

OFFERING MEMORANDUM



Date: **August 2, 2022**

The Issuer

Name: **HERA INVESTMENT FUNDS INC.**
Head office: Address: **204 – 38 Fell Avenue, North Vancouver, British Columbia V7P 3S2**
Phone: **604-770-0190**
E-mail: **office@herafunds.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 “B” Preferred Shares (non-voting and redeemable)**
Price per security: **\$1.00 per Share**
Minimum offering: **\$200,000 (200,000 Shares)**
Maximum offering: **\$10,000,000 (10,000,000 Shares)**
Minimum subscription amount: **\$50,000 (50,000 Shares)**
\$10,000 (10,000 Shares) if held in Deferred Income Plan (as defined)
Payment terms: **The subscription price for Shares being purchased is payable in full by the applicable closing date.**
See Item 5.2 – Subscription Procedure.
Proposed closing date(s): **This is a continuous offering.** Closings will occur as subscriptions are received until the earlier of September 1, 2023 or the issuance of our April 30, 2023 annual financial statements.
Income tax consequences: **There are important tax consequences to these securities.**
See Item 6 – Income Tax Consequences and RRSP Eligibility.
Selling agent: **Drake Financial Ltd.**
See Item 7 – Compensation Paid to Sellers and Finders.

Resale Restrictions

You will be restricted from selling your securities for an indefinite period. See Item 10 – Resale Restrictions.

Purchaser’s Rights

You have two 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 – Purchasers’ Rights.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. This is a risky investment. See Item 8 – Risk Factors.

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ITEM 1: USE OF AVAILABLE FUNDS

1.1 Funds

The funds that will be available to us from this offering, together with funds that will be available from other sources, are set out in the following table.

	Description	Assuming	
		Minimum Offering	Maximum Offering
A.	Amount to be raised by this offering	\$ 200,000	\$ 10,000,000
B.	Selling commissions and fees ⁽¹⁾	\$ 300	\$ 15,000
C.	Estimated offering costs (e.g. legal, accounting & audit)	\$ 50,000	\$ 100,000
D.	Available funds: D = A - (B + C)	\$ 149,700	\$ 9,885,000
E.	Additional sources for funding required (available)	0	0
F.	Working capital (or deficiency) ⁽²⁾	0	0
G.	Total: G = (D + E) – F	\$ 149,700	\$ 9,885,000

(1) Assuming a minimum of one and a maximum of 50 investments are made. See Item 7 – Compensation Paid to Sellers and Finders.

(2) We do not have, as at the date of this Offering Memorandum, nor do we expect to have significant working capital (as substantially all of our cash on hand is generally loaned to borrowers) or a material working capital deficiency.

1.2 Use of Available Funds

We will use the funds available from this offering, together with funds that will be available from other sources, as estimated in Item 1.1 – Funds, as set out in the following table.

Description of intended use of net proceeds (listed in order of priority)	Assuming	
	Minimum Offering	Maximum Offering
Invest in residential, commercial and industrial mortgages secured by real estate property located in Canada ⁽¹⁾	0	\$ 9,711,000
Management fees and salaries	\$ 149,700	\$ 174,000
Totals	\$ 149,700	\$ 9,885,000

(1) Our revenue from operations has been, and we expect it to continue to be, sufficient to cover our operating costs.

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 HERA INVESTMENT FUNDS INC.

2.1 Structure

We are a company incorporated under the *Business Corporations Act* (British Columbia) on April 1, 2014. Our share capital consists of an unlimited number of common shares with a par value of \$1.00 each (“**Common Shares**”) and Class “B” Preferred Shares with a par value of \$1.00 each (“**Class “B” Shares**”), as well as an unlimited number (none of which are issued) of Class “A”, “C” and “D” Preferred Shares with a par value of \$1.00 each.

2.2 Our Business

We carry on the business of a “mortgage investment corporation” or “MIC” under Canada’s *Income Tax Act* (the “**Tax Act**”). MICs generate most of their income from loans secured by mortgages on Canadian real estate. Under the Tax Act, a MIC’s only permitted undertaking is the investing of its funds in connection with real estate in Canada, and MICs are specifically prohibited from managing or developing real estate property.

Taxation of MICs

The Tax Act provides that MICs do not have to pay income tax on their net income and net realized capital gains if they annually distribute such net income and one-half of such net realized capital gains (that is, the “taxable capital gains”) to the MIC’s shareholders. Therefore, to qualify as a MIC and receive this favourable tax treatment, we annually pay out all of our net income and taxable capital gains. The annual distribution is paid, at the election of each Class “B” Shareholder, in cash or in further Class “B” Shares within 90 days of our financial year end. **These distributions are taxed as interest income in the hands of the Class “B” Shareholders and not as dividends** as described in Item 6 – Income Tax Consequences and RRSP Eligibility.

Business Objective

Our business objective is to develop a stable source of income from a portfolio of loans to homeowners, builders and developers secured by mortgages on their residential commercial, industrial and real estate in Canada. We primarily hold first and second mortgages with a principal amount which, when added to the principal amount of prior mortgages, is not more than 80% (85% if we are loaning under a first mortgage) of the appraised value of the property against which the mortgages are secured. Most of the mortgages will secure loans made by us,

Location and Regulation of our Business

Currently, we conduct our mortgage lending business only in British Columbia. Accordingly, we are registered as a mortgage broker in British Columbia. The Office of the Registrar of Mortgage Brokers at the [British Columbia] Financial Institutions Commission regulates the mortgage brokering and lending activities of MICs 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 MICs which are subject to securities legislation and regulation. We may extend our lending into other provinces and, if we

do, we will obtain such authorizations under applicable corporate and mortgage legislation in order to carry on business as a MIC in such provinces.

Investment Policies

We intend to obtain mortgages for our portfolio as follows:

Direct Origination – Through direct negotiations with borrowers such as home purchasers, homeowners, homebuilders and industrial and commercial owners, developers and real estate syndicators.

Agency Origination – Through qualified market intermediaries who assist in identifying mortgage investment opportunities consistent with our investment policies. These intermediaries will be experienced mortgage brokers or lenders who have demonstrated their ability to supply mortgage loans within the parameters of our lending criteria.

We will primarily invest in (by making loans secured by) residential, commercial and industrial mortgages in accordance with the following investment policies:

- (a) All mortgages will, prior to funding, be registered in our name on the title to the subject property.
- (b) The largest first mortgage we will fund is \$4 million and the smallest is \$25,000.
- (c) For a first mortgage, we will not loan more than 85% of the appraised value.
- (d) Depending on the specific mortgage and the market, we might charge lender fees and the mortgages will be pre-payable without penalty.
- (e) Mortgages will have a term of one year, with a possible one year renewal.
- (f) All mortgages must be on properties in established or developing areas in British Columbia, including the Greater Vancouver area, and some Fraser Valley properties.
- (g) The residence must be owner-occupied or be an investment property, the property cannot exceed two acres in size nor located in an agricultural land reserve, there must be a minimum of 15 years of economic life left in the residence unless the building is going to be demolished and the property developed, if the property is leasehold, there must be a minimum of 25 years left on the lease, and we will lend on lands that are going to be developed.
- (h) We will generally only invest in mortgages on properties for which we have reviewed and evaluated an independent appraisal from a suitable, approved appraiser, however, if the loan to value ratio is less than 60% of the assessed value, an appraisal may not be required.
- (i) If the independent appraisal reports a value for the real property securing the mortgage other than on an “as is” basis, we will advance funds by way of progress payments upon completion of specified stages of construction or development supported by receipt progress reports as applicable, or upon completion of other specified milestones.

