

CapGap
Mortgage Trust

Solving for the capital gap in the real estate lending market

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March 24, 2023



General Disclaimer



Trust Units are available to qualified investors on a private placement basis only via Offering Memorandum, dated March 24, 2023 (the “Offering Memorandum”). The statements contained herein are qualified in their entirety by the Offering Memorandum. The foregoing does not constitute an offer to sell or a solicitation of interest to purchase any securities in any jurisdiction in which such offer or solicitation is not authorized.

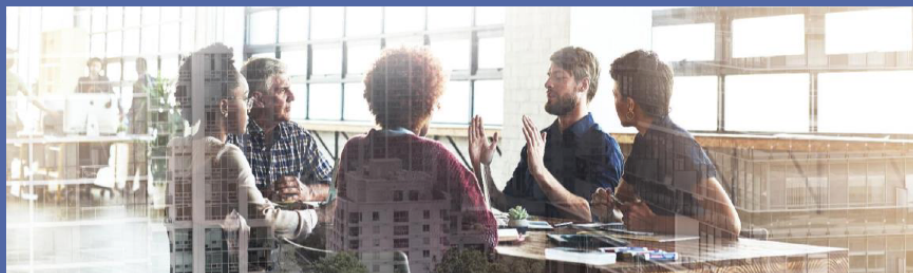
Units in the fund are available only for investment via a signed subscription agreement through Atlas One, a registered Exempt Market Dealer.

For more information, please contact our Administrative team at info@capgapmft.com or Ryan Firkser at investor@atlasone.ca.



What is a Mortgage Trust?

- A Mortgage Trust (“the fund”) is an alternative investing option that consists of a diversified pool of mortgages that are secured by residential and commercial properties.
- The objective of mortgage trusts is to provide superior yields, while generating consistent, predictable returns for investors and preserving the underlying capital.
- As a result, investors can receive distributions based on the overall income of all mortgages within the trust.



What are some differences between a REIT, a MIC and an MFT?

Real Estate Investment Trust (REIT) and Mortgage Investment Corp (MIC)

- The primary business of a REIT is to buy, own and manage income-producing properties (via rent or leases) ; profitability can be affected by vacancy and interest rate increases; REITs are bound to strict guidelines regarding income generated and distributions
- MIC funds are placed in a pool of secured private mortgages on property however cannot manage or develop a property like a REIT; also 50% of its assets must be invested in residential mortgages; typically, lower LTV ratio (< 80%)

Mortgage Trust (MFT)

- Legally structured as a mutual fund but have advantages over a MIC
- Similar to REIT, underlying assets secured against property in the form of mortgages but, unlike a MIC, the MFT can also hold real estate over the long term in the trust
- In the event of an economic downturn, bankruptcy, foreclosure, power of sale, etc. mortgage trusts are able to seize the underlying asset and can choose to rent it, hold it or sell it.
- Mortgage Trusts are also not limited in the types of mortgages that can be invested
- MFTs do not have to have 50% of their assets in residential mortgages



Why a Mortgage Trust?

After years of successfully working in the mortgage business and as active real estate investors ourselves with our own established portfolios, we recognized there is a gap in the capital market

Borrowers may have hit their maximum borrowing capacity with their current lender(s)

They may also now be looking to scale their portfolio to larger commercial buildings and/or are acquiring more properties



OUR GOAL

To fill this part of the market for our borrowers by creating an investment vehicle for our investors that delivers a diversified offering of varying Loan-to-Value (“LTV”) mortgages that provide superior yields to the bond market and generate consistent, predictable returns while preserving the underlying capital.

The CapGap Edge



Years of combined mortgage industry background and knowledge as active real estate investors, licensed mortgage professionals, and as mortgage originators and administrators of multiple private mortgages



Rigorous screening to qualify borrowers that take into consideration the 5 C's of credit and other underwriting criteria

Past experience that has laid the foundation to originate and structure mortgages tailored for fellow real estate investors as they acquire and grow their investment portfolios

Our Offering*



Three different portfolio types with different return and risk characteristics, through Limited Partnership (LP) units:

Class A: target returns of **8%** by lending on mortgages of up to 80% loan-to-value.

Class B: target returns of **11%** by lending on mortgages of up to 90% loan-to-value.

Class C: target returns of **14%** by lending on mortgages of up to 100% of as-is value and/or 80% of as-complete value.

3 Unit Classes

Redemption Rights

- 3% reduction on redemption price if redeemed within 1 year.
- 2% reduction if within 2 years.
- 1% reduction if within 3 years.
- No reduction after 3 years.

