selling significant assets or parts of our business, merging with other companies and undertaking other significant transactions. As a result, the holders of Multiple Voting Shares have the ability to influence many matters affecting us and actions may be taken that our holders of Subordinate Voting Shares may not view as beneficial. The market price of our Subordinate Voting Shares could be adversely affected due to the significant influence and voting power of the holders of Multiple Voting Shares. Additionally, the significant influence and voting interest of the holders of Multiple Voting Shares may discourage transactions involving a change of control, including transactions in which an investor, as a holder of Subordinate Voting Shares, might otherwise receive a premium for Subordinate Voting Shares over the then-current market price, or discourage competing proposals if a going private transaction is proposed by the holders of Multiple Voting Shares.

Each of our directors and officers owes a fiduciary duty to the Company and must act honestly and in good faith with a view to the best interest of the Company. However, any director and/or officer that is a shareholder, including a controlling shareholder, is entitled to vote his or her shares in his or her own interests, which may not always be in the interest of our shareholders generally. The concentration of the voting power attached to our issued and outstanding shares in favour of our founder and Chief Executive Officer may also have an adverse effect on the price of our Subordinate Voting Shares. As a result of such concentration of voting power, we may also take actions that our other shareholders do not view as beneficial, which may adversely affect our results of operations and financial condition and cause the value of your investment to decline.

The market price of our Subordinate Voting Shares may be volatile and your investment could suffer or decline in value.

The market price of our Subordinate Voting Shares has fluctuated in the past and we expect it to fluctuate in the future, and it may decline below the Offering Price. Some of the factors that may cause the market price of our Subordinate Voting Shares to fluctuate include: volatility in the market price and trading volume of comparable companies; actual or anticipated changes or fluctuations in our operating results or in the expectations of market analysts; adverse market reaction to any indebtedness we may incur or securities we may issue in the future; short sales, hedging and other derivative transactions in our Subordinate Voting Shares; litigation or regulatory action against us; investors' general perception of us and the public's reaction to our press releases, our other public announcements and our filings with Canadian securities regulators, including our financial statements; publication of research reports or news stories about us, our competitors or our industry; positive or negative recommendations or withdrawal of research coverage by securities analysts; changes in general political, economic, industry and market conditions and trends; sales of our Subordinate Voting Shares and Multiple Voting Shares by existing shareholders; recruitment or departure of key personnel; significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors; and the other risk factors described in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein and therein.

Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of our environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to satisfy such criteria may result in limited

or no investment in our Subordinate Voting Shares by those institutions, which could materially adversely affect the trading price of our Subordinate Voting Shares. There can be no assurance that fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue for a protracted period of time, our operations and the trading price of our Subordinate Voting Shares may be materially adversely affected.

In addition, broad market and industry factors may harm the market price of our Subordinate Voting Shares. Therefore, the price of our Subordinate Voting Shares could fluctuate based upon factors that have little or nothing to do with us, and these fluctuations could materially reduce the price of our Subordinate Voting Shares regardless of our operating performance. In the past, following a significant decline in the market price of a company's securities, there have been instances of securities class action litigation having been instituted against that company. If we were involved in any similar litigation, we could incur substantial costs, our management's attention and resources could be diverted and it could harm our business, operating results and financial condition.

We do not currently anticipate paying dividends on the Subordinate Voting Shares, and, consequently, purchasers in the Offering may never receive a return on their investment.

Our current policy is to reinvest our earnings to finance the growth of our business. Therefore, we do not anticipate paying any cash dividends on our securities, including the Subordinate Voting Shares, in the foreseeable future. Any future determination to pay dividends on our securities will be at the discretion of our board of directors and will depend on, among other things, our results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that our board of directors may deem relevant. Until the time that we do pay dividends, which we might never do, our shareholders will not be able to receive a return on their Subordinate Voting Shares unless they sell such Subordinate Voting Shares for a price greater than their acquisition price, and such appreciation may never occur.

Future sales, or the perception of future sales, of Subordinate Voting Shares by existing shareholders or by us, or future dilutive issuances of Subordinate Voting Shares by us, could adversely affect prevailing market prices for the Subordinate Voting Shares.

Subject to compliance with applicable securities laws, sales of a substantial number of Subordinate Voting Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Subordinate Voting Shares or securities convertible into Subordinate Voting Shares intend to sell Subordinate Voting Shares, could reduce the market price of our Subordinate Voting Shares. We cannot predict the effect, if any, that future public sales of these securities or the availability of these securities for sale will have on the market price of our Subordinate Voting Shares. If the market price of our Subordinate Voting Shares were to drop as a result, this might impede our ability to raise additional capital and might cause remaining shareholders to lose all or part of their investment.

Following the consummation of this Offering, the Selling Shareholders will be subject to the Lock-up Agreements described under "Plan of Distribution – Lock-up Arrangements". Further, each of DHI, Caisse, Investissement Québec and Inovia Capital will, in addition to their respective Lock-up Agreements, be subject to their IPO Lock-up Agreement (as extended in connection with the Offering, as applicable). All of the Subordinate Voting Shares held by the forgoing persons will, however, be able to be resold after the expiration of the Lock-up Agreements and/or IPO Lock-up Agreements, as applicable. In addition, the applicable underwriters might waive the provisions of these Lock-up Agreements and/or IPO Lock-up Agreement and allow the subject shareholders to sell their Subordinate Voting Shares at any time. There are no pre-established conditions for the grant of such a waiver by such underwriters, and any decision by them to waive those conditions may depend on a number of factors, which might include market conditions, the performance of our Subordinate Voting Shares in the market and our financial condition at that time. If the restrictions in such Lock-up Agreements and/or IPO Lock-up Agreements are waived, additional Subordinate Voting Shares will be available for sale into the public market, subject to applicable securities laws, which could reduce the market price for Subordinate Voting Shares.

Moreover, certain of our shareholders have the right under the Investor Rights Agreement to require us to file a prospectus covering their registrable securities or to include their registrable securities in prospectuses that we may file for ourselves or on behalf of other shareholders. See "Description of Share Capital – Investor Rights Agreement" in the Annual Information Form incorporated by reference herein.

In addition, certain holders of options will have an immediate income inclusion for tax purposes when they exercise their options (that is, tax is not deferred until they sell the underlying Subordinate Voting Shares). As a result, these holders may need to sell Subordinate Voting Shares purchased on the exercise of options in the same year that they exercise their options. This might result in a greater number of Subordinate Voting Shares being sold in the public market, and reduced long-term holdings of Subordinate Voting Shares by our management and employees.

Our constating documents permit us to issue additional securities in the future, including Subordinate Voting Shares, Multiple Voting Shares and preferred shares without additional shareholder approval.

Our restated articles of incorporation permit us to issue an unlimited number of Subordinate Voting Shares and Multiple Voting Shares. We anticipate that we will, from time to time, issue additional Subordinate Voting Shares in the future. Subject to the requirements of the TSX, we will not be required to obtain the approval of shareholders for the issuance of additional Subordinate Voting Shares. Although the rules of the TSX generally prohibit us from issuing additional Multiple Voting Shares, there may be certain circumstances where additional Multiple Voting Shares may be issued, including upon receiving shareholder approval. Any further issuances of Subordinate Voting Shares or Multiple Voting Shares will result in immediate dilution to existing shareholders and may have an adverse effect on the value of their shareholdings. Additionally, any further issuances of Multiple Voting Shares may significantly lessen the combined voting power of our Subordinate Voting Shares due to the four-to-one voting ratio between our Multiple Voting Shares and Subordinate Voting Shares.

Our restated articles of incorporation also permit us to issue an unlimited number of preferred shares, issuable in series. While we have no present plans to issue any preferred shares, our board of directors has the authority to issue preferred shares and determine the price, designation, rights, (including voting and dividend rights), preferences, privileges, restrictions and conditions of such preferred shares and to determine to whom they shall be issued. Any issuance of preferred shares may result in further dilution to existing shareholders and have an adverse effect on the value of their shareholdings. We cannot foresee the terms and conditions of any future offerings of preferred shares nor the effect they may have on the market price of the Subordinate Voting Shares.

