This Offering Memorandum constitutes an offering of securities only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale. This Offering Memorandum is not, and under no circumstances is to be construed as, a prospectus or advertisement or a public offering of these securities. This Offering Memorandum is for the confidential use of only those persons to whom it is transmitted in connection with this Offering. By their acceptance of this Offering Memorandum, recipients 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. No person has been authorized to give any information or to make any representation not contained in this Offering Memorandum. Any such information or representation, which is given or received, must not be relied upon.

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 8 "Risk Factors".

OFFERING MEMORANDUM
CANADA THE ONE MORTGAGE INVESTMENT CORPORATION

October 25, 2019

THE ISSUER

Name:	Canada The One Mortgage Investment Corporation (the "**Issuer**")
Head office:	200-6061 No. 3 Road Richmond, British Columbia V6Y 2B2 Phone: (778) 997 9966 Fax: (778) 297 6561 Email: minguo111@gmail.com Website: www.the1mic.com
Currently listed or quoted?	**No. These securities do not trade on any exchange or market.**
Reporting issuer?	No.
SEDAR filer?	No.

THE OFFERING

Securities offered:	Class A shares (the "**Shares**")
Price per security:	$1.00 per Share
Minimum/Maximum offering:	**There is no minimum or maximum offering. You may be the only purchaser. Funds available under the Offering may not be sufficient to accomplish our proposed objectives.**
Minimum subscription amount:	$10,000.00
Payment terms:	Cheque or bank draft payable to the Issuer at the time of subscription. The full subscription price is due on closing. See Item 5.2 "Subscription Procedure".
Proposed closing date:	Closing dates will be determined from time to time by the Issuer as subscriptions for Shares are received.

Income tax consequences:	There are important income tax consequences to these securities. See Item 6 "Income Tax Consequences and RRSP Eligibility".
Selling agent:	Yes. See Item 7.

Resale Restrictions

You will be restricted from selling your securities for an indefinite period. See Item 10 "Resale Restrictions". However, the Shares are redeemable in certain circumstances. See Item 5.1 "Terms of Securities".

Purchaser's Rights

You have two (2) business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this Offering Memorandum, you have the right to sue either for damages or to cancel the agreement. See Item 11 "Purchaser's Rights".

FORWARD-LOOKING STATEMENTS

This Offering Memorandum contains statements based on "forward-looking information" within the meaning of Canadian securities legislation (collectively, "forward-looking statements"), including with respect to the term of the mortgage loans that the Issuer will make, the types of loans the Issuer will make, the rate of return anticipated to be earned by the Issuer from its mortgage loans, the size of such loans, ongoing loan to value ratios of such loans, the continued performance of such loans relative to the Issuer's history, the frequency of anticipated distributions to be made by the Issuer, and the Issuer's anticipated expenses with respect to this Offering. These forward-looking statements are made as of the date of this Offering Memorandum.

In certain cases, forward-looking statements can be identified by use of words such as "believe," "intend," "may," "will," "should," "plans," "anticipates," "believes," "potential," "intends," "expects," and other similar expressions. Forward-looking statements reflect our current expectations and assumptions as of the date of the statements, and are subject to a number of known and unknown risks, uncertainties and other factors, many of which are beyond the Issuer's control, which may cause our actual results, performance or achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements.

Investors are advised to carefully review and consider the risk factors identified in this Offering Memorandum under Item 8 "Risk Factors" for a discussion of the factors that could cause actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements.

These risks, uncertainties and other factors include, but are not limited to: risks associated with an investment in the Shares; risks associated with the Issuer; and risks associated with the mortgage investment corporation industry and the real estate investment industry generally.

Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking statements include that: the Issuer will primarily invest in mortgage loans made in British Columbia; the mortgage loans will be short term in nature; the performance of the Issuer's ongoing mortgage portfolio will be consistent with that of its historic investments; and the Issuer will be able to make distributions to holders of the Shares in accordance with current practice. These assumptions should be considered carefully by investors. Investors are cautioned not to place undue influence on the forward-looking statements or assumptions on which forward-looking statements are based. Investors are further cautioned that the foregoing list of assumptions is not exhaustive and it is recommended that prospective investors consult the more complete discussion of the Issuer's business included in this Offering Memorandum.

Although the Issuer believes that the assumptions on which the forward-looking statements are made are reasonable, based on information available to the Issuer on the date such statements were made, no assurances can be made as to whether these assumptions will prove to be correct. Accordingly, readers should not place undue reliance on forward-looking information. The Issuer does not undertake to update any forward-looking information except as, and to the extent, required by applicable Canadian securities laws. The forward-looking statements contained in this Offering Memorandum are expressly qualified by this cautionary statement.

TABLE OF CONTENTS

ITEM 1 - USE OF AVAILABLE FUNDS

1.1 Funds

The following table discloses the estimated gross proceeds of the Offering and the estimated net proceeds that will be available to the Issuer after the Offering.

		Minimum Offering[(1)]	**Maximum Offering[(2)]**
A	Amount to be raised by this Offering	Nil	$20,000,000
B	Selling commissions and fees	Nil	(600,000)[(5)]
C	Estimated offering costs[(3)]	($10,000)	($10,000)
D	Available funds: D = A - (B + C)	Nil	$19,390,000
E	Additional sources of funding required	Nil	Nil
F	Working capital deficiency	Nil	Nil
G	Total: G = (D + E) - F	($10,000)[(4)]	$19,390,000

Notes:

(1) There is no minimum offering.

(2) There is no maximum offering. This is a continuous offering. The value of "$20,000,000" is used for illustrative purposes only.

(3) Estimated legal, accounting and audit expenses.

(4) In the event that no funds are raised under the Offering, the offering costs will be paid from the Issuer's existing working capital.

(5) The Issuer may, in its discretion, pay sales fees to exempt market dealers, or where permissible under applicable laws, non-registrants, in an amount between nil to 5% of the subscription proceeds raised from subscribers introduced by such exempt market dealers or non-registrants. $600,000 is estimated by average of 3.0% based on targeted maximum amount of funds raised for $20,000,000, and used for illustrative purposes only.

1.2 Use of Available Funds

The Issuer intends to use the net proceeds of the Offering as follows:

Use of Available Funds	**Minimum Offering[(1)]**	**Maximum Offering[(1)]**
Management fees	Nil	$400,000[(2)]
Professional fees and licensing	$10,000	$10,000
General administrative costs	$10,000	$20,000
Marketing and business development expenses	$5000	$20,000
Investments in mortgages and other permitted investments	Nil	$18,940,000

Notes:

(1) There is no minimum or maximum offering. This is a continuous offering. The values of "$20,000,000" in Table 1.1 and the corresponding amount of "$18,930,000" above are used for illustrative purposes only.

(2) A management fee is payable to Canada The One Management Corporation, in an amount of up to an annualized rate of 2.5% of the sum of the amount owing on any lines of credit obtained by the Issuer, if any, and the aggregate amount of subscription proceeds received by the Issuer from the sale of Shares as at the date of calculation. The amount shown in the table is based on a fee of 2%. See Item 2.7 "Material Contracts" for further discussion.

1.3 Reallocation

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

ITEM 2 - BUSINESS OF THE ISSUER

2.1 Structure

The Issuer was incorporated under the British Columbia *Business Corporations Act* on September 2, 2016. Its head and principal office, as well as its registered and records office, is located at 200 - 6061 No. 3 Road, Richmond, British Columbia, V6Y 2B2. Due to its business, the Issuer is registered under the *Mortgage Brokers Act* (British Columbia).

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

2.2 Our Business

General

The Issuer is a "mortgage investment corporation" for the purposes of the *Income Tax Act* (Canada) (the "**ITA**"). It is in the business of investing in mortgages held by the Issuer as security against loans adjudicated by Canada The One Management Corporation, as manager of the Issuer (the "**Manager**"), and advanced primarily to owners of residential real estate and owners of various other property types, including commercial properties. As at the date of this Offering Memorandum, underlying properties are located in the Province of British Columbia. To the extent that available funds are not invested in mortgage loans, such funds will generally be invested in cash or short-term deposits with banks or other financial institutions, subject to limitations and restrictions applicable to mortgage investment corporations under the ITA. Similarly, the Issuer may, from time to time, hold direct ownership of real property acquired by way of foreclosure under its mortgages, subject to limitations and restrictions applicable to mortgage investment corporations under the ITA.

The Issuer may fund its investments through equity financings (including through the issuance of Shares), or through the use of debt leverage by issuing debt obligations or otherwise borrowing funds. The ITA authorizes mortgage investment corporations to borrow funds and leverage its capital in certain ratios related to the type of assets held. Provided one half of a mortgage investment corporation's assets comprise a combination of residential mortgages and/or CDIC insured investments, the mortgage investment corporation is authorized to borrow up to a maximum of three (3) times the amount of its assets. Provided two thirds of a mortgage investment corporation's assets comprise a combination of residential mortgages and/or CDIC insured investments, it is authorized to borrow up to a maximum of five (5) times the amount of its assets.

Under the ITA, a mortgage investment corporation is allowed to deduct dividends that are paid from its income. The Issuer intends to pay out all of its net income and net realized capital gains as dividends within the time period specified in the ITA, and, as a result, it is not anticipated that the Issuer will be required to pay any income tax under the ITA.

Investment Policies

The Issuer has established certain policies respecting how it can invest its funds in mortgages, which, as at the date of this Offering Memorandum, include, but are not limited to, the following:

- The Issuer will conduct its operations so as to qualify as a "mortgage investment corporation" as defined under the ITA.

- The Issuer will not invest in securities other than mortgages secured by real property. Temporary surplus cash may be invested in bonds and guaranteed investment certificates, or other investments permissible by mortgage investment corporations under the ITA.

- The Issuer will invest in a diverse array of properties in Canada, and except for the first fifteen mortgage investments made by it, no more than 20% of the Issuer's assets will be invested in mortgages on the same real property at the time of funding such mortgages.

- No single investment will exceed 85% of the third-party assessment value of the underlying real property securing the mortgage, and the weighted average loan to value of the Issuer's entire investment portfolio will not exceed 75%, each as calculated at the time of commitment, serving as a buffer for short term market volatility. In certain limited circumstances, the loan to value ratio may exceed such amounts where approved by the directors of the Issuer for sound business reasons.

- The Issuer will generally provide short term mortgage loans only, with terms of no more than 24 months. In limited circumstances, a mortgage loan may be renewed or extended at the discretion of the Issuer. The Issuer anticipates that the majority of its loans will be interest-only, with a balloon payment at maturity.

- The Issuer will invest primarily in 1st and 2nd mortgage loans.

