

## OFFERING MEMORANDUM

*This Offering Memorandum constitutes a private offering of securities only in those jurisdictions and to those persons where and to whom they may be lawfully sold and therein only by those entities permitted to sell such securities. This Offering Memorandum is not, and under no circumstances is it to be construed as a prospectus, advertisement or public offering of the securities referred to herein. **No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. This is a risky investment. See Item 10 "Risk Factors".** Persons who will be acquiring securities pursuant to this Offering Memorandum will not have the benefit of the review of the material by the securities commissions or similar authorities in Canada. The securities offered hereunder will be issued under exemptions from the registration and prospectus requirements of the applicable securities laws of the Provinces of British Columbia, Alberta and Ontario and the rules, regulations and policies thereunder and will be subject to certain resale restrictions. These securities will not be offered for sale in the United States of America.*

**April 27, 2023**

**Continuous Offering**

### **MANCHESTER INVESTMENTS INC.**

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

\$1.00 per Redeemable Preferred Share

Minimum Subscription: There is no minimum amount

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

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

The Offering is being made with reliance on certain exemptions from the registration and prospectus filing requirements available under the securities laws of the Provinces of British Columbia, Alberta and Ontario. As a result, the Preferred Shares offered herein will be subject to the applicable resale restrictions under these laws. You will be restricted from selling your securities for an indefinite period. See Item 12 "*Resale Restrictions*". There are certain risk factors inherent in an investment in the Preferred Shares and in the activities of the Company. See Item 10 "*Risk Factors*".

Subscriptions will be received if, as and when accepted, subject to prior sale and satisfaction of the conditions set forth under Item 5.2 "*Subscription Procedure*" and to the right of the Company to close the subscription books at any time without notice. The Offering is continuous and Preferred Shares will be available for sale. Purchasers will have two Business Days to cancel their agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, purchasers will have the right to sue either for damages or to cancel their agreement to purchase these securities. See Item 5.2 "*Subscription Procedure*" and Item 13 "*Purchasers' Rights*".

## **DISCLAIMERS**

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

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

All marketing materials related to each distribution under this Offering Memorandum which are delivered or made reasonably available to a prospective purchaser before the termination of the distribution are incorporated into and form part of this Offering Memorandum.

**OFFERING MEMORANDUM**  
for  
**MANCHESTER INVESTMENTS INC.**

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

Date: April 27, 2023

**The Issuer**

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

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

Phone no.: 604.581.2161

Website address: <https://amurcapital.ca/manchester-investments/>

Email address: invest@amurgroup.ca

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

Reporting issuer: No.

**The Offering**

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

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

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

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

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

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

Income Tax consequences: There are important tax consequences to these securities (see Item 8 "*Income Tax Consequences and RRSP/TFSA Eligibility*").

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*".

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

Pursuant to an EMD agreement dated January 1, 2020 (the "**EMD Agreement**") and a finder's fee agreement dated May 18, 2022 (the "**Intrysync Agreement**"), the Company has engaged AMUR Capital and Intrysync, respectively, as its EMDs to sell its Preferred Shares in British Columbia and Alberta (in the case of AMUR Capital) and in Ontario (in the case of Intrysync). At this time, no other dealer has been retained by the Company in respect of the Offering, however, the Company intends to pay a sales fee or dealer fee to registered securities dealers and exempt market dealers, subject to negotiation, to sell the Company's Preferred Shares (see Item 9 "*Compensation Paid to Sellers and Finders*" and Item 2.7 "*Material Contracts*").

Insufficient Funds: Funds available under the offering may not be sufficient to accomplish the proposed objectives. See Item 2.6- "*Insufficient Funds*".

Resale Restrictions: As there is no market for the Preferred Shares, it may be difficult or even impossible to sell them. Preferred Shares are subject to resale restrictions and you will be restricted from selling your Preferred Shares for an indefinite period (see Item 12 "*Resale Restrictions*"). However, you may elect to redeem any or all of your Preferred Shares at certain times if you follow the procedures established (see Item 5.1 "*Terms of Preferred Shares – Rights of Redemption by the Shareholder*").

Working Capital Deficiency	The Company does not have a working capital deficiency. See Item 1.1 – Net Funds.
Certain Related Party Transactions	This offering memorandum contains disclosure with respect to one or more transactions between the Company and a related party. See item 2.8.
Certain Dividends or Distributions	The Company has paid dividends.
Conditions on Repurchases	<b>The Directors (as defined below) may determine that the Company shall not in any one fiscal year redeem more than five percent (5%) of the number of issued and outstanding Preferred Shares. See Item 5.1 "Terms of Preferred Shares".</b>
Purchaser's rights:	<p>You have two (2) business days to cancel your agreement to subscribe for Preferred Shares. If there is a misrepresentation in this offering memorandum, you have a right to damages or to cancel the agreement. See Item 13 "<i>Purchasers' Rights</i>".</p> <p><b>No securities regulatory authority has assessed the merits of these securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. This is a risky investment (see Item 10 "<i>Risk Factors</i>").</b></p>

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## Glossary

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

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

"**AFG**" means Amur Financial Group Inc.;

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

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

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

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

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

"**Common Share**" means a common share in the capital of the Company;

"**Director**" means a director of the Company;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## CANADIAN CURRENCY

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

### ITEM 1 USE OF AVAILABLE FUNDS

#### 1.1 Net Funds

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

Notes:

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

#### 1.2 Use of Available Funds

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

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



### 1.3 Reallocation

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

## ITEM 2 BUSINESS OF THE COMPANY AND OTHER INFORMATION AND TRANSACTIONS

### 2.1 Structure

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

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

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

On September 11, 2018, the Company was registered as an extra-provincial corporation in Quebec. The agent for service in Quebec is located at 4100-1155 boul. René-Lévesque O., Montreal, Quebec, H3B 3V2.

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

The Company does not have any subsidiaries or proposed subsidiaries.

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

### 2.2 The Company's Business

#### The Company

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

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

The Company invests primarily in first and second residential Mortgages whereby the Mortgage portfolio shall have a minimum of 65% of the portfolio invested in first Mortgages and no more than 10% of the

portfolio can be invested in commercial properties. Unless otherwise approved by the Directors, the loan to value for first Mortgages on each individual Mortgage cannot exceed 75%, and for second Mortgages, the loan to value on each individual Mortgage cannot exceed 65% of the appraised value of the Real Property against which they are secured. Appraisals are obtained prior to funding a mortgage and ordered by management at their discretion during the term of the mortgage. Appraisals are done by an independent third party.

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

The Company has engaged AFG to act as its agent with respect to originating Mortgage applications for Mortgage Loans in order to assist the Company in its lending decisions. The Company relies exclusively on the expertise of AFG and its wholly owned subsidiaries for a regular flow of Mortgage application investment opportunities. The Company may assign or sell mortgages to other entities in the course of its business.

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

As a MIC, the Company is allowed to deduct dividends that it pays from its income. The Company intends to pay out all of its net income and net realized capital gains as dividends within the time period specified in the Tax Act and as a result does not anticipate paying any income tax (see Item 8 "*Income Tax Consequences and RRSP/TFSA Eligibility*").

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

The Company currently has a revolving credit facility up to a maximum principal amount of \$150,000,000 (with an accordion feature of up to an additional \$25,000,000) with a Canadian financial institution (see Item 2.7 "*Material Contracts*"). The Company intends to borrow to the extent that the Directors are satisfied that such borrowing and additional investments will increase the overall profitability of the Company without adding undue risk.

### **Mortgage Brokerage**

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

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

### **Nature of Projects to be Financed**

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

The Company's typical investment will be a residential loan with a term of two years or less, secured by either a first or second Mortgage against residential property. If the term of a residential loan exceeds one year, the interest rate in years subsequent to the first year will typically be adjusted annually relative to the prime interest rate in effect at the time of adjustment. The interest rate for loans will fluctuate based on competitive market environment and Bank of Canada prime rate. The term range for 2022 was 1 to 2 years and the interest rate range was 4.99% to 13.25% respectively.

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

### **Investment Policies**

The Company's investment policies are consistent with the Company's Articles and all relevant legislation governing the Company. Unless otherwise approved by the Directors of the Company, the Company has approved the following policies:

- All investments must be secured by Mortgages.
- To have a minimum of 65% of the portfolio invested in 1st Mortgages.
- For 1st Mortgages, the loan-to-value on each individual Mortgage cannot exceed 75%.
- For 2nd Mortgages, the loan-to-value on each individual Mortgage cannot exceed 65%.
- All Mortgages require an independent property appraisal prior to investing.
- The term on any Mortgage is not to exceed two years.
- No single investment involving one property or development, or involving several properties or developments, will exceed \$1,500,000.

### **Operating Policies**

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

- The corporation must be a Canadian corporation.
- The corporation must have at least 20 shareholders.
- No shareholder can own more than 25% of the issued shares of any class of the corporation.

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

### **Impact of Pandemic**

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

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

### **Change in Fiscal Year End**

The Company changed its fiscal period to end on December 31 instead of May 31 to better align the reporting of the Company's performance and facilitate the preparation of tax slips for its investors, which are calculated on a calendar year-end basis.

### **Financial Services**

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

- source borrower Mortgage applications;
- speak with borrowers about Mortgages, explain the Mortgage terms and different Mortgage options, make recommendations, and review Mortgage documents and/or disclosure statements;
- assess the credit worthiness of potential borrowers on behalf of the Company;
- obtain supporting documentation and conduct credit bureau checks;

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

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

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

The Mortgage Brokerage Services Agreement may be terminated:

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

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

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

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

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

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

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

The Company engaged Intrinsyc on a "limited efforts", non-exclusive basis under the Intrinsyc Agreement to identify potential sources of capital for the Company pursuant to the terms thereof (see Item 2.7 "Material Contracts").

## 2.3 Development of the Business

The Company was incorporated on October 24, 2007 and has conducted the business of investing in Loans secured by Mortgages since inception. As at December 31, 2022, the Company has issued 122,641,942 Preferred Shares and has made Loans in the aggregate amount of \$217,679,995.

### Mortgage Portfolio

As of December 31, 2022, the Company's funds were invested in 812 Mortgages ranging in amounts from \$0.43 to \$3,749,666. The weighted average interest rate of the portfolio was 7.37% with weighted average term of mortgages in the portfolio of approximately 12.4 months. As of March 31, 2023, mortgages with maturity in less than one year represent 85.0% of the total outstanding principal of the portfolio. The Mortgage portfolio may change frequently due to Mortgage payouts (i.e. the borrower refinances, sells his/her property), new capital invested in the Company and profits earned that are not paid out in the form of dividends. The Mortgage portfolio composition as of December 31, 2022 was as follows.

Region	# of Mortgages	1st Mortgages	2nd Mortgages	3rd Mortgages	Other Mortgages	Total Value	Average LTV
<b>MVRD / FVRD</b>	202	\$ 56,403,760	\$ 10,475,046	\$ 215,908	\$ 1,482,916	\$ 67,094,714	46.7%
<b>Victoria</b>	19	\$ 4,280,586	\$ 376,286	\$ 0	\$ 0	\$ 4,656,872	42.4%
<b>Other BC</b>	35	\$ 8,034,705	\$ 754,797	\$ 0	\$ 0	\$ 8,789,501	42.5%
<b>Edmonton</b>	35	\$ 3,457,705	\$ 15,800	\$ 0	\$ 4,494	\$ 3,477,999	43.2%
<b>Calgary</b>	38	\$ 3,684,890	\$ 241,122	\$ 0	\$ 0	\$ 3,926,012	36.1%
<b>Other Alberta</b>	9	\$ 933,390	\$ 0	\$ 0	\$ 0	\$ 933,390	34.6%
<b>Greater Toronto</b>	270	\$ 69,141,181	\$ 16,954,466	\$ 700,496	\$ 2,721,972	\$ 89,518,116	48.2%
<b>Other Ontario Urban</b>	109	\$ 16,249,733	\$ 2,860,230	\$ 0	\$ 206,162	\$ 19,316,125	46.2%
<b>Other Ontario Rural</b>	95	\$ 16,711,889	\$ 3,255,378	\$ 0	\$ 0	\$ 19,967,267	49.5%
<b>Totals</b>	<b>812</b>	<b>\$ 178,897,838</b>	<b>\$ 34,933,125</b>	<b>\$ 916,404</b>	<b>\$ 4,415,544</b>	<b>\$ 217,679,995</b>	<b>47.0%</b>

Notes:

- (1) Other Mortgages includes inter alia mortgages. An inter alia mortgage is a mortgage that has security over two or more properties. As of December 31, 2022, the Company had approximately \$4,415,544 in inter alia mortgages, which are first and/or second mortgages on the properties.