- (j) We will generally not loan any funds to be secured by a mortgage unless, at the date the funds are initially advanced, the indebtedness secured by such mortgage plus the amount of additional third party indebtedness of the borrower in priority to our loan, if any, does not exceed, on a property by property basis, 80% (85% if we are loaning under a first mortgage) of the appraised value of the real property securing the mortgage, where the appraised value may be based on stated conditions including, without limitation, completion, rehabilitation or lease-up of improvements located on the real property and which activities we will monitor on an ongoing basis.
- (k) Commercial first mortgages will be made on similar terms as set out above provided the property does not have any environmental concerns, although the loan to appraised value ratio is reduced from 80% (85% if we are loaning under a first mortgage) to 75%.
- (l) For second mortgages, we will loan up to 80% of the appraised value, and the maximum mortgage amount is reduced to \$4 million.
- (m) To the extent that, from time to time, our funds are not invested in mortgages or other permitted investments as allowed in the Tax Act's MIC criteria, they will be held in cash deposited with a Canadian chartered bank or trust company or in short term deposits, savings accounts or government guaranteed income certificates or treasury bills so as to maintain a level of working capital for our ongoing operations we consider acceptable.
- (n) We will not make any investment, or allow any mix of investments, that would result in our failing to qualify as a MIC pursuant to the Tax Act.

Leveraging through Borrowing

Under the Tax Act, our borrowing is restricted to a maximum of three times our equity capital unless at least two-thirds of the book value of our investments are mortgages secured on Canadian residential property, money, and specified deposits, in which case our maximum borrowing is five times our equity capital.

We believe that this leverage opportunity is important in terms of our dividend performance, and we intend to maximize our leverage opportunity under the Tax Act. We will do so by borrowing funds whenever possible and if it is economical and prudent to do so. These borrowings may take the form of lines of credit from banks and other lending institutions and promissory notes and other types of debt contacts with individuals and companies. It is probable that debt instruments will form part of a floating charge against our assets and equity, and in the event of liquidation or wind-up, will rank in priority to our outstanding shares.

Management Company

We rely on the expertise of our CEO and CFO, Qin (Stella) Liao (“**Manager**”), to manage our business. She is assisted by our Vice-President, Client Relations, Pourang Taheri, on a part-time basis.

Hera Investment Funds Inc.

Our Manager is a registered mortgage sub-broker with significant experience in the real estate industry. See Item 3.2 – Management Experience.

Our Manager is solely responsible for administration of our mortgage portfolio in accordance with our investment policies and investor relationships, including:

- Assisting us with respect to raising additional funding (including through exempt market dealers) and communicating with our shareholders;
- Administering mortgages and other security interest related to real estate; and
- Providing administrative services required by us in carrying on business as a Mortgage Investment Corporation.

We pay our Manager, or a company owned by her, a fee of \$12,000 per month and, by the end of each financial year, a bonus equal to the difference between the fees paid and up to 1.5% of the principal amount of our mortgage portfolio depending on our performance.

We will indemnify and save our Manager harmless if she suffers a loss of any nature in connection with the performance of her duties, except where such loss resulted from the negligence, wilful misconduct or dishonesty of our Manager, her employees or agents. However, our Manager will be liable to us for any loss caused by her in carrying out her duties in a negligent or wilfully or dishonestly improper manner.

The appointment of our Manager has an indefinite term and may be terminated upon any of the following events:

- (a) if any proceedings in insolvency, bankruptcy, receivership or liquidation be taken against or by our Manager;
- (b) if our Manager assigns or purports to assign the agreement or any rights accruing thereunder without our prior written consent;
- (c) if our Manager commits a breach or default under the agreement, but if such breach or default does not relate to payment of any monies to be paid by our Manager to us, we shall give our Manager notice in writing stipulating the breach or default and our Manager shall have 30 days to remedy the default;
- (e) upon three months written notice by either party; or
- (f) mutual consent, in writing, of us and our Manager.

Pursuant to an Employment Agreement dated July 13, 2020, we retained Pourang Taheri to act as our Vice-President, Client Relations to:

- Review our current marketing strategy;

- Plan, develop, implement and manage improvements to our marketing strategy and new marketing strategies;
- Maintain relationships with our current clients and develop new clients; and
- Contribute to our overall growth.

For such services, he is paid a fee of \$1,500 per month and may be paid bonuses based on his performance. The agreement may be terminated by Mr. Taheri on two weeks written notice and by us on such notice as is required by the *Employment Standards Act* (British Columbia).

2.3 Development of Business

We began our operations in April 2016 and our business has grown steadily since then.

In our most recent financial year ended April 30, 2022, we had revenue of \$2,264,363 (2021 – \$1,902,817) and expenses of \$563,138 (2021 – \$499,535) resulting in net income of \$1,701,225 (2021 – \$1,403,282). We also raised \$7,123,288 (2021 – \$4,723,394) through the sale of Class “B” Shares for total Class “B” Share capital of \$26,419,067 (2021 – \$20,445,414) after redemptions of Class “B” Shares of \$1,963,188 (2021 – \$5,530,372). In our most recent financial quarter ended July 31, 2022, we raised \$1,760,485 through the sale of 1,760,485 Class “B” Shares while 3,219,842 Class “B” Shares were redeemed for \$3,219,842.

During our most recent financial year ended April 30, 2022, we distributed to our Class “B” Shareholders a total of \$1,696,709 (2021 – \$1,388,162) consisting of 813,553 (2021 – \$694,515) in additional Class “B” Shares (at \$1.00 per share) and \$883,157 (2021 – \$693,647) in cash. In our most recent financial quarter ended July 31, 2022, we distributed \$537,682 consisting of 231,517 Class “B” Shares (at \$1.00 per share) and \$306,165 in cash to the holders of our Class “B” Shares.

As at July 31, 2022, we had mortgages receivable of \$23,138,857 paying interest at rates ranging from 6.99% to 20% per year, with a weighted average interest rate of 9.61% per year.

The average annual rate of return which our shareholders receive on their investments is determined as at our April 30th financial year end. The effective annual yields on adjusted share capital for our shareholders for our previous 12 financial quarters comprising our three most recent financial years ended April 30, 2022, 2021 and 2020 are set out in the following table.

Year	Q 4	Q 3	Q 2	Q 1
2022	7.5345%	7.1078%	6.7259%	7.2888%
2021	7.1198%	7.1109%	7.0020%	7.2786%
2020	7.0065%	7.0910%	6.1313%	7.5480%

All of our cash distributions for the financial years shown were, and we expect future distributions to continue to be, funded from our operating activities and funds re-invested through our share re-investment plan, and none were funded from bank borrowings, share subscriptions from our investors or other sources.

The rates of return are averages for all of our shareholders and may not reflect the return received by any one investor. There is no guarantee that such rates of return will continue or that investors will receive similar returns in future years. The factors which affect the rate of return are described in Item 8 – Risk Factors.

It is our intention to raise further funds from private placement financings, lend such funds as a MIC and grow our business as described under Item 2.4 – Long Term Objectives.

2.4 Long Term Objectives

Our principal long term objectives are to raise investment capital and invest in residential mortgages in British Columbia. To achieve those objectives, we need a continuous supply of qualified, performing mortgages. Most of the mortgages in which we intend to invest will be short-term mortgages of less than one year, with a one year renewal, secured by residential real estate in British Columbia. From time to time, we may also invest in commercial and industrial mortgages, but those types of mortgage are intended to be the exception rather than our normal practice. As our capital base expands, we may place some of our capital in longer-term mortgages or outside of British Columbia. We hope to expand our mortgage and investment base to other provinces in Canada, beyond British Columbia, within the next five years.