*There is no guarantee that any of these targets will be met or that any distributions will be made at all or that the assets of the Issuer will appreciate in value. Such forward-looking statements involve risks, uncertainties and other factors which may cause actual results, performance or achievements of CapGap to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. See "Forward-Looking Information" and "Future Oriented Financial Information" in this presentation, and "Risk Factors" in the Offering Memorandum.

Particulars of the Fund

- Units in the trust are \$10 each with an initial investment of \$10,000 minimum for qualified investors through our exempt market dealer, Atlas One
- Registered plan eligible
- Introductory threshold to enter of \$3,000 for a limited time; DRIP eligible
- Incremental increases of \$1,000+ after initial investment
- Our investment will be diversified across a range of mortgages and borrowers who are primarily seasoned real estate investors, many of whom currently have a portfolio of investment properties
- Income from the pool of mortgages is distributed to all investors based on the number of units held in the trust and the amount they invest in the trust; taxed as income to the investor and T5 slips to be generated the next February for the previous year; monthly distributions
- Investors share the risk associated with the mortgages in the pool
- Withdrawals of some or all of your capital can be made but are subject to the trust's liquidity and proper notice
- Funds will be continuously raised from subscribers through Atlas One Digital Securities, the platform to use to purchase units in the investment

Meet the Co-Trustees of CapGap



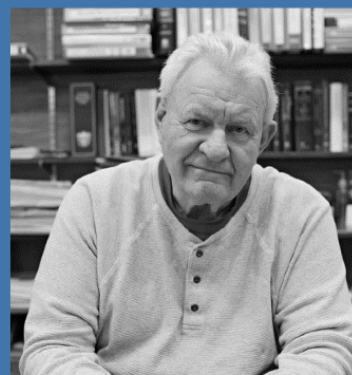
Kyle Ford

Over a decade in Financial services (financial advisor then mortgage agent); 6 previously as a financial advisor and currently 5 years as a full service, licensed mortgage agent with Mortgage Alliance – Canada’s Mortgage Choice Ltd. Kyle is also an active real estate investor and entrepreneur.



Anna Scott

Anna has 33 years experience in the financial services and life insurance industries. Presently a licensed mortgage agent for the past 3 years with Mortgage Alliance – Canada’s Mortgage Choice Ltd. Previously in Director & Management positions at Manulife Bank of Canada, Manulife Financial and Sun Life Financial as well as roles in corporate compliance, business analysis and as a consultant on enterprise projects.



Joseph Ward

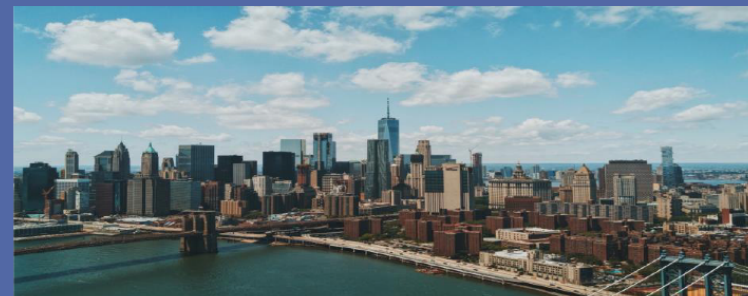
Joe has been a successful lawyer for over 40 years, with a specialty in real estate law. He brings a wealth of knowledge and experience to the team in his professional capacity, providing legal support and general advisory counsel to help manage a large-scale mortgage portfolio



Steve Aho

For 46 years, Steve has been an IT sales professional, providing complex solutions to businesses across North America. He has held positions at a community college as a math professor, a manager at Price Waterhouse Coopers and as VP of Sales at three IT organizations. Since 2019, Steve has thoroughly enjoyed providing mortgage solutions to his clients as a licensed mortgage agent.

The CapGap Value Proposition*



Professional management - we will source and acquire the mortgages, as well as take care of the administration and ongoing management of the mortgages on your behalf, throughout their life cycle.

Participation in the real estate market – our fund offer a means to invest in properties through mortgages that are secured against property and protected by well-defined power of sale and foreclosure laws in Canada

Competitive Income through regular distributions. The level of yield may vary depending on the performance of the trust

Registered Funds Eligibility & Tax Treatment – Our mortgage trust is 100% RRSP, RRIF, LIRA, LIF, RESP, and TFSA eligible. Distributions are made to the investment fund source. For non-registered funds, distributions received are considered interest income for tax purposes.