Securities analysts' research or report could impact the price of the Subordinate Voting Shares.

The trading market for the Subordinate Voting Shares may be facilitated in part by the research and reports that industry or financial analysts publish about us or our business. If few analysts provide coverage about us or our business, the trading price of the Subordinate Voting Shares could be lower than otherwise. If one or more of the analysts covering us or our business downgrade their evaluations of us, our business or the value of the Subordinate Voting Shares, the price of the Subordinate Voting Shares could decline. If one or more of these analysts cease to cover us or our business, we could lose visibility in the market for the Subordinate Voting Shares, which in turn could cause the price of the Subordinate Voting Shares to decline.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Certain of our directors, namely Patrick Pichette and Rob Williams, reside outside of Canada. Both Patrick Pichette and Rob Williams have appointed Lightspeed POS Inc., 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, Canada, H2Y 1A6, as their agent for service of process. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

LEGAL MATTERS

Certain legal matters relating to the Offering will be passed upon on our behalf by Stikeman Elliott LLP with respect to Canadian legal matters and Skadden, Arps, Slate, Meagher & Flom LLP with respect to U.S. legal matters and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP. As at the date of this Prospectus Supplement, the partners and associates of each of Stikeman Elliott LLP and Osler, Hoskin & Harcourt LLP beneficially own, directly and indirectly, less than one percent of our outstanding securities or other property, or that of our affiliates.

AUDITORS, REGISTRAR AND TRANSFER AGENT

Our independent auditor is PricewaterhouseCoopers LLP, located at 1250 René-Lévesque Boulevard West, Suite 2500, Montréal, Québec, H3B 4Y1. PricewaterhouseCoopers LLP has confirmed that it is independent of the Company within the meaning of the *Code of Ethics of Chartered Professional Accountants* (Québec).

The transfer agent and registrar for our Subordinate Voting Shares is AST Trust Company (Canada), at its principal office in Montréal, Québec.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendment thereto. In several of the provinces and territories, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such 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 or territory. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE UNDERWRITERS

Dated: February 20, 2020

To the best of our knowledge, information and belief, the amended and restated 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 and territories of Canada.

BMO NESBITT BURNS INC.

(Signed) David Wismer

NATIONAL BANK FINANCIAL INC.

(Signed) Colin Ryan

CIBC WORLD MARKETS INC.

(Signed) Amit Monga

RBC DOMINION SECURITIES INC.

(Signed) Aly Gillani

TD SECURITIES INC.

(Signed) Scott Penner

BARCLAYS CAPITAL CANADA INC.

(Signed) Erik Charbonneau

SCOTIA CAPITAL INC.

(Signed) Rob Sainsbury

RAYMOND JAMES LTD

(Signed) Marwan Kubursi

EIGHT CAPITAL

(Signed) Eyal Ofir

PI FINANCIAL CORP.

(Signed) Blake Corbet

This amended and restated short form prospectus is a base shelf prospectus. This amended and restated short form prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this amended and restated prospectus has become final and that permits the omission from this amended and restated 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.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This amended and restated short form 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.

Information has been incorporated by reference in this amended and restated short form 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 Lightspeed POS Inc. at 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, H2Y 1A6, telephone: (514) 907-1801, and are also available electronically at www.sedar.com.

**AMENDED AND RESTATED SHORT FORM BASE SHELF PROSPECTUS
(amending and restating the short form based shelf prospectus dated August 6, 2019)**

New Issue and/or Secondary Offering

February 6, 2020



LIGHTSPEED POS INC.

C\$1,000,000,000

Subordinate Voting Shares

Preferred Shares

Debt Securities

Warrants

Subscription Receipts

Units

Lightspeed POS Inc. (the “**Company**”, “**Lightspeed**”, “**us**”, “**we**” or “**our**”) may offer, issue and sell, as applicable, from time to time subordinate voting shares (“**Subordinate Voting Shares**”), preferred shares (“**Preferred Shares**”), debt securities (“**Debt Securities**”), warrants (“**Warrants**”) to acquire any of the other securities that are described in this amended and restated short form base shelf prospectus (the “**Prospectus**”), subscription receipts (“**Subscription Receipts**”) to acquire any of the other securities that are described in this Prospectus, and units (“**Units**”) comprised of one or more of any of the other securities that are described in this Prospectus, or any combination of such securities (all of the foregoing collectively, the “**Securities**” and individually, a “**Security**”), for up to an aggregate offering price of C\$1,000,000,000, in one or more transactions during the 25-month period commencing August 6, 2019 that this Prospectus, including any amendments hereto, remains effective.

We will provide the specific terms of any offering of Securities, including the specific terms of the Securities with respect to a particular offering and the terms of such offering, in one or more prospectus supplements (each a “**Prospectus Supplement**”) to this Prospectus. The Securities may be offered separately or together or in any combination, and as separate series. One or more securityholders of the Company may also offer and sell Securities under this Prospectus. See “Selling Securityholders”.

All information permitted under applicable securities laws to be omitted from this Prospectus will be contained in

one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. For the purposes of applicable securities laws, each Prospectus Supplement will be incorporated by reference into this Prospectus as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which that Prospectus Supplement pertains. You should read this Prospectus and any applicable Prospectus Supplement carefully before you invest in any Securities offered pursuant to this Prospectus.

Our Securities may be offered and sold pursuant to this Prospectus through underwriters, dealers, directly or through agents designated from time to time at amounts and prices and other terms determined by us or any selling securityholders. In connection with any underwritten offering of Securities other than an “at-the-market distribution” (as defined in *National Instrument 44-102 – Shelf Distributions (“NI 44-102”)*), unless otherwise specified in the relevant Prospectus Supplement the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at levels other than those that might otherwise prevail on the open market. Such transactions, if commenced, may be commenced, interrupted or discontinued at any time. See “Plan of Distribution”. A Prospectus Supplement will set out the names of any underwriters, dealers, agents or selling securityholders involved in the sale of our Securities, the amounts, if any, to be purchased by underwriters, the plan of distribution for such Securities, including the net proceeds we expect to receive from the sale of such Securities, if any, the amounts and prices at which such Securities are sold, the compensation of such underwriters, dealers or agents and other material terms of the plan of distribution.

No underwriter or dealer involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

Our Subordinate Voting Shares are listed on the Toronto Stock Exchange (the “TSX”) under the symbol “LSPD”. On February 5, 2020, the last trading day prior to the date of this Prospectus, the closing price of the Subordinate Voting Shares on the TSX was C\$44.24. **Unless otherwise specified in the applicable Prospectus Supplement, Securities other than Subordinate Voting Shares will not be listed on any securities exchange. There is currently no market through which such Securities other than Subordinate Voting Shares may be sold and purchasers may not be able to resell any such Securities purchased under this Prospectus and the Prospectus Supplement relating to such Securities. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation.**

Purchasers of Securities should be aware that the acquisition of Securities may have tax consequences. This Prospectus does not discuss Canadian or other tax consequences and any such tax consequences may not be described fully in any applicable Prospectus Supplement with respect to a particular offering of Securities. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

The Company has two classes of issued and outstanding shares: the Subordinate Voting Shares and the multiple voting shares (“**Multiple Voting Shares**”). The Subordinate Voting Shares are “restricted securities” within the meaning of such term under applicable Canadian securities laws. The Subordinate Voting Shares and the Multiple Voting Shares are substantially identical with the exception of the multiple voting rights and conversion rights attached to the Multiple Voting Shares. Each Subordinate Voting Share is entitled to one vote and each Multiple Voting Share is entitled to four votes on all matters upon which the holders of shares are entitled to vote, and the holders of Subordinate Voting Shares and Multiple Voting Shares will vote together on all matters subject to a vote of holders of both those classes of shares as if they were one class of shares, except to the extent that a separate vote of holders as a separate class is required by law or provided by our articles. The Multiple Voting Shares are convertible into Subordinate Voting Shares on a one-for-one basis at any time at the option of the holders thereof and automatically in certain other circumstances, including at such time that is the earlier to occur of the following: (i) Permitted Holders (as defined herein) that hold Multiple Voting Shares no longer beneficially owning, as a group, directly or indirectly and in the aggregate, at least 12.5% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares (on a non-diluted basis); and (ii) Dax Dasilva no longer serving as a director or member of senior management of the Company. See “Description of Share Capital – Conversion”. The holders of Subordinate Voting Shares benefit from contractual provisions that give them certain rights in the event of a take-over bid for the Multiple Voting Shares. See “Description of Share Capital – Take-Over Bid Protection”.

