

OFFERING MEMORANDUM

*This Offering Memorandum constitutes a private offering of securities only in those jurisdictions and to those persons where and to whom they may be lawfully sold and therein only by those entities permitted to sell such securities. This Offering Memorandum is not, and under no circumstances is it to be construed as a prospectus, advertisement or public offering of the securities referred to herein. **No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. This is a risky investment. See "Risk Factors".** Persons who will be acquiring securities pursuant to this Offering Memorandum will not have the benefit of the review of the material by the securities commissions or similar authorities in Canada. The securities offered hereunder will be issued under exemptions from the registration and prospectus requirements of the applicable securities laws of the Province of British Columbia and the rules, regulations and policies thereunder and will be subject to certain resale restrictions. These securities will not be offered for sale in the United States of America.*

September 28, 2020

Continuous Offering

MANCHESTER INVESTMENTS INC.

#310 – 10524 King George Boulevard
Surrey, British Columbia V3T 2X2
Telephone: (604) 581-2161
Fax: (604) 581-2161
Email: invest@amurgroup.ca

\$1.00 per Redeemable Preferred Share

Minimum Subscription: There is no minimum amount

Manchester Investments Inc. (the "**Company**") is a private mortgage investment corporation incorporated under the *Business Corporations Act* (British Columbia) on October 24, 2007.

The Company is offering on a private placement basis up to a maximum of \$75,000,000 Redeemable Preferred Shares (the "**Preferred Shares**"), which are voting, in the capital of the Company at an initial price of \$1.00 per Preferred Share (the "**Offering**"). Each Preferred Share represents a beneficial interest in the profits of the Company, which will principally be comprised of annual dividends paid in cash or in Preferred Shares of the Company.

The Offering is being made with reliance on certain exemptions from the registration and prospectus filing requirements available under the securities laws of the Province of British Columbia. As a result, the Preferred Shares offered herein will be subject to the applicable resale restrictions under these laws. You will be restricted from selling your securities for an indefinite period. See "*Resale Restrictions*". There are certain risk factors inherent in an investment in the Preferred Shares and in the activities of the Company. See "*Risk Factors*".

Subscriptions will be received if, as and when accepted, subject to prior sale and satisfaction of the conditions set forth under Item 5.2 "*Subscription Procedure*" and to the right of the Company to close the subscription books at any time without notice. The Offering is continuous and Preferred Shares will be available for sale. Purchasers will have two business days to cancel their agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, purchasers will have the right to sue either for damages or to cancel their agreement to purchase these securities. See Item 5.2 "*Subscription Procedure*" and Item 11 "*Purchasers' Rights*".

DISCLAIMERS

This Offering Memorandum does not constitute, and may not be used for or in conjunction with, an offer or solicitation by anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorized, or to any person to whom it is unlawful to make such an offer or solicitation. You are directed to inform yourself of and observe such restrictions and all legal requirements of your jurisdiction of residence in respect of the acquisition, holding and disposition of the securities offered hereby. Subscribers should thoroughly review this Offering Memorandum and are advised to consult with their professional advisors to assess the business, legal, income tax and other aspects of this investment. The securities offered hereby will be issued only on the basis of information contained in this Offering Memorandum and no other information or representation is authorized or may be relied upon as having been authorized by the Company. Any subscription for the securities offered hereby made by any person on the basis of statements or representations not contained in this Offering Memorandum or so provided, or inconsistent with the information contained herein or therein, will be solely at the risk of such person.

This Offering Memorandum is confidential. By their receipt hereof, prospective Subscribers agree that they will not transmit, reproduce or make available to anyone, other than their professional advisors, this Offering Memorandum or any information contained herein.

OFFERING MEMORANDUM
for
MANCHESTER INVESTMENTS INC.

Offering of Redeemable Preferred Shares up to a Maximum of \$75,000,000

Date: September 28, 2020

The Issuer

Name: Manchester Investments Inc. (the "**Company**")

Head office: #310 – 10524 King George Boulevard
Surrey, British Columbia V3T 2X2

Phone no.: 604.581.2161

Email address: invest@amurgroup.ca

Fax no.: 604.581.2161

Currently listed or quoted: No. **These securities are not currently listed on any exchange. However, they are offered for purchase through the Neo Connect Platform that allows investment products not listed on an exchange to be purchased and redeemed. The Neo Connect symbol for these securities is MIIPF.**

Reporting issuer: No.

SEDAR filer: No.

The Offering

Securities offered: Redeemable, voting Preferred Shares with a par value of \$1.00 each (the "**Preferred Shares**")

Price per security: \$1.00 per Preferred Share (the "**Subscription Price**")

Minimum/maximum offering: **There is no minimum. You may be the only purchaser.** The maximum is \$75,000,000. Funds available under the Offering may not be sufficient to accomplish the Company's proposed objectives.

Minimum subscription amount: There is no minimum subscription amount an investor must invest.

Payment terms: The full subscription price is payable upon subscription, by certified cheque, wire payment, electronic transfer or bank draft payable to "Manchester Investments Inc." See Item 5.2 "*Subscription Procedure*".

Proposed closing date(s): The closing of the sale of the Preferred Shares offered hereunder will take place at such times as are chosen by the Company (each, a "**Closing**"). The Company reserves the right to close the Offering at any time as subscriptions are received.

Income Tax consequences: There are important tax consequences to these securities (see Item 6 "*Income Tax Consequences and RRSP/TFSA Eligibility*").

Selling agent: AMUR Capital Management Corporation ("**AMUR Capital**"), a related entity, is registered under the securities laws of the Provinces of British Columbia and Alberta to act as the Company's exempt market dealer to sell its Preferred Shares in those jurisdictions pursuant to exemptions from the prospectus requirements. Intrysync Capital Corporation ("**Intrysync**") is registered under the securities laws of the Province of Ontario to act as the Company's exempt market dealer to sell its Preferred Shares in Ontario pursuant to exemptions from the prospectus requirements.

Pursuant to an exempt market dealer agreement dated January 1, 2020 (the "**EMD Agreement**") and a finder's fee agreement dated May 27, 2020 (the "**Intrysync Agreement**"), the Company has engaged AMUR Capital and Intrysync, respectively, as its exempt market dealers to sell its Preferred Shares in British Columbia and Alberta (in the case of AMUR Capital) and in Ontario (in the case of Intrysync). At this time, no other dealer has been retained by the Company in respect of the Offering, however, the Company intends to pay a sales fee or dealer fee to registered securities dealers and exempt market dealers, subject to negotiation, to sell the Company's Preferred Shares (see Item 7 "*Compensation Paid to Sellers and Finders*" and Item 2.7 "*Material Agreements*").

Resale restrictions: As there is no market for the Preferred Shares, it may be difficult or even impossible to sell them. Preferred Shares are subject to resale restrictions and you will be restricted from selling your Preferred Shares for an indefinite period (see Item 10 "*Resale Restrictions*"). However, you may elect to redeem any or all of your Preferred Shares at certain times if you follow the procedures established (see Item 5.1 "*Terms of Preferred Shares – Rights of Redemption by the Shareholder*").

Purchaser's rights:

You have two (2) business days to cancel your agreement to subscribe for Preferred Shares. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. See Item 11 "*Purchasers' Rights*".

No securities regulatory authority has assessed the merits of these securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. This is a risky investment (see Item 8 "*Risk Factors*").

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Glossary

The following terms appear throughout this Offering Memorandum. Care should be taken to read each term in the context of the particular provision of this Offering Memorandum in which such term is used.

"**Affiliate**" or "**Affiliates**" has the same meaning as in the BC Securities Act;

"**AMUR Capital**" means AMUR Capital Management Corporation;

"**BCBCA**" means the *Business Corporations Act* (British Columbia);

"**BC Securities Act**" means the *Securities Act* (British Columbia), with all amendments thereto in force from time to time and any statutes that may be passed which have the effect of supplementing or superseding such statute;

"**business day**" means a day other than a Saturday, Sunday or any day on which the principal office of the Company's bankers located in Vancouver, British Columbia, is not open for business during normal banking hours;

"**Closing**" means a closing of the sale of Preferred Shares as the Company may determine from time to time;

"**Fiscal Year**" means each consecutive period of 12 months ending on May 31;

"**Loans**" means the portfolio of short to medium-term loans in which the Company will invest the net proceeds from the issuance of Preferred Shares pursuant to this Offering Memorandum;

"**MIC**" means a mortgage investment corporation as defined in subsection 130.1(6) of the Tax Act;

"**Mortgage**" or "**Mortgages**" means a mortgage, a mortgage of a mortgage or a mortgage of a leasehold interest (or other like instrument, including an assignment of or an acknowledgement of an interest in a mortgage), hypothecation, deed of trust, charge or other security interest of or in Real Property used to secure obligations to repay money by a charge upon the underlying Real Property;

"**Mortgage Broker**" means a party licensed under the Mortgage Brokers Act;

"**Mortgage Brokers Act**" means the Mortgage Brokers Act (British Columbia), with all amendments thereto in force from time to time and any statutes that may be passed which have the effect of supplementing or superseding such statute;

"**Net Subscription Proceeds**" means the gross proceeds to the Company from the sale of the Preferred Shares less the costs of this Offering and any sales fees or dealer fees;

"**Offering**" means this offering of up to 75,000,000 Preferred Shares;

"**Preferred Share**" means a Redeemable Preferred Share in the capital of the Company;

"**Preferred Shareholder**" means those investors whose subscriptions to purchase Preferred Shares are accepted by the Company and thereafter at any particular time the persons entered in the central securities register of the Company as holders of Preferred Shares and the singular form means one such registered holder;

"**Real Property**" means land, rights or interest in land (including without limitation leaseholds, air rights and rights in condominiums, but excluding Mortgages) and any buildings, structures, improvements and fixtures located thereon;

"**Redemption Amount**" means for a Preferred Share the sum of money equal to the par value of that Preferred Share plus all dividends declared and unpaid in that Preferred Share at the date of determination of the Redemption Amount. The Redemption Amount per Preferred Share shall be determined within ninety (90) days after the date the Redemption Notice was received by the Company;

"**Redemption Notice**" means that notice delivered by a holder of Preferred Shares to the Company in accordance with the provisions of Section 21.5(a) of the Company's Articles;

"**Securities Authority**" means the British Columbia Securities Commission and any other applicable provincial securities commission;

"**Subscriber**" means a subscriber for Preferred Shares;

"**Subscription Price**" means \$1.00 per Preferred Share; and

"**Tax Act**" means the Income Tax Act (Canada), R.S.C. 1985 (5th Supp.) c.11, and the regulations promulgated thereunder, as amended from time to time.

CANADIAN CURRENCY

All dollar amounts stated herein, unless otherwise stated, are expressed in Canadian currency.

ITEM 1 USE OF AVAILABLE FUNDS

1.1 Net Funds

		Assuming Minimum Offering ⁽¹⁾	Assuming Maximum Offering ⁽¹⁾
A.	Amount to be raised by this offering.	\$0	\$75,000,000
B	Estimated Selling Commissions and Fees	\$0	\$0
C.	Estimated Costs of the Offering (e.g. legal, accounting, audit) ⁽²⁾	\$20,000	\$20,000
D.	Available Funds: $D = A - (B + C)$	(\$20,000)	\$74,980,000
E.	Additional sources of funding required	\$20,000 ⁽³⁾	\$0
F.	Working capital deficiency	N/A	\$0
G.	Total: $G = (D + E) - F$	\$0	\$74,980,000

Notes:

- (1) The Maximum Offering is \$75,000,000 (75,000,000 Preferred Shares). There is no Minimum Offering.
- (2) Offering costs as shown are estimated expenses (currently estimated to be \$20,000 if the Maximum Offering is achieved) of or incidental to the issue, sale and delivery of the Preferred Shares pursuant to this Offering, including, without limitation, fees and disbursements of legal counsel and accountants, printing and other administrative costs associated with marketing the Preferred Shares pursuant to this Offering Memorandum and the reasonable out-of-pocket expenses (including applicable taxes) of the Company in connection with such issue, sale and delivery.
- (3) If necessary, the Directors may lend and pay on behalf of the Company all costs incurred in connection with the preparation for and completion of the Offering, including legal and accounting fees which are estimated to be \$20,000. All costs in connection with the Offering funded by the Directors will be repaid, without interest from funds received by the Company from Subscribers or from income generated by the Company.

1.2 Use of Available Funds

The Net Subscription Proceeds will be invested primarily in Loans secured by Mortgages. Investments in such Loans will be made as set out in Item 2.2 "*The Company's Business – Investment Policies*". The Company will use its best efforts to make suitable investments of the Net Subscription Proceeds as soon as possible following each Closing.

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering	Assuming Maximum Offering
Investment in Mortgages, other permitted investments and related administrative expenses	\$0	\$74,980,000
ANY OTHER USE	\$0	\$0
Total:	\$0	\$74,980,000

1.3 Reallocation

The Company intends to spend the funds as stated. The Company will reallocate funds only for sound business reasons.

ITEM 2 BUSINESS OF THE COMPANY

2.1 Structure

The Company is a mortgage investment corporation (a "**MIC**") as defined in the Tax Act and intends to continue to qualify as such. It was incorporated under the BCBCA on October 24, 2007 under Incorporation No. BC0806471. The Company's registered and records office is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC, V6C 2X8 and its head office is located at #310 – 10524 King George Boulevard, Surrey, British Columbia V3T 2X2.

On December 14, 2007, the Company was registered as an extra-provincial corporation in Alberta. The agent for service in Alberta is located at 4300 Bankers Hall West, 888 – 3rd Street S.W., Calgary, Alberta, T2P 5C5.

On November 28, 2018, the Company was registered as an extra-provincial corporation in Manitoba. The attorney for service in Manitoba is MLT Aikins LLP located at 30th Floor, 360 Main Street, Winnipeg, Manitoba, R3C 4G1.

In addition, on September 24, 2015, the Company was registered as an extra-provincial corporation in Ontario.

The Company does not have any subsidiaries or proposed subsidiaries.

The Company is registered to carry on business as a MIC in the Province of British Columbia. The Company's investment policies require it to conduct its operations so as to qualify as a "mortgage investment corporation" as this term is defined under section 130.1 of the Tax Act. **The Directors of the Company intend to refuse the registration of an allotment or transfer of the Company's shares which may result in the Company ceasing to meet such qualification.**

2.2 The Company's Business

The Company

The Company is a MIC as that term is defined in section 130.1 of the Tax Act. It was incorporated for the purpose of generating a stable stream of income for investors, primarily by making Loans secured by Mortgages, thereby providing investors with an opportunity to participate indirectly in a portfolio of Mortgages.

The Tax Act provides that a MIC may invest its funds as it sees fit, provided that a MIC must not invest in Mortgages on Real Property (land and buildings) situated outside of Canada or any leasehold interest in such property, debts owing by non-resident persons unless secured by Real Property situated in Canada or shares of corporations not resident in Canada. The Tax Act also provides that at least 50% of the cost amount of a MIC's property must consist of debts secured by Mortgages or otherwise on "houses" or property included within a "housing project" (as those terms are defined by section 2 of the *National Housing Act* (Canada)) and money on deposit in a bank or credit union. No more than 25% of the cost amount of a MIC's property may be Real Property, including leasehold interests in Real Property (except for Real Property acquired by foreclosure or otherwise after default on a Mortgage or other security).

The Company invests primarily in first and second Mortgages whereby the Mortgage portfolio shall have a minimum of 65% of the portfolio invested in first Mortgages and no more than 10% of the portfolio can be invested in commercial properties. The loan to value for first Mortgages on each individual Mortgage

cannot exceed 75%, and for second Mortgages, the loan to value on each individual Mortgage cannot exceed 65% of the appraised value of the Real Property against which they are secured.

The Company is in the business of investing in Mortgages granted as security for Loans to a variety of borrowers, including builders, developers and owners of commercial, industrial and residential real estate located primarily in the British Columbia, Ontario and Alberta. The Company is also considering other provinces in Canada to invest in Mortgages such as Quebec. Unlike traditional financial institutions (such as chartered banks and credit unions) the Company focuses almost exclusively on the value of the real estate owned by the borrower. To the extent that the Company's funds are not invested in Mortgages from time to time, they are held in cash deposited with a Canadian chartered bank or credit union or are invested in short term deposits, savings accounts or government guaranteed income certificates so that the Company may maintain a level of working capital for its ongoing operations considered acceptable by the Directors of the Company. Subject to limitations and restrictions applicable to MICs that are contained in the Tax Act, the Company may make other permitted investments over time, including the direct ownership of Real Property (including Real Property acquired by way of foreclosure under Mortgages).

The Company has engaged Amur Financial Group Inc. ("**AFG**") to act as its agent with respect to originating Mortgage applications for Mortgage Loans in order to assist the Company in its lending decisions. The Company relies exclusively on the expertise of AFG and its wholly owned subsidiaries for a regular flow of Mortgage application investment opportunities.

The President and CEO of the Company, Mr. Kurt Wipp, is responsible for managing the Company's Mortgage investment portfolio. A mortgage brokerage services agreement dated January 1, 2020, as amended by an amending agreement dated August 27, 2020 and a second amending agreement dated September 10, 2020 (as amended, the "**Mortgage Brokerage Services Agreement**") with AFG provides that AFG agrees to originate Mortgage applications for the Company by acting as broker and intermediary between the Company and potential borrowers and that AFG will assist in arranging and effecting the Mortgage Loans transactions between the Company and the potential borrowers as well as performing certain administrative duties for the Company (see Item 2.2 "*The Company's Business – Financial Services*").

As a MIC, the Company is allowed to deduct dividends that it pays from its income. The Company intends to pay out all of its net income and net realized capital gains as dividends within the time period specified in the Tax Act and as a result does not anticipate paying any income tax (see Item 6 "*Income Tax Consequences and RRSP/TFSA Eligibility*").

The Company may fund its investments through equity financings or, by law, the Company may employ leverage, as permitted by applicable legislation, by issuing debt obligations up to a maximum of five (5) times its equity if at least $\frac{2}{3}$ of its equity is in Canadian residential property and three (3) times its equity if less than $\frac{2}{3}$ of its equity is in Canadian residential property.

The Company currently has an operating line of credit for up to \$35,000,000 with a Canadian chartered bank, which it anticipates replacing effective on or about September 30, 2020 with a revolving credit facility up to a maximum principal amount of \$35,000,000 (with an accordion feature of up to an additional \$15,000,000) with a Canadian financial institution (see Item 2.7 "*Material Agreements*"). The Company intends to borrow to the extent that the Directors are satisfied that such borrowing and additional investments will increase the overall profitability of the Company without adding undue risk.

Mortgage Brokerage

The Company is registered as a Mortgage Broker with the British Columbia Financial Institutions Commission in accordance with the Mortgage Brokers Act.

The Office of the Registrar of Mortgage Brokers at the British Columbia Financial Institutions Commission regulates the Mortgage brokering and lending activities of MICs under the Mortgage Brokers Act. The Registrar and the Mortgage Brokers Act do not regulate the capital raising and investment marketing activities of MICs which are subject to securities legislation and regulation.

Nature of Projects to be Financed

The Company will invest in a diversified portfolio of Mortgages on real or immovable property which may be comprised of commercial, construction, raw land, as well as residential properties such as single-family dwellings, duplexes, townhouses, condominium units or multiple family dwellings such as apartment buildings, located in British Columbia, Alberta and Ontario. The Company is also considering other provinces in Canada to invest in Mortgages such as Quebec. The Company will not invest in Mortgages on property outside of Canada.

The Company's typical investment will be a residential loan with a term of two years or less, secured by either a first or second Mortgage against residential property. If the term of a residential loan exceeds one year, the interest rate in years subsequent to the first year will typically be adjusted annually relative to the prime interest rate in effect at the time of adjustment.

In addition, the Company will obtain standard security in respect of commercial Mortgages which, depending on the specific Mortgage, may include one or more of an assignment of rents, an assignment of insurance proceeds, an assignment of purchase agreements (on residential development projects) and a general security agreement.