If we achieve the foregoing objectives, it is our hope that our net income will be in the range of 7% to 9% per year, which income will be distributed on a quarterly basis.

There cannot be any assurance, however, that we will meet any of the foregoing objectives. See Item 8 – Risk Factors.

2.5 Short Term Objectives and How We Intend to Achieve Them

Our short term objectives for the next 12 months are twofold.

Firstly, to carry out the offering described in this Offering Memorandum.

Secondly, to achieve the same objectives as our long term objectives set out in Item 2.4 – Long Term Objectives.

We intend to meet those objectives as set out in the following table.

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	
		Minimum offering	Maximum offering
Carry out the offering as described in this Offering Memorandum.	12 months	\$ 50,300	\$ 115,000
Invest the offering proceeds in compliance with the requirements for MICs under the Tax Act.	12 months	\$ 149,700	\$ 9,711,000

2.6 Insufficient Funds

There is no assurance that (i) any of this offering will be sold, (ii) the proceeds of the offering, if any, will be sufficient to accomplish our proposed objectives, or (iii) alternative financing will be available.

2.7 Material Agreements

We are a party to the following material contracts and contracts with related parties:

- (a) oral management agreement with our Manager. See Item 2.2 – Management Company;
- (b) Employment Agreement dated July 13, 2020 with our Vice-President, Client Relations. See Item 2.2 – Management Company; and
- (c) Agency Agreement dated August 18, 2020 with Drake Financial Ltd. See Item 7 – Compensation Paid to Sellers and Finders.

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

3.1 Compensation and Securities Held

The following table discloses the compensation paid to, and securities held by, each of our directors, officers and promoters and each person who, directly or indirectly, beneficially owns or controls 10% or more of any class of our voting securities (a “Principal Holder”).

Name & Municipality of Principal Residence	Positions Held & Date Appointed	Compensation Paid & Payable ⁽¹⁾ Last Year (Current Year)	Number, Type & Percentage of Our Securities held ⁽²⁾ after completion of the:	
			Minimum Offering	Maximum Offering
Qin (Stella) Liao Surrey, BC	CEO, CFO and Director January 22, 2019	\$218,855 ⁽³⁾ (\$144,000 ⁽⁴⁾) \$3,000 ⁽⁵⁾ (\$3,000 ⁽⁵⁾)	25 common (16.67%) 397,302 preferred (1.50%)	25 common (16.67%) 397,302 preferred (1.50%)

Name & Municipality of Principal Residence	Positions Held & Date Appointed	Compensation Paid & Payable ⁽¹⁾ Last Year (Current Year)	Number, Type & Percentage of Our Securities held ⁽²⁾ after completion of the:	
			Minimum Offering	Maximum Offering
Pourang Taheri West Vancouver, BC	Vice President, Client Relations August 1, 2020	\$16,143 (\$18,000 ⁽⁴⁾)	0 common 0 preferred	0 common 0 preferred
Afshin Doustmohammadi North Vancouver, BC	Principal Holder April 1, 2014	\$3,000 ⁽⁵⁾ (\$3,000 ⁽⁵⁾)	25 common (16.67%) 15,705 Class "B" (0.06%)	25 common (16.67%) 15,705 Class "B" (0.06%)
Amir Doustmohammadi North Vancouver, BC	Principal Holder September 1, 2015	\$3,000 ⁽⁵⁾ (\$3,000 ⁽⁵⁾)	25 common (16.67%) 0 Class "B"	25 common (16.67%) 0 Class "B"
Farid Ansari North Vancouver, BC	Principal Holder September 1, 2015	\$3,000 ⁽⁵⁾ (\$3,000 ⁽⁵⁾)	25 common (16.67%) 0 Class "B"	25 common (16.67%) 0 Class "B"
Parviz Maghsoud West Vancouver, BC	Principal Holder June 30, 2017	\$3,000 ⁽⁵⁾ (\$3,000 ⁽⁵⁾)	25 common (16.67%) 200,353 Class "B" (0.76%)	25 common (16.67%) 200,353 Class "B" (0.76%)
Pooya Tazehzadeh North Vancouver, BC	Principal Holder August 8, 2016	\$3,000 ⁽⁵⁾ (\$3,000 ⁽⁵⁾)	25 common (16.67%) 0 Class "B"	25 common (16.67%) 0 Class "B"

- (1) Paid by us in our last financial year. Amounts shown in parentheses are the compensation expected to be paid in the current financial year.
- (2) Common Shares and Class "B" Shares beneficially held, directly or indirectly, or which control or direction is exercised, by each person including shares held jointly with a spouse. Amounts are subject to variation depending on the share purchases and redemptions during the term of this offering.
- (3) Consists of annual fee of \$144,000 and bonus of \$49,655 including GST (see Item 2.2 – Management Company) and bookkeeping fees (paid to Ms. Liao's company) of \$25,200 including GST.
- (4) In addition to this amount, a bonus may be paid. See Item 2.2 – Management Company.
- (5) Holders of our common shares receive a monthly dividend of \$10 per share.

3.2 Management Experience

The principal occupations of our sole director and two executive officers over the past five years and any relevant experience in a business similar to ours are set out in the following table.

Name & Position	Principal occupation for last five years and related business experience
Qin (Stella) Liao CEO, CFO and Director	Chartered Professional Accountant (CPA CGA) since May 2012 Registered Mortgage Sub-Broker since August 21, 2019 CEO and CFO (since January 22, 2019) and previously Controller (from February 2018 to January 22, 2019) of Hera Investment Funds Inc. President and sole Director (since February 2018) of Quest CPA Consulting Inc., an accounting services company. Formerly, Controller of Reliance Properties Ltd. (February 2015 to February 2018, a real estate development company where she was responsible for supervising the accounting team; compliance with accounting principles, laws and regulations; communications with partners, auditors, financial institutions and lawyers; budgeting and managing cash flow for a portfolio of approximately 60 income-producing properties; and managing construction loans for multiple development sites.

Name & Position	Principal occupation for last five years and related business experience
	Formerly, a senior accountant (2004 to 2015) with Warrington PCI Management, League Assets Corporation and Westbank Projects Corp., real estate management and development companies where she obtained experience in property management accounting, project accounting, real estate investment trust (REIT) and other income-producing assets accounting, budgeting and due diligence for property acquisition and disposition.
Pourang Taheri Vice President, Client Relations	Managing director (since 2016) of Arete Venture Capital Corporation, a venture capital and private equity company, where he has worked on \$250 million worth of projects in multi-unit real estate development and construction. Co-founder and principal (since 2009) of Dumont & Co. Accounting & Finance, a financial services firm serving over 300 small and medium-sized companies.

3.3 Penalties, Sanctions and Bankruptcy

- (a) No penalty or sanction has been in effect during the last 10 years and no cease trading order has been in effect for more than 30 consecutive days at any time during the past 10 years against:
- (i) any of our directors, executive officers or control persons; or
 - (ii) an issuer of whom a person referred to in (i) was a director, executive officer or control person at the time.
- (b) No bankruptcy, voluntary assignment in bankruptcy, proposal under any bankruptcy or insolvency legislation, proceedings, arrangement or compromise with creditors or appointment of a receiver, receiver manager or trustee to hold assets, has been in effect during the last 10 years with regard to any:
- (i) of our directors, executive officers or control persons; or
 - (ii) issuer of which a person referred to in (i) above was a director, executive officer or control person at the time.