- The Issuer may borrow funds in order to invest in specific mortgage investments in an amount as permitted by applicable laws. However, the Issuer will not borrow money in excess of 25% of the book value of the Issuer’s mortgage investment portfolio without the approval of the board of directors. The interest rate of funds raised through the use of leverage is expected to be less than the interest rate charged by the Issuer on the corresponding mortgage investment.

- The Issuer may, in its sole discretion, participate in mortgages on a syndicated basis.

In addition to the above policies, the Issuer has established the following investment criteria:

- all mortgages will, prior to funding, be registered on the title of the approved property as the Issuer's legal counsel shall direct;

- mortgages will be registered in the Issuer's name, including mortgages in which the Issuer provides less than 100% of the loan proceeds (for example, in syndicated loans);

- the Issuer's legal counsel will review each mortgage loan to ensure enforceability and perfection;

- the Issuer may offer mortgages held by the Issuer for sale in view of profitability, working capital or other considerations for the overall benefit of the Issuer;

- the Issuer requires a third party appraisal, current market assessment or property tax assessment with every mortgage application unless otherwise directed by the directors of the Issuer;

- the Issuer does not hold as part of its property any indebtedness, whether by way of mortgage or otherwise, of a person who is an annuitant, a beneficiary or an employee, as the case may be, under the governing plan of trust or of any other person who does not deal at arm's length with that person.

With respect to renewals of existing mortgage loans, the Issuer has established the following policies:

- Mortgage renewals will remain at the discretion of the Issuer, taking into consideration such factors as (but not limited to) market conditions at the time of maturity, potential loan participation with third parties, and changes in assessment values of the underlying real property, the credit rating of the borrower, the loan repayment history of the borrower, and the financial status of the borrower;
- The Issuer will retain discretion as to whether a new appraisal will be required at the time of maturity;
- The Issuer may, in its discretion, charge a renewal fee and/or vary the interest rate applicable to the mortgage loan at the time of renewal.

From time to time, the Issuer may purchase existing mortgage interests (whether in whole or in part) from third parties, provided that such mortgage interest meet the Issuer's policies and criteria as described. Where possible, the Issuer may elect to pay for such mortgage interests in Shares.

As a mortgage investment corporation, the Issuer's success is dependent, in part, on real estate markets remaining healthy and values of the real property securing its mortgage loans remaining above the amounts borrowed. To mitigate against any risk relating to market fluctuations, the Issuer has implemented the following policies:

- The Issuer will retain discretion to require borrowers to "top up" their equity investment in the underlying real property should the loan to value ratio increase beyond 85% during the term of the mortgage loan;
- The Issuer's mortgage loans will generally be on a short term basis, with a maximum term of 24 months, unless the Issuer's management should agree otherwise for sound business reasons;
- The Issuer will continuously monitor all of its mortgage loans for early "warning signals" and default events, such as defaults in payment;
- As part of its due diligence review of borrowers, the Issuer will verify the borrower's liquid assets in and out of Canada and review the borrower's financial and tax status, while considering such factors as debt serviceability, refinancing risk, etc.;
- As part of its due diligence review of real property being mortgaged, the Issuer will routinely consider a number of risk factors, including marketability of the property and subordination risk;

The investment, renewal, and mitigation policies may be changed from time to time by the Issuer with the approval of its Board of Directors, including but not limited to any changes required as a result of changes in the provisions of the ITA or other legislation applicable to the Issuer. See Item 8 "Risk Factors" for further discussion.

To address risks associated with mortgage fraud and market fluctuations, the Issuer generally requires information regarding the borrower's occupation, income, assets and liabilities, credit reports, purpose of borrowing, and proposed repayment plans. In most instances, the Issuer requires provision of notices of assessment with respect to income tax and bank statements as part of its due diligence investigations of borrowers. The Issuer requires property assessments for any new mortgage loan applications, and its counsel conducts title searches before advancing loan proceeds. Property appraisals are required for any loans with a loan to value ratio above 60%; site visits are required in all other instances. Taking these measures together, the Issuer feels it adequately addresses these risks. See Item 8 "Risk Factors" for further discussion.

2.3 Development of Business

Since April 2018, the Issuer has provided loans to owners of residential and commercial real estate properties located in British Columbia, each secured by a mortgage against the property. The Issuer has primarily taken first or second mortgages, as discussed under "Investment Policies" above.

The following table provides an overview of the Issuer's portfolio of mortgage loans as at the date of this Offering Memorandum. As at August 31, 2019, the average size of mortgages managed by the Issuer was approximately $240,000 (unaudited). As at August 30, 2019, none of the Issuer's mortgage loans are in default, and the Issuer does not maintain an allowance for loan losses.

Property Type	**Location**	**Priority Ranking**	**Loan Rate**	**Repayment Terms**	**Maturity Date**	**Balance Owing(1)**	**Loan to Value Ratio(2)**
Residential	Coquitlam	2nd	9.5%	1 year	09/30/2019	200,000	66%
Commercial	Richmond	1st	9.0%	1 year	11/30/2019	330,000	63%
Residential	North Vancouver	2nd	10.5%	1 year	05/13/2020	300,000	73%
Residential	West Vancouver	2nd	10.0%	6 months	12/13/2019	250,000	60%
Residential	Surrey	2nd	10.95%	1 year	07/31/2020	125,000	75%

Notes:
(1) As at August 30, 2019
(2) As at the date of funding, except as otherwise indicated.

Historical Return

The following table shows the annual rate of return with respect to the Issuer's preferred shares as at the end of the its fiscal year ended August 31, 2018, and for the fiscal year ended August 31, 2019. The rates are shown are net of all management fees and operating expenses of the Issuer. Please see Item 5.1 "Terms of Securities" for a discussion of the rights and characteristics of these Shares.

Share Class	**Year ended August 31, 2019**		**Year ended August 31, 2018**	
	Cash dividends	**Quarterly Reinvestment(1)**	**Cash dividends**	**Quarterly Reinvestment(1)**

Class A	8%	8.24%	8%	8.24%

Notes:
(1) In each of these periods, the Issuer paid dividends on a quarterly basis. Holders of the Shares can elect to receive such dividends in cash (denoted as "Cash dividends" above), or to re-invest the dividend in additional preferred shares (denoted as "Quarterly Reinvestment" above).

The rates shown above are historic only. To date, the Issuer has been able to fund all distributions from its earnings. Though it anticipates that it can maintain its current rate of distributions, there can be no assurance or guarantee that they are indicative of the Issuer's future performance. In the event that a targeted dividend rate of 8% cannot be realized, the Issuer will distribute dividends, if any, at a lower rate. The Issuer will not borrow funds to meet targeted divided rates. Please see Item 8 "Risk Factors" for further discussion.

2.4 Long Term Objectives

The Issuer has set out the following long term objectives:

- To raise investment capital, invest available funds in a portfolio of mortgage loans as described under "Investment Policies" above;
- To generate sufficient income to allow for the payment of dividends to shareholders on at least a quarterly basis;
- To meet valid redemption requests as received from shareholders;
- To preserve the safety of the Issuer's investment capital by continually improving on credit risk control, depending on the changing market environment and close monitoring of significant market variables (including interest rates, unemployment rates, inflation rates, GDP growth, benchmark real estate market data and global political and economic development);
- To build a reputable corporate image and brand awareness;
- To carry on business in a manner that ensures its qualification as a “mortgage investment corporation” under the ITA.

As the Issuer has an ongoing investment plan, it does not have a targeted completion date for its long term objectives. Investments will be made as available funds permit, and the Issuer's costs to achieve these objectives will vary from time to time.

2.5 Short Term Objectives and How We Intend to Achieve Them

The Issuer's short-term objectives over the next 12 month period are as follows:

What we must do and how we will do it	**Target completion date or, if not known, number of months to complete**	**Our cost to complete ($)**
Raise investment capital as described in this Offering Memorandum	Ongoing	$600,000[(1)]
Increase consumer awareness about the Issuer through marketing	Ongoing	$10,000
Invest available funds in a portfolio of	Ongoing, as funds raised and	$20,000

mortgage loans as described in this Offering Memorandum	mortgages are retired and replaced from time to time	

Note:

(1) The Issuer may, in its discretion, pay sales fees to exempt market dealers, or where permissible under applicable laws, non-registrants, in an amount up to nil to 3% of the subscription proceeds raised from subscribers introduced by such exempt market dealers or non-registrants. $600,000 is based on a fee of 3.0% based on targeted amount of funds raised for $20,000,000, and used for illustrative purposes only.

2.6 Insufficient Funds

The funds available from the Offering may not be sufficient to accomplish all of the Issuer's proposed objectives. Though, from time to time, the Issuer has been able to arrange for short term loans (see Item 2.7 "Material Agreements" for further discussion), there is no assurance that alternative financing will be available to the Issuer on an ongoing basis.

2.7 Material Agreements

Management Agreement

Pursuant to a management services agreement dated February 1, 2018 (the "**Management Agreement**"), the Manager provides management and administration services to the Issuer on a day-to-day basis, including the provision of a business office and on-going advice, and, as may be required from time to time, providing the Issuer with real estate, mortgage and financing services. The Manager proposes investment opportunities to the Issuer for approval, which it considers suitable and consistent with the Issuer's investment policies and criteria. The term of the Management Agreement continues indefinitely. Either the Issuer or the Manager may provide 180 days' notice to terminate the Management Agreement.

In consideration for its services, the Manager will receive an administration fee of up to 2.5% of the aggregate outstanding balance on any line of credit maintained by the Issuer (the "**Line of Credit**"), and the aggregate subscription proceeds received by the Issuer from the sale of Shares that are outstanding as at the date of calculation (the "**Aggregate Subscribed Capital**"). The administrative fee is paid monthly. To date, the Issuer and Manager have agreed to make the administration fee scalable as follows:

- if the sum of the Aggregate Subscribed Capital and the amount outstanding on the Line of Credit is between nil and $10 million, the administrative fee is 2.5%;

- if the sum of the Aggregate Subscribed Capital and the amount outstanding on the Line of Credit is between $10 million and $15 million, the administrative fee is 1.5%;

- if the sum of the Aggregate Subscribed Capital and the amount outstanding on the Line of Credit is between $15 million and $20 million, the administrative fee is 1.0%;

- if the sum of the Aggregate Subscribed Capital and the amount outstanding on the Line of Credit is between $20 million and $32.5 million, the administrative fee is 0.75%; and

- if the sum of the Aggregate Subscribed Capital and the amount outstanding on the Line of Credit is over $32.5 million, the administrative fee is 0.5%;

As at the date of this Offering Memorandum, the Issuer has not obtained a line of credit, and the Aggregate Subscribed Capital to date has been under $10 million. As such the annualized rate of the administrative fee has been 2.5% to date.