Certain of our directors, namely Patrick Pichette and Rob Williams, reside outside of Canada. Both Patrick Pichette and Rob Williams have appointed Lightspeed POS Inc., 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, Canada, H2Y 1A6, as their agent for service of process. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

An investment in Securities involves significant risks that should be carefully considered by prospective investors before purchasing Securities. The risks outlined in this Prospectus and in the documents incorporated by reference herein, including the applicable Prospectus Supplement, should be carefully reviewed and considered by prospective investors in connection with any investment in Securities. See “Risk Factors”.

No underwriter has been involved in the preparation of this Prospectus nor has any underwriter performed any review of the contents of this Prospectus.

Our head and registered office is located at 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, Canada, H2Y 1A6, and our telephone number is (514) 907-1801.

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ABOUT THIS PROSPECTUS

Readers should rely only on the information contained or incorporated by reference in this Prospectus and any applicable Prospectus Supplement. We have not authorized anyone to provide readers with information different from that contained in this Prospectus (or incorporated by reference herein). We take no responsibility for, and can provide no assurance as to the reliability of any other information that others may give readers of this Prospectus. We are not making an offer of Securities in any jurisdiction where the offer is not permitted. Readers are required to inform themselves about, and to observe any restrictions relating to, any offer of Securities and the possession or distribution of this Prospectus and any applicable Prospectus Supplement.

Readers should not assume that the information contained or incorporated by reference in this Prospectus is accurate as of any date other than the date of this Prospectus or the respective dates of the documents incorporated by reference herein, unless otherwise noted herein or as required by law. It should be assumed that the information appearing in this Prospectus, any Prospectus Supplement and the documents incorporated by reference herein and therein are accurate only as of their respective dates. The business, financial condition, results of operations and prospects of the Company may have changed since those dates.

This Prospectus shall not be used by anyone for any purpose other than in connection with an offering of Securities in compliance with applicable securities laws. We do not undertake to update the information contained or incorporated by reference herein, including any Prospectus Supplement, except as required by applicable securities laws. Information contained on, or otherwise accessed through, our website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference herein.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into 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 the Company at 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, H2Y 1A6, telephone: (514) 907-1801, and are also available electronically at www.sedar.com.

The following documents, filed by the Company with the various securities commissions or similar authorities in each of the provinces and territories 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 May 30, 2019 for the year ended March 31, 2019 (the “**Annual Information Form**”);
- (b) the audited consolidated financial statements of the Company as at and for the years ended March 31, 2019 and 2018, together with the notes thereto and the independent auditor’s report thereon;
- (c) the management’s discussion and analysis of financial condition and results of operations of the Company for the three- and twelve-month periods ended March 31, 2019 (the “**Annual MD&A**”);
- (d) the unaudited condensed interim consolidated financial statements of the Company as at December 31, 2019 and for the three- and nine-month periods ended December 31, 2019 and 2018, together with the notes thereto;
- (e) the management’s discussion and analysis of financial condition and results of operations of the Company for the three- and nine-month periods ended December 31, 2019 (the “**Q3 MD&A**”); and
- (f) the management information circular of the Company dated June 21, 2019 in connection with the annual meeting of shareholders of the Company held on August 8, 2019.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference in this Prospectus will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference into this Prospectus modifies or supersedes that 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 prevent a statement that is made from being false or misleading in 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.

Any document of the type required by National Instrument 44-101 — *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus, including any annual information forms, material change reports (except confidential material change reports), business acquisition reports, interim financial statements, annual financial statements (in each case, including any applicable exhibits containing updated earnings coverage information) and the independent auditor’s report on such annual financial statements, management’s discussion and analysis and information circulars of the Company filed by the Company with securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the completion or withdrawal of any offering under this Prospectus shall be deemed to be incorporated by reference into this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus, the applicable Prospectus Supplement and the documents incorporated or deemed to be incorporated by reference herein and therein.

Upon a new annual information form and annual consolidated financial statements being filed by the Company with the applicable Canadian securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous annual information form, the previous annual consolidated financial statements and all interim consolidated financial statements and in each case the accompanying management's discussion and analysis of financial condition and results of operations, and material change reports, filed prior to the commencement of the financial year of the Company in which the new annual information form is filed shall be deemed to no longer be incorporated into this Prospectus for purpose of future offers and sales of Securities under this Prospectus. Upon interim consolidated financial statements and the accompanying management's discussion and analysis of financial condition and results of operations being filed by the Company with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, all interim consolidated financial statements and the accompanying management's discussion and analysis of financial condition and results of operations filed prior to such new interim consolidated financial statements and management's discussion and analysis of financial condition and results of operations shall be deemed to no longer be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for an annual meeting of shareholders being filed by the Company with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

References to our website in any documents that are incorporated by reference into this Prospectus and any Prospectus Supplement do not incorporate by reference the information on such website into this Prospectus or any Prospectus Supplement, and we disclaim any such incorporation by reference.

A Prospectus Supplement containing the specific terms of an offering of Securities and other information in relation to the Securities will be delivered to prospective purchasers of such Securities together with this Prospectus and shall be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement but only for the purposes of the offering of the Securities covered by that Prospectus Supplement.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus, including the documents incorporated by reference herein, contains "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities laws. Forward-looking information included in this Prospectus and in the documents incorporated by reference herein may relate to our financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information.

In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved" and the negative of these terms and similar terminology. In addition, any statements in this Prospectus or in the documents incorporated by reference herein that refer to expectations, intentions, projections or other characterizations of future events or circumstances, contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances as at the date such statements are made. This forward-looking information includes, among other things, statements relating to: expectations regarding industry trends; our growth rates and growth strategies; addressable markets for our solutions; the achievement of advances in and expansion of our platform; expectations regarding our revenue and the revenue generation potential of our payment-related and other solutions; our business plans and strategies; and our competitive position in our industry.

The forward-looking information included in this Prospectus and in the documents incorporated by reference herein is based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances as at the date of the forward-looking information. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions in respect of our ability to build our market share and enter new markets and industry verticals; our ability to retain key personnel; our ability to maintain and expand geographic scope; our ability to execute on our expansion plans; our ability to continue investing in infrastructure to support our growth; our ability to successfully integrate the companies we have acquired and to derive the benefits we expect from the acquisition thereof; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; the changes and trends in our industry or the global economy; and the changes in laws, rules, regulations, and global standards are material factors made in preparing forward-looking information and management's expectations.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that we considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the factors in the "Summary of Factors Affecting our Performance" sections of our Annual MD&A and Q3 MD&A and in the "Risk Factors" section of our Annual Information Form, as well as those contained in any Prospectus Supplement. Our Annual MD&A, Q3 MD&A and our Annual Information Form are available under our profile on SEDAR at www.sedar.com.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. The opinions, estimates or assumptions referred to above and described in greater detail in the documents incorporated by reference herein should be considered carefully by prospective investors.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking information is a guarantee of future results. Accordingly, prospective investors should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this Prospectus and in the documents incorporated by reference herein represents our expectations as of the date hereof or as of the date it is otherwise stated to be made, as applicable, and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this Prospectus, in the documents incorporated by reference herein and in any Prospectus Supplement is expressly qualified by the foregoing cautionary statements.