3.4 Loans

As at the date of this Offering Memorandum there are no debentures or loans due to or from the directors, management, promoters and Principal Holders.

ITEM 4: CAPITAL STRUCTURE

4.1 Share Capital

Our share capital is set out in the following table.

Description of security ⁽¹⁾	Number authorized to be issued	Price per Security	Number outstanding		
			as at the date of this Offering Memorandum	after the minimum offering	after the maximum offering
Common Shares	Unlimited	\$1.00	150	150	150
Class "A" Preferred Shares	Unlimited	\$1.00	0	0	0
Class "B" Preferred Shares	Unlimited	\$1.00	25,312,452	25,512,452	35,312,452
Class "C" Preferred Shares	Unlimited	\$1.00	0	0	0
Class "D" Preferred Shares	Unlimited	\$1.00	0	0	0

(1) All of our shares have a par value of \$1.00.

4.2 Long Term Debt Securities

As at the date of this Offering Memorandum, we do not have any long-term debt.

4.3 Prior Sales

Within the past 12 months, we have issued Class "B" Shares and Common Shares (and no securities convertible or exchangeable into Class "B" Shares or Common Shares) as set out in the following table.

Date of Issuance	Class "B" Shares			Common Shares		
	Number of Securities Issued	Price per Security	Total Funds Received	Number of Securities Issued	Price per Security	Total Funds Received
August 2021	650,000	\$1.00	\$ 650,000	0	\$1.00	0
September 2021	1,513,110	\$1.00	\$ 1,513,110	0	\$1.00	0
October 2021	880,000	\$1.00	\$ 880,000	0	\$1.00	0
November 2021	420,000	\$1.00	\$ 420,000	0	\$1.00	0
December 2021	752,589	\$1.00	\$ 752,589	0	\$1.00	0
January 2022	300,000	\$1.00	\$ 300,000	0	\$1.00	0
February 2022	19,989	\$1.00	\$ 19,989	0	\$1.00	0
March 2022	390,000	\$1.00	\$ 390,000	0	\$1.00	0

Date of Issuance	Class "B" Shares			Common Shares		
	Number of Securities Issued	Price per Security	Total Funds Received	Number of Securities Issued	Price per Security	Total Funds Received
April 2022	960,000	\$1.00	\$ 960,000	0	\$1.00	0
April 30, 2022 ⁽¹⁾	756,062	\$1.00	\$ 756,062	0	\$1.00	0
May 2022	818,816	\$1.00	\$ 818,816	0	\$1.00	0
June 2022	850,000	\$1.00	\$ 850,000	0	\$1.00	0
July 2022	91,669	\$1.00	\$ 91,669	0	\$1.00	0
Totals	8,402,235	\$1.00	\$ 8,402,235	0	\$1.00	0

(1) Issued in lieu of a cash payment for the annual distribution of our net income and taxable capital gains for the preceding financial year.

4.4 Redemption History

During our last two financial years and subsequent period to the date of this Offering Memorandum, we have redeemed the following Common Shares and Class "B" Shares:

Financial Year	Redemption Requests							
	Opening Outstanding Requests		Received during Financial Year		Paid Out during Financial Year		Ending Outstanding Requests	
Common Shares								
2021	0	\$ 0	0	\$ 0	0	\$ 0	0	\$ 0
2022	0	\$ 0	0	\$ 0	0	\$ 0	0	\$ 0
2023 ⁽¹⁾	0	\$ 0	0	\$ 0	0	\$ 0	0	\$ 0
Class "B" Shares								
2021	0	\$ 0	36	\$ 5,530,372	36	\$ 5,530,372	0	\$ 0
2022	0	\$ 0	28	\$ 3,963,189	28	\$ 3,963,189	0	\$ 0
2023 ⁽¹⁾	0	\$ 0	10	\$ 3,291,618	10	\$ 3,291,618	0	\$ 0

(1) Financial period from May 1, 2022 to the date of this Offering Memorandum.

ITEM 5: SECURITIES OFFERED

By this Offering Memorandum, we are offering our Class “B” Shares for sale on a private placement basis to qualified investors (“**Subscribers**”) in British Columbia on a “best efforts” basis.

5.1 Terms of Securities

Voting Rights

The holders of Class “B” Shares are not entitled to receive notice of, or to attend or vote at, general meetings of our shareholders other than special meetings of Class “B” Shareholders. Our Common Shares are the only class of our shares entitled to attend and vote at annual general meeting of our shareholders.

Dividend Rights

The Class “B” Shares are entitled to receive dividends equal to our net profits and half of our net capital gains. Our Common Shares are paid a monthly dividend of \$10 per share.

Dividends are paid at the discretion of, and when declared by, our director. Under the Tax Act, dividends of all of our profits and half of our net capital gains must be paid annually, within 90 days of our financial year end. Dividends are paid as either a cash dividend or, if the shareholder elects, a reinvestment into additional Class “B” Shares at a price of \$1.00 per share.

Such dividends will be so declared and paid to the extent that our available cash can support such payment and does not exceed the amount permitted under the Tax Act.

Subject to our Articles and applicable legislation, we reserve the right to amend our policy regarding share dividends as may be in the best interests of our business.

Redemption by Hera

We may redeem, in our sole discretion, all or any portion of a shareholder’s Class “B” Shares at any time upon payment of the Redemption Amount (defined below) and not less than 30 days written notice in writing of such redemption. Upon completion of the redemption process the redeemed Class “B” Shares will be cancelled.

If not all of the outstanding Class “B” Shares are to be redeemed, the Class “B” Shares to be redeemed may be selected at the discretion of the directors and need not to be selected either in proportion to the number of Class “B” Shares registered in the name of each shareholder or from any or every particular shareholder.

The “**Redemption Amount**” to be paid by us in respect of each Class “B” Share to be redeemed will be equal to the net book value of the Class “B” Share plus all dividends declared on the Class “B” Share but unpaid less any deficit divided by the number of outstanding Common Shares and Class “B” Shares.

Retraction (Redemption) by Shareholder

The Class “B” Shares have retraction rights, meaning their holders have the right to present some or all of their Class “B” Shares to us for cancellation and payment to such shareholders of the Retraction Amount for such retracted Class “B” Shares. No retraction shall be made for less than 2,000 Class “B” Shares unless the shareholder owns less than 2,000 Class “B” Shares in which event the shareholder may only redeem all of such shares. Our Articles provide that any retraction made before the second anniversary of issuance of a Class “B” Share shall be subject to a 4% early retraction penalty, however, we usually waive that penalty unless the retraction is sought 12 twelve months of the issuance of the shares in which case we will charge the 4% early retraction penalty, subject to a minimum charge of \$1,000 and maximum charge of \$5,000.

A shareholder wishing to retract a minimum of 2,000 Class “B” Shares (“**Retracted Shares**”) must provide us with a written notice of retraction (“**Retraction Notice**”) not less than 90 days prior to our financial year-end and pay an administrative fee of \$200 plus GST. Upon receipt of a Retraction Notice, the holder of the Retracted Shares shall continue to have all rights with respect to the Retracted Shares until the Retraction Amount is paid. If we accept such retraction, any Retracted Shares shall be retracted by us for the Retraction Amount within 90 days after the receipt of the Retraction Notice. The “**Retraction Amount**” to be paid by us for each Retracted Share shall be equal to the net book value of the Class “B” Share plus all dividends declared on the Class “B” Share but unpaid plus interest at the prime interest rate of the Bank of Canada on such unpaid dividends from the date of declaration of the unpaid dividend until the date of payment of the Retraction Amount.

