

**CMI HIGH-YIELD  
OPPORTUNITY FUND  
CORP.  
Offering Memorandum  
February 27, 2026**

## OFFERING MEMORANDUM FOR NON-QUALIFYING ISSUERS

The following is a summary of the principal features of an investment in the Corporation and is qualified in its entirety by the more detailed information contained later in the Offering Memorandum.

**DATE:** February 27, 2026

### THE ISSUER

**Name:** CMI High-Yield Opportunity Fund Corp. (the “**Corporation**”)

**Head Office:** Address: 2425 Matheson Blvd., Mississauga ON, L4W 5K4  
Tel: 1-888-465-1432 ext. 707  
Website: <https://mic.thecmigroup.ca/mortgage-investing/high-yield-opportunity-mortgage-fund/>  
E-mail: [investor@cmiloans.ca](mailto:investor@cmiloans.ca)

**Currently Listed or Quoted:** **The securities do not trade on any exchange or market.**

**Reporting Issuer:** **No.**

### THE OFFERING

**Securities Offered:** Class A Preferred Shares  
Class F Preferred Shares  
The Offering consists of an unlimited number of Offered Shares. See Item 5 “*Securities Offered*”.

**Price per Security:** \$1.00 per Offered Share.

**Maximum Offering:** The Maximum Offering is \$500,000,000. **There is no minimum Offering. You may be the only investor.** Funds available under the Offering may not be sufficient to accomplish our proposed objectives.

**Minimum Subscription Amount:** Subscribers must subscribe for a minimum of 5,000 Offered Shares (\$5,000). In the case of Subscribers relying on the Minimum Amount Exemption, the minimum subscription amount is \$150,000.

**Payment Terms:** Bank draft, wire, electronic funds, transfer or certified cheque payable to “**CMI High-Yield Opportunity Fund Corp.**” for the full subscription amount.

**Proposed Closing Date(s):** The Offered Shares will be offered for sale on a continuous basis. Closings will occur on the dates established by the Managers in its discretion. All subscriptions received are subject to rejection, or allotment and the Corporation reserves the right to terminate this Offering without notice.

**Income Tax Consequences:** There are important tax consequences to these securities. See Item 8 “*Income Tax Consequences and Registered Plan Eligibility*”. Subscribers should consult their independent professional advisors before making an investment in this Offering.

**INSUFFICIENT FUNDS** Funds available under the offering may not be sufficient to accomplish the proposed objectives. See item 2.6.



**COMPENSATION PAID TO SELLERS AND FINDERS**

A person has received or will receive compensation for the sale of securities under this offering. See Item 9 "*Compensation Paid to Sellers and Finders*".

**RESALE RESTRICTIONS**

You will be restricted from selling your securities for an indefinite period. See Item 12 "*Resale Restrictions*".

**CONDITIONS ON REPURCHASES**

You will have a right to require the issuer to repurchase the securities from you, but this right is qualified by certain restrictions and fees. As a result, you might not receive the amount of proceeds that you want. See Item 5 "*Securities Offered*".

**PURCHASER'S RIGHTS**

You have two (2) business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have a right to damages or to cancel the agreement. See Item 13 "*Purchasers' Rights*".

**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 ITEM 10 "RISK FACTORS".**



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**This Offering Memorandum is for the personal use only of those persons to whom we deliver a copy in connection with this Offering for the purpose of evaluating the securities we are offering hereby. By accepting a copy of this Offering Memorandum, you agree that you will not transmit, reproduce or make available to anyone, other than your professional advisors or as required by law, this Offering Memorandum or any information contained herein. No person has been authorized to give any other information or to make any other representation concerning this Offering that is not contained in this Offering Memorandum. You should not rely on any such other information or representation. The delivery of this Offering Memorandum is not intended to constitute an offering of securities where it is unlawful to make an offering memorandum distribution under National Instrument 45-106.**

Continuous Offering

AMENDED AND RESTATED OFFERING MEMORANDUM  
CMI HIGH-YIELD OPPORTUNITY FUND CORP.  
Class A Preferred Shares  
Class F Preferred Shares

February 27, 2026

**SUBSCRIPTION PRICE: \$1.00 PER SHARE  
MINIMUM INITIAL INVESTMENT: \$5,000**

This Confidential Offering Memorandum (the “**Offering Memorandum**”) constitutes a continuous offering of securities of CMI High-Yield Opportunity Fund Corp. (the “**Corporation**”) as described herein, on a private placement basis only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. No securities commission or similar regulatory authority in Canada or any other jurisdiction has reviewed the Offering Memorandum or has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. No prospectus has been filed or will be filed with any such authority in connection with the securities offered hereunder. The Offering Memorandum is provided to specific prospective investors for the purpose of assisting them and their professional advisers in evaluating the securities offered hereby and is not, and under no circumstances, is to be construed as a prospectus or advertisement or a public offering of these securities. No person is authorized to give any information or make any representation not contained in the Offering Memorandum in connection with the offering of these securities and if given or made, any such information or representation may not be relied upon. The securities described herein are not “deposits” within the meaning of the Canada Deposit Insurance Corporation Act, are not insured under the provisions of that Act or any other legislation, and are not guaranteed. **Under applicable laws, resale of the securities offered hereunder may be subject to indefinite restrictions, other than through redemption of the securities or another available exemption.**

Potential investors should pay particular attention to the information under “Risk Factors” in the Offering Memorandum. An investment in the securities described herein requires financial ability and a willingness to accept certain risks. No assurance can be given that the objective of the Corporation will be achieved or that investors will receive a return of their investment.

The Corporation is offering, on a private placement basis, an unlimited number of Class A Preferred Shares (the “**Class A Shares**”), an unlimited number of Class F Preferred Shares (the

**“Class F Shares”**) and an unlimited number of Class I Preferred Shares (the **“Class I Shares”**) and together with the Class A Shares and Class F Shares, the **“Offered Shares”**) in the capital of the Corporation at a price of \$1.00 per Share (the **“Offering”**).

The Offered Shares will be offered to eligible investors under certain prospectus exemptions under National Instrument 45-106 - Prospectus Exemptions (**“NI 45-106”**) in accordance with the conditions specified in the Offering Memorandum. The Offered Shares may be offered in each of the provinces and territories of Canada (the **“Selling Jurisdictions”**) pursuant to available prospectus exemptions and subject to the registration requirements of applicable securities legislation in the Selling Jurisdictions.

The minimum initial investment amount for Offered Shares purchased by investors that are accredited investors (**“Accredited Investor Exemption”**) and the offering memorandum exemption (the **“Offering Memorandum Exemption”**) is \$5,000. For investors who are not relying on the preceding exemptions and who are non-individuals, Offered Shares may be purchased by relying on the minimum amount exemption in NI 45-106 (the **“Minimum Amount Exemption”**), which requires a minimum initial investment of \$150,000. The requirements of each prospectus exemption are set out in the accompanying Subscription Agreement.

The Corporation has the right to waive or vary the minimum subscription amount in its sole discretion, subject to applicable securities laws. There is no market through which the Offered Shares may be sold and no such market is expected to develop as a consequence of the subscription.

**The Offered Shares being distributed pursuant to the Offering Memorandum are subject to restrictions on resale until such time as:**

- i. **appropriate hold periods under applicable securities laws have been satisfied;**
- ii. **the trade is made in reliance on an available statutory exemption; or**
- iii. **an appropriate discretionary order is obtained pursuant to applicable securities laws. Since the Corporation is not a reporting issuer pursuant to applicable securities laws, the applicable hold periods may never expire, and if no further statutory exemption may be relied upon or if no discretionary order is obtained, this could result in a purchaser having to hold Offered Shares for an indefinite period of time. The Corporation does not currently intend to file a prospectus or otherwise become a reporting issuer pursuant to applicable securities laws and accordingly it is not intended that the Offered Shares will become freely tradable. See *“Resale Restrictions”*.**

Purchasers of Offered Shares pursuant to the Offering Memorandum are granted certain rights of action for damages or rescission described herein under the heading *“Purchaser’s Rights of Action for Damages or Rescission”*.

**EACH PURCHASER OF OFFERED SHARES IS ADVISED TO CONSULT WITH THEIR OWN LEGAL ADVISOR AS TO THE COMPLETE DETAILS OF THE EXEMPTIONS FROM THE PROSPECTUS REQUIREMENTS OF APPLICABLE SECURITIES LAWS BEING RELIED UPON AND THE CONSEQUENCES OF PURCHASING OFFERED SHARES PURSUANT TO**

**SUCH EXEMPTIONS.**

## FORWARD-LOOKING STATEMENTS

This Offering Memorandum contains certain statements or disclosures that may constitute forward-looking information under the applicable securities legislation and the respective regulations, rules and policies and orders thereunder and all applicable published orders and rulings (“**securities legislation**”) of the applicable securities commissions or similar regulatory authority (“**securities regulatory authority**”).

Forward-looking statements may be identified by the use of words like “believes”, “intends”, “expects”, “may”, “will”, “should”, “estimates” or “anticipates”, or the negative equivalents of those words or comparable terminology, and by discussions of strategies that involve risks and uncertainties. All forward-looking statements are based on the Corporation’s current beliefs as well as assumptions made by and information currently available to the Corporation and relate to, among other things, anticipated financial performance; prospects; strategies; the nature of the Corporation’s operations; sources of income; forecasts of capital expenditures and the sources of the financing thereof; expectations regarding the ability of the Corporation to raise capital; the Corporation’s outlook; plans and objectives for future operations; forecast results; and anticipated financial performance.

The risks and uncertainties of the Corporation’s activities, including those discussed under the section entitled “*Risk Factors*”, could cause the Corporation’s actual results and experience to differ materially from the anticipated results or other expectations expressed. In addition, the Corporation bases forward-looking statements on assumptions about future events, which may not prove to be accurate. In light of these risks, uncertainties and assumptions, prospective purchasers should not place undue reliance on forward-looking statements and should be aware that events described in the forward-looking statements set out in this Offering Memorandum may not occur.

The Corporation cannot assure prospective purchasers that its future results, levels of activity and achievements will occur as the Corporation expects, and neither the Corporation nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. Except as required by law, the Corporation assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Subscribers are urged to read “*Risk Factors*” for a discussion of other factors that will impact the operations and success of the Corporation.

## DOCUMENTS INCORPORATED BY REFERENCE

In addition to and apart from this Offering Memorandum, the Corporation may utilize certain marketing materials in connection with the Offering, including an executive summary of certain of the material set forth in this Offering Memorandum. This material may include fact sheets and Subscriber sales promotion brochures, question and answer booklets, and presentations. All such marketing materials are specifically incorporated by reference into and form an integral part of this Offering Memorandum. All such marketing materials will be delivered or made reasonably available to a prospective purchaser prior to the purchase by such prospective purchaser of Offered Shares. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Offering Memorandum to the extent that a statement contained herein or in any other subsequently delivered Offering Memorandum which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding

statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offering Memorandum.

## CURRENCY

All dollar amounts stated in this Offering Memorandum are expressed in Canadian currency, except where otherwise indicated.

## INTERPRETATION

In this Offering Memorandum, unless the context otherwise requires, when we use terms such as the “Corporation”, “we”, “us” and “our”, we are referring to CMI High-Yield Opportunity Fund Corp. and when we use the terms such as “Subscriber”, or “you” or “Subscriber” we are referring to a person who purchases Offered Shares under the Offering, thereupon becoming an investor in the Corporation. Words importing the singular number only, include the plural and vice versa, and words importing the masculine, feminine or neuter gender include the other genders.

Where used in this Offering Memorandum, the following capitalized words and phrases shall, unless there is something in the context otherwise inconsistent therewith, have the following meanings, respectively:

“**Act**” or the “**OBCA**” means the *Business Corporations Act* (Ontario), as now enacted or as the same may from time to time be amended, re-enacted or replaced (and, herein the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions).

“**Articles**” means articles of incorporation of the Corporation, as they may be amended, modified or restated, from time to time.

“**Business Day**” means a day other than a Saturday, Sunday or any other day treated as a holiday in the municipality in Canada in which the Corporation’s registered office is then situated.

“**Class A Shares**” means the Class A Preferred Shares in the capital of the Corporation as constituted from time to time.

“**Class F Shares**” means the Class F Preferred Share in the capital of the Corporation, as constituted from time to time.

“**Class I Shares**” means the Class I Preferred Share in the capital of the Corporation, as constituted from time to time.

“**Common Shareholder**” means a person recorded in the securities register of the Corporation for the Common Shares as being the registered holder of one or more Common Shares.

**“Common Shares”** means the common shares of the Corporation, as constituted from time to time.

**“Corporate Objective”** means the qualification of the Corporation and maintenance of its status at all times as a MIC, as reasonably interpreted and applied by the directors of the Corporation.

**“Directors”** or **“Board of Directors”** means the board of directors of the Corporation.

**“Dividend Payment Date”** means, where with respect to a month, dividends have been declared by the Board of Directors in accordance with the provisions hereof, the 15th day of the following month.

**“Liquidation Distribution”** means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

**“MIC”** means a “mortgage investment corporation” as defined under the Tax Act.

**“NI 45-106”** means National Instrument 45-106 – *Prospectus Exemptions*.

**“Preferred Shares”** means collectively, the Class A Shares, the Class F Shares, and the Class I Shares.

**“Preferred Shareholder”** means a person recorded in the securities register of the Corporation for the Preferred Shares as being the registered holder of one or more Preferred Shares.

**“Redemption Date”** means, with respect to the Preferred Shares, the last day of a calendar month.

**“Redemption Price”** means, with respect to a Preferred Share, the sum of \$1.00 together with all declared and unpaid dividends on the Preferred Share.

**“Redemption Request”** means, with respect to the Preferred Share, a written notice in prescribed form, duly completed by the Preferred Shareholder, requesting the Corporation to redeem Preferred Shares specified therein.

**“Registered Plan”** means a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a first home savings account, a tax-free savings account or a deferred profit sharing plan, each as defined in the Tax Act.

**“Shares”** means collectively, the Common Shares and the Preferred Shares, or any combination thereof as the context may require.

**“Subscribers”** means a subscriber for Offered Shares pursuant to the Offering.

**“Tax Act”** means the *Income Tax Act* (Canada), as amended from time to time.

## ITEM 1 USE OF AVAILABLE FUNDS

### 1.1 Funds

The following table provides a breakdown of the expected available funds following the completion of the Offering:

	Assuming Minimum Offering <sup>(1)</sup>	Assuming Maximum Offering
A. Amount to be raised by this Offering	\$0	\$500,000,000
B. Selling commissions and fees (estimated) <sup>(2)</sup>	\$0	\$15,000,000
C. Estimated Offering costs (e.g., legal, accounting, audit.)	\$0	\$100,000
D. Available funds: $D = A - (B+C)$	\$0	\$484,900,000
E. Additional sources of funding required	\$0	\$0
F. Working capital deficiency <sup>(3)(4)</sup>	\$0	\$0
<b>G. Total: <math>G = D + E + F</math></b>	<b>\$0</b>	<b>\$484,900,000</b>

**Notes:**

1. There is no minimum Offering. The Corporation will offer an unlimited number of Offered Shares on a continuous basis at the Managers' discretion until the Maximum Offering is completed or terminated.
2. The Corporation sells Offered Shares through dealers authorized to do so. The Corporation may pay selling commissions or fees of up to 3% of the funds raised on the Class A Shares. In addition, registered dealers purchasing Class A Shares on behalf of their clients may be paid trailing commissions for ongoing services they provide to investors, including investment advice, account statements and newsletters. A trailing commission is generally calculated and payable quarterly in arrears to dealers whose clients hold Class A Shares at a rate equal to 1% of initial outstanding shares attributable to the Class A Shares sold by such dealers as at the last business day of the applicable quarter. The trailing commissions are paid by the Manager out of the fees it receives from the Corporation. Trailing commissions are not payable on Class A Shares purchased pursuant to the DRIP. The Manager may change or cancel the trailing commission at any time in its sole discretion. The Corporation pays no trailing commissions on the Class F Shares. See "*Compensation Paid to Sellers and Finders.*"
3. From the date that it commenced operations on October 29, 2019, the Corporation has generated new proceeds of \$187,436,430.00 through the sale of Offered Shares and re-investment of dividends, net of share retractions. See "*Capital Structure*" and "*Prior Sales*".
4. As at the date of this Offering Memorandum, the Corporation does not have a working capital deficiency.

## 1.2 Use of Available Funds

The following table provides a detailed breakdown of how the Corporation will use the available funds:

Description of intended use of net proceeds listed in order of priority	Assuming Minimum Offering <sup>(1)</sup>	Assuming Maximum Offering
To the payment of monthly management, advisory fees and mortgage services fees <sup>(2)</sup>	\$0	\$500,000,000
Working Capital <sup>(3)</sup>	\$0	\$0
To lend out funds and make investments permitted by a MIC under the Tax Act <sup>(4)</sup>	\$0	\$484,900,000
<b>Total: Equal to G in the Funds table above</b>	<b>\$0</b>	<b>\$484,900,000</b>

### Notes:

1. There is no minimum Offering. The Corporation will offer an unlimited number of Offered Shares on a continuous basis at the Managers' discretion until the Maximum Offering is completed or terminated.
2. This amount reflects the maximum of fees payable to the Managers (as defined below) under the Management Agreement (as defined below). In fiscal year 2025 management fees were \$1,963,317.00. See "*Business of the Corporation – Structure*." The Managers are paid 1% of AUM calculated monthly as per the Management Agreement. AUM is defined as the total of the principal amount of the outstanding mortgage balances (less any credit losses).
3. Not more than 10% of the available funds will be used by the Corporation to pay debt incurred within the two preceding financial years
4. It is anticipated that the funds raised from this Offering after expenses will be used for permitted lending and funding new mortgage investments. The amount that we have available for these purposes will depend upon whether we achieve the Maximum Offering.