*There is no guarantee that any distributions will be made at all or that the assets of the Issuer will appreciate in value. Such forward-looking statements involve risks, uncertainties and other factors which may cause actual results, performance or achievements of CapGap to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. See "Forward-Looking Information" and "Future Oriented Financial Information" in this presentation, and "Risk Factors" in the Offering Memorandum.

What CapGap Further Aims to Bring to the Table



Portfolio Diversification

Our fund will enable a broader level of diversification in an investor's portfolio from the traditional equity and fixed income mix.

This can be attractive to investors with smaller positions as trusts can enable investors, together with others pooled funds, to participate in mortgages across various borrowers, different geographic locations, property sectors (residential, commercial), project types, project stages, loan sizes and loan-to-value (LTV) ratios



Risk Management

Security in the form of a mortgage charge that is legally registered against each property in our portfolio with a defined interest rate and for a specific period of time.

Investors can expect a predictable stream of income. The underlying mortgage assets are obligated to maintain ongoing payments on the mortgages.

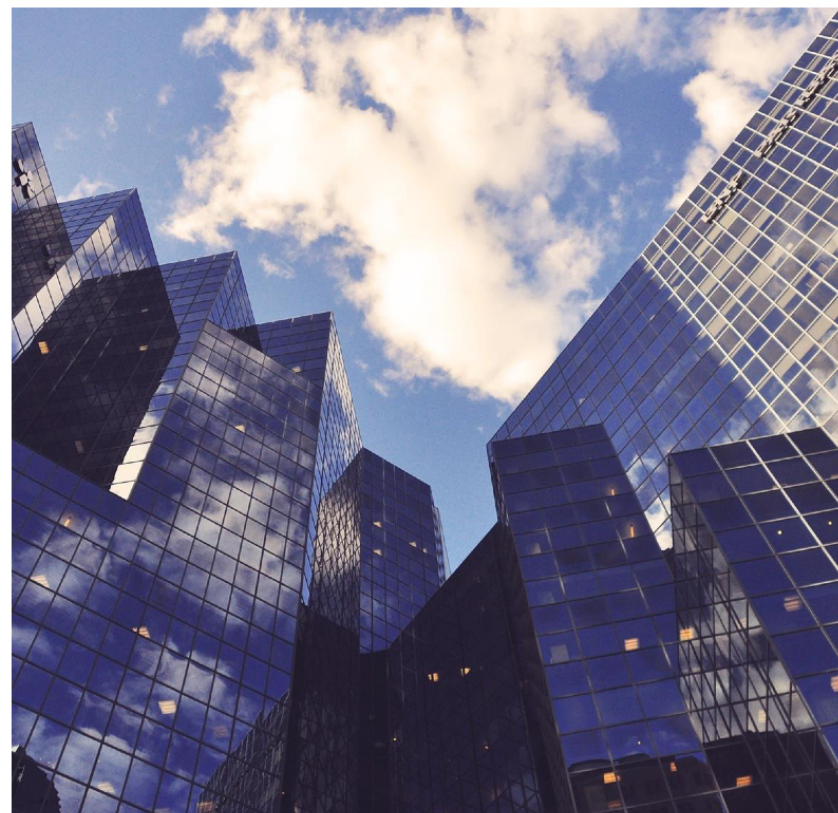
Established Pool of Existing Borrowers

As conventional mortgage rates rise and increasing regulations are being placed on traditional lenders, alternative financing is becoming more favourable with more flexible options to borrowers.

We will be working with new and our existing group of active, reliable, vetted borrowers and approach them to renew current and new loans into the fund to further build our mortgage portfolio.

CapGap - The Fund To Choose

- **Prior Experience in the private mortgage market** makes us well-placed to make calculated investment decisions in your best interest
- **Proactive risk management** - we have the ability to identify risks and proactively manage their impact on returns
- **Secured Investments** that offer stable income, diversified lending with no downtime between mortgages
- **Customer service & reporting** – we will be providing communications about the trust, the fund's performance and your investment.