Any retraction is subject to the discretion of our director. The most likely scenarios where the directors would use their discretion to reject a retraction application is where the retraction is made when we are, or it would result in us being, insolvent or it the retraction would result in us not complying with the Tax Act’s MIC requirements regarding shareholders, which require that a MIC has at least 20 shareholders, and no shareholder together with related parties to that shareholder holds among them more than 25% of the issued shares of any class of shares of the MIC.

Compassionate Early Redemption or if no Spouse survives

We may consider, under special circumstances, applications for early redemption on compassionate reasons made by the spouse of a deceased shareholder of Class “B” Shares. The decision as to whether or not to carry out an early redemption is at our sole discretion (which discretion may be delegated to our Manager, when one is retained) and is otherwise dependent upon applicable law permitting such early redemption.

In the case of a deceased shareholder without a surviving spouse, we shall redeem all of the Class “B” Shares held by the deceased shareholder within 90 days after the end of our financial year.

Modification of Class “B” Share Provisions

The provisions of our Class “B” Shares can only be modified by a resolution approved by not less than 75% of our Class “B” Shareholders and not less than 75% of our Common Shareholders.

Hera Investment Funds Inc.

Pre-emptive Rights

Class “B” Shares are not entitled to any pre-emptive or priority rights to subscribe for, purchase, or receive any part of any issue of our shares, bonds, debentures or other securities.

Conversion

The Class “B” Shares are not convertible into any other form of share or security.

Liquidation, Dissolution, or Winding-Up

In the event of our liquidation, dissolution or winding up whether voluntary or involuntary, or other distribution of our assets among our shareholders for the purpose of winding up our affairs, or upon a reduction or return of our capital, the amount being distributed shall be apportioned between the Class “B” Shares pro rata according to the total paid up capital and declared and unpaid dividends on each Class “B” Share, thereon, the balance of our assets shall be distributed to the holders of our Class “B” Shares *pro rata* according to the total number of Class “B” Shares held by each shareholder.

Additional Restrictions on Ownership

The Tax Act imposes significant penalties on investments by Registered Retirement Savings Plans (“RRSP”) and Tax Free Savings Accounts (“TFSA”) if the ownership through an RRSP or TFSA by an investor and parties related to the investor equals 10% or more of the shares of a MIC. A “related party” who is an individual includes the investor and any individual related to the investor by blood, marriage, “common law” partnership or adoption. **These Tax Act rules are complex and investors should seek advice from an accountant, investment advisor or other qualified person if the investor and the investor’s related parties might jointly own 10% or more of our Class “B” Shares.**

5.2 Subscription Procedure

Subscription Form

Investors wishing to purchase Class “B” Shares must complete the Subscription Agreement attached to this Offering Memorandum.

Method of Payment

For share subscriptions through a Deferred Income Plan, funds are transferred from your trustee. For all other subscriptions, a certified cheque or bank draft payable to “Hera Investment Funds Inc.” equal to \$1.00 multiplied by the number of Class “B” Shares to be purchased.

Submitting Subscriptions

Deliver the signed Subscription Agreement and your funds to our selling agent as follows:

Drake Financial Ltd.
2190 McCallum Road
Abbotsford, BC V2S 3P3

Two Day Cancellation Period

In connection with each investor's two day cancellation right, their subscription funds will be held until midnight on the second business day after the investor signs the Subscription Agreement.

Acceptance of Subscriptions and Closing

Subscriptions may be accepted by us, subject to the terms and conditions of the Subscription agreement signed by the investor. Subscriptions will be received subject to prior sale and subject to rejection of allotment, in whole or in part, by us prior to any closing.

Subscriptions may be accepted or rejected by us in our sole discretion. We are not obligated to accept any subscription nor to accept subscriptions in the order we receive them. If we reject a subscription, the subscription funds received will be returned to the investor, without interest or deduction, along with notification of the rejection.

This offering is subject to a minimum initial subscription level of 200,000 Class "B" Shares. There are no conditions of closing; therefore, any funds received from an investor are available to us and need not be refunded to the investor. Closing will take place periodically at our discretion.

On acceptance of a subscription, the original share certificate will be kept in our office unless you subscribe for your shares through a registered retirement savings plan ("RRSP"), registered retirement income fund ("RRIF"), tax free savings account ("TFSA"), registered education savings plans ("RESP"), or deferred profit sharing plans ("DPSP" and, collectively, "Deferred Income Plans"), in which case the original share certificates are sent to the financial institution administering your Deferred Income Plan. See Item 6.2 – Eligibility for Investment by Deferred Income Plans. We will provide you with a copy of your share certificate for your records on your request.

This offering may be nullified in our sole discretion. For example, we might choose to nullify the offering upon the occurrence of events such as any material adverse change in our business, personnel or financial condition. If this offering is nullified for any reason, the Subscription Agreements and cash funds received by us prior to the nullification will be returned to investors without interest or deduction as if the investors' subscriptions had been rejected (whether or not the subscription[s] had previously been accepted by us).

A prospective investor becomes a shareholder upon acceptance and execution of the Subscription Agreement by us, payment of the subscription price, and entry of the investor's name in our register of shareholders.

Investors should carefully review the terms of the Subscription Agreement provided with this Offering Memorandum for more detailed information concerning your rights and obligations. Execution and delivery of the Subscription Agreement will bind you to the terms thereof, whether executed by you or by an agent on your behalf. You should consult with your own professional advisors respecting this investment. See Item 8 – Risk Factors.

ITEM 6: INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY

6.1 Caution

You should consult your own professional advisers to obtain advice on the income tax consequences that apply to you, including the consequences of acquiring, holding and disposing of Class “B” Shares and the application and effect of the income and other tax laws of any country, province, state or local tax authority.

6.2 Description of Income Tax Consequences

In the opinion of our management, the following tax disclosure is a summary of the principal Canadian federal income tax consequences of acquiring, holding and disposing of Class “B” Shares by a subscriber who, at all relevant times, is a resident of Canada, deals at arm’s length with us, and who acquires and holds the Class “B” shares as capital property, all within the meaning of the Tax Act. Subscribers who may not hold the Class “B” shares as capital property may elect, in certain circumstances, to have such property treated as capital property by making an irrevocable election permitted by subsection 39(4) of the Tax Act. This summary is not applicable to any subscriber which is a “financial institution” as defined in section 142.2 of the Tax Act, or to any subscriber an interest in which is a “tax shelter investment” for the purposes of the Tax Act.

This summary is based upon the facts set out in this Offering Memorandum, the current provisions of the Tax Act, the regulations made under the Tax Act (the “**Tax Regulations**”), all specific proposals to amend the Tax Act and the Tax Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this Offering Memorandum and the current published administrative practices of Canada Revenue Agency. This summary assumes that all such tax proposals will be enacted as currently proposed but does not take into account or anticipate any other changes in law whether by legislative, government or judicial action and does not take into account tax legislation or considerations of any province, territory or foreign jurisdiction.

The tax disclosures contained in this section is of a general nature only and is not exhaustive of all possible Canadian federal income tax consequences. It is not intended to be and should not be interpreted as legal or tax advice to any particular Subscriber. You should consult your own professional tax advisors regarding the income tax consequences to you of acquiring, holding and disposing of the Class “B” Shares including the application and effect of the income and other tax laws of any country, province, state or local tax authority.