The Manager may, in its sole discretion, reduce the amount of the administrative fee payable to it if the Issuer will not be able to meet its targeted dividend rate on the Shares.

For the fiscal year ended August 31, 2018, the Issuer did not pay or incur any fees to the Manager, and for the year ended August 31, 2019, the Issuer incurred a total of $16,372.45 in fees to the Manager. As the management fee payable to the Manager is based on a percentage of the Aggregate Subscribed Capital and, if applicable, the outstanding balance on any Line of Credit, the management fee payable in each year may vary.

The Issuer and the Manager are related companies. Min Guo is an executive of the Manager and also an executive and director of the Issuer. Qing Zhang is an executive of the Manager and also a director of the Issuer. Yicong Qin is an executive of the Manager and also the "designated individual" of the Issuer with respect to its registration as a mortgage broker in British Columbia.

ITEM 3 - INTERESTS OF DIRECTORS, MANAGEMENT, PROMOTERS AND PRINCIPAL HOLDERS

3.1 Compensation and Securities Held

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

Name and municipality of principal residence	Positions held /date of obtaining position	Compensation paid by the Issuer in 12 months ended August 31, 2019, and anticipated to be paid in the current financial year	Number, type and % of securities of the Issuer held after completion of Minimum Offering[(1)(2)]	Number, type and percentage of securities of the Issuer held after completion of Maximum Offering[(1)(2)]
Min ("Megan") Guo Richmond, BC	CEO and director since incorporation	Nil	20 Voting shares (20%) 240,000 Class A shares (16.8%)	20, Voting shares (20%) 240,000 Class A shares (16.8%)
Qing ("Cathy") Zhang North Vancouver, BC	CFO and director since incorporation	Nil	20 Voting shares (20%) 120,000 Class A shares (8.4%)	20 Voting shares (20%) 120,000 Class A shares (8.4%)
Xu ("David") Chen Richmond, BC	Director since April 2018	Nil	20 Voting shares (20%)	20 Voting shares (20%)
Yicong (Elson) Qin Richmond, BC	Designated individual for the Issuer since Oct, 2017	Nil	Nil 130,000 Class A shares (9.1%)	Nil 130,000 Class A shares (9.1%)
Limei (Angela) Xiao Richmond, BC	Insider by reason of holding 10% of the	Nil	20 Voting shares (20%)	20 Voting shares (20%)

	Issuer's Voting shares		50,000 Class A shares (3.5%)	50,000 Class A shares (3.5%)
Yuan E Tang Richmond, BC	Insider by reason of holding 10% of the Issuer's Voting shares	Nil	20 Voting shares (20%)	20 Voting shares (20%)

Note:
(1) There is no minimum or maximum offering.
(2) This information was supplied to the Issuer from the individuals themselves. Does not include Shares that may be purchased, if any, by any of such individuals under the Offering.

Item 3.2 Management Experience

The principal occupations of the directors and executive officers of the Issuer over the past five years and any relevant experience in a business similar to the Issuer's are set out in the following table:

Name	Principal occupation and related experience
Min ("Megan") Guo CEO and director	Ms. Guo is the founder and the CEO of the Issuer. She has 15 years' experience in managing companies in the capital investment sector in Canada, including a real estate investment corporation. She is an experienced mortgage broker, and a registered dealing representative with an exempt market dealer in British Columbia. Ms. Guo graduated from Beijing University (People's Republic of China) with a Ph.D. in pharmaceutical chemistry.
Qing ("Cathy") Zhang CFO and director	Ms. Zhang is a founder and the CFO of the Issuer. She has 18 years' experience in international banking, working with large banks including the Bank of America and Deutsche Bank in the People's Republic of China. She was Assistant Vice-President of operations management at the Bank of America and was Assistant Vice-President of Risk Control Management at Deutsche Bank. Ms. Zhang has completed graduate studies in finance from the University of International Business and Economics in the People's Republic of China.
Xu ("David") Chen Director	Mr. Chen joined the Issuer in April 2018 as a director. He has 15 years' experience in financing and business management in Canada. He has over 10 years' experience in investment analysis, fund management, and mergers and acquisitions as a senior executive of CITIC Securities Corporation in the People's Republic of China, during which he supervised various international cooperative projects in the US, UK, Switzerland and Germany. Mr. Chen graduated from Tsinghua University (People's Republic of China) with a Master's degree in economics.
Yicong ("Elson") Qin Designated individual	Mr. Qin is the designated individual of the Issuer with respect to its registration as a mortgage broker in British Columbia. He has 9 years' experience working as a mortgage broker and a realtor. His expertise lies in mortgage origination and real estate valuation. Mr. Qin graduated from the University of British Columbia with a Master's

	degree in computer science.

3.3 Penalties, Sanctions and Bankruptcy

There are no penalties or sanctions that have been in effect during the last 10 years, or any cease trade orders that have been in effect for a period of more than 30 consecutive days during the past 10 years against: (i) a director, executive officer or control person of the Issuer; or (ii) an issuer of which any of the foregoing persons was a director, executive officer or control person at the relevant time.

There are no declarations of bankruptcy, voluntary assignments in bankruptcy, proposals under any bankruptcy or insolvency legislation, proceedings, arrangements or compromises with creditors or appointments of a receiver, receiver manager or trustee to hold assets, that have been in effect during the last 10 years with regard to any: (i) director, executive officer or control person of the Issuer; or (ii) issuer of which any of the foregoing persons was a director, executive officer or control person at the relevant time.

3.4 Loans

As at the date of this Offering Memorandum, none of the directors, management, promoters or principal holders of the Issuer is indebted or has been indebted to the Issuer.

ITEM 4 - CAPITAL STRUCTURE

4.1 Share Capital

The following table sets out information with respect to the Issuer's authorized and issued share capital as at August 31, 2019.

Description of security	Number authorized to be issued	Price per security ($)	Number outstanding as at August 31, 2019	Number outstanding after Minimum Offering(1)	Number outstanding after Maximum Offering(1)
Voting Shares	Unlimited	$1.00	100	100	100
Class A shares	Unlimited	$1.00	1,430,000	1,430,000	1,430,000

Notes:
(1) There is no minimum or maximum offering. The Offering is continuous.

From incorporation to August 31, 2019, there have been 185,000 Shares redeemed, for a total amount of $185,000. As at the date of this Offering Memorandum, there are no outstanding requests for Share redemptions.

4.2 Long Term Debt Securities

As at the date of this Offering Memorandum, the Issuer has no long-term debt.

4.3 Prior Sales

The following table provides information regarding the Shares offered by the Issuer within the last 12 months of the date of this Offering Memorandum.

Date of issuance	Number of Shares issued[(1)]	Price per security ($)	Total funds received ($)
August 2019	170,000	1.00	170,000
February to July 2019	Nil	N/A	Nil
January 2019	510,000	1.00	510,000
December 2018	50,000	1.00	50,000
November 2018	330,000	1.00	330,000
October 2018	Nil	N/A	Nil
September 2018	300,000	1.00	300,000

ITEM 5 - SECURITIES OFFERED

5.1 Terms of Securities

The Issuer is offering an unlimited number of Shares, each at a price of $1.00 per Share. The following provides a general discussion of the rights and restrictions attached to the Shares.

Non-Voting

Except as provided for under the Issuer's articles and subject to any rights under applicable law, holders of the Shares will not be entitled to have any voting rights with respect to the election of directors, nor for any other purpose, and will not be entitled to notice of nor to attend or vote at meetings of the holders of the Issuer's Voting shares.

Meetings of each of the holders of the Shares may be called at any time and for any purpose by the Issuer's directors.

Subject to applicable laws, the Issuer must seek the approval of the registered holders of the Shares with respect to the following matters, such approval to be provided by holders of the Shares by way of a special separate resolution, voting as a class:

- the approval of a corporate action including amendments of the Issuer's articles where the rights or special rights attached to the Shares will be prejudiced or interfered with;
- the approval of the change of the majority required to pass a special separate resolution or separate resolution of the holders of Shares;
- the approval of the adoption of any amalgamation agreement or the continuation of the Issuer to a foreign jurisdiction where the rights or special rights attached to the Shares will be prejudiced or interfered with;
- the approval of an arrangement with the holders of the Shares;
- the continuation of the Issuer into another jurisdiction; or
- the sale, lease or other disposition of all or substantially all of the Issuer's undertaking.

Notwithstanding the foregoing, no action taken by the registered holders of Shares nor any special separate resolutions or separate resolutions of the registered holders of the Shares will be considered in any way as fettering the discretion of the Issuer's directors.

Dividends

Registered holders of the Shares are entitled to receive, in priority to dividends subsequently declared on the Issuer's common shares, such dividends as the Issuer's directors may, in their sole discretion, declare from time to time. Dividends will not be paid on any Shares if such dividends would have the effect of reducing the value of the Issuer's net assets to an amount less than the aggregate paid up capital of its Shares.

To date, a holder of the Shares may elect to receive any dividends in cash. Alternatively, a holder of Shares may elect to direct such dividend that such holder would otherwise have received to acquire additional Shares at $1.00 per share (such election referred herein as a "**reinvestment**").

As at the date of this Offering Memorandum, the Issuer has set a targeted dividend rate on the Shares at a rate of 8% per annum, and has declared dividends at an effective rate of return on the Shares of 8% per annum. However, please note that the Issuer has limited operating history, and past results should not be considered as normative (see "Risk Factors - Limited Operating History" below).

Payment of the dividends is prorated in the case of Shares not issued for a full fiscal year.

There can be no assurance or guarantee that the Issuer will be able to declare dividends on the Shares at the same rate, if at all, in the future.

Non-Transferable

The Shares are not transferable, except by operation of law (for example, a death or bankruptcy of a shareholder) or in circumstances where the Issuer deems it appropriate to do so in its absolute discretion. No transfer of Shares will be effective or recognized by the registrar and transfer agent of the Issuer unless and until a transfer form in the form prescribed by the Issuer has been duly completed and signed by the shareholder, as transferor, and by the transferee and delivered to the registrar and transfer agent.

Redemption and Retraction Rights

A holder of the Shares may, from time to time but subject to certain restrictions specified in the Issuer's articles, request the Issuer to redeem all or any part of the Shares held by such holder. Similarly the Issuer may, from time to time but subject to certain restrictions specified in the Issuer's articles, redeem all or any part of the Shares.

The redemption price of the Shares (the "**Redemption Price**") has been set at $1.00 per Share, excepting that the Redemption Price will be reduced by an amount of 1% if the Shares are redeemed in the first year of their issuance.