TRADEMARKS AND TRADE NAMES

This Prospectus and the documents incorporated by reference herein include certain trademarks and trade names which are protected under applicable intellectual property laws and are our property. Solely for convenience, our trademarks and trade names referred to in this Prospectus and in the documents incorporated by reference herein may appear without the ® or ™ symbol, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and trade names. All other trademarks used in this Prospectus or the documents incorporated by reference herein are the property of their respective owners.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

In this Prospectus, references to “C\$” are to Canadian dollars and to “US\$” are to U.S. dollars. On February 5, 2020, the Bank of Canada rate of exchange was C\$1.00 = US\$0.7525 or US\$1.00 = C\$1.3289.

Our annual financial statements and our interim financial statements are reported in U.S. dollars, and are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

LIGHTSPEED POS INC.

Mission

At Lightspeed, our mission is to bring cities and communities to life by powering small and medium-sized businesses (“SMBs”). People come together on our main streets and high streets because of the vibrancy of local SMBs, and we believe cities and communities are built on their presence and success. Running an SMB, however, is becoming increasingly complex. Consumer behaviors and expectations are changing, fueled by the influence of new technologies pushing consumers towards an omni-channel experience. Our solutions equip SMBs with the technology required to transform the way they manage their business and exceed consumers’ expectations in this changing environment.

Business of the Company

Lightspeed provides easy-to-use, omni-channel commerce-enabling software as a service (“SaaS”) platforms. Our software platforms provide our customers with the critical functionality they need to engage with consumers, manage their operations, accept payments, and grow their business. We operate globally in over 100 countries, empowering single- and multi-location SMBs to compete successfully in an omni-channel market environment by engaging with consumers across online, mobile, social, and physical channels. We believe our platforms are essential to our customers’ ability to run and grow their business. As a result, most of our revenue is recurring in nature and we have a strong track-record of growing revenue per customer over time.

Our solutions are specifically tailored to meet the needs of SMBs, essentially democratizing technology previously available only to large enterprises.

We provide SMBs with easy-to-use and affordable platforms with end-to-end capabilities that help them grow. Our platforms are built to scale with SMBs, supporting them as they open new locations, and offering increasingly sophisticated solutions as their businesses become more complex. Our platforms help SMBs avoid having to stitch together multiple, and often disjointed, applications from various providers to leverage the technology they need to run and grow their businesses. Our ecosystem of development, channel and installation partners further reinforces the scalability of our solutions, making them customizable and extensible. We work alongside our customers through their business journey by providing industry-leading onboarding and support services, and fundamentally believe that our success is directly connected to their success.

Our cloud platforms are designed around three interrelated elements: front-end consumer experience, back-end operations management to improve our customers’ efficiency and insight, and the facilitation of payments. Key functionalities of our platforms include omni-channel capabilities, point of sale, product and menu management, inventory management, analytics and reporting, multi-location connectivity, loyalty and customer management. Our position at the point of commerce puts us in a privileged position for payments processing and allows us to collect transaction-related data insights. Lightspeed Payments, our payment processing solution, is currently available to our U.S. retail customers and we are commencing the initial rollout to Canadian retail customers and U.S. hospitality customers. We believe that the broader rollout of Lightspeed Payments will further align us with our customers’ success and represents a significant growth opportunity for our Company.

We sell our platforms primarily through our direct sales force in North America, Europe and Australia, supplemented by indirect channels in other countries around the world. Our platforms are well-suited for various types of SMBs, particularly single- and multi-location retailers with complex operations, such as those with a high

product count, diverse inventory needs or a service component, and restaurants ranging from quick service and festivals to hotels and fine dining establishments.

Our head and registered office is located at 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, Canada, H2Y 1A6, and our telephone number is (514) 907-1801. Additional information about our business is included in the documents incorporated by reference into this Prospectus, which are available under our profile at www.sedar.com.

Recent Developments

On January 7, 2020, the Company acquired all of the outstanding shares of Gastrofix GmbH (“**Gastrofix**”), a cloud-based point of sale (POS) hospitality software business located in Germany (the “**Gastrofix Acquisition**”), for closing consideration comprised of cash and Subordinate Voting Shares, subject to a post-closing working capital adjustment. The Company drew US\$30.0 million from its stand-by acquisition term loan with the Canadian Imperial Bank of Commerce on January 2, 2020 to fund a portion of the closing cash consideration. Additional cash payments may also be made and additional Subordinate Voting Shares may be issued through January 2022 contingent upon the achievement of certain performance objectives.

Securities regulation in Canada requires that an issuer that files a prospectus and that has recently closed a “significant acquisition” within the meaning of Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) include financial statements or other information about such acquisition in the prospectus if the inclusion of the financial statements is necessary for the prospectus to contain full, true and plain disclosure of all the material facts relating to the securities being distributed. If such financial statements or other information are required, such requirement must be satisfied by including either: (i) the financial statements or other information that will be required to be included in, or incorporated by reference into, a business acquisition report filed under Part 8 of NI 51-102; or (ii) satisfactory alternative financial statements or other information.

The Gastrofix Acquisition is a “significant acquisition” within the meaning of Part 8 of NI 51-102. While the Gastrofix Acquisition does not trigger the “asset test” or the “profit or loss test” (as such tests are defined in NI 51-102), it does trigger the “investment test” (as such test is defined in NI 51-102), thereby requiring the filing of a business acquisition report. Notwithstanding the foregoing, the Company does not consider the Gastrofix Acquisition to be a “significant acquisition” from a practical, commercial, operational and financial perspective for the following reasons: (i) the test for whether or not an acquisition is significant under the investment test produces an anomalous result in this instance that exaggerates the significance of the Gastrofix Acquisition and does not correlate to the actual significance of the Gastrofix Acquisition from a practical, commercial, operational and financial perspective when examining additional financial and operational measures of both the Company and Gastrofix, including, but not limited to, their respective revenues and Customer Locations (as defined in our Q3 MD&A), (ii) due to the nature of its business and the industry in which it operates, the Company incurs substantial amounts each year in research and development and marketing expenses in order to sustain its growth and invest in the development of products and services that are expected to only generate revenues and profits in the future, which expenses, due to their nature and corresponding treatment under IFRS, cannot be capitalized as assets on the Company’s consolidated balance sheet, ultimately making the purchase price for the Gastrofix Acquisition seem disproportionately large in comparison to the consolidated assets of the Company, and (iii) the economic significance of the Gastrofix Acquisition would be more appropriately evaluated against the aggregate worldwide market value of the Company’s outstanding equity securities (based on the trading price of its Subordinate Voting Shares on the TSX), as the measure against which the purchase price of the Gastrofix Acquisition is compared under the current “investment test” does not fully reflect the Company’s current fair value.

The Company believes that the inclusion of financial statements that would be required to be included in, or incorporated by reference into, a business acquisition report in respect of the Gastrofix Acquisition is not necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Securities since: (i) this Prospectus together with our Q3 MD&A, which is incorporated by reference herein, includes disclosure about the Gastrofix Acquisition, (ii) as a practical, commercial, operational and financial matter, the Gastrofix Acquisition is not significant to the Company and (iii) management of the Company believes that such information does not represent material information to the Company’s shareholders in comparison to its current operations, useful for the investment decision of prospective investors in connection with any offering of Securities.

In accordance with the above position, the Company has applied for an exemption from the requirement under Part 8 of NI 51-102 to prepare and file a business acquisition report with respect to the Gastrofix Acquisition. The granting of the exemption remains subject to the approval of the applicable Canadian securities commissions or similar regulatory authorities in Canada.