DISCLAIMER

This presentation (the “Presentation”) is being delivered on a confidential basis for information purposes only and does not constitute an offer to sell or a solicitation to buy securities. This Presentation has been prepared by CapGap Mortgage Trust (the “Trust”) solely for the purposes of providing information to potential investors to assist them in deciding if they are sufficiently interested to proceed with further investigation. This Presentation is not, and under no circumstances is it to be construed as, a prospectus, or advertisement or a public offering of these securities.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF WEALTHSHARE AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE OR PROVINCIAL SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED ON THE ACCURACY OR ADEQUACY OF THE PRESENTATION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The information contained in this Presentation, (a) is provided as at the date hereof and is subject to change without notice, (b) does not purport to contain all the information that may be necessary or desirable to fully and accurately evaluate an investment in the Trust, and (c) is not to be considered as a recommendation by the Trust to purchase any securities offered in connection with this presentation. An investment in such securities is speculative and involves a number of risks that should be considered by a prospective investor. **The information contained herein must be treated in a confidential manner and may not be reproduced, used or disclosed, in whole or in part in any medium without the prior written consent of the Trust. Disclosure to persons other than the recipient and its representatives, who themselves are bound by confidentiality restrictions, is prohibited.**

Class A, B and C Trust Units of the Trust (the “Trust Units”) will be offered to qualified investors on a private placement basis pursuant to exemptions from the prospectus requirements under applicable securities legislation (the “Offering”). Accordingly, the transfer or resale of Trust Units will be subject to restrictions under applicable securities laws which may require resales to be made in accordance with prospectus and dealer registration requirements or exemptions from the prospectus and dealer registration requirements. Resale of the securities offered will be subject to restrictions under (i) applicable securities legislation, which will vary depending on the relevant jurisdiction, (ii) the governing documents of the Trust or any applicable entity related thereto, and (iii) the subscription agreements pursuant to which investors subscribed for their respective Trust Units..

This Presentation constitutes an “offering memorandum” under applicable securities laws (including pursuant to the *Securities Act* (Ontario) and OSC Rule 45-501 - *Ontario Prospectus and Registration Exemptions*). This Presentation is not a prospectus or an offering memorandum pursuant to applicable U.S. securities laws. Under no circumstances are its contents to be reproduced or distributed to the public or press. Securities legislation in all provinces prohibits such distribution of information. This document is not, and under no circumstances is to be construed as a prospectus or a public offering as defined under applicable securities anywhere in Canada or in any other jurisdiction. The Trust is not a “reporting issuer”, as such term is defined under applicable Canadian securities laws, in any province or territory of Canada. Potential Canadian investors are advised that the Trust is not required to file a prospectus or similar document with any securities regulatory authority in Canada qualifying the resale of the Trust Units to the public in any province or territory of Canada.

There is currently no market for the Trust Units and a market for the Trust Units is not expected to develop. The Shareholders’ Agreement will also contain additional restrictions on the transfer and resale of Trust Units. Accordingly, each potential investor must be prepared to bear the economic risk of investing in the Trust Units for an indefinite period. Potential investors are not to construe the contents of this Presentation as legal, tax, accounting or investment advice. Each potential investor should perform and rely on its own investigation and analysis of the Trust and the terms of any offering of the Trust Units, including the merits and risks involved. Prospective investors should be aware that the purchase of the Trust Units of the Trust or any entity related thereto may have tax consequences both in Canada and the United States (if applicable). Each prospective investor is strongly encouraged to consult its own tax advisor concerning any purchase of securities of the Trust or any entity related thereto and the holding and disposition of any such securities. This presentation does not address the tax consequences of the purchase, ownership or disposition of any such securities.

DISCLAIMER (CONT'D)

An investment for Trust Units would be a risky investment as the Trust Units are highly speculative. No representations or warranties are made (express or implied) as to the accuracy, currency, completeness, and suitability or otherwise of the information contained herein. The Trust and its officers, trustees, advisors, consultants and agents shall not be liable (to the extent permitted by applicable law) to any person for any loss, liability, damage or expense arising directly or indirectly from or connected in any way with any use of or reliance on such information in this Presentation. Neither the delivery of this Presentation, at any time, nor any sales made pursuant hereto, will imply that the information contained herein is correct as of any time subsequent to the date set forth on the face page hereof and the Trust does not undertake or accept any obligation to update such information except as required by applicable law. No person is authorized to give any information or make any representation other than those contained in this Presentation.

Neither the Trust nor any agent of the Trust makes any representation or warranty, express or implied, and assumes no responsibility for the accuracy or completeness of the information contained in this Presentation or any other oral or written communication transmitted to prospective investors, and nothing contained in this summary is, or shall be relied upon as, a promise or representation by the Trust or any agent of the Trust as to the past or future performance of the Trust. The Trust retains the right, at any time, to terminate any discussions or negotiations with prospective investors. In the event of such termination the Trust will not be under any obligation to disclose the reasons for such termination nor will they have any liability to any recipient hereof for any costs whatsoever incurred in the consideration of the information contained in this Presentation.

