



# MacBeth

Mortgage Investment Corp.

Suite 1100, Landmark 6, 1631 Dickson Avenue, Kelowna, British Columbia, Canada V1Y 0B5

## **TERM SHEET - Private Placement Offering of up to \$7,500,000**

<b>The Issuer:</b>	<p><i>MacBeth Mortgage Investment Corporation</i> (the “<b>Issuer</b>”) is a mortgage investment corporation formed under the laws of British Columbia, Canada. The Issuer is a private company and its securities are not listed for trading on any designated stock exchange or over-the-counter market.</p> <p>A mortgage investment corporation is an investment vehicle designed for mortgage lending, which allows investors to subscribe for securities of a company that manages one or more secured mortgages over commercial or residential property.</p>
<b>Shares and Private Placement Minimum:</b>	<p>The private placement (“<b>Private Placement</b>”), consists of a minimum of 0 and a maximum of 7,500,000 First Preferred Shares of the Issuer (the “<b>Shares</b>”) for aggregate gross proceeds of up to \$7,500,000 (the “<b>Proceeds</b>”).</p> <p>The Private Placement Shares are being offered and sold on a private basis, pursuant to applicable exemptions from the prospectus requirements, as further described in this Term Sheet. <b>This is not a public offering of, or solicitation for investment in, the Shares.</b></p>
<b>Subscription Price:</b>	<p><b><u>\$1.00 per Share</u></b> (the “<b>Subscription Price</b>”).</p>
<b>Use of Proceeds:</b>	<p>The Proceeds will be used for mortgage investment purposes, in accordance with the laws governing mortgage lending by mortgage investment corporations.</p>
<b>Redemption Rights:</b>	<p>All Shares of the Issuer carry a right of redemption granted in the Issuer's Articles. Shares sold under the Private Placement will be subject to a contractual discount on early redemption, as set out in the subscription agreement for the purchase of such Shares, such discount to be in the amount of 10% if redeemed between 12 and 24 months after the date of issue, 9% if redeemed between 24 and 36 months after the date of issue, and no discount for redemption thereafter.</p>
<b>Investor Due Diligence:</b>	<p>There are certain risks associated with any purchase of equity securities, including risks related to the Issuer's business, its structure, the nature of the securities, and the nature of its operations. It is recommended that the investor consult with and obtain the advice of the investor's own legal, financial, tax and other advisors, and conduct the investor's own due diligence on the Issuer prior to investing in Shares.</p>
<b>Purchasers Must be Canadian Residents:</b>	<p>The Shares are being offered and sold to Canadian residents only, in accordance with requirements under the <i>Income Tax Act</i> (Canada) governing the tax-preferred status of mortgage investment corporations.</p>
<b>Selling Jurisdictions:</b>	<p>The Shares may be offered for sale in British Columbia, Alberta and Saskatchewan, and may be offered for sale in certain other jurisdictions in Canada in the sole discretion of the Issuer, such sales to be completed in accordance with available securities law exemptions.</p>
<b>Exemptions:</b>	<p>The Private Placement will be made in accordance with the following exemptions from the prospectus requirements:</p> <ul style="list-style-type: none"><li>(a) the “accredited investor” exemption found in section 2.3 of National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>; and</li><li>(b) the “minimum amount investment (CDN\$150,000)” exemption found in section 2.10 of National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>.</li></ul>

**Resale Restrictions  
and Restrictive  
Legend:**

The Issuer is not a "reporting issuer" (or equivalent thereof) in any jurisdiction, and has no plans to become a reporting issuer in the foreseeable future. The Shares may not be resold except in accordance with applicable securities laws and exemptions on resale. You should seek legal advice prior to selling any Shares purchased pursuant to this Private Placement.

The Shares will bear a restrictive legend setting out applicable restrictions on resale.

**Governing Law:**

All documents executed and delivered in connection with the Private Placement shall be governed by the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

**Finder's Fees:**

The Issuer may pay fees to one or more registered dealers or finders responsible for introducing investors to the Issuer, payable in cash or in Shares, in the sole discretion of the Issuer on negotiation with the registered dealer or finder.

**Costs:**

All costs of the investor in connection with an investment in the Shares shall be borne by the investor. The Issuer shall bear all costs in connection with the issuance of the Shares pursuant to the Private Placement, including any fees payable to registered dealers or finders.

**Closing Date:**

It is anticipated that the closing of the Private Placement will occur on or about **April 30, 2015** and subsequent closings may occur up to November 30, 2015, or on such other date or dates as may be determined by the Issuer (the "**Closing Date**"). The Subscription Price must be paid to the Issuer by wire transfer, bank draft or certified cheque or may be paid to the Issuer's legal counsel – "Boughton Law Corporation in Trust" – to be held in trust for the Issuer until closing of the investor's subscription for Shares. Shares will not be issued on a particular Closing Date until the Subscription Price is paid in full.

~ All references herein to currency are denominated in Canadian dollars. ~

**End of Term Sheet**