The Issuer will not be allowed to redeem any of the Shares if any of the following events would occur as a result of such redemption:

- the Issuer will not accept for redemption, on any given date, Shares representing more than 15% of the average number of Shares outstanding for the 180 day period immediately preceding the redemption date;

- for any period not exceeding 120 days during which the Manager determines that conditions exist which render impractical the sale of the Issuer's mortgage interests comprising 50% or more (by outstanding principal amount) of the Issuer's investment portfolio or which impairs the ability of the Manager to determine the value of the Issuer's assets or its investment portfolio, the Issuer may suspend redemptions of the Shares;

- if one shareholder would hold more than 25% of the issued and outstanding share of the Issuer;

- if the number of shareholders within any class of the shares being redeemed will be reduced to less than 20; or

- if the Issuer would cease to qualify as a "mortgage investment corporation" under the ITA.

In such events, the Issuer may elect to make partial redemptions or delay redemptions until a later date until such circumstances would not exist. Similarly, the Issuer may suspend or continue the suspension of any retraction rights if its board of directors determine that conditions are such that the disposal of the Issuer's assets are not reasonably practiceable, that it is not reasonably practiceable to determine fairly the value of the Issuer's assets, or that any redemption would be unduly prejudicial to the Issuer. As at the date of this Offering Memorandum, the Issuer has fulfilled all redemption requests.

Entitlement upon Dissolution

In the event of the liquidation, dissolution or winding up of the Issuer or other distribution of its assets among its shareholders for the purpose of winding up its affairs, holders of the Issuer's preferred shares will first receive, pro rata in accordance to the number of preferred shares held, the amount paid up thereon together with any dividends declared remaining unpaid. Any remainder will then be paid to registered holders of the Issuer's shares (including the common shares) on a pro rata basis.

5.2 Subscription Procedure

This Offering is available to residents of British Columbia (collectively the "Offering Jurisdictions") only, subject to the Issuer's discretion to allow other individuals to participate on a case-by-case basis. The Offering may terminate at any time without notice, and in such event the Issuer will not be required to accept later subscription offers.

Investors wishing to purchase the Shares must complete and sign a subscription agreement in the form provided by the Issuer and submit same to Canada The One Financial Corporation, the exempt market dealer retained by the Issuer, together with a cheque or bank draft for the full subscription price, made payable to the Issuer. The subscription price will be held in trust until midnight on the second business day after the day on which we have received your signed subscription agreement.

Such subscriptions will be subject to rejection or acceptance in whole or in part by the Issuer. The Issuer will not accept subscriptions from persons whom it has made loans to or holds mortgage interests against.

This Offering is not subject to any minimum subscription level, and therefore any funds received from an investor are available and need not be refunded to the investor once the Shares have been issued to such investor.

Notwithstanding the above, subscription agreements from trustees for RRSPs, RRIFs or Deferred Profit Savings Plans under the ITA may be accepted by the Issuer without the accompanying payment of the subscription price where necessary to accommodate their administrative procedures, on a case-by-case basis.

Original certificates for the Shares will be retained by the Issuer, with copies to be provided to you.

An investor should carefully review the terms of the subscription agreement provided by the Issuer for more detailed information concerning the rights and obligations of the investor and the Issuer. Execution and delivery of the subscription agreement will, upon acceptance by the Issuer, bind the investor to the terms thereof, whether executed by the investor or by an agent on the investor's behalf. The investor should consult with its own professional advisors. See Item 8 "Risk Factors".

ITEM 6 - CANADIAN INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY

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

This summary does not address any Canadian federal income tax considerations applicable to non-residents of Canada, nor any foreign income tax considerations applicable to holders or prospective holders of Shares.

As each individual investor has unique income and financial backgrounds, the exact nature of the income tax consequences to you, should you choose to purchase the offered Shares, cannot be determined.

Under the terms of the ITA, shares of a mortgage investment corporation are an eligible investment for RRSPs, RRIFs and TFSAs. The ITA stipulates that for a corporation to qualify as a mortgage investment corporation, the corporation must, among other requirements, have a minimum of 20 shareholders and no shareholder can own in excess of 25% of the total issued and outstanding shares of any class of the capital of the corporation. A minimum of 50% of the cost of the corporation's assets must be invested in residential mortgages, as defined in the ITA, and deposits with Canada Deposit Insurance Corporation insured institutions. The Issuer intends to maintain its qualification as a mortgage investment corporation.

As a mortgage investment corporation, if the Issuer pays out all of its net income annually in the form of dividends during the year or within 90 days after the end of the year it may deduct the dividend amount paid as if it was an expense. The dividends received are not subject to usual dividend treatment in the hands of shareholders. Rather, they will be taxable in the hands of shareholders who are subject to tax as if they had received an interest payment.

Accordingly, it is anticipated that for each taxation year of the Issuer throughout which it qualifies as a mortgage investment corporation under the ITA, the Issuer will receive "flow through" treatment and will not be required to pay income taxes on the net earnings from which dividends are paid in each year. Income in excess of allowable deductible reserves under the ITA which is not distributed to shareholders within 90 days of each of the Issuer's year-ends will be subject to ordinary corporate tax under the ITA.

If an investor and related parties own more than 10% of a mortgage investment corporation's shares, then any such class of shares of the investor and related parties held in an RRSP, TFSA or RRIF are considered a prohibited investment pursuant to the Canadian income tax rules and will be subject to penalties. For tax purposes, any individuals related by blood or marriage and any non-arm's length persons (including corporations, trusts and partnerships) must aggregate their holdings to determine if the 10% aggregate ownership threshold is exceeded. When calculating the level of ownership of an investment in a mortgage investment corporation, one must also consider any investment in the mortgage investment corporation they hold outside their registered plans, and all investments (registered or not) held by related persons and other non-arm's length persons, including corporations.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder or prospective holder of Shares, and no representations with respect to the income tax consequences to any holder or prospective holder are made.

ITEM 7 - COMPENSATION PAID TO SELLERS AND FINDERS

The Issuer has retained Canada The One Financial Corporation (the "**EMD**") with respect to the Offering. Pursuant to this retainer, the Issuer has agreed to pay to the EMD a fee of up to 5% of funds raised from subscribers introduced by it.

As at the date of this Offering Memorandum, the Issuer has not arranged for any other sellers or finders with respect to the Offering, but reserves the right to retain additional selling agents during the course of this Offering.

Investors acquiring Shares through registered dealers or sales agents will be responsible for the payment of any additional commissions that may be negotiated by them and such dealers or agents.

ITEM 8 - RISK FACTORS

The Offering should be considered highly speculative due to the nature of the Issuer's business. The purchase of Shares involves a number of significant risk factors. In addition to the risk factors set forth elsewhere in this Offering Memorandum, prospective investors should consider the following risks before purchasing Shares. Any or all of these risks, or other as yet identified risks, may have a material adverse effect on the Issuer, its business or on dividends to holders of Shares.

Investment Risks

Non-Reporting Issuer

The Offering constitutes a private placement offering of the Shares by the Issuer only in those jurisdictions where, and to those persons to whom, they may be lawfully offered for sale under exemptions from the prospectus and registration requirements under applicable securities laws. This Offering Memorandum is not, and under no circumstances should be construed as, a prospectus, advertisement or public offering of the Shares. The Issuer is not a reporting issuer in any jurisdiction, and undertakes no obligation to provide continuous disclosure as to its business and operations except as otherwise required under applicable securities laws.

No Market for Shares

The Shares are not listed for trading on any securities exchange or market, nor is there any present intention to qualify the Shares for sale to the public by way of a prospectus. The Shares are subject to indefinite resale restrictions under applicable securities legislation. There is no market which the Shares may be sold and the Issuer does not expect that any market will develop pursuant to this Offering or in the future. Accordingly, an investment in the Shares should only be considered by investors who do not require liquidity. See Item 10 "Resale Restrictions".

Dividend Risk

There is no guarantee that an investment in the Shares will earn any positive return. The declaration and payment of dividends on the Shares is at the discretion of the Issuer's board of directors. The Issuer will not borrow funds to ensure a distribution of dividends. There is no guarantee as to the amount of dividends to be paid on the Shares, or that any dividends will be paid at all. The Issuer has limited operating history, and past results should not be considered as normative.

Redemption Risk

Although holders of the Shares may tender their Shares for redemption pursuant to the rights and restrictions thereto, certain limitations apply to such redemption. See Item 5.1 "Terms of Securities." As such the Issuer cannot guarantee that redemptions will be made on a timely basis. As of the date hereof, however, all redemption requests have been fulfilled.

Further, as the redemption price to be paid in respect of any Shares tendered for redemption will be determined at the discretion of the Issuer's board of directors, such redemption price cannot be known with certainty prior to such determination.

Loss of Mortgage Investment Corporation Status

If, for any reason, the Issuer fails to maintain its qualification as a mortgage investment corporation under the ITA, dividends paid by the Issuer on the Shares will cease to be deductible from the Issuer's income, and the Shares, unless listed on a prescribed stock exchange for the purposes of the ITA, may cease to be qualified investments for RRSPs, TFSAs or RRIFs with the effect that a penalty tax may be payable. See Item 6 "Canadian Income Tax Consequences and RRSP Eligibility".

Issuer Risks

Limited Operating History

The Issuer was incorporated in September 2016, and as such has a limited operating history. Accordingly, the Issuer faces all of the risks inherent in a new business, and those risks specifically in the development and operation of a new business. The likelihood of the Issuer's success must be considered in light of the problems, expense, difficulties and delays frequently encountered in connection with the establishment of a new business.

Notwithstanding the business plans adopted by the Issuer, there can be no assurance that the Issuer will be able to operate successfully and, in fact, it may ultimately fail. Even if its commercial operations are successful, there is no assurance that any specific level of profitability will be achieved by the Issuer.

Dependence on Key Personnel

The success of the Issuer is dependent on the performance of its management and board of directors. The loss of the services of any of these persons could have a materially adverse effect on the Issuer's business and prospects, and it is not intended that the Issuer will maintain key person insurance with respect to such persons.

Conflict of Interest

The Issuer is dependent upon the experience and good faith of the Manager. Though, as at the date hereof, the Manager provides management services solely to the Issuer, it is entitled to act in a similar capacity for other companies with investment criteria similar to those of the Issuer. As such, there is a risk the Manager will not be able to originate sufficient suitable investment opportunities to keep the Issuer's funds fully invested.

The Issuer and the Manager share common directors and executive officers. As such there may be potential difficulty for some of the Issuer's directors to exercise independent judgement about matters related to the Manager.

Competition

The earnings of the Issuer depend on the ability of the Manager to recommend suitable opportunities for the investment of the Issuer's funds and on the yields available from time to time on mortgages as well as the cost of borrowings. A variety of competing lenders and investors are active in the areas of investment in which the Issuer will operate. 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 Issuer cannot predict the effect that such factors will have on its operations.