- (2) LTV is the acronym for "Loan to Value". The LTV of any specific Mortgage is equal to the sum of the Company's Mortgage plus any prior Mortgages divided by the value of the property. The LTV calculations in the above table were completed at the time the Mortgages were originally funded. Thus, the above calculations are not an exact indicator of the actual LTV(s) as of December 31, 2022 as the property prices and/or Mortgage values may have changed since the time the Mortgage was originally funded.
- (3) MVRD/FVRD is the Metro Vancouver Regional District and Fraser Valley Regional District, respectively. It includes Vancouver, Surrey, Maple Ridge, Langley, New Westminster, Coquitlam, Port Coquitlam, Richmond, North Vancouver, West Vancouver, Delta, Aldergrove, Chilliwack, Abbotsford, Port Moody and Mission.
- (4) Other Ontario Urban includes Ottawa, Hamilton, London, Windsor, Kitchener-Waterloo, St. Catharines, Barrie, Kingston and Guelph.
- (5) All mortgage properties are located in Canada, no mortgages are on properties in the United States or foreign jurisdictions.
- (6) No individual mortgage makes up more than 10% of the portfolio.

As of December 31, 2022, the position composition of the Company's portfolio was as follows:

Position	# of Files	Value of Mortgages	% of Total Portfolio
First Position	578	\$178,897,838	82.2%
Second Position	229	\$39,348,669	18.1%
Third Position or Below	8	\$916,404	0.4%
<b>Total</b>	<b>812</b>	<b>\$217,679,995</b>	<b>100%</b>

As of December 31, 2022, the interest rate composition of the Company's portfolio was as follows:

Interest Rate Range	# of Mortgages	Value of Mortgages	Average LTV
<b>Less than 6%</b>	74	\$33,483,433	49.2%
<b>6 to 6.99%</b>	128	\$39,604,949	46.1%
<b>7 to 7.99%</b>	264	\$73,402,325	46.7%
<b>8 to 8.99%</b>	151	\$35,470,461	43.6%
<b>9 to 9.99%</b>	59	\$14,889,695	55.1%
<b>10 to 10.99%</b>	76	\$10,253,469	42.0%
<b>11 to 11.99%</b>	45	\$6,583,038	46.6%
<b>12% and above</b>	15	\$3,992,625	58.7%
<b>TOTALS</b>	<b>812</b>	<b>\$217,679,995</b>	<b>47.0%</b>

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

<b>Fiscal Year</b>	<b>Annualized Return</b>
May 31, 2014	7.33%
May 31, 2015	7.68%
May 31, 2016	7.59%
May 31, 2017	7.22%
May 31, 2018	7.26%
May 31, 2019	7.74%
May 31, 2020	7.04%
December 31, 2020	6.23%
December 31, 2021	6.29%
December 31, 2022	6.72%

The Company's annualized rate of return of the dividends paid to the Preferred Shareholders for the Fiscal Year ended December 31, 2022 was 6.72%, which resulted in a distribution of dividends of \$6,631,304 of which \$2,459,961 was paid in cash from operating activities and the remaining \$4,171,343 was reinvested in Preferred Shares through the reinvestment option.

The average annual rate of return which our shareholders receive on their investments is determined annually by our Board and confirmed by our auditor at our December 31st financial year end. The effective annual yield on adjusted share capital for our shareholders for the past 10 financial years is set out in the above table. The rates of return are averages for all of our shareholders and may not reflect the return received by any one investor. There is no guarantee that such rates of return will continue or that investors will receive similar returns in future years.

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

	<b>Cash Flow:</b>	<b>Accumulated for the 12 months ended December 31, 2022</b>	<b>Previously completed fiscal years</b>	
			<b>(December 31, 2021)</b>	<b>(December 31, 2020)</b>
A.	Cash flows from operating activities	\$8,498,076	\$1,783,837	\$2,915,091
	Add back changes in Mortgages receivable	<u>\$58,731,626</u>	<u>\$25,046,755</u>	<u>\$11,450,663</u>
		<u>\$67,229,702</u>	<u>\$26,830,592</u>	<u>\$14,365,754</u>
B.	Profit or loss	\$8,113,245	\$1,789,822	\$2,774,017
C.	Actual cash distributions paid or payable relating to the period	\$2,459,961	\$730,835	\$543,201



	Cash Flow:	Accumulated for the 12 months ended December 31, 2022	Previously completed fiscal years	
			(December 31, 2021)	(December 31, 2020)
D.	Excess (shortfall) of cash flows from operating activities over cash distributions paid (A) – (C)	\$64,769,741	\$26,099,757	\$13,822,553
E.	Excess (shortfall) of profit or loss over cash distributions paid (B) – (C)	\$5,653,284	\$1,058,987	\$2,230,816

The Company's loss provision as of December 31, 2022 was \$522,431 (December 31, 2021: \$302,087).

### Distribution Platform

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

### 2.4 Long-Term Objectives

The Company's objectives subsequent to the next 12 months of the date hereof are:

- to provide the Preferred Shareholders with a return that is superior to term deposits, GICs and money market funds, with due consideration to preservation of their capital;
- to distribute income on a monthly, quarterly or annual basis;
- to maintain profitability on a sustainable basis;
- to maintain the Company's status as an MIC under the Tax Act;
- to carry on lending activities in Canada, but primarily in British Columbia, Alberta, Ontario and Quebec;
- to offer Loans to suitable borrowers who may need slightly more financing than larger institutional lenders may from time to time be willing to provide; and
- to expand the assets of the Company to a value exceeding \$250,000,000 while maintaining a minimum annualized rate of return to investors of at least 7.00%, while maintaining a Mortgage portfolio weighted average loan to value ratio of less than 75%.

### 2.5 Short-Term Objectives

The Company's business objectives for the next 12 months are to complete the Offering of up to 75,000,000 Preferred Shares as set out in this Offering Memorandum and to invest the Net Subscription Proceeds thereof in Loans secured by Mortgages. It is the intention of the Company that the Net Subscription

Proceeds of the Offering will be invested as quickly as is reasonably possible pursuant to the investment policies, to raise further equity capital and to optimize returns. The Company intends to meet the following objectives for the next 12 months after the date hereof as follows:

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

## 2.6 Insufficient Funds

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

## 2.7 Material Contracts

The Company has the following material contracts:

- Mortgage Brokerage Services Agreement. The Mortgage Brokerage Services Agreement entered into between the Company and AFG. (see Item 2.2 "*The Company's Business – Financial Services*").
- Credit Agreement. On April 4, 2022, the Company and four financial institutions, one of which is the administrative agent, entered into a credit agreement (the "**Credit Agreement**") providing for a senior secured revolving credit facility up to a maximum principal amount of \$150,000,000 (with an accordion feature of up to an additional \$25,000,000). The Credit Agreement is secured by a security interest over all present and future property, assets and undertaking of the Company by way of, among other things, a general security agreement and an assignment of mortgage collateral. Among other covenants and conditions, the Credit Agreement requires the Company to comply with certain margin requirements and to maintain a certain (i) interest-coverage ratio, and (ii) debt-to-tangible-net-worth ratio. The Company must also report and provide financial statements and security information to the bank on a regular basis. The Company is in compliance with these covenants. The credit facility will mature on April 2, 2024.

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

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

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

The EMD Agreement may be terminated:

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

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

AMUR Capital is a related party to the Company. Kurt Wipp and Brent Wipp, each of whom are Directors of the Company, are indirect 100% shareholders of AMUR Capital.

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

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

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

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

- Transfer Agent and Registrar Agreement. The Company engaged Olympia as its transfer agent and registrar pursuant to a transfer agent and registrar agreement dated as of July 4, 2019 (the "**Transfer Agent and Registrar Agreement**"). Under the Transfer Agent and Registrar Agreement, Olympia will keep the register of, and will act as the transfer agent in respect of, the Preferred Shares, including through the Neo Connect Platform. The Company will pay Olympia fees for its services under the Transfer Agent and Registrar Agreement in such amounts as may from time to time be agreed upon in writing.
- Custodian. The Company has engaged BBS Securities Inc. ("**BBS Securities**") to act as a custodian of all of the Preferred Shares and to facilitate transactions made through the Neo Connect Platform. The Company will pay BBS Securities for its services in such amounts as may from time to time be agreed upon in writing.
- Monashee Capital Inc. Consulting Agreement. The Company has engaged Monashee Capital Inc., a professional services firm, pursuant to a Board of Directors Advisory Agreement dated January 1, 2021, in order to procure the services of Kevin Budd to act as an independent Director on the Company's board of Directors for an annual fee of \$20,000.
- Nesmith Capital Corp. Consulting Agreement. The Company has engaged Nesmith Capital Corp., a professional services firm, pursuant to a Board of Directors Advisory Agreement dated January 1, 2021, in order to procure the services of Wade Nesmith to act as an independent Director on the Company's board of Directors for an annual fee of \$20,000.

## 2.8 Related Party Transactions

There are no related party transaction to report as of the date of this Offering Memorandum. The Company is planning a sale of mortgages to a related party, Ryan Mortgage Income Fund Inc. for approximately \$10,000,000 to \$25,000,000, the transaction is subject to approval from the Company's lending syndicate which has not been obtained at this time.

## ITEM 3 COMPENSATION AND SECURITY HOLDINGS OF CERTAIN PARTIES

### 3.1 Compensation and Securities Held

#### The Company

The following table presents the information regarding compensation and securities held for (i) each director, officer and promoter of the Company, (ii) each person that has beneficial ownership of, or direct or indirect control over, or a combination of beneficial ownership and direct or indirect control over, 10% or more of any class of voting securities of the Company, and (iii) any related party not specified in (i) or (ii), above, that received compensation in the most recently completed financial year or is expected by the Company to receive compensation in the current financial year, as at as at December 31, 2022.

Full legal name and place of residence or, if not an individual, jurisdiction of organization <sup>(1)</sup>	Position held and date position was obtained	Compensation paid by the Company or related party in the most recently completed financial year and the compensation expected to be paid in the current financial year	Number, type and percentage of securities of the Company held <sup>(2)</sup> after completion of minimum Offering	Number, type and percentage of securities of the Company held <sup>(2)</sup> after completion of maximum Offering
Kurt Wipp New Westminster, B.C.	Principal Holder Director of the Company (October 24, 2007) President & CEO of the Company (October 24, 2007)	(i) Nil <sup>(3)</sup> (ii) Nil <sup>(3)</sup>	4,957,354 Preferred Shares <sup>(4)</sup> (3.97%)	4,957,354 Preferred Shares <sup>(4)</sup> (2.48%)
Brent Wipp Langley, B.C.	Principal Holder Director of the Company (October 24, 2007)	(i) Nil <sup>(5)</sup> (ii) Nil <sup>(5)</sup>	5,874,708 Preferred Shares <sup>(6)</sup> (4.71%)	5,874,708 Preferred Shares <sup>(6)</sup> (2.94%)
Kevin Budd North Vancouver, B.C.	Principal Holder Director of the Company (October 24, 2016)	(i) \$20,000 (ii) \$20,000	Nil	Nil
Wade Nesmith Vancouver, B.C.	Director of the Company (April 7, 2021)	(i) Nil (ii) \$20,000	200,000 Preferred Shares <sup>(6)</sup> (0.16%)	200,000 Preferred Shares <sup>(6)</sup> (0.10%)
Stephen Anderson North Vancouver, B.C.	Chief Financial Officer (October 4, 2018)	(i) Nil <sup>(7)</sup> (ii) Nil <sup>(7)</sup>	Nil	Nil

Notes:

- (1) Information as to municipality of residence has been provided by the individual Directors, officers and principal holders.
- (2) Directly or indirectly.
- (3) Kurt Wipp receives no compensation directly from the Company. As an indirect shareholder of AFG, Kurt Wipp receives compensation in the form of dividends distributed by AFG.
- (4) This figure includes 4,957,354 Preferred Shares held by Rearden Capital Group Inc., which is controlled by Kurt Wipp.
- (5) Brent Wipp receives no compensation directly from the Company. As an indirect shareholder of AFG, Brent Wipp receives compensation in the form of dividends distributed by AFG.
- (6) This figure includes 5,874,708 Preferred Shares held by BLW Capital Corp., which is controlled by Brent Wipp.
- (7) Stephen Anderson is employed and compensated by AFG, and acts as Chief Financial Officer of the Company as part of such employment.