## 1.3 Proceeds Transferred to Other Issuers

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

## **ITEM 2 BUSINESS OF THE CORPORATION AND OTHER INFORMATION AND TRANSACTIONS**

### **2.1 Structure**

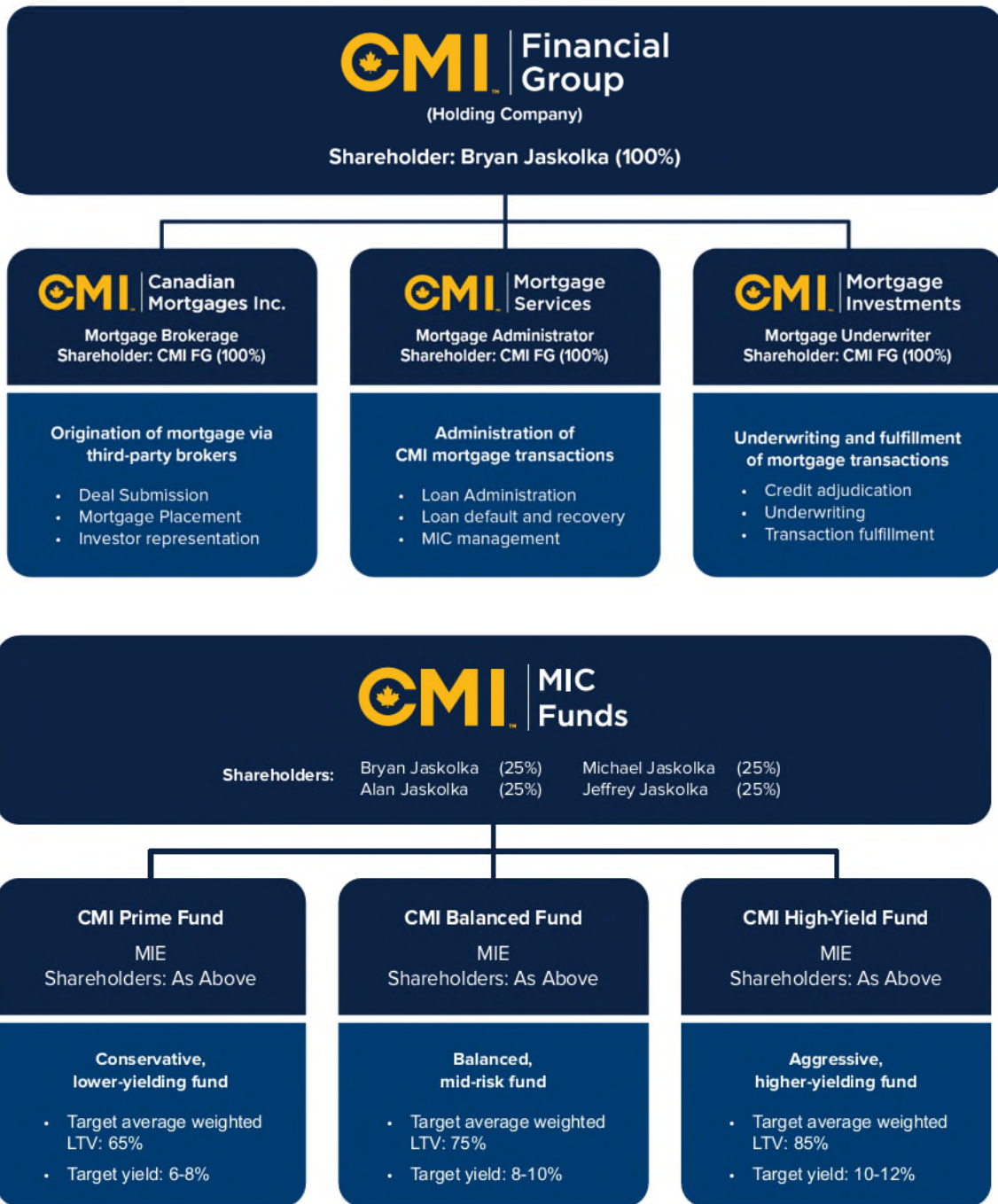
Canadian Mortgages Inc. (CMI) was founded in 2005 as a consumer-focused mortgage brokerage.

- After the financial crisis in 2008, the focus of the organization turned to lender representation in private lending.
- In 2009, CMI Mortgage Services Inc. (formerly Canadian Servicing Inc.) was created as a licensed mortgage administrator to service private mortgage transactions originated by CMI.
- In 2011, CMI Mortgage Investments (formerly Canadian Lending Inc.) was established as the dedicated in-house underwriting arm.
- The CMI Balanced Mortgage Fund Corp. (formerly CMI Mortgage Investment Corporation) joined the group in 2015 as a direct private lender, with its sister MICs the CMI High Yield Opportunity Fund Corp. and CMI Prime Mortgage Fund Corp. joining in 2019 and 2020 respectively.
- The CMI Financial Group Inc. was founded in 2022 to take over ownership of the operating companies.

CMI High-Yield Opportunity Fund Corp. was incorporated under the OBCA on October 29, 2019. The Corporation's head and registered office is located at 2425 Matheson Blvd., Mississauga ON, L4W 5K4. The articles were amended on December 2, 2025, to create Class I Shares. The Common Shares of the Corporation are owned in equal proportions by Bryan Jaskolka, Michael Jaskolka, Alan Jaskolka and Jeffrey Jaskolka. Alan is the father of Michael, Bryan and Jeffrey.

The Corporation is required under its articles of incorporation to qualify and remain qualified as a MIC. This effectively enables the Corporation to operate as a tax-free "flow through" conduit of net income to its shareholders.

The Corporation's business objective is to generate income by optimizing its investment portfolio within the MIC criteria mandated by the Tax Act. The Tax Act's MIC criteria are discussed in further detail below. See ITEM 8: INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY.



Canadian Mortgages Inc. (“CMI”) is a Canadian controlled private corporation and is licensed through FSRAO (as defined below) as a mortgage brokerage.

CMI Mortgage Investments Inc. (“CLI”) is a Canadian controlled private corporation. CLI provides mortgage lending and underwriting services to CMI’s group of companies.

CMI Mortgage Services Inc. (“**CSI**”) is a Canadian controlled private corporation. CSI is licensed through FSRAO and provides mortgage administration services for the CMI group of companies.

### ***Management of the Corporation***

The Board of Directors oversees the overall business and undertaking of the Corporation. The day to day operations of the Corporation are managed by CSI and CMI. (together the “**Managers**”) under a Mortgage Services Agreement dated July 1st, 2020 with the Corporation which provides for management, advisory, underwriting and administration services for the investments by the Managers (“**Management Agreement**”).

CSI is licensed as a mortgage administrator with Financial Services Regulatory Authority of Ontario (“**FSRAO**”) and CMI is licensed as a mortgage broker with FSRAO.

The Managers have been engaged by the Corporation to provide it with management, mortgage origination and mortgage administration services. Mortgage investments are sourced primarily through Managers. The Managers may employ from time to time the services of related persons, including real estate brokers and lending companies. Any fees paid by the Corporation to such related persons will be at rates consistent with those charged by arms-length third parties.

The Managers have the responsibility for the investment portfolio of the Corporation, as described under item 2.2 “*The Business*”.

The Board of the Corporation is composed of two directors – Alan Jaskolka and Bryan Jaskolka who are father and son. Bryan Jaskolka is the Chief Operating Officer and the Chief Executive Officer. Alan Jaskolka is the Chief Financial Officer of the Corporation.

### ***Relationship between the Corporation and the Managers***

The Corporation and the Managers are related companies insofar as one of the holders of the Common Shares of the Corporation and the sole shareholder of the holding group who is the sole shareholder of the Managers is the same person. The directors of the Corporation and the directors of the Managers are also the same individuals. The Corporation and the Managers also share key employees and decision-makers. As a result, the Corporation and the Managers are under common direction and control.

Two of the directors and officers of the Corporation and Managers are licensed with FSRAO as mortgage agents with CMI. Alan Jaskolka is licensed as the “principal broker” with CMI and Bryan Jaskolka is licensed as a “broker” with CMI. These two individuals, Alan Jaskolka and Bryan Jaskolka will be entitled to receive a portion of the compensation paid to the Managers by borrowers who obtain mortgaging financing from the Corporation.

Alan Jaskolka is also the principal shareholder and the sole director and officer of CRI which is registered with Real Estate Council of Ontario (“**REICO**”) as a real estate brokerage firm. Alan Jaskolka is registered with REICO as a licensed real estate broker with CRI. CRI is a member of the Toronto Real Estate Board. The Corporation may invest in mortgages in respect of which Messieur Jaskolka or CRI has provided real estate asset acquisition services to the Corporation.

Bryan Jaskolka is the sole shareholder of CMI Financial Group Inc., who is the sole shareholder of CMI, CLI and CSI. Bryan Jaskolka is the CEO of CLI, which is private lending company that matches high-quality mortgages with investors based on their personal preferences and target ROI goals. While CLI is not paid directly by the Corporation for underwriting certain mortgages that the Corporation invests in, CLI generates its revenues from the rate spread. The Managers do not exclusively provide services to the Corporation. It also structures mortgages outside of the Corporation. The principals of the Managers may receive fees from the mortgages created by the Managers.

The Managers, or any of its officers, shareholders, employees, or affiliates, may purchase for their own account and own as a co-lender, a percentage interest in any investment held by the Corporation. The Managers or any related company or individual may hold a subordinate portion in any mortgage which is presented to the Corporation for investment, and the rate of return on such a subordinate portion may vary from the Corporation's rate of return due to the differing loan-to-value risk assumed by the Corporation. See Conflicts of Interest in Section 2.2 below.

### ***Management Fees and Expenses***

The Corporation will pay the following amounts to the Managers under the terms of the Management Agreement:

- a. A management fee up to and equal to 1.00% per annum of the outstanding aggregate principal balance of all mortgages, or the outstanding aggregate principal balance of the Corporation's percentage interest therein, and the book value of the Corporation's investments other than mortgages, calculated monthly on the first day of the month at the rate of 0.08333%, aggregated and payable in monthly installments on the last day of each month and prorated for any partial month.
- b. An annual performance fee equal to an amount not to exceed 20.00% of the net yield over and above 9% per annum generated from all investments to be calculated at the end of the fiscal year. For example, if the net yield throughout the year calculated on the fiscal year end is 14%, then the performance fee shall be 20.00% of 5.00% (14% - 9%) which equals 1.00%. If for example the net yield throughout the year calculated on the fiscal year end is 8.50% then there shall be no performance fee.
- c. The Managers are entitled to deduct any amounts deductible under the Management Agreement, including its interest allocations, before distributing amounts to the Corporation under the Management Agreement. In addition, the Managers are entitled to retain any overnight float interest on all accounts maintained by it and all lender, broker, origination, commitment, renewal, extension, advance, discharge, late payment, participation, NSF, administration and similar or other fees generated on the investments acquired by the Corporation, which fees are and remain the sole property of the Managers, and to the extent that they are recovered from the borrowers or investment.
- d. All rights granted to the Managers and other amounts payable to the Managers pursuant to the terms hereof shall include the applicable amount of harmonized sales tax ("HST") payable in respect thereof. Accordingly, the Managers shall be

responsible for remitting all HST payable on the fees stated above at such times and in such amounts as required by law.

- e. The Managers are responsible for all its internal costs including, without limitation, all its internal costs incurred in originating, sourcing, arranging and offering investments for sale to the Corporation.

All the other costs with respect to the Corporations' business shall be paid for by the Corporation including, without limitation, taxes, legal, accounting, audit, operating, offering, management and administration fees and expenses, and fees and expenses associated with the acquisition, registration, disposition, holding, collection and enforcement of the Corporation's investments.

### ***Management Agreement***

The Corporation has entered into a Management Agreement with the Managers pursuant to which the Managers will provide exclusive ongoing management, mortgage administration and advice and consulting services to the Corporation. The Management Agreement is for an indefinite term, subject to certain provisions for termination.

- a. The Corporation may terminate the Management Agreement for any reason on 30 days written notice.
- b. The Management Agreement may be terminated at any time, by mutual consent in writing.
- c. The Managers may resign and the Management Agreement terminated on 60 days' written notice to the Corporation.
- d. Either party may terminate the Management Agreement in the event of:
  - i. the commission by either party of any fraudulent act;
  - ii. either party becomes bankrupt, insolvent or makes a general assignment for the benefit of its creditors;
  - iii. conviction of either party for a criminal offence;
  - iv. conduct by either party that is materially damaging to the other party and contrary to the terms of the Management Agreement;
  - v. material breach of the Management Agreement by a party;
  - vi. material misrepresentation by a party; or
  - vii. material failure by a party to perform its duties as described in the Management Agreement within ten days of written notice by the other party.

Pursuant to the terms of the Management Agreement, the Corporation has agreed to indemnify and reimburse the Managers, as well as its directors, officers, shareholders, employees and

agents, from and against any losses, claims, costs, damages and liabilities suffered or sustained by it in the course of carrying out its duties under the Management Agreement, or suffered as a result of any third party claims other than those suits claims or demands occasioned by the Managers gross negligence or willful misconduct.

### ***Third Party Marketing Agreements, Finder's Fees and Commissions***

The Managers on behalf of the Corporation may enter into marketing agreements with third parties such as financial advisors, stockbrokers and dealers, and financial intermediaries to market the Offered Shares on behalf of the Corporation. None of the Managers nor any their respective directors, officers or shareholders, will receive compensation for placing Offered Shares. In addition to up front commissions paid at the time of the investment, the Managers may also pay ongoing servicing fees or trailing commission to third parties who distribute Offered Shares of the Corporation. Fees payable to third party dealers and intermediaries (registered dealers only) will be negotiated but in any event, will not exceed 3% of the gross subscription proceeds and annual trailing commissions of 1% of the net value of the shares, less any shares purchased through the DRIP, paid quarterly.

### ***Credit Committee***

The Managers have established a Credit Committee comprised of professionals knowledgeable and experienced in mortgages and real estate finance. At all times, at least one member of the Credit Committee will be a senior executive of the Managers. The Credit Committee will review all mortgages and loans to be made by the Corporation. The members of the Credit Committee are Elizabeth Wood, Bryan Jaskolka and Kevin Fetting.

## **2.2 The Business**

### ***The Mortgage Portfolio***

The Corporation's primary business is earning income through investing in a portfolio of residential and commercial mortgages. Commercial mortgages are mortgages that are principally secured by land developments or income-producing properties that have retail, commercial, service, office and/or industrial uses. Residential mortgages are principally secured by single family houses. The Corporation does not actively employ resources to originate mortgages, the corporation relies exclusively on CSI, a related corporation, to underwrite and provide mortgages for investment.

The Credit Committee is responsible for managing the Corporation's mortgage investments. The agreement between the Corporation and the Mortgage Services Agreement between CSI (a related company) provides all mortgages underwritten by CSI. CSI will perform certain administrative duties in the management and administration of all mortgages held within the Corporation.

The Corporation expects to build a portfolio of residential and commercial mortgages as follows:

- a. **Residential Mortgages** – at least 50% of the Corporation's assets, at cost, consists of mortgages on new, existing, proposed or in construction residential properties in Canada, including but not limited to, single family dwellings, duplexes,

townhouses, condominium units and apartment buildings, land, income producing property, or cash on hand or deposit pending investment in mortgages.

- b. **Commercial Mortgages** – up to 35% of the Corporation’s assets may consist of conventional mortgages on existing, proposed or in construction retail, commercial or industrial properties in Canada.
- c. **Other Investments** – investments may also be made from time to time in money market instruments, pending investment in mortgages
- d. **Real Property** – up to 25% of the Corporation’s assets may be invested directly in real estate properties held for income purposes.
- e. The Corporation may acquire real estate properties by foreclosure or otherwise as default occurs on a mortgage.
- f. MICs are allowed to borrow funds; however, the Corporation has capped leverage at 85% of the value of property owned by the Corporation.

The Corporation initially established and conducted its business in the Province of Ontario. As the opportunities rise, the Corporation expects to expand its business to other Provinces.

As of October 31, 2025, the Corporation’s investment in mortgages was \$202,364,966.28 less an allowance for loan loss of \$2,000,000,000 resulting in a net mortgage balance of \$200,364,966.28. As at October 31, 2025, 1190 individual mortgages were held by the Corporation with an average loan size of \$170,095.00 and a weighted average loan to value ratio of 76%. See ITEM 2: BUSINESS OF THE CORPORATION AND OTHER INFORMATION AND TRANSACTIONS, 2.3 Development of Business for more detailed information with respect to the composition of the Corporation’s mortgage portfolio as of October 31, 2025.

The annualized dividend yield (net of all fees and expenses) to holders of Class F Shares for the last fiscal year ended October 31 are summarized in the table below.

Fiscal Year Ending October 31 <sup>st</sup>	Class Shares
2025	10.74%
2024	10.82%
2023	10.78%
2022	10.57%
2021	10.42%
2020	10.27%

The directors have approved a dividend rate for the Class F Shares of up to +1% above the dividend rate of the Class A Shares. The Corporation reserves the right to change the dividend policy on the Offered Shares without notice to the holders of the Offered Shares.

See “*Description of Offered Shares – Dividend Policy*”.

If deemed prudent by the Corporation, the Corporation may, from time to time, secure additional or replacement long term debt from financial institutions, other third parties or holders of Preferred Shares. Such loans may be secured by granting encumbrances, security interests or other charges on the assets of the Corporation.

## Portfolio Summary

Below is certain information regarding the investment portfolio of the Corporation as at February 27, 2026:

The average of the interest rates payable, weighted by the principal amount of the mortgages was 12.22%

The average term to maturity, weighted by the principal amount of the mortgages was 4.59%

The average loan to value, weighted by the principal amount of the mortgages was 76%

LTV is calculated for each mortgage by dividing the total principal amount of the Corporation's interest in the mortgage and all other loans ranking in equal or greater priority to such mortgage by the fair market value of the property, see item 2.3 "Development of Business".

## Breakdown by geography:

Province	Number of deals	Amount	% Total
AB	136	\$ 17,112,098.15	8.54%
BC	92	\$ 18,816,040.66	9.39%
MB	4	\$ 350,725.37	0.18%
NL	4	\$ 283,905.71	0.14%
ON	904	\$ 153,655,868.39	76.69%
QC	46	\$ 9,599,002.70	4.79%
<b>Grand Total</b>	<b>1190</b>	<b>\$200,364,966.28</b>	<b>100%</b>

## Mortgages with remaining term to maturity of less than one year:

Security Position	Average Maturity	Amount	% Total
First	3.72	44,299,064.74	22.11%
Second	4.73	153,138,482.28	76.43%
Third	3.48	2,927,419.25	1.46%
<b>Grand Total</b>	<b>4.59</b>	<b>200,364,966.28</b>	<b>100%</b>

## Deferrals and Forbearances

The corporation has not made accommodations to the borrower that would be material to a reasonable investor.