Future Operations and Financing

In the event that the Issuer is unable to raise sufficient funds pursuant to its offering of Shares to loan to borrowers, the Issuer may be unable to carry out its objectives, including its objective to grow its portfolio of mortgage loans. Although the Issuer does not believe that this will impact its ability to maintain its business operations, lack of financing would impair the Issuer's ability to achieve future growth.

Investment Not Insured

The Issuer and its Manager are not members of the Canada Deposit Insurance Corporation, and the Shares offered hereunder are not insured against loss through the Canada Deposit Insurance Corporation. Moreover, mortgages held by the Issuer are not insured through the Canada Deposit Insurance Corporation or otherwise.

Renewal of Mortgages

There can be no assurances that any of the mortgages held by the Issuer 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 held by the Issuer, it is possible that either the borrower or the Issuer, or both, will elect not to renew such mortgage. In addition, if the mortgages in the Issuer's portfolio are renewed, the principal balance of such renewals, the interest rates and other terms and conditions of such mortgages will be subject to negotiations between the borrower and the Issuer at the time of renewal, and the terms of a refinancing may therefore not be as favourable as the terms of existing indebtedness.

Non-Conventional Mortgages - Borrower

The Issuer focuses on extending mortgage loans to individuals who would not otherwise qualify for traditional mortgages from Canadian banks or other financial institutions. Often these borrowers do not have a history of employment income in Canada, although they may have employment income history or substantial financial assets outside of Canada. The Issuer carefully selects its borrowers after completing thorough due diligence reviews, including credit verifications in both Canada and other relevant jurisdictions. However, these borrowers can be considered more "risky" with respect to loan defaults than conventional Canadian borrowers with a history of Canadian employment income. This higher risk is compensated for by a higher rate of return, though the failure of one or more borrowers to make payments according to their loan terms could result in the Issuer exercising its rights as mortgagee and may adversely affect the Issuer's rate of return.

Industry Risk

Real Estate Investments

The Issuer's investments in mortgage loans will be secured by real estate mortgages. All real property investments are subject to elements of risk. Real property value is affected by general economic conditions, local real estate markets, and other factors outside of the Issuer's control. While independent appraisals are a key component of the approval process before the Issuer makes any mortgage loans, the appraised values provided therein, even where reported on an "as is" basis, are not necessary reflective of the market value of the underlying real property, which may fluctuate. In addition, the appraised values reported in independent appraisals may be subject to certain conditions, including the completion, rehabilitation or lease-up improvements on the real property providing security for the investment. There can be no assurance that these conditions will be satisfied and, if and to the extent they are not satisfied, the loan amount may prove to exceed the value of the underlying real property thus resulting in a loan loss if the property must be sold to remedy a mortgage default. Even if such conditions are satisfied, the appraised value may not necessarily reflect the market value of the real property at the time the conditions are satisfied. The Issuer tries to partially offset these risks by limiting mortgage loan exposure on funding to 75% of the appraised value, but at times it may exceed this threshold for sound business reasons, depending on the mortgage loan.

Borrower Risk

The value of the Issuer's mortgage loans may also depend on the credit worthiness and financial stability of its borrowers. The Issuer's income and funds available for distribution to shareholders would be adversely affected if a significant number of its borrowers were unable to pay their obligations to the Issuer or if the Issuer were unable to invest its funds in mortgage loans on economically favourable terms. On default by a borrower, the Issuer may experience delays or increased costs in enforcing and protecting its rights as lender.

Default Costs

In case of default on a mortgage, it may be necessary for the Issuer, 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.

Liquidity Risk

Real property mortgage investments are generally illiquid, with the degree of liquidity varying in relation to the demand and perceived desirability of the investment. Such illiquidity may limit the Issuer's ability to vary its portfolio promptly in response to changing economic or investment conditions. If the Issuer were required to liquidate its real property mortgage investments, the proceeds to the Issuer may be significantly less than the total value of its investment on a going concern basis.

Non-Conventional Mortgage Investments

Non-conventional mortgage investments attract higher loan loss risk. This higher risk is compensated for by a higher rate of return. The failure of one or more borrowers to make payments according to the terms of their loan could result in the Issuer exercising its rights as mortgagee and may adversely affect the Issuer's rate of return, which is directly correlated to the receipt of mortgage payments. Also, the recovery of a portion of the Issuer's assets, i.e. the property put up as collateral by the defaulting borrower, would be tied up for a period of time, diverting resources away from the funding of new investments. Due to fluctuations in the housing market and the economy generally, there is a possibility that historical loan default rates may increase and that in any power of sale, the Issuer could lose a substantial portion of the principal amount loaned to the borrower. Excessive loan loss could affect materially the Issuer's business, financial condition and results of operations, which in turn may adversely affect the Issuer's ability to perform its obligations and its ability to maintain dividends on the Shares at a consistent and desirable level.

Priority

Financial charges funded by first mortgage lenders will rank in priority to any second or third mortgages registered in favour of the Issuer. In the event of default by a borrower under any prior financial charge, the Issuer may be required to arrange a new first mortgage or arrange to pay out same, in order to avoid adverse financial implications or the first mortgagee may institute foreclosure proceedings.

Interest Rate Fluctuations

The business of mortgage investment corporations can be significantly affected by prevailing rates of interest. Interest rates may be subject to sudden fluctuations. Substantially increased interest rates could have a materially adverse effect on the Issuer's business.

Environmental Risk

Environmental laws may impact on property ownership and management, and as such the Issuer could become liable for the costs of remedial work necessitated by the release, deposit or presence of certain materials, including hazardous or toxic substances and wastes at or from a property, or disposed of at another location. The failure to affect such remedial work may adversely affect the owner's ability to sell real estate or borrow using the real estate as collateral, which could result in claims against the owner. While the Issuer may obtain a Phase I environmental audit where there is a reasonable possibility of environmental contamination that may impact the value and marketability of a property, the Issuer does not systematically obtain environmental audits of all properties subject to mortgages.

Legal Risk

There can be no assurance that income tax laws relating to mortgage investment corporations or the real estate industry in general will not be changed in a manner, which adversely affects the Issuer or distributions received by shareholders.

Money Laundering Risk

Funds received from investors in the offering of Shares may arise as a result of money laundering or other criminal activities. The Issuer has mitigated this risk by accepting funds only from reputable financial institutions, and by performing general due diligence with respect to each investor's professional background.

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

ITEM 9 - REPORTING OBLIGATIONS

The Issuer is not a "reporting issuer" as defined in applicable securities legislation of any jurisdiction. Accordingly, continuous disclosure obligations under securities laws do not generally apply to the Issuer, and investors may not receive any financial statements or other information or disclosures regarding the Issuer and its investments, other than as required by applicable law. The Issuer will, however, make available to its investors any information required to enable the filing of Canadian income tax returns.

ITEM 10 - RESALE RESTRICTIONS

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

Unless permitted under securities legislation, you cannot trade the securities before the date that is 4 months and a day after the date the Issuer becomes a reporting issuer in any province or territory of Canada.

The Issuer has no present intention to become a reporting issuer in any jurisdiction and therefore the foregoing restriction on trading may continue indefinitely (subject to the availability of certain limited exemptions which may not apply in the circumstances).

Further, the Shares are subject to restrictions on additional transfer required in order to comply with certain provisions of the ITA: see Item 5.1 "Terms of Securities". The ITA stipulates that a mortgage investment corporation 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 mortgage investment corporation's capital. Accordingly, the Articles of the Issuer provide that the Issuer may prohibit the transfer of Shares in any case where as a result of the transfer the Issuer would no longer meet the requirements of a mortgage investment corporation under the ITA.

The Issuer reserves the right to charge a reasonable fee for any transfer or change in registered holder of the Shares.

ITEM 11 - PURCHASER'S 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.

Two Day Cancellation Right

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

Statutory Rights of Action in the Event of a Misrepresentation

Applicable securities legislation in the Offering Jurisdictions provide you with statutory rights of action for rescission or damages in the event of a misrepresentation in this Offering Memorandum. The applicable statutory rights are described below.

The following is a summary only of the applicable provisions of securities legislation which provide for statutory rights of action in the event of a misrepresentation in the Offering Memorandum and is subject to interpretation. Please refer to the applicable provisions of securities legislation for the particulars of these rights. In the event of any conflict or inconsistency between this summary and the applicable provisions of securities legislation, the legislative provisions will prevail.

You should consult your own legal advisers with respect to your rights and the remedies available to them. The rights discussed below are in addition to and without derogation from any other rights or remedies which you may have at law.

Description of Statutory Rights of Action

If there is a misrepresentation in this Offering Memorandum, you have a statutory right to sue: (a) the Issuer to cancel your subscription agreement to buy the Shares; or (b) for damages against the Issuer and certain other persons, as indicated below:

Jurisdiction	**Persons against whom an action for damages can be brought**
British Columbia	The Issuer, its directors as at the date of this Offering Memorandum, and every person or company who signed this Offering Memorandum

This statutory right to sue is available to you whether or not you relied on the misrepresentation. However, there are various defences available to the persons or companies that you have a right to sue. In particular, they have a defence if you knew of the misrepresentation when you purchased the securities. In addition, in an action for damages, the amount you may recover will not exceed the price you paid for your Shares and will not include any part of the damages that the Issuer proves does not represent the depreciation in value of the Shares resulting from the misrepresentation.

If you intend to rely on the rights described above, you must do so within strict time limitations. You must commence your action no later than 180 days after the day of the transaction that gave rise to the cause of action. You must commence your action for damages within the time limits indicated below:

Jurisdiction	**Time limits for bringing an action for damages**
British Columbia,	Within 180 days after learning of the misrepresentation and 3 years after the date of the transaction that gave rise to the cause of action

In Ontario, the above rights do not apply, however, if you are: (a) a Canadian financial institution or Schedule III bank; (b) the Business Development Bank of Canada; or (c) a subsidiary of any of the persons referred to in (a) or (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.

Reference is made to the *Securities Act* (British Columbia) and *Securities Act* (Ontario) for the complete text of the provisions under which these rights are respectively conferred, and this summary is subject to the express provisions of that Act.

ITEM 12 - FINANCIAL STATEMENTS

The audited financial statements of the Issuer for the fiscal year ended August 31, 2018 and for the fiscal year ended August 31, 2019 follow on the next page.

Canada The One Mortgage Investment Corporation
(A Mortgage Investment Corporation)

Financial Statements
August 31, 2019

MANNING ELLIOTT
ACCOUNTANTS & BUSINESS ADVISORS

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3
Tel: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Canada The One Mortgage Investment Corporation

Opinion

We have audited the financial statements of Canada The One Mortgage Investment Corporation (the "Company") which comprise the statement of financial position as at August 31, 2019, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.