As of December 31, 2022, the Directors and officers of the Company, as a group, own 11,032,062 Preferred Shares representing 8.84% of the issued and outstanding Preferred Shares of the Company.

### 3.2 Management Experience

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

Name	Principal occupation and description of experience associated with the occupation
<p>Kurt Wipp Director, President &amp; Chief Executive Officer of the Company</p>	<p>Kurt Wipp is currently the President and CEO of the Company and has been a Director since inception. Mr. K. Wipp in his position as President and CEO of the Company is responsible for all investment management and oversees all of the Company's portfolio management, investor relations, regulatory affairs and corporate compliance. Since 2005, Mr. K. Wipp has been one of two managing directors of The Larson Financial Group which is a private holding company for multiple subsidiaries involved in mortgage investments, underwriting, origination and administration. Mr. K. Wipp has over 25 years of experience in finance in roles involving equity analysis, private equity investments, structured finance, corporate strategy, international finance and board of director representation. Mr. K. Wipp has a Master of Business Administration (MBA) from the University of British Columbia with a focus on finance and a Joint Honors degree in economics and business from Simon Fraser University. Mr. K. Wipp is a registered Mortgage Broker in British Columbia.</p>
<p>Brent Wipp Director of the Company</p>	<p>Brent Wipp has been a Director of the Company since inception and acted as Chief Financial Officer of the Company until October 4, 2018. Since 2004, Mr. B. Wipp has been one of two managing directors of The Larson Financial Group which is a private holding company for multiple subsidiaries involved in mortgage investments, underwriting, origination and administration. Mr. B. Wipp has been involved in the residential mortgage loan business for over 30 years. Mr. B. Wipp is a registered mortgage broker in both British Columbia and Alberta and has a Diploma of Technology from Selkirk College.</p>
<p>Kevin Budd Director of the Company</p>	<p>Kevin Budd has been a Director of the Company since October 24, 2016. Mr. Budd has been the President and a director of Monashee Capital Corp. since January 2003 which is a mergers and acquisitions and corporate finance advisory company. Prior to 2003, Mr. Budd was a Senior Officer and Vice President of Methanex Corporation, a global petrochemical organization. Mr. Budd has a Master of Business Administration (MBA) through studies at the University of British Columbia and the London Business School (UK). Mr. Budd received an honors degree in Mechanical Engineering from the University of Waterloo. Mr. Budd completed his CSI Partners, Directors and Officers designation in 2014.</p>
<p>Wade Nesmith Director of the Company</p>	<p>Wade Nesmith has been a Director of the Company since April 7, 2021. Mr. Nesmith co-founded Creation Capital Corp. in 2018 and led that company through its acquisition of Greenlane Biogas in 2019, with the resulting company, Greenlane Renewables Inc. ("Greenlane"), being listed on the TSX Venture Exchange. Greenlane is now listed on the main board of the TSX and Mr. Nesmith chairs Greenlane. Mr. Nesmith founded Primero Mining Corp. in 2008, acting as CEO until 2010 and Chairman until 2018. He was a founding board member of Westport Innovations Inc. and Silver Wheaton Corp. and was previously Superintendent of Brokers (Executive Director) of the British Columbia Securities Commission (1989 – 1992), and then a senior partner, specializing in securities law with Lang Michener LLP (now McMillan LLP) (1993 to 1998). He has been a director of more than 20 companies since 1993. Mr. Nesmith obtained his LLB from Osgoode Hall Law School.</p>
<p>Stephen Anderson Chief Financial Officer of the Company</p>	<p>Stephen Anderson has been the Chief Financial Officer of the Company since October 4, 2018. Mr. Anderson joined the Company with over 20 years of professional experience working for both public and private companies including Westport Innovations Inc., The Jim Pattison Group and KPMG LLP. Mr. Anderson has an MBA from the University of British Columbia along with a Chartered Professional Accounting Designation (CPA, CA) with over 5 years of auditing experience. Mr. Anderson oversees all accounting, financial reporting, IT, cash flow management and financial management of the Company.</p>

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

- (a) During the last 10 years, there has been no penalty or sanction imposed by a court or a regulatory body relating to a contravention of securities legislation in effect or order restricting trading in securities in effect for a period of more than 30 consecutive days, against:
- (i) a Director, executive officer or control person of the Company; or
  - (ii) an issuer of which a person referred to in paragraph (i) immediately above was a director, executive officer or control person at that time.

A routine examination of Ryan Mortgage Income Fund Inc., a related entity, as an exempt market dealer and investment fund manager was conducted by the British Columbia Securities Commission (the "BCSC") in the first half of 2018 and the results of such examination have been referred to the enforcement division of the BCSC, resulting in discussions of the contents of the draft examination report in early December 2018. The BCSC advised in mid-December 2018 that it had not yet come to a conclusion. There have been no substantive discussions of the subject since that time. Management of the Company believes that the discussions, if and when they resume, will not result in any material adverse effects to the Company. Ryan Mortgage Income Fund Inc. ceased being registered pursuant to National Instrument 31-103 – *Registration Requirements and Exemption* as an investment fund manager in British Columbia, and as an exempt market dealer in British Columbia, Alberta and Ontario, on December 19, 2020.

- (b) There has been no declaration of bankruptcy, voluntary assignment in bankruptcy, proposal under any bankruptcy or insolvency legislation, proceedings, arrangement or compromise with creditors or appointment of a receiver, receiver manager or trustee to hold assets, which has been in effect during the last 10 years with regard to any:
- (i) a Director, executive officer or control person of the Company; or
  - (ii) issuer of which a person referred to in paragraph (i) immediately above was a director, executive officer or control person at that time.
- (c) All Directors, executive officers and control persons of the Company have never pled guilty to or been found guilty of a summary conviction or indictable offense under the Criminal Code, a quasi-criminal offence<sup>1</sup> in any jurisdiction of Canada or a foreign jurisdiction, a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory of the United States of America or an offence under the criminal legislation of any other foreign jurisdiction.

### 3.4 Certain Loans

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

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<sup>1</sup> The term "quasi-criminal offence" includes offences under tax, immigration or money laundering legislation.

**ITEM 4  
CAPITAL STRUCTURE**

**4.1 Securities Except for Debt Securities**

The following are the details of the capitalization of the Company as at March 31, 2023:

Description of security <sup>(1)</sup>	Number authorized to be issued	Price per Security	Number outstanding as at March 31, 2023	Number Outstanding after minimum Offering	Number outstanding after maximum Offering
Common Shares	Unlimited	par value of \$1.00/share	0	0	0
Preferred Shares <sup>(2)</sup>	Unlimited	par value of \$1.00/share	130,445,512 <sup>(3)</sup>	130,445,512 <sup>(4)</sup>	205,445,512 <sup>(5)</sup>

Notes:

- (1) Please refer to Item 5 "Securities Offered" for more details regarding the material terms of the Preferred Shares.
- (2) Complete details of the attributes and characteristics of the Preferred Shares are set forth under the heading "Terms of Preferred Shares".
- (2) The Preferred Shares were issued at a price of \$1.00 per Preferred Share.
- (3) Assuming a minimum Offering of nil Preferred Shares.
- (4) Assuming a maximum Offering of 75,000,000 Preferred Shares.

**4.2 Long-Term Debt**

The Company presently has no long-term debt. However, the Company maintains a credit facility with a syndicate of lenders secured by a general security agreement and a general assignment of the Company's Mortgages pursuant to the Credit Agreement. See Item 2.7 "*Material Contracts*" for further details.

**4.3 Prior Sales**

Within the 12 months before the date of the offering memorandum, the Company has issued the following Preferred Shares:

Date of Issuance	Type of security issued	Number of Securities Issued	Price per Security	Total Funds Received
April 2022	Preferred Shares	12,000	\$1.00	\$ 12,000
May 2022	Preferred Shares	0	\$1.00	\$ 0
June 2022	Preferred Shares	0	\$1.00	\$ 0
July 2022	Preferred Shares	0	\$1.00	\$ 0
August 2022	Preferred Shares	0	\$1.00	\$ 0
September 2022	Preferred Shares	0	\$1.00	\$ 0
October 2022	Preferred Shares	0	\$1.00	\$ 0
November 2022	Preferred Shares	0	\$1.00	\$ 0
December 2022	Preferred Shares	0	\$1.00	\$ 0
January 2023	Preferred Shares	400,000	\$1.00	\$ 400,000
February 2023	Preferred Shares	4,894,300	\$1.00	\$ 4,894,300
March 2023	Preferred Shares	2,004,000	\$1.00	\$ 2,004,000
<b>Total</b>		<b>7,298,300</b>		<b>\$ 7,298,300</b>

During its most recently completed financial year ended December 31, 2022, the Company received requests to redeem 22,147,414 Preferred Shares. In addition, subsequent to the Fiscal Year ended December 31, 2022, the Company received requests to redeem 1,657,323 Preferred Shares. The



Company honored all of these redemptions and redeemed an aggregate of 23,804,737 Preferred Shares. The Company used funds available from current operations and from proceeds from the issuance of Preferred Shares to honor these redemptions.

During the financial year ended December 31, 2021, the Company received requests to redeem 4,102,039 Preferred Shares. In addition, subsequent to the Fiscal Year ended December 31, 2021, the Company received requests to redeem 21,884,197 Preferred Shares. The Company honored all of these redemptions and redeemed an aggregate of 21,884,197 Preferred Shares. The Company used funds available from current operations and from proceeds from the issuance of Preferred Shares to honor these redemptions.

## **ITEM 5 SECURITIES OFFERED**

### **5.1 Terms of Preferred Shares**

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

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

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

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

#### **Voting**

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

#### **Dividends**

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

Pursuant to the Articles of the Company, the Company must distribute all of its profits in a particular Fiscal Year by the declaration and payment of dividends within 90 days of the end of such Fiscal Year.

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

## **Liquidation or Winding Up**

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

## **Rights of Redemption by the Company**

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

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

## **Rights of Redemption by the Shareholder**

- (a) At any time, a holder of Preferred Shares may, subject to the provisions of the BCBCA, give to the Company irrevocable notice that he wishes the Company to redeem pursuant to the provisions of Section 21.5 of the Company's Articles some or all of the Preferred Shares owned by him and some or all of the Preferred Shares, if any, owned by his deferred plans. The Redemption Notice shall be sent by registered mail or delivered to the registered office of the Company. Within 90 days after the Redemption Notice was received, the Company shall, subject to the provisions of subparagraph (c) below, redeem the Preferred Shares specified in the Redemption Notice by paying

to the holder of the Preferred Shares upon surrender of the Share Certificates endorsed in bearer form representing the shares to be redeemed, in accordance with the instructions contained in the Redemption Notice, a sum of money equal to the product of the Redemption Amount, multiplied by the Preferred Shares specified in the Redemption Notice.

- (b) A redemption in accordance with the provisions of sub-paragraph (a) above shall only be effected by the Company if:
- (i) The Company is not insolvent at the time that the redemption is to be effected and if the redemption would not render the Company insolvent, and
  - (ii) In the opinion of the Directors the redemption would not cause the Company to become disqualified as a MIC pursuant to the Tax Act.

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

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

In addition to the above restrictions on redemption contained in the Company's Articles, pursuant to the Credit Agreement, the Company is unable to redeem any Preferred Shares if a default is then existing under the Credit Agreement or would occur as a result of such redemption. There are also restrictions on the aggregate value of the shares that the Company is allowed to redeem without the consent of the lenders. See Item 2.7 "*Material Contracts*".