## Credit Score of Borrowers

The average credit FICO score of the borrowers is 630. The average credit score of borrowers is not weighted by the principal amount of the mortgages.

## Significant Mortgages

No single mortgage transaction comprises 10% or more of the portfolio.

## Portfolio Performance

Date	Amount	Y.O.Y Change	Historical Performance
2025-10	200,364,966.28	27%	10.74%
2024-12	158,151,661.17	37%	10.82%
2023-12	115,814,259.71	86%	10.79%
2022-12	62,327,174.84	121%	10.57%
2021-12	28,158,022.01	435%	10.39%
2020-12	5,267,865.00	-	10.47%

## Investment Policies, Practices and Restrictions

All investments will comply with the investment policies of the Corporation. Bryan Jaskolka is responsible for establishing and implementing the Corporation's investment objectives and investment strategy, setting any limitations or restrictions on investments, monitoring the performance of the portfolio and making any adjustments to the Corporation's portfolio. The Corporation's investment policies, practices and restrictions include but are not limited to the following:

### Residential Mortgages

The Corporation's business consists of lending money, principally residential mortgages to individual consumers, which comprise a target minimum of 90% of its mortgage portfolio by dollar value. The Corporation classifies residential mortgages into the following categories based on the underlying property type or the use of the mortgage proceeds:

- i. properties with existing single or multi-family residential dwellings,
- ii. vacant land held for the purpose of construction or development of residential dwellings, and
- iii. construction loans for the development or construction of single or multi-family residential dwellings.

The Corporation, through a related entity, works closely with retail mortgage brokers throughout Canada to market itself as a lender of choice in the “non-prime” mortgage market segment. In this manner, it expects to be well positioned to receive referrals on mortgage lending opportunities that do not meet the criteria of the major lending institutions or that involve borrowers in rural areas typically not well serviced by major lenders.

The maximum Loan to Value (LTV) of the Corporation’s mortgage portfolio cannot exceed a weighted average of 85%. The maximum allowable LTV of any one residential mortgage in the portfolio will vary depending on the following criteria:

- For residential mortgages registered as security against properties with existing single or multi-family dwellings, the Corporation generally expects to lend up to an LTV of 85%, although this is dependent on location and mortgage priority
- For residential mortgages on vacant land (which excludes vacant land for the purposes of construction or development), the Corporation generally expects to lend up to a 50% LTV, although the amount is dependent upon the location and mortgage priority. The Corporation will only lend on vacant land on a case-by-case basis at the discretion of the Credit Committee and the Manager, and typically not for land speculation purposes. The Corporation does not intend to lend to large real estate developments as part of its regular business operations. Except in special circumstances that are at the discretion of the Credit Committee and the Manager, the Corporation will not make loans secured only by mortgages on vacant lands, and will generally require additional security from the borrower and/or guarantors.
- The Corporation’s construction program provides for lending up to a 65% LTV but can exceed 65% on a case by case basis if the construction mortgage is within a major urban setting. Construction mortgages can be offered to property owners or builders/developers for single family or multi-family homes with up to a maximum of four units. The LTV for construction mortgages is based on the value of the underlying land plus the construction or development value achieved to the time of the mortgage advance. The corporation targets a maximum allowable limit of 15% of the total assets for the Corporation’s construction program.
- The Corporation’s mortgage portfolio will principally be comprised of first and second mortgages, targeting a net dividend yield of 10-12%. The Corporation targets an overall allocation of 25% to first mortgages and 75% to second mortgages. From time to time, the Corporation may also lend on third mortgages.

The Corporation has adopted certain policies which establish the investment criteria for the Corporation’s investment decisions. By entering into the Management Agreement (see “*Material Contracts – Management Agreement*”), the Manager has agreed to abide by and apply these policies, which are as follows:

- The Corporation may maintain up to 5% of its total assets in cash, “near-cash” securities (such as term deposits, guaranteed investment certificates or money market securities) or have cash readily accessible via a line of credit at all times in order to meet redemption requests (see “*Redemption of Securities*”). The Corporation should also be in a position to redeem a prior mortgagee’s interest in a given property if the Manager considers that it would be advantageous for the Corporation to do so, having

regard to the market value of the property and the amount of mortgage debt due to the Corporation;

- The Corporation may not hold any indebtedness, whether by way of a mortgage or otherwise, of a person who is a common shareholder of the Corporation or of any other person who does not deal at arm's length with the annuitant of an RRSP or RRIF which holds Common Shares;
- The Corporation may not make any loan or investment which does not meet the "Canadian content" requirements of paragraph 130.1(6)(c) of the Tax Act;
- The Corporation may not make a loan which, together with all other mortgage loans that have priority over or rank *pari passu* with such loan, exceeds 90% of the fair market value of the mortgaged property, except when:
  - i. such a mortgage is insured under the National Housing Act (Canada) or any similar legislation of a province, or
  - ii. the excess over 85% is insured by an insurance company registered or licensed under the Insurance Companies Act (Canada) or similar legislation of a Canadian province or territory;
- The Corporation may not make a loan secured by a mortgage on a property in which:
  - i. any senior officer or director of the Corporation, the Administrator or the Manager, or
  - ii. any associate or affiliate of a person referred to in (i) has an interest as mortgagor;
- The Corporation will not hold a fractional interest in a mortgage nor participate in mortgage syndications unless reviewed and approved by the Credit Committee from time-to-time;
- The Corporation may not hold a mortgage the term of which exceeds five years unless reviewed and approved by the Credit Committee from time-to-time. Mortgages held by the Corporation may contain provisions permitting the mortgagor, when not in default, to renew their mortgage for one or more additional terms.

The Corporation will adhere to the following operating policies:

- the Corporation must obtain a Phase I environmental audit where the real estate to be provided as security for a mortgage is a commercial property when deemed necessary by the Credit Committee and/or Management. Where the real property is not of a commercial nature, a Phase I environmental study will not be commissioned unless the Manager deems such an audit to be necessary;
- the Corporation will obtain title insurance in respect of real property provided as security for a mortgage loan in such amounts and on such terms as the Administrator

considers appropriate, or in the alternative, will obtain a favorable title opinion from a solicitor;

- the Corporation must ensure that all property taxes are up to date and that every property obtains current and valid title insurance and
- the legal title or an amendment to the legal title to each mortgage and other investments of the Corporation must be held by and registered in the name of the Corporation or the custodian.

### ***Investment Restrictions***

The Corporation's investment practices are subject to certain operating, lending and other restrictions which have been adopted by the Credit Committee and the Manager. According to these restrictions, the Corporation may not:

- make a mortgage loan if, immediately after the closing of the mortgage transaction, the amount so lent would be greater than 10% of the book value of the Corporation's net assets; where the Corporation's net assets exceeds \$5 million;
- guarantee securities or obligations of any person or company;
- engage in securities lending;
- engage in derivative transactions for any purpose;
- lend money on the security of a mortgage (which is the primary collateral for the mortgage) unless an independent appraisal by a qualified real estate appraiser loan has been completed;
- develop, manage or acquire (except by foreclosure or other enforcement of its rights as mortgagee) any real property. (From time-to-time, the Corporation may lend to commercial mortgages. The Corporation defines a "commercial mortgage" as a mortgage registered as security against commercial, industrial property or any non-residential property. The underlying loan for which a commercial mortgage is granted will have a fixed rate of interest.)
- enter into a forward commitment that is binding on the Corporation unless the Corporation has, at the time such a commitment has been made, sufficient cash or "near cash" securities to fund the loan(s) to which the commitment relates; or
- otherwise conduct its business in a manner that would result in the Corporation no longer being qualified as a MIC, or that would result in the Common Shares not being a "qualified investment" for RRSPs and RRIFs under the Tax Act.

### ***Commercial Mortgages***

From time-to-time, the Corporation may lend to commercial mortgages. The Corporation defines a "commercial mortgage" as a mortgage registered as security against commercial, industrial

property or any non-residential property. The underlying loan for which a commercial mortgage is granted will have a fixed rate of interest.

Commercial mortgages will not include mortgages where the related mortgages are for the construction and development of commercial buildings on vacant lands. Borrowers in this category are typically willing to pay higher rates of interest for shorter term mortgages from the Corporation. Once the need for interim financing is complete, these borrowers typically refinance their debt for longer-term mortgages at lower interest rates with conventional financial institutions.

It is anticipated that a significant majority of the Corporation's mortgage portfolio will be residential and not commercial mortgages.

The Corporation may invest in commercial mortgages from time-to-time but currently has no intent to do so. If and to the extent it does invest in any commercial mortgages, the Corporation will target commercial mortgages that comprise 5% or less of its mortgage portfolio by dollar value. If any commercial mortgages are made, they will generally have a maximum LTV of 65% with a one-year term.

### ***Conflicts of Interest***

Due to the relationships and contractual arrangements outlined in "Item 2.1 – Relationship between the Corporation and the Managers" above, there is the potential for conflicts of interest between the Corporation, the Manager, CMI, CLI, CSI and CRI. As the Corporation's directors and officers may also be directors, officers or shareholders of affiliates of the Corporation, there may be conflicts of interest if the interests of these companies are inconsistent. Although none of the directors or officers of the Corporation will devote all of his or her full time to the business and affairs of the Corporation, each will devote as much time as is necessary to manage or advise on the business and affairs of the Corporation. In addition, the Board of Directors is required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose the nature and extent of any interest that they may have in any actual or proposed material contract or transaction with the Corporation. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose the nature and extent of his or her interest and act in accordance with applicable corporate law.

### ***Changes to Investment Policies***

If, due to a change in the provisions of the Tax Act or other legislation applicable to the Corporation, any of the foregoing investment policies require amendment to comply with such change in legislation, the Corporation's directors may, subject to the Articles, make such change and such change will be binding on the Corporation.

It is anticipated that the Managers will provide the Corporation with assistance from time to time on revising the foregoing investment policies to comply with applicable legislation. In the event of any amendment to the foregoing investment policies, subject to the Articles of the Corporation, the Managers will be required to comply with and observe such change immediately upon such change becoming effective.

## Redemption and Retraction Rights

The Corporation has established certain policies and guidelines in respect of the rights of retraction granted to holders of Preferred Shares and the rights of redemption granted to the Corporation. See “Description of Securities Offered - Terms of Securities.”

## 2.3 Development of Business

The Corporation commenced active operations on October 29, 2019. To date, the Corporation has raised approximately \$187,436,430.00 in funds which has been invested in \$200,364,966.00 of mortgages. The principals of the Managers have more than 35 years of experience in the real estate and mortgage industry as mortgage brokers, investors and lenders. These qualifications enable the Managers to provide mortgage management, administrative and advisory services to the Corporation.

The association of the Corporation to a private lending company and mortgage administrator (by way of shared ownership) has contributed the Corporation’s management team’s ability to source high-quality loans, as well as reduce the cost of loan management. The Corporation is partially owned by Bryan Jaskolka, who is also sole owner of CMI Financial Group Inc. who is the sole shareholder of CLI, CSI, and CMI. CLI, CSI, & CMI are managed by Bryan Jaskolka. Bryan is the CEO of CLI, CSI, and CMI. As of October 31, 2025, has over \$1 billion of loans under administration. CLI has completed over \$3.7 billion in mortgages since Inception.

The following tables illustrate the characteristics of the Corporation’s mortgage portfolio as at October 31, 2025 in terms of mortgage rank, property type, location of the underlying real estate security, loan-to-value ratio and proportion of the portfolio that is non- performing. Note that the information contained in the tables below is unaudited.

MORTGAGE <sup>(1)</sup> PORTFOLIO PROPERTY TYPE			
2025		2024	
<b>1st Mortgages <sup>(2)</sup></b>	<b>44,299,064.74</b>	<b>1st Mortgages <sup>(2)</sup></b>	<b>29,381,444.51</b>
Residential	44,299,064.74	Residential	29,381,444.51
Commercial	-	Commercial	-
Land	-	Land	-
<b>2nd Mortgages <sup>(3)</sup></b>	<b>153,138,482.28</b>	<b>2nd Mortgages <sup>(3)</sup></b>	<b>121,993,997.83</b>
Residential	153,138,482.28	Residential	73,432,976.66
Commercial	-	Commercial	-
<b>3rd Mortgages</b>	<b>2,927,419.25</b>	<b>3rd Mortgages</b>	<b>2,622,575.63</b>
Residential	2,927,419.25	Residential	2,622,575.63
Commercial	-	Commercial	-
<b>Blanket Mortgages</b>		<b>Blanket Mortgages</b>	<b>4,153,643.20</b>
Residential		Residential	4,153,643.20
Commercial		Commercial	-
<b>Grand Total</b>	<b>200,364.966.28</b>	<b>Grand Total</b>	<b>158,151,661.17</b>

Portfolio Allocation – Location – Rank		
First Mortgages	\$44,299,064.74	22.11%
Second Mortgages	\$153,138,482.28	76.43%
Third Mortgages	\$2,927,419.25	1.46%
<b>TOTAL</b>	<b>\$200,364,966.28</b>	<b>100.00%</b>

**Notes:**

1. Mortgage means an interest in a mortgage, a mortgage of a leasehold interest (or other like instrument, including an assignment or an acknowledgement of an interest in a mortgage), a hypothecation, a deed of trust or an acknowledgement of an interest in real property used to secure obligations to repay money by a charge on the real property.
2. First Mortgage means a mortgage where there is no other person that holds a prior registered mortgage on the same real property.
3. Second Mortgage means a second mortgage for which the principal amount, at the time of commitment, together with the principal balance outstanding on any mortgage having priority on the same property secured by any such second mortgage, does not exceed 90% of the appraised value of the underlying real property securing the mortgage as determined by a qualified appraiser.

LOAN TO VALUE <sup>(1)</sup> SUMMARY				
<b>2025</b>				
Mortgage Type	Principal	Net LTV	Number	Portfolio %
<b>FIRSTS</b>				
Residential	44,299,064.74	67.29%	144	22.11%
<b>SECONDS</b>				
Residential	153,138,482.28	78.44%	1025	76.43%
<b>THIRDS</b>				
Residential	2,927,419.25	77.62%	21	1.46%
<b>TOTAL</b>	<b>200,364,966.28</b>	<b>77.08%</b>	<b>1190</b>	<b>100%</b>
<b>2024</b>				
Mortgage Type	Principal	Net LTV	Number	Portfolio %
<b>FIRSTS</b>				
Residential	29,381,444.51	66.13%	98	18.58%
<b>SECONDS</b>				
Residential	121,993,997.83	78.28%	798	77.14%
<b>THIRDS</b>				
Residential	9,259,421.16	74.31%	16	9.98%
<b>BLANKETS</b>				
Residential	4,153,643.20	73.76%	21	2.63%
<b>TOTAL</b>	<b>158,151,661.17</b>	<b>76.89%</b>	<b>933</b>	<b>100%</b>

**Notes:**

1. In the above Table, LTV (Loan-to-Value) means the ratio, expressed as a percentage determined by  $A/B \times 100$  where: A is the principal amount of the Corporation's interest in the mortgage together with all other equal and prior ranking mortgages on the real property; B is the appraised market value of the real property securing the Mortgage at the time of funding the mortgage or its most recent renewal whichever occurs later.

NUMBER OF NON-PERFORMING MORTGAGES	
Number of Non-Performing Mortgages	200
Percentage of Total	16.81%
% of Portfolio Value	20.44%
Number of Impaired Mortgages (loss expected)	20.44%

## 2.4 Long Term Objectives

The long-term objective of the Corporation is to provide its Preferred Shareholders' sustainable monthly income distributions while preserving the capital invested by building a pool of quality mortgages. Our default rate has been low, and we source the highest quality mortgages within the alternative lending space. The Corporation seeks to achieve these objectives by investing in accordance with its investment policies. The Corporation seeks to raise investment funds of \$100,000,000 per annum to a maximum of \$500,000,000 for the growth of its portfolio of mortgages. The Managers have implemented an investment strategy to prudently manage the risk of investing in mortgages.

**There is no assurance of any return on a Subscriber's investment.**

## 2.5 Short Term Objectives

Our objectives over the next 12 months are to raise \$100 million and to achieve a target return of between 10-12% for our investors by investing the proceeds into mortgages.

The following table sets out how the Corporation intends to meet its objectives for the next 12 months.

WHAT WE MUST DO AND HOW WE WILL DO IT	TARGET COMPLETION DATE OR ALTERNATIVELY, THE NUMBER OF MONTHS REQUIRED TO COMPLETE	COST TO COMPLETE
Raise funds of up to \$100,000,000 in the next 12 months. <sup>(1)</sup>	12 months	\$3,100,000
Invest available funds into mortgages. <sup>(2)</sup>	12 months	\$96,900,000
<b>Total:</b>		<b>\$100,000,000</b>

**Notes:**

1. This figure includes, legal, audit, accounting (estimated at \$100,000) as well as \$3,000,000 in commissions payable on subscriptions assuming \$100,000,000 is raised under this Offering.
2. This figure includes a consideration of the costs of sourcing and administering the mortgages.

## 2.6 Insufficient Funds

The proceeds of the Offering may not be sufficient to accomplish all the Corporation's proposed objectives and there is no assurance that alternative financing will be available.

## **2.7 Additional Disclosure for Issuers Without Significant Revenue**

Not applicable.

## **2.8 Material Contracts**

The following are the material agreements to which the Corporation is currently a party. Electronic copies of these agreements are available upon request.

- a. The Articles of the Corporation, as amended, set out the rights and restrictions attached to the Preferred Shares and the Common Shares. See “*Description of Securities Offered - Terms of Securities.*”
- b. Subscription Agreements - each Subscriber will execute and deliver to the Corporation a Subscription Agreement whereby it agrees to subscribe for Offered Shares, on the terms and conditions set out therein and described in this Offering Memorandum; and
- c. Amended Mortgages Services Agreement – dated July 1, 2020 with CMI Mortgage Services Inc. and Canadian Mortgages Inc. See “*Business of the Corporation – Structure.*”

## **2.9 Related Party Transactions**

Not applicable.

## ITEM 3 COMPENSATION AND SECURITY HOLDINGS OF CERTAIN PARTIES

### 3.1 Compensation and Securities Held

The following table provides information about each director, officer and promoter of the Corporation and each person who, directly or indirectly, beneficially owns or controls 10% or more of any class of voting securities of the Corporation (a “**principal holder**”). If the principal holder is not an individual, state in a note to the table the name of any person that, directly or indirectly, beneficially owns or controls more than 50% of the voting rights of the principal holder.