SELLING SECURITYHOLDERS

Securities may be sold under this Prospectus by way of secondary offering by or for the account of certain of our securityholders. Any Prospectus Supplement that we file in connection with an offering of Securities by selling securityholders will include the following information:

- the names of the selling securityholders;
- the number or amount of Securities owned, controlled or directed of the class being distributed by each selling securityholder;
- the number or amount of Securities of the class being distributed for the account of each selling securityholder;
- the number or amount of Securities of any class to be owned, controlled or directed by the selling securityholders after the distribution and the percentage that number or amount represents of the total number of our outstanding Securities;
- whether the Securities are owned by the selling securityholders both of record and beneficially, of record only, or beneficially only; and
- all other information that is required to be included in the applicable Prospectus Supplement.

USE OF PROCEEDS

The net proceeds to the Company from any offering of Securities and the proposed use of those proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities. The Company will not receive any proceeds from any sale of any Securities by selling securityholders.

DESCRIPTION OF SHARE CAPITAL

The following description of our share capital summarizes certain provisions contained in our restated articles of incorporation (the “Articles”) and by-laws. These summaries do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all of the provisions of our Articles and by-laws.

Our authorized share capital consists of (i) an unlimited number of Subordinate Voting Shares, of which 72,771,017 were issued and outstanding as of February 4, 2020, (ii) an unlimited number of Multiple Voting Shares, of which 14,667,922 were issued and outstanding as of February 4, 2020, and (iii) an unlimited number of Preferred Shares, issuable in series, none of which were outstanding as of February 4, 2020. All of the issued and outstanding Multiple Voting Shares are, directly or indirectly, held by Dax Dasilva and his Permitted Holders (as defined below).

The Subordinate Voting Shares are “restricted securities” within the meaning of such term under applicable securities laws in Canada. We are exempt from the requirements of Part 12 of National Instrument 41-101 — *General Prospectus Requirements* on the basis that the securities that may be offered hereunder are the same class of securities distributed under the prospectus filed in connection with our March 15, 2019 initial public offering (the “IPO”) and we were a private issuer within the meaning of such term under applicable securities laws in Canada immediately before our IPO.

Subordinate Voting Shares and Multiple Voting Shares

Except as described herein, the Subordinate Voting Shares and Multiple Voting Shares have the same rights, are equal in all respects and are treated by the Company as if they were one class of shares. Holders of Multiple Voting Shares and Subordinate Voting Shares have no pre-emptive rights or conversion or exchange rights or other

subscription rights, except that each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share and our Multiple Voting Shares will automatically convert into Subordinate Voting Shares upon certain transfers and other events, as described below under “Conversion”. There are no redemption, retraction, purchase for cancellation or surrender provisions or sinking or purchase fund provisions applicable to our Subordinate Voting Shares or Multiple Voting Shares. There is no provision in our Articles requiring holders of Subordinate Voting Shares or Multiple Voting Shares to contribute additional capital, or permitting or restricting the issuance of additional securities or any other material restrictions. The special rights or restrictions attached to the Subordinate Voting Shares and Multiple Voting Shares are subject to and may be adversely affected by, the rights attached to any series of Preferred Shares that we may designate in the future.

Rank

The Subordinate Voting Shares and Multiple Voting Shares rank *pari passu* with respect to the payment of dividends, return of capital and distribution of assets in the event of the liquidation, dissolution or winding up of the Company. In the event of the liquidation, dissolution or winding-up of the Company or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of Subordinate Voting Shares and the holders of Multiple Voting Shares are entitled to participate equally in the remaining property and assets of the Company available for distribution to the holders of shares, without preference or distinction among or between the Subordinate Voting Shares and the Multiple Voting Shares, subject to the rights of the holders of any Preferred Shares.

Dividends

The holders of outstanding Subordinate Voting Shares and Multiple Voting Shares are entitled to receive dividends at such times and in such amounts and form as our board of directors (the “**Board**”) may from time to time determine, but subject to the rights of the holders of any Preferred Shares, without preference or distinction among or between the Subordinate Voting Shares and the Multiple Voting Shares. We are permitted to pay dividends unless there are reasonable grounds for believing that: (i) we are, or would after such payment be, unable to pay our liabilities as they become due; or (ii) the realizable value of our assets would, as a result of such payment, be less than the aggregate of our liabilities and stated capital of all classes of shares. In the event of a payment of a dividend in the form of shares, Subordinate Voting Shares shall be distributed with respect to outstanding Subordinate Voting Shares and Multiple Voting Shares shall be distributed with respect to outstanding Multiple Voting Shares, unless otherwise determined by our Board.

Voting Rights

The holders of outstanding Subordinate Voting Shares are entitled to one vote per share and the holders of Multiple Voting Shares are entitled to four votes per share. As of February 4, 2020, the Subordinate Voting Shares collectively represented approximately 83.22% of our issued and outstanding shares and approximately 55.36% of the voting power attached to all of our issued and outstanding shares, and the Multiple Voting Shares collectively represented approximately 16.78% of our issued and outstanding shares and approximately 44.64% of the voting power attached to all of our issued and outstanding shares.

Conversion

The Subordinate Voting Shares are not convertible into any other class of shares. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share. Upon the first date that a Multiple Voting Share shall be held by a Person other than a Permitted Holder (each such term as defined herein), the Permitted Holder which held such Multiple Voting Share until such date, without any further action, shall automatically be deemed to have exercised his, her or its rights to convert such Multiple Voting Share into a fully paid and non-assessable Subordinate Voting Share.

In addition, all Multiple Voting Shares held by Permitted Holders will convert automatically into Subordinate Voting Shares at such time that is the earlier to occur of the following (i) Permitted Holders that hold Multiple Voting Shares no longer beneficially owning, as a group, directly or indirectly and in the aggregate, at least 12.5%

of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares (on a non-diluted basis), and (ii) Dax Dasilva no longer serving as a director or member of senior management of the Company.

For the purposes of the foregoing:

“Members of the Immediate Family” means with respect to any individual, each parent (whether by birth or adoption), spouse, or child (including any step-child) or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the *Income Tax Act* (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

“Permitted Holders” means (i) Dax Dasilva and any Members of the Immediate Family of Dax Dasilva, and (ii) any Person controlled, directly or indirectly, by one or more Persons referred to in clause (i) above;

“Person” means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company; and

A Person is **“controlled”** by another Person or other Persons if: (i) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (ii) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and **“controls”**, **“controlling”** and **“under common control with”** shall be interpreted accordingly.

Subdivision or Consolidation

No subdivision or consolidation of the Subordinate Voting Shares or the Multiple Voting Shares may be carried out unless, at the same time, the Multiple Voting Shares or the Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

Certain Class Votes

Except as required by the *Canada Business Corporations Act* (the **“CBCA”**), applicable Canadian securities laws or our Articles, holders of Subordinate Voting Shares and Multiple Voting Shares will vote together on all matters subject to a vote of holders of both those classes of shares as if they were one class of shares. Under the CBCA, certain types of amendments to our Articles are subject to approval by special resolution of the holders of our classes of shares voting separately as a class, including amendments to:

- add, change or remove the rights, privileges, restrictions or conditions attached to the shares of that class;
- increase the rights or privileges of any class of shares having rights or privileges equal or superior to the shares of that class; and
- make any class of shares having rights or privileges inferior to the shares of such class equal or superior to the shares of that class.