Investment Policies

The Company's investment policies are consistent with the Company's Articles and all relevant legislation governing the Company. The Directors of the Company have approved the following policies:

- All investments must be secured by Mortgages.
- To have a minimum of 65% of the portfolio invested in 1st Mortgages.
- No investment shall be made on a non single-family dwelling development property.
- For 1st Mortgages, the loan-to-value on each individual Mortgage cannot exceed 75%.
- For 2nd Mortgages, the loan-to-value on each individual Mortgage cannot exceed 65%.
- Any money borrowed against the portfolio must be approved by the Directors of the Company.
- All Mortgages require an independent property appraisal prior to investing.
- The term on any Mortgage is not to exceed two years without the approval of two Directors of the Company.
- Unless otherwise approved by the Directors of the Company, no single investment involving one property or development, or involving several properties or developments, will exceed \$1,500,000.

Operating Policies

The Tax Act imposes certain restrictions on MICs and on investments made by MICs, which restrictions can be summarized as follows:

- The corporation must be a Canadian corporation.
- The corporation must have at least 20 shareholders.
- No shareholder can own more than 25% of the issued shares of any class of the corporation.
- Except in limited circumstances, the corporation cannot manage or develop real property.

- The corporation cannot own shares of non-resident corporations.
- The corporation cannot hold real property located outside of Canada.
- The corporation cannot loan funds where the security is property located outside of Canada.
- More than 50% of the cost of the corporation's property must be invested in Mortgages over residential properties or deposits with a qualifying financial institution.
- No more than 25% of the cost of the corporation's property can be invested in real property, except property acquired by foreclosure.
- The corporation must not exceed certain debt-to-equity ratios, which vary depending on the percentage of the cost of property invested in residential Mortgages or on deposit with qualifying financial institutions. If less than two-thirds of the cost of the corporation's property is invested in this manner, the debt-to equity ratio may not exceed three to one. If more than two-thirds of the cost of the corporation's property is invested in this manner, then the allowable debt-to-equity ratio is five to one.

Potential Impact of the COVID-19 Pandemic

In December 2019, a strain of novel coronavirus (now commonly known as COVID-19) was reported to have surfaced in Wuhan, China. COVID-19 has since spread rapidly throughout many countries, and, on March 12, 2020, the World Health Organization declared COVID-19 to be a pandemic. In an effort to contain and mitigate the spread of COVID-19, many countries, including the United States, Canada and China, have imposed unprecedented restrictions on travel, and there have been business closures and a substantial reduction in economic activity in countries that have had significant outbreaks of COVID-19.

As a result of the COVID-19 outbreak, the Company (amongst other protective initiatives) starting in April 2020 has offered Mortgage deferrals to its existing borrowers for a period of three months. A Mortgage deferral allows a borrower to delay or reduce his/her monthly Mortgage payment and add the missed or reduced portion of the payment to the principal of the Mortgage. As of August 31, 2020, there were 3 borrowers (0.7% of all borrowers) utilizing the Mortgage deferral program representing \$3,583,267 of the Mortgage portfolio (5.8% of the Mortgage portfolio).

Significant uncertainty remains as to the potential impact of the COVID-19 pandemic on the Company's business operations, and on the global economy as a whole. Government-imposed restrictions on travel and other "physical or social distancing" measures such as restrictions on assembly of groups of persons, have the potential to affect the income of the Company's borrowers and the value of their real estate, which in turn will impact their ability to pay Mortgage payments on a timely basis.

It is currently not possible to predict how long the pandemic will last or the time that it will take for economic activity to return to prior levels. The Company will continue to monitor the COVID-19 situation closely, and intends to follow health and safety guidelines as they evolve.

Financial Services

Pursuant to the Mortgage Brokerage Services Agreement, AFG agrees to act as the Company's agent with respect to originating Mortgage applications for Mortgage Loans in order to assist the Company in its lending decisions. AFG will act as broker and intermediary between the Company, as lender, and potential borrowers for the purpose of arranging for and effecting Mortgage Loans transactions between the Company and potential borrowers. Incidental and ancillary to the foregoing, AFG shall:

- source borrower Mortgage applications;
- speak with borrowers about Mortgages, explain the Mortgage terms and different Mortgage options, make recommendations, and review Mortgage documents and/or disclosure statements;

- assess the credit worthiness of potential borrowers on behalf of the Company;
- obtain supporting documentation and conducting credit bureau checks;
- receive Mortgage loan applications and transmit them to the Company;
- deal with the Company on behalf of the borrower in obtaining approvals and providing documentation to support a Mortgage application;
- act as intermediary between the Company and the borrower in negotiating Mortgage terms;
- convey Mortgage application decisions to the borrower;
- arrange for documentation and completion of Mortgage loan transactions;
- complete Mortgage renewals; and
- deal with all other matters that may arise in connection with Mortgage Loan transactions on an ongoing basis, including but not limited to collection and foreclosure matters.

The Company agrees to provide AFG with its lending requirements and promotional material so as to assist AFG in its direct effort to originate quality borrowers for the Company. However, under no condition may AFG: (i) represent to any potential borrower that it can guarantee a Mortgage commitment from the Company; (ii) bind or obligate the Company in any manner, or (iii) make any representation on behalf of the Company.

The Mortgage Brokerage Services Agreement has an initial term of ten years, which commenced on January 1, 2020. Subsequent to the initial term, the agreement shall automatically renew for five-year periods unless either party provides written notice at least 30 calendar days prior to the end of the initial term or any renewal period, as applicable.

The Mortgage Brokerage Services Agreement may be terminated:

- at any time by mutual agreement of the parties;
- if either party commences any act of bankruptcy within the meaning of the *Bankruptcy Act* (Canada);
- upon the permanent cessation of business by either party; or
- at the discretion of a party, upon 30 days notice in the event of any breach of the terms of this agreement by the other party, including, for greater certainty, the Company's failure to pay the fees set out in the agreement.

In consideration for its services, the Company has agreed to pay AFG an annual brokerage fee of 1.35% of the total value of the Company's outstanding Mortgage portfolio, which shall be paid in advance on a monthly basis equivalent to $\frac{1}{12}$ th of 1.35% per month (1.35% per annum) based on the value of the Mortgage portfolio as of the last day of the prior month, without any set off, compensation or deduction, unless the parties otherwise agree in writing.

In addition, AFG will perform certain administrative duties for the Company, including but not limited to:

- assisting with processing and administering Mortgage Loans on behalf of and as instructed by the Company, which duties in turn include, but are not limited to, collections and payouts; and
- assisting the Company with accounting tasks.

These certain administrative duties provided by AFG to the Company are in addition to the Mortgage Brokerage Services Agreement and are provided at no charge to the Company.

The Company engaged AMUR Capital pursuant to the terms of the EMD Agreement, under which AMUR Capital has agreed to act as the Company's exempt market dealer to sell its Preferred Shares in the Provinces of British Columbia and Alberta. Under the EMD Agreement, the Company pays AMUR Capital 0.15% of the outstanding Mortgage portfolio value on an annual basis, which amount is paid in advance on a monthly basis equivalent to $\frac{1}{12}$ th of 0.15% per month (0.15% per annum).

Each of AFG and AMUR Capital is a related party to the Company. AFG is controlled by Messrs. Brent Wipp and Kurt Wipp, each of whom are Directors, officers and shareholders of the Company. Messrs. Brent Wipp and Kurt Wipp are also directors, officers and indirect shareholders and individual registrants of AMUR Capital.

2.3 Development of the Business

The Company was incorporated on October 24, 2007 and has conducted the business of investing in Loans secured by Mortgages since inception. As at June 30, 2020, the Company has issued 45,331,831 Preferred Shares and has made Loans in the aggregate amount of \$58,585,106.

Mortgage Portfolio

As of June 30, 2020, the Company's funds were invested in approximately 408 Mortgages ranging in amounts from \$2,119 to \$775,241. The Mortgage portfolio may change frequently due to Mortgage payouts (i.e. the borrower refinances, sells his/her property), new capital invested in the Company and profits earned that are not paid out in the form of dividends. The Mortgage portfolio composition as of June 30, 2020 was as follows:

Region	# of Mortgages	1st Mortgages	2nd Mortgages	3rd & Other Mortgages ⁽¹⁾	Total Value	Average LTV ⁽²⁾
MVRD/ FVRD ⁽³⁾	117	\$18,736,187	\$2,106,938	\$1,637,205	\$22,480,331	44.29%
Victoria	6	\$1,168,864	-	-	\$1,168,864	31.34%
Other BC	32	\$3,956,545	-	-	\$3,956,545	31.35%
Edmonton	51	\$4,123,316	\$158,927	-	\$4,282,244	36.36%
Calgary	29	\$2,509,772	\$268,774	-	\$2,778,546	42.26%
Other Alberta	14	\$1,758,935	-	\$17,112	\$1,776,047	45.54%
Greater Toronto	85	\$11,384,876	\$1,294,902	\$647,493	\$13,327,271	35.78%
Other Ontario Urban ⁽⁴⁾	36	\$3,996,922	\$208,913	-	\$4,205,835	39.00%
Other Ontario Rural	38	\$3,917,323	\$326,999	-	\$365,099	33.77%
TOTALS	408	\$51,551,742	\$4,365,454	\$2,666,911	\$58,585,106	39.39%

Notes:

- (1) Other Mortgages includes inter alia mortgages. An inter alia mortgage is a mortgage that has security over two or more properties. As of June 30, 2020 the Company had approximately \$2,529,424 in inter alia mortgages, which are first mortgages on the properties.
- (2) LTV is the acronym for "Loan to Value". The LTV of any specific Mortgage is equal to the sum of the Company's Mortgage plus any prior Mortgages divided by the value the property. The LTV calculations in the above table were completed at the time the Mortgages were originally funded. Thus, the above calculations are not an exact indicator of the actual LTV(s) as of June 1, 2020 as the property prices and/or Mortgage values may have changed since the time the Mortgage was originally funded.
- (3) MVRD/FVRD is the Metro Vancouver Regional District and Fraser Valley Regional District, respectively. It includes Vancouver, Surrey, Maple Ridge, Langley, New Westminster, Coquitlam, Port Coquitlam, Richmond, North Vancouver, West Vancouver, Delta, Aldergrove, Chilliwack, Abbotsford, Port Moody and Mission.
- (4) Other Ontario Urban includes Ottawa, Hamilton, London, Windsor, Kitchener-Waterloo, St. Catharines, Barrie, Kingston and Guelph.

As of June 30, 2020, the interest rate composition of the Company's portfolio was as follows

Interest Rate Range	# of Mortgages	Value of Mortgages	Average LTV
Less than 7%	181	\$26,613,644	38.88%
7 to 7.99%	168	\$24,982,588	37.44%
8 to 8.99%	40	\$4,462,907	44.41%
9 to 9.99%	15	\$2,193,478	55.23%
10 to 10.99%	4	\$332,489	55.51%
11 to 11.99%	0	-	-
12 to 12.99%	0	-	-
13% and above	0	-	-
TOTALS	408	\$58,585,106	39.39%

The Company's dividends are paid monthly and are not guaranteed. The returns will fluctuate from year to year mainly due to the Company's ability to deploy its capital and avoid losses on its Mortgage portfolio. The Company's ability to deploy its capital is influenced by the state of the Canadian private Mortgage market. The Canadian private Mortgage market is influenced by factors such as the price of real estate, interest rates, lending competition for private mortgages, employment conditions and general economic activity. The Company's 10-year return history is as follows:

Fiscal Year	Annualized Return
2011	7.15%
2012	8.10%
2013	7.65%
2014	7.33%
2015	7.68%
2016	7.59%
2017	7.22%

Fiscal Year	Annualized Return
2018	7.26%
2019	7.74%
2020	7.04%

The Company's annualized rate of return of the dividends paid to the Preferred Shareholders for the fiscal year ended May 31, 2020 was 7.04%, which resulted in a distribution of dividends of \$2,654,170 of which \$504,114 was paid in cash from operating activities and the remaining \$2,150,056 was reinvested in Preferred Shares through the reinvestment option.

The relationship between the Company's cash flows from operating activities and profit or loss, and its historical distributed cash can be summarized in further detail as follows:

	Cash Flow:	Accumulated for the year ended May 31, 2020	Previously completed fiscal years	
			(2019)	(2018)
A.	Cash flows from operating activities	\$2,915,091	\$2,116,431	\$1,755,372
	Add back changes in Mortgages receivable	<u>\$11,450,663</u>	<u>\$9,531,343</u>	<u>\$9,543,204</u>
		<u>\$14,365,754</u>	<u>\$11,647,774</u>	<u>\$11,298,576</u>
B.	Profit or loss	\$2,774,017	\$2,117,811	\$1,484,557
C.	Actual cash distributions paid or payable relating to the period	\$543,201	\$337,119	\$86,349
D.	Excess (shortfall) of cash flows from operating activities over cash distributions paid (A) – (C)	\$13,822,553	\$11,310,655	\$11,212,227
E.	Excess (shortfall) of profit or loss over cash distributions paid (B) – (C)	\$2,230,816	\$1,780,692	\$1,398,208

The Company's loss provision as of July 1, 2020 was \$250,885 (May 31, 2020: \$224,271).

Distribution Platform

In an effort to offer the Company's Preferred Shares for sale in other selling jurisdictions not currently available through AMUR Capital or Intrysync, the Company engaged the services of Neo Connect Inc. ("**Neo Connect**") and its distribution platform (the "**Neo Connect Platform**"), which facilitates transactions in and the exchange of authorized information concerning the Preferred Shares of the Company offered by Neo Connect. The Neo Connect Platform provides access to the Company's Preferred Shares to financial intermediaries who are members of the Investment Industry Regulatory Organization of Canada ("**IIROC**"). In order to facilitate any sales through the Neo Connect Platform, the Company has engaged Olympia Trust Company ("**Olympia**") as its transfer agent and registrar, in part, in order to facilitate any sales through the Neo Connect Platform (see Item 2.7 "**Material Agreements**").

2.4 Long-Term Objectives

The Company's long-term objectives are:

- to provide the Preferred Shareholders with a return that is superior to term deposits, GICs and money market funds, with due consideration to preservation of their capital;
- to distribute income on a monthly, quarterly or annual basis;
- to maintain profitability on a sustainable basis;
- to maintain the Company's status as an MIC under the Tax Act;
- to carry on lending activities in Canada, but primarily in British Columbia, Alberta, Ontario and Quebec;
- to offer Loans to suitable borrowers who may need slightly more financing than larger institutional lenders may from time to time be willing to provide; and
- to expand the assets of the Company to a value exceeding \$125,000,000 while maintaining a minimum annualized rate of return to investors of the Bank of Canada prime rate plus 3.00%, while maintaining a Mortgage portfolio weighted average loan to value ratio of less than 75%.

2.5 Short-Term Objectives and How the Company Intends to Achieve Them

The Company's business objectives for the next 12 months are to complete the offering of up to 75,000,000 Preferred Shares pursuant to this Offering Memorandum and to invest the net subscription proceeds thereof in Loans secured by Mortgages. It is the intention of the Company that the net subscription proceeds of the Offering will be invested as quickly as is reasonably possible pursuant to the investment policies, to raise further equity capital and to optimize returns. The Company intends to meet the following objectives for the next 12 months as follows:

What we must do and how we must do it	Target completion date or if not known, number of months to complete	Our cost to complete
Raise up to \$75,000,000 to fund further investments in Mortgage Loans Provide Preferred Shareholders with sustainable income while preserving capital for distribution or re-investment by investing in Mortgages.	Since the Company has an ongoing investment program, there is no target completion date for its business plan.	Our costs to carry out our investment program generally consist of fees to: AFG pursuant to the Mortgage Brokerage Services Agreement; AMUR Capital under the EMD Agreement; and Intrynsyc under the Intrynsyc Agreement, as well as other sales or dealer fees to registered securities dealers and exempt market dealers.

2.6 Insufficient Funds

The funds available as a result of the Offering may not be sufficient to accomplish all of the Company's proposed objectives and there is no assurance that alternative financing will be available.

2.7 Material Agreements

The Company has the following material agreements:

- Mortgage Brokerage Services Agreement. The Mortgage Brokerage Services Agreement entered into between the Company and AFG. (see Item 2.2 "*The Company's Business – Financial Services*").
- Commitment Letter. On March 21, 2017, the Company and a Canadian chartered bank entered into a commitment letter (the "**Commitment Letter**"), which was amended on September 10, 2018. The Commitment Letter, as amended, provides the Company with a revolving credit facility, with a credit limit capped at \$35,000,000, secured by a general security agreement and a general assignment of mortgages which augments the Company's activities and allows it to borrow at interest rates less than it receives from its Mortgage investments. Any borrowings by the Company will be payable on demand and bear interest at a floating rate of such Canadian chartered bank's prime lending rate, which at July 1, 2020 was 2.45% per annum, plus 0.75% per annum. Interest is calculated daily, compounded monthly and payable monthly. Overdue interest shall bear interest at the same rate. Among other covenants and conditions, the Commitment Letter, as amended, requires the Company to comply with certain margin requirements and to maintain a certain (i) cash-flow-coverage ratio, (ii) tangible net worth, and (iii) debt-to-tangible-net-worth ratio. The Company must also report and provide financial statements and security information to the bank on a regular basis. The Company is in compliance with these covenants.

The objective is to realize profit from such interest rate spread, and to use the leverage to increase returns to the Company's shareholders.

As at the close of business on September 25, 2020, the Company has borrowed a total of \$11,545,923.27 under the credit facility made available under the Commitment Letter. The Company intends to terminate the Commitment Letter and replace the credit facility made available thereunder with the Credit Agreement (as defined below) and the credit facility made available thereunder, with such change anticipated to be effective on or about September 30, 2020.

- Credit Agreement. On or about September 30, 2020, the Company anticipates entering into a credit agreement (the "**Credit Agreement**") with a Canadian financial institution providing for a senior secured revolving credit facility up to a maximum principal amount of \$35,000,000 (with an accordion feature of up to an additional \$15,000,000). The Credit Agreement will be secured by a security interest over all present and future property, assets and undertaking of the Company by way of, among other things, a general security agreement, a general assignment of mortgage collateral and a \$100,000,000 fixed and floating charge debenture. Among other covenants and conditions, the Credit Agreement requires the Company to comply with certain margin requirements and to maintain a certain (i) interest-coverage ratio, (ii) tangible net worth, and (iii) debt-to-tangible-net-worth ratio. The Company must also report and provide financial statements and security information to the bank on a regular basis. The Company is in compliance with these covenants. The credit facility will mature one year from the effective date of the Credit Agreement.

Upon the effective date of the Credit Agreement, any and all amounts owing pursuant to the Commitment Letter will be repaid with funds made available under the credit facility provided pursuant to the terms of the Credit Agreement, and such amounts will be outstanding under such new credit facility.

- EMD Agreement. The Company engaged AMUR Capital, a related entity, pursuant to the terms of the EMD Agreement, under which AMUR Capital has agreed to act as the Company's exempt market dealer to sell its Preferred Shares in the Provinces of British Columbia and Alberta. Under the EMD Agreement, the Company pays AMUR Capital 0.15% of the outstanding Mortgage portfolio value on an annual basis, which amount is paid in advance on a monthly basis equivalent to 1/12th of 0.15% per month (0.15% per annum).

The EMD Agreement has an initial term of ten years, which commenced on January 1, 2020. Subsequent to the initial term, the agreement shall renew automatically for five-year periods unless either party provides written notice at least 30 calendar days prior to the end of the initial term or any renewal period, as applicable.

The EMD Agreement may be terminated:

- at any time by mutual agreement of the parties;
- if either party becomes insolvent or makes an assignment for the benefit of creditors;
- immediately, in whole or in part, to the extent required under applicable law, upon the failure of a party to obtain and keep in good standing any necessary registration, licence or other qualification in any jurisdiction required to effect the purpose of the EMD Agreement;
- immediately if a securities commission, administrator or other regulatory authority or individual having authority over the Company makes an order to cease trading the Preferred Shares.

Further, the Company has agreed to indemnify AMUR Capital and certain of its representatives and agents from any claims suffered by AMUR Capital in connection with the breach of the EMD Agreement or its covenants by the Company, unless such claim is caused by the negligence or a breach of the covenants under the agreement by AMUR Capital.

AMUR Capital is a related party to the Company. Two of the Company's Directors are directors, officers, indirect shareholders and individual registrants of AMUR Capital.