The Tax Act’s MIC Criteria

This summary is based on the assumption that we qualify as a MIC under the Tax Act. Section 130.1 of the Tax Act sets out the criteria governing a MIC which generally provides that in order to qualify as a MIC for a taxation year a company must have met the following criteria throughout that taxation year:

- (a) We are a “Canadian corporation”, that is, a company incorporated and resident in Canada;

- (b) Our only undertaking was the investing of our funds, and we did not manage or develop any real property;
- (c) We did not invest in:
 - (i) debts that are secured on real property outside Canada;
 - (ii) debts of non-residents, other than debts secured on real property situated in Canada;
 - (iii) shares of any company not resident in Canada; or
 - (iv) real property or leasehold interest situated outside Canada;
- (d) We have 20 or more shareholders, and no one shareholder together with related parties to that shareholder held between them more than 25% of the issued shares of any class of our shares;
- (e) Any holder of preferred shares had a right, after payment of their dividends, and payment of dividends in a like amount per share to the holders of common shares, to participate *pari passu* with the holders of common shares in any further payment of dividends;
- (f) The cost amount of our property represented by loans secured on houses or on property included in a housing project, deposits insured by the Canada Deposit Insurance Corporation, deposits in a credit union, together with cash on hand, (collectively, the “**Qualifying Assets**”) is at least 50% of the cost amount to us of all of our property. For the purposes of the foregoing, “house” means a building or movable structure intended for human habitation containing not more than two family housing units, together with the land, if any, on which the building or movable structure is situated; and “housing project” means a building or movable structure intended for human habitation, any property intended to be improved, converted or developed to provide housing accommodation or services in support of housing accommodation, and any property associated with housing accommodation, including, land, buildings and movable structures, and public, recreational, commercial, institutional and parking facilities;
- (g) The cost amount of real property (including leasehold interests therein but excluding real property acquired as a consequence of foreclosure or defaults on a mortgage held by us) owned by us did not exceed 25% of the cost amount to us of all of our property; and
- (h) Where at any time in the year the cost amount to us of our Qualifying Assets was less than two-thirds of the cost amount to us of all of our property, our liabilities did not exceed three times the amount by which the cost amount to us of all of our property exceeded our liabilities, or, where throughout the taxation year the cost amount to us of our Qualifying Assets equalled or exceeded two-thirds of the cost amount of all of our property, our liabilities did not exceed five times the amount by which the cost amount to us of all of our property exceeded our liabilities.

It is intended, and this summary assumes, that these requirements will be satisfied so that we will qualify as a MIC at all relevant times. **If we do not qualify as a MIC, the income tax consequences would be materially different from those described below.**

We have prepared the following commentary, which we believe is a fair and adequate summary of the principal Canadian federal income tax consequences arising under the Tax Act to an investor who is an individual resident in Canada who acquires shares under this Offering Memorandum.

The income tax consequences will not be the same for all investors, but may vary depending on a number of factors including the province or provinces in which the investors resides or carries on business, whether shares acquired by him will be characterized as capital property, and the amount his taxable income would be but for his participation in this offering.

The following discussion of the Canadian income tax consequences is of a general and limited nature only, is not intended to constitute a complete analysis of the income tax consequences, and should not be interpreted as legal or tax advice to any particular investor. This summary does not address provincial or territorial laws of Canada or any tax laws of any jurisdiction outside of Canada. Each prospective investor should obtain advice from the investor's own independent tax advisor as to the federal and provincial income tax consequences of his or her acquisition of shares, as such consequences can vary depending upon the particular circumstances of each investor.

This summary outlines the Canadian federal income tax consequences to an investor based on important facts and assumptions as set out by us in the Offering Memorandum and particular on additional facts and assumptions as follows:

- (a) investors are, and will not cease to be, individual residents in Canada;
- (b) investors acquire shares pursuant to this Offering Memorandum and hold the Class "B" Shares as capital property;
- (c) investors hold shares for the purpose of earning income and have a reasonable expectation of earning a profit from holding the Class "B" Shares; and
- (d) we will qualify at all material times as a MIC for the purposes of the Tax Act.

It is incumbent upon prospective investors to fully investigate and substantiate the expectations above and, with respect to the assumption stated in (c) above, it is incumbent on an investor to investigate and substantiate the subscriber's expectation of earning a profit from holding our Class "B" shares, having regard to his expected financing costs and any projections the investors may wish to obtain from us.

There is no assurance that the Tax Act and related Regulations will not be amended in a manner that fundamentally alters the income tax consequences to the investors who acquire or dispose of shares. This summary does not take into account any changes in law, whether by way of legislative or judicial action.

There has been no application for an advance income tax ruling from Canada Revenue Agency on any aspect of the transactions proposed in the Offering Memorandum, nor is it intended that such application will be made. No opinion from our legal counsel or accountants has been given with respect to these income tax considerations. The analysis herein is not all-encompassing and should not be construed as specific advice to any particular investor and is not a substitute for careful tax planning, particularly since certain of the income tax consequences of an investment will not be the same for all taxpayers. Regardless of tax consequences a decision to purchase the Class “B” Shares offered should be based on the merits of the investment as such and on an investor’s ability to bear any loss that may be incurred.

Taxation of Hera

As a MIC, we are subject to special rules under the Tax Act that permit us to be operated, in effect, as a tax free “flow through” conduit of our profits to shareholders. We will, in computing our taxable income, generally be entitled to deduct the full amount of all taxable dividends (other than capital gains dividends) which we pay during the year or within 90 days after the end of the year to the extent that such dividends were not deductible by us in computing our income for the preceding year.

As a MIC is deemed to be a public company, no capital dividends can be paid by us. However, a MIC may declare a capital gains dividend in an amount equal to the gross of our capital gains and is entitled to deduct a portion of such dividend from our taxable income. As discussed below, a capital gains dividend is taxed in the hands of a shareholder as a capital gain arising from a notional disposition of capital property. The combination of our deduction for capital gains dividends and the shareholder’s deemed capital gain will allow us to flow capital gains through to a shareholder on a tax efficient basis. As we are deemed to be a public company, we will be subject to tax at the highest corporate rates. However, we intend to declare dividends and capital gains dividends each year in sufficient amounts to reduce our taxable income to nil.

Class “B” Shareholders

Dividends

Taxable dividends, except capital gains dividends, received by a shareholder, are taxable in the hands of the shareholder as interest and not as dividends. Capital gains dividends received by a shareholder are treated as realized capital gains of the shareholder, and will be subject to the general rules relating to the taxation of capital gains. The normal gross-up and dividend tax credit rules do not apply to dividends paid on Class “B” Shares to individuals and trusts, and corporate holders of the Class “B” Shares will not be entitled to deduct the amount of any dividends paid on their Class “B” Shares from their taxable income.

Dispositions

The cost to a shareholder of Class “B” Shares acquired pursuant to the Offering will equal the purchase price of the Class “B” Shares plus the amount of any other reasonable costs incurred in connection therewith. This cost will be averaged with the cost of all other Class “B” Shares held by the shareholder to determine the adjusted cost base of each Class “B” Share.

A disposition or a deemed disposition of Class “B” Shares (other than to us) will result in the shareholder realizing a capital gain (or capital loss) equal to the amount by which the proceeds of disposition of the

Class “B” Shares exceed, or are exceeded by, the adjusted cost base of the Class “B” Shares and the disposition costs. Amounts paid by us on the redemption or acquisition by us of a Class “B” Share, up to the paid-up capital thereof, will be treated as proceeds of disposition. Any amount paid by us on the redemption or acquisition of a Class “B” Share which is in excess of the paid-up capital of such Class “B” Share will be deemed to be interest and will be included in the income of a holder of Class “B” Shares (and deductible by us), in accordance with the rules described above.