Name and municipality of principal residence	Positions held (e.g., director, officer, promoter and/or principal holder) and the date of obtaining that position	Compensation paid by Corporation or related party in the most recently completed financial year and the compensation anticipated to be paid in the current financial year	Number, type and percentage of securities of the Corporation held after completion of Min. Offering	Number, type and percentage of securities of the Corporation held after completion of Max. Offering
<b>Alan Jaskolka</b> Thornhill, Ontario	Promoter, Director and Chief Financial Officer, Principal Holder since incorporation	2025: nil 2024: nil	25 Common Shares (25%) 125,000 Class F Shares (0.07%)	25 Common Shares (25%) 125,000 Class F Shares (2.50%)
<b>Bryan Jaskolka</b> Thornhill, Ontario	Promoter, Director and Chief Operating Officer, Principal Holder since incorporation	2025: nil 2024: nil	25 Common Shares (25%) 17,563.02 Class F Shares (0.01%)	25 Common Shares (25%) 17,563.02 Class F Shares (0.35%)
<b>Jeffrey Jaskolka</b> Toronto, Ontario	Principal Holder since incorporation	2025: nil 2024: nil	25 Common Shares (25%)	25 Common Shares (25%)
<b>Michael Jaskolka</b> Wilmington, USA	Principal Holder since incorporation	2025: nil 2024: nil	25 Common Shares (25%)	25 Common Shares (25%)

**Notes:**

1. No compensation to Alan Jaskolka or Bryan Jaskolka.

### 3.2 Management Experience

The following table discloses background and the principal occupations of the directors and executive officers of the Corporation over the past five years:

Name	Principal occupation and related experience
<b>Alan Jaskolka</b> Director and Chief Financial Officer	Alan Jaskolka acts as the Principal Broker for Canadian Mortgages Inc., a mortgage brokerage specializing in residential as well as commercial mortgage financing. He has been involved in real estate in many capacities for over 35 years, with expertise ranging from real estate brokerage, property management, real estate software consulting, and development financing. He is also the chairman of Canadian Mortgages Inc., CMI Mortgage Investments Inc., CMI Mortgage Services Inc. Alan Jaskolka’s areas of expertise include mortgage brokerage compliance, corporate oversight and management, development financing, commercial mortgage financing, and TARION Custom Home Construction.
<b>Bryan Jaskolka</b> Director, Chief Executive Officer and Chief Operating Officer	Bryan Jaskolka has been the managing executive of the CMI Group of companies since inception in 2005. Starting out as a mortgage brokerage, Canadian Mortgages Inc. has expanded to include multiple additional divisions which include CMI Mortgage Investments Inc. (a direct private lender to the mortgage brokerage industry), and CMI Mortgage Services Inc. (a licensed mortgage administrator). Bryan Jaskolka has also been involved with thousands of mortgage transactions, and has expertise in residential, construction and commercial financing. He has been involved in the mortgage financing industry for over 20 years, with expertise ranging from residential transactions to complex hospitality and

Name	Principal occupation and related experience
	energy project financings. Bryan Jaskolka's areas of expertise include acting as team leader – marketing & coaching, acting as senior residential mortgage broker, private mortgage financing, commercial mortgages and construction loans.

### 3.3 Penalties, Sanctions, Bankruptcy, Insolvency and Criminal or Quasi-Criminal Matters

No director, executive officer or control person of the Corporation and no issuer of which a director, executive officer or control person of the Corporation was a director, executive officer or control person at the relevant time:

- a. has incurred or is subject to any 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; or
- b. has declared bankruptcy, has voluntarily made an assignment in bankruptcy, has made a proposal under any bankruptcy or insolvency legislation, proceedings, arrangement or compromise with creditors or appointment of a receiver, receiver Managers or trustee to hold assets, that has been in effect during the last 10 years.

### 3.4 Certain Loans

The Managers, or affiliate of the Managers, may from time to time, advance funds to the Corporation for acquisition of mortgage loans. Such loans will be evidenced by way of promissory note and will bear interest at a rate equivalent to the rate of interest on the mortgage loans acquired by the Corporation with the funds advanced. The Managers' loan will be repaid with subsequent proceeds received by the Corporation from the issuance of the Offered Shares. There are no loans due to or from directors, management, promoter, or principal holders of the Corporation or the Managers as at the date of this Offering Memorandum. Except as noted, no debentures or loans were due to or from any directors, management, promoters, or principal holders of the Corporation.

## ITEM 4 CAPITAL STRUCTURE

### 4.1 Securities Except for Debt Securities

The following table provides information about outstanding securities of the Corporation (including options, warrants and other securities convertible into shares) as of the date hereto.

Description of Security	Number of Authorized to be Issued	Price per Security	Number outstanding as at the Date of this Offering Memorandum <sup>(1)</sup>	Number outstanding after Min. Offering	Number outstanding after Max. Offering <sup>(1)</sup>
Class A Shares	Unlimited	\$1.00	2,606,751.00	N/A	500,000,000 <sup>(1)</sup>
Class F Shares	Unlimited	\$1.00	184,829,579.00	N/A	500,000,000 <sup>(1)</sup>
Common Shares	Unlimited	\$1.00	100	100	100

**Notes:**

1. The Maximum Offering amount is \$500,000,000 worth of Offered Shares.
2. As of October 31, 2025 an aggregate of 199,452.00 Class A and 7,898,173.00 Class F shares were issued pursuant to the Dividend Reinvestment Plan (the "DRIP").

### 4.2 Long Term Debt

If deemed prudent by the Managers, the Corporation may, from time to time, secure additional or replacement long term debt from financial institutions, other third parties or holders of Offered Shares. Such loans may be secured by granting encumbrances, security interests or other charges on the assets of the Corporation.

### 4.3 Prior Sales

Within the last 12 months the Corporation has issued securities as follows

Date of Issuance	Type of Security Issued	Number of Securities Issued	Dividend Reinvestment <sup>(1)</sup>	Price Per Security (\$)	Total Funds Received (\$) <sup>(2)</sup>
2025	Class A	1,151,620.00	199,452.00	1.00	1,351,072.00
2025	Class F	75,638,717.00	7,898,173.00	1.00	83,536,890.00

**Notes:**

1. All declared dividends are credited to the account of each holder of Offered Shares by crediting such holder's account with additional Offered Shares or fractions thereof in proportion to the holder's respective shareholdings. At the option of the holder, some or all the holder's dividends shall be payable in the form of a cash dividend rather than a share dividend or as a blended payment of both a cash dividend and a share dividend. See "Description of Offered Securities - Terms of Securities."
2. Holders of Offered Shares have the right subject to certain terms and conditions to retract some or all their Offered Shares and thereby require the Corporation to purchase such retracted Offered Shares. The Corporation also has the right subject to certain terms and conditions to redeem all or some of the Offered Shares. See "Description of Offered Securities - Terms of Securities." As of October 31, 2025, 31,600,796.00 Shares have been redeemed.

## **ITEM 5            SECURITIES OFFERED**

### **5.1        Terms of Securities**

The Corporation is authorized to issue an unlimited number of Class A Shares, Class F Shares, Class I Shares and an unlimited number of Common Shares. Class A Shares, Class F Shares and Class I Shares will be issued under the Offering.

The classes of Offered Shares are intended for different types of investors. A Subscriber may subscribe for Offered Shares of more than one class of shares.

The Corporation is not presently, and does not currently intend to become, a “reporting issuer”, as such term is defined under applicable Canadian securities laws, in any province or territory of Canada. The distributions of the Offered Shares is being made on a private placement basis only and is exempt from the requirement that the Corporation prepare a file a prospectus with the relevant Canadian securities regulatory authorities. Accordingly, any resale or transfer of the Offered Shares must be made in accordance with applicable Canadian securities laws, which may require resale to be made in accordance with prospectus requirements or exemptions from the prospectus requirements. Subscribers are advised to see legal advice prior to any resale of the Offered Shares.

The principal differences among the class of Offered Shares relate to the service fee payable by the Manager to the dealers, the targeted monthly dividend on the classes of Offered Shares and the right to vote at meetings of shareholders of the Corporation. These are described in more detail below. See also “*Compensation Paid to Sellers and Finders*”, “*Dividend Policy*” and “*Shareholder Matters – Matters Requiring Shareholder Approval*”.

The Corporation intends to pay dividends on the Offered Shares. See “*Dividend Policy*”.

For a full discussion of the fees payable with respect to each class of Offered Shares, see “*Management Fees and Expenses*”.

#### ***Amendments***

Amendments to the terms of the Preferred Shares or Common Shares must be approved by the applicable Shareholders or Common Shareholders of the Corporation in accordance with the OBCA and as set forth under “*Shareholder Matters — Matters Requiring Shareholder Approval*”.

#### ***Ranking***

The Common Shares shall rank junior to the Preferred Shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Preferred Shares. Upon liquidation, subject to the prior rights of the Preferred Shareholders, the holders of the Common Shares and the Preferred Shares shall share ratably in the remaining assets of the Corporation.

The Class A Shares, Class F Shares and Class I Shares rank equally with respect to the payment of dividends.

## ***Dividend Policy***

Holders of the Preferred Shares are entitled to receive non-cumulative dividends, in any form or amount, as and when declared from time to time by the directors of the Corporation, acting in their sole discretion, out of the moneys of the Corporation properly applicable to the payment of dividends.

The Corporation intends to calculate and declare dividends on a monthly basis on the last business day of each month (or as otherwise declared by the Corporation) and to pay such dividends generally within fifteen days after the end of each month and in any event within 90 days of its year end. The payment of dividends is subject to the discretion of the Board of Directors to establish working capital and other reserves for the Corporation and to comply with the Articles and applicable laws.

The Corporation anticipates the dividend yield to exceed 9% for Class A Shares, the Corporation anticipates the Class F dividend yield to exceed 10% net of fees, and the Corporation anticipates the Class I dividend yield to exceed (Class F + 1%) net of fees (the “**Target Yields**”). The Corporation may, at its sole discretion, increase the dividend. The Corporation reserves the right to change the Target Yields on the Offered Shares without notice to holders of the Offered Shares.

## ***Liquidation***

In the event of any Liquidation Distribution, the Preferred Shareholders shall be entitled to receive from the assets and property of the Corporation for each Preferred Share held by them the Redemption Price before any amount shall be paid or any property or assets of the Corporation distributed to the Common Shareholders or shares of any other class ranking junior to the Preferred Shares with respect to priority in a Liquidation Distribution.

After payment to the Preferred Shareholders of the amount so payable to them as above provided, they shall share ratably with the holders of Common Shares in any further distribution of the property or assets of the Corporation.

## ***Class A Shares***

Class A Shares are available to all Subscribers. The holders of Class A Shares are not entitled to vote at meetings of the shareholders of the Corporation other than as required by law or as set forth under “*Shareholder Matters – Matters Requiring Shareholder Approval*”.

Class A Shares are intended for Subscribers seeking a stable cash flow through regular monthly dividends. The holders of Class A Shares are entitled to dividends on such shares as and when declared by the Corporation. The Corporation anticipates paying a targeted monthly dividend on Class A Shares equivalent to above 9.00% per annum. The Corporation may change this dividend rate, in its sole discretion, and actual dividends on the Class A Share may differ from the targeted amount and be outside the targeted range. The Corporation may, in its sole discretion, change the dividend policy and increase or decrease the amount of dividends on Class A Shares at any time without notice and in any single instance. See “*Dividend Policy*”.

### **Class F Shares**

Class F Shares are available to Subscribers who have fee-based accounts with dealers who have arrangements with the Manager pursuant to a Class F dealer agreement in respect of such class of Shares. The Corporation in its sole discretion may accept subscriptions for Class F Shares from Subscriber that do not have fee-based accounts with dealers. The holders of Class F Shares are not entitled to vote at meetings of the shareholders of the Corporation other than as required by law or as set forth under “*Shareholder Matters – Matters Requiring Shareholder Approval*”. Class F Shares are intended for Subscribers seeking a stable cash flow through regular monthly dividends. The holders of Class F Shares are entitled to dividends on such shares as and when declared by the Corporation. The Corporation anticipates paying a targeted monthly dividend on Class F Shares equivalent to above 10.00% per annum, however, the Corporation may change this range, in its sole discretion and actual dividends on the Class F Shares may differ from the targeted amount and be outside the targeted range. The Corporation may, in its sole discretion, change the dividend policy and increase or decrease the amount of dividends on Class F Shares at any time without notice and in any single instance. See “*Dividend Policy*”.

### **Class I Shares**

Class I Shares are available to investors who meet certain qualifications and minimum investment amounts.”. The holders of Class I Shares are not entitled to vote at meetings of the shareholders of the Corporation other than as required by law or as set forth under “*Shareholder Matters – Matters Requiring Shareholder Approval*”.

Class I Shares are intended for Subscribers seeking a stable cash flow through regular monthly dividends. The holders of Class I Shares are entitled to dividends on such shares as and when declared by the Corporation. The Corporation anticipates paying a targeted monthly dividend on Class I Shares equivalent to above Class F+ 1% per annum, however, the Corporation may change this range, in its sole discretion and actual dividends on the Class I Shares may differ from the targeted amount and be outside the targeted range. The Corporation may, in its sole discretion, change the dividend policy and increase or decrease the amount of dividends on Class I Shares at any time without notice and in any single instance. See “*Dividend Policy*”.

### **Shareholder Matters**

Except as required by law or as set out below, holders of Class A Shares and Class F Shares and Class I Shares will not be entitled to receive notice of, to attend or to vote at any meeting of shareholders of the Corporation.

### ***Matters Requiring Shareholder Approval***

The Preferred Shareholders shall, however, be entitled to notice of and to attend all meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation pursuant to the Act or a sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business pursuant to subsection 189(3) of the Act and shall have one vote for each Preferred Share held at each such meeting.

### ***No Voting Rights and No Dissent Rights***

The Preferred Shareholders shall not be entitled to vote or to dissent rights as prescribed by the Act in respect of, any proposal to amend the articles of the Corporation to:

- a. increase or decrease any maximum number of authorized Preferred Shares, or increase any maximum number of authorized shares of such class or series having rights or privileges equal or superior to the Preferred Shares;
- b. effect an exchange, reclassification or cancellation of the Preferred Shares; or
- c. create a new class or series of shares inferior, equal or superior to the Preferred Shares and no separate class vote shall be required under the Act in respect of the amendment, and the Preferred Shareholders shall have no dissenting rights in respect thereof.

### **Redemptions**

#### ***Redemptions at the Option of the Shareholder***

Provided that

- i. a Preferred Share that is the subject of a Redemption Request has been issued and outstanding for at least 12 months,
- ii. the redemption requested will not result in a contravention of the Act or any other provision of the Articles, and
- iii. the redemption requested will not cause the total of all redemption requests from all Shareholders who made a request in that same calendar quarter to exceed more than 10% of the total Preferred Shares outstanding (such that all redemption requests will be on a first come first serve basis apportioning the last redemption request until the maximum limit of 5% of the total Preferred Shares outstanding is redeemed in that same calendar quarter), the holders of the Preferred Shares shall be entitled to make a redemption request to the Corporation, requiring the Corporation to redeem at the Redemption Price all or any part of the Preferred Shares then held in accordance with the terms set out herein. A Preferred Shareholder must provide a Redemption Request to the Corporation. The Corporation will redeem the Preferred Shares specified in the Redemption Request on the Redemption Date next following the date which is 30 days after receipt by the Corporation of the Redemption Request.

#### ***Early Redemption***

The Directors may, in the case of any Preferred Shareholder, waive or reduce the minimum 12 month holding period or the minimum notice period provided herein in circumstances where the Directors have determined that such requirements will result in undue hardship to the Preferred Shareholder, such as during times of critical illness or death of the Shareholder.

### ***Substantial Shareholder***

Notwithstanding the redemption rights outlined herein, in the interests of all Shareholders of the Corporation certain restrictions may, in the sole discretion of the Directors, be placed on Substantial Shareholders. A Substantial Shareholder is defined in the Articles as a Shareholder together with parties related to that Shareholder (for purposes of the Tax Act) who holds a total number of shares which is equal to or greater than 15% of the total number of Preferred Shares outstanding. As long as a Shareholder is a Substantial Shareholder they will be restricted to redeeming no more than 20% of their shareholdings in any six-month period.

### ***Redemption by the Corporation***

Upon 21 days, prior written notice to the Preferred Shareholder, the Corporation may at any time redeem any Preferred Share registered in the name of a Preferred Shareholder at the Redemption Price. The Corporation may, without notice to the Preferred Shareholder, redeem sufficient Preferred Shares registered in the name of a Preferred Shareholder at the Redemption Price to the extent necessary to pay any outstanding fees, charges, expenses or other amounts owed by the Preferred Shareholder to the Corporation. The Corporation may, without notice to the Preferred Shareholder, redeem Preferred Shares registered in the name of a Preferred Shareholder at the Redemption Price where

- i. required by applicable law or policies of security regulatory authorities;
- ii. required to ensure that the Corporation qualifies and continues to qualify as a MIC, or
- iii. the Board of Directors has by resolution determined that such redemption is necessary in order to ensure that the securities of the Corporation do not constitute a “prohibited investment” to any annuitant of a registration plan for purposes of the Tax Act.

### ***Payment Upon Redemption***

The Corporation shall pay or cause to be paid to each Preferred Shareholder whose Preferred Shares are to be redeemed pursuant to this Section, an amount equal to the aggregate Redemption Price, less any redemption fees, charges or other amounts then payable by the Preferred Shareholder. Redemption fees of 4.00% of the aggregate Redemption Price shall apply on Preferred Shares that are the subject of a redemption request by the Shareholder and not the Corporation, that have been issued and outstanding for less than 12 months. The Directors in their sole and absolute discretion, may, in the case of any Preferred Shareholder, waive or reduce the redemption fees. Payment shall be made on the 15th day following the applicable Redemption Date. Payment may be made by cheque, electronic funds transfer or other means acceptable to the Corporation and the Preferred Shareholder. Upon payment of the aggregate Redemption Price, the Preferred Shares redeemed shall be immediately cancelled. The Preferred Shareholder shall thereafter cease to have any further rights with respect to such Preferred Shares and provided that, payment of the aggregate Redemption Price is duly made, the Corporation shall be discharged from all liability to the Preferred Shareholder with respect to the Preferred Shares redeemed and the amount paid.