- Intrinsyc Agreement. The Company engaged Intrinsyc on a "limited efforts", non-exclusive basis under the Intrinsyc Agreement to identify potential sources of capital for the Company pursuant to the terms thereof. Under the Intrinsyc Agreement, Intrinsyc is entitled to a cash fee (the "**Finder's Fee**") equal to 0.5% of the gross proceeds of any investments made into the Offering from sources introduced directly by Intrinsyc in respect of up to a maximum of \$2,500 per qualified investor and a minimum of \$250 per qualified investor, provided that if 0.5% of the investment is greater than \$2,500, Intrinsyc has the right to negotiate a higher Finder's Fee with the Company. Further, the Company shall pay any expenses incurred by Intrinsyc (e.g., travel, due diligence, etc.), which expenses shall be approved in advance by the Company. The Company's practice is to collect the Finder's Fee from each purchaser in connection with the purchase through retail channels of Preferred Shares in the Province of Ontario.

The Intrinsyc Agreement has an initial term of one year, with a "tail period" of an additional twelve months, during which period the Finder's Fee will remain due and payable to Intrinsyc in respect of introductions made to the Company by Intrinsyc during the initial term.

The Intrinsyc Agreement may be terminated at any time by either party by giving notice in writing to the other party. Both parties have agreed to indemnify the other pursuant to the terms of the agreement for any damages caused by or arising directly or indirectly from the matters contemplated by the agreement.

- Issuer Agreement. The Company engaged Neo Connect as its distribution platform pursuant to an issuer agreement entered into by the Company as of September 11, 2019 (the "**Issuer Agreement**"). Under the Issuer Agreement, Neo Connect will provide the Neo Connect Platform to facilitate transactions of the Preferred Shares of the Company with authorized dealers, namely IIROC dealers or other registered dealers. Neo Connect will have no other responsibilities to the Company beyond providing the specific distribution platform offered. The Company will pay Neo Connect fees for the use of the Neo Connect Platform in such amounts as may from time to time be agreed upon in writing.

- **Transfer Agent and Registrar Agreement.** The Company engaged Olympia as its transfer agent and registrar pursuant to a transfer agent and registrar agreement dated as of July 4, 2019 (the "**Transfer Agent and Registrar Agreement**"). Under the Transfer Agent and Registrar Agreement, Olympia will keep the register of, and will act as the transfer agent in respect of, the Preferred Shares, including through the Neo Connect Platform. The Company will pay Olympia fees for its services under the Transfer Agent and Registrar Agreement in such amounts as may from time to time be agreed upon in writing.
- **Custodian.** The Company has engaged BBS Securities Inc. ("**BBS Securities**") to act as a custodian of all of the Preferred Shares and to facilitate transactions made through the Neo Connect Platform. The Company will pay BBS Securities for its services in such amounts as may from time to time be agreed upon in writing.

**ITEM 3
DIRECTORS, MANAGEMENT, PROMOTERS AND PRINCIPAL HOLDERS**

3.1 Compensation and Securities Held

The Company

The following table sets out information about each Director, officer and promoter of the Company and each person who directly or indirectly beneficially owns or controls 10% or more of any class of voting securities of the Company (a "**principal holder**").

Name and municipality of principal residence⁽¹⁾	Positions held (e.g. director, officer, promoter and/or principal holder) and the date of obtaining that position	Compensation paid by the company (i) in the most recently completed financial year and (ii) anticipated to be paid in the current financial year	Number, type and percentage of securities of the company held⁽²⁾ after completion of minimum offering	Number, type and percentage of securities of the company held⁽²⁾ after completion of maximum offering
Kurt Wipp New Westminster, B.C.	Principal Holder Director of the Company (October 24, 2007) President & CEO of the Company (October 24, 2007)	(i) Nil (ii) Nil	4,957,354 Preferred Shares ⁽³⁾ (9.37%)	4,957,354 Preferred Shares ⁽³⁾ (6.61%)
Brent Wipp Langley, B.C.	Principal Holder Director of the Company (October 24, 2007)	(i) Nil (ii) Nil	5,845,481 Preferred Shares ⁽⁴⁾ (11.47%)	5,845,481 Preferred Shares ⁽³⁾ (7.79%)
Kevin Budd North Vancouver, B.C.	Principal Holder Director of the Company (October 24, 2016)	(i) \$20,000 (ii) \$20,000	Nil Preferred Shares (0%)	Nil Preferred Shares (0%)
Graham Sawrey Delta, B.C.	Director of the Company (October 24, 2016)	(i) \$25,000 (ii) \$25,000	Nil Preferred Shares (0%)	Nil Preferred Shares (0%)

Name and municipality of principal residence⁽¹⁾	Positions held (e.g. director, officer, promoter and/or principal holder) and the date of obtaining that position	Compensation paid by the company (i) in the most recently completed financial year and (ii) anticipated to be paid in the current financial year	Number, type and percentage of securities of the company held⁽²⁾ after completion of minimum offering	Number, type and percentage of securities of the company held⁽²⁾ after completion of maximum offering
Victor Yates Delta, B.C.	Director of the Company (October 24, 2016)	(i) \$20,000 (ii) \$20,000	Nil Preferred Shares (0%)	Nil Preferred Shares (0%)
Harvey Wipp Langley, B.C.	Principal Holder	(i) Nil (ii) Nil	5,750,992 Preferred Shares ⁽⁵⁾ (11.28%)	5,750,992 Preferred Shares ⁽⁵⁾ (7.67%)
Stephen Anderson North Vancouver, B.C.	Chief Financial Officer (October 4, 2018)	(i) Nil (ii) Nil	Nil Preferred Shares (0%)	Nil Preferred Shares (0%)

Notes:

- (1) Information as to municipality of residence has been provided by the individual Directors, officers and principal holders.
- (2) Directly or indirectly.
- (3) This figure includes 4,957,354 Preferred Shares held by Rearden Capital Group Inc., which is controlled by Kurt Wipp.
- (4) This figure includes 5,845,481 Preferred Shares held by BLW Capital Corp., which is controlled by Brent Wipp.
- (5) This figure includes 286,611 Preferred Shares held directly by Harvey Wipp and 5,464,381 Preferred Shares held by Crystal Properties Inc., which is controlled by Harvey Wipp.

3.2 Management Experience

The following table sets out the principal occupations of the Directors and senior officers of the Company over the past five years and any relevant experience in a business similar to the Company's:

Name	Principal occupation and related experience
Kurt Wipp Director and President & CEO of the Company	Kurt Wipp is currently the President and CEO of the Company and has been a Director since inception. Mr. K. Wipp in his position as President and CEO of the Company is responsible for all investment management and oversees all of the Company's portfolio management, investor relations and regulatory affairs. Since 2005, Mr. K. Wipp has been one of two managing directors of The Larson Financial Group which is a private holding company for multiple subsidiaries involved in mortgage investments, underwriting, origination and administration. In 2005, Mr. K. Wipp became a director of Alpine Credits Limited. Mr. K. Wipp has over 15 years of experience in finance in roles involving equity analysis, private equity investments, structured finance, corporate strategy, international finance and board of director representation. In addition, from 2002 – 2005, Mr. K. Wipp was employed as a private equity manager for RWE Trading in London, United Kingdom. Mr. K. Wipp has a Master of Business Administration (MBA) from the University of British Columbia with a focus on finance and a Joint Honors degree in Economics and Business from Simon Fraser University. Mr. K. Wipp is a registered mortgage broker in British Columbia.

Name	Principal occupation and related experience
Brent Wipp Director of the Company	Brent Wipp has been a Director of the Company since inception and acted as Chief Financial Officer of the Company until October 4, 2018. Since 2004, Mr. B. Wipp has been one of two managing directors of The Larson Financial Group which is a private holding company for multiple subsidiaries involved in mortgage investments, underwriting, origination and administration. In June 2010, Mr. B. Wipp became one of three managing directors of Alpine Credits Limited where he oversees mortgage origination and underwriting policies. Mr. B. Wipp has been involved in the residential mortgage loan business for over 30 years. Mr. B. Wipp is a registered mortgage broker in both British Columbia and Alberta and has a Diploma of Technology from Selkirk College.
Kevin Budd Director of the Company	Kevin Budd has been a Director of the Company since October 24, 2016. Mr. Budd has been the President and a director of Monashee Capital Corp. since January 2003 which is a mergers and acquisitions and corporate finance advisory company. Prior to 2003, Mr. Budd was a Senior Officer and Vice President of Methanex Corporation, a global petrochemical organization. Mr. Budd has a Master of Business Administration (MBA) through studies at the University of British Columbia and the London Business School (UK). Mr. Budd received an honors degree in Mechanical Engineering from the University of Waterloo. Mr. Budd completed his CSI Partners, Directors and Officers designation in 2014.
Graham Sawrey Director of the Company	Graham has been a Director of the Company since October 24, 2016. Graham is a Chartered Investment Manager and has worked in the private mortgage industry since October of 2009. Prior to his involvement with the Company and the private mortgage industry, Graham worked as a financial advisor for four years. Graham holds a mortgage broker's license in Alberta and British Columbia and has a bachelor's degree in Human Kinetics Exercise Science from the University of British Columbia.
Victor Yates Director of the Company	Victor Yates has 47 years of financial, appraisal, real estate, building and development experience. He was a mortgage manager/appraiser for The Royal Trust Company before starting his own appraisal and development company. He is a retired AACI appraiser and is currently a director of Inter-Continental Mortgage Corporation, Continental Appraisals Ltd. and Hycroft Realty Limited. He is an entrepreneur having experience in the financial, building and development fields of residential and multifamily, manufactured homes, care facilities, commercial and tourist facilities throughout the province of British Columbia.
Stephen Anderson Chief Financial Officer of the Company	Stephen Anderson has been the Chief Financial Officer of the Company since October 4, 2018. Mr. Anderson brings over 20 years of professional experience working for both public and private companies including Westport Innovations, The Jim Pattison Group and KPMG. Mr. Anderson received an MBA from UBC along with a Chartered Professional Accounting Designation (CPA, CA) and has over 5 years of auditing experience. Mr. Anderson oversees all accounting, financial reporting, IT, cash flow management and financial management of the Company.

3.3 Penalties, Sanctions and Bankruptcy

- (a) There has been no penalty or sanction that has been in effect during the last 10 years, or any cease trade order that has been in effect for a period of more than 30 consecutive days during the past 10 years, against:
- (i) a Director, executive officer or control person of the Company; or
 - (ii) an issuer of which a person referred to in paragraph (i) immediately above was a director, executive officer or control person at that time.

A routine examination of Ryan Mortgage Income Fund Inc., a related entity, as an exempt market dealer and investment fund manager was conducted by the British Columbia Securities

Commission (the "**BCSC**") in the first half of 2018 and the results of such examination have been referred to the enforcement division of the BCSC, resulting in discussions of the contents of the draft examination report in early December 2018. The BCSC advised in mid-December 2018 that it had not yet come to a conclusion. There have been no substantive discussions of the subject since that time. Management of the Company believes that the discussions, if and when they resume, will not result in any material adverse effects to the Company.

- (b) There has been no declaration of bankruptcy, voluntary assignment in bankruptcy, proposal under any bankruptcy or insolvency legislation, proceedings, arrangement or compromise with creditors or appointment of a receiver, receiver manager or trustee to hold assets, which has been in effect during the last 10 years with regard to any:
- (i) Director, executive officer or control person of the Company; or
 - (ii) issuer of which a person referred to in paragraph (i) immediately above was a director, executive officer or control person at that time.

3.4 Loans

Other than disclosed above under Item 2.7 "*Material Agreements*", the Company presently has no outstanding loans or debentures. There are no debentures or loans due to or from the Directors, management, promoters or principal holders of the Company.

ITEM 4 CAPITAL STRUCTURE

4.1 Capital Structure

The following are the details of the capitalization of the Company at June 30, 2020:

Description of security	Number authorized to be issued	Number outstanding as at June 30, 2020	Number Outstanding after minimum offering	Number outstanding after maximum offering
Common Shares	Unlimited	0	0	0
Redeemable Preferred Shares ⁽¹⁾	Unlimited	45,670,111 ⁽²⁾	30,844,840 ⁽³⁾	120,670,111 ⁽⁴⁾

Notes:

- (1) Complete details of the attributes and characteristics of the Redeemable Preferred Shares are set forth under the heading "Terms of Preferred Shares".
- (2) The Redeemable Preferred Shares were issued at a price of \$1.00 per Redeemable Preferred Share.
- (3) Assuming a minimum Offering of nil Redeemable Preferred Shares.
- (4) Assuming a maximum Offering of 75,000,000 Redeemable Preferred Shares.

4.2 Long-Term Debt

The Company presently has no long-term debt. However, the Company maintains a credit facility with a Canadian chartered bank secured by a general security agreement and a general assignment of the Company's Mortgages, which credit facility the Company anticipates replacing on or about September 30, 2020, with a credit facility made available by a Canadian financial institution, which will be secured by, among other things, a general security agreement, a \$100,000,000 fixed- and floating-charge debenture and a general assignment of the Company's Mortgages. See Item 2.7 "*Material Agreements*" for further details.

4.3 Prior Sales

Within the last 12 months, the Company has issued the following Preferred Shares:

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
June 3, 2019	Preferred Shares	26,650	\$1.00	\$26,650.00
July 11, 2019	Preferred Shares	2,000,000	\$1.00	\$2,000,000.00
July 12, 2019	Preferred Shares	3,500,000	\$1.00	\$3,500,000.00
July 19, 2019	Preferred Shares	2,200,000	\$1.00	\$2,200,000.00
August 6, 2019	Preferred Shares	500,000	\$1.00	\$500,000.00
August 12, 2019	Preferred Shares	50,000	\$1.00	\$50,000.00
December 30, 2019	Preferred Shares	50,000	\$1.00	\$50,000.00
January 6, 2020	Preferred Shares	150,000	\$1.00	\$150,000.00
January 9, 2020	Preferred Shares	2,505,010	\$1.00	\$2,505,010.00
January 14, 2020	Preferred Shares	149,509	\$1.00	\$149,509.00
January 15, 2020	Preferred Shares	1,750,000	\$1.00	\$1,750,000.00
January 21, 2020	Preferred Shares	163,000	\$1.00	\$163,000.00
January 22, 2020	Preferred Shares	115,500	\$1.00	\$115,500.00
January 31, 2020	Preferred Shares	100,000	\$1.00	\$100,000.00
February 3, 2020	Preferred Shares	180,000	\$1.00	\$180,000.00
February 10, 2020	Preferred Shares	25,000	\$1.00	\$25,000.00
March 6, 2020	Preferred Shares	150,000	\$1.00	\$150,000.00
March 9, 2020	Preferred Shares	165,000	\$1.00	\$165,000.00
March 11, 2020	Preferred Shares	132,422	\$1.00	\$132,422.00
March 12, 2020	Preferred Shares	269,500	\$1.00	\$269,500.00
May 7, 2020	Preferred Shares	5,000	\$1.00	\$5,000.00
June 15, 2020	Preferred Shares	646,284	\$1.00	\$646,284.00
June 19, 2020	Preferred Shares	1,500,000	\$1.00	\$1,500,000.00
June 22, 2020	Preferred Shares	75,000	\$1.00	\$75,000.00
June 23, 2020	Preferred Shares	200,000	\$1.00	\$200,000.00
June 24, 2020	Preferred Shares	94,500	\$1.00	\$94,500.00
July 15, 2020	Preferred Shares	850,000	\$1.00	\$850,000.00
July 16, 2020	Preferred Shares	1,700,000	\$1.00	\$1,700,000.00
July 21, 2020	Preferred Shares	138,987	\$1.00	\$138,987.00
July 22, 2020	Preferred Shares	1,710,000	\$1.00	\$1,710,000.00
August 10, 2020	Preferred Shares	205,233	\$1.00	\$205,233.00
August 18, 2020	Preferred Shares	69,358	\$1.00	\$69,358.00
August 19, 2020	Preferred Shares	570,000	\$1.00	\$570,000.00
TOTAL		21,945,953		\$21,945,953

Within the last two (2) fiscal years, the Company has redeemed the following Preferred Shares:

Date of redemption	Type of security redeemed	Number of securities redeemed	Price per security	Total funds paid
June 1, 2018	Preferred Shares	79,088	\$1.00	\$79,088.00
July 1, 2018	Preferred Shares	13,858	\$1.00	\$13,858.00
August 1, 2018	Preferred Shares	25,415	\$1.00	\$25,415.00
August 3, 2018	Preferred Shares	220	\$1.00	\$220.00
August 7, 2018	Preferred Shares	126,838	\$1.00	\$126,838.00
September 4, 2018	Preferred Shares	50,000	\$1.00	\$50,000.00
October 16, 2018	Preferred Shares	144	\$1.00	\$144.00
April 12, 2019	Preferred Shares	27,000	\$1.00	\$27,000.00
May 27, 2019	Preferred Shares	20,000	\$1.00	\$20,000.00
June 1, 2019	Preferred Shares	225,000	\$1.00	\$225,000.00
July 30, 2019	Preferred Shares	104,331	\$1.00	\$104,331.00
July 31, 2019	Preferred Shares	49,866	\$1.00	\$49,866.00
August 1, 2019	Preferred Shares	120,000	\$1.00	\$120,000.00
November 30, 2019	Preferred Shares	103,499	\$1.00	\$103,499.00
December 13, 2019	Preferred Shares	13,118	\$1.00	\$13,118.00
December 19, 2019	Preferred Shares	99,990	\$1.00	\$99,990.00
March 12, 2020	Preferred Shares	100,000	\$1.00	\$100,000.00
March 19, 2020	Preferred Shares	30,000	\$1.00	\$30,000.00
March 31, 2020	Preferred Shares	252,592	\$1.00	\$252,592.00
April 14, 2020	Preferred Shares	300,000	\$1.00	\$300,000.00
April 23, 2020	Preferred Shares	28,141	\$1.00	\$28,141.00
May 1, 2020	Preferred Shares	407,514	\$1.00	\$407,514.00
May 20, 2020	Preferred Shares	5,000	\$1.00	\$5,000.00
May 29, 2020	Preferred Shares	400,000	\$1.00	\$400,000.00
May 31, 2020	Preferred Shares	511,804	\$1.00	\$511,804.00
June 2, 2020	Preferred Shares	1,500,000	\$1.00	\$1,500,000
July 31, 2020	Preferred Shares	234,214	\$1.00	\$234,214
August 31, 2020	Preferred Shares	700,000	\$1.00	\$700,000
TOTAL		5,527,632		\$5,527,632

During its most recently completed financial year ended May 31, 2020, the Company received requests to redeem 2,750,855 Preferred Shares. In addition, subsequent to the fiscal year ended May 31, 2020, the Company received requests to redeem 2,434,214 Preferred Shares. The Company honored all of these redemptions and redeemed an aggregate of 5,185,069 Preferred Shares. The Company used funds available from current operations and from proceeds from the issuance of Preferred Shares to honor these redemptions.

During the financial year ended May 31, 2019, the Company received requests to redeem 343,943 Preferred Shares. The Company honored all of these redemptions and redeemed an aggregate of 343,943 Preferred Shares. The Company used funds available from current operations and from proceeds from the issuance of Preferred Shares to honor these redemptions.

ITEM 5 SECURITIES OFFERED

5.1 Terms of Preferred Shares

The Company is offering up to 75,000,000 Preferred Shares at a \$1.00 per Preferred Share. There is no minimum amount of Preferred Shares for which a Subscriber must subscribe.

AMUR Capital, a related entity, is registered under the securities laws of the Provinces of British Columbia and Alberta to act as the Company's exempt market dealer to sell its Preferred Shares in those jurisdictions pursuant to exemptions from the prospectus requirements under the terms of the EMD Agreement. In addition, the Company has engaged Intrinsyc on a "limited efforts" basis under the terms of the Intrinsyc Agreement to identify potential sources of capital for the Company pursuant to the terms thereof. See Item 2.7 "*Material Agreements*".

At this time, no other dealer has been retained by the Company in respect of the Offering, however, the Company intends to pay a sales fee or dealer fee to registered securities dealers and exempt market dealers, subject to negotiation, to sell the Company's Preferred Shares.

The Preferred Shares have a par value of \$1.00 and have the following material terms:

Voting

Preferred Shareholders are entitled to receive notice of, attend and vote at any general meeting of the Company and to cast one vote for each Preferred Share held on the applicable record date in respect of any matter put to vote at such a meeting.