One-half of any capital gain realized by a shareholder (including capital gains deemed to be realized as a result of a receipt of a capital gains dividend) is included in the shareholder’s income under the Tax Act as a “taxable capital gain”. Subject to certain specific provisions in the Tax Act, one-half of any capital loss realized may be used to offset any taxable capital gains realized in that year. The excess of capital losses over capital gains in the year of disposition may generally be deducted against capital gains in the three preceding taxation years or in any subsequent taxation year, subject to the more specific provisions in the Tax Act.

Taxable capital gains realized by a shareholder that is an individual may give rise to alternative minimum tax depending on upon the shareholder’s circumstances.

A shareholder that is a “Canadian-Controlled Private Corporation” (as defined in the Tax Act) may be liable to pay an additional refundable tax of 10-2/3% on certain investment income, including amounts in respect of interest and taxable capital gains. The 10-2/3% tax is to be added to such corporate shareholder’s refundable dividend tax on hand account and will be eligible for a refund at a rate of \$1.00 for every \$2.61 of taxable dividends paid by the corporate shareholder.

6.3 Eligibility for Investment by Deferred Income Plans

The Class “B” Shares may be qualified investments for Deferred Income Plans, at a particular time if we qualify as a MIC under the Tax Act at such particular time and if throughout the calendar year in which the particular time occurs, we do not hold as part of our property any indebtedness, whether by way of mortgage or otherwise, of a person who is an annuitant, a beneficiary, an employer, a subscriber, or a holder, as the case may be, of or under the relevant Deferred Income Plan or of any other person who does not deal at arm's length with that person. Deferred Income Plans will generally not be liable for tax in respect of any dividends received from us.

If we fail to qualify as a MIC at any time throughout a taxation year, the Class “B” Shares may cease to be a qualified investment for a Deferred Income Plan. When a Deferred Income Plan holds a non-qualified investment, the holder of the Deferred Income Plan may be subject to a tax of 50% of the fair market value of the investment at the time it was acquired or at any time if the investment becomes a non-qualified investment. This tax is potentially refundable if the non-qualified investment is disposed of in the calendar year in which the tax arose or within a period the Canada Revenue Agency considers reasonable. Additionally, while a RRSP, RRIF or TFSA holds a non-qualified investment at any time during a particular year, the holder will also be subject to an additional tax under Part I of the Tax Act that is based on income

earned from the non-qualified investment. RESPs which hold non-qualified investments can have their registration revoked.

The Class “B” Shares may be a qualified investment for the purposes of Deferred Income Plans, but it is possible that the Class “B” Shares may be a prohibited investment thus subjecting the holder to a tax of 50% of the fair market value of the investment. A prohibited investment includes a share of a company in which the annuitant of a Deferred Income Plan is a specified shareholder or does not deal at arm’s length. A share of a corporation that does not deal at arm’s length with a corporation in which the annuitant of a Deferred Income Plan is a specified shareholder is also a prohibited investment. A specified shareholder, as defined in subsection 248(1) of the Tax Act, includes a taxpayer who owns, directly or indirectly, at any time in the year, not less than 10% of the issued shares of any class of shares of the corporation or any other corporation that is related to it; and, a taxpayer shall be deemed to own each share of a corporation owned at that time by a person with whom the taxpayer does not deal at arm's length.

As noted, taxable dividends are deemed to be interest income to the shareholder, which, together with one-half of capital gains dividends, are added to the shareholder’s taxable income if the Class “B” Shares are held personally by the shareholder. Such distributions paid on shares held by a Deferred Income Plan will be received on a tax-deferred basis whereby tax is not paid until it is removed from the Deferred Income Plan (at which time such distributions are fully taxable at the holder’s then applicable rate of taxation). Any income earned on such dividends within a Deferred Income Plan is earned tax-free.

Not all securities are eligible for investment in Deferred Income Plans. You should consult your own professional tax advisors to obtain advice on the eligibility of these securities for the purpose of investment in Deferred Income Plans.

ITEM 7: COMPENSATION PAID TO SELLERS AND FINDERS

We sell our Class “B” Shares in British Columbia through Drake Financial Ltd. of Abbotsford, British Columbia. Drake is an arm’s length private company registered as an Exempt Market Dealer in British Columbia and Alberta.

Pursuant to an Agency Agreement dated August 18, 2020, Drake acts as our non-exclusive agent to sell the Class “B” Shares. We pay Drake a fee of \$300 per investor per year for such services.

We may also pay commissions and fees to other exempt market dealers and registered securities dealers in consideration of their sale to qualified investors of our Class “B” Shares. Such commissions and fees will be negotiated on a case-by-case basis and may involve up-front cash commissions, “trailing” fees (paid over time while the investor continues to hold our Class “B” Shares) and other fees, the amounts of which will not exceed commissions and fees normally paid in the securities industry. Such commissions and fees may be paid from our income or deducted, for fixed fees and commissions, from the subscription funds provided by an investor and, for trailing fees, from income distributions paid to such investor.

ITEM 8: RISK FACTORS

This is a speculative offering. The purchase of shares involves a number of risk factors and is suitable only for investors aware of the risks inherent in the real estate industry, with the ability and willingness to accept the risk of loss of their invested capital and without any immediate need for liquidity. **There is no assurance of any return on an investor's investment.**

Prospective investors should consult with their own independent professional legal, tax, investment and financial advisors before purchasing shares under this offering in order to determine the appropriateness of this investment in relation to their financial and investment objectives and in relation to the tax consequences of any such investment.

In addition to the 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 unidentified risks, may have a material adverse effect on our business and return to the investors.

8.1 Investment Risk

Risks that are specific to the Class “B” Shares being offered under this offering include the following:

Investment is Not Guaranteed

Unlike bank deposits and guaranteed investment certificates (GICs) or money you have deposited in a bank account, your investment in a MIC is not guaranteed by the Canada Deposit Insurance Corporation, by any other government insurer or by us.

Taxation Consequences of an Investment in our shares

As a MIC, we may deduct taxable dividends paid from our income, but **the normal gross-up and dividend tax credit rules will not apply to dividends paid by us on the Class “B” Shares. Instead, the dividends will be taxable in the hands of shareholders as if they had received an interest payment.** Furthermore if, for any reason, we fail to maintain our MIC qualification in a particular year, the dividends we pay on the Class “B” Shares would be subject to the normal gross-up and dividend tax credit rules. In addition, the Class “B” Shares might cease to be qualified investments for trusts governed by RRSPs, TFSAs, RESPs, deferred profit sharing plans and registered retirement income funds, with the effect that a penalty tax would be payable by the subscriber.

No Market for Class “B” Shares

There is no market through which the Class “B” Shares may be sold and we do not expect that any market will develop pursuant to this offering or in the future. Furthermore, the Class “B” Shares are subject to onerous resale restrictions under applicable securities legislation. See Item 10 – Resale Restrictions regarding resale restrictions applicable to the Class “B” Shares. Accordingly, an investment in Class “B” Shares should only be considered by subscribers who do not require liquidity.

Retraction Liquidity

The Class “B” Shares are retractable, meaning that subscribers have the right to require us to redeem them, upon appropriate advance notice to us from the subscriber.

Retraction and redemption of our Class “B” Shares is subject to us having access to sufficient excess cash or other liquid assets to pay the redemption price for such shares, the restrictions set out in our Articles and compliance with applicable corporate and securities legislation. Retraction and redemption of the Class “B” Shares is also subject to the obligation of our directors to act in our best interests under applicable corporate and securities law, as well as in respect of our operations as a MIC under the Tax Act.