### **Inspection of Documents**

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

Further, any Preferred Shareholder who wishes to view copies of the material agreements set forth in Item 2.7 "*Material Contracts*" may be permitted to do so by the Company at its head office during regular business hours, upon advance notice to the Company at the contact information set forth on the cover page

hereof and provided that to do so would not be prejudicial to the Company's interests or a breach of the terms of any such material agreements.

## 5.2 Subscription Procedure

The Preferred Shares are being offered for sale in the Provinces of British Columbia, Alberta and Ontario, pursuant to applicable securities legislation. The Preferred Shares are conditionally offered if, as and when subscriptions are accepted by the Company and subject to prior sale. Subscriptions for Preferred Shares will be received by the Company subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Company may terminate this Offering at any time. Closings may occur from time to time as determined by the Company, provided that such Closings will occur no earlier than two (2) Business Days after a subscription is received by the Company and no later than thirty (30) calendar days after the Company has received a subscription.

There is no minimum subscription amount an investor must invest.

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

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

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

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

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

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

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

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

### **Qualified Investors**

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

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

- The exemption pursuant to Section 2.9 of NI 45-106 is available for distributions to investors purchasing as principals, who receive this Offering Memorandum prior to signing the Subscription Agreement, who sign a risk acknowledgement in the prescribed form, and in Alberta and Ontario, where the acquisition cost of all securities acquired by a purchaser who is an individual in the preceding 12 months does not exceed the following amounts: (i) in the case of a purchaser that is not an eligible investor (as such term is defined in NI 45-106), \$10,000; (ii) in the case of a purchaser that is an eligible investor, \$30,000; (iii) in the case of a purchaser that is an eligible investor and that received advice from a portfolio manager, investment dealer or exempt market dealer that the investment is suitable, \$100,000, provided that such investment limits do not apply if the purchaser is an accredited investor or a person described in Section 2.5(1) of NI 45-106.
- The exemption pursuant to Section 2.3 of NI 45-106 is available for distributions to investors purchasing as principal and who are "Accredited Investors" as defined in NI 45-106.
- The exemption pursuant to Section 2.5 of NI 45-106 is available for distributions to investors purchasing as principal who are "family, friends and business associates" as set out in Section 2.5 of NI 45-106.
- The exemption pursuant to Section 2.10 of NI 45-106 is available for distributions to investors who are not individuals and who are purchasing as principal and acquiring Preferred Shares with an acquisition cost to the Subscriber of not less than \$150,000 paid in cash at the time of Closing as long as the investor was not created or used solely to purchase or hold the Preferred Shares in reliance on this exemption.

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

### **Trading and Resale Restrictions**

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

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

registration requirements of applicable securities laws, or pursuant to an order permitting such trade granted by applicable securities regulatory authorities.

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

### ITEM 6 REPURCHASE REQUESTS

With respect to the Preferred Shares, the following redemption requests have been received by the Company in the two most recently completed financial years:

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
Preferred Shares	December 31, 2021	0	4,102,039	4,102,039	\$1.00	Working Capital	200,000
Preferred Shares	December 31, 2022	200,000	22,147,414	22,147,414	\$1.00	Working Capital	650,000

For the period after the end of the Company's most recently completed financial year and up to as of March 31, 2023, the following redemption requests have been received by the Company:

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 repurchased securities	Source of funds used to complete the repurchases	Number of securities with outstanding repurchase requests on the last day of the period
Preferred Shares	January 1, 2023 - March 31, 2023	650,000	1,663,323	1,663,323	\$1.00	Working Capital	55,413

### ITEM 7 CERTAIN DIVIDENDS OR DISTRIBUTIONS

There have not been any dividends or distributions that exceeded cash flow.

### ITEM 8 INCOME TAX CONSEQUENCES AND RRSP/TFSA ELIGIBILITY

#### Caution

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

## 8.1 General

In the opinion of management of the Company, the following sets out a summary of the principal Canadian federal income tax consequences of acquiring, holding and disposing of the Preferred Shares by a Subscriber, who, at all relevant times, is the beneficial owner of the Preferred Shares, is a resident of Canada, deals with the Company and AFG at arm's length, is not affiliated with the Company or AFG, and who acquires and holds the Preferred Shares as capital property (a "**Holder**"). The Preferred Shares will generally be considered to constitute capital property to a Subscriber unless the Subscriber either holds the Preferred Shares in the course of carrying on a business of trading or dealing in securities or has acquired the Preferred Shares in a transaction or transactions considered to be an adventure or concern in the nature of trade. Subscribers to whom the Preferred Shares might not constitute capital property may elect, in certain circumstances, to have their Preferred Shares and every other "Canadian security" (as defined in the Tax Act) owned by them or subsequently owned by them deemed to be capital property for the taxation year of the election and all subsequent years by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary is not applicable to any Holder which is a "financial institution" as defined in section 142.2 of the Tax Act or a "specified financial institution" as defined in the Tax Act, to any Holder an interest in which is a "tax shelter investment" for the purposes of the Tax Act, or to any Holder that reports its Canadian tax results in a currency other than Canadian currency. 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 Preferred Shares

This summary is based upon the current provisions of the Tax Act, the regulations made under the Tax Act (the "**Tax Regulations**"), all specific proposals to amend the Tax Act and the Tax Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this Offering Memorandum ("**Tax Proposals**") and the current published administrative practices of Canada Revenue Agency (the "**CRA**"). This summary assumes that all such tax proposals will be enacted as currently proposed but does not take into account or anticipate any other changes in law whether by legislative, government or judicial action and does not take into account tax legislation or considerations of any province, territory or foreign jurisdiction. No ruling has been sought from the CRA as to the tax position of the Company or its shareholders.

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

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

## 8.2 Status as a Mortgage Investment Company

### (a) Scheme of Provisions

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

(b) **Definition of a MIC**

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

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

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

- (viii) The "liabilities" of a corporation (all obligations of a corporation to pay an amount outstanding at that time) at any time in the year must not exceed three times the excess of the "cost amount" to a corporation of all of its property over such liabilities, if at any time in the year the "cost amount" to a corporation of its Qualifying Property is less than two-thirds of the "cost amount" to a corporation of all of its property. However, where any time in the year the "cost amount" to a corporation of Qualifying Property is equal to two-thirds or more of the "cost amount" to a corporation of all of its property, the liabilities of a corporation must not exceed five times the excess of the "cost amount" to a corporation of all of its property over such liabilities. In summary, the borrowing by a corporation is restricted to a



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

(c) **Taxation of the Company**

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

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

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

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

(d) **Taxation of Holders**

(i) Capital Gains Dividends

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

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

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

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

(iii) Disposition of Preferred Shares

Dispositions of Preferred Shares to third parties (other than the Company) and deemed dispositions, such as those arising on emigration or death, would yield capital gains or capital losses according to the usual rules contained in the Tax Act. A capital gain (or capital loss) will arise to the extent that the proceeds of disposition of the Preferred Shares exceed (or are exceeded by) the Holder's adjusted cost base (as defined for income tax purposes) of such Preferred Shares and any reasonable disposition costs.

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

Redemptions or other acquisitions of the Preferred Shares by the Company (for example, on a winding up) may result in taxable capital gains or allowable capital losses or deemed taxable dividends to the Holder. The treatment for income tax purposes will depend on the paid-up capital of the Preferred Shares redeemed or otherwise acquired by the Company. The Holder generally will be deemed to have received, and the Company will be deemed to have paid, a dividend in an amount equal to the amount by which the redemption price exceeds the paid-up capital of the redeemed Preferred Shares. If a taxable dividend results, it will be treated in the same manner as other dividends received by the Holder from the Company, and its treatment will depend on whether the Company elects to treat such a deemed dividend as a capital gains dividend (to the extent the Corporation has realized sufficient capital gains, net of any applicable capital losses, in the year). The balance of the redemption price will constitute proceeds of disposition of the Preferred Shares for purposes of the capital gains rules and any amount that is deemed to be interest or a capital gains dividend on the redemption or other acquisition of the Preferred Shares by the Company is not included in determining the proceeds of disposition of the Preferred Shares for capital gains purposes.

In general, one-half of any capital gain that is realized by a Holder on the disposition of the Preferred Shares will be included in the Holder's income for the year, and one-half of a capital loss ("**allowable capital losses**") realized in the year will be deducted from the Holder's taxable capital gains, if any, realized in such year. Allowable capital losses in excess of taxable capital gains for a particular year may generally be carried back three years or forward indefinitely and deducted against taxable capital gains realized in such years, subject to the detailed rules in the Tax Act.

(iv) Other Taxes

In general terms, a capital gain realized by a Holder (including capital gains dividends received on the Shares) who is an individual or trust (other than certain specified trusts) may increase the Holder's liability for alternative minimum tax.

A "Canadian-controlled private corporation" (as defined in the Income Tax Act) 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. Tax Proposals released by the Minister of Finance (Canada) on August 9, 2022, are intended to extend this additional tax and refund mechanism in respect of "aggregate investment income" to "substantive CCPCs" (each as defined in the Income Tax Act). Holders are advised to consult their own tax advisors regarding the possible implications of these Tax Proposals in their particular circumstances.

(v) Deferred Income Plans

The Preferred Shares are qualified investments for trusts governed by Registered Retirement Savings Plans ("**RRSP**"), Deferred Profit Sharing Plans ("**DPSP**"), Registered Education Savings Plans ("**RESP**"), Registered Retirement Income Funds ("**RRIF**"), Registered Disability Savings Plan ("**RDSP**"), and Tax Free Savings Accounts ("**TFSA**") (collectively, "**Deferred Income Plans**") at a particular time if the Company qualifies as a MIC under the Tax Act, and if, throughout the calendar year in which the particular time occurs, the Company does not hold as part of its property any indebtedness, whether by way of mortgage or otherwise, of a person who is an annuitant, a beneficiary, an employer, a subscriber, or a holder, as the case may be, under the governing plan trust, or of any other person who does not deal at arm's length with that person. **Not all securities are eligible for investment in Deferred income Plans. You should consult your own professional advisers to obtain advice on the RRSP, DPSP, RESP, RRIF or TFSA eligibility of the Preferred Shares.**

Dividends received by such deferred income plans on shares while the Preferred Shares are qualified investments for such plans will be exempt from taxation in accordance with the provisions of the Tax Act governing those plans. If the preferred shares are a "prohibited investment", the dividends will be subject to tax and penalties will apply.

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

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

not deal at arm's length for purposes of the Tax Act. Annuitants of RRSPs and RRIFs, subscribers of RESPs, and holders of RDSP or TFSAs, should consult their own advisors in this regard.

Bill C-32, An Act to implement certain provisions of the fall economic statement tabled in Parliament on November 4, 2022 and certain provisions of the budget tabled in Parliament on April 7, 2022, which underwent second reading in the House of Commons on November 22, 2022, contains proposals to implement tax measures applicable to first home savings accounts (the "**FHSA Amendments**"). If the FHSA Amendments are enacted in the form proposed provided the Preferred Shares are qualified investments for Deferred Income Plans, as described above, such Preferred Shares would also be qualified investments for trusts governed by first home savings accounts ("**FHSA**"). Holders of FHSAs would also be subject to the prohibited investment rules described above. The FHSA Amendments are proposed to come into force on April 1, 2023. Holders should consult their own advisors in this regard.