Dividends

Subject to the terms of the Articles of the Company, the holders of the Preferred Shares shall be entitled to receive dividends as determined by the Company on a monthly, quarterly or annual basis. The holder of Preferred Shares must be a holder on the last day of the fiscal year in order to be entitled to receive any dividend declared by the Company within 90 days after the end of the fiscal year to which the dividend is related. The amount of dividends declared and paid by the Company shall not exceed the amount that pursuant to clause 130.1(1)(a)(i) of the Tax Act is deductible in computing the Company's income for the year and up to twice the amount that pursuant to clause 130.1(1)(a)(ii) of the Tax Act is deductible in computing the Company's income for the year. Any distributions made by way of dividends declared on the issued and outstanding Preferred Shares will be subject to the provisions of the BCBCA.

Pursuant to the Articles of the Company, the Company must distribute all its profits in a particular fiscal year by the declaration and payment of dividends within ninety (90) days of the end of such fiscal year.

Notwithstanding anything else contained in the Company's Articles, where the registered holder of the Preferred Shares at the fiscal year end of the Company, has held such shares for less than all of the twelve (12) months of the Company's fiscal year then the dividends payable on his shares shall equal the dividends otherwise payable times the number of full months in the fiscal year the shares were held by such holder divided by twelve (12).

Liquidation or Winding Up

The holders of the Preferred Shares shall, on a winding up or liquidation of the Company, be entitled to receive a sum equal to the par value of each Preferred Share together with all dividends declared and unpaid thereon in priority to any distribution to the holders of any other shares in the capital of the Company. Once such prior distribution has been made to the holders of the Preferred Shares, and once a distribution equal to the par value of each Common Share issued and outstanding (of which there are currently nil issued and outstanding) has been made to the holders of the Common Shares in accordance with Section 22.3 of the Company's Articles, the holders of the Preferred Shares shall be

entitled to participate equally with the holders of the Common Shares in any further distribution of the assets of the Company pro rata in accordance with the number of Preferred Shares held.

Rights of Redemption by the Company

The Company may in the manner hereinafter provided in Section 21.4 of the Company's Articles and subject to the provisions of the *BCBCA* redeem a Preferred Share upon payment to the holder thereof a sum equal to the Redemption Amount. When the Company proposes to redeem some but not all of the outstanding Preferred Shares, the Directors shall have the absolute discretion to determine the Preferred Shares to be redeemed, and there shall be no requirement of the Company to make such redemption pro rata among every member who holds Preferred Shares.

Before redeeming any Preferred Shares the Company shall mail to each person who is a registered holder of shares to be redeemed, notice of the intention of the Company to redeem such shares held by such registered holder. Such notice shall be mailed by ordinary prepaid post, addressed to the last address of such holder as it appears on the books of the Company, or in the event of the address of any such holder not appearing on the books of the Company, then to the last known address of such holder, at least fifteen (15) days before the date specified for redemption. Such notice shall set out the Redemption Price being the Redemption Amount multiplied by the number of Preferred Shares to be redeemed, the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed are to be redeemed, the number of shares so to be redeemed. On and after the date so specified for redemption, the Company shall pay or cause to be paid the Redemption Price to the registered holder of the shares to be redeemed on presentation and surrender of the certificates for the shares so called for redemption at the registered office of the Company or at such other place or places as may be specified in such notice, and, upon receipt, the certificates for such shares shall thereupon be cancelled, and the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Company. From and after the date specified for redemption in such notice, the holders of such shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any other rights in respect to such shares, except to receive the Redemption Price, unless payment of the Redemption Price shall not be made by the Company in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired. On or before the date specified for redemption, the Company shall have the right to deposit in a special account with any chartered bank or trust company in Canada named in the notice of redemption, the Redemption Price of the shares called for redemption, without interest, payable to or to the order of the respective holders of such shares called for redemption upon presentation and surrender of the certificates representing the same and, upon such deposit being made, the shares in respect of which such deposit shall have been made shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving out of the monies so deposited, without interest, the Redemption Price applicable to their respective shares against presentation and surrender of the certificates representing such shares.

Rights of Redemption by the Shareholder

- (a) At any time a holder of Preferred Shares may, subject to the provisions of the *BCBCA*, give to the Company irrevocable notice that he wishes the Company to redeem pursuant to the provisions of Section 21.5 of the Company's Articles some or all of the Preferred Shares owned by him and some or all of the Preferred Shares, if any, owned by his deferred plans. The Redemption Notice shall be sent by registered mail or delivered to the registered office of the Company. Within ninety (90) days after the Redemption Notice was received, the Company shall, subject to the provisions of sub-paragraph (c) below, redeem the Preferred Shares specified in the Redemption Notice by paying to the holder of the Preferred Shares upon surrender of the Share Certificates endorsed in bearer form representing the shares to be redeemed, in accordance with the instructions contained in the Redemption Notice, a sum of money equal to the product of the Redemption Amount, multiplied by the Preferred Shares specified in the Redemption Notice.
- (b) A redemption in accordance with the provisions of sub-paragraph (a) above shall only be effected by the Company if:

- (i) The Company is not insolvent at the time that the redemption is to be effected and if the redemption would not render the Company insolvent, and
- (ii) In the opinion of the Directors the redemption would not cause the Company to become disqualified as a mortgage investment corporation as defined pursuant to the Tax Act.

A valid Redemption Notice may not be withdrawn and a holder of Preferred Shares who is a Director and who gives a Redemption Notice to the Company to redeem all of the Shares owned by him or his deferred plan shall be deemed to have resigned as a Director of the Company on the date such Redemption Notice is received by the Company.

- (c) Notwithstanding the provisions of sub-paragraph (a) above, the Directors may determine, in their absolute discretion, the maximum number of Preferred Shares the Company shall redeem in any one fiscal year. In the event of such determination, the Directors of the Company shall, by resolution, determine the Preferred Shares to be redeemed in that fiscal year by the dates the Redemption Notices were received by the Company, with the Preferred Shares set out in the Redemption Notices in the possession of the Company the longer time being redeemed prior to the Preferred Shares set out in the Redemption Notices in the possession of the Company the shorter time.
- (d) Upon payment in full of the Redemption Amount being made by the Company, the Preferred Shares specified in the Redemption Notice shall be redeemed and the certificate representing such shares shall be cancelled. If a part only of the shares represented by any certificate be redeemed, a new certificate of the balance shall be issued at the expense of the holder. From and after the date of delivery of the Redemption Notice, the holder of the Preferred Shares specified for redemption in the Redemption Notice shall continue to be entitled to dividends and shall continue to be entitled to any other rights in respect of such shares until payment in full of the Redemption Amount, at which time all rights in respect of such shares shall become null and void. If payment in full of the Redemption Amount shall not be made by the Company the rights of the holder of such shares shall remain unimpaired.

Inspection of Documents

In accordance with section 46(3) of the BCBCA, a Preferred Shareholder is entitled to examine certain records that the Company is required to keep under section 42 of the BCBCA, including but not limited to the following (if and as applicable): certificate of incorporation, central securities register, register of directors, minutes of every meeting of shareholders, copies of each consent resolution of shareholders, copies of any entered orders of the BC Supreme Court made in respect of the Company, copies of any order made by the executive director of the British Columbia Securities Commission under section 91 of the BCBCA, among other things.

Further, any Preferred Shareholder who wishes to view copies of the material agreements set forth in Item 2.7 "*Material Agreements*" may be permitted to do so by the Company at its head office during regular business hours, upon advance notice to the Company at the contact information set forth on the cover page hereof and provided that to do so would not be prejudicial to the Company's interests or a breach of the terms of any such material agreements.

5.2 Subscription Procedure

The Preferred Shares are being offered for sale in the Provinces of British Columbia, Alberta and Ontario, pursuant to applicable securities legislation. The Preferred Shares are conditionally offered if, as and when subscriptions are accepted by the Company and subject to prior sale. Subscriptions for Preferred Shares will be received by the Company 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. The Company may terminate this offering at any time. Closings may occur from time to time as determined by the Company.

Subscriptions may be sent to the Company at its principal office or such other address as specified by the Company by courier or telecommunication facilities.

The subscription price is payable upon subscription pursuant to the terms of the applicable subscription agreement(s), by certified cheque or bank draft in the amount of \$1.00 per Preferred Share subscribed for, payable to "Manchester Investments Inc." No financing of the subscription price will be provided by the Company.

Each prospective and qualified investor who desires to subscribe for Preferred Shares must:

- (a) complete and sign the form of subscription agreement prescribed by the Company from time to time (the "**Subscription Agreement**") specifying the number of Preferred Shares being subscribed for (the Company reserves the right to use different forms of Subscription Agreements for different investors);
- (b) complete and sign two copies of the Form 45- 106F4 — Risk Acknowledgement in the form attached to this Offering Memorandum as Schedule A ;
- (c) if the investor is an "Accredited Investor" as defined in NI 45-106, complete and sign the applicable accredited investor exhibits and appendices attached to the Subscription Agreement;
- (d) deliver payment of the subscription price for the Preferred Shares subscribed for to the Company by certified cheque or bank draft acceptable to the Company; and
- (e) deliver to the Company the Subscription Agreement, Risk Acknowledgment and any other forms, declarations and documents as may be required by the Company to complete the subscription.

The Company will hold the subscription amount in trust until midnight on the second business day after the day on which the signed Subscription Agreement is received. The Company will return all consideration to the subscriber if it exercises the right to cancel the Subscription Agreement within the prescribed time.

Upon acceptance, the subscription price for the Preferred Shares will be deposited in a designated bank account. Upon the Preferred Shares having been issued, the subscription price will be made available to the Company for use in its business as set out in this Offering Memorandum. Confirmation of the acceptance of a subscription will be forwarded by the Company to the subscriber.

The Company is not obligated to accept any subscriptions, and will reject any subscription which the Company considers to be not in compliance with applicable securities laws and regulations. If any subscription is rejected, the Company will notify the investor and will return to the subscriber the subscription funds comprising such subscription, without interest.

The Preferred Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, and subject to certain exceptions, may not be offered or sold in the United States.

Qualified Investors

The Company is offering for sale 75,000,000 Preferred Shares on a continuous basis in the Provinces of British Columbia, Alberta and Ontario, by way of private placement, which Preferred Shares must be sold through a registered securities dealer or an exempt market dealer.

The offering is being conducted pursuant to the exemptions from the prospectus requirements afforded by Sections 2.9, 2.3, 2.5 and/or 2.10 of NI 45-106.

- The exemption pursuant to Section 2.9 of NI 45-106 is available for distributions to investors purchasing as principals, who receive this Offering Memorandum prior to signing the Subscription Agreement and who sign a risk acknowledgement in the prescribed form.
- The exemption pursuant to Section 2.3 of NI 45-106 is available for distributions to investors purchasing as principal and who are "Accredited Investors" as defined in NI 45-106.

- The exemption pursuant to Section 2.5 of NI 45-106 is available for distributions to investors purchasing as principal who are "family, friends and business associates" as set out in Section 2.5 of NI 45-106.
- The exemption pursuant to Section 2.10 of NI 45-106 is available for distributions to investors who are not individuals and who are purchasing as principal and acquiring Preferred Shares with an acquisition cost to the Subscriber of not less than \$150,000 paid in cash at the time of Closing as long as the investor was not created or used solely to purchase or hold the Preferred Shares in reliance on this exemption.

The foregoing exemptions relieve the Company from the provisions of the applicable securities laws in British Columbia, Alberta and Ontario which otherwise would require the Company to file and obtain a receipt for a prospectus. Accordingly, prospective investors for Preferred Shares will not receive the benefits associated with a subscription for securities issued pursuant to a filed prospectus, including the review of material by securities regulatory authorities.

Trading and Resale Restrictions

This offering of Preferred Shares is made only on a private placement basis to investors who are eligible to purchase on an exempt basis under, and subject to compliance with, applicable securities laws. **There is no market for the Preferred Shares. The transferability of the Preferred Shares will also be subject to resale restrictions under applicable securities laws.** The Company will be entitled to require and may require, as a condition of allowing any transfer of any Preferred Share, the transferor or transferee, at their expense, to furnish to the Company evidence satisfactory to it in form and substance (which may include an opinion of counsel satisfactory to the Company) in order to establish that such transfer will not constitute a violation of the securities laws of any jurisdiction whose securities laws are applicable thereto.

The Company is not a reporting issuer in any of the provinces of Canada and does not intend to become a reporting issuer in any province of Canada. The Preferred Shares will be subject to resale restrictions under applicable securities laws which restrict the transfer of Preferred Shares. Notwithstanding such resale restrictions, and subject to approval by the Company, investors will be able to transfer Preferred Shares to another person pursuant to another exemption from the prospectus and registration requirements of applicable securities laws, or pursuant to an order permitting such trade granted by applicable securities regulatory authorities.

This Offering Memorandum and all subscription documents should be reviewed by prospective Subscribers and their professional advisers prior to subscribing for Preferred Shares.

ITEM 6 INCOME TAX CONSEQUENCES AND RRSP/TFSA ELIGIBILITY

Caution

Subscribers should consult with their own tax advisor regarding the income tax consequences of acquiring, holding and disposing of the Preferred Shares, including the application and effect of the income and other tax laws of any country, province, state or local tax authority.

6.1 General

In the opinion of management of the Company, the following sets out a summary of the principal Canadian federal income tax consequences of acquiring, holding and disposing of the Preferred Shares by a Subscriber who, at all relevant times, is a resident of Canada, deals with the Company at arm's length, and who acquires and holds the Preferred Shares as capital property. Subscribers to whom the Preferred Shares might not constitute capital property may elect, in certain circumstances, to have such property treated as capital property by making the election permitted by subsection 39(4) of the Tax Act. This summary is not applicable to any Preferred Shareholder which is a "financial institution" as defined in

section 142.2 of the Tax Act, or to any holder of Preferred Shares an interest in which is a "tax shelter investment" for the purposes of the Tax Act.

This summary is based upon the current provisions of the Tax Act, the regulations made under the Tax Act (the "**Tax Regulations**"), all specific proposals to amend the Tax Act and the Tax Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this Offering Memorandum and the current published administrative practices of Canada Revenue Agency. This summary assumes that all such tax proposals will be enacted as currently proposed but does not take into account or anticipate any other changes in law whether by legislative, government or judicial action and does not take into account tax legislation or considerations of any province, territory or foreign jurisdiction.

You should consult your own professional advisors to obtain advice on the tax consequences that apply to you.

The summary contained in this section is of a general nature only and is not exhaustive of all possible Canadian federal income tax consequences. It is not intended to be and should not be interpreted as legal or tax advice to any particular subscriber. You should consult with your own tax advisor regarding the income tax consequences to you of acquiring, holding and disposing of the Preferred Shares including the application and effect of the income and other tax laws of any country, province, state or local tax authority.

6.2 Status as a Mortgage Investment Company

The income tax consequences are a material aspect of the Preferred Shares being offered pursuant to this Offering Memorandum. The following is a summary prepared by the Company's auditor, MNP LLP, of the principal Canadian federal income tax considerations generally applicable, as of the date of this Offering Memorandum, to a subscriber pursuant to the Offering. This summary is applicable only to a person who subscribes, as principal, for Preferred Shares pursuant to the terms of this Offering Memorandum, who is a resident of Canada for the purposes of the Tax Act, who holds their interest in the Company as capital property and deals at arm's length with and is not affiliated with the Company or Alpine Credits Limited.

This summary is based upon the current provisions of the Tax Act, the Regulations, all specific proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance prior to the date of this Offering Memorandum, and the current published administrative practices and policies of the CRA. Except as described in the immediately preceding sentence, this summary does not take into account or anticipate any changes in law whether by legislative, regulatory, administrative or judicial action or decision. Furthermore, this summary does not take into account provincial, territorial or foreign income tax legislation or considerations. No ruling has been sought from the CRA as to the tax position of the Company or its shareholders.

This summary is of a general nature only and is not intended, nor should it be construed, to be legal or tax advice to any particular prospective investor. The income and other tax consequences to a subscriber of acquiring, holding or disposing of Preferred Shares in the Company vary according to the status of the subscriber, the province in which the subscriber resides or carries on business and the subscriber's own particular circumstances. Each subscriber should obtain independent advice regarding the income tax consequences under federal and provincial tax legislation of acquiring, holding and disposing of Preferred Shares in the Company based on such subscriber's own particular circumstances.

(a) Scheme of Provisions

The Tax Act contains a number of provisions that enable investors to "pool" their funds through investing in special corporations which are treated in a manner that avoids the two-tiered taxation normally applicable to shareholders of a corporation in respect of distributions of that corporation's profits. This result is achieved by effectively treating these special corporations as a conduit so that an investor is put in the same position from an income tax perspective as if the corporation's investment had been made directly by the investor. A MIC is one of these special types of corporations.

(b) **Definition of a MIC**

A number of requirements must have been met throughout the year in order for a corporation to qualify as a MIC under the Tax Act for that year. If the following requirements are met throughout a particular year, a corporation will qualify for MIC status that year:

- (i) The corporation must have been a Canadian corporation, which generally means a corporation incorporated and resident in Canada.
- (ii) The corporation's only undertaking was the "investing of funds of the corporation". The corporation cannot have managed or developed any real property.
- (iii) At least 50% of the "cost amount", as defined in the Tax Act, to the corporation of all of its property must have consisted of the corporation's money, debts owing to the corporation that were secured on certain specified residential properties, and any deposit standing to the corporation's credit in the records of a bank or other certain specified financial institutions.
- (iv) The "cost amount" to the corporation of all of its real property including leasehold interest in such property, other than real property acquired by foreclosure or otherwise after default made on a mortgage, hypothecation or agreement for sale of real property, must not have exceeded 25% of the "cost amount" to the corporation of all of its property. The limit is designed to ensure that the primary intention of the corporation's investment was directed towards residential mortgages.
- (v) None of the property of the corporation consists of debts owing to the corporation that were secured on real property situated outside Canada, debts owing to the corporation by non-resident persons unless secured on real property situated in Canada, shares of the capital stock of corporations not resident in Canada, real property situated outside Canada, or any leasehold interest in real property situated outside Canada.
- (vi) The number of shareholders of the corporation was not less than 20, and no one shareholder, alone or together with the person's spouse, children under the age of 18, and other related parties, held more than 25% of the issued shares of any class of the capital stock of the corporation. For the purposes of this requirement, a registered pension plan or a deferred profit-sharing plan is counted as four shareholders. A trust governed by a registered retirement savings plan is counted as one shareholder.
- (vii) Any holders of preferred shares (as defined in the Tax Act) of the corporation must have the right after payment to them of their dividends, and payment of dividends in a like amount per share to the holders of common shares of the corporation, to participate *pari passu* with the holders of the common shares in any further payment of dividends.

A common share is defined as a share, the holder of which is not precluded on the reduction or redemption of the capital stock from participating in the assets of the corporation beyond the amount paid thereon plus a fixed premium and a defined rate of dividend.

- (viii) The "liabilities" of a corporation (all obligations of a corporation to pay an amount outstanding at that time) at any time in the year must not exceed three times the excess of the "cost amount" to a corporation of all of its property over such liabilities, if at any time in the year the "cost amount" to a corporation of the properties referred to above under subheading (iii) "50% Asset Test" is less than two-thirds of the "cost amount" to a corporation of its property. However, where any time in the year the "cost amount" to a corporation of the properties referred to above under subheading (iii) "50% Asset Test" is equal to two-thirds or more of the "cost amount" to a corporation of all of its property, the liabilities of a corporation must not exceed five times the excess of the "cost amount" to a corporation of all of its property over such liabilities. In summary, the borrowing by a corporation is restricted to a maximum of three times its equity capital unless at least two-

thirds of the book value of its investments are mortgages secured on Canadian residential property, the corporation's money, and specified deposits, in which case the maximum borrowing is five times its equity capital.