*Example:* An investor invests \$10,000 on January 31, 2025, in Offered Shares at \$1.00 per share. On March 31, 2025, the investor seeks redemption of the entire investment of \$10,000. Given that the Offered Shares were held by this investor for less than 12 months, a 4.00% Redemption

fees would apply which in the case of this investor will be \$400 ( $\$10,000 \times 0.04$ ). Accordingly, the total amount that the investor will receive upon Redemption will be \$9,600 ( $\$10,000 - \$400$ ).

### ***Suspension of Redemptions***

Notwithstanding anything else contained herein, the Board of Directors may suspend or postpone, or continue a suspension or postponement for any period, in each case, for any reason or cause in its sole discretion, the right to require redemption of the Preferred Shares

- i. where the Board of Directors has determined that market conditions exist which render impracticable an orderly sale or liquidation of the assets of the Corporation, or
- ii. in circumstances whereby the Directors have determined that the accounting working capital of the Corporation would be insufficient, or
- iii. where the Board of Directors has determined that the suspension or postponement is required to ensure fair and equitable treatment of all of the Preferred Shareholders, such as in circumstances whereby the Corporation would not be able to provide dividends to its Shareholders at the same amounts and frequency as historically paid, or
- iv. as may be permitted or required by law.

### ***Where Redemption Suspended***

Upon the commencement of any suspension of the right to require redemptions, the Corporation shall promptly notify any Preferred Shareholder who has submitted a Redemption Request and has not been paid, of the suspension. The affected Preferred Shareholder may thereupon withdraw the Redemption Request or part thereof. If not so withdrawn, the Preferred Shareholder will be entitled to be paid the aggregate Redemption Price on the Redemption Date next following the date that the redemption privilege is reinstated, provided that the minimum holding period and the minimum notice period in paragraph 1 above have been complied with.

### ***Partial Redemptions Permitted***

On any Redemption Date, the Corporation may redeem some but not all the Preferred Shares for which Redemption Requests have been received and postpone or suspend the redemption of the remaining Preferred Shares pursuant to the provisions hereof. Any such partial redemption shall be made pro rata among all Preferred Shareholders who submitted such Redemption Requests on a first come first serve basis.

### ***Powers of the Corporation to Maintain MIC Status***

The Articles also provide that no holder of any shares of the Corporation is permitted to acquire, hold, transfer, encumber or otherwise deal in or with any shares of the Corporation, or any interest therein, in a manner that will cause the Corporation to cease to qualify as a MIC. In the event that any holder of shares of the Corporation purports to transfer any shares of the Corporation, exercises or purports to exercise any retraction rights in respect of any shares of the Corporation or any repurchase rights affecting any shares of the Corporation or enters, or does anything for

the purpose of entering, into any other transaction affecting any of the shares of the Corporation (each of the foregoing, a “**Triggering Transaction**”), that, if completed, would cause the Corporation, in the reasonable opinion of the directors of the Corporation, to cease to qualify as a MIC, the directors of the Corporation shall have the power to cause any affected holder of shares of the Corporation or prospective holder of shares of the Corporation

- i. to delay, terminate, modify or otherwise restructure the terms of, or not to enter into or engage in, such Triggering Transaction or
- ii. to enter into any alternative transaction on the terms and conditions determined by the directors of the Corporation, including the power to force the conversion of shares of the Corporation of any class or series into shares of another class or series of the Corporation, all without consent of any actual or prospective holder of shares of the Corporation affected thereby; provided that all such powers shall be exercised by the directors solely for purpose of ensuring that the Corporation continues to satisfy the Corporate Objective on commercially reasonable terms and subject to the OBCA, and the Articles.

### ***Dividend Reinvestment Plan***

The Corporation, subject to maintaining the status of the Corporation as a MIC, maintains a dividend reinvestment plan (“**DRIP**”). Under the DRIP, Shareholders can reinvest dividends in additional Preferred Shares of the same class as they enroll in the DRIP.

### ***Eligibility***

Holders of Preferred Shares who reside in Canada are eligible to participate in the DRIP by completing an enrolment form (“**Participants**”). If a Shareholder wishes to participate in the DRIP, they may enroll any of their Preferred Shares in the DRIP.

### ***Enrolment in the Plan***

To enroll in the DRIP, change your enrolment or to terminate your enrolment in the DRIP, written notice must be given to the Corporation. A Participant’s enrolment, change in enrolment or termination of enrolment in the DRIP will take effect once it has been recorded under the DRIP, which will be no later than 45 days after written notice is received by the Corporation.

Once a Participant has enrolled in the DRIP, his/her enrolment continues automatically until the Participant withdraws from the DRIP, or until the DRIP is terminated.

### ***Cost and Attributes of Shares Purchased under the DRIP***

Preferred Shares are purchased at the Market Price, as defined in the DRIP, which as at the date of the Offering Memorandum has been determined to be \$1.00 per Preferred Share and are issued from the treasury of the Corporation. The Corporation uses the cash dividends attributable to a Preferred Shareholder to purchase additional Preferred Shares of the same class on behalf of the Shareholder. All Preferred Shares acquired through the DRIP are credited to the Shareholder’s account. Fractional interests in Preferred Shares will not be transferred to you. Instead, the Trust will hold the fractional interest on your behalf and fractional interests will accumulate. Once the accumulated fractional interests equal a whole Preferred Share of the same

series, you will be treated as the owner of a whole Preferred Share and that whole Preferred Share will be delivered to you in the manner described above for whole Preferred Shares generally.

### ***Transaction Statements***

If you own Preferred Shares through an intermediary, you will receive information regarding reinvestment of dividends from your intermediary, in accordance with your intermediary's administrative practices. Please consult your intermediary for additional information.

If you own the Preferred Shares in your own name, you will receive a statement following each calendar quarter or at such other intervals as determined by the Corporation setting out the dividends received by the DRIP on your behalf during the prior calendar quarter (or other interval), the number of Preferred Shares purchased with those dividends and the total number of Preferred Shares held on your behalf under the DRIP.

### ***Liabilities of the Corporation and Managers***

Neither the Corporation nor the Managers is liable for any act undertaken or omitted in good faith. Neither the Corporation nor the Managers can assure a profit or protect any Shareholder against a loss relating to Preferred Shares acquired or to be acquired under the DRIP.

### ***Amendments to Plan and Termination by Corporation***

The Corporation may amend, suspend, or terminate the DRIP at any time upon notice to all Participants. In the event of suspension or termination of the DRIP, the trust will make no investments on the Dividend Payment Dates following the effective date of such suspension or termination.

### ***Tax Consequences***

Generally, a Participant will be taxed on dividends that are reinvested in the same manner as if the Participant had received the dividends in cash. Shareholders should consult their tax advisors about the tax consequences of participating in the DRIP.

## **5.2 Subscription Procedure**

The Offered Shares are offered pursuant to any one of the exemptions under National Instrument 45-106 Prospectus Exemptions ("**NI 45-106**") from the prospectus requirements of securities legislation. Such exemptions relieve the Corporation from provisions under securities legislation requiring the Corporation to file a prospectus and therefore Subscribers do not receive the benefits associated with a subscription for securities issued pursuant to a filed prospectus, including the review of material by a securities commission or similar authority.

The Offered Shares are being offered only in the Selling Jurisdictions and only through registered dealers.

The Corporation will be relying primarily on the offering memorandum exemption under section 2.9 of NI 45-106 (the "**Offering Memorandum Exemption**"), the accredited investor exemption under section 2.3 of NI 45-106 (the "**Accredited Investor Exemption**") and the minimum amount

investment exemption under section 2.10 of NI 45-16 (the “**Minimum Amount Investment Exemption**”).

**Each Subscriber is urged to consult with his own legal adviser as to the details of the statutory exemption being relied upon and the consequences purchasing securities pursuant to such exemption.**

### ***The Subscription Agreement***

Each prospective and qualified investor who wishes to subscribe for Offered Shares must complete and sign the form of Subscription Agreement (including the applicable certificates and risk acknowledgement forms) specifying the number of Offered Shares being subscribed for and follow the instructions set forth therein.

The Subscription Agreement contains, among other things, representations and warranties required to be made by the Subscriber that it is duly authorized to purchase the Offered Shares, that it is purchasing Offered Shares for investment and not with a view for resale, and as to its corporate status or other qualifications to purchase Offered Shares on a “private placement” basis. Reference is made to the Subscription Agreement and related documentation, copies of which are attached hereto as Schedule “A”, for the specific terms of these representations, warranties, and conditions.

### ***Execution and Delivery of Subscription Agreement***

You may subscribe for Offered Shares by delivering the following documents to us at the address shown in the Subscription Agreement:

- a. a completed and executed Subscription Agreement accompanying the form provided with this Offering Memorandum;
- b. Bank draft, wire, order/ electronic funds transfer or certified cheque payable to the Corporation in the amount of the subscription price for the Offered Shares;
- c. any Subscriber purchasing Offered Shares pursuant to the Offering Memorandum Exemption must complete and sign two copies of the Form 45-106F4 – *Risk Acknowledgement* (“**Form 45-106F4**”) attached to the Subscription Agreement (one copy to be retained by the Subscriber and one copy to be delivered to the Corporation);
- d. if the Subscriber is an individual and resident in Alberta, Ontario, Québec or Saskatchewan and is purchasing Offered Shares pursuant to the Offering Memorandum Exemption, the Subscriber must complete, and sign two copies of Schedules A-1 and A-2 attached to the Form 45-106F4 in the Subscription Agreement.
- e. if the Subscriber is purchasing Offered Shares having an aggregate acquisition cost of greater than \$10,000 pursuant to the Offering Memorandum Exemption, the Subscriber may be required to complete and sign additional documentation including an Eligible Investor Questionnaire

- f. if the Subscriber is an “**accredited investor**” as defined in NI 45-106 and is purchasing Offered Shares pursuant to the Accredited Investor Exemption, the Subscriber must complete and sign the Accredited Investor Status Certificate attached to the Subscription Agreement (including the Form 45-106F9 risk acknowledgement form contained therein, if applicable); and
- g. if the Subscriber is relying on the Minimum Amount Investment Exemption, the Subscriber must complete the Certificate for Minimum Amount Investors and Risk Disclosure Form for Minimum Amount Investors attached to the Subscription Agreement.

## **Acceptance of Subscriptions and Closings**

Subscriptions may be accepted at the sole discretion of the Managers, and are subject to the terms and conditions of the Subscription Agreement signed by the Subscriber. The Corporation reserves the right to close the subscription books at any time without notice. Any funds for subscription that the Corporation does not accept will be promptly returned after the Corporation has determined not to accept the funds without interest or deduction.

The authority to accept or reject subscriptions has been delegated to the Managers to ensure that the Corporation maximizes its return for existing Subscribers, that the Corporation remains qualified as a MIC, and to ensure that the Corporation complies with all other relevant securities legislation.

This Offering is not subject to any minimum subscription level except as specified in the Offering Memorandum or as required for the Corporation to maintain its status as a MIC. Therefore, any funds received from a Subscriber are available to the Corporation and need not be refunded to the Subscriber save and except as required by the constating documents of the Corporation, the terms of this Offering Memorandum, or as otherwise required by law.

If this Offering is nullified for any reason, the Subscription Agreement and cash funds received by the Managers prior to the nullification will be returned to Subscribers without interest or deduction as if the Subscribers' subscription had been rejected (whether the subscription(s) had previously been accepted by the Corporation).

A prospective Subscriber will become a shareholder upon execution of a Subscription Agreement, acceptance of the Subscription Agreement by the Managers acting on behalf of the Corporation, payment of the subscription price, and entry of the Subscriber's name in the shareholder register of the Corporation.

Where required under securities legislation, the subscription amount will be held in trust by the Managers until midnight on the second business day after the Subscriber delivers the executed Subscription Agreement. Such subscription proceeds will be held in trust until midnight on the second Business Day after the day the Subscriber signs the applicable Subscription Agreement. If Subscribers provide the Corporation with a cancellation notice prior to midnight of the second Business Day after the signing date, or the Corporation does not accept a Subscriber's subscription, all subscription proceeds will be promptly returned to the Subscriber without interest or deduction. Proceeds received from Subscribers who purchase Offered Shares under this Offering will be held in trust and only released against delivery of the certificates representing the Offered Shares subscribed therefore. If the Offering is terminated prior to Closing, the proceeds

under the Offering received from each Subscriber shall be returned to such Subscriber without interest or deduction. See “*Purchaser’s Rights of Action and Rescission*”.

### ***Personal Information***

Each resident of Ontario who purchases the Offered Shares will be deemed to have represented to the Corporation and each dealer from whom a purchase confirmation is received, that such purchaser has been notified by the Corporation:

- a. that the Corporation may be required to provide personal information pertaining to the purchaser as required to be disclosed in Schedule I of Form 45-106F1 under NI 45-106 (including its name, address, telephone number and the aggregate purchase price of any Offered Shares purchased) (“**personal information**”), which Form 45-106F1 maybe required to be filed by the Corporation under NI 45-106;
- b. that such personal information may be delivered to the Ontario Securities Commission (the “**OSC**”) in accordance with NI 45-106;
- c. that such personal information is collected indirectly by the OSC under the authority granted to it under the securities legislation of Ontario;
- d. that such personal information is collected for the purposes of the administration and enforcement of the securities legislation of Ontario; and
- e. that the public official in Ontario who can answer questions about the OSC’s indirect collection of such personal information is the Administrative Assistant to the Director of Corporate Finance at the OSC, Suite 1903, Box 55, 20 Queen Street West, Toronto, Ontario M5H 3S8, Telephone: (416) 593-8086; and has authorized the indirect collection of the personal information by the OSC.

Furthermore, each Subscriber acknowledges that its name, address, telephone number and other specified information, including the aggregate purchase price paid by the Subscriber, may be disclosed to other Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable Canadian laws. By purchasing the Offered Shares, each Subscriber consents to the disclosure of such information.

### ***Switching Between Classes***

Subscribers can switch Shares of one class into another class of Shares being offered pursuant to the Offering if they meet the requirements for the new class into which they wish to switch, subject, in each case, to the consent of the Corporation which may be exercised by the Manager. A switch may be refused, among other reasons, in order to maintain the Corporation’s status as a MIC. In order to request a switch of Shares, an investor must complete, execute and deliver to the Corporation or to their dealer for delivery to the Corporation a Subscription Agreement corresponding to the Class of Shares into which the investor wishes to switch.

### ***Switch Fees***

If a Shareholder switches from Shares of one class to Shares of another class, the Shareholder will not be charged a switch fee by the Corporation. The Corporation will, at its discretion, waive

the applicable redemption fee when a holder of a Preferred Shares redeems such Shares and invests the proceeds of such redemption into another class of Preferred Shares. See “*Description of Securities Offered – Terms of Securities Offered.*”

In cases where a Shareholder is liable to pay a redemption fee as a result of a switch by the Shareholder of Shares of one Class in exchange for Shares of another Class, the Corporation shall cause the Shareholder to redeem a sufficient number of Shares of the original Class so that the proceeds of such redemption will be sufficient to discharge the amount of the Redemption fee. The remaining number of Shares of the original Class that the Shareholder wished to switch will then be exchanged for consideration consisting solely of Shares of the other Class.

For all switches, a dealer may charge a Shareholder fee based on their own fee structures.

## ITEM 6 REPURCHASE REQUESTS

The following information is provided with respect to the two most recently completed years of the Corporation.

Description of Security	Date of end of financial year	Number of securities with outstanding repurchase requests on the first day of the year	Number of securities for which investors made repurchase requests during the year	Number of securities repurchased during the year	Average price paid for the repurchased securities	Source of funds used to complete the repurchases	Number of securities with outstanding repurchase requests on the last day of the year
Class A Shares	October 31, 2025	-	735,247	735,247	735,247	-	-
Class F Shares	October 31, 2025	-	30,865,549	30,865,549	30,865,549	-	-
Class A Shares	October 31, 2024	-	508,650	508,650	508,650	-	-
Class F Shares	October 31, 2024	-	17,630,567	17,630,567	17,630,567	-	-

The following information is provided with respect to the period commencing November 1, 2025, and ending January 30, 2026.

Description of Security	Beginning and end dates of the period	Number of securities with outstanding repurchase requests on the first day of the period	Number of securities for which investors made repurchase requests during the period	Number of securities repurchased during the period	Average price paid for the securities repurchased	Source of funds used to complete the repurchases	Number of securities with outstanding repurchase requests on the last day of the period
Class A Shares	November 1, 2025 – January 30, 2026	-	107,038.13	107,038.13	107,038.13	0	0
Class F Shares	November 1, 2025 – January 30, 2026	-	8,180,198	8,180,198	8,180,198	0	0

## **ITEM 7 CERTAIN DIVIDENDS OR DISTRIBUTIONS**

The Corporation has not paid dividends or distributions that exceeded cash flow from operations.

## **ITEM 8 INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY**

The following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations pursuant to the Tax Act generally applicable to a holder who acquires Offered Shares under this Offering Memorandum. This summary is only applicable to such a holder who, for purposes of the Tax Act and at all relevant times, (i) is resident, or is deemed to be resident, in Canada, (ii) holds any Offered Shares as capital property, and (iii) deals at arm's length and is not affiliated with the Corporation (a "**Holder**"). Generally, Offered Shares will be considered to be capital property to a Holder provided that the Holder does not hold the Offered Shares in the course of carrying on a business of trading or dealing in securities and has not acquired the Offered Shares in one or more transactions considered to be an adventure in the nature of trade.

Certain Holders who might not otherwise be considered to hold their Offered Shares as capital property may, in certain circumstances, be entitled to have the Offered Shares, and all other "Canadian securities" (as defined in the Tax Act) owned or subsequently acquired by such Holders, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Such Holders should consult their own tax advisors as to whether such election is available and advisable, having regard to their own particular circumstances.

This summary is not applicable to a Holder: (i) that is a "financial institution", as defined in the Tax Act for the purposes of the mark-to-market rules; (ii) an interest in which is or would be a "tax shelter investment" as defined in the Tax Act; (iii) that is a "specified financial institution" as defined in the Tax Act; (iv) who reports its Canadian tax results in a "functional currency" as defined in the Tax Act (which excludes Canadian dollars); or (v) that enters into a "derivative forward agreement" or a "synthetic disposition arrangement" in respect of the Preferred Shares, each as defined in the Tax Act. Any such Holder should consult its own tax advisor with respect to an investment in the Offered Shares. In addition, this summary does not address the deductibility of interest by a Holder who has borrowed money or otherwise incurred debt in connection with the acquisition of Offered Shares.