**The Company is making the income tax disclosure contained in this Item 8.2, but it makes no other warranties or representations, implied or otherwise, with respect to taxation issues. If the Company were not to qualify as a MIC, the income tax consequences would be materially different from those described in this Item 8.2.**

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

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

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

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

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

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

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

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

## ITEM 10 RISK FACTORS

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

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

### **Speculative Investment**

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

### **Risks Associated with Mortgage Loans**

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

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

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

- (e) Default: In case of default on a mortgage, it may be necessary for the Company, in order to protect the investment, to engage in foreclosure or sale proceedings and to make further outlays to complete an unfinished project or to maintain prior encumbrances in good standing.
- (f) Impaired Loans: The Company may from time to time have one or more impaired Loans in its portfolio, particulars of which can be obtained by contacting the Company. The Company defines Loans as being impaired where full recovery is considered in doubt based on a current evaluation of the security held and for which write-downs have been taken or specific loss provisions established.
- (g) Priority: Financial charges funded by first mortgage lenders may in some cases rank in priority to the mortgages registered in favour of the Company. In the event of default by the mortgagor under any prior financial charge, the Company may be required to arrange a new first mortgage or pay out same, in order to avoid adverse financial implications.
- (h) Market Interest Rate Risk: As a consequence of investing in Mortgages, an increase in interest rates generally may reduce the demand for the Company's Mortgage Loans and AFG's ability to originate such Mortgage Loans for the Company. Conversely, a decrease in the general level of interest rates may adversely affect the Company through, among other things, increased prepayments on the Company's Mortgage portfolio. An increase in interest rates in the short term that impact the Company's returns with an increased cost of leveraged capital and impact our credit facility covenants.
- (i) Risk of Losses: Between January 1, 2022 and December 31, 2022, the Company has incurred no losses on its portfolio. There is no assurance that the Company will not incur losses in the future. As of December 31, 2022, the Company had a loss provision of \$522,431.
- (j) Risk of Mortgage Fraud: Mortgage fraud can occur if a borrower misrepresents himself or herself to be the owner of a property of which they are not the legal owner, and obtains a Mortgage on such property. Although industry-standard precautions are taken by the Company, there can be no guarantee that a fraudulent Mortgage will not adversely impact the earnings of the Company.

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

#### **Historic Results Not a Predictor of Future Results**

Historical interest rates and revenues are not necessarily an accurate prediction of the future interest rates for the Mortgage Loans or revenues to be derived therefrom. Reported estimated Mortgage Loan uptake can be seasonal and the significance of any variations from quarter to quarter would materially affect the Company's annualized estimated returns. There can be no assurance that upon the expiry or termination of existing Mortgage Loans, the average interest rates and revenues will be higher than historical rates and revenues and it may take a significant amount of time for revenue to be recognized by the Company due to internal and external limitations on its ability to charge these new market-based rates in the short term.

## **Competition**

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

## **Prospectus Exemption**

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

## **Marketability**

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

There are restrictions on resale of the Preferred Shares by Subscribers. Such restrictions on resale may never expire and you should consult with your professional advisors in respect of resale of the Preferred Shares. See also Item 12 "*Resale Restrictions*" in this regard.

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

## **Borrowing**

The Company may from time to time borrow funds to increase the Mortgage portfolio, including pursuant to the credit facility provided by the Credit Agreement. Borrowings will be secured by Mortgages in the Company's portfolio. This could increase the risk of the Company's insolvency.

A breach of the covenants or other terms of the Credit Agreement could result in default and/or acceleration of repayment of any amounts borrowed under the credit facility, which could materially impact our operations.

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

## **Redemptions**

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

## **The Preferred Shares are not Insured**

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

## **Less than Full Offering**

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

## **Income Tax Designation**

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

## **Reliance on Management**

To the extent that the Company invests in real estate properties, Preferred Shareholders will be relying on the good faith and expertise of the Company's management in selecting such investments. The Company's operations are highly dependent upon the continued support and participation of certain key personnel. The loss of services of such key personnel may materially affect the timing or the ability of the Company to implement its business plan.

## **Reliance on AFG**

The Company has engaged AFG to act as its agent with respect to originating Mortgage applications for Mortgage Loans in order to assist the Company in its lending decisions. The Company relies exclusively on the expertise of AFG and its wholly owned subsidiaries for a regular flow of Mortgage application investment opportunities. Should AFG terminate the relationship, the Company may be required to engage the services of another external agent. The Company may be unable to engage an external agent on acceptable terms, in which case the Company's operations and cash available for distribution may be adversely affected.

## **Conflicts of Interest**

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

AFG and the Company are related entities and negotiations between them have not been, and will not be, conducted at arm's length. Therefore, the Company will be subject to various conflicts of interest arising from its relationship with AFG, Affiliates of AFG, and the officers and directors thereof. In addition, there may be situations where the interests of the Company or its shareholders conflict with the interests of the



officers and directors of AFG. The risk exists that such conflicts will not be resolved in the best interests of the Company and the Preferred Shareholders, however, AFG is subject to its duty to deal honestly and in good faith.

The Company's four Directors also serve as directors of Ryan Mortgage Income Fund Inc. and Blue Stripe Financial Ltd., mortgage investment entities related to the Company, as well as members of an advisory council for AFG, and may have inherent conflicts of interest as a result of such positions and affiliations. Two Directors of the Company are also employed by and are directors and shareholders of AFG. In addition to the financial services fees that are paid to AFG by the Company, AFG and its affiliated companies earn fees from the borrowers for Mortgages arranged for the Company. Furthermore, certain of the Directors and officers of the Company receive compensation from AFG for work done by such individuals for AFG. Although the Company's Directors are subject to fiduciary duties to deal honestly and in good faith in the best interests of the Company, there is a risk that such conflicts of interest will not be always resolved in the best interests of the Company or the Preferred Shareholders.

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

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

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

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

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

### **Financing**

The Company is subject to the risks associated with debt financing, including the risk that the Company may be unable to make interest or principal payments or meet loan covenants, the risk that defaults under a loan could result in cross defaults or other lender rights or remedies under other loans, and the risk that existing indebtedness may not be able to be refinanced or that the terms of such refinancing may not be as favourable as the terms of existing indebtedness.

### **Subordinate and Non-Conventional Financing**

Any subordinate financing which may be carried on by the Company is generally considered a higher risk than primary financing. Mortgages will be secured by a charge which is in a first or subsequent-ranking

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

### **Potential Liability under Environmental Protection Legislation**

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

### **Cyber-Security Risk**

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

### **Impact of Changes in Legislation or Government Regulations**

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

The Company's business is materially affected by government regulation, policy and legislation (including tax laws) and by conditions in the residential mortgage market, the residential real estate market, financial markets and the economy generally. No assurances can be given that any changes to government regulation, policy or legislation, or any actions taken by the federal or provincial governments, or governmental or regulatory bodies, will not materially adversely affect the Company's business, financial condition and results of operations and the Company's ability to distribute dividends to Preferred Shareholders.

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

### **Legal, Regulatory and Tax Dispute Risk**

The Company's business is subject to legal, regulatory and tax investigations and actions that could result in financial losses and harm the Company's reputation. The Company faces the risk of litigation and regulatory investigations and actions in the ordinary course of business, including the risk of class action lawsuits. The Company may become subject to class action and individual suits in connection with its business and the Mortgage Loans provided by the Company. The Company may also be subject to litigation arising out of the Company's general business activities such as the Company's contractual and employment relationships. Plaintiffs in class action and other lawsuits against the Company may seek very large or indeterminate amounts, including punitive damages, which may remain unknown for substantial periods of time. The Company may also be subject to various regulatory inquiries, such as information

requests, subpoenas and books and record examinations, from provincial and federal regulators and other authorities.

The Company's positions in its tax filings could be challenged by taxation authorities and result in disputes regarding the Company's tax liabilities. A substantial legal liability, tax dispute or significant regulatory action against the Company could have an adverse effect on its business, financial condition and results of operations. Moreover, even if the Company ultimately prevails in any litigation, tax dispute, regulatory action or investigation, the Company could suffer significant reputational harm, which could have an adverse effect on its business, financial condition and results of operations.

There can be no assurance that any investigations, proceedings or disputes will not have an adverse effect on the Company's business, financial condition or results of operations. In addition, increased regulatory scrutiny and any resulting investigations or proceedings could result in new legal precedents and industry-wide regulations or practices that could adversely affect the Company's business, financial condition and results of operations.

### **No Guaranteed Return**

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

### **Dilution**

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

### **Nature of Mortgage Backed Investments**

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

### **Availability of Mortgage Investments**

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

### **Renewal of Mortgages**

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

terms and conditions of such Mortgages will be subject to negotiations between the mortgagors and the mortgagees at the time of renewal.

### **Tax Matters**

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

If, for any reason, the Company fails to maintain its qualification as a mortgage investment corporation under the Tax Act, dividends paid by the Company on the Preferred Shares will cease to be deductible from the Company's income and the Preferred Shares may cease to be qualified investments for deferred plans. See *Item 8 "Income Tax Consequences and RRSP/TFSA Eligibility"*.

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

### **Internal Controls**

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and implement a number of safeguards, in each case, in order to help ensure the reliability of the financial reports of the Company, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and harm the value of the Company's securities.

## **ITEM 11 REPORTING OBLIGATIONS**

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

The Company's Fiscal Year commences January 1 in each calendar year and ends on December 31 of such year. The Company will prepare financial statements for each Fiscal Year in connection with an annual general meeting to be held as required by the BCBCA, and provide them to shareholders within 120 days of the Company's Fiscal Year end.

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

## **ITEM 12 RESALE RESTRICTIONS**

### **12.1 Restricted Period**

Unless permitted under securities legislation, you cannot trade Preferred Shares before the date that is the later of four months and one day after: (i) the date the Company becomes a reporting issuer in any province or territory of Canada; or (ii) the date of the distribution pursuant to which the Preferred Shares were issued to you. The Company has no intention or plan to proceed with becoming a reporting issuer.

After such period described above, the Preferred Shares may be transferable, subject to restrictions on transfer required in order to comply with certain provisions of the Tax Act. Section 130.1(6)(d) of the Tax Act stipulates that a MIC may not have fewer than 20 shareholders and no one shareholder may hold more than 25% of the total issued and outstanding shares of any class of the Company's capital. Accordingly, the Articles of the Company provide that the Directors of the Company may prohibit the transfer of shares in any case where, as a result of the transfer, the Company would no longer meet the requirements of a MIC. The Directors of the Company intend to refuse the registration of an allotment or transfer of the Company's shares which may result in the Company ceasing to meet such qualification.

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

## **ITEM 13 PURCHASERS' RIGHTS**

### **13.1 Statements Regarding Purchasers' Rights**

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

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

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

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

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

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

Securities legislation in certain provinces of Canada provides purchasers of Preferred Shares pursuant to this Offering Memorandum with a statutory right of action for damages or rescission in addition to any other rights they may have at law, in cases where the Offering Memorandum and any amendment to it contains a "Misrepresentation". Where used in this section, "Misrepresentation" means 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 any statement not misleading in light of the circumstances in which it was made. These rights, or notice with respect thereto, must be exercised or delivered, as the case may be, by the Subscriber within the time limits prescribed and are subject to the defenses and limitations contained under the applicable securities legislation. Subscribers resident in provinces of Canada that do not provide for such statutory rights will be granted a contractual right similar to the statutory right of actions and rescission described below for purchasers resident in Ontario and such right will form part of the subscription agreement to be entered into between each such purchaser and the Company in connection with the Offering.

The following summaries are subject to the express provisions of the securities legislation applicable in each of the provinces of Canada and the regulations, rules and policy statements thereunder. Subscribers should refer to the securities legislation applicable in their province along with the regulations, rules and policy statements thereunder for the complete text of these provisions and should consult with their legal advisor. The contractual and statutory rights of action described in this Offering Memorandum are in addition to and without derogation from any other right or remedy that purchasers may have at law.

#### *Rights of Subscribers in Alberta*

Section 204(1) of the Securities Act (Alberta) provides that if a person or company purchases securities offered by an offering memorandum that contains a Misrepresentation, the purchaser has, without regard to whether the purchaser relied on the Misrepresentation, a right of action (a) for damages against (i) the Company, (ii) every Director of the Company at the date of the offering memorandum, and (iii) every person or company who signed the offering memorandum, and (b) for rescission against the Company, provided that:

- (a) if the purchaser elects to exercise its right of rescission, it shall cease to have a right of action for damages against the person or company referred to above;
- (b) no person or company referred to above will be liable if it proves that the purchaser had knowledge of the Misrepresentation;
- (c) no person or company referred to above (other than the issuer) will be liable if it proves that the offering memorandum was sent to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its being sent, the person or company promptly gave reasonable notice to the issuer that it was sent without the knowledge and consent of the person or company;
- (d) no person or company referred to above (other than the issuer) will be liable if it proves that the person or company, on becoming aware of the Misrepresentation in the offering memorandum, withdrew the person's or company's consent to the offering memorandum and gave reasonable notice to the Executive Director and the issuer of the withdrawal and the reason for it;
- (e) no person or company referred to above (other than the issuer) will be liable if, with respect to any part of the offering memorandum purporting to be made on the authority of an expert or purporting to be a copy of, or an extract from, a report, opinion or statement of an expert, the person or company proves that the person or company did not have any reasonable grounds to believe and did not believe that:
  - (i) there had been a Misrepresentation; or
  - (ii) the relevant part of the offering memorandum;
    - (A) did not fairly represent the report, opinion or statement of the expert, or
    - (B) was not a fair copy of, or an extract from, the report, opinion or statement of the expert;
- (f) the person or company (other than the issuer) will not be liable if with respect to any part of the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company:
  - (i) did not conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no Misrepresentation, and
  - (ii) believed there had been a Misrepresentation;

- (g) in no case shall the amount recoverable exceed the price at which the securities were offered under the offering memorandum; and
- (h) the defendant will not be liable for all or any part of the damages that the defendant proves do not represent the depreciation in value of the security as a result of the Misrepresentation;

Section 211 of the *Securities Act* (Alberta) provides that no action may be commenced to enforce these rights more than:

- (a) in the case of an action for rescission, 180 days from the day 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, the earlier of
  - (i) 180 days from the day that the plaintiff first had knowledge of the facts giving rise to the cause of action, or
  - (ii) 3 years from the day of the transaction that gave rise to the cause of action.