(c) **Taxation of Issuer**

This discussion, and the discussion that follows under subsequent headings, is based on the assumption that the Company qualifies as a MIC under the Tax Act at all relevant times. A MIC, as a general rule, is subject to tax on the same basis as any Canadian public corporation. However, special rules relating to a MIC enable it to reduce its federal taxable income in the year if, during the year or within 90 days after the end of the year, it distributed all of its capital gains arising in the year by way of "capital gains dividends" and all of its other income by way of taxable dividends. More specifically, the Company is entitled to deduct from its federal taxable income the total of:

- (i) All taxable dividends, other than capital gains dividends, paid by the corporation during the year (to the extent not deductible in computing income of the previous year) or within 90 days after the end of the year to the extent that those dividends will not be deductible for the Company in computing its income for the preceding year; and
- (ii) One-half of all capital gains dividends paid by the corporation during the period commencing 91 days after the commencement of the year and ending 90 days after the end of the year.

If all of the Company's federal taxable income for the year is distributed in this manner, no federal tax is payable by the Company for that year. The elimination of provincial tax depends on relevant provincial legislation. For example, in British Columbia no corporate income tax would be payable if the Company's federal taxable income was zero because the Company's income tax for British Columbia's income tax purposes is calculated by reference to its taxable income for federal tax purposes. Because of the permitted deductions outlined above, the Company is not entitled to the deduction in respect of taxable dividends the Company receives from other taxable Canadian corporations.

The Company must elect in order to distribute its capital gains as capital gains dividends. The election must be made in a prescribed manner and by a prescribed time. The total capital gains dividends that may be paid by the Company for a year is limited to the extent of two times (i.e., double) the Company's "taxable capital gains" for the year less its allowable capital losses for the year and any "net allowable capital losses" of prior years that are carried forward and deducted in the year. A special tax is imposed on the Company if the capital gains dividends exceed this limit. However, there is a special election procedure, whereby this tax can be avoided in certain circumstances if the excess of the dividend is elected to be treated as a separate taxable dividend.

(d) **Taxation of Shareholders**

(i) Capital Gains Dividends

A capital gains dividend received by a Canadian resident shareholder is not included as dividend income of the shareholder, but rather is deemed to be a capital gain of the shareholder for the year from "a disposition of capital property". Thus, with respect to capital gains realized by the Company, the Company serves effectively as a conduit only interposed between the investor and the underlying investment. The result is only achieved, however, if the capital gains dividends are paid by the Company within the required time, and the proper elections are made by the Company in the proper manner and by the proper time. If the capital gains dividends are not paid in this matter, the capital gains realized by the Company are taxable to the Company as they would be in the case of any public company. Because the Company will have no "capital dividend account", the combined corporate and shareholder tax (when the amounts are paid out to

the investor as taxable dividends) could be significantly greater than if the conduit mechanism was used.

(ii) Taxable Dividends (Other than Capital Gains Dividends)

Dividends other than capital gains dividends paid by the Company are not included in the income of a shareholder as taxable dividends, but rather are deemed to have been received by the shareholder as interest income payable on a bond issued by the Company after 1971. The "gross-up/dividend tax credit" mechanism provided in the Tax Act does not apply to taxable dividends paid by the Company to Canadian resident individual shareholders. Canadian resident corporate shareholders are not entitled to deduct the amount of a taxable dividend received from a MIC in computing taxable income. If the Company distributes all of its income, it is again effectively treated as a conduit between the investor and the underlying investment, at least with respect to rental and interest income earned.

As is the case with capital gains dividends, if the Company does not distribute all of its income within the required time by way of taxable dividends, the income remains taxable in the Company in the same manner as any other public corporation. When amounts are subsequently distributed to the shareholders through the payment of taxable dividends, the combined corporate and shareholder tax may be significantly higher than if the conduit mechanism was used.

(iii) Disposition of Preferred Shares

Assuming the Preferred Shares are capital property to the investor, the usual rules apply on the disposition of those Preferred Shares as would apply on similar shares of any other public corporation. Certain taxpayers, such as securities dealers and those who have acquired the Preferred Shares in the course of a business of buying and selling shares or in a transaction that is an "adventure in the nature of trade", would not be considered to be holders of the Preferred Shares as capital property. Dispositions to third parties and deemed dispositions, such as those arising on emigration or death, would yield capital gains or capital losses according to the usual rules contained in the Tax Act. A capital gain (or capital loss) will arise to the extent that the proceeds of disposition of the Preferred Shares exceed (or are exceeded by) the adjusted cost base (as defined for income tax purposes) of the shares and any disposition costs.

Redemptions or other acquisitions of the Preferred Shares by the Company (for example, on a winding up) may result in taxable capital gains or allowable capital losses or deemed taxable dividends to the shareholder/investor. The treatment for income tax purposes will depend on the paid-up capital of the Preferred Shares redeemed or otherwise acquired by the Company. If a taxable dividend results, it will likely be characterized as interest received in the hands of the shareholder. (It may not be possible for the Company to elect to treat such a deemed dividend as a capital gains dividend). Any amount that represents the payment of a declared but unpaid dividend that is distributed on the redemption or other acquisition of the share by the Company, and which is not a capital gains dividend, will be characterized as interest received by the shareholder.

One-half of any capital gain that is realized on the disposition of the Preferred Shares will be included in the shareholder's income. Any amount that is deemed to be interest or a capital gains dividend on the redemption or other acquisition of the Preferred Shares by the Company is not included in determining the proceeds of disposition of the Preferred Shares for capital gains purposes.

(iv) Deferred Income Plans

The Preferred Shares are qualified investments for trusts governed by Registered Retirement Savings Plans ("**RRSP**"), Deferred Profit Sharing Plans ("**DPSP**"), Registered Education Savings Plans ("**RESP**"), Registered Retirement Income Funds ("**RRIF**") and

Tax Free Savings Accounts ("**TFSA**") (collectively, "**Deferred Income Plans**") at a particular time if the Company qualifies as a MIC under the Tax Act, and if, throughout the calendar year in which the particular time occurs, the Company does not hold as part of its property any indebtedness, whether by way of mortgage or otherwise of a person who is an annuitant, a beneficiary or an employer, as the case may be, under the governing plan trust, or of any other person who does not deal at arm's length with that person.

Dividends received by such deferred income plans on shares while the Preferred Shares are qualified investments for such plans will be exempt from taxation in accordance with the provisions of the Tax Act governing those plans. If the preferred shares are a "prohibited investment, the dividends will be subject to tax and penalties will apply. A prohibited investment includes shares in a corporation if (i) the annuitant has a "significant interest" in the corporation or (ii) the corporation does not deal at arms length with the annuitant. An annuitant has a "significant interest" if he or she owns, directly or indirectly, 10 % or more of the issued shares of any class of the corporation. This definition includes all shares owned by the annuitant and the deferred income plan. In addition to shares actually owned, for this purpose, the annuitant is also deemed to own any shares that are owned by any person related to the annuitant or does not deal at arm's length with the annuitant.

If the Company fails to qualify as a MIC at any time throughout a taxation year, the Preferred Shares may cease to be a qualified investment for a Deferred Income Plan throughout such period, in which case a Deferred Income Plan that holds Preferred Shares will be subject to a penalty tax. If certain Deferred Income Plans hold a non-qualified investment at any time during a particular year, such Deferred Income Plan will be subject to a tax under certain provisions of the Tax Act in respect of income from such non-qualified investment. RESPs which hold non-qualified investments can have their registration revoked by the Canada Revenue Agency.

Notwithstanding that the Preferred Shares may be qualified investments for a trust governed by an RRSP, RRIF or TFSA, the annuitant of an RRSP or RRIF, or the holder of a TFSA, will be subject to a penalty tax if such securities are a "prohibited investment" for the RRSP, RRIF or TFSA. The Preferred Shares will generally be a "prohibited investment" if the annuitant of an RRSP or RRIF, or the holder of a TFSA, does not deal at arm's length with the Company for purposes of the Tax Act or the annuitant of an RRSP or RRIF, or the holder of a TFSA, has a "significant interest" (within the meaning of the Tax Act) in the Company or a corporation, partnership or trust with which the Company does not deal at arm's length for purposes of the Tax Act. A "significant interest" in a corporation generally means ownership of 10% or more of the issued shares of any class of the capital stock of the corporation (or of any related corporation), either alone or together with persons with which the shareholder does not deal at arm's length for purposes of the Tax Act. Annuitants of RRSPs and RRIFs, and holders of TFSAs, should consult their own advisors in this regard.

The penalty taxes are referred to as the "prohibited investment tax" and the "advantage tax". The prohibited investment tax is equal to 50% of the fair market value of the prohibited investment at the time it was acquired or it became non-qualified. This prohibited investment tax is refundable in certain circumstances. The advantage tax is equal to the value of the benefit received. The penalty taxes will generally apply to transactions occurring, and investments acquired, after March 22, 2011.

Management may not be aware of the identity of persons with whom investors do not deal at arm's length for the purposes of determining whether a non-arm's length group meets the 10% ownership threshold. If management does become aware of the identity of such persons, management cannot advise investors of this situation due to privacy legislation. Investors will be responsible for ensuring that they, along with non-arm's length persons, remain below the 10% ownership threshold if investments are to be

made through a RRSP, RRIF or TFSA. Management cannot be liable for taxes or penalties that may apply if these ownership thresholds are exceeded.

(v) Interest Expense

Except for money borrowed for the purposes of paying a premium or making a contribution to one of the deferred income plan trusts described above to enable such a trust to hold the Preferred Shares, a reasonable amount of interest paid or payable (pursuant to a legal obligation) by an investor on money borrowed to acquire Preferred Shares should be deductible in computing income for purposes of the Tax Act, so long as the investor continues to own the Preferred Shares. However, the application of the proposed rules on limited recourse amounts may reduce or restrict the interest expense deduction.

Recent changes to the Tax Act may allow an investor to continue to deduct interest costs where the Preferred Shares are disposed of at a loss or the Preferred Shares have declined in value.

The Company is making the income tax disclosure contained in this Item 6.2, but it makes no other warranties or representations, implied or otherwise, with respect to taxation issues. If the Company were not to qualify as a MIC, the income tax consequences would be materially different from those described in this Item 6.2.

Subscribers should consult with their own tax advisor regarding the income tax consequences of acquiring, holding and disposing of the Preferred Shares, including the application and effect of the income and other tax laws of any country, province, state or local tax authority.

ITEM 7 COMPENSATION PAID TO SELLERS AND FINDERS

AMUR Capital, a related entity, is registered under the securities laws of the Provinces of British Columbia and Alberta to act as the Company's exempt market dealer to sell its Preferred Shares in those jurisdictions pursuant to exemptions from the prospectus requirements.

Intrysync is registered under the securities laws of the Province of Ontario to act as the Company's exempt market dealer to sell its Preferred Shares in Ontario pursuant to exemptions from the prospectus requirements.

The Company has engaged AMUR Capital and Intrysync pursuant to the EMD Agreement and the Intrysync Agreement, respectively, as its exempt market dealers to sell its preferred shares in British Columbia and Alberta (in the case of AMUR Capital) and Ontario (in the case of Intrysync).

Under the terms of the EMD Agreement, the Company pays AMUR Capital 0.15% of the outstanding Mortgage portfolio value on an annual basis, which amount is paid in advance on a monthly basis equivalent to $\frac{1}{12}$ th of 0.15% per month (0.15% per annum).

Under the terms of the Intrysync Agreement, Intrysync is entitled to the Finder's Fee equal to 0.5% of the gross proceeds of any investments made into the Offering from sources introduced directly by Intrysync in respect of up to a maximum of \$2,500 per qualified investor and a minimum of \$250 per qualified investor, provided that if 0.5% of the investment is greater than \$2,500, Intrysync has the right to negotiate a higher Finder's Fee with the Company. Further, the Company shall pay any expenses incurred by Intrysync (e.g., travel, due diligence, etc.), which expenses shall be approved in advance by the Company.

At this time, no other dealer has been retained by the Company in respect of the Offering, however, the Company intends to pay a sales fee or dealer fee to registered securities dealers and exempt market dealers, subject to negotiation, to sell the Company's Preferred Shares

ITEM 8 RISK FACTORS

An investment in the Company involves significant risks. In addition to the other information presented in this Offering Memorandum, the following risk factors should be given special consideration when evaluating an investment in any of the Company's securities. The purchase of Preferred Shares involves a number of risk factors and is suitable only for Subscribers who are aware of the risks inherent in the real estate industry and who have the ability and willingness to accept the risk of loss of their invested capital and who have no immediate need for liquidity. There is no assurance of any return on a purchaser's investment. The risk factors outlined below are not a definitive list of all risk factors associated with an investment in the Company.

The Company advises that prospective Subscribers should consult with their own independent professional legal, tax, investment and financial advisors before purchasing Preferred Shares in order to determine the appropriateness of this investment in relation to their financial and investment objectives and in relation to the tax consequences of any such investment.

Speculative Investment

An investment in the Preferred Shares is speculative. Investment in the Preferred Shares should be considered only by investors who are able to make a long-term investment and are aware of the risk factors involved in such an investment. You should only invest in the Preferred Shares if you are able to bear the risk of the entire loss of your investment and have no need for immediate liquidity in such investment.

Risks Associated with Mortgage Loans

Real estate investment contains elements of risk and is subject to uncertainties such as costs of operation and financing and fluctuating demand for developed real estate. In addition, prospective Subscribers should take note of the following:

- (a) Credit Risk: As with most mortgage investment corporations, the Company provides financings to borrowers who may not meet financing criteria for conventional mortgages from institutional sources and, as a result, these investments generally earn a higher rate of return than what institutional lenders may receive. Credit risk is the risk that the mortgagor will fail to discharge the obligation causing the Company to incur a financial loss. The Company minimizes its credit risk primarily by ensuring that the collateral value of the security fully protects first, second and subsequent Mortgage advances and that there is a viable exit strategy for each Loan. In addition, the Company limits concentration of risk by diversifying its Mortgage portfolio by way of location, property type, maximum loan amount on anyone property, and maximum loan amount to any one borrower.
- (b) Liquidity Risk: Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to hedge this liquidity risk by maintaining a line of credit (refer to Item 2 above) and managing Preferred Share redemptions (refer to Item 5 above). Successful utilization of leverage, as contemplated by any bank line of credit or other financing depends on the Company's ability to borrow funds from outside sources and to use those funds to make loans and other investments at rates of return in excess of the cost to the Company of the borrowed funds. Leverage increases exposure to loss.
- (c) Mortgage Insurance: The Company's Mortgage Loans are not insured by CMHC or any other mortgage insurer in whole or in part.
- (d) Decline in Property Value: The Company's Mortgage Loans will be secured by real estate. All real estate investments are subject to elements of risk. Real property value is affected by general economic conditions, local real estate markets, the attractiveness of the property to tenants, competition from other available properties and other factors. While independent appraisals are required before the Company may make any mortgage investments, the appraised values

provided therein, even where reported on an "as is" basis, are not necessarily reflective of the market value of the underlying real property, which may fluctuate.

- (e) Default: In case of default on a mortgage, it may be necessary for the Company, in order to protect the investment, to engage in foreclosure or sale proceedings and to make further outlays to complete an unfinished project or to maintain prior encumbrances in good standing.
- (f) Impaired Loans: The Company may from time to time have one or more impaired Loans in its portfolio, particulars of which can be obtained by contacting the Company. The Company defines Loans as being impaired where full recovery is considered in doubt based on a current evaluation of the security held and for which write-downs have been taken or specific loss provisions established. As at the date of this Offering Memorandum, there are nil Loans considered to be impaired.
- (g) Priority: Financial charges funded by first mortgage lenders may in some cases rank in priority to the mortgages registered in favour of the Company. In the event of default by the mortgagor under any prior financial charge, the Company may be required to arrange a new first mortgage or pay out same, in order to avoid adverse financial implications.
- (h) Risk of Losses: Other than one loss in the Company's portfolio realized on July 31, 2020 in the amount of \$135,746.30, the Company has incurred no losses on its portfolio. There is no assurance that the Company will not incur future losses in the future. As of August 31, 2020, the Company had a loss provision of \$221,356.

In recognition of the risks which may be involved in the Company's investments, the Company will establish reserves against potential losses in such amounts as are anticipated to be deductible for income tax purposes under the Tax Act as determined in consultation with the Company's auditors. The Company has established an evaluation process designed to determine the adequacy of its reserve for Loan losses. While this evaluation process uses historical and other objective information, the forecasts and establishment of Loan losses are also dependent on our subjective assessment based upon the experience and judgment of management. As a result, there can be no assurance that our reserves for Loan losses will be sufficient to absorb losses incurred in the future or prevent a material adverse effect on our business, financial condition and results of operations.

Competition

The earnings of the Company depend to a significant extent on the availability of suitable Mortgage applications originated by AFG to the Company for the investment of the Company's funds and on the yields available from time to time on Mortgages as well as the cost of borrowings. A wide variety of competing lenders and investors are active in the areas of investment in which the Company operates. The yields on real estate investments, including Mortgages, depend on many factors including economic conditions, the level of risk assumed, conditions in the real estate industry, opportunities for other types of investments, and tax laws. The Company cannot predict the effect which such factors will have on its operations.

Prospectus Exemption

The Offering is being made pursuant to exemptions from the prospectus and registration requirements of applicable securities legislation (the "**Exemptions**"). As a consequence of acquiring the Preferred Shares offered hereby pursuant to such Exemptions and the fact that no prospectus has or is required to be filed with respect to any of the Preferred Shares offered hereby under applicable securities legislation in Canada: (i) you will be restricted from using certain of the civil remedies available under applicable securities legislation; (ii) certain protections, rights and remedies provided in such legislation will not be available to you; (iii) you may not receive information that might otherwise be required to be provided to you under such legislation; and (iv) the Company is relieved from certain obligations that would otherwise apply under such legislation.

Marketability

There is no market for resale of the Preferred Shares and consequently it may be difficult or even impossible for Subscribers to sell them. In addition, the Preferred Shares may not be readily acceptable as collateral for Loans. Subscribers should be prepared to hold these Preferred Shares indefinitely and cannot expect to be able to liquidate their investment even in the case of an emergency. Accordingly, an investment in Preferred Shares is suitable solely for persons able to make and bear economic risk of a long-term investment.

There are restrictions on resale of the Preferred Shares by Subscribers. Such restrictions on resale may never expire and you should consult with your professional advisors in respect of resale of the Preferred Shares. See also Item 10 "*Resale Restrictions*" in this regard.

The Company does not presently intend to qualify its securities for sale to the public by way of prospectus.

Borrowing

The Company may from time to time borrow funds to increase the Mortgage portfolio, including pursuant to the credit facility provided by the Commitment Letter or the Credit Agreement, which is anticipated to be entered into by the Company on or about September 30, 2020. In either case, borrowings will be secured by Mortgages in the Company's portfolio. This could increase the risk of the Company's insolvency.

If the Canadian chartered bank that is providing our current credit facility under the Commitment Letter decided to terminate the credit facility, our ability to grow our Mortgage portfolio could be impaired and our business, operating results, financial condition and prospects could be adversely affected. In addition, the Commitment Letter (and the Credit Agreement, which is anticipated to be entered into on or about September 30, 2020) contains a number of covenants. A breach of the covenants or other terms of the Commitment Letter or the Credit Agreement, as applicable, could result in default and/or acceleration of repayment of any amounts borrowed under the relevant credit facility, which could materially impact our operations.

See Item 2.7 "*Material Agreements*" for further details.

Redemptions

The Directors of the Company may determine that funds are not currently available for the payment of the redemption price of any Preferred Shares in respect of which the Preferred Shareholder has requested a Redemption, in which case the Company may elect to delay payment or pay the redemption price for such Preferred Shares.

The Preferred Shares are not Insured

The Company is not a member institution of the Canada Deposit Insurance Corporation and the Preferred Shares offered pursuant to this Offering Memorandum are not insured against loss through the Canada Deposit Insurance Corporation. The Preferred Shares are redeemable at the option of the holder, but only under certain circumstances and due to the illiquid nature of mortgage lending, the Company may not be in a position to redeem the shares when requested by a Preferred Shareholder.

Less than Full Offering

There can be no assurance that any Preferred Shares will be sold under the Offering. In that case, less than the maximum proceeds will be available to the Company and, consequently, its business development plans and prospects could be adversely affected, since fewer Mortgage Loans will be granted by the Company.