This summary is based upon the current provisions of the Tax Act and the regulations thereunder (the "**Regulations**"), taking into account all proposed amendments to the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance prior to the date hereof (the "**Tax Proposals**"), and the current administrative practices and assessing policies of the Canada Revenue Agency (the "**CRA**") published in writing by it prior to the date hereof. This summary assumes that the Tax Proposals will be enacted in the form proposed; however, no assurance can be given that the Tax Proposals will be enacted in the form proposed, or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Tax Proposals, does not otherwise take into account or anticipate any changes in the law, whether by way of legislative, governmental or judicial decision or action, or in the administrative practices or assessing policies of the CRA, nor does it take into account other federal or any provincial, territorial or foreign tax laws or considerations, which may differ significantly from the tax considerations described herein.

**The income and other tax consequences of acquiring, holding or disposing of Offered Shares will vary depending on the particular circumstances of the Holder thereof,**

**including any province or territory in which the Holder resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder or prospective Holder, and no representations with respect to the income tax consequences to any Holder or prospective Holder are made. Consequently, Holders and prospective Holders should consult their own tax advisors for advice with respect to the tax consequences to them of acquiring Offered Shares pursuant to the Offering having regard to their particular circumstances.**

### ***Qualification as a MIC***

The Corporation intends to qualify as a MIC throughout its current taxation year and for all of its future taxation years. However, no assurances can be provided in this regard. This summary assumes that the Corporation will qualify as a MIC at all times. The tax treatment to a Holder would be materially different than as described in this summary in the event that the Corporation does not qualify as a MIC. Tax considerations applicable where the Corporation does not so qualify as a MIC at any particular time are not discussed in this summary or elsewhere in this Offering Memorandum.

The Tax Act imposes certain requirements in order for a corporation to qualify as a MIC in a taxation year. These requirements generally will be satisfied by the Corporation if, throughout the taxation year: the Corporation was a Canadian corporation for the purposes of the Tax Act; the Corporation's only undertaking is the investing of its funds and it did not manage or develop real or immovable property; none of the Corporation's property consisted of specified types of foreign property; the Corporation had at all times at least 20 shareholders; no shareholder (together with "related persons" as described below) held directly or indirectly more than 25% of any class of the issued shares of the Corporation; certain dividend rights attach to any preferred shares of the Corporation; the cost amount to the Corporation of certain residential mortgages (see commentary below) and deposits (such residential mortgages and deposits referred to herein as "**Required Property**") plus the amount of any money of the Corporation was at least 50% of the cost amount to it of all of its property; not more than 25% of the cost amount to the Corporation of its property was attributable to certain real or immovable property or leasehold interests therein; and, in circumstances where at any time in the year the cost amount to the Corporation of its Required Property plus the amount of any money of the Corporation represented less than two-thirds of the aggregate cost amount to the Corporation of all of its property, the Corporation's liabilities did not exceed 75% of its assets (at cost amount). Where, however, throughout the year the cost amount to the Corporation of its Required Property plus the amount of any money of the Corporation represented two-thirds or more of the aggregate cost amount to the Corporation of all of its property, the Corporation's liabilities may not exceed 83.33% of its assets (at cost amount).

For these purposes, "related persons" (as referred to above) include a corporation and the person or persons that control the corporation, a parent corporation and its subsidiary corporation(s) and corporations that are part of the same corporate group, and an individual and that individual's spouse, common-law partner or child under 18 years of age. The rules in the Tax Act defining "related persons" for the purposes of the definition of MIC in subsection 130.1(6) of the Tax Act are complex and Holders should consult their own tax advisors in this regard.

For purposes of the 50% asset test noted above, the reference to certain residential mortgages is, more specifically, to debts that are secured by mortgages, hypothecs or in any other manner,

on “houses” as defined in the *National Housing Act* (Canada) or on property included within a “housing project” as defined in the *National Housing Act* (Canada) as it read on June 16, 1999.

### ***Taxation of the Corporation***

The Corporation is a “public corporation” for purposes of the Tax Act on the basis that it qualifies as a MIC. As a public corporation, the Corporation is subject to tax at the full corporate rate on its taxable income.

However, as long as the Corporation is a MIC, special rules in the Tax Act apply to the Corporation which generally enable it to deduct in computing its income for a taxation year the amount of its income for that taxation year that is distributed to its shareholders. Specifically, the Corporation will be entitled to deduct, in computing its income for a taxation year, the total of:

- (a) all taxable dividends, other than capital gains dividends, paid by the Corporation to its shareholders during the year (to the extent not deductible in computing the Corporation's income for the previous year) or within 90 days after the end of the year; and
- (b) one-half of all capital gains dividends paid by the Corporation to its shareholders during the period commencing 91 days after the commencement of the year and ending 90 days after the end of the year.

The Corporation must elect in a prescribed manner to have a dividend qualify as a capital gains dividend. The Corporation may elect that dividends paid during a 12-month period commencing 91 days after the commencement of a taxation year and ending 90 days after the end of the year be capital gains dividends to the extent of the Corporation's capital gains for the year less any applicable capital losses. The election must be made in respect of the full amount of a dividend and can only be made if the Corporation qualifies as a MIC throughout the taxation year in respect of which the dividend is paid. The payment of capital gains dividends allows the Corporation to flow capital gains it realizes through to its shareholders.

The Corporation intends to make distributions to the extent necessary so that it will generally have no taxes payable under Part I of the Tax Act and to elect to have dividends be capital gains dividends to the maximum extent allowable.

### ***Taxation of Holders***

#### *Corporate Dividends*

Taxable dividends, other than capital gains dividends (see below under the subheading “Dispositions of Offered Shares” for a description of the tax treatment of capital gains), received by a Holder (whether paid in cash or reinvested in Preferred Shares) must be included in the Holder's income as interest payable on a bond issued by the Corporation. The amount of a dividend reinvested in additional Preferred Shares will be the cost amount of such Preferred Shares.

The provisions of the Tax Act providing for interest accrual, the gross-up and dividend tax credit in respect of taxable dividends received by individuals from taxable Canadian corporations, and for the deduction generally available to corporations for inter-corporate dividends received, will

not apply in respect of taxable dividends on the Offered Shares. Similarly, the provisions of Part IV of the Tax Act will not be applicable to the receipt of taxable dividends on the Offered Shares by a corporate Holder.

Capital gains dividends received by a Holder (whether paid in cash or reinvested in Preferred Shares) will be treated as a capital gain of the Holder from a disposition of capital property.

#### *Dispositions of Offered Shares*

On the disposition or deemed disposition of an Offered Share by a Holder (other than acquisition by the Corporation), the Holder will generally realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition in respect of such Offered Share, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base of the Offered Share to the Holder. A Holder's proceeds of disposition will not include an amount payable by the Corporation on the Offered Share that is otherwise required to be included in the Holder's income.

For the purpose of determining the adjusted cost base to a Holder of Offered Shares, when a Preferred Share is acquired, the cost of the newly-acquired Preferred Share will be averaged with the adjusted cost base of all of the Preferred Shares of the same class owned by the Holder as capital property immediately before that acquisition. The adjusted cost base of an Offered Share to a Holder will be the cost to the Holder of the Offered Share, with certain adjustments.

On an acquisition of Offered Shares by the Corporation, the Holder generally will be deemed to have received, and the Corporation will be deemed to have paid, a dividend in an amount equal to the amount by which the price paid by the Corporation exceeds the "paid-up capital" (as defined in the Tax Act) of the purchased Offered Shares. This deemed dividend will be treated in the same manner as other dividends received by the Holder from the Corporation, and will depend on whether the Corporation elects that the entire dividend be a capital gains dividend (to the extent the Corporation has realized sufficient capital gains in the year). The balance of the purchase price, if any, will constitute proceeds of disposition of the Offered Shares for purposes of the capital gains rules, as described above.

#### *Capital Gains and Losses*

A Holder is required to include in computing its income for a taxation year one-half of the amount of any capital gain (a "taxable capital gain") realized in the year and, subject to and in accordance with the provisions of the Tax Act, a Holder is required to deduct one-half of the amount of any capital loss (an "allowable capital loss") realized in a taxation year from taxable capital gains realized by the shareholder in the year. Allowable capital losses in excess of taxable capital gains for the year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years subject to and in accordance with the provisions of the Tax Act.

#### *Refundable Tax on Certain Corporations*

A "Canadian-controlled private corporation" or a "substantive CCPC" (each as defined in the Tax Act) that disposes of Offered Shares may be liable to pay an additional tax, a portion of which is refundable, on certain investment income for the year, including amounts in respect of dividends included in income as interest, as described above, and taxable capital gains.

### *Alternative Minimum Tax*

In general terms, net income of the Corporation, paid or payable, or deemed to be paid or payable, to a Holder of Offered Shares who is an individual or trust (other than certain specified trusts), and that is designated as capital gains dividends, and capital gains realized on the disposition of Offered Shares by the Holder may increase the Holder's liability for alternative minimum tax.

### ***Eligibility for Investment by Registered Plans***

The Offered Shares will be qualified investments under the Tax Act for a Registered Plan provided that the Corporation qualifies at all times as a MIC and further provided that at any time in the relevant calendar year, the Corporation does not hold any indebtedness, whether by way of mortgage or otherwise, of a person who is an annuitant, a beneficiary, an employer, or a subscriber under, or a holder of, the particular Registered Plan, or of any other person who does not deal at arm's length with that person for the purposes of the Tax Act.

Notwithstanding that the Offered Shares may be a qualified investment for a trust governed by a tax-free savings account ("TFSA"), a first home savings account ("FHSA"), a registered disability savings plan ("RDSP"), a registered retirement savings plan ("RRSP"), a registered retirement income fund ("RRIF") or a registered education savings plan ("RESP"), the holder of a TFSA, FHSA or RDSP, the annuitant of a RRSP or RRIF or the subscriber of a RESP, as the case may be, which acquires Offered Shares will be subject to a penalty tax under the Tax Act if such Offered Shares are a "prohibited investment" (within the meaning of the Tax Act) for the particular Registered Plan. Offered Shares will not be a prohibited investment for a TFSA, FHSA, RDSP, RRSP, RRIF or RESP provided the holder of the TFSA, FHSA or RDSP, the annuitant of the RRSP or RRIF or the subscriber of a RESP, as applicable, deals at arm's length with the Corporation for purposes of the Tax Act and does not have a "significant interest" (within the meaning of the Tax Act) in the Corporation. A "significant interest" of a shareholder of the Corporation generally means ownership by the shareholder, either alone or together with persons with which the shareholder does not deal at arm's length for purposes of the Tax Act, of 10% or more of the issued shares of any class of the capital stock of the Corporation. In addition, the Offered Shares will not be a prohibited investment if they are "excluded property" as defined in the Tax Act for the applicable Registered Plan.

**Prospective investors who intend to hold Preferred Shares in a Registered Plan should consult with their own tax advisors regarding the application of the prohibited investment rules in the Tax Act having regard to their particular circumstances.**

### **ITEM 9            COMPENSATION PAID TO SELLERS AND FINDERS**

The nature of the compensation that an agent or securities dealers receives depends on the class of Offered Shares purchased by the Subscribers.

#### ***Class A Shares***

CMI and CSI in its capacity as Managers of the Corporation have agreed to retain or engage agents, securities dealers and brokers to arrange, and facilitate the completion of, the sale of the Class A Shares to Subscribers. No fees or trailing commissions shall be payable by either the Corporation or the Managers to such agents, securities dealers or brokers other than the following fees: one time commissions or fees of up to 3% of the funds raised and a trailing commission is

generally calculated and payable quarterly in arrears to dealers whose clients hold Class A Shares at a rate equal to 1% of the net value of the shares, less any shares purchased through the DRIP, attributable to the Class A Shares sold by such dealers as at the last business day of the applicable quarter. The trailing commissions are paid by the Manager out of the fees it receives from the Corporation. The Manager may change or cancel the trailing commission at any time in its sole discretion. In addition, agents, securities dealers and brokers may charge their clients additional fees and commissions to purchase or sell Class A Shares. The Corporation will not pay finder's fees directly to any person.

### ***Class F Shares***

CMI and CSI in its capacity as Managers of the Corporation may retain or engage agents, securities dealers and brokers to arrange, and facilitate the completion of, the sale of the Class F Shares to Subscribers. No fees or trailing commissions shall be payable by either the Corporation or the Managers to such agents, securities dealers or brokers other than a one-time commission or fee of up to 3% of the funds raised.

No trailing commission is paid to a dealer or agent by the Corporation or the Manager in respect of Class F Shares.

Class F Shares are generally available to Subscribers who have fee-based accounts with dealers who have arrangements with the Manager in respect of the Class F Shares. Where a Subscriber does not enter into an agreement with their dealer which identifies an annual service fee payable to their dealer, the Manager may pay an annual dealer service fee which the Manager will negotiate with such dealer and which will be paid directly by the Manager.

### ***Class I Shares***

CMI and CSI in its capacity as Managers of the Corporation may retain or engage agents, securities dealers and brokers to arrange, and facilitate the completion of, the sale of the Class I Shares to Subscribers. No fees or trailing commissions shall be payable by either the Corporation or the Managers to such agents, securities dealers or brokers other than a one time commission or fee of up to 3% of the funds raised.

No trailing commission is paid to a dealer or agent by the Corporation or the Manager in respect of Class I Shares.

## ITEM 10 RISK FACTORS

### 10.1 General

An investment in the Offered Shares offered hereunder involves significant risks due to the nature of the Corporation's business. Subscribers should carefully review the following factors, together with the other information contained in this Offering Memorandum, before making an investment decision.

This is a speculative offering. The purchase of Offered Shares involves a number of risks 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 Subscriber's investment.**

Subscribers should consult with their own independent professional legal, tax, investment and financial advisors before purchasing Offered Shares, 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.

The proceeds of the Offering may not be sufficient to accomplish all the Corporation's proposed objectives. In addition to the factors set forth elsewhere in this Offering Memorandum, Subscribers should consider the following risks before purchasing Offered Shares. Any or all these risks, or other unidentified risks, may have a material adverse effect on the Corporation's business and/or the return to the Subscribers.

### 10.2 Investment Risk

Risks that are specific to the Offered Shares being offered under this Offering include the following:

**No Market for Offered Shares and Restrictions on Transfer** - The Offered Shares are not traded on any stock exchange. As there is no market for the Offered Shares and the Offered Shares are subject to resale restrictions under securities legislation, a Subscriber will not be able to transfer his or her investment or withdraw his or her capital at will. The Offered Shares are also subject to restrictions on transfer under the Corporation's constating documents. An Subscriber may never be able to sell his Offered Shares and recover any part of his or her investment. **Accordingly, an investment in Offered Shares should only be considered by Subscribers who do not require liquidity.** See "*Resale Restrictions.*"

**Lack of Separate Legal Counsel** — The Subscribers, as a group, have not been represented by separate counsel. Neither counsel for the Corporation nor counsel for the Managers purport to have acted for the Subscribers nor to have conducted any investigation or review on their behalf.

**Retraction Liquidity** — The Offered Shares are retractable, meaning that Subscribers have the right to require the Corporation to redeem them, upon appropriate advance notice from the Subscriber to the Corporation. The retraction timings are measured from the date on which the Subscriber is issued the Offered Shares to the date on which the Subscriber is entitled to request redemption by the Corporation. If the Subscriber does not provide the Corporation with the appropriate notice of retraction, the right of retraction is suspended until an additional time period

has elapsed. See “*Description of Offered Securities - Terms of Securities.*” Retraction and redemption of the Offered Shares are subject to the Corporation maintaining its status as a MIC, all as determined solely by the Managers. **Accordingly, this investment may be unsuitable for those prospective Subscribers who require greater liquidity.**

**No Guarantees** — There is no assurance that the Corporation will be able to pay dividends at the level targeted by the Corporation. The funds available for distribution to Preferred Shareholders will vary according to many factors, notably the interest and principal payments received in respect of mortgage loans held by the Corporation. The dividends which Subscribers may be entitled to receive are not cumulative and the Directors have the sole discretion as to whether or not any such dividends are paid. **Therefore, there is no guarantee that any dividends will be paid to the Preferred Shareholders.**

Although mortgage loans made by the Corporation are carefully selected, there can be no assurance that such loans will have a guaranteed rate of return to the Corporation or that losses will not be suffered on one or more loans. Moreover, at any point in time, the interest rates being charged for mortgages are reflective of the general level of interest rates and, as interest rates fluctuate, it is expected that the aggregate yield on mortgage investments will also change. In the event that additional security is given by the borrower or that a third party guarantees the mortgagor’s obligations, there is no assurance that such additional security or guarantee will be sufficient to make the Corporation whole if and when resort is to be had thereto. Although the Corporation will endeavor to maintain a diversified portfolio, the composition of the Corporation’s investment portfolio may vary widely from time to time and may be concentrated by type of security, industry or geography, resulting in the Corporation’s portfolio being less diversified than anticipated. **There is no assurance that the Corporation’s mortgage portfolio will be profitable.**

**No Review by Securities Regulatory Authorities** — The Offering constitutes a private offering of the Offered Shares by the Corporation only in those jurisdictions where and to those persons to whom, they may be lawfully offered for sale under exemptions in securities legislation. No securities commission or similar regulatory authority in Canada or in any other jurisdiction has reviewed or in any way passed on the merits of the securities offered hereunder and any representation to the contrary is an offence.

**As a result, an investment in the Corporation is appropriate only for Subscribers who have a capacity to absorb a loss of all their investment and who can withstand the effect of dividends not being paid in any period or at all.**

**Absence of Management Rights** — In assessing the risks and rewards of an investment in Offered Shares, Subscribers should appreciate they are relying solely on the good faith, judgment and ability of the directors, officers and employees of the Corporation and the Managers to make appropriate decisions with respect to the management of the Corporation, and that they will be bound by the decisions of the Corporation’s and the Managers’ directors, officers and employees. It would be inappropriate for Subscribers unwilling to rely on these individuals to this extent to purchase Offered Shares.

**Leverage** — The Corporation may from time to time borrow under loans with Canadian chartered banks and others. See “*Capital Structure – Long Term Debt Securities.*” Any such borrowings add leverage to the investments made by the Corporation. The obligations under such loans may be secured, and while the addition of leverage has the potential to enhance returns, it also involves

additional risks. There can be no assurance that the leveraging employed by the Corporation will enhance returns, and to the extent that secured lenders realize on their respective collateral, they will have right to receive distributions in priority to the Corporation in addition to the right to seize mortgage assets pursuant to security agreements with the Corporation.