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 *Auditors' 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 British Columbia, 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 these financial statements in accordance with Canadian accounting standards for private enterprises, 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.

Auditors' 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 auditors' 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:

INDEPENDENT AUDITORS' REPORT

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- 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 auditors' 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 auditors' 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.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
October 15, 2019

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION
Statement of Financial Position
As at August 31, 2019
(Expressed in Canadian Dollars)

	Note	2019	2018
		$	$
Assets			
Current Assets			
Cash		131,342	202,556
Cash held in trust		400,000	
Mortgage investments	5	1,209,807	-
Due from related party	9	-	1,570
		1,741,149	204,126
Liabilities and Shareholders' Equity			
Liabilities			
Current			
Distribution payable to shareholders		25,636	4,033
Withholding tax payable		192	-
Deferred revenue	6	29,497	-
Loans payable	7	247,460	-
Due to related party	9	8,271	-
		311,056	4,033
Shareholders' Equity			
Share capital	10	1,430,100	200,100
Deficit		(7)	(7)
		1,430,093	200,093
Total Liabilities and Shareholders' Equity		1,741,149	204,126

Subsequent Event (Note 15)

Approved on behalf of the Board:

"Cathy Zhang"
___________________________________Director

"Min Guo"
___________________________________Director

See accompanying notes to the financial statements.

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION
Statement of Comprehensive Income
For the Year Ended August 31, 2019
(Expressed in Canadian Dollars)

	2019	2018
	$	$
Revenue		
Interest	106,979	4,070
Other	817	1,720
	107,796	5,790
Expenses		
Management fees	16,372	-
Interest and bank charges	8,761	-
Office and miscellaneous	-	160
Professional fees	850	-
	25,983	160
Net Income and Comprehensive Income	81,813	5,630

See accompanying notes to the financial statements.

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION
Statement of Changes in Equity
(Expressed in Canadian Dollars)

	Issued Capital					
	Number of Common Shares	**Amount**	**Number of Class A Shares**	**Amount**	**Deficit**	**Total**
		$		$	$	$
Balance, August 31, 2018	100	100	200,000	200,000	(7)	200,093
Shares issued for cash	-	-	1,230,000	1,230,000	-	1,230,000
Net income	-	-	-	-	81,813	81,813
Distributions to shareholders	-	-	-	-	(81,813)	(81,813)
Balance, August 31, 2019	100	100	1,430,000	1,430,000	(7)	1,430,093
Balance, August 31, 2017	100	100	-	-	(7)	93
Shares issued for cash	-	-	200,000	200,000	-	200,000
Net income	-	-	-	-	5,630	5,630
Distributions to shareholders	-	-	-	-	(5,630)	(5,630)
Balance, August 31, 2018	100	100	200,000	200,000	(7)	200,093

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION
Statement of Cash Flows
For the Year Ended August 31, 2019
(Expressed in Canadian Dollars)

	2019	2018
	$	$
Operating Activities		
Net income	81,813	5,630
Changes in non-cash operating working capital:		
Withholding tax payable	192	-
Deferred revenue	29,497	-
Net Cash Provided by Operating Activities	111,502	5,630
Investing Activities		
Cash held in trust	(400,000)	-
Investment in mortgage	(2,269,807)	(155,000)
Repayment received from mortgage receivable	1,060,000	155,000
Net Cash Used In Investing Activities	(1,609,807)	-
Financing Activities		
Cash from issuance of class A shares	1,230,000	200,000
Distributions to shareholders	(60,210)	(1,597)
Net proceeds of loans	247,460	-
Advances from (to) related party	9,841	(1,570)
Net Cash Provided by Financing Activities	1,427,091	196,833
(Decrease) increase in Cash	(71,214)	202,463
Cash, Beginning	202,556	93
Cash, Ending	131,342	202,556

1. NATURE OF OPERATIONS AND GOING CONCERN

Canada The One Mortgage Investment Corporation (the "Company") is a mortgage investment company domiciled in Canada. The Company's corporate office and principal place of business is located at 200 – 6061 No. 3 Road, Richmond, British Columbia, V6Y 2B2.

The Company was incorporated under the Business Corporations Act of British Columbia on October 17, 2016. The Company is a mortgage investment corporation ("MIC") as defined in Section 130.1 (6) of the *Canada Income Tax Act* ("ITA"). Accordingly, the Company is not taxed on income provided that its taxable income is paid to its class A shareholders in the form of dividends within 90 days after August 31 each year. Such dividends are generally treated by class A shareholders as interest income, so that each shareholder is in the same position as if the mortgage investments made by the Company had been made directly by the shareholder.

The investment objective of the Company is to provide shareholders with income generated from a diversified portfolio of mortgage loan investments (also referred to as mortgages), while preserving the Company's capital. The Company engaged Canada The One Management Corporation (the "Manager"), a company with common shareholders, as the manager of the Company responsible for the day to day operations and providing all general management and administrative services of the Company's mortgage loan portfolio.

These financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These financial statements have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These financial statements were approved by the Board of Directors on October 15, 2019.

(b) Basis of Measurement

These financial statements are prepared on an accrual basis and are based on historical costs except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 4.

(c) Functional and Presentation Currency

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

(d) Use of Estimates and Judgements

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenue and expenses during the reporting period. It also requires management to exercise judgment in applying the Company’s accounting policies.

The most significant of these estimates relates to the assessment of whether the mortgage investments are impaired, estimation of accrued interest and deferred revenue which are based on management’s calculation. 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 present or future legislation and regulation, prior encumbrances and other factors affecting the investments and underlying security of the investments. These assumptions are limited by the availability of reliable comparable data, economic uncertainty, ongoing geopolitical concerns and the uncertainty of predictions concerning future events. Accordingly, by their nature, estimates of impairment are subjective and do not necessarily result in precise determinations. Should the underlying assumptions change, the estimated fair value could vary by a material amount.

The critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are the Company is in compliance with the ITA Section 130.1 (6) as a mortgage investment corporation, the determination of redeemable class A shares as liability or equity, the classification of financial instruments, the timing of designating a mortgage investment as impaired and the amount of any provision required.

3. NEW ACCOUNTING STANDARDS

The Company adopted the following new and amended standards on September 1, 2018 for its year ended August 31, 2019. The changes have been applied retrospectively. The adoption of these new standards did not result in changes in the carrying amounts of the Company's assets and liabilities. Accordingly, the adoption of these accounting standards had no impact on the comparative statement of financial position as at August 31, 2018 or its statement of comprehensive income, changes in equity or cash flows for the year ended August 31, 2018.

IFRS 9 *Financial Instruments* – This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 was subsequently amended in November 2013 to add new general hedge accounting requirements. The final version of IFRS 9 was issued in July 2014 and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 15 - *Revenue from Contracts with Customers* - On May 28, 2014 the IASB issued IFRS 15, "Revenue from contracts with customers". The new standard is effective for fiscal years ending on or after January 1, 2018 and is available for early adoption.

IFRS 15 replaces IAS 11, "Construction contracts", IAS 18, "Revenue", IFRIC 13, "Customer loyalty programmes", IFRIC 15, "Agreements for the construction of real estate", IFRIC 18, "Transfers of assets from customers" and SIC 31, "Revenue – barter transactions involving advertising services". The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time; or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs.

3. NEW ACCOUNTING STANDARDS (continued)

The following new accounting standard will be adopted by the Company effective September 1, 2019:

IFRS 16 *Leases* - IFRS 16 will be effective for accounting periods beginning on or after January 1, 2019 and is to be applied retrospectively. The new standard requires entities to recognize lease assets and lease obligations on the balance sheet. For lessees, the IFRS 16 removes the classification of leases as either operating leases or finance leases. Certain short-term leases and leases on low-value assets are exempt from the requirement and may be treated as operating leases. Early adoption is permitted, provided the Company has adopted IFRS 15. The Company adopted IFRS 16, Leases on January 1, 2019. This standard sets out a new model for lease accounting. Management assessed that the adoption of this standard will not have a material impact on the Company's financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash Equivalents

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

(b) Mortgage Investments

Mortgage investments are initially recognized at fair value plus any attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. A mortgage investment is considered impaired when there is objective evidence that there has been a deterioration of credit quality subsequent to its initial recognition to the extent that the Company no longer has reasonable assurance as to the timely collection of the full amount of principal and interest. The Company assesses impairment of mortgage investments at each reporting date. Estimation and judgement is required as to the timing of designating a mortgage as impaired and the amount of any provision required. An impairment loss is calculated as the difference between the carrying amount of the mortgage investment and the present value of the estimated future cash flows discounted as the original effective interest rate. Losses are charged to profit or loss for the period. When a subsequent event causes the amount of impairment loss to decrease, the provision for mortgage losses is reversed to the profit or loss.

(c) Revenue Recognition

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the entity and when the amount of the revenue can be measured reliably.

Mortgage interest income is accounted for using the effective interest method over the term of the mortgage. Prepaid interest received on mortgages is initially recognized as deferred revenue and is subsequently amortized over the mortgage term to income using the effective interest method.

Interest income from financial institutions is accounted for on the accrual basis.

Discharge fees and interest penalty received on early repayment of mortgages prior to their maturity are taken to comprehensive income as mortgages are discharged and payment has been received.

Other income is recognized to comprehensive income when services are provided.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Income Taxes

The Company is considered a mortgage investment corporation ("MIC") under the *Canada Income Tax Act*. As such, the Company is entitled to deduct from its taxable income distributions paid to shareholders during the year or within 90 days of the end of the fiscal year to the extent the distributions were not deducted previously. The Company intends to maintain its status as a MIC and intends to make sufficient distributions in the year and in future years to ensure that the Company is not subject to income taxes payable. Accordingly, no provision for current or future income taxes is made in these financial statements.

(e) Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity.

Redeemable shares issued are classified as a liability only when they can be redeemed at the option of the holder. Redeemable shares are classified as equity when there are certain conditions to be met before holders can request redemption.

(f) Financial Instruments

All financial assets are initially recorded at fair value and classified as measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL"). All financial liabilities are initially recorded at fair value and classified as either at FVTPL or amortized cost. Financial instruments comprise cash, cash held in trust, mortgage investments, amounts due to/from related party, accounts payable, distribution payable to shareholders and loans payable. The Company does not use any derivative or hedging instruments. Transaction costs related to financial instruments other than at FVTPL are capitalized as part of the cost of the financial instrument.

At initial recognition management has classified financial assets and liabilities as follows:

i) Financial assets

Financial assets at amortized cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are subsequently measured at amortized cost using the effective interest method. The Company's cash held in trust, mortgage investments and due from relate party are measured at amortized cost.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Financial Instruments (continued)

Financial assets at fair value through other comprehensive income ("FVTOCI")

Financial assets that are held within a business model whose objective is to hold financial assets in order to both collect contractual cash flows and sell financial assets, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Upon initial recognition of equity securities, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate its equity securities that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to retained earnings. The Company does not have any financial assets classified as FVTOCI.