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

The right of action for damages or rescission described herein is conferred by Section 132.1 of the *Securities Act* (British Columbia). Section 132.1 of the *Securities Act* (British Columbia) provides, in relevant part, that in the event that an offering memorandum (such as this Offering Memorandum), contains a Misrepresentation, the purchaser will be deemed to have relied on the Misrepresentation if it was a Misrepresentation at the time of purchase, and the purchaser has, subject to certain limitations and defences, a statutory right of action for damages against the issuer and, subject to certain additional defences, every director of the issuer at the date of the offering memorandum and every person who signed the offering memorandum or, alternatively, may elect instead to exercise a statutory right of rescission against the issuer, in which case the purchaser shall have no right of action for damages against the issuer, provided that, among other limitations:

- (a) no person 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, no person will 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 relied upon; and
- (c) in no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser.

In addition, a person or company, other than the issuer, will not be liable if that person or company proves that:

- (a) the offering memorandum was sent or delivered to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its delivery, the person or company gave written notice to the issuer that it was delivered without the person's or company's knowledge or consent;
- (b) after delivery of the offering memorandum and after becoming aware of the Misrepresentation, the person or company withdrew the person's or company's consent to the offering memorandum and gave written notice to the issuer of the withdrawal and the reason for it; or
- (c) with respect to any part of the offering memorandum purporting to be made on the authority of an expert, or (ii) to be a copy of, or an extract from, an expert's report, opinion or

statement, the person or company proves that the person or company had no reasonable grounds to believe and did not believe that (A) there had been a Misrepresentation, or (B) the relevant part of the offering memorandum did not fairly represent the expert's report, opinion or statement, or was not a fair copy of, or an extract from, an expert's report, opinion or statement.

Further, where a Misrepresentation is contained in an offering memorandum, the directors of the issuer, and every person or company who signed the offering memorandum, shall not be liable with respect to any part of the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company did not conduct a reasonable investigation to provide reasonable grounds for a belief that there had been no Misrepresentation, or believed there had been a Misrepresentation.

A person is not liable for Misrepresentation in forward-looking information if the person proves that the document containing the forward-looking information contained, proximate to that information, reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information, and a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information, and the person had a reasonable basis for drawing the conclusions or making the forecasts and projections set out in the forward-looking information.

If a Misrepresentation is contained in a record incorporated by reference into, or deemed incorporated by reference into, the offering memorandum, the Misrepresentation is deemed to be contained in the offering memorandum. Section 140 of the *Securities Act* (British Columbia) provides that no action shall be commenced to enforce these rights more than:

- (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.

#### *Rights of Subscribers in Ontario*

Section 130.1 of the *Securities Act* (Ontario) 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;



- (d) in no case shall the amount recoverable exceed the price at which the securities were offered; and
- (e) the issuer will not be liable for a Misrepresentation in forward-looking information if the issuer proves:
  - (i) that the offering memorandum contains reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information, and a statement of material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information; and
  - (ii) the issuer has a reasonable basis for drawing the conclusion or making the forecasts and projections set out in the forward-looking information.

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

- (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.

### **13.2 Cautionary Statement Regarding Report, Statement or Opinion by Expert**

This offering memorandum references audited financial statements prepared by MNP LLP on March 28, 2023. You do not have a statutory right of action against this party for a misrepresentation in the offering memorandum. You should consult with a legal adviser for further information.

## **ITEM 14 FINANCIAL STATEMENTS**

Please see the audited annual financial statements for the period ending December 31, 2022.

**Manchester Investments Inc.**  
**Financial Statements**  
*December 31, 2022*

# Manchester Investments Inc.

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*For the year ended December 31, 2022*

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# Independent Auditor's Report

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To the Shareholders of Manchester Investments Inc.:

## Opinion

We have audited the financial statements of Manchester Investments Inc. (the "Company"), which comprise the statement of financial position as at December 31, 2022, and the statements of income and comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

## Basis for Opinion

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

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

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

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

Vancouver, British Columbia

March 15, 2023


*MNP* LLP  
Chartered Professional Accountants

**Manchester Investments Inc.**  
**Statements of Financial Position**

	<i>December 31,</i> <b>2022</b>	<i>December 31,</i> <b>2021</b>
<b>Assets</b>		
<b>Current</b>		
Cash and cash equivalents	-	3,647,945
Cash held in lawyer's trust	<b>362,632</b>	333,859
Prepaid expenses	<b>323,990</b>	122,705
Mortgage investments, current portion (Note 4)	<b>204,848,989</b>	149,420,887
<b>Total current assets</b>	<b>205,535,611</b>	153,525,396
<b>Non-current</b>		
Mortgage investments, net of current portion (Note 4)	<b>13,308,651</b>	11,571,033
<b>Total assets</b>	<b>218,844,262</b>	165,096,429
<b>Liabilities</b>		
<b>Current</b>		
Bank indebtedness (Note 5)	<b>5,323,919</b>	-
Credit facility (Note 5)	<b>89,000,000</b>	45,413,695
Accounts payable and accrued liabilities (Note 6)	<b>709,473</b>	267,283
Unearned revenue	<b>300,488</b>	371,841
Dividends payable	<b>869,359</b>	482,367
<b>Total liabilities</b>	<b>96,203,239</b>	46,535,186
<b>Shareholders' Equity</b>		
Share capital (Note 7)	<b>122,641,942</b>	118,562,162
Deficit	<b>(919)</b>	(919)
<b>Total shareholders' equity</b>	<b>122,641,023</b>	118,561,243
<b>Total</b>	<b>218,844,262</b>	165,096,429
<b>Contingencies (Note 16)</b>		

Approved on behalf of the Board

  
Brent Wipp (Mar 15, 2023 21:43 CDT)  
\_\_\_\_\_  
**Director**

  
Kurt Wipp (Mar 15, 2023 13:16 PDT)  
\_\_\_\_\_  
**Director**

The accompanying notes are an integral part of these financial statements

Preparer JAL 17/03/2023	Detailed Tax	Supervisory Senior
Peer		

**Manchester Investments Inc.**  
**Statements of Income and Comprehensive Income**

	<i>December 31,</i> <b>2022</b>	<i>December 31,</i> <b>2021</b>
<b>Revenue</b>		
Interest	<b>13,946,384</b>	8,098,327
Other fees	<b>826,673</b>	560,593
	<b>14,773,057</b>	8,658,920
<b>Expenses</b>		
Bank charges and fees	<b>222,955</b>	33,987
Directors' fees (Note 6)	<b>42,000</b>	59,500
Financial services and exempt market dealer fees (Notes 6, 9 and 10)	<b>2,901,138</b>	1,785,047
Impairment losses on mortgage investments (Note 4)	<b>220,344</b>	82,878
Insurance	<b>16,328</b>	9,751
Interest on credit facility (Note 5)	<b>3,082,647</b>	979,833
Licences	<b>7,541</b>	14,627
Office	<b>25,914</b>	19,708
Professional fees	<b>140,945</b>	70,396
	<b>6,659,812</b>	3,055,727
<b>Net and comprehensive income</b>	<b>8,113,245</b>	5,603,193
<b>Earnings per share</b>		
Basic and diluted net earnings per share (Note 11)	<b>0.0655</b>	0.0618

The accompanying notes are an integral part of these financial statements

**Manchester Investments Inc.**  
**Statements of Changes in Equity**

	<i>Share capital</i>	<i>Deficit</i>	<i>Total equity</i>
<b>Balance as at January 1, 2021</b>	59,840,535	(919)	59,839,616
Net and comprehensive income	-	5,603,193	5,603,193
Dividends	-	(5,603,193)	(5,603,193)
Issued - dividend reinvestment (Note 8)	3,743,372	-	3,743,372
Issued - cash consideration	59,080,304	-	59,080,304
Redemption of shares for cash	(4,102,049)	-	(4,102,049)
<b>Balance as at December 31, 2021</b>	118,562,162	(919)	118,561,243
<b>Balance as at January 1, 2022</b>	<b>118,562,162</b>	<b>(919)</b>	<b>118,561,243</b>
Net and comprehensive income	-	<b>8,113,245</b>	<b>8,113,245</b>
Dividends	-	<b>(8,113,245)</b>	<b>(8,113,245)</b>
Issued - dividend reinvestment (Note 8)	<b>4,999,444</b>	-	<b>4,999,444</b>
Issued - cash consideration	<b>21,227,750</b>	-	<b>21,227,750</b>
Redemption of shares for cash	<b>(22,147,414)</b>	-	<b>(22,147,414)</b>
<b>Balance as at December 31, 2022</b>	<b>122,641,942</b>	<b>(919)</b>	<b>122,641,023</b>

The accompanying notes are an integral part of these financial statements



**Manchester Investments Inc.**  
**Statements of Cash Flows**

	<i>December 31,</i> <i>2022</i>	<i>December 31,</i> <i>2021</i>
<b>Cash provided by (used for) the following activities</b>		
<b>Operating activities</b>		
Net and comprehensive income	8,113,245	5,603,193
Impairment losses on mortgage investments	220,344	82,878
	<b>8,333,589</b>	5,686,071
Changes in working capital accounts		
Prepaid expenses	(201,285)	(451)
Accounts payable and accrued liabilities	442,190	86,294
Dividends payable	386,992	350,029
Unearned revenue	(71,353)	249,443
Accrued interest receivable	(392,057)	(296,988)
	<b>8,498,076</b>	6,074,399
<b>Financing activities</b>		
Proceeds from credit facility	89,000,000	34,000,000
Repayments of credit facility	(45,413,695)	(14,499,952)
Proceeds from issuance of preferred shares	21,227,750	59,080,304
Payments for redemption of preferred shares	(22,147,414)	(4,102,049)
Dividends paid	(3,113,801)	(1,859,821)
	<b>39,552,840</b>	72,618,482
<b>Investing activities</b>		
Funding of mortgage investments	(144,005,218)	(129,719,184)
Discharge of and repayments on mortgage investments	87,011,211	50,506,313
	<b>(56,994,007)</b>	(79,212,871)
<b>Decrease in cash and cash equivalents</b>	<b>(8,943,091)</b>	(519,989)
<b>Cash and cash equivalents, beginning of period</b>	<b>3,981,804</b>	4,501,793
<b>Cash and cash equivalents (bank indebtedness) , end of period</b>	<b>(4,961,288)</b>	3,981,804
<b>Cash and cash equivalents are composed of:</b>		
Cash and cash equivalents	-	3,647,945
Bank indebtedness	(5,323,919)	-
Cash held in lawyer's trust	362,632	333,859
	<b>(4,961,287)</b>	3,981,804
<b>Cash flows from operating activities include:</b>		
Interest received	13,482,974	8,050,782
Interest paid on credit facility	(2,757,630)	(979,833)
<b>Supplementary cash flow information</b>		
Issuance of shares under the DRIP (Note 12)		

The accompanying notes are an integral part of these financial statements

**1. Incorporation and operation**

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

**2. Basis of presentation**

**a. Statement of compliance**

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

These financial statements for the twelve months ended December 31, 2022 were authorized for issuance by the Board of Directors of the Company (“Board”) on March 15, 2023.