Income Tax Designation

The Directors and officers of the Company are responsible for ensuring that the Company's operations are conducted in a manner that will not jeopardize its designation as a MIC under the Tax Act. As a MIC, the normal gross-up and dividend tax credit rules will not apply to dividends paid on the Preferred Shares. Rather, the dividends will be taxable in the hands of shareholders who are subject to tax as if they had received an interest payment. If for any reason the Company fails to maintain its designation, the dividends paid by the Company on the Preferred Shares would cease to be deductible from the income of the Company. In addition, the Preferred Shares would cease to be qualified investments for deferred income plans resulting in penalties and taxation of dividends.

Reliance on Management

To the extent that the Company invests in real estate properties, Preferred Shareholders will be relying on the good faith and expertise of the Company's management in selecting such investments.

Conflicts of Interest

The Company and its shareholders are dependent in large part upon the experience and good faith of AFG. AFG is entitled to act, currently acts and in the future may act in a similar capacity for other companies and/or investors with investment criteria similar to those of the Company. Accordingly, there may be instances in which a mortgage application opportunity may be suitable for the Company as well as other mortgage lenders or investors with whom AFG has business relations. In such case, the Company has the right to take such actions as it sees fit. As such, there is a risk AFG will not be able to originate sufficient suitable mortgage applications to keep the Company's funds fully invested.

AFG and the Company are related entities and negotiations between them have not been, and will not be, conducted at arm's length. Therefore, the Company will be subject to various conflicts of interest arising from its relationship with AFG, Affiliates of AFG, and the officers and directors thereof. In addition, there may be situations where the interests of the Company or its shareholders conflict with the interests of the officers and directors of AFG. The risk exists that such conflicts will not be resolved in the best interests of the Company and the Preferred Shareholders, however, AFG is subject to its duty to deal honestly and in good faith.

Two Directors of the Company are employed by and are directors, officers and shareholders of AFG and a number of AFG's affiliated companies. Also, two officers of the Company who are not Directors of the Company are engaged by AFG to assist with administrative functions. In particular, Kevin Budd and Victor Yates, both Directors of the Company, are also directors of Ryan Mortgage Income Fund Inc., a mortgage investment corporation and related party to the Company. Further, Kevin Budd is a member of AFG's advisory board. In addition to the financial services fees that are paid to AFG by the Company, AFG and its affiliated companies earn fees from the borrowers for Mortgages arranged for the Company. Furthermore, certain of the Directors and officers of the Company receive compensation from AFG for work done by such individuals for AFG.

The Directors of the Company may by majority vote at a meeting of the Directors vary the Company's investment criteria. The Company does not have the express right to terminate the Mortgage Brokerage Services Agreement. It may be difficult for some of the Directors to exercise independent judgment about these and other matters.

AMUR Capital will earn fees from the Company for services based on the outstanding Mortgage portfolio value. AMUR Capital is a related party to AFG. Two of the Company's Directors are directors, officers, indirect shareholders and individual registrants of AMUR Capital. Accordingly, AMUR Capital faces an inherent conflict of interest between its interest to sell the Preferred Shares of the Company as the engagement of AMUR Capital by the Company will provide compensation to AMUR Capital as well as indirectly to AFG, and AMUR Capital's registrant obligations, including know-your-client, know-your-product, suitability, and its fair dealing duty. See Item 2.7 "*Material Agreements*".

Natural Disasters, Terrorist Acts, Health Crises and Other Disruptions or Dislocations

Upon the occurrence of a natural disaster, a terrorist attack, a public health crisis (including the current COVID-19 pandemic and other epidemics, pandemics or outbreaks of new infectious disease or viruses), an incident of war, riot or civil unrest, Canada may not efficiently and/or quickly recover from such event, which could have a materially adverse effect on our business. Events such as these can result in volatility and disruption to global supply chains, operations, mobility of people, employment and financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to us.

There are no comparable recent events which may provide guidance as to the effect of the spread of COVID-19 pandemic, and, as a result, the duration and ultimate impact of the COVID-19 outbreak or a similar health epidemic is highly uncertain and subject to change. We do not yet know the full extent of potential delays or impacts on our business, our operations, or the global economy as a whole. However, the effects have had an adverse impact on our operations, could have a material impact on our operations, and we will continue to monitor the COVID-19 situation closely. See Item 2.2 "*The Company's Business – Potential Impact of the COVID-19 Pandemic*".

Subordinate and Non-Conventional Financing

Any subordinate financing which may be carried on by the Company is generally considered a higher risk than primary financing. Mortgages will be secured by a charge which is in a first or subsequent-ranking position upon or in the underlying real estate. When a charge on a real property is in a position other than first-ranking on a real property, it is possible for the holder of a prior charge on the real property, if the borrower is in default under the terms of its obligations to such holder, to take a number of actions against the borrower and ultimately against the real property in order to realize the security given for his loan. Such actions may include a foreclosure action, or an action forcing the real property to be sold. A foreclosure action may have the ultimate effect of depriving any person having other than a first-ranking charge the security of the real property. If an action is taken to sell the real property and sufficient proceeds are not realized from such sale to pay off all creditors who have prior charges on the property, the holder of a subsequent charge may lose his investment or part thereof to the extent of such deficiency, unless he can otherwise recover such deficiency from other property owned by the debtor.

Potential Liability under Environmental Protection Legislation

Environmental and ecological legislation and policies have become increasingly important in recent years. Under various laws, as the owner of real estate properties the Company could become liable for the costs of removal or remediation of certain hazardous or toxic substances released on, from or in one or more of the properties. The failure to remove or remediate such substances, if any, may adversely affect the Company's ability to sell such a property or to borrow using a property as collateral.

Cyber-Security Risk

Cyber security risk is the risk of harm, loss and liability resulting from a failure or breach of information technology systems. The Company obtains and processes large amounts of sensitive data, including personal and credit information of its borrowers. The Company faces risks, including to its reputation, in the handling and protection of this data. The Company has security measures in place. However, if these security measures are inadequate or are breached and, as a result, someone obtains unauthorized access to sensitive information, including personally identifiable information, on the Company's systems, our reputation and business could be damaged.

Impact of Changes in Legislation or Government Regulations

The Company may need to change the manner in which it conducts its business if government legislation or regulation increases or changes.

There can be no assurance that tax laws and/or government regulations relating to the real estate, the financial services industry or the mortgage industry will not be changed in a manner which adversely affects the Company or distributions received by its Preferred Shareholders.

No Guaranteed Return

Although investments in Mortgages will be carefully chosen by the Company, there is no representation made by the Company that such investments will have a guaranteed return to Preferred Shareholders, nor that losses will not be incurred by the Company in respect of such investments. This Offering is not suitable for investors who cannot afford to assume significant risks in connection with their investments.

Dilution

The number of Preferred Shares the Company is authorized to issue is unlimited and the Directors have the sole discretion to issue additional Preferred Shares. The proceeds of this offering may not be sufficient to accomplish all of the Company's proposed objectives. In addition to alternative financing sources, the Company may conduct future offerings of Preferred Shares in order to raise the funds required which may result in a dilution of the interests of the Preferred Shareholders in the Company and the income or loss from the Company.

Nature of Mortgage Backed Investments

Investments in Mortgages are affected by general economic conditions, local real estate markets, demand for leased premises, fluctuation in occupancy rates and operating expenses, and various other factors. The value of a real estate property may ultimately depend on the credit and financial stability of the tenants. Investments in Mortgages are relatively illiquid. Such illiquidity will tend to limit the Company's ability to change its portfolio promptly in response to changing economic or investment conditions. Investments in Mortgages on residential Real Property projects under development may be riskier than investments in Mortgages on already constructed residential Real Property developments.

Availability of Mortgage Investments

The ability of the Company to make investments in Mortgages in accordance with its investment policies will depend upon the availability of suitable investments and the amount of Mortgages available. The Company will compete with individuals, partnerships, companies, trusts and institutions for the investment in the financing of real properties. Many of these competitors have greater resources than the Company or operate with greater flexibility.

Renewal of Mortgages

There can be no assurances that any of the Mortgages comprising the Company's Mortgage portfolio from time to time can or will be renewed at the same interest rates and terms, or in the same amounts as are currently in effect. With respect to each Mortgage comprising the Mortgage portfolio, it is possible that the mortgagor, the mortgagee or both, will not elect to renew such Mortgage. In addition, if the Mortgages in the Mortgage portfolio are renewed, the principal balance of such renewals, the interest rates and the other terms and conditions of such Mortgages will be subject to negotiations between the mortgagors and the mortgagees at the time of renewal.

Tax Matters

The return on the Preferred Shareholder's investment in the Preferred Shares is subject to changes in Canadian federal and provincial tax laws, tax proposals, other governmental policies or regulations and governmental, administrative or judicial interpretation of the same. There can be no assurance that tax laws, tax proposals, policies or regulations, or the interpretation thereof, will not be changed in a manner which will fundamentally alter the tax consequences to Preferred Shareholders acquiring, holding or disposing of Preferred Shares.

If, for any reason, the Company fails to maintain its qualification as a mortgage investment corporation under the Tax Act, dividends paid by the Company on the Preferred Shares will cease to be deductible from the Company's income and the Preferred Shares may cease to be qualified investments for deferred plans. See *Item 6 "Income Tax Consequences and RRSP/TFSA Eligibility"*.

For all of the aforesaid reasons and others set forth and not set forth herein, the Preferred Shares involve a certain degree of risk. Any person considering the purchase of the Preferred Shares should be aware of these and other factors set forth in this Offering Memorandum and should consult with his/her legal, tax and financial advisors prior to making an investment in the Preferred Shares. The Preferred Shares should only be purchased by persons who can afford to lose all of their total investment.

ITEM 9 REPORTING OBLIGATIONS

The Company is not a "reporting issuer" as that term is defined in applicable securities legislation, nor does it currently intend to become a reporting issuer and therefore obligations of the Company to publicly disclose documents is limited. However, Preferred Shareholders will receive quarterly statements reflecting their investment in the Company and quarterly dividend cheques, if applicable, and will receive yearly T5 tax returns for cash investment income.

The Company's fiscal year commences June 1 in each year and ends May 31 of the following year. The Company will prepare financial statements for each fiscal year in connection with an annual general meeting to be held as required by the *BCBCA*, and provide them to shareholders within 120 days of the Company's fiscal year end.

Information about the Company's incorporation, amendments to its constating documents, Directors, officers, annual corporate filings and other corporate information can be obtained from the British Columbia Registry Services, 2nd Floor – 940 Blanshard Street, (PO Box 9431 Stn. Prov. Govt.) Victoria, British Columbia V8W 9V3 (Telephone: 250.356.8626; Facsimile: 250.356.8923.)

ITEM 10 RESALE RESTRICTIONS

Preferred Shares will be subject to resale restrictions under applicable securities laws. You will not be able to trade Preferred Shares unless you prepare and file a prospectus with applicable securities regulatory authorities or comply with an exemption from the prospectus and registration requirements under applicable securities legislation. Unless permitted under securities legislation, you cannot trade Preferred Shares before the date that is four months and a day after the date the Company becomes a reporting issuer in any Province or territory of Canada. The Company has no intention or plan to proceed with becoming a reporting issuer.

See Item 5.1 "*Terms of Preferred Shares – Trading and Resale Restrictions*".

ITEM 11 PURCHASERS' RIGHTS

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights you should consult a lawyer.

The following summary is subject to the express provisions of the securities legislation of each offering jurisdiction and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions. Subscribers should refer to those provisions for the particulars of these rights or consult with a legal adviser.

The rights of action described herein are in addition to and without derogation from any other right or remedy that the investor may have at law.

Two-Day Cancellation Right

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the Company by midnight on the second business day after you sign the agreement to buy the securities.

Statutory Rights of Action in the Event of a Misrepresentation

(a) Rights for Purchasers in British Columbia and Alberta

Securities legislation in British Columbia and Alberta provides that if you purchase securities pursuant to this Offering Memorandum, you will have, in addition to any other rights you may have at law, a right of action for damages or rescission against the Company, every Director of the Company and every person who signs the Offering Memorandum or any amendment thereto in the event that the Offering Memorandum or any amendment thereto contains a misrepresentation. However, such rights must be exercised within prescribed time limits. You should refer to the applicable provisions of the British Columbia or Alberta securities legislation for particulars of those rights or consult with a lawyer. For these purposes, a "misrepresentation" means an untrue statement of a material fact or an omission to state a material fact that is required to be stated, or necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. A "material fact" means any fact that significantly affects or could reasonably be expected to significantly affect the market price or the value of the Preferred Shares.

In British Columbia and Alberta, no action will be commenced to enforce a statutory right of action unless the right is exercised:

- (i) In the case of rescission, on notice to the Company not later than 180 days from the day of the transaction that gave rise to the cause of action, or
- (ii) In the case of damages, on notice given to the Company before the earlier of:
 - (A) 180 days from the day you first had knowledge of the facts giving rise to the cause of action; or
 - (B) Three years from the day of the transaction that gave rise to the cause of action.

If you elect to exercise a right of rescission against the Company, then you have no right of action for damages against the Company.

The Company, every Director of the Company and every person who signed the Offering Memorandum will not be liable if it proves that you had knowledge of the misrepresentation.

If a misrepresentation is contained in a record incorporated by reference in, or deemed incorporated into the Offering Memorandum, the misrepresentation is deemed to be contained in the Offering Memorandum.

In an action for damages, the defendant is not liable for all or any part of the damages that the defendant proves does not represent the depreciation in value of the Preferred Shares resulting from the misrepresentation.

Reference is made to the BC Securities Act and the Securities Act (Alberta) for the complete text of the provisions under which these rights are conferred and this summary is subject to the express provisions of the BC Securities Act or the Securities Act (Alberta), as applicable.

(b) Rights for Purchasers in Ontario

Section 130.1 of the Securities Act (Ontario) provides that in the event that this Offering Memorandum, together with any amendments thereto, is delivered to you as a purchaser of Preferred Shares and this Offering Memorandum contains an untrue statement of a material fact or omits to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made, you will have a right of action against the Company for damages or rescission as follows:

- (i) The right of action for rescission or damages will be exercisable by you only if you give written notice to the Company, not later than 180 days after the date on which payment was made for the securities (or after the initial payment was made for the securities, where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to or concurrently with the initial payment), that you are exercising this right, or alternatively, in an action for damages, the right of action will be exercisable by you only if you give notice to the Company not later than the earlier of:
 - (A) 180 days after you first had knowledge of the facts giving rise to the cause of action; or
 - (B) Three years after the date of the transaction giving rise to the cause of action;
- (ii) The Company will not be liable if it proves that you purchased the securities with knowledge of the misrepresentation;
- (iii) In the case of an action for damages, the Company will not be liable for all or any portion of such damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon;
- (iv) In no case will the amount recoverable in any action exceed the price at which the securities were sold to you; and
- (v) The rights of action for rescission or damages are in addition to and without derogation from any other right you may have at law.

You should refer to the applicable provisions of the Ontario securities legislation for particulars of those rights or consult with a lawyer. Reference is made to the Securities Act (Ontario) for the complete text of the provisions under which these rights are conferred and this summary is subject to the express provisions of the Securities Act (Ontario).

ITEM 12 FINANCIAL STATEMENTS

Please see the audited financial statements for the period ending May 31, 2020 attached hereto.

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Manchester Investments Inc.
Financial Statements
May 31, 2020

Manchester Investments Inc.
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For the year ended May 31, 2020

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Independent Auditor's Report

To the Shareholders of Manchester Investments Inc.:

Opinion

We have audited the financial statements of Manchester Investments Inc. (the "Company"), which comprise the statements of financial position as at May 31, 2020 and May 31, 2019, and the statements of income and comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2020 and May 31, 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

Vancouver, British Columbia

July 27, 2020

MNP LLP

Chartered Professional Accountants

Manchester Investments Inc.
Statement of Financial Position

As at May 31, 2020

	2020	2019
Assets		
Current		
Cash and cash equivalents	3,631	104,886
Cash held in lawyer's trust	144,569	200,917
Prepaid expenses	5,693	3,817
Mortgage investments, current portion (Note 4)	31,918,160	34,869,899
Total current assets	32,072,053	35,179,518
Non-current		
Mortgage investments, net of current portion (Note 4)	24,641,211	10,280,818
Total assets	56,713,264	45,460,337
Liabilities		
Current		
Credit facility (Note 5)	11,836,456	14,351,023
Accounts payable and accrued liabilities (Note 6)	172,904	158,828
Unearned revenue	54,166	25,992
Dividends payable	139,264	80,573
Total liabilities	12,202,790	14,616,416
Shareholders' Equity		
Share capital (Note 7)	44,511,393	30,844,840
Deficit	(919)	(919)
Total shareholders' equity	44,510,474	30,843,921
	56,713,264	45,460,337

Approved on behalf of the Board

"Brent Wipp"

Director

"Kurt Wipp"

Director

Manchester Investments Inc.
Statement of Income and Comprehensive Income

For the year ended May 31, 2020

	2020	2019
Revenue		
Interest	3,815,914	3,100,309
Other fees	317,740	247,544
	4,133,654	3,347,853
Expenses		
Bank charges and fees	10,428	34,403
Directors' fees (Note 6)	66,000	40,500
Financial services and exempt market dealer fees (Notes 6, 9 and 10)	699,784	544,862
Impairment losses (recovery) on mortgage investments (Note 4)	63,194	(42,302)
Insurance	4,688	4,615
Interest on credit facility	447,350	578,862
Licences	1,733	1,000
Office	12,962	410
Professional fees	53,498	67,692
	1,359,637	1,230,042
Net and comprehensive income	2,774,017	2,117,812
Earnings per share		
Basic and diluted net earnings per share (Note 11)	0.0695	0.0774

The accompanying notes are an integral part of these financial statements

Manchester Investments Inc.
Statement of Changes in Equity
For the year ended May 31, 2020

	<i>Share capital</i>	<i>Deficit</i>	<i>Total equity</i>
Balance as at June 1, 2018	25,826,735	(919)	25,825,816
Net and comprehensive income	-	2,117,811	2,117,811
Dividends	-	(2,117,811)	(2,117,811)
Issued - dividends reinvestment (Note 8)	1,780,692	-	1,780,692
Issued - cash consideration	3,581,356	-	3,581,356
Redemption of shares for cash	(343,943)	-	(343,943)
Balance as at May 31, 2019	30,844,840	(919)	30,843,921
Balance as at June 1, 2019	30,844,840	(919)	30,843,921
Net and comprehensive income	-	2,774,017	2,774,017
Dividends	-	(2,774,017)	(2,774,017)
Issued - dividend reinvestment (Note 8)	2,230,817	-	2,230,817
Issued - cash consideration	14,181,591	-	14,181,591
Redemption of shares for cash	(2,745,855)	-	(2,745,855)
Balance as at May 31, 2020	44,511,393	(919)	44,510,474

The accompanying notes are an integral part of these financial statements

Manchester Investments Inc.**Statement of Cash Flows***For the year ended May 31, 2020*

	2020	2019
Cash provided by (used for) the following activities		
Operating activities		
Net and comprehensive income	2,774,017	2,117,811
Impairment losses (recovery) on mortgage investments	63,194	(42,302)
	2,837,211	2,075,509
Changes in working capital accounts		
Accrued interest receivable	(21,185)	(29,657)
Prepaid expenses	(1,876)	110,033
Accounts payable and accrued liabilities	14,076	(29,367)
Unearned revenue	28,174	(4,311)
Dividends payable	58,691	(5,776)
	2,915,091	2,116,431
Financing activities		
Proceeds from (repayments of) credit facility	(2,514,567)	4,812,869
Proceeds from issuance of preferred shares	14,181,592	3,581,356
Payments for redemption of preferred shares	(2,745,855)	(343,943)
Dividends	(543,201)	(337,119)
	8,377,969	7,713,163
Investing activities		
Funding of mortgage investments	(34,546,463)	(25,567,956)
Discharge of and repayments on mortgage investments	23,095,800	16,036,613
	(11,450,663)	(9,531,343)
(Decrease) increase in cash and cash equivalents	(157,603)	298,251
Cash and cash equivalents, beginning of year	305,803	7,552
Cash and cash equivalents, end of year	148,200	305,803
Cash and cash equivalents are composed of:		
Cash	3,631	104,886
Cash held in lawyer's trust	144,569	200,917
	148,200	305,803
Cash flows from operating activities include:		
Interest received	3,822,903	3,066,341
Interest paid on credit facility	447,350	578,863
Supplementary cash flow information		
Issuance of shares under the DRIP (Note 12)		

The accompanying notes are an integral part of these financial statements

1. Corporate information

Manchester Investments Inc. (the “Company”) was incorporated on October 24, 2007 under the laws of British Columbia. The Company is domiciled in Canada with its registered principal business office located at Suite 310 – 10524 King George Boulevard, Surrey, British Columbia. The Company is in the business of investing in financial instruments, principally mortgages, and carries on business as a Mortgage Investment Corporation as defined in Section 130.1 (6) of the Income Tax Act of Canada.