Financial assets at fair value through profit or loss ("FVTPL")

By default, all other financial assets are measured subsequently at FVTPL. The Company's cash is measured at FVTPL.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

ii) Financial liabilities

Financial liabilities at amortized cost

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method except for financial liabilities at FVTPL. The Company's accounts payable, distribution payable to shareholders, loans payable and due to related party are measured at amortized cost.

Financial liabilities at fair value through profit or loss ("FVTPL")

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in the statements of operations and comprehensive income (loss). The Company does not have any financial liabilities classified as FVTPL.

iii) Impairment of financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

(Expressed in Canadian Dollars)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

5. MORTGAGE INVESTMENTS

	2019 $	2018 $
Interest in first mortgage	330,000	-
Interest in second mortgage	875,000	-
	1,205,000	
Accrued mortgage interest	4,807	-
	1,209,807	-

Mortgage investments are secured by real properties to which they relate, bearing interest at a weighted average interest rate of 9.87% (2018 – 10%) and repayable before July 31, 2020.

6. DEFERRED REVENUE

Deferred revenue is advanced interest payments from mortgage investments, to be amortized over the term of the mortgage.

7. LOANS PAYABLE

	2019 $	2018 $
Loan payable, bearing interest at 8% per annum, interest payments only, principle repayable in full on May 7, 2020	150,0000	-
Loan payable, bearing interest at 8% per annum, interest payments only, principle repayable in full on May 7, 2020	50,000	
Loan payable, bearing interest at 8% per annum, interest payments only, principle repayable in full on June 11, 2020	40,000	-
	240,000	
Accrued loan interest	7,460	-
	247,460	-

8. MANAGER FEE

Pursuant to a management agreement dated February 1, 2018 with the Manager, the Manager agreed with the Company to provide a complete range of management services including management, brokerage, supervision and administration of the Company's entire mortgage investments portfolio. In consideration of the services provided, the Company agreed to pay the following fees to the Manager:

a) an administrative fee of up to 2.5% of the aggregate of any outstanding balance of line of credit plus the average monthly aggregate subscribed capital of the Company, payable monthly;

b) lender fee and other borrower fee and underwriting fee on the mortgage investment processed.

9. RELATED PARTY TRANSACTIONS AND BALANCES

The below related party transactions and balances took place in the normal course of operations and were measured at the exchange amounts which were the amounts of consideration established and agreed by the related parties.

a) Amounts due to a related party, a company with a common director, are non-interest bearing, unsecured and with no stated repayment terms.

b) Key Management Personnel

   The Company considers directors and officers of the Company as key management personnel. There were no key management personnel payments for the year ended August 31, 2019 (2018 - $Nil).

10. SHARE CAPITAL

(a) Authorized

Unlimited number of voting shares, without par value
Unlimited number of non-voting class A shares, without par value

(b) Voting Shares Issued

100 voting shares were issued and outstanding at $1.00 per share.

(c) Class A Shares

1,430,000 class A shares issued at $1.00 per share.

Class A shares within a class rank equally with respect to dividends, rank senior to the voting shares of the Company and are retractable by the Company when certain conditions are met.

Subject to certain restrictions, Class A shareholders may request redemption of any or all their outstanding shares by providing advance notice to the Company before July 31st of each year. Should the amount of class A shares rendered for redemption exceed the limit, the Company may, at its discretion, redeem all tendered shares, or redeem the shares tendered on a pro rate basis.

(d) Dividends

The Company intends to pay dividends to shareholders on a quarterly basis, on or about the last day of each quarter.

11. CAPITAL MANAGEMENT

The Company manages its capital structure in order to support ongoing operations while focusing on its primary objectives of preserving shareholder capital and generating a stable monthly cash dividend to holders of redeemable shares. The Company defines its capital structure as the voting and Class A shares of the Company.

The Company reviews its capital structure on an ongoing basis and adjusts its capital structure in response to mortgage and loan investment opportunities, the availability of capital and anticipated changes in general economic conditions.

The Company's internally imposed investment restrictions and asset allocation model incorporate various restrictions and investment parameters to manage the risk profile of the mortgage and loan investments. The investment restrictions permit the Company to use leverage to maintain liquidity, for general working capital purposes and to bridge the timing differences between loan advances, maturities and preferred share offerings. The aggregate amount of borrowing by the Company may not exceed 25% of the book value of the Company’s mortgage investment portfolio without the approval of the board of directors. In addition, the asset allocation model dictates the allocation of the mortgage and loan investments based upon geographical, borrower, zoning, term, security position, and loan-to-appraised value criteria.

(Expressed in Canadian Dollars)

12. FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash, cash held in trust, mortgage investments, amounts due to/from related party, accounts payable, distribution payable to shareholders and loans payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	2019	2018
	$	$
Financial assets at FVTPL (i)	131,342	202,556
Financial assets as amortized cost (ii)	1,609,807	1,570
Financial liabilities at amortized cost(iii)	281,367	4,033

(i) Cash
(ii) Mortgage investments and amounts due from related party
(iii) Accounts payable, distribution payable to shareholders, loans payable and amounts due to related party

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market date

At August 31, 2019, cash was classified at Level 1.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of the mortgage investments will fluctuate because of changes in market interest rates. As of August 31, 2019, the Company does not have material interest rate risk on its financial instruments.

Credit Risk

The following assets are exposed to credit risk: cash and amounts due from related party. Credit risk primarily relates to the possibility that counterparties to financial assets may be unable to honour their debt commitments as a result of a negative change in market conditions that could result in a loss to the Company. The credit risk for cash is insignificant as the Company maintains its cash balance with major banks.

12. FINANCIAL INSTRUMENTS

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's liquidity risk is managed on an ongoing basis by the Manager in accordance with the policies and procedures in place. As at August 31, 2019, the Company's maximum exposure of the liquidity risk was accounts payable, distribution payable to shareholders, loans payable and amounts due to related party, and Management considers that the Company does not have significant exposure to liquidity risk.

Currency Risk

The Company's operations is to invest in mortgages, generates revenues and incurs expenses and expenditures primarily in British Columbia, Canada and is not exposed to risk from changes in foreign currency exchange rates.

14. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the investment in mortgages. The Company operates in one geographical area which is Canada.

15. SUBSEQUENT EVENTS

Subsequent to August 31, 2019, the Company completed 1 mortgage loan for a total amount of $400,000. The loan is interest bearing at annual rates of 12%, due in February 29, 2020, and secured by the underlying properties.

Canada The One Mortgage Investment Corporation
(A Mortgage Investment Corporation)

Financial Statements
August 31, 2018

MANNING ELLIOTT
ACCOUNTANTS & BUSINESS ADVISORS

11th floor, 1050 West Pender Street, Vancouver, BC, Canada V6E 3S7
Tel: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Canada The One Mortgage Investment Corporation

We have audited the accompanying financial statements of Canada The One Mortgage Investment Corporation which comprise the statement of financial position as at August 31, 2018, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained based on our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Canada The One Mortgage Investment Corporation as at August 31, 2018, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
March 18, 2019

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION
Statement of Financial Position
As at August 31, 2018
(Expressed in Canadian Dollars)

	Note	2018	2017
		$	**$**
Assets			
Current Assets			
Cash		202,556	93
Due from related party		1,570	-
		204,126	93
Liabilities and Shareholders' Equity			
Liabilities			
Current			
Distributions payable to preferred shareholders		4,033	-
Shareholders' Equity			
Share capital	8	200,100	100
Deficit		(7)	(7)
		200,093	(93)
Total Liabilities and Shareholders' Equity		204,126	93

Approved on behalf of the Board:

"Cathy Zhang"
______________________________Director

"Min Guo"
______________________________Director

See accompanying notes to the financial statements.

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION
Statement of Comprehensive Income
For the Year Ended August 31, 2018
(Expressed in Canadian Dollars)

	Year Ended August 31, 2018	Period Ended August 31, 2017
	$	**$**
Revenue		
Interest	4,070	-
Other	1,720	-
	5,790	-
Expenses		
Office and miscellaneous	160	7
Net Income and Comprehensive Income (Loss)	5,630	(7)

See accompanying notes to the financial statements.

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION

Statement of Changes in Equity

(Expressed in Canadian Dollars)

	Issued Capital					
	Number of Common Shares	Amount	Number of Class A Shares	Amount	Deficit	Total
		$		$	$	$
Balance, August 31, 2017	100	100	-	-	(7)	93
Shares issued for cash	-	-	200,000	200,000	-	200,000
Net income	-	-	-	-	5,630	5,630
Distributions to shareholders	-	-	-	-	(5,630)	(5,630)
Balance, August 31, 2018	100	100	200,000	200,000	(7)	200,093
Balance, October 17, 2016	-	-	-	-	-	-
Shares issued for cash	100	100	-	-	-	100
Net loss	-	-	-	-	(7)	(7)
Balance, August 31, 2017	100	100	-	-	(7)	93

See accompanying notes to the financial statements.

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION
Statement of Cash Flows
For the Year Ended August 31, 2018
(Expressed in Canadian Dollars)

	Year Ended August 31, 2018	Period Ended August 31, 2017
	$	$
Operating Activities		
Net income (loss)	5,630	(7)
Changes in non-cash operating working capital:		
Due from related party	(1,570)	-
Net Cash Provided by (Used in) Operating Activities	4,060	(7)
Investing Activities		
Investment in mortgage receivable	155,000	-
Repayment received from mortgage receivable	(155,000)	-
Net Cash Provided by Investing Activities	-	-
Financing Activities		
Cash from issuance of common shares	-	100
Cash from issuance of class A shares	200,000	-
Distributions to shareholders	(1,597)	-
Net Cash Provided by Financing Activities	198,403	100
Increase in Cash	202,463	93
Cash, Beginning	93	-
Cash, Ending	202,556	93

See accompanying notes to the financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Canada The One Mortgage Investment Corporation (the “Company”) is a mortgage investment company domiciled in Canada. The Company’s corporate office and principal place of business is located at 200 – 6061 No. 3 Road, Richmond, British Columbia, V6Y 2B2.

The Company was incorporated under the Business Corporations Act of British Columbia on October 17, 2016. The Company is a mortgage investment corporation (“MIC”) as defined in Section 130.1 (6) of the *Canada Income Tax Act* (“ITA”). Accordingly, the Company is not taxed on income provided that its taxable income is paid to its class A shareholders in the form of dividends within 90 days after August 31 each year. Such dividends are generally treated by class A shareholders as interest income, so that each shareholder is in the same position as if the mortgage investments made by the Company had been made directly by the shareholder.