### 10.3 Issuer Risk

Risks that are specific to the Corporation and the Managers include the following:

**MIC Tax Designation** – The Directors will use their best efforts to ensure the Corporation qualifies at all times as a MIC. To that end, the Directors have the discretion to reject any applications for participation in the DRIP (a dividend reinvestment plan) or share subscriptions, transfers, redemptions or retractions where, in the view of the Directors, such acts would result in the Corporation failing to meet the requirements to qualify as a MIC.

As a MIC, the Corporation may deduct taxable dividends it pays from its income and the normal gross up and dividend tax credit rules will not apply to dividends paid by the Corporation on the Preferred Shares. Rather, the dividends will be taxable in the hands of Preferred Shareholders as if they had received an interest payment on a bond issued by the Corporation. If for any reason the Corporation fails to maintain its MIC qualification in a particular year, the dividends paid by the Corporation on the Preferred Shares would cease to be deductible from the income of the Corporation for that year and the dividends it pays on the Preferred Shares would be subject to the normal gross up and dividend tax credit rules to the extent applicable. In addition, the Preferred Shares might cease to be qualified investments for a Registered Plan, with the effect that adverse tax consequences may arise for the Registered Plan and the annuitant, subscriber or beneficiary thereunder or holder thereof. **There can be no assurance that the Corporation will qualify as a MIC at all relevant times.**

**Absence of Voting Rights** – The Offered Shares being sold under this Offering do not carry voting rights, and consequently a Subscriber's investment in Offered Shares does not carry with it any right to take part in the control or management of the Corporation's business, including the election of directors. In assessing the risks and rewards of an investment in Offered Shares, potential Subscribers should appreciate that they are relying solely on the good faith, judgment and ability of the directors, officers and employees of the Corporation, and the Managers to make appropriate decisions with respect to the management of the Corporation, and that they will be bound by the decisions of the Corporation's, and the Managers' directors, officers and employees.

**Dilution** – The number of Offered Shares the Corporation is authorized to issue is unlimited and the Directors have the sole discretion to issue additional Offered Shares. In addition to alternate financing sources, the Corporation may conduct future offerings of Offered Shares in order to raise the funds required which could result in a dilution of the interests of the Subscribers in the Corporation. Any issuance of Offered Shares may have a dilutive effect on existing Shareholders. In addition, under the terms of the Articles of the Corporation, the Preferred Shareholders shall not be entitled to vote or to dissent rights as prescribed by the OBCA in respect of, any proposal to amend the articles of the Corporation to:

- a. increase or decrease any maximum number of authorized Offered Shares, or increase any maximum number of authorized shares of such class or series having rights or privileges equal or superior to the Offered Shares;

- b. effect an exchange, reclassification or cancellation of the Offered Shares; or
- c. create a new class or series of shares inferior, equal or superior to the Offered Shares and no separate class vote shall be required under the Act in respect of the amendment, and the Preferred Shareholders shall have no dissenting rights in respect thereof.

**Conflicts of Interest** – Conflicts of interest may exist, and others may arise, between and among Subscribers and the directors and officers of the Managers and the Corporation and their associates and affiliates. There is no assurance that any conflicts of interest that may arise will be resolved in a manner most favorable to Subscribers. Persons considering a purchase of the Offered Shares pursuant to this Offering must rely on the judgment and good faith of the directors, officers and employees of the Managers and the Corporation in resolving such conflicts of interest as may arise. These individuals are the same people. The Corporation and its shareholders are dependent in large part upon the experience and good faith of the Managers. The Managers are entitled to and do act in a similar capacity for other companies whose investment criteria may be similar to those of the Corporation. As such, there is a risk the Managers will not be able to originate sufficient suitable investment opportunities to keep the Corporation's funds fully invested. Also, the directors and officers of the Managers are employed by or act in other capacities for other companies involved in mortgage and lending activities.

**Reliance on the Managers and Third Parties** – In accordance with the terms of the Management Agreement, the Managers have significant responsibility for assisting the Corporation in conducting its affairs. Any inability of the Managers to perform competently or on a timely basis could negatively affect the Corporation. The Corporation is exposed to adverse developments in the business and affairs of the Managers and to its management and financial strength. The operations of the Corporation and the Managers are highly dependent upon the continued support and participation of their key personnel. The loss of their services may materially affect the timing or the ability of the Corporation to implement its business plan. In order to grow the mortgage portfolio, the Managers and the Corporation may need to retain additional staff and may be required to improve existing systems and controls. There is no assurance that the Corporation will manage its growth effectively or that the Managers will adjust its staffing or systems and controls appropriately. To the extent that the Corporation or the Managers does not do so, the mortgage portfolio and the returns of the Corporation may be negatively affected.

**Future Operations and Possible Need for Additional Funds** – The Corporation requires significant funds to carry out its business plan. In the event the Corporation is unable to raise sufficient funds by this Offering and/or future and/ or other debt or equity financing, the Corporation may have insufficient funds available to it to implement its business plan, and Subscribers may receive no return on their Offered Shares. Certain uninsurable or uninsured events may also occur which can substantially reduce the ability of the Corporation to carry on business in a profitable manner, including natural or man-made disasters. The Corporation anticipates that a substantial portion of the net proceeds of this Offering will be expended by the Corporation in investing in residential mortgages, and also anticipates that the net proceeds of the Offering and anticipated cash flow from operating revenues will be sufficient to carry out the Corporation's business plan. There can be no assurance, however, that the Corporation will generate sufficient cash flow from operations or that it will not encounter unexpected costs in connection with implementing its business plan, and as a consequence there can be no assurances that the Corporation will not require additional financing. The Corporation has no current arrangements with respect to any other additional financing, and there can be no

assurance that any such additional financing can be obtained on terms acceptable to the Corporation, or at all. Failure to obtain additional financing would likely have a substantial material adverse effect on the Corporation. Moreover, in the event the Corporation were to obtain such additional financing, it could have a dilutive effect on Subscribers' participation in the revenues generated through the Corporation's operations.

**Litigation Risk** – The Corporation may, from time to time, become involved in legal proceedings in the course of its business. The costs of litigation and settlement can be substantial and there is no assurance that such costs will be recovered in whole or at all. During litigation, the Corporation is not receiving payments of interest on a mortgage loan that is the subject of litigation, thereby impacting cash flows. The unfavorable resolution of any legal proceedings could have an adverse effect on the Corporation and its financial position and results of operations that could be material.

#### 10.4 Industry Risk

There are also risks faced by the Corporation because of the industry in which it operates. Real property investment is subject to significant uncertainties due, among other factors, to uncertain costs of construction, development and financing, uncertainty as to the ability to obtain required licenses, permits and approvals, and fluctuating demand for developed real estate. The anticipated higher returns associated with the Corporation's mortgage loans reflect the greater risks involved in making these types of loans as compared to long-term conventional mortgage loans.

The yields on real estate investments, including mortgages, depend on many factors including economic conditions and prevailing interest rates, the level of risk assumed, conditions in the real estate industry, opportunities for other types of investments, legislation, governmental regulation and tax laws. The Corporation cannot predict the effect such factors will have on its operations.

The Corporation's investments in mortgage loans will be secured by real property. All real property investments are subject to elements of risk. In addition, prospective Subscribers should take note of the following:

**Competition and Availability of Investments** - The earnings of the Corporation depend on the Corporation's ability, with the assistance of the Managers, to locate suitable opportunities for the investment and reinvestment of the Corporation's funds and on the yields available from time to time on mortgages and other investments. The industry in which the Corporation operates is subject to a wide variety of competition from public and private businesses, many of whom have greater financial and technical resources than the Corporation. An inability to find suitable investments may have an adverse effect on the Corporation's ability to sustain the level of distributions. Competitors may reduce the interest rates they charge, resulting in a reduction of the Corporation's share of the market, reduced interest rates on loans, and reduced profit margins.

**Environmental Liability of a Mortgage** – Under various laws, the Corporation could become liable for the costs of effecting remedial work necessitated by the release, deposit or presence of certain materials, including hazardous or toxic substances and wastes, where the Corporation has exercised its right of re-entry or foreclosure or has otherwise assumed the control, occupation or management of the property. Although the Corporation obtains an evaluation of the property to be subject to a mortgage in the form of a phase I environmental audit where required,

environmental legislation and policies have become an increasingly important feature of property ownership and management in recent years. Under various laws, the Corporation could become liable for the costs of effecting remedial work necessitated by the release, deposit or presence of certain materials, including hazardous or toxic substances and wastes at or from a property, or disposed of at another location.

**Investments not insured** – Neither the Corporation nor the Managers is a member of the Canada Deposit Insurance Corporation and the Offered Shares offered hereunder are therefore not insured against loss through the Canada Deposit Insurance Corporation. Moreover, mortgages held by the Corporation in its capacity are not insured through the Canada Mortgage and Housing Corporation or otherwise.

**Changes in Regulatory Regime** – There can be no assurance that certain laws applicable to the Corporation, including, without limitation, mortgage brokerage laws and securities legislation, will not change in a manner that will adversely affect the Corporation.

**Renewal of Mortgages** – There can be no assurance that any of the mortgages comprising the 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 Managers at the time of renewal.

**Liquidity Risk** – Investments in mortgages are relatively illiquid. This will tend to limit the Corporation's ability to vary its mortgage portfolio promptly in response to changing economic or investment conditions. There is a risk that the Corporation will be unable to meet commitments associated with financial instruments. The Corporation controls liquidity risks through cash flow projections used to forecast funding requirements on mortgage proposals, which include anticipated redemption of Offered Shares. The Corporation commits to mortgage investments only on an assured cash availability basis.

**Priority Over Security** - Financial charges for construction and other financing funded by conventional third party lenders may rank in priority to the mortgages registered in favor of the Corporation. In the event of default by the mortgagor under any prior financial charge, the Corporation may not recover any or all of the monies advanced under foreclosure proceedings.

**Investment Concentration** - As the Corporation may have only one or a limited number of mortgage investments, it is susceptible to adverse market conditions such as business layoffs or downsizing, industry slowdowns, relocations of businesses, changing demographics and other factors. Demand for residential and commercial mortgages could be adversely affected by weakness in the national, regional and local economies, changes in supply of, or demand for, similar or competing sources of mortgage money. To the extent that any of these conditions occur, they are likely to affect the demand for and the interest rate, which could cause a decrease in the interest revenue to the Corporation. Any mortgage default could impair the Corporation's ability to pay dividends to its Preferred Shareholders or could restrict its ability to redeploy capital.

**Sensitivity to Interest Rates** – It is anticipated that the value of the Corporation's investment portfolio at any given time may be affected by the level of interest rates prevailing at such time. The Corporation's income will consist primarily of interest payments on the mortgages comprising

the Corporation's investment portfolio. If there is a decline in interest rates (as measured by the indices upon which the interest rates of the Corporation's mortgage assets are based), the Corporation may find it difficult to make a mortgage loan bearing rates sufficient to ultimately achieve the targeted payment of dividends on the Offered Shares. There can be no assurance that an interest rate environment in which there is a significant decline in interest rates would not adversely affect the Corporation's business, financial condition and results of its operations which in turn would result in an adverse effect on the dividends targeted, payable and/or paid on the Offered Shares. Due to the term of the mortgages made by the Corporation and the inability to accurately predict the extent to which the Corporation's mortgages may be prepaid, it is possible that the Corporation may not be able to sufficiently reduce interest rate risk associated with the replacement of such mortgages through new investments in mortgages, thereby potentially affecting adversely the ultimate return to holders of Offered Shares.

**Mortgage Prepayment** – Mortgages comprising the mortgage portfolio from time to time permit the borrower to prepay the principal amount. Any prepayment bonus or penalty may not fully compensate the Corporation for the total amount of the return foregone had the mortgage been held to term, and the Corporation may not be able to redeploy the capital at the same interest rate.

**Prepayment of Mortgages** – The Corporation may commit to making future mortgage investments in anticipation of repayment of principal outstanding under existing mortgage investments. In the event that such repayments of principal are not made in contravention of the borrowers' obligations, the Corporation may be unable to advance some or all of the funds required to be advanced pursuant to the terms of its commitments and may face liability in connection with its failure to make such advances.

**Higher Risk Mortgages** – The Corporation 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. Non-conventional mortgage investments also attract higher loan loss risk. Credit risk is the risk that the mortgagor will fail to discharge the obligation causing the Corporation to incur a financial loss. The Corporation will try to minimize its credit risk primarily by ensuring that the collateral value of the security fully protects both first, second, and third mortgage advances, that there is a viable exit strategy for each loan, and that loans are made to experienced developers and owners. In addition, the Corporation intends to limit the concentration of risk by diversifying its mortgage portfolio by way of location, property type, maximum loan amount on any one property and maximum loan amount to any one borrower.

This higher risk is compensated for by a higher rate of return. The failure of one or more borrowers to make payments according to the terms of their loan could result in the Corporation exercising its rights as mortgagee and may adversely affect the Corporation's rate of return, which is directly correlated to the receipt of mortgage payments.

**Defaults** – The Corporation's income and funds available for distribution to Subscribers would be adversely affected if a significant number of borrowers were unable to pay their obligations to the Corporation or if the Corporation was unable to invest its funds in mortgages on economically favorable terms. On default by a borrower, the Corporation may experience delays in enforcing its rights as lender and may incur substantial costs in protecting its investment.

If there is default on a mortgage, it may be necessary for the Corporation, in order to protect the investment, to engage in foreclosure or sale proceedings (by power of sale or otherwise) and to make further outlays to complete an unfinished project or to maintain prior encumbrances in good standing. In those cases, it is possible the total amount recovered by the Corporation may be less than the total investment, resulting in loss to the Corporation.

Also, the recovery of a portion of the Corporation's assets, i.e. the property put up as collateral by the defaulting mortgagor, would be tied up for a period of time, diverting resources away from the funding of new investments. Legal fees and other costs incurred by the Corporation in enforcing its rights as mortgagee against a defaulting borrower are borne by the Corporation. Although these fees and costs are often recoverable from the borrower directly or through the sale of the mortgaged property by power of sale or otherwise, there is no assurance that they will be recovered and therefore will result in lower distributions payable to the Corporation and in turn reduced returns to holders of Offered Shares. Due to fluctuations in the housing market and the economy generally, there is a possibility that historical loan default rates may increase and that in any power of sale, the Corporation could lose a substantial portion of the principal amount loaned to the borrower. Loan loss reduces the Corporation's available cash and in turn result in reduced returns to holders of Offered Shares. Excessive loan loss could ultimately result in the Corporation being unable to pay dividends. Excessive loan loss could also ultimately result in the Corporation sustaining an annual net loss, with the result being that the value of the Offered Shares would be less than the \$1.00 subscription price. In such circumstances, the Retraction Payment, net of any accrued dividend distributions, would be less than \$1.00. Such an eventuality could also impact the Corporation's ability to honor retraction requests, depending upon the timing of such requests.

The Corporation may, from time to time, have one or more impaired loans in its portfolio. The Corporation 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.

**Changes in Property Values** – The Corporation's mortgage loans will be secured by real estate, the value of which can fluctuate. The value of real estate is affected by general economic conditions, local real estate markets, the attractiveness of the property to tenants where applicable, competition from other available properties, fluctuations in occupancy rates, operating expenses and other factors. The value of income-producing real property may also depend on the credit worthiness and financial stability of the borrowers and/or the tenants. While independent appraisals are required before the Corporation may make any mortgage investment, the appraised values, even where reported on an "as is" basis, are not necessarily reflective of the market value of the underlying real property, which may fluctuate. In addition, the appraised values reported in independent appraisals may be subject to certain conditions, including the completion, rehabilitation or making of leasehold improvements on the real property providing security for the loan. There can be no assurance that these conditions will be satisfied and, if and to the extent they are not satisfied, the loan amount may prove to exceed the value of the underlying real property thus resulting in a loan loss if the property must be sold to remedy a mortgage default and thereby affecting adversely the return to holders of Offered Shares. Even if such conditions are satisfied, the appraised value may not necessarily reflect the market value of the real property at the time the conditions are satisfied.

**Use of Leverage** – The Corporation has the option to incur indebtedness secured by the Corporation's assets to purchase or make mortgage investments but the Canadian financial

marketplace has a limited number of financial institutions that provide credit to entities such as the Corporation. There can be no assurance such a strategy will enhance returns, and in fact, use of this strategy could adversely affect returns. Use of leverage through borrowing (and the assignment of mortgages as collateral) can also expose the Corporation to additional losses of capital. The Corporation intends to limit its exposure to the potential scarcity of such funds by continuously seeking out new sources of credit. In the event of a wind-up of the Corporation, the indebtedness incurred by the Corporation will rank in priority to the outstanding Offered Shares.

**Changes in the Economy and Credit Markets** – Historically, global financial markets have been subject to periods of volatility and uncertainty, driven by a wide range of factors at any given point in time. These factors may impact the ability of the Corporation to maintain a funding facility with arm’s length third party institutions on terms favorable to the Corporation. Volatility in financial markets may also be reflected in volatility in the market value of the real property underlying the mortgage portfolio.

**FOR THE AFORESAID REASONS AND OTHERS NOT SET FORTH HEREIN, THE OFFERED SHARES INVOLVE A HIGH DEGREE OF RISK. ANY PERSON CONSIDERING THE PURCHASE OF THE OFFERED 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 OFFERED SHARES. THE OFFERED SHARES SHOULD ONLY BE PURCHASED BY PERSONS WHO CAN AFFORD TO LOSE THEIR TOTAL INVESTMENT.**

#### **ITEM 11 REPORTING OBLIGATIONS**

The Corporation is not subject to continuous reporting and disclosure obligations which the securities legislation in any province would require of a “reporting issuer” as defined under securities legislation and there is therefore no requirement that the Corporation make disclosure of its affairs, including, without limitation, the prompt notification of material changes by way of press releases and formal filings.

The Corporation is required under securities legislation to forward to holders of Offered Shares resident in Alberta, Ontario and Saskatchewan that purchased Offered Shares under the Offering Memorandum Exemption, audited annual financial statements and disclosure regarding the use of the aggregate gross proceeds raised by the Corporation under the Offering Memorandum Exemption within 120 days following the end of each fiscal year of the Corporation. The Corporation is also required to forward to holders of Offered Shares resident in Alberta, Ontario and Saskatchewan that purchased Offered Shares under the Offering Memorandum Exemption notice of any change in financial year including further information respecting that change as prescribed under securities legislation within the time limits prescribed under securities legislation.