**b. Basis of measurement**

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

**c. Functional and presentation currency**

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

**d. Significant accounting judgements, estimates and assumptions**

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

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

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

***Mortgage investments and impairment of financial assets***

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

**2. Basis of presentation (continued)**

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

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

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

**3. Summary of significant accounting policies**

**a. Cash and cash equivalents**

The Company considers highly liquid investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents. Cash held in lawyer's trust is subject to restrictions that prevent its use for current purposes is included in restricted cash.

**b. Financial instruments**

**Financial assets**

**Recognition and initial measurement**

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

**Classification and subsequent measurement**

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

**Impairment**

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

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

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

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

**3. Summary of significant accounting policies (continued)**

**b. Financial instruments (continued)**

***Financial assets (continued)***

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

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

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

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

Refer to Note 14b for additional information about the Company's credit risk management process, credit risk exposure and the amounts arising from expected credit losses.

**Derecognition of financial assets**

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

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

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

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

**Reclassifications**

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

***Financial liabilities***

**Recognition and initial measurement**

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

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

**Classification and subsequent measurement**

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

**3. Summary of significant accounting policies (continued)**

**b. Financial instruments (continued)**

**Financial liabilities (continued)**

**Derecognition of financial liabilities**

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

**Interest**

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

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

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

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

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

**c. Offsetting financial instruments**

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

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

**d. Unearned revenue**

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

**e. Share capital**

Preferred shares issued are classified as equity. Incremental costs directly attributable to the issue of shares are recognized as a deduction from equity. The Company did not incur any share issuance costs during the 2022 and 2021.

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

**3. Summary of significant accounting policies (continued)**

***f. Revenue recognition***

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

***g. Basic and diluted net earnings per share***

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

***h. Income taxes***

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

***i. Standards issued but not yet effective***

The Company has not yet applied the following new standards, interpretations and amendments to standards that have been issued as at December 31, 2022 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations.

**IAS 1 Presentation of Financial Statements**

Amendments to IAS 1, issued in January 2020, provide clarification on the requirements for classifying liabilities as either current or non-current.

The amendments are effective for annual periods beginning on or after January 1, 2023.

The Company will adopt the amendments in its financial statements for the annual period beginning on January 1, 2023. The Company does not expect the amendments to have a material impact on the financial statements.

**IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements**

Amendments to IAS 1 and IFRS Practice Statement 2, issued in February 2021, help entities provide accounting policy disclosures that are more useful to primary users of financial statements by replacing the requirement to disclose "significant" accounting policies with a requirement to disclose "material" accounting policies and providing guidance to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments are effective for annual periods beginning on or after January 1, 2023 and are required to be applied prospectively.

The Company will adopt the amendments in its financial statements for the annual period beginning on January 1, 2023. The Company does not expect the amendments to have a material impact on the financial statements.

**IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors**

Amendments to IAS 8, issued in February 2021, introduce a new definition of "accounting estimates" to replace the definition of "change in accounting estimates" and also include clarification intended to help entities distinguish changes in accounting policies from changes in accounting estimates.

**3. Summary of significant accounting policies (continued)**

*i. Standards issued but not yet effective (continued)*

The amendments are effective for annual periods beginning on or after January 1, 2023. Early adoption is permitted.

The Company will adopt the amendments in its financial statements for the annual period beginning on January 1, 2023. The Company does not expect the amendments to have a material impact on the financial statements.

**IAS 12 Income Taxes**

Amendments to IAS 12, issued in May 2021, narrow the scope of the recognition exemption to require an entity to recognize deferred tax on initial recognition of particular transactions, to the extent that transaction gives rise to equal taxable and deductible temporary differences. These amendments apply to transactions for which an entity recognizes both an asset and liability, for example leases and decommissioning liabilities.

The amendments are effective for annual periods beginning on or after January 1, 2023.

The Company does not expect the amendments to have a material impact on the financial statements.

**4. Mortgage investments**

Mortgages written by the Company are for terms ranging from one to two years. Most mortgages written by the Company earn interest at a fixed stated annual interest rate in the range of 4.99% to 13.25% (2021 - 4.49% to 11.50%) with a weighted average interest rate of 7.52% (2021 - 6.40%). Mortgages written by the Company for greater than a one-year term typically earn interest at a fixed rate for the first year and become variable at the Bank of Canada Prime Business Rate plus interest.

<b>Property locations</b>	<b>No.</b>	<b>2022</b>	<b>%</b>	<b>No.</b>	<b>2021</b>	<b>%</b>
Urban properties in British Columbia	<b>234</b>	<b>75,985,399</b>	<b>34.91</b>	176	49,041,126	30.52
Rural properties in British Columbia	<b>20</b>	<b>4,555,630</b>	<b>2.09</b>	14	1,822,229	1.13
Urban properties in Alberta	<b>76</b>	<b>7,086,493</b>	<b>3.26</b>	75	6,927,591	4.31
Rural properties in Alberta	<b>5</b>	<b>935,528</b>	<b>0.43</b>	6	1,534,978	0.96
Urban properties in Ontario	<b>444</b>	<b>121,004,741</b>	<b>55.59</b>	371	99,334,990	61.82
Rural properties in Ontario	<b>28</b>	<b>8,112,050</b>	<b>3.72</b>	12	2,024,919	1.26
	<b>807</b>	<b>217,679,841</b>	<b>100.0</b>	654	160,685,833	100.0
Accrued interest receivable		<b>1,000,231</b>			608,174	
Allowance for impairment losses		<b>(522,432)</b>			(302,087)	
		<b>218,157,640</b>			160,991,920	
Non-current portion		<b>(13,308,651)</b>			(11,571,033)	
		<b>204,848,989</b>			149,420,887	

**Manchester Investments Inc.**  
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**4. Mortgage investments (continued)**

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

	<b>2022</b>	%	<b>2021</b>	%
Interest in first mortgages	<b>180,259,212</b>	<b>82.81</b>	139,082,695	86.56
Interest in non-first mortgages	<b>37,420,629</b>	<b>17.19</b>	21,603,138	13.44
	<b>217,679,841</b>	<b>100.00</b>	160,685,833	100.00

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

	<b>2022</b>	<b>2021</b>
2022	-	149,420,888
2023	<b>204,848,989</b>	11,495,621
2024	<b>12,479,997</b>	75,411
2025	<b>828,654</b>	-
Total	<b>218,157,640</b>	160,991,920

The Company has invested in 108 non-current mortgages receivable (2021 - 83), which mature from January 1, 2024 to December 15, 2025 (2021 - January 1, 2023 to October 15, 2024).

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

	<b>2022</b>	<b>2021</b>
Balance at beginning of year	<b>302,087</b>	226,660
Increase in provision	<b>220,345</b>	82,878
Loss on discharge of mortgage investments	-	(7,451)
Balance at end of year	<b>522,432</b>	302,087

**5. Credit facility**

	<b>2022</b>	<b>2021</b>
30-Day Fixed-term Credit Facility (b) (a)	<b>89,000,000</b>	34,000,000
Floating Credit Facility (a)	-	11,413,695
Swingline Credit Facility (b)	<b>5,323,919</b>	-
Balance at end of year	<b>94,323,919</b>	45,413,695

a) Credit facility

The Company had a credit facility, due on demand, with a chartered bank for a total credit available of up to \$50,000,000 which matured in 2022. The Floating Credit Facility charged an annual interest rate equal to the Bank's prime rate plus 0.75%, while the 30-day rolling variable amount Fixed-term Credit Facility charged an annual interest rate of 2.695% and is set at each renewal date.



**5. Credit facility (continued)**

The credit facility has been replaced by a new syndicated credit facility in April 2022 (See (b) below).

b) Syndicated credit facility

In April 2022 the Company obtained a syndicated credit facility with four chartered banks and financial institutions for the lesser of \$150,000,000 and a percentage of total eligible mortgages. The syndicated credit facility is secured by a general security agreement covering first-ranking security of all tangible and intangible assets.

The loan consists of up to \$135,000,000 in revolving credit facilities in the form of Canadian Dollar Offered Rate ("CDOR") and/or Prime Rate Loans, of which the Company utilized \$89,000,000 as at December 31, 2022. A swingline facility is also included at an amount of \$15,000,000, of which the company had utilized \$5,323,919 of available funds. The swingline facility bears interest at 0.5% plus the bank's prime lending rate. Borrowing under the credit facilities is limited by a Borrowing Base calculation.

Interest on the Revolver Credit Facility borrowed by way of Prime Rate Loans is charged at the bank's prime lending rate plus 0.5% per annum. The CDOR loans bear interest at the applicable CDOR rate. Interest expense of \$2,828,850 at a blended rate of 6.6% was recorded on the syndicated credit facility for the year ended December 31, 2022.

The Company is required to manage its capital structure to maintain its debt obligation subject to various financial and non-financial covenants. The financial covenants require the Company to maintain a Maximum Total Debt to Tangible Net Worth Ratio of 1.00x and a Minimum EBITDA/Interest Coverage ratio of 3.25x.

At December 31, 2022 and 2021, the Company met its required financial covenants.

**6. Related party transactions and balances**

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

a. Transactions and balances with companies having common senior management group for the year ended December 31, 2022, and December 31, 2021 were as follows:

- (i) The Company acquired mortgage investments with a face value totaling \$9,813,291 (2021 - \$15,917,539) arranged by Alpine Credits Limited (BC) with a total discount received of \$26,933 (2021 - \$29,090). Included in accounts payable and accrued liabilities are \$13,903 (2021 - \$9,412).
- (ii) The Company acquired mortgage investments with a face value totaling \$2,716,674 (2021 - \$2,798,809) arranged by Alpine Credits Limited (AB) with a total discount received of \$7,797 (2021 - \$5,184). Included in accounts payable and accrued liabilities are \$3,470 (2021 - \$2,913).
- (iii) The Company acquired mortgage investments with a face value totaling \$25,490,810 (2021 - \$22,651,207) arranged by Alpine Credits Ontario Limited with a total discount received of \$59,288 (2021 - \$48,835). Included in accounts payable and accrued liabilities are \$14,005 (2021 - \$9,373).
- (iv) The Company acquired mortgage investments with a face value totaling \$106,010,759 (2021 - \$85,915,782) arranged by Sequence Capital Inc. with a total discount received of \$616,465 (2021 - \$637,354). Included in accounts payable and accrued liabilities are \$11,208 (2021 - \$7,325).
- (v) The Company incurred financial services fees of \$2,593,646 (2021 - \$1,589,474) to Amur Financial Group Inc. (Note 9). Included in accounts payable and accrued liabilities are \$244,947 (2021 - \$177,272).
- (vi) The Company incurred exempt market dealer fees of \$307,492 (2021 - \$192,380) to Amur Capital Management Corporation (Note 10). Included in accounts payable and accrued liabilities are \$28,570 (2021 - \$21,090).

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**6. Related party transactions and balances (continued)**

- b. During the year ended December 31, 2022, dividends reinvested in preferred shares to related parties/directors/officers total \$736,775 (2021 - \$521,362); preferred shares issued for cash consideration to related parties/directors/officers total \$763,794 (2021 - \$3,640,000); and redemption of preferred shares by related parties/directors/officers total \$1,501,562 (2021 - \$400,000). As at December 31, 2022, preferred shares held by related parties/directors/officers totaled \$23,620,981 (2021 - \$23,621,974)
- c. During the year ended December 31, 2022, the Company paid directors' fees totaling \$42,000 (2021 - \$59,500).

**7. Share capital**

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

<i>Number of shares</i>	<b>2022</b>	<b>2021</b>
Preferred shares		
Opening balance	<b>118,562,162</b>	59,840,535
Issued - dividends reinvestment	<b>4,999,444</b>	3,743,372
Issued - cash consideration	<b>21,227,750</b>	59,080,304
Redemption of shares for cash	<b>(22,147,414)</b>	(4,102,049)
<b>Total share capital</b>	<b>122,641,942</b>	118,562,162

<i>Amount</i>	<b>2022</b>	<b>2021</b>
Preferred shares		
Opening balance	<b>118,562,162</b>	59,840,535
Issued - dividends reinvestment	<b>4,999,444</b>	3,743,372
Issued - cash consideration	<b>21,227,750</b>	59,080,304
Redemption of shares for cash	<b>(22,147,414)</b>	(4,102,049)
<b>Total share capital</b>	<b>122,641,942</b>	118,562,162

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

**8. Distribution reinvestment plan**

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

For the year ended December 31, 2022, 4,999,444 preferred shares (2021 - 3,743,372 shares) were issued under the DRIP at \$1 per preferred share, for a total of \$4,999,444 (2021 - \$3,743,372).