The investment objective of the Company is to provide shareholders with income generated from a diversified portfolio of mortgage loan investments (also referred to as mortgages), while preserving the Company’s capital. The Company engaged Canada The One Management Corporation (the “Manager”), a company with common shareholders, as the manager of the Company responsible for the day to day operations and providing all general management and administrative services of the Company’s mortgage loan portfolio.

These financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements were approved by the Board of Directors on March 18, 2019.

(b) Basis of Measurement

These financial statements are prepared on an accrual basis and are based on historical costs except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 4.

(c) Functional and Presentation Currency

The financial statements are presented in Canadian dollars which is also the Company's functional currency.

(d) Use of Estimates and Judgements

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenue and expenses during the reporting period. It also requires management to exercise judgment in applying the Company's accounting policies.

The most significant of these estimates relates to the assessment of whether the mortgage investments are impaired, estimation of accrued interest and deferred revenue which are based on management's calculation. 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 present or future legislation and regulation, prior encumbrances and other factors affecting the investments and underlying security of the investments. These assumptions are limited by the availability of reliable comparable data, economic uncertainty, ongoing geopolitical concerns and the uncertainty of predictions concerning future events. Accordingly, by their nature, estimates of impairment are subjective and do not necessarily result in precise determinations. Should the underlying assumptions change, the estimated fair value could vary by a material amount.

The critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are the Company is in compliance with the ITA Section 130.1 (6) as a mortgage investment corporation, the determination of redeemable class A shares as liability or equity, the classification of financial instruments, the timing of designating a mortgage investment as impaired and the amount of any provision required.

3. NEW ACCOUNTING STANDARDS

New standards, amendments and interpretations not yet effective:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company expects that the adoption of these new and amended standards will not have significant impact on its financial statements.

New accounting standards effective January 1, 2018

IFRS 9 *Financial Instruments* – This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 was subsequently amended in November 2013 to add new general hedge accounting requirements. The final version of IFRS 9 was issued in July 2014 and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 15 - *Revenue from Contracts with Customers* - On May 28, 2014 the IASB issued IFRS 15, “Revenue from contracts with customers”. The new standard is effective for fiscal years ending on or after January 1, 2018 and is available for early adoption.

IFRS 15 will replace IAS 11, “Construction contracts”, IAS 18, “Revenue”, IFRIC 13, “Customer loyalty programmes”, IFRIC 15, “Agreements for the construction of real estate”, IFRIC 18, “Transfers of assets from customers” and SIC 31, “Revenue – barter transactions involving advertising services”. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time; or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash Equivalents

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

(b) Mortgage Investments

Mortgage investments are initially recognized at fair value plus any attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. A mortgage investment is considered impaired when there is objective evidence that there has been a deterioration of credit quality subsequent to its initial recognition to the extent that the Company no longer has reasonable assurance as to the timely collection of the full amount of principal and interest. The Company assesses impairment of mortgage investments at each reporting date. Estimation and judgement is required as to the timing of designating a mortgage as impaired and the amount of any provision required. An impairment loss is calculated as the difference between the carrying amount of the mortgage investment and the present value of the estimated future cash flows discounted as the original effective interest rate. Losses are charged to profit or loss for the period. When a subsequent event causes the amount of impairment loss to decrease, the provision for mortgage losses is reversed to the profit or loss.

(c) Revenue Recognition

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the entity and when the amount of the revenue can be measured reliably.

Mortgage interest income is accounted for using the effective interest method over the term of the mortgage. Prepaid interest received on mortgages is initially recognized as deferred revenue and is subsequently amortized over the mortgage term to income using the effective interest method.

Interest income from financial institutions is accounted for on the accrual basis.

Discharge fees and interest penalty received on early repayment of mortgages prior to their maturity are taken to comprehensive income as mortgages are discharged and payment has been received.

Other income is recognized to comprehensive income when services are provided.

Prepaid interest received on mortgages is initially recognized as deferred revenue and is subsequently amortized over the mortgage term to income using the effective interest method.

(d) Income Taxes

The Company is considered a mortgage investment corporation (“MIC”) under the *Canada Income Tax Act*. As such, the Company is entitled to deduct from its taxable income distributions paid to shareholders during the year or within 90 days of the end of the fiscal year to the extent the distributions were not deducted previously. The Company intends to maintain its status as a MIC and intends to make sufficient distributions in the year and in future years to ensure that the Company is not subject to income taxes payable. Accordingly, no provision for current or future income taxes is made in these financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity.

Redeemable shares issued are classified as a liability only when they can be redeemed at the option of the holder. Redeemable shares are classified as equity when there are certain conditions to be met before holders can request redemption.

(f) Financial Instruments

All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivable or at fair value through profit or loss ("FVTPL"). All financial liabilities are initially recorded at fair value and classified as either at FVTPL or other financial liabilities. Financial instruments comprise cash, mortgage investments, amounts due from related party and distribution payable to shareholders. The Company does not use any derivative or hedging instruments. Transaction costs related to financial instruments other than at FVTPL are capitalized as part of the cost of the financial instrument.

At initial recognition management has classified financial assets and liabilities as follows:

i) Financial assets

The Company has classified its cash at FVTPL. A financial instrument is classified as FVTPL if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated as FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value and changes therein are recognized in income.

Mortgage investments and amounts due from related party are classified as loans and receivable. Loans and receivables are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. As at August 31, 2018, the Company has no mortgage investment balance.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Financial Instruments (continued)

ii) Financial liabilities

The Company has classified its distributions payable to shareholders as other financial liabilities. Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost using the effective interest method. Any difference between the amounts originally received, net of transaction costs, and the settlement value is recognized in profit and loss over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

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

iii) Impairment of financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

(g) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

(Expressed in Canadian Dollars)

5. MORTGAGE INVESTMENTS

	2018 $	2017 $
Interest in second mortgage	155,000	-
Repayment of mortgage	(155,000)	-
	-	-

Mortgage investments are secured by real properties to which they relate, bearing interest at a weighted average interest rate of 10% and repaid on July 27, 2018.

6. MANAGER FEE

Pursuant to a management agreement dated February 1, 2018 with the Manager, the Manager agreed with the Company to provide a complete range of management services including management, brokerage, supervision and administration of the Company's entire mortgage investments portfolio. In consideration of the services provided, the Company agreed to pay the following fees to the Manager:

a) an administrative fee of up to 2.5% of the aggregate of any outstanding balance of line of credit plus the average monthly aggregate subscribed capital of the Company, payable monthly;

b) lender fee and other borrower fee and underwriting fee on the mortgage investment processed.

7. RELATED PARTY TRANSACTIONS AND BALANCES

The below related party transactions and balances took place in the normal course of operations and were measured at the exchange amounts which were the amounts of consideration established and agreed by the related parties.

a) Amounts due from a related party, a company with a common director, are non-interest bearing, unsecured and with no stated repayment terms.

b) Key Management Personnel

The Company considers directors and officers of the Company as key management personnel. There were no key management personnel payments for the year ended August 31, 2018 (2017 - $Nil).

8. SHARE CAPITAL

(a) Authorized

Unlimited number of voting shares, without par value
Unlimited number of non-voting class A shares, without par value

(b) Voting Shares Issued

100 voting shares were issued and outstanding at $1.00 per share.

(c) Class A Shares

200,000 class A shares issued at $1.00 per share.

Class A shares within a class rank equally with respect to dividends, rank senior to the voting shares of the Company and are retractable by the Company when certain conditions are met.

Subject to certain restrictions, Class A shareholders may request redemption of any or all their outstanding shares by providing advance notice to the Company before July 31st of each year. Should the amount of class A shares rendered for redemption exceed the limit, the Company may, at its discretion, redeem all tendered shares, redeem the shares tendered on a pro rate basis.

(d) Dividends

The Company intends to pay dividends to shareholders on a quarterly basis, on or about the last day of each quarter.

9. CAPITAL MANAGEMENT

The Company manages its capital structure in order to support ongoing operations while focusing on its primary objectives of preserving shareholder capital and generating a stable monthly cash dividend to holders of redeemable shares. The Company defines its capital structure as the voting and Class A shares of the Company.

The Company reviews its capital structure on an ongoing basis and adjusts its capital structure in response to mortgage and loan investment opportunities, the availability of capital and anticipated changes in general economic conditions.

The Company's internally imposed investment restrictions and asset allocation model incorporate various restrictions and investment parameters to manage the risk profile of the mortgage and loan investments. The investment restrictions permit the Company to use leverage to maintain liquidity, for general working capital purposes and to bridge the timing differences between loan advances, maturities and preferred share offerings. The aggregate amount of borrowing by the Company may not exceed 25% of the book value of the Company’s mortgage investment portfolio without the approval of the independent board of directors. In addition, the asset allocation model dictates the allocation of the mortgage and loan investments based upon geographical, borrower, zoning, term, security position, and loan-to-appraised value criteria.

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash, mortgage investment, amounts due from related party and distributions payable to shareholders. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	2018	2017
	$	$
FVTPL (i)	202,556	93
Loans and receivables (ii)	1,570	-
Other financial liabilities (ii)	4,033	-

(i) Cash
(ii) Due from related party
(iii) Distributions payable to shareholders

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market date

At August 31, 2018, cash was measured at fair value.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of the mortgage investments will fluctuate because of changes in market interest rates. As of August 31, 2018, the Company does not have material interest rate risk on its financial instruments.

Credit Risk

The following assets are exposed to credit risk: cash and amounts due from related party. Credit risk primarily relates to the possibility that counterparties to financial assets may be unable to honour their debt commitments as a result of a negative change in market conditions that could result in a loss to the Company. The credit risk for cash is insignificant as the Company maintains its cash balance with major banks.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's liquidity risk is managed on an ongoing basis by the Manager in accordance with the policies and procedures in place. As at August 31, 2018, the Company's maximum exposure of the liquidity risk was the distributions payable to shareholders, and Management considers that the Company does not have significant exposure to liquidity risk.

10. FINANCIAL INSTRUMENTS (continued)

Currency Risk

The Company's operations is to invest in mortgages, generates revenues and incurs expenses and expenditures primarily in British Columbia, Canada and is not exposed to risk from changes in foreign currency exchange rates.

11. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the investment in mortgages. The Company operates in one geographical area which is Canada.

CERTIFICATE

This Offering Memorandum does not contain a misrepresentation.

DATED October 25, 2019

CANADA THE ONE MORTGAGE INVESTMENT CORPORATION

(signed) "Min Guo"

Per Min Guo, director

(signed) "Qing Zhang"

Per Qing Zhang, director

(signed) "Xu Chen"

Per Xu Chen, director