Certain information contained herein includes market and industry data that has been obtained from or is based upon estimates derived from third party sources, including industry publications, reports and websites. Third party sources generally state that the information contained therein has been obtained from sources the Trust believes can be reasonably relied-on, but there is no assurance or guarantee as to the accuracy or completeness of the included data. Although the data is believed to be reasonably reliable, neither the Trust nor its agents have independently verified the accuracy, currency or completeness of any of the information from third party sources referred to in this Presentation or ascertained from the underlying economic assumptions relied upon by such sources.

The Trust uses a variety of financial measures to evaluate its performance including both International Financial Reporting Standards (“IFRS”) and certain non-IFRS measures that we believe provide useful information to investors regarding the Trust’s financial condition and results of operations. Readers are cautioned that non-IFRS measures often do not have any standardized meaning, and therefore, are unlikely to be comparable to similar measures presented by other companies. In this Presentation, such non-IFRS measures include earnings before interest, taxes, depreciation and amortization (“EBITDA”).

CAUTIONARY NOTE REGARDING UNITED STATES SECURITIES LAWS

The securities of the Trust have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons,” as such term is defined in Regulation S under the U.S. Securities Act, unless an exemption from such registration is available. The securities will not be and have not been registered under the U.S. Securities Act or the securities laws of any state of the United States, and if sold in the United States will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act. The securities may be resold, pledged or otherwise transferred only pursuant to an effective registration statement under the U.S. Securities Act or pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act.

DISCLAIMER (CONT'D)

FORWARD-LOOKING INFORMATION

The document contains certain statements regarding the anticipated future results, performance and achievements of the Trust. These “forward-looking” statements are based on the beliefs of, assumptions made by, and information available to the management of the Trust (the “Management”). Where possible the Trust has used words such as “may,” “will,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “plan,” “opportunity” and similar expressions to identify these forward-looking statements. Forward-looking statements in this document include, among other things, statements relating to: the investment criteria, objectives, restrictions and strategies of the Trust; the types of mortgages sought in its mortgage portfolio and the target and maximum LTVs of the Trust’s investments; the identification, evaluation, negotiation and investments in its mortgage portfolio; the Trust’s belief that the investment strategy for the Trust can achieve returns for investors; the realization of anticipated benefits of acquisitions of investments, the timing thereof and the methods of funding; the Trust’s intentions or expectations regarding the frequency, size and payment of distributions; long-term or short-term plans and objectives of the Trust; the Management of the Trust following the date of this Presentation; anticipated regulatory approvals; and other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance, review and approval dates, start-up timelines and schedules and statements related to the continued overall advancement of the Trust’s business.

These forward-looking statements are based on a number of assumptions which may prove to be incorrect including, but not limited to: (i) general economic, market and business conditions, (ii) the accuracy of cost estimates, (iii) ability to obtain sufficient capital on satisfactory terms, (iv) the ability to obtain all licenses and/or regulatory approvals required to operate the Trust’s business, (v) a growth in popularity of alternative mortgage lenders, and (vi) the applicability of similar business models to the Trust’s business.

Forward-looking information is based on the current expectations, estimates and projections of the Trust and the Manager and involves a number of known and unknown risks and uncertainties which may cause actual results or events to differ materially from those presently anticipated, including those risks described under “Risk Factors” in the Trust’s confidential offering memorandum dated March 24, 2023 (the “Offering Memorandum”), many of which are beyond the control of the Trust. Readers are cautioned that the “Risk Factors” section in the Offering Memorandum is not exhaustive.

Forward-looking statements in the document are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and the Trust and Management does not undertake any obligation to update forward-looking statements to reflect new information, subsequent events or otherwise. Because of the risks, uncertainties and assumptions contained herein, prospective investors should not read forward-looking information as guarantees of future performance or results and should not place undue reliance on forward-looking information. Nothing in this Presentation is, or should be relied upon as, a promise or representation as to the future.

FUTURE ORIENTED FINANCIAL INFORMATION

Any financial outlook or future oriented financial information (“FOFI”) in this Presentation, as defined by applicable securities legislation, has been approved by Management. Investors are cautioned that any such FOFI contained herein should not be used for purposes other than those for which it is disclosed herein. The Trust and Management believe that the FOFI has been prepared on a reasonable basis, reflecting Management’s best estimates and judgments, and represent, to the best of Management’s knowledge and opinion, the Trust’s expected course of action. However, because this information is highly subjective and/or speculative, it should not be relied on as necessarily indicative of future activities and/or results.