Without limiting other rights at law of any holders of Subordinate Voting Shares or Multiple Voting Shares to vote separately as a class, neither the holders of the Subordinate Voting Shares nor the holders of the Multiple Voting Shares shall be entitled to vote separately as a class upon a proposal to amend our Articles in the case of an amendment to (1) increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or (2) create a new class of shares equal or superior to the shares of such class, which rights are otherwise provided for in paragraphs (a) and (e) of subsection 176(1) of the CBCA. Pursuant to our Articles, neither holders of our Subordinate Voting Shares nor holders of our Multiple Voting Shares will be entitled to vote separately as a class on a proposal to amend our Articles to effect an exchange, reclassification or cancellation of all or part of the shares of such class pursuant to Section 176(1)(b) of the CBCA unless such exchange, reclassification or cancellation: (a) affects only the holders of that class; or (b) affects the holders of Subordinate Voting Shares and Multiple Voting Shares differently, on a per share basis, and such holders are not already otherwise entitled to vote separately as a class under applicable law or our Articles in respect of such exchange, reclassification or cancellation.

Pursuant to our Articles, holders of Subordinate Voting Shares and Multiple Voting Shares will be treated equally and identically, on a per share basis, in certain change of control transactions that require approval of our shareholders under the CBCA, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of our Subordinate Voting Shares and Multiple Voting Shares, each voting separately as a class.

Shareholder Meetings

Holders of our Subordinate Voting Shares and Multiple Voting Shares are entitled to attend and vote at meetings of our shareholders except meetings at which only holders of a particular class are entitled to vote.

Take-Over Bid Protection

Under applicable Canadian securities laws, an offer to purchase Multiple Voting Shares would not necessarily require that an offer be made to purchase Subordinate Voting Shares. In accordance with the rules of the TSX designed to ensure that, in the event of a take-over bid, the holders of Subordinate Voting Shares will be entitled to participate on an equal footing with holders of Multiple Voting Shares, the holders of Multiple Voting Shares have entered into a customary coattail agreement with us and a trustee (the “**Coattail Agreement**”). The following is a summary of the material attributes and characteristics of the Coattail Agreement. This summary is qualified in its entirety by reference to the provisions of that agreement, which contains a complete statement of those attributes and characteristics. The Coattail Agreement is available under our profile on SEDAR at www.sedar.com.

The Coattail Agreement contains provisions customary for dual-class, TSX-listed corporations designed to prevent transactions that otherwise would deprive the holders of Subordinate Voting Shares of rights under applicable Canadian securities laws to which they would have been entitled if the Multiple Voting Shares had been Subordinate Voting Shares.

The undertakings in the Coattail Agreement do not apply to prevent a sale by Permitted Holders of Multiple Voting Shares if concurrently an offer is made to purchase Subordinate Voting Shares that:

- (a) offers a price per Subordinate Voting Share at least as high as the highest price per share to be paid pursuant to the take-over bid for the Multiple Voting Shares;
- (b) provides that the percentage of outstanding Subordinate Voting Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of outstanding Multiple Voting Shares to be sold (exclusive of Multiple Voting Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror);
- (c) has no condition attached other than the right not to take up and pay for Subordinate Voting Shares tendered if no shares are purchased pursuant to the offer for Multiple Voting Shares; and

(d) is in all other material respects identical to the offer for Multiple Voting Shares.

In addition, the Coattail Agreement does not prevent the transfer of Multiple Voting Shares to Permitted Holders, provided such transfer is not or would not have been subject to the requirements to make a take-over bid (if the vendor or transferee were in Canada) or would be exempt from certain requirements applicable to take-over bids under applicable Canadian securities laws. The conversion of Multiple Voting Shares into Subordinate Voting Shares, whether or not such Subordinate Voting Shares are subsequently sold, would not constitute a disposition of Multiple Voting Shares for the purposes of the Coattail Agreement.

Under the Coattail Agreement, any sale of Multiple Voting Shares by a holder of Multiple Voting Shares party to the Coattail Agreement will be conditional upon the transferee becoming a party to the Coattail Agreement, to the extent such transferred Multiple Voting Shares are not automatically converted into Subordinate Voting Shares in accordance with our Articles.

The Coattail Agreement contains provisions for authorizing action by the trustee to enforce the rights under the Coattail Agreement on behalf of the holders of the Subordinate Voting Shares. The obligation of the trustee to take such action is conditional on us or holders of the Subordinate Voting Shares providing such funds and indemnity as the trustee may reasonably require. No holder of Subordinate Voting Shares will have the right, other than through the trustee, to institute any action or proceeding or to exercise any other remedy to enforce any rights arising under the Coattail Agreement unless the trustee fails to act on a request authorized by holders of not less than 10% of the outstanding Subordinate Voting Shares and reasonable funds and indemnity have been provided to the trustee.

Other than in respect of non-material amendments and waivers that do not adversely affect the interests of holders of Subordinate Voting Shares, the Coattail Agreement provides that, among other things, it may not be amended, and no provision thereof may be waived, unless, prior to giving effect to such amendment or waiver, the following have been obtained: (a) the consent of the TSX and any other applicable securities regulatory authority in Canada; and (b) the approval of at least two-thirds of the votes cast by holders of Subordinate Voting Shares represented at a meeting duly called for the purpose of considering such amendment or waiver, excluding votes attached to Subordinate Voting Shares held by the holders of Multiple Voting Shares or their affiliates and related parties and any persons who have an agreement to purchase Multiple Voting Shares on terms which would constitute a sale or disposition for purposes of the Coattail Agreement, other than as permitted thereby.

No provision of the Coattail Agreement limits the rights of any holders of Subordinate Voting Shares under applicable law.

Preferred Shares

The Preferred Shares are issuable at any time and from time to time in one or more series. The Board is authorized to fix before issue the number of, the consideration per share of, the designation of, and the provisions attaching to, the Preferred Shares of each series, which may include voting rights, the whole subject to the issue of a certificate of amendment setting forth the designation and provisions attaching to the Preferred Shares or shares of the series. Holders of Preferred Shares, except as otherwise provided in the terms specific to a series of Preferred Shares or as required by law, will not be entitled to vote at meetings of holders of shares, and will not be entitled to vote separately as a class upon a proposal to amend our Articles in the case of an amendment of the kind referred to in paragraph (a), (b) or (e) of subsection 176(1) of the CBCA. The Preferred Shares of each series, if and when issued, will, with respect to the payment of dividends, rank on parity with the Preferred Shares of every other series and will be entitled to preference over the Subordinate Voting Shares, the Multiple Voting Shares and any other shares ranking junior to the Preferred Shares with respect to payment of dividends and distribution of any property or assets in the event of the Company's liquidation, dissolution or winding-up, whether voluntary or involuntary. We currently anticipate that the Preferred Shares will not carry any pre-emptive, redemption, conversion, exchange or retraction rights, nor will they contain any purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities and any other material restrictions, or provisions requiring a securityholder to contribute additional capital.

DESCRIPTION OF DEBT SECURITIES

As of the date of this Prospectus, the Company has no Debt Securities outstanding. The Company may issue Debt Securities, separately or together, with Subordinate Voting Shares, Preferred Shares, Warrants, Subscription Receipts or Units or any combination thereof, as the case may be. The Debt Securities will be issued in one or more series under an indenture (the “**Indenture**”) to be entered into between the Company and one or more trustees that will be named in a Prospectus Supplement for a series of Debt Securities. The description of certain provisions of the Indenture in this section do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the provisions of the Indenture. Terms used in this summary that are not otherwise defined herein have the meaning ascribed to them in the Indenture. The particular terms relating to Debt Securities offered by a Prospectus Supplement will be described in the related Prospectus Supplement. This description may include, but may not be limited to, any of the following, if applicable:

- the specific designation of the Debt Securities;
- the price or prices at which the Debt Securities will be issued;
- any limit on the aggregate principal amount of the Debt Securities;
- the date or dates, if any, on which the Debt Securities will mature and the portion (if less than all of the principal amount) of the Debt Securities to be payable upon declaration of acceleration of maturity;
- the rate or rates (whether fixed or variable) at which the Debt Securities will bear interest, if any, the date or dates from which any such interest will accrue and on which any such interest will be payable and the record dates for any interest payable on the Debt Securities that are in registered form;
- the terms and conditions under which we may be obligated to redeem, repay or purchase the Debt Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which we may redeem the Debt Securities, in whole or in part, at our option;
- the covenants and events of default applicable to the Debt Securities;
- the terms and conditions for any conversion or exchange of the Debt Securities for any other securities;
- whether the Debt Securities will be issuable in registered form or bearer form or both, and, if issuable in bearer form, the restrictions as to the offer, sale and delivery of the Debt Securities which are in bearer form and as to exchanges between registered form and bearer form;
- whether the Debt Securities will be issuable in the form of registered global securities (“**Global Securities**”), and, if so, the identity of the depositary for such registered Global Securities;
- the authorized denominations in which registered Debt Securities and bearer Debt Securities will be issuable, as applicable;
- each office or agency where payments on the Debt Securities will be made and each office or agency where the Debt Securities may be presented for registration of transfer or exchange;
- the currency in which the Debt Securities are denominated or the currency in which we will make payments on the Debt Securities;
- any index, formula or other method used to determine the amount of payments of principal of (and premium, if any) or interest, if any, on the Debt Securities; and
- any other terms of the Debt Securities which apply solely to the Debt Securities.

Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The terms on which a series of Debt Securities may be convertible into or exchangeable for Subordinate Voting Shares or other securities of the Company will be described in the applicable Prospectus Supplement. These terms may include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at the

option of the Company, and may include provisions pursuant to which the number of Subordinate Voting Shares or other securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Subordinate Voting Shares or other securities of the Company, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

DESCRIPTION OF WARRANTS

In the past, the Company has issued warrants to acquire equity securities of the Company from time to time. The Company may issue Warrants, separately or together, with Subordinate Voting Shares, Preferred Shares, Debt Securities, Subscription Receipts or Units or any combination thereof, as the case may be. The Warrants would be issued under a separate Warrant agreement or indenture. The specific terms and provisions that will apply to any Warrants that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Warrants offered;
- the price or prices, if any, at which the Warrants will be issued;
- the currency at which the Warrants will be offered and in which the exercise price under the Warrants may be payable;
- upon exercise of the Warrant, the events or conditions under which the amount of Securities may be subject to adjustment;
- the date on which the right to exercise such Warrants shall commence and the date on which such right shall expire;
- if applicable, the identity of the Warrant agent;
- whether the Warrants will be listed on any securities exchange;
- whether the Warrants will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Warrants are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Warrants and the Securities to be issued upon exercise of the Warrants;
- any other rights, privileges, restrictions and conditions attaching to the Warrants and the Securities to be issued upon exercise of the Warrants; and
- any other material terms or conditions of the Warrants and the Securities to be issued upon exercise of the Warrants.

The terms and provisions of any Warrants offered under a Prospectus Supplement may differ from the terms described above, and may not be subject to or contain any or all of the terms described above.

Prior to the exercise of any Warrants, holders of such Warrants will not have any of the rights of holders of the securities purchasable upon such exercise, including the right to receive payments of dividends or the right to vote such underlying securities.

DESCRIPTION OF SUBSCRIPTION RECEIPTS

As of the date of this Prospectus, the Company has no Subscription Receipts outstanding. The Company may issue Subscription Receipts, separately or together, with Subordinate Voting Shares, Preferred Shares, Debt Securities, Warrants or Units or any combination thereof, as the case may be. The Subscription Receipts would be issued under an agreement or indenture. The specific terms and provisions that will apply to any Subscription Receipts that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Subscription Receipts offered;
- the price or prices, if any, at which the Subscription Receipts will be issued;
- the manner of determining the offering price(s);
- the currency at which the Subscription Receipts will be offered and whether the price is payable in installments;
- the Securities into which the Subscription Receipts may be exchanged;
- conditions to the exchange of Subscription Receipts into other Securities and the consequences of such conditions not being satisfied;
- the number of Securities that may be issued upon the exchange of each Subscription Receipt and the price per Security or the aggregate principal amount, denominations and terms of the series of Debt Securities that may be issued upon exchange of the Subscription Receipts, and the events or conditions under which the amount of Securities may be subject to adjustment;
- the dates or periods during which the Subscription Receipts may be exchanged;
- the circumstances, if any, which will cause the Subscription Receipts to be deemed to be automatically exchanged;
- provisions applicable to any escrow of the gross or net proceeds from the sale of the Subscription Receipts plus any interest or income earned thereon, and for the release of such proceeds from such escrow;
- if applicable, the identity of the Subscription Receipt agent;
- whether the Subscription Receipts will be listed on any securities exchange;
- whether the Subscription Receipts will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Subscription Receipts are to be issued in registered form, “book-entry only” form, noncertificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts;
- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts; and
- any other material terms or conditions of the Subscription Receipts and the Securities to be issued upon exchange of the Subscription Receipts.

The terms and provisions of any Subscription Receipts offered under a Prospectus Supplement may differ from the terms described above, and may not be subject to or contain any or all of the terms described above.

Prior to the exchange of any Subscription Receipts, holders of such Subscription Receipts will not have any of the rights of holders of the securities for which the Subscription Receipts may be exchanged, including the right to

receive payments of dividends (other than dividend equivalent payments, if any, or as otherwise set forth in any applicable Prospectus Supplement) or the right to vote such underlying securities.

DESCRIPTION OF UNITS

As of the date of this Prospectus, the Company has no Units outstanding. The Company may issue Units, separately or together, with Subordinate Voting Shares, Preferred Shares, Debt Securities, Warrants or Subscription Receipts or any combination thereof, as the case may be. Each Unit would be issued so that the holder of the Unit is also the holder of each Security comprising the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each applicable Security. The specific terms and provisions that will apply to any Units that may be offered by us pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Units offered;
- the price or prices, if any, at which the Units will be issued;
- the manner of determining the offering price(s);
- the currency at which the Units will be offered;
- the Securities comprising the Units;
- whether the Units will be issued with any other Securities and, if so, the amount and terms of these Securities;
- any minimum or maximum subscription amount;
- whether the Units and the Securities comprising the Units are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any material risk factors relating to such Units or the Securities comprising the Units;
- any other rights, privileges, restrictions and conditions attaching to the Units or the Securities comprising the Units; and
- any other material terms or conditions of the Units or the Securities comprising the Units, including whether and under what circumstances the Securities comprising the Units may be held or transferred separately.

The terms and provisions of any Units offered under a Prospectus Supplement may differ from the terms described above, and may not be subject to or contain any or all of the terms described above.

CONSOLIDATED CAPITALIZATION

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Company that will result from the issuance of Securities pursuant to such Prospectus Supplement.

Other than as described below, there have been no material changes to the Company’s share and loan capitalization since December 31, 2019, the date of our most recently filed consolidated financial statements.

On January 2, 2020, the Company drew US\$30.0 million from its stand-by acquisition term loan with the Canadian Imperial Bank of Commerce to fund a portion of the closing cash consideration for the Gastrofix Acquisition. Further, on January 7, 2020, the Company issued 1,437,930 Subordinate Voting Shares, at a value of US\$30.99 per share (the closing price of the Subordinate Voting Shares on the TSX on the closing date of the Gastrofix Acquisition), as the closing share consideration for the Gastrofix Acquisition. See “Lightspeed POS Inc. – Recent Developments”.

EARNINGS COVERAGE RATIOS

The applicable Prospectus Supplement will provide, as required, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

PLAN OF DISTRIBUTION

We may offer and sell Securities directly to one or more purchasers, through agents, or through underwriters or dealers designated by us from time to time. We may distribute the Securities from time to time in one or more transactions at fixed prices (which may be changed from time to time), at market prices prevailing at the times of sale, at varying prices determined at the time of sale, at prices related to prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102, including sales made directly on the TSX or other existing trading markets for the Securities. A description of such pricing will be disclosed in the applicable Prospectus Supplement. We may offer Securities in the same offering, or we may offer Securities in separate offerings.