The Company distributes dividend income monthly. If an investor had remained fully vested for the year ended December 31, 2022, without any additional purchases or redemptions and compounded their monthly distributions, the maximum potential return would be 6.72% (2021 - 6.29% annualized).

**9. Financial services fees**

On January 1, 2020, the Company amended the Mortgage Brokerage Services Agreement by decreasing the Financial Services Fee from 1.5% to 1.35% per annum of the total month-end value of the Company's mortgage portfolio, calculated and payable monthly and are net of any directors' fees payable from time to time (Note 6). The Broker is responsible for arranging financial service transactions, which include acting as a broker and intermediary between the Company and the borrowers for the purpose of arranging for and effecting mortgage loans transactions.

**10. Exempt market dealer fees**

On January 1, 2020, the Company entered into an Exempt Market Dealer Agreement with Amur Capital Management Corporation, appointing Amur Capital Management Corporation to act as an exempt market dealer in connection with the distribution of the Company's redeemable preferred shares in British Columbia and Alberta at an annual fee of 0.15% of the total month-end value of the Company's mortgage portfolio, calculated and payable monthly (Note 6).

**11. Basic and diluted net earnings per share**

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

	<i>2022</i>	<i>2021</i>
Numerator for net earnings per share		
Net and comprehensive income	<b>8,113,245</b>	5,603,194
Denominator for net earnings per share		
Weighted average shares	<b>123,876,710</b>	90,619,164
<b>Basic and diluted net earnings per share</b>	<b>0.0655</b>	0.0618

The Company distributes dividend income monthly. If an investor had remained fully vested for the year ended December 31, 2022, without any additional purchases or redemptions and compounded their monthly distributions, the maximum potential return would be 6.72% (2021 - 6.29%).

**12. Supplementary cash flow information**

***Non-cash transactions***

During December 31, 2022, the Company issued 4,999,446 preferred shares (2021 - 3,743,372 shares) at a value of \$1 per share for a total of \$4,999,446 (2021 - \$3,743,372) under the DRIP (Note 8).

**13. Determination of fair values**

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

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

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

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

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

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

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**13. Determination of fair values (continued)**

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

<i>December 31, 2022</i>	<u>Carrying value</u>	
	<i>Amortized cost</i>	<i>Fair value</i>
Bank indebtedness	5,323,919	5,323,919
Cash in lawyer's trust	362,632	362,632
Mortgage investments	218,157,640	218,157,640
Credit facility	89,000,000	89,000,000
Accounts payable and accrued liabilities	709,643	709,643
Dividends payable	869,359	869,359

<i>December 31, 2021</i>	<u>Carrying value</u>	
	<i>Amortized cost</i>	<i>Fair value</i>
Cash and cash equivalents	3,647,945	3,647,945
Cash in lawyer's trust	333,859	333,859
Mortgage investments	160,991,920	160,991,920
Credit facility	45,413,695	45,413,695
Accounts payable and accrued liabilities	267,283	267,283
Dividends payable	482,367	482,367

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

**a. Mortgage investments**

There is no quoted price in an active market for the mortgage investments. The Manager/Administrator makes its determination of fair value based on its assessment of the current lending market for mortgage investments of same or similar terms. Typically, the fair values are determined by discounting the future payments of principal and interest at the market interest rates at reporting dates. As a result, the fair value of mortgage investments is based on level 3 inputs.

**b. Other assets and liabilities**

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

#### 14. Risk management

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

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

##### **a. Interest rate risk**

Mortgages written by the Company for greater than a one-year term typically earn interest at fixed rate for the first year and become variable at the Bank of Canada Prime Business Rate plus interest ranging from 4.99% to 13.25% per annum (2021 - 4.49% to 11.50%). The minimum rate mitigates the effect of a drop in short-term market interest rates while the floating rate allows for increased interest earnings where short-term rates increase. The floating interest rate on the credit facility subjects the Company to a cash flow risk. The interest rate risk on cash and cash equivalents, cash held in lawyer's trust, accounts payable and accrued liabilities and dividends payable are not considered significant.

##### Sensitivity analysis

The Company is exposed to interest rate risk on the Credit Facility. Based on the outstanding balance of \$89,000,000 on the Credit Facility as at December 31, 2022 (2021 - \$45,413,695), a 0.50% decrease in the bank's prime rate, keeping other variables constant, would result in an annual increase in net and comprehensive income of \$445,000 (2021 - \$227,068) as a result of lower interest payable on the Credit Facility. A 0.50% increase in the bank's prime rate would have an equal but opposite effect on the net and comprehensive income of the Company.

##### **b. Credit risk**

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

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

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

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

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

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

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

**14. Risk management (continued)**

***b. Credit risk (continued)***

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

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

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

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

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

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

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

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

<b>As at December 31, 2022</b>				
<b>Property locations</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
Urban properties in British Columbia	70,417,294	5,219,407	348,698	75,985,399
Rural properties in British Columbia	3,691,791	747,560	116,279	4,555,630
Urban properties in Alberta	6,119,789	713,121	253,583	7,086,493
Rural properties in Alberta	897,862	37,666	-	935,528
Urban properties in Ontario	114,786,986	4,419,917	1,797,838	121,004,741
Rural properties in Ontario	7,814,632	297,418	-	8,112,050
	<b>203,728,354</b>	<b>11,435,089</b>	<b>2,516,398</b>	<b>217,679,841</b>

**Manchester Investments Inc.**  
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**14. Risk management (continued)**

**b. Credit risk (continued)**

As at December 31, 2021

Property locations	Stage 1	Stage 2	Stage 3	Total
Urban properties in British Columbia	44,411,992	4,399,328	229,806	49,041,126
Rural properties in British Columbia	1,573,178	249,051	-	1,822,229
Urban properties in Alberta	6,478,498	64,215	384,878	6,927,591
Rural properties in Alberta	856,031	-	678,947	1,534,978
Urban properties in Ontario	96,224,947	2,545,381	564,662	99,334,990
Rural properties in Ontario	2,024,919	-	-	2,024,919
	151,569,565	7,257,975	1,858,293	160,685,833

The allowance for impairment losses is summarized as follows:

As at December 31, 2022

Property locations	Stage 1	Stage 2	Stage 3	Total
Urban properties in British Columbia	<b>179,451</b>	-	-	<b>179,451</b>
Rural properties in British Columbia	<b>9,605</b>	-	-	<b>9,605</b>
Urban properties in Alberta	<b>15,921</b>	-	-	<b>15,921</b>
Rural properties in Alberta	<b>2,336</b>	-	-	<b>2,336</b>
Urban properties in Ontario	<b>295,318</b>	-	-	<b>295,318</b>
Rural properties in Ontario	<b>19,801</b>	-	-	<b>19,801</b>
	<b>522,432</b>	-	-	<b>522,432</b>

As at December 31, 2021

Property locations	Stage 1	Stage 2	Stage 3	Total
Urban properties in British Columbia	88,708	-	-	88,708
Rural properties in British Columbia	3,146	-	-	3,146
Urban properties in Alberta	12,957	-	-	12,957
Rural properties in Alberta	1,712	-	-	1,712
Urban properties in Ontario	191,514	-	-	191,514
Rural properties in Ontario	4,050	-	-	4,050
	302,087	-	-	302,087

Management estimated the ECL for mortgages in Stage 1 as \$522,432 (2021 - \$302,087). Mortgages that transferred to Stage 2 and 3 were assessed individually for lifetime ECL.

There were 33 mortgages in arrears (2021 - 23), identified as Stage 2, totaling \$11,435,089 (2021 - \$7,257,975) with an allowance for impairment losses of \$nil (2021 - \$nil).

**Manchester Investments Inc.**  
**Notes to the Financial Statements**  
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**14. Risk management (continued)**

**b. Credit risk (continued)**

There were 6 foreclosures (2021 – 6), identified as Stage 3, totaling \$2,516,398 (2021 - \$1,858,293) with an allowance for impairment losses of \$nil (2021 - \$nil).

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

	Year ended December 31, 2022			
	Stage 1	Stage 2	Stage 3	Total
Balance at January 1, 2022	302,087	-	-	302,087
Transfers to / from Stage 1 (1)	(11,117)	10,443	674	-
Transfers to / from Stage 2 (1)	-	-	-	-
Transfers to / from Stage 3 (1)	-	-	-	-
Net remeasurement (2)	42,380	(10,443)	(674)	31,263
Mortgage advances	331,454	-	-	331,454
Mortgage repayments	(142,373)	-	-	(142,373)
Balance at December 31, 2021	522,432	-	-	522,432

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

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

During the year ended December 31, 2022, the allowance for mortgage losses classified as Stage 1 increased as a result of an increase in the mortgage investments, net of repayments. The allowance for mortgage losses for mortgages classified as Stage 3 decreased due to management's estimate of impairment on mortgages included in Stage 3 at December 31, 2022, net of a repayment of a mortgage receivable under foreclosure. The ECL is assessed individually for Stage 2 and Stage 3 mortgages.

	Year ended December 31, 2021			
	Stage 1	Stage 2	Stage 3	Total
Balance at January 1, 2021	155,149	-	71,511	226,660
Transfers to / from Stage 1 (1)	(2,220)	2,193	27	-
Transfers to / from Stage 2 (1)	-	-	-	-
Transfers to / from Stage 3 (1)	-	-	-	-
Net remeasurement (2)	(897)	(2,193)	(33,202)	(36,292)
Mortgage advances	224,949	-	-	224,949
Mortgage repayments	(74,894)	-	(38,336)	(113,230)
Balance at December 31, 2021	302,087	-	-	302,087

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

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



**14. Risk management (continued)**

**b. Credit risk (continued)**

During the year ended December 31, 2021, the allowance for mortgage losses classified as Stage 1 increased as a result of an increase in the mortgage investments, net of repayments. The allowance for mortgage losses for mortgages classified as Stage 3 decreased due to management's estimate of impairment on mortgages included in Stage 3 at December 31, 2021, net of a repayment of a mortgage receivable under foreclosure. The ECL is assessed individually for Stage 2 and Stage 3 mortgages.

Concentration of credit risk analysis

At December 31, 2022, the Company has no significant individual mortgage investment (2021 - nil). The average mortgage amount for the balance of the mortgage investments was \$269,740 (2021 - \$245,697).

**c. Liquidity risk**

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

The following are the contractual maturities of the financial liabilities:

<b>December 31, 2022</b>	<b>Amortized cost</b>	<b>Due in 1 year</b>
Credit facility	89,000,000	89,000,000
Accounts payable and accrued liabilities	709,642	709,642
Bank indebtedness	5,323,919	5,323,919
Dividends payable	869,359	869,359
	<b>95,902,920</b>	<b>95,902,920</b>
	<i>Amortized</i>	<i>Due in</i>
<b>December 31, 2021</b>	<b>cost</b>	<b>1 year</b>
Credit facility	45,413,695	45,413,695
Accounts payable and accrued liabilities	267,283	267,283
Dividends payable	482,367	482,367
	46,163,345	46,163,345

**d. Redemption risk**

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

**15. Capital management**

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

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

The Company's investment guidelines are subject to externally imposed capital requirements to maintain the Company's eligibility as a Mortgage Investment Corporation as defined in Section 130.1 (6) of the Canadian Income Tax Act. These guidelines state that (i) at least 50% of the Company assets must be residential mortgages and/or cash and insured deposits at Canada Deposit Insurance Corporation member financial institutions, (ii) no more than 25% of its assets must be in real estate, and (iii) that all investments must be within Canada. During the year ended December 31, 2022, and December 31, 2021, the Company complied with these requirements.

**16. Contingencies**

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

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

**17. Key Management personnel compensation**

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