DISCLAIMER (CONT'D)

STATUTORY RIGHTS OF ACTION FOR PURCHASER

If you purchase the Trust Units you will have certain rights, some of which are described below. For information about your rights, you should consult legal counsel.

Two-Day Cancellation Right. You can cancel your agreement to purchase the Trust Units. To do so, you must send a notice to the Trust by midnight on the second Business Day (as defined in the Subscription Agreement) after you sign the agreement to purchase the Trust Units.

Statutory and Contractual Rights of Action in the Event of a Misrepresentation

The following rights of action for damages or rescission will only apply to a purchase of the Trust Units of the Trust in the event that the foregoing Presentation is deemed to be an offering memorandum pursuant to applicable securities legislation. These remedies, or notice with respect thereto, must be exercised, or delivered, as the case may be, by the purchaser within the time limits prescribed by the applicable provisions of such provincial securities legislation. Subscribers should refer to such applicable securities legislation for the complete text of these rights or consult with a legal adviser. A “misrepresentation” is 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 or false in the light of the circumstances in which it was made.

These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Each Subscriber should refer to the provisions of the applicable securities laws for the particulars of these rights or consult with a legal advisor.

The following rights are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained therein. The following summaries are subject to the express provisions of the applicable securities statutes and instruments in the below-referenced provinces and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

Ontario Investors

Under Ontario securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer or any selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are not available for a purchaser that is (a) a Canadian financial institution or a Schedule III Bank (each as defined in National Instrument 45-106 – Prospectus Exemptions), (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada), or (c) a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary. These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

DISCLAIMER (CONT'D)

Alberta, British Columbia and Quebec Investors

By purchasing Trust Units of the Trust, Subscribers in Alberta, British Columbia and Quebec are not entitled to the statutory rights described above. In consideration of their purchase of the Trust Units and upon accepting a purchase confirmation in respect thereof, Subscribers are hereby granted a contractual right of action for damages or rescission that is substantially the same as the statutory right of action provided to residents of Ontario who purchase securities.

Saskatchewan Investors

Under Saskatchewan securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer, every director and promoter of the issuer or any selling security holder as of the date of the offering memorandum, every person or company whose consent has been filed under the offering memorandum, every person or company that signed the offering memorandum or the amendment to the offering memorandum and every person or company who sells securities on behalf of an issuer or selling security holder under the offering memorandum, or while still the owner of the securities, for rescission against the issuer or selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or the others listed above. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and the others listed above will have no liability. In the case of an action for damages, the issuer and the others listed above will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon. Other defences in Saskatchewan legislation include that no person or company, other than the issuer, will be liable if the person or company proves that (a) the offering memorandum or any amendment to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company immediately gave reasonable general notice that it was so sent or delivered, or (b) with respect to any part of the offering memorandum or any amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, an opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that there had been a misrepresentation, the part of the offering memorandum or any amendment to it did not fairly represent the report, opinion or statement of the expert.

No person or company, other than the issuer, is liable for any part of the offering memorandum or the amendment to 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 (a) failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation, or (b) believed there had been a misrepresentation. Similar rights of action for damages and rescission are provided in Saskatchewan legislation in respect of a misrepresentation in advertising and sales literature disseminated in connection with an offering of securities. Saskatchewan legislation also provides that where an individual makes a verbal statement to a prospective purchaser that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the purchaser has, without regard to whether the purchaser relied on the misrepresentation, a right of action for damages against the individual who made the verbal statement. In addition, Saskatchewan legislation provides a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are sold by a vendor who is trading in Saskatchewan in contravention of Saskatchewan securities legislation, regulations or a decision of the Financial and Consumer Affairs Authority of Saskatchewan. The Saskatchewan legislation also provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum or any amendment to it was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities, as required by the Saskatchewan legislation. A purchaser who receives an amended offering memorandum has the right to withdraw from the agreement to purchase the securities by delivering a notice to the issuer or selling security holder within two business days of receiving the amended offering memorandum. These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Saskatchewan purchaser. The foregoing is a summary of the rights available to a Saskatchewan purchaser. Not all defences upon which an issuer or others may rely are described herein. Saskatchewan purchasers should refer to the complete text of the relevant statutory provisions.



THANK YOU!



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