In the event that we elect to pursue an “at-the-market distribution” in Canada, we may seek the required exemptive relief, as applicable, from the applicable securities commissions or similar regulatory authorities in Canada. In such a case, the prices at which the Securities may be offered may vary as between purchasers and during the period of distribution.

This Prospectus may also, from time to time, relate to the offering of our Securities by certain selling securityholders. The selling securityholders may sell all or a portion of our Securities beneficially owned by them and offered thereby from time to time directly or through one or more underwriters, broker-dealers or agents. Our Securities may be sold by the selling securityholders in one or more transactions at fixed prices (which may be changed from time to time), at market prices prevailing at the time of the sale, at varying prices determined at the time of sale, at prices related to prevailing market prices or at negotiated prices.

A Prospectus Supplement will describe the terms of each specific offering of Securities, including (i) the terms of the Securities to which the Prospectus Supplement relates, including the type of Security being offered; (ii) the name or names of any agents, underwriters or dealers involved in such offering of Securities; (iii) the name or names of any selling securityholders; (iv) the purchase price of the Securities offered thereby and the proceeds to, and the portion of expenses borne by, the Company from the sale of such Securities; (v) any agents’ commission, underwriting discounts and other items constituting compensation payable to agents, underwriters or dealers; and (vi) any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers.

If underwriters are used in an offering, the Securities offered thereby 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. The obligations of the underwriters to purchase Securities will be subject to the conditions precedent agreed upon by the parties and the underwriters will be obligated to purchase all Securities under that offering if any are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid to agents, underwriters or dealers may be changed from time to time.

The Securities may also be sold: (i) directly by the Company or the selling securityholders at such prices and upon such terms as agreed to; or (ii) through agents designated by the Company or the selling securityholders 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 and/or selling securityholder 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.

We and/or the selling securityholders may agree to pay the underwriters a commission for various services relating to the issue and sale of any Securities offered under any Prospectus Supplement. Agents, underwriters or dealers who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Company and/or the selling securityholders to indemnification by the Company and/or the selling securityholders

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.

We may authorize agents or underwriters to solicit offers by eligible institutions to purchase Securities from us at the public offering price set forth in the applicable Prospectus Supplement under delayed delivery contracts providing for payment and delivery on a specified date in the future. The conditions to these contracts and the commissions payable for solicitation of these contracts will be set forth in the applicable Prospectus Supplement.

Each class or series of Preferred Shares, Debt Securities, Subscription Receipts, Warrants and Units will be a new issue of Securities with no established trading market. **Unless otherwise specified in the applicable Prospectus Supplement, the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units will not be listed on any securities or stock exchange. Unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units may be sold and purchasers may not be able to resell Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation.** Subject to applicable laws, certain dealers may make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units, as applicable, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units or as to the liquidity of the trading market, if any, for the Preferred Shares, Debt Securities, Warrants, Subscription Receipts or Units.

In connection with any offering of Securities other than an “at-the-market distribution”, unless otherwise specified in a Prospectus Supplement, underwriters or agents may over-allot or effect transactions which stabilize, maintain or otherwise affect the market price of Securities offered at levels other than those which might otherwise prevail on the open market. Such transactions may be commenced, interrupted or discontinued at any time. No underwriter or dealer involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an investor acquiring any Securities offered thereunder. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

RISK FACTORS

Before making an investment decision, prospective purchasers of Securities should carefully consider the information described in this Prospectus and the documents incorporated by reference herein, including the applicable Prospectus Supplement. Additional risk factors relating to a specific offering of Securities may be described in the applicable Prospectus Supplement. Some of the risk factors described herein and in the documents incorporated by reference herein, including the applicable Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. If any event arising from these risks occurs, our business, prospects, financial condition, results of operations and cash flows, and your investment in the Securities could be materially adversely affected. Additional risks and uncertainties of which we currently are unaware or that are unknown or that we currently deem to be immaterial could have a material adverse effect on our business, financial condition and results of operation. We cannot assure you that we will successfully address any or all of these risks. For additional information in respect of the risks affecting our business, see the sections “Summary of Factors Affecting our Performance” of our Annual MD&A and Q3 MD&A and the section “Risk Factors” of our Annual Information Form, which are both available under our profile on SEDAR at www.sedar.com.

EXEMPTIONS UNDER SECURITIES LAWS

The Company previously applied for and has been granted an exemption pursuant to Section 11.1 of NI 44-102 requesting relief from the requirement under Section 6.3(1)3 of NI 44-102 to include a prospectus certificate signed by each agent or underwriter who, with respect to the Securities offered by any Prospectus Supplement, is in a contractual relationship with the Company to the extent that such agent or underwriter is not a registered dealer in any Canadian jurisdiction (a “**Foreign Dealer**”). Accordingly, such Foreign Dealer would not, directly or indirectly, make any offers or sales to persons in a province or territory of Canada. All sales of Securities pursuant to any Prospectus Supplement to persons in a province or territory of Canada would solely be made through other agents or underwriters that are duly registered in the applicable Canadian jurisdictions where any offer of Securities will be made (the “**Canadian Dealers**”); and the Prospectus Supplement would include a certificate signed by each Canadian Dealer in compliance with Section 6.3(1)3 of NI 44-102. The granting of the exemption was evidenced by issuance of a receipt in respect of the short form base shelf prospectus of the Company dated August 6, 2019 amended and restated hereby.

No application for exemptive relief was sought in any other jurisdiction of Canada as, in the Company’s view, there would be no “distribution” of Securities in those other jurisdictions (within the meaning ascribed to such term under applicable securities laws in such other jurisdictions) in connection with a foreign offering.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to the Securities, certain legal matters will be passed upon on our behalf by Stikeman Elliott LLP.

AUDITORS, REGISTRAR AND TRANSFER AGENT

Our auditor is PricewaterhouseCoopers LLP, located at 1250 René-Lévesque Boulevard West, Suite 2500, Montréal, Québec, H3B 4Y1. PricewaterhouseCoopers LLP has confirmed that it is independent of the Company within the meaning of the *Code of Ethics of Chartered Professional Accountants* (Québec).

The transfer agent and registrar for our Subordinate Voting Shares is AST Trust Company (Canada), at its principal office in Montréal, Québec.

PURCHASER’S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto. In several of the provinces and territories, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or a prospectus supplement relating to the securities purchased by a purchaser and any amendments thereto contain a misrepresentation or is not delivered to the purchaser, provided that such 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 or territory. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

In addition, original purchasers of convertible, exchangeable or exercisable Securities (unless the Securities are reasonably regarded by the Company as incidental to the applicable offering as a whole) will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of the convertible, exchangeable or exercisable Security. The contractual right of rescission will be further described in any applicable Prospectus Supplement, but will, in general, entitle such original purchasers to receive the amount paid for the applicable convertible, exchangeable or exercisable Security (and any additional amount paid upon conversion, exchange or exercise) upon surrender of the underlying securities acquired thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable Security

under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus.

In an offering of convertible, exchangeable or exercisable Preferred Shares, Subscription Receipts, Warrants or convertible, exchangeable or exercisable Debt Securities (or Units comprised partly thereof), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which convertible, exchangeable or exercisable Securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon the conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces or territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal advisor.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Certain of our directors, namely Patrick Pichette and Rob Williams, reside outside of Canada. Both Patrick Pichette and Rob Williams have appointed Lightspeed POS Inc., 700 Saint-Antoine Street East, Suite 300, Montréal, Québec, Canada, H2Y 1A6, as their agent for service of process. Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

CERTIFICATE OF LIGHTSPEED POS INC.

Dated: February 6, 2020

This amended and restated 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 each of the provinces and territories of Canada.

(Signed) DAX DASILVA
Chief Executive Officer

(Signed) BRANDON NUSSEY
Chief Financial Officer

On behalf of the Board of Directors

(Signed) PATRICK PICHETTE
Director, Chair of the Board

(Signed) PAUL McFEETERS
Director