2. Basis of presentation

a. Statement of compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) using accounting policies consistent with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These annual financial statements for the year ended May 31, 2020 were authorized for issuance by the Board of Directors of the Company (“Board”) on July 27, 2020.

b. Basis of measurement

These financial statements have been prepared on the basis of historical cost, except for financial instruments classified as fair value through profit and loss, which are measured at fair value.

c. Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company’s functional currency.

d. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates and judgements are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. These estimates may include assumptions regarding local real estate market conditions, interest rates and the availability of credit, cost and terms of financing, the impact of future legislation or regulation, prior encumbrances and other factors affecting the investments in mortgages and the underlying security of the mortgages. However, actual outcomes may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future period.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date are discussed below.

Mortgage investments and impairment of financial assets

The Company makes an estimate for determining whether the cash flows from mortgage investments represent solely payments of principal and interest (SPPI). The Company is also required to make assessments of the future expected losses on mortgage receivables, and in particular, the measurement of credit risk to determine significant changes. The estimation of future cash flows and expected losses includes assumptions about local real estate market conditions, market interest rates, availability and terms of financing, underlying value of the security and various other factors. The assumptions used in the assessment of impairment are limited by the availability of reliable comparable data, economic uncertainty, ongoing geopolitical concerns and the uncertainty of predictions concerning future events. Liquid credit markets and volatile equity markets have increased the uncertainty inherent in such estimates and assumptions.

2. Basis of presentation (continued)

d. Significant accounting judgements, estimates and assumptions (continued)

Mortgage investments and impairment of financial assets (continued)

These estimates of impairment are subjective and do not necessarily result in precise determinations. Should the underlying assumptions change, the estimated allowance for impairment losses could vary by a material amount.

Significant judgements, estimates and assumptions are required when calculating the expected credit losses of financial assets and determining whether there has been a significant increase in credit risk since initial recognition in accordance with IFRS 9 Financial Instruments. For more information, refer to Note 3.

3. Summary of significant accounting policies

a. Cash and cash equivalents

The Company considers highly liquid investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents.

b. Financial instruments

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets consist of cash and cash equivalents, accounts receivable and mortgage investments. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

Subsequent to initial recognition, cash and cash equivalents, cash held in lawyer's trust and mortgage investments are classified and measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment and derecognition are recognized in profit or loss.

Reclassifications

The Company reclassifies debt instruments only when its business model for managing those financial assets has changed. Reclassifications are applied prospectively from the reclassification date and any previously recognized gains, losses or interest are not restated.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than debt instruments measured at fair value through profit or loss and equity investments. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The date the Company commits to purchasing a financial asset is considered the date of initial recognition for the purpose of applying the Company's accounting policies for impairment of financial assets.

For mortgage investments, the Company records a loss allowance equal to the expected credit losses resulting from default events that are possible within the next 12-month period, unless there has been a significant increase in credit risk since initial recognition. For those financial assets for which the Company assessed that a significant increase in credit risk has occurred, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

3. Summary of significant accounting policies (continued)

b. Financial instruments (continued)

Financial assets (continued)

For mortgage investments assessed by the Company as having a significant increase in credit risk since initial recognition, the Company recognizes a loss allowance equal to the cumulative changes in lifetime expected credit losses since initial recognition.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts, breaches of borrowing contracts such as default events or breaches of borrowing covenants or requests to restructure loan payment schedules. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit loss.

Loss allowances for expected credit losses are presented in the statement of financial position as follows:

- For financial assets measured at amortized cost, as a deduction from the gross carrying amount of the financial assets;

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Refer to Note 13b for additional information about the Company's credit risk management process, credit risk exposure and the amounts arising from expected credit losses.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. Financial liabilities consist of credit facility, accounts payable and accrued liabilities and dividends payable. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

3. Summary of significant accounting policies (continued)

b. Financial instruments (continued)

Financial liabilities (continued)

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Interest

Interest income and expense are recognized in profit or loss using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments over the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability. The effective interest rate is calculated considering all contractual terms of the financial instruments, except for the expected credit losses of financial assets.

The 'amortized cost' of a financial asset or financial liability is the amount at which the instrument is measured on initial recognition minus principal repayments, plus or minus any cumulative amortization using the effective interest method of any difference between the initial amount and maturity amount and adjusted for any expected credit loss allowance. The 'gross carrying amount' of a financial asset is the amortized cost of a financial asset before adjusting for any expected credit losses. Interest income and expense is calculated by applying the effective interest rate to the gross carrying amount of the financial asset (when the asset is not credit-impaired) or the amortized cost of the financial liability.

Where a financial asset has become credit-impaired subsequent to initial recognition, interest income is calculated in subsequent periods by applying the effective interest method to the amortized cost of the financial asset. If the asset subsequently ceases to be credit-impaired, calculation of interest income reverts to the gross basis.

For financial assets that were purchased or originated as credit-impaired financial assets, a credit-adjusted effective interest rate is calculated which incorporated expected credit losses. Interest income is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the asset. Calculation of interest does not revert to another basis if credit risk of the asset subsequently improves.

c. Offsetting financial instruments

Financial assets and financial liabilities are offset, with the net amount presented in the statement of financial position, when, and only when, the Company has a current and legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or realize the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS, or when arising from a group of similar transactions if the resulting income and expenses are not material.

d. Unearned revenue

Unearned revenue comprises of unearned discount on mortgages purchased, which are amortized to income using the effective interest method over the contractual terms of the mortgages.

3. Summary of significant accounting policies (continued)

e. Share capital

Preferred shares issued are classified as equity. Incremental costs directly attributable to the issue of shares are recognized as a deduction from equity. The Company did not incur any share issuance costs during 2020 and 2019.

Dividends are recognized in equity in the period in which they are declared. Dividends on new preferred shares issued during the year and dividends on preferred shares redeemed during the year are calculated on the number of full days in the year held by the shareholders divided by the number of days in the fiscal year.

f. Revenue recognition

Interest on mortgage investments is recognized as revenue using the effective interest method. Refer to Note 3b for additional information on how interest on financial assets is calculated. Other fees, including returned cheques and early payout penalty fees, are recognized as revenue when earned.

g. Basic and diluted net earnings per share

The Company presents basic and diluted net earnings per share data for its common shares. Basic per share amounts are calculated by dividing the net income attributable to preferred shareholders of the Company by the weighted average number of preferred shares outstanding during the period. As the Company has no dilutive financial instruments that could be converted to preferred shares, basic and diluted net earnings per share are identical.

h. Income taxes

The Company is a Mortgage Investment Corporation as defined in Section 130.1 (6) of the Canadian Income Tax Act and, as such, is not taxable on income which flows through to the shareholders in the form of dividends paid during the year or within 90 days of the end of the year. It is the Company's policy to flow such dividends out to the shareholders and as such have no taxable income for the year. Accordingly, no provision for corporate income taxes has been made in the accounts.

i. Newly adopted accounting policy

Effective June 1, 2019, the Company adopted IFRS 16 as issued in January 2016. The new standard fundamentally introduces a single lessee accounting model that requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The standard will supersede IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

The Company has no long-term lease agreement and has no intention of entering into any long-term lease agreements in subsequent periods. Therefore, this standard has no impact on its financial statements.

j. Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations and amendments to standards that have been issued as at May 31, 2020 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations.

IFRS 3 Business Combinations

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition.

The amendments are effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. Management has reviewed and determined that the amendments are not relevant to the Company and have no impact on its financial statements.

Manchester Investments Inc.
Notes to the Financial Statements
For the year ended May 31, 2020

4. Mortgage investments

Mortgages written by the Company are for terms ranging from one to two years. Most mortgages written by the Company earn interest at a fixed stated annual interest rate in the range of 5.25% to 11.50% (2019 - 6.25% to 13.50%) with a weighted average interest rate of 7.12% (2019 - 7.47%). Mortgages written by the Company for greater than a one-year term typically earn interest at a fixed rate for the first year and become variable at the Bank of Canada Prime Business Rate plus interest.

Property locations	No.	2020	%	No.	2019	%
Urban properties in British Columbia	143	26,385,887	46.64	113	19,108,990	42.35
Rural properties in British Columbia	11	1,416,895	2.50	20	3,344,757	7.41
Urban properties in Alberta	82	7,396,418	13.07	66	5,725,612	12.69
Rural properties in Alberta	12	1,515,139	2.68	16	1,785,470	3.96
Urban properties in Ontario	141	18,916,316	33.44	111	13,932,591	30.88
Rural properties in Ontario	10	938,752	1.66	14	1,221,324	2.71
	399	56,569,407	100.0	340	45,118,744	100.0
Accrued interest receivable		214,235			193,050	
Allowance for impairment losses		(224,270)			(161,077)	
		56,559,372			45,150,717	
Non-current portion		(24,641,211)			(10,280,818)	
		31,918,161			34,869,899	

The mortgages, including accrued interest receivable, net of allowance for impairment losses, are all invested in residential properties which are secured by first, second or third charges on the real property.

	2020	%	2019	%
Interest in first mortgages	50,591,634	89.43	40,633,311	90.06
Interest in non-first mortgages	5,977,773	10.57	4,485,433	9.94
	56,569,407	100.00	45,118,744	100.00
Accrued interest receivable	214,235		193,050	
Allowance for impairment losses	(224,270)		(161,077)	
	56,559,372		45,150,717	
Non-current portion	(24,641,211)		(10,280,818)	
	31,918,161		34,869,899	

Principal repayments, based on contractual maturity dates, are as follows:

	2020	2019
May 31,		
2020	-	34,837,926
2021	31,928,196	10,280,818
2022	24,159,670	-
2023	481,541	-
Total	56,569,407	45,118,744

4. Mortgage investments (continued)

The Company has invested in 192 non-current mortgages receivable (2019 - 84), which mature from June 1, 2021 to May 1, 2023 (2019 - June 1, 2020 to February 15, 2021).

The changes in allowance for impairment losses are summarized as follows:

	2020	2019
Balance at beginning of year	161,077	206,718
Increase in provision	123,870	131,757
Recovery on discharge of mortgage investments	(60,677)	(177,398)
Balance at end of year	224,270	161,077

5. Credit facility

The Company has an existing credit facility ("Credit Facility") with a BC Financial Institution ("the Bank") for an amount up to \$15,000,000 (2019 - \$15,000,000). The Credit Facility renews annually and bears an annual interest rate equal to the bank's prime rate plus 0.75%. The Facility is secured by a general security agreement, creating a first fixed charge over all present and after acquired personal property of the Company and assignment of all mortgage investments, with total carrying amount of \$56,559,372 (2019 - \$45,150,717). As at May 31, 2020, \$11,836,456 (2019 - \$14,351,023) was outstanding on the Credit Facility and is due on demand.

6. Related party transactions and balances

All related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties:

a. Transactions and balances with companies controlled by two of the five directors for the year were as follows:

- (i) The Company purchased mortgage investments with a face value totaling \$12,333,960 (2019 - \$12,406,844) from Alpine Credits Limited (BC) with a total discount received of \$62,886 (2019 - \$21,968).
- (ii) The Company purchased mortgage investments with a face value totaling \$5,136,930 (2019 - \$3,564,367) from Alpine Credits Limited (AB) with a total discount received of \$13,959 (2019 - \$7,490). Included in accounts payable and accrued liabilities are \$1,998 (2019 - \$nil).
- (iii) The Company purchased mortgage investments with a face value totaling \$13,922,165 (2019 - \$9,596,745) from Alpine Credits Ontario Limited with a total discount received of \$47,607 (2019 - \$28,673). Included in accounts payable and accrued liabilities are \$4,308 (2019 - \$3,790).
- (iv) The Company purchased mortgage investments with a face value totaling \$3,153,408 (2019 - \$nil) from Sequence Capital Inc. with a total discount received of \$9,006 (2019 - \$nil). Included in accounts payable and accrued liabilities are \$63 (2019 - \$nil).
- (v) The Company paid financial services fees of \$103,270 (2019 - \$544,862) to Alpine Credits Limited (BC) (Note 9). Included in accounts payable and accrued liabilities are \$9,465 (2019 - \$61,420).
- (vi) The Company paid financial services fees of \$562,334 (2019 - \$nil) to Amur Financial Group Inc. (Note 9). Included in accounts payable and accrued liabilities are \$62,958 (2019 - \$nil).
- (vii) The Company paid exempt market dealer fees of \$34,180 (2019 - \$nil) to Amur Capital Management Corporation (Note 10). Included in accounts payable and accrued liabilities are \$7,071 (2019 - \$nil).

b. During the year, dividends reinvested in preferred shares to related parties/directors/officers total \$739,211 (2019 - \$761,837); preferred shares issued for cash consideration to related parties/directors/officers total \$5,530,000 (2019 - \$1,954,731); and redemption of preferred shares by related parties/directors/officers total \$nil (2019 - \$144).

c. During the year, the Company paid directors' fees totaling \$66,000 (2019 - \$40,500).

Manchester Investments Inc.
Notes to the Financial Statements
For the year ended May 31, 2020

7. Share capital

The authorized share capital of the Company consists of unlimited common voting shares with a par value of \$1 per share and unlimited preferred voting shares with a par value of \$1 per share, redeemable at \$1 per share.

<i>Number of shares</i>	2020	2019
Preferred shares		
Opening balance	30,844,840	25,826,735
Issued - dividends reinvestment	2,230,817	1,780,692
Issued - cash consideration	14,181,591	3,581,356
Redemption of shares for cash	(2,745,855)	(343,783)
Total share capital	44,511,393	30,844,840

<i>Amount</i>	2020	2019
Preferred shares		
Opening balance	30,844,840	25,826,735
Issued - dividends reinvestment	2,230,817	1,780,692
Issued - cash consideration	14,181,591	3,581,356
Redemption of shares for cash	(2,745,855)	(343,783)
Total share capital	44,511,393	30,844,840

The preferred shares, which are the only class of shares entitled to receive dividends, as and when declared at the discretion of the Board, shall be redeemable at the option of either the Company or the holder of preferred shares in accordance with the Special Rights and Restrictions of the Company's Articles and Notice of Articles. Notwithstanding that the shareholders may redeem their preferred shares, the directors may determine in their absolute discretion, the maximum number of preferred shares that the Company shall, by resolution, redeem in that fiscal year. Such redemption shall be processed by the dates the redemption notices were received.

8. Distribution reinvestment plan

The Distribution Reinvestment Plan ("DRIP") allows holders of preferred shares to elect to have all cash distributions from the Company reinvested in additional preferred shares.

For the year ended May 31, 2020, 2,230,817 preferred shares (2019 - 1,780,692 shares) were issued under the DRIP at \$1 per preferred share, for a total of \$2,230,817 (2019 - \$1,780,692).

Beginning fiscal 2020, the Company modified its approach to distributing dividend income from annually to monthly. If an investor had remained fully vested for the fiscal year, without any additional purchases or redemptions and compounded their monthly distributions, the maximum potential return would be 7.04% (2019 – 7.74%).

9. Financial services fees

The Broker is responsible for arranging financial service transactions, which include acting as a broker and intermediary between the Company and the borrowers for the purpose of arranging for and effecting mortgage loans transactions. Pursuant to the Mortgage Brokerage Services Agreement dated August 1, 2019, the Company shall pay to Amur Financial Group Inc., the Broker, an annual brokerage fees ("Financial Services Fee") equal to 1.5% per annum (reduced to 1.35% per month commencing on January 1, 2020) of the Company's total month-end value of the Company's mortgage portfolio, calculated and payable monthly and are net of any directors' fees payable from time to time (Note 6). Prior to August 1, 2019, the Company had a similar agreement with Alpine Credits Limited (BC) which was terminated on July 31, 2019 (Note 6).

10. Exempt market dealer fees

On January 1, 2020, the Company entered into an Exempt Market Dealer Agreement with Amur Capital Management Corporation, appointing Amur Capital Management Corporation to act as an exempt market dealer in connection with the distribution of the Company's redeemable preferred shares in British Columbia and Alberta at an annual fee of 0.15% of the Company's total month-end value of the Company's mortgage portfolio, calculated and payable monthly.

On May 27, 2020, the Company entered into an Exempt Market Dealer Agreement with Intrysnc Capital Corporation, appointing Intrysnc Capital Corporation, for a twelve month period, to act as an exempt market dealer in connection with the distribution of the Company's redeemable preferred shares in Ontario at 0.05% of the gross proceeds of preferred shares invested in the Company to a maximum of \$2,500 and a minimum of \$250 per qualified investor. No fee was paid for the year ended May 31, 2020.

11. Basic and diluted net earnings per share

The following table reconciles the numerator and denominator of both the basic and diluted net earnings per preferred share:

	2020	2019
Numerator for net earnings per share		
Net and comprehensive income	2,774,018	2,117,811
Denominator for net earnings per share		
Weighted average shares	39,933,325	27,378,585
Basic and diluted net earnings per share	0.0695	0.0774

Beginning fiscal 2020, the Company modified its approach to distributing dividend income from annually to monthly. If an investor had remained fully vested for the fiscal year, without any additional purchases or redemptions and compounded their monthly distributions, the maximum potential return would be 7.04% (2019 – 7.74%).

12. Supplementary cash flow information

Non-cash transactions

The Company issued 2,230,817 preferred shares (2019 - 1,780,692 shares) at a value of \$1 per share for a total of \$2,230,817 (2019 - \$1,780,692) under the DRIP (Note 8).

13. Determination of fair values

The Company's accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or liability, the Company uses market observable data where possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1 - Quoted prices (unadjusted) are available in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices in active markets that are observable for the asset or liability, either directly or indirectly;

Level 3 - Unobservable inputs for which there is little or no market data and which require the Company to develop its own assumptions.

Fair value measurements are classified in the fair value hierarchy based on the lowest level input that is assessed to be significant to that fair value measurement. This assessment requires the use of judgment in considering factors specific to an asset or a liability and may affect the placement of the fair value measurement within the hierarchy.

Manchester Investments Inc.
Notes to the Financial Statements
For the year ended May 31, 2020

13. Determination of fair values (continued)

The following table shows the carrying amounts and fair values of assets and liabilities:

<i>May 31, 2020</i>	<i>Carrying value</i>		<i>Fair value</i>
	<i>Amortized cost</i>	<i>Amortized cost</i>	
Cash and cash equivalents	3,631	-	3,631
Cash in lawyer's trust	144,569	-	144,569
Mortgage investments	56,559,372	-	56,559,372
Credit facility	-	11,836,456	11,836,456
Accounts payable and accrued liabilities	-	172,904	172,904
Dividends payable	-	139,264	139,264

<i>May 31, 2019</i>	<i>Carrying value</i>		<i>Fair value</i>
	<i>Amortized cost</i>	<i>Amortized cost</i>	
Cash and cash equivalents	104,886	-	104,886
Cash in lawyer's trust	200,917	-	200,917
Mortgage investments	45,150,717	-	45,150,717
Credit facility	-	14,351,023	14,351,023
Accounts payable and accrued liabilities	-	158,828	158,828
Dividends payable	-	80,573	80,573

The valuation techniques and inputs used for the financial assets and liabilities are as follows:

a. Mortgage investments

There is no quoted price in an active market for the mortgage investments. The Manager/Administrator makes its determination of fair value based on its assessment of the current lending market for mortgage investments of same or similar terms. Typically, the fair value of these mortgage investments approximates their carrying values given the amounts consist of short-term loans that are repayable without yield maintenance or penalties. As a result, the fair value of mortgage investments is based on level 3 inputs.

b. Other assets and liabilities

The fair values of cash and cash equivalents, cash held in lawyer's trust, credit facility, accounts payable and accrued liabilities and dividends payable approximate their carrying amounts due to their short-term maturities.

There were no transfers between level 1, level 2 and level 3 during the years ended May 31, 2020 and May 31, 2019.