The Corporation is also required to provide notice to holders of Offered Shares resident in Ontario, that purchased Offered Shares under the Offering Memorandum Exemption within ten (10) days of the occurrence of:

- a. a discontinuation of the Corporation’s business;
- b. a change in the Corporation’s industry; or
- c. a change of control of the Corporation.

The Corporation will provide Preferred Shareholders with all income tax reporting information as and when required by applicable law.

The Corporation is subject to certain reporting requirements under corporate law, for example, the Corporation is required under the OBCA to send a copy of its annual financial statements to its shareholders.

Under the terms of the Management Agreement, the Managers will provide for the preparation of accounting, management and other financial reports as well as the keeping and maintaining of the books and records of the Corporation. The Board has appointed KPMG LLP (333 Bay street, suite 4600, Toronto ON M5H 2S5) to act as the auditors of the Corporation and to report to shareholders with respect to the financial statements of the Corporation as at the end of, and for, each fiscal year.

Since we are not a reporting issuer as defined in securities legislation and our Offered Shares are not publicly traded, no corporate or securities information about us is available from a government, regulatory authority, stock exchange or quotation and trade reporting system. Some securities information about this Offering and previous offerings of the Corporation is available from the Ontario Securities Commission at [www.osc.gov.on.ca](http://www.osc.gov.on.ca); British Columbia Securities Commission <https://www.bcsc.bc.ca/> and SEDAR+ at <https://www.sedarplus.com>.

Further information about us is posted and available for review by investors at <https://cmimic.ca/> or from the Corporation at the contact information set out on the face page of this Offering Memorandum.

## **ITEM 12      RESALE RESTRICTIONS**

### **12.1      General Statement**

Pursuant to securities legislation, the Offered Shares are subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the Offered Shares unless you comply with an exemption from the prospectus and registration requirements under securities legislation.

### **12.2      Restricted Period**

Unless permitted under securities legislation, in all jurisdictions in Canada other than Manitoba, you cannot trade the Offered Shares before the date that is four months and a day after the date the Corporation becomes a “reporting issuer” as defined under securities legislation in any province or territory of Canada. The Corporation will not become a reporting issuer upon completion of this Offering and does not currently anticipate ever becoming a reporting issuer.

**The resale restriction on the securities may therefore never expire. Subscribers are advised to seek legal advice prior to any resale of the Offered Shares.**

### **12.3      Manitoba Resale Restrictions**

Unless permitted under securities legislation, you must not trade the Shares without the prior written consent of the regulator in Manitoba unless:

- a. the Corporation has filed a prospectus with the regulator in Manitoba with respect to the securities you have purchased and the regulator in Manitoba has issued a receipt for that prospectus; or
- b. you have held the securities for at least 12 months.

The regulator in Manitoba will consent to your trade if the regulator is of the opinion that to do so is not prejudicial to the public interest.

## ITEM 13 PURCHASERS' RIGHTS

**If you purchase these securities, you will have certain rights, some of which are described below.**

The following summaries are subject to any express provisions of the securities legislation of each Selling Jurisdiction. Please refer to that securities legislation for the complete text of such provisions. The rights of action described herein are in addition to and without derogation from any other right or remedy that a Subscriber may have at law.

**For complete information about your rights, you should consult a lawyer.**

### **Two-Day Cancellation Right**

You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the 2nd business day after you sign the Subscription Agreement to buy the securities.

### **Statutory Rights of Action in the Event of a Misrepresentation**

Any Offering Memorandum marketing materials related to this Offering which are delivered or made reasonably available to a purchaser before the closing of that purchaser's subscription for Offered Shares are deemed to be incorporated by reference in this Offering Memorandum. As used herein, "Offering Memorandum marketing materials" has the same meaning as "OM marketing materials" has in NI 45-106.

The marketing materials delivered or made reasonably available to a prospective purchaser before the termination of the distribution, related to each distribution under this Offering Memorandum, are incorporated by reference in this Offering Memorandum. The Corporation reserves the right to modify these marketing materials in a nonmaterial way without re-delivering or without making reasonably available such modified marketing materials to a prospective purchaser.

Securities legislation in certain of the provinces and territories of Canada provides purchasers or requires purchasers to be provided with a remedy for rescission or damages where an offering memorandum and any amendment to it (for the purposes of this ITEM 13, an "**Offering Memorandum**") contain a Misrepresentation. As used herein, "**Misrepresentation**" means:

- a. in the case of all jurisdictions except Québec, an untrue statement of a material fact, or an omission to state a material fact that is required to be stated, or that is necessary to make a statement not misleading in the light of the circumstances in which it was made; and
- b. in the case of Québec, any misleading information on a material fact as well as any omission of a material fact. These remedies, or notice with respect thereto, must be exercised, or delivered, as the case may be, by the purchaser within the time limit prescribed by the applicable securities legislation. Each purchaser should refer to provisions of the applicable securities legislation for the particulars of these rights or consult with a legal advisor.

## Rights for Subscribers in Ontario

Securities legislation in Ontario provides purchasers of Offered Shares pursuant to this Offering Memorandum with a remedy for damages or rescission, or in both, in addition to any other rights they may have at law, where the Offering Memorandum and any amendment to it contains a “**Misrepresentation**”. Section 130.1 of the Securities Act (Ontario) and Ontario Securities Commission Rule 45-501 provides that every purchaser of securities pursuant to an offering memorandum shall have a statutory right of action for damages or rescission against the issuer and any selling security holder in the event that the offering memorandum contains a Misrepresentation.

A purchaser who purchases securities offered by the offering memorandum during the period of distribution has, without regard to whether the purchaser relied upon the Misrepresentation, a right of action for damages or, alternatively, while still the owner of the securities, for rescission against the issuer and any selling security holder provided that:

- a. if the purchaser exercises its right of rescission, it shall cease to have a right of action for damages as against the issuer and the selling security holders, if any;
- b. the issuer and the selling security holders, if any, will not be liable if they prove that the purchaser purchased the securities with knowledge of the Misrepresentation;
- c. the issuer and the selling security holders, if any, will not be liable for all or any portion of damages that it proves do not represent the depreciation in value of the securities as a result of the Misrepresentation relied upon; and
- d. in no case shall the amount recoverable exceed the price at which the securities were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights:

- a. in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- b. in the case of an action for damages, the earlier of:
  - i. 180 days after the date that the purchaser first had knowledge of the facts giving rise to the cause of action; or
  - ii. three years after the date of the transaction that gave rise to the cause of action.

Where this Offering Memorandum is delivered, but the distribution is made in reliance on the exemption from the prospectus requirements contained under section 2.3 of NI 45-106 (the “**accredited investor exemption**”): The rights referred to in section 130.1 of the *Securities Act* (Ontario) do not apply in respect of an offering memorandum (such as this Offering Memorandum) delivered to a prospective purchaser in connection with a distribution made in reliance on the accredited investor exemption if the prospective purchaser is:

- a. a Canadian financial institution or a Schedule III bank (each as defined in NI 45-106);
- b. the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada); or
- c. a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

### **Rights of Subscribers in British Columbia and Alberta**

A purchaser of Offered Shares pursuant to this Offering Memorandum who is a resident in Alberta or British Columbia has, in addition to any other rights the Subscriber may have at law, a right of action for damages or rescission against the Corporation if this Offering Memorandum, together with any amendments hereto, contains a Misrepresentation. A purchaser has additional statutory rights of action for damages against every director of the Corporation at the date of this Offering or amendment hereto and every person or company who signed this Offering Memorandum or amendment hereto.

If this Offering Memorandum or any amendment hereto contains a Misrepresentation, which was a Misrepresentation at the time the Offered Shares were purchased, the purchaser will be deemed to have relied upon the Misrepresentation and will, as provided below, have a right of action against the Corporation for damages or alternatively, if still the owner of any of the Offered Shares purchased by that subscriber, for rescission, in which case, if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages against the Corporation, provided that:

- a. no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b. in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation;
- c. in no case will the amount recoverable in any action exceed the price at which the securities were purchased by the purchaser under this Offering Memorandum; and
- d. in the case of a purchaser resident in Alberta, no person or company, other than the Corporation, will be liable if such person or company is entitled to rely upon certain statutory provisions set out in subsections 204(3)(a)-(e) of the *Securities Act* (Alberta).

No action may be commenced more than:

- a. in the case of an action for rescission, more than 180 days after the date of the transaction that gave rise to the cause of action; or
- b. in the case of any other action, other than an action for rescission, more than the earlier of

- i. 180 days after the subscriber first had knowledge of the facts giving rise to the cause of action; or
- ii. three years after the date of the transaction that gave rise to the cause of action.

### **Rights for Subscribers in Saskatchewan**

The *Securities Act*, 1988 (Saskatchewan) will provide statutory rights to purchasers of Offered Shares in Saskatchewan as described in the *Securities Act*, 1988 (Saskatchewan) upon their coming into force. Such Act provides that, subject to certain limitations, in the event that this Offering Memorandum and any amendment to this Offering Memorandum contain a Misrepresentation, a purchaser who purchases Offered Shares under this Offering Memorandum or an amendment to this Offering Memorandum, has a right of action for damages against the Corporation, every promoter of The Corporation, every person who signed this Offering Memorandum or the amendment to this Offering Memorandum and every person who or company that sells securities on behalf of the Corporation under this Offering Memorandum or amendment to this Offering Memorandum. Alternatively, where the purchaser purchased Offered Shares, the purchaser may elect to exercise a right of rescission against the Corporation.

The *Securities Act*, 1988 (Saskatchewan) also provides that, subject to certain limitations, where any advertising or sales literature (as such terms are defined in The *Securities Act*, 1988 Saskatchewan) disseminated in connection with the Offering contains a Misrepresentation, a purchaser who purchases Offered Shares referred to in that advertising or sales literature has a right of action against the Corporation, every promoter of the Corporation and every person who or company that sells Offered Shares under the Offering with respect to which the advertising or sales literature was disseminated.

In addition, subject to certain limitations, where an individual makes a verbal statement to a prospective purchaser that contains a Misrepresentation relating to the Offered Shares of the Corporation and the verbal statement is made either before or contemporaneously with the purchase of Offered Shares of the Corporation, the purchaser has a right of action for damages against the individual who made the verbal statement. No action shall be commenced to enforce the foregoing rights:

- a. in the case of an action for rescission, more than 180 days after the date of the transaction that gave rise to the cause of action; or
- b. in the case of any action, other than an action for rescission, more than the earlier of
  - i. one year after the purchaser first had knowledge of the facts giving rise to the cause of action, or
  - ii. six years after the date of the transaction that gave rise to the cause of action.

## **Rights for Subscribers in Manitoba**

The *Securities Act* (Manitoba) provides purchasers of securities under a private placement who receive this Offering Memorandum with certain statutory rights in the event there is a Misrepresentation in this Offering Memorandum. In such event, Subscribers would have a statutory right:

- a. to cancel the agreement to buy Offered Shares; or
- b. to sue for damages against the Corporation, every person who is a director at the date of the Offering Memorandum, and every person or company who signed the Offering Memorandum. The statutory right to sue is available to a purchaser whether the purchaser relied on the Misrepresentation. If a purchaser chooses to rescind a purchase, the purchaser cannot then sue for damages. In addition, in an action for damages, a person will not be liable for all or any portion of damages that the person proves do not represent the depreciation in value of the securities as a result of the Misrepresentation. Furthermore, the amount recoverable in an action for damages will not exceed the price at which the securities were offered. There are various defenses available to the persons that a purchaser has a right to sue. For example, a person has a defense if the purchaser knew of the Misrepresentation when the purchaser purchased the securities. If a purchaser intends to rely on the rights described above in paragraph (a) or (b), the purchaser must do so within strict time limitations. A purchaser must commence an action to cancel the agreement within 180 days after the transaction or commence action for damages within the earlier of
  - i. 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or
  - ii. two years after the day of the transaction.

## **Rights for Subscribers in New Brunswick**

In the event that this Offering Memorandum, together with any amendments hereto used in connection herewith, is delivered to a purchaser of Offered Shares resident in New Brunswick, or in any other information provided pursuant to the Offering, contains a Misrepresentation and it was a Misrepresentation at the time of purchase of Offered Shares by such purchaser, the purchaser will be deemed to have relied upon the Misrepresentation and will, as provided below, have a right of action against the Corporation for damages; or, while still the owner of the Offered Shares purchased by that purchaser, for rescission against the Corporation, in which case, if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages against the Corporation, provided that:

- a. the right of action for rescission or damages must be exercisable by the purchaser not later than,
  - i. in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or

- ii. to cancel your agreement to buy these securities, or in the case of any action, other than an action for rescission, the earlier of
  - A. one year after the plaintiff first had knowledge of the facts giving rise to the cause of action, or
  - B. six years after the date of the transaction that gave rise to the cause of action;
- b. the defendant will not be liable if it proves that the purchaser purchased the Offered Shares with knowledge of the Misrepresentation;
- c. in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the Offered Shares as a result of the Misrepresentation relied upon; and
- d. in no case will the amount recoverable in any action exceed the price at which the Offered Shares were sold to the purchaser.

### **Rights for Subscribers in Nova Scotia**

In the event that this Offering Memorandum, together with any amendments hereto used in connection herewith, is delivered to a purchaser of Offered Shares resident in Nova Scotia, or in any advertising and sales literature provided with respect to the Offering, contains a Misrepresentation and it was a Misrepresentation at the time of purchase of Offered Shares by such purchaser, the purchaser will be deemed to have relied upon the Misrepresentation and will, as provided below, have a right of action against the Corporation, the Trustees and any person executing the certificate to this Offering Memorandum or any amendment hereto for damages; or, while still the owner of the Offered Shares purchased by that purchaser, for rescission against the Corporation, in which case, if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages against the Corporation, the Trustees or any person executing the certificate to this Offering, provided that:

- a. the right of action for rescission or damages must be exercisable by the purchaser not later than,
  - i. in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
  - ii. in the case of any action, other than an action for rescission, the earlier of,
    - A. 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or
    - B. three years after the date of the transaction that gave rise to the cause of action;
- b. the defendant will not be liable if it proves that the purchaser purchased the Offered Shares with knowledge of the Misrepresentation;

- c. in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the Offered Shares as a result of the Misrepresentation relied upon; and
- d. in no case will the amount recoverable in any action exceed the price at which the Offered Shares were sold to the purchaser.

### **Rights for Subscribers in Newfoundland and Labrador**

In the event that this Offering Memorandum, together with any amendments hereto used in connection herewith, is delivered to a purchaser of Offered Shares resident in Newfoundland contains a Misrepresentation and it was a Misrepresentation at the time of purchase of Offered Shares by such purchaser, the purchaser will be deemed to have relied upon the Misrepresentation and will, as provided below, have a contractual right of action against the Corporation, every Trustee at the date of the Offering Memorandum, and every person who signed the Offering Memorandum, for damages; or, while still the owner of the Offered Shares purchased by that purchaser, for rescission against the Corporation, in which case, if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages against the Corporation, provided that:

- a. the right of action for rescission or damages must be exercisable by the purchaser not later than,
  - i. in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
  - ii. in the case of any action, other than an action for rescission, the earlier of,
    - A. 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or
    - B. three years after the date of the transaction that gave rise to the cause of action;
- b. the defendant will not be liable if it proves that the purchaser purchased the Offered Shares with knowledge of the Misrepresentation;
- c. in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the Offered Shares as a result of the Misrepresentation relied upon; and
- d. in no case will the amount recoverable in any action exceed the price at which the Offered Shares were sold to the purchaser.

### **Rights of Subscribers in Prince Edward Island, Northwest Territories, Nunavut or Yukon**

Securities legislation in Prince Edward Island, Northwest Territories, Nunavut or Yukon provides that, where an offering memorandum (such as this Offering Memorandum) contains a Misrepresentation, a purchaser resident in that province who purchases securities offered by the offering memorandum has a right of action for damages against the issuer, the selling security

holder on whose behalf the distribution is made, every director of the issuer at the date of the offering memorandum, and every person who signed the offering memorandum, or the purchaser may exercise a right of action for rescission against the issuer or selling security holder, in which case the purchaser will have no right of action for damages against any of the persons listed above.

The foregoing statutory rights are subject to various defenses available to a defendant. In particular, the purchaser shall have no right of action for damages or rescission if the defendant proves that the purchaser purchased the securities with knowledge of the misrepresentation, and in an action for damages, the defendant will not be liable for any damages that the defendant proves do not represent the depreciation in value of the securities resulting from the misrepresentation. Moreover, in no event will the amount recoverable by a purchaser exceed the price at which the securities were offered. If a purchaser intends to rely on the rights described above, they must do so within strict time limitations contained in the securities legislation of Prince Edward Island, Northwest Territories, Nunavut or Yukon, as the case may be.

### **Rights of Subscribers in Québec**

Notwithstanding that the securities legislation of Québec does not provide or require the Corporation to provide purchasers resident in Québec any rights of action in circumstances where the Offering Memorandum contains a Misrepresentation, the Corporation hereby grants to purchasers of Offered Shares in Québec under this Offering Memorandum contractual rights of action in circumstances where the Offering Memorandum contains a Misrepresentation to the same extent as purchasers of Offered Shares who are resident in Ontario. See “*Rights of Subscribers in Ontario*” above.

### **General**

The foregoing summaries are subject to any express provisions of the securities legislation of each Selling Jurisdiction and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions. The rights of action described herein are in addition to and without derogation from any other right or remedy that the purchaser may have at law.

### **Language of Documents**

Upon receipt of this document, each Subscriber hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of securities described herein (including for greater certainty any purchase confirmation or notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur confirme par les présentes qu’il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d’achat ou tout avis) soient rédigés en anglais seulement.

**ITEM 14**      **FINANCIAL STATEMENTS**

Included in the Offering Memorandum immediately before the certificate page of the Offering Memorandum are all required financial statements.

**ITEM 15**      **DATE AND CERTIFICATE**

**CMI High-Yield Opportunity Fund Corp.**

Dated: February 27, 2026

This offering memorandum does not contain a misrepresentation.

**On behalf of the Board of Directors**

**“Bryan Jaskolka”**

Bryan Jaskolka  
Chief Executive Officer & Director

**“Alan Jaskolka”**

Alan Jaskolka  
Chief Financial Officer & Director