14. Risk management

The Company is exposed to the symptoms and effects of global economic conditions and other factors that could adversely affect its business, financial condition and operating results. Many of these factors are beyond the Company's direct control. The Manager/Administrator and Board of Directors play an active role in monitoring the Company's key risks in determining the policies that are best suited to manage these risks. There has been no change in the process since the previous year.

The Company's business activities, including its use of financial instruments, expose the Company to various risks, the most significant of which are interest rate risk, credit risk, redemption risk and liquidity risk.

14. Risk management (continued)

a. Interest rate risk

Mortgages written by the Company for greater than a one-year term typically earn interest at fixed rate for the first year and become variable at the Bank of Canada Prime Business Rate plus interest ranging from 3.25% to 10.00% per annum (2019 – 6.25% to 13.5%). The minimum rate mitigates the effect of a drop in short-term market interest rates while the floating rate allows for increased interest earnings where short-term rates increase. The floating interest rate on the credit facility subjects the Company to a cash flow risk. The interest rate risk on cash and cash equivalents, cash held in lawyer's trust, accounts payable and accrued liabilities and dividends payable are not considered significant.

Sensitivity analysis

The Company is exposed to interest rate risk on the Credit Facility. Based on the outstanding balance of \$11,836,456 on the Credit Facility as at May 31, 2020 (2019 - \$14,351,023), a 0.50% decrease in the bank's prime rate, keeping other variables constant, would result in an annual increase in net and comprehensive income of \$59,182 (2019 - \$71,755) as a result of lower interest payable on the Credit Facility. A 0.50% increase in the bank's prime rate would have an equal but opposite effect on the net and comprehensive income of the Company.

b. Credit risk

As with most mortgage investment corporations, the Company provides financing to borrowers who may not meet financing criteria for conventional mortgages from institutional sources and, as a result, these investments generally earn a higher rate of return than what institutional lenders may receive. Credit risk is the possibility that the mortgagor may fail to discharge the obligation causing the Company to incur a financial loss. The Company minimizes its credit risk primarily by ensuring that the collateral value of the security fully protects the mortgage advances, and that there is a viable exit strategy for each loan. In addition, the Company limits concentration of risk by diversifying its mortgage portfolio by way of location, property type, and maximum loan amount on any one property and maximum loan amount to one borrower.

At the end of each reporting period, impairment is assessed using an expected credit loss (ECL) approach. Under this approach the level of credit risk deterioration is assessed in a three-stage impairment model. The three stages are determined, and expected credit losses are assessed as follows:

Stage 1 - No significant increase to credit risk since initial recognition. 12-month expected credit losses are recognized.

Stage 2 - Significant increase in credit risk since initial recognition. Lifetime expected credit losses are recognized.

Stage 3 - Credit Impaired. Lifetime expected credit losses are recognized.

The Company is required to make assessments of the future expected losses on mortgage investments in Stage 1 and Stage 2 using forward-looking information, including macro-economic factors. Mortgage investments are transferred to Stage 3 when there is objective information that indicates that one or more events ("loss events") have occurred that have a negative effect on the estimated future cash flows of that asset.

The Company makes an estimate for determining whether the cash flows from mortgage investments represent solely payments of principal and interest (SPPI). The estimation of future cash flows includes assumptions about local real estate market conditions, market interest rates, availability and terms of financing, underlying value of the security and various other factors.

The Company considers a number of past events, current conditions and forward-looking information to assess if there has been a significant increase or subsequent decrease in credit risk. To identify whether the credit risk of a mortgage investment has significantly increased since initial recognition, management will consider forward-looking information, including macro-economic factors as well as information related to the specific borrower, including the outstanding balance upon default, credit worthiness and changes in personal economic situation.

Determining if there was a significant increase or decrease in credit risk requires significant judgement. Management reviews the mortgage investments and considers the credit risk to be increase when reasonable assurance no longer exists that the sole payments of principal and interest would be recoverable.

14. Risk management (continued)

b. Credit risk (continued)

Loss provisions are recorded upon initial recognition of the mortgage investment based upon expectations of future losses at the time. For Stage 1 mortgages, the Company will recognize a loss allowance equal to 12-month expected credit losses, if the credit risk at the reporting date has not increased significantly since initial recognition, representing the expected credit losses from default events that are possible within the next 12 months.

Under IFRS 9, there is a rebuttable presumption that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due. However, based on historical experience, mortgages that were 30 day past due could be brought up to date with later payments. Therefore, this factor will not be used to identify mortgages above Stage 1.

The recognition of credit losses must be made for the remaining life of the mortgage investments (lifetime expected credit losses) that are considered to have experienced a significant increase in credit risk (Stage 2) and for mortgage investments that are credit impaired at the reporting date (Stage 3). The lifetime expected credit losses represent the expected loss in value due to possible default events over the life of the mortgage investment weighted by the likelihood of a loss. At each reporting date, credit impaired mortgage investments will be transferred to Stage 3 when there is objective information that the mortgage investments are credit impaired.

To determine whether a mortgage investment is credit impaired, an event must be identified that has a detrimental impact on the estimated future cash flows.

The Company considers evidence of impairment for mortgage investments in Stage 3 at a specific level on a mortgage-by-mortgage basis, and specific allowances are recorded if management determines that the mortgage investment is impaired. In such cases, a specific provision is established to write-down the loan to the estimated future cash flows from the loan discounted at the loan's original effective interest rate. In cases where it is impractical to estimate the future cash flows, the carrying amount of the loan is reduced to its fair value calculated based on an observable market price.

The following table sets out information about the credit quality of financial assets assessed for impairment under IFRS 9 Financial instruments. The amounts in the table, unless otherwise indicated, represent the assets' gross carrying amount.

	As at May 31, 2020			
Property locations	Stage 1	Stage 2	Stage 3	Total
Urban properties in British Columbia	22,195,986	1,072,870	3,117,031	26,385,887
Rural properties in British Columbia	1,416,895	-	-	1,416,895
Urban properties in Alberta	6,706,156	129,611	560,651	7,396,418
Rural properties in Alberta	1,423,912	91,227	-	1,515,139
Urban properties in Ontario	16,343,872	1,686,269	886,175	18,916,316
Rural properties in Ontario	754,093	184,659	-	938,752
	48,840,914	3,164,636	4,563,857	56,569,407

14. Risk management (continued)

b. Credit risk (continued)

As at May 31, 2019

Property locations	Stage 1	Stage 2	Stage 3	Total
Urban properties in British Columbia	16,843,794	1,222,818	1,042,378	19,108,990
Rural properties in British Columbia	3,280,407	64,350	-	3,344,757
Urban properties in Alberta	5,325,331	157,489	242,792	5,725,612
Rural properties in Alberta	1,785,470	-	-	1,785,470
Urban properties in Ontario	13,195,344	374,377	362,870	13,932,591
Rural properties in Ontario	1,143,347	77,977	-	1,221,324
	41,573,693	1,897,011	1,648,040	45,118,744

The allowance for impairment losses is summarized as follows:

As at May 31, 2020

Property locations	Stage 1	Stage 2	Stage 3	Total
Urban properties in British Columbia	33,294	-	135,746	184,330
Rural properties in British Columbia	2,125	-	-	2,125
Urban properties in Alberta	10,059	15,290	-	10,059
Rural properties in Alberta	2,136	-	-	2,136
Urban properties in Ontario	24,489	-	-	24,489
Rural properties in Ontario	1,131	-	-	1,131
	73,234	15,290	135,746	224,270

As at May 31, 2019

Property locations	Stage 1	Stage 2	Stage 3	Total
Urban properties in British Columbia	16,844	-	38,821	55,665
Rural properties in British Columbia	3,281	19,531	-	22,812
Urban properties in Alberta	5,325	17,633	4,223	27,181
Rural properties in Alberta	1,786	-	-	1,786
Urban properties in Ontario	13,195	39,295	-	52,490
Rural properties in Ontario	1,143	-	-	1,143
	41,574	76,459	43,044	161,077

Management estimated the ECL for mortgages in Stage 1 as \$73,234 (2019 - \$41,574). Mortgages that transferred to Stage 2 and 3 were assessed individually for lifetime ECL.

There were 17 mortgages in arrears (2019 - 12), identified as Stage 2, totaling \$3,164,636 (2019 - \$1,897,011) with an allowance for impairment losses of \$15,290 (2019 - \$76,459).

There were 15 foreclosures (2019 - 7), identified as Stage 3, totaling \$4,563,857 (2019 - \$1,648,040) with an allowance for impairment losses of \$135,746 (2019 - \$43,044).

14. Risk management (continued)

b. Credit risk (continued)

The changes in allowance for impairment losses are summarized as follows:

	Year ended May 31, 2020			
	Stage 1	Stage 2	Stage 3	Total
Balance at May 31, 2019	41,574	76,459	43,044	161,077
Transfers to / from Stage 1 (1)	444	(58,826)	-	(58,382)
Transfers to / from Stage 2 (1)	(1,157)	-	-	(1,157)
Transfers to / from Stage 3 (1)	(3,511)	-	135,746	132,235
Net remeasurement (2)	10,232	15,290	-	25,522
Mortgage advances	41,748	-	-	41,748
Mortgage repayments	(16,096)	(17,633)	(43,004)	(76,773)
Balance at May 31, 2020	73,234	15,290	135,746	224,270

(1) Transfers between stages which are presumed to occur before any corresponding remeasurement of provisions.

(2) Net remeasurement represents the change in the allowance related to changes in model inputs and assumptions, including changes in microeconomic conditions, and changes in measurement following a transfer between stages.

Concentration of credit risk analysis

At May 31, 2020, the Company has zero significant mortgage investment (2019 - one) which represent 0.0% (2019 - 1.94%) of total mortgage investments. The average mortgage amount for the balance of the mortgage investments was \$141,778 (2019 - \$130,518).

c. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation as they become due. This risk arises in normal operations from fluctuations in cash flow as a result of the timing of mortgage investment advances and repayments and the need for working capital. Management routinely forecasts future cash flow sources and requirements to ensure cash is efficiently utilized.

The following are the contractual maturities of the financial liabilities:

	<i>Amortized</i>	<i>Due in</i>
May 31, 2020	cost	1 year
Credit facility	11,836,456	11,836,456
Accounts payable and accrued liabilities	172,904	172,904
Dividends payable	139,264	139,264
	12,148,624	12,148,624
	<i>Amortized</i>	<i>Due in</i>
May 31, 2019	cost	1 year
Credit facility	14,351,023	14,351,023
Accounts payable and accrued liabilities	158,828	158,828
Dividends payable	83,573	83,573
	14,593,424	14,593,424

14. Risk management (continued)

d. Redemption risk

The amount payable by the Company by cash payment in respect of the redemption of preferred shares in any fiscal year of the Company will not exceed the redemption price payable plus any unpaid dividends on the issued and outstanding preferred shares. Notwithstanding that the shareholders may redeem their preferred shares, the directors may determine in their absolute discretion, the maximum number of preferred shares that the Company shall, by resolution, redeem in that fiscal year. Therefore, the redemption risk is not considered significant.

15. Capital management

The Company's objective when managing capital is to continue operation as a going concern so that it can provide its shareholders with a safe, superior-yielding and liquid investment that qualifies as an eligible investment for Registered Retirement Savings Plans, Registered Retirement Income Funds and Tax-Free Savings Accounts.

The Company defines capital as being the funds raised through the issuance of preferred shares of the Company. The overall objective of capital management is to ensure that the Company has sufficient capital to maintain its operations based on current activities and expected business developments in the future and to provide a return to the shareholders commensurate with the risk of the business and comparable to similar companies. The Company's capital management objectives and strategies are unchanged since June 1, 2018.

The Company's investment guidelines are subject to externally imposed capital requirements to maintain the Company's eligibility as a Mortgage Investment Corporation as defined in Section 130.1 (6) of the Canadian Income Tax Act. These guidelines state that (i) at least 50% of the Company assets must be residential mortgages and/or cash and insured deposits at Canada Deposit Insurance Corporation member financial institutions, (ii) no more than 25% of its assets must be in real estate, and (iii) that all investments must be within Canada. During the year the Company complied with these requirements.

16. Contingencies

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims arising from investing in mortgages. Where required, management records adequate provisions in the accounts.

Although it is not possible to accurately estimate the extent of potential costs and losses, if any, management believes that the ultimate resolution of such contingencies would not have a material adverse effect on the Company's financial position. No contingent loss provision was recorded as at year-end.

17. Key Management personnel compensation

The compensation of the senior management of the Manager/Administrator is paid through the financial services fees paid to the Broker (Note 9).

18. Impacts of Covid-19

In December 2019, a strain of novel coronavirus (now commonly known as COVID-19) was reported to have surfaced in Wuhan, China. COVID-19 has since spread rapidly throughout many countries, and, on March 12, 2020, the World Health Organization declared COVID-19 to be a pandemic. In an effort to contain and mitigate the spread of COVID-19, many countries, including the United States, Canada and China, have imposed unprecedented restrictions on travel, and there have been business closures and a substantial reduction in economic activity in countries that have had significant outbreaks of COVID-19.

There are no comparable recent events which may provide guidance as to the effect of the spread of COVID-19 pandemic, and, as a result, the ultimate impact of the COVID-19 outbreak or a similar health epidemic is highly uncertain and subject to change. Management does not yet know the full extent of potential delays or impacts on the Company's business operations, or the global economy as a whole. However, the effects have had an adverse impact on the Company's operations, could have a material impact on the business operations, and will continue to monitor the COVID-19 situation closely.

18. Impacts of Covid-19 (continued)

The Company transitioned smoothly to a combination of remote and office workforce over the course of the pandemic keeping with Provincial regulations and the phase reopening structure and sees no future risks associated with the current work environment.

Potential Impact of the COVID-19 Pandemic on the Mortgage Portfolio

As a result of the COVID-19 outbreak, the Company (amongst other protective initiatives) starting in April 2020 has allowed mortgage deferrals to its existing borrowers for a period of three months. A mortgage deferral allows a borrower to delay or reduce his/her monthly mortgage payment and add the missed or reduced portion of the payment to the principal of the mortgage. As of May 31, 2020, there were 51 borrowers (12.8% of all borrowers) utilizing the mortgage deferral program representing \$9,440,530 of the mortgage portfolio (16.7% of the mortgage portfolio).

Significant uncertainty remains as to the potential impact of the COVID-19 pandemic on the Company's business operations, and on the global economy as a whole. Government-imposed restrictions on travel and other "social-distancing" measures such as restrictions on assembly of groups of persons, have the potential to affect the income of the Company's borrowers and their ability to pay mortgage payments on a timely basis, which has had an adverse impact on the Company's operations. It is currently not possible to predict how long the pandemic will last or the time that it will take for economic activity to return to prior levels. The Company will continue to monitor the COVID-19 situation closely and intends to follow health and safety guidelines as they evolve.

Areas of the Company's business that could potentially be adversely impacted include, but are not limited to, mortgage interest rates, mortgage interest and fee revenue, provision for mortgages losses, valuation of properties held as security, redemptions and capital raising.

As of July 1, 2020, 38 deferred programs have expired with 3 requests for extension of relief. The remaining deferrals post July 1, 2020, including the extended files, sits at 16 files or 3.9% of the mortgage portfolio.

Schedule A
to Offering Memorandum of
MANCHESTER INVESTMENTS INC
dated **September 28, 2020**

RISK ACKNOWLEDGEMENT
Form 45-106F4

<p style="text-align: center;">Risk Acknowledgement</p> <ul style="list-style-type: none">· I acknowledge that this is a risky investment.· I am investing entirely at my own risk.· No securities regulatory authority or regulator has evaluated or endorsed the merits of these securities or the disclosure in the offering memorandum.· I will not be able to sell these securities except in very limited circumstances. I may never be able to sell these securities.· These securities are redeemable, but I may only be able to redeem them in limited circumstances.· I could lose all the money I invest. <p>I am investing \$ _____ [total consideration] in total; this includes any amount I am obliged to pay in future.</p> <p>MANCHESTER INVESTMENTS INC. will pay \$ _____ of this to _____ as a fee or commission.</p> <p>I acknowledge that this is a risky investment and that I could lose all the money I invest.</p> <p>_____</p> <p>Date</p> <p>_____</p> <p>Signature of Purchaser</p> <p>_____</p> <p>Print name of Purchaser</p> <p style="text-align: center;">Sign 2 copies of this document. Keep one copy for your records.</p>	WARNING
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You have 2 business days to cancel your purchase

To do so, send a notice to **Manchester Investments Inc.** stating that you want to cancel your purchase. You must send the notice before midnight on the 2nd business day after you sign the agreement to purchase the securities. You can send the notice by fax or email or deliver it in person to **Manchester Investments Inc.** at its business address. Keep a copy of the notice for your records.

MANCHESTER INVESTMENTS INC.
#310 – 10524 King George Boulevard
Surrey, British Columbia V3T 2X2
Telephone: (604) 581-2161
Fax: (604) 581-2161
Email: invest@amurgroup.ca

You are buying Exempt Market Securities

They are called *exempt market securities* because two parts of securities law do not apply to them. If an issuer wants to sell *exempt market securities* to you:

- the issuer does not have to give you a prospectus (a document that describes the investment in detail and gives you some legal protections), and
- the securities do not have to be sold by an investment dealer registered with a securities regulatory authority or regulator.

There are restrictions on your ability to resell *exempt market securities*. *Exempt market securities* are more risky than other securities.

You will receive an offering memorandum. Read the offering memorandum carefully because it has important information about the issuer and its securities. Keep the offering memorandum because you have rights based on it. Talk to a lawyer for details about these rights.

The securities you are buying are not listed. The securities you are buying are not listed on any stock exchange, and they may never be listed. You may never be able to sell these securities.

The issuer of your securities is a non-reporting issuer. A *non-reporting issuer* does not have to publish financial information or notify the public of changes in its business. You may not receive ongoing information about this issuer.

For more information on the exempt market, call your local securities regulatory authority or regulator as follows:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll-free in British Columbia and Alberta:
1-800-373-6393
Facsimile: (604) 899-6506

Alberta Securities Commission

Ste. 600 – 250, 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: (403) 297-6454
Toll-free: 1-877-355-0585
Facsimile: (403) 297-6156

Saskatchewan Financial and Consumer Affairs Authority of Saskatchewan

6th Floor, 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 3V7
Telephone: (306) 787-5845
Facsimile: (306) 787-5899

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: (204) 945-2548
Toll-free in Manitoba: (800) 655-5244
Facsimile: (204) 945-0330

Ontario Securities Commission

20 Queen Street West, 20th Floor
Toronto, Ontario M5H 3S8
Telephone: (416) 593-8314
Toll-free in Canada: (877) 785-1555
Facsimile: (416) 593-8122
Public official contact regarding indirect collection
of information:
Administrative Support Clerk
Telephone (416) 593-3684

Autorité des marchés financiers

800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: (514) 395-0337
Toll-free: 1 877 525-0337
Facsimile: (514) 873-3090

New Brunswick Securities Commission
85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: (506) 658-3060
Toll-free in New Brunswick: (866) 933-2222
Facsimile: (506) 658-3059

**Prince Edward Island Office of the
Superintendent of Securities**
Consumer, Corporate and Financial Services
Division
Office of the Attorney General
95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
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**Yukon Office of the Superintendent of
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307 Black Street, 1st Floor
Whitehorse, Yukon Territory Y1A 2N1
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Government of Nunavut
Department of Justice
Legal Registries Division
P.O. Box 1000, Station 570
1st Floor, Brown Building
Iqaluit, Nunavut X0A 0H0
Telephone: (867) 975-6590
Facsimile: (867) 975-6594

Nova Scotia Securities Commission
Ste. 400, Duke Tower
5251 Duke Street
PO Box 458
Halifax, Nova Scotia B3J 1P3
Telephone: (902) 424-7768
Facsimile: (902) 424-4625
**Government of Newfoundland and Labrador
Financial Services Regulation Division**
P.O. Box 8700, Confederation Building
2nd Floor, West Block
100 Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-3205

Government of the Northwest Territories
Legal Registries, Department of Justice
Government of the Northwest Territories
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P.O. Box 1320
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Telephone: (867) 767-9305
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Instructions: The purchaser must sign 2 copies of this form. The purchaser and the issuer must each receive a signed copy.