We provide no assurance that any subscriber will be able to retract any or all of their Class “B” Shares at any time. Accordingly this investment is unsuitable for those prospective subscribers who may require liquidity.

Absence of Involvement in Appointment of Management

The Class “B” Shares being sold under this offering do not have the right to vote at general meetings of our shareholders and, consequently, an investment in such shares does not provide any right to take part in the election of directors and, therefore, the control or management of our business.

In assessing the risks and rewards of an investment in Class “B” Shares, potential subscribers should appreciate that they are relying solely on the good faith, judgment and ability of our directors, officers and employees and of our Manager (when one is retained) to make appropriate decisions with respect to our management, and that they will be bound by the decisions of our and our Manager’s directors, officers and employees. It would be inappropriate for subscribers unwilling to rely on these individuals to this extent to purchase Class “B” Shares.

Lack of Separate Legal Counsel

The subscribers, as a group, have not been represented by legal counsel. Neither our legal counsel nor legal counsel for our Manager (when a manager is retained) have acted or will act for the subscribers nor have they conducted any investigation or review on behalf of subscribers.

8.2 Issuer Risk

Risks that are specific to us include the following:

MIC Tax Designation

Under our Articles, our directors are required to use their best efforts to ensure that we qualify as a MIC under the Tax Act. If, for any reason, we fail to maintain our MIC qualification in a particular year, the dividends paid by us on the Class “B” Shares would cease to be deductible from our income for that year. As well, our Articles grant the directors the discretion to reject any applications for stock dividends or share subscriptions, transfers, redemptions or retractions where, in the view of the directors, it would not be in

our best interests as a MIC under the Tax Act. **There can be no assurance, however, that we will be able to meet the Tax Act's MIC qualifications at all material times.**

Reliance on our Manager

We rely solely on our CEO and CFO to provide management services to us. Our CEO and CFO does not have the benefit of a board of directors to provide guidance since she is also our sole director. Accordingly, our CEO and CFO will have sole responsibility for the conduct of our affairs. Any inability of our CEO and CFO to perform competently or on a timely basis will negatively affect us.

Key Personnel

Our operations are highly dependent upon the continued support and participation of our CEO and CFO and other key personnel. The loss of the services of our CEO and CFO or such key personnel may materially affect our ability to carry out our business plan. Failure in this regard would likely have a material adverse effect on our business, financial condition, and results of operations.

Conflict of Interest

Conflicts of interest may exist or arise between us and our investors. There is no assurance that any conflicts of interest that may arise will be resolved in a manner most favourable to investors. Persons considering a purchase of shares pursuant to this offering must rely on the judgment and good faith of our CEO and CFO in resolving such conflicts of interest as may arise.

Future Operations and Possible Need for Additional Funds

We require significant funds to carry out our business plan. If we are unable to raise sufficient funds by this offering, we may have insufficient funds available to it to carry out our business plan, and subscribers may receive a little or no return on their shares. Certain uninsurable or uninsured events may also occur which can substantially reduce our ability to carry on business in a profitable manner, including natural or man-made disasters.

We anticipate that substantially all of the net proceeds of this offering will be expended investing in residential mortgages, and also anticipate that the net proceeds of the offering and anticipated cash flow from operating revenues will be sufficient to carry out our business plan. There can be no assurances, however, that we will generate sufficient cash flow from operations or that we will not encounter unexpected costs in connection with implementing our business plan, and as a consequence there can be no assurances that we will not require additional financing. We have no current arrangements with respect to any other additional financing, and there can be no assurance that any such additional financing can be obtained on terms acceptable to us, or at all. Failure to obtain additional financing would likely have a substantial material adverse effect on us. Moreover, if we obtain such additional financing, it could have a dilutive effect on investors' participation in the revenues generated through our operations.

8.3 Industry Risk

There are also risks faced by us because of the industry in which we operate and include the following:

Economic uncertainties

Real estate investment is subject to significant risks due, among other factors, to uncertain costs of construction, development and financing, uncertainty as to the ability of a developer to obtain required licenses, permits and approvals, uncertainty of whether a homeowner can repay a mortgage loan and fluctuating demand for developed real estate. Accordingly, inherent in mortgage loans are completion risks as well as financing risks. The anticipated returns associated with our mortgages reflect the greater risks involved in making these types of loans as compared to long-term conventional mortgages.

COVID-19 Pandemic and Possible Similar Future Outbreaks

From time to time, different regions of the world have experienced outbreaks of various viruses, such as the Middle East Respiratory Syndrome (MERS), Severe Acute Respiratory Syndrome (SARS), H1N1 influenza virus (swine flu) and avian flu.

The 2019 novel coronavirus (COVID-19) pandemic has resulted in many countries imposing restrictions, such as quarantines, closures, cancellations and travel restrictions. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

The COVID-19 pandemic (or any other local, regional, national or international outbreak of any contagious disease, including MERS, SARS, H1N1 influenza virus or avian flu) could result in a significant decline in economic activity in Canada, a reduction in home purchases and financings, a decrease in the willingness of homeowners to borrow and staff shortages for our Manager. The COVID-19 pandemic may affect our borrowers' businesses and income, and thereby their ability to meet their payment obligations to us. All of these occurrences may have a material adverse effect on our business, financial condition and results of operation.

To date, the COVID-19 pandemic has not had a material adverse impact on our operations, however, the future impact of the COVID-19 pandemic is highly uncertain and cannot be predicted. There is no assurance that the pandemic will not have an adverse impact on our future financial performance and the returns paid to you.

Borrowers are or could become a Bad Credit Risk

Our borrowers often have incomes that are seasonal or fluctuate or they may have been refused credit from banks and other traditional financial institutions. Accordingly, our borrowers may be considered to be higher risk and, as a result, there is a risk they may not be able to, or may refuse to, pay back their loans when due. We believe our lending policy is conservative and anticipate that minimal losses will be incurred. Furthermore, if a loss does occur, it will be spread over all of our capital. Nevertheless, such losses could amount to a reduction in the anticipated return on your investment or, in the worst circumstances, resulting in you losing your entire investment.

Insurance

Our mortgages will not usually be insured. As well, there are certain inherent risks in the real estate industry, some of which we may not be able to insure against or which we may elect not to insure due to the cost of such insurance. The effect of these factors cannot be accurately predicted.

Priority

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

Default

If there is default on a mortgage, it may be necessary for us, 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. In those cases, it is possible that the total amount recovered by us may be less than the total investment, resulting in loss to us. Equity investments in real property may involve fixed costs in respect of mortgage payments, real estate taxes, and maintenance costs, which could adversely affect our income.

Yield

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

Competition

Our earnings depend on our ability, with the assistance of our Manager (when one is retained), to locate suitable opportunities for the investment and re-investment of our funds and on the yields available from time to time on mortgages and other investments. The investment industry in which we operate is subject to a wide variety of competition from other lenders, many of whom have greater financial and technical resources than us. Such competition, as well as any future competition, may adversely affect our success in the marketplace. There is no assurance that we will be able to successfully maintain our business plan or operate profitably.

Change in Tax Legislation could Adversely Affect our Business

We have been created to comply with the MIC requirements of the Tax Act. Our Class “B” Shares are intended to appeal to individuals holding such shares through Deferred Income Plans such as RRSPs, RRIFs, TFSAs and RESPs. While it is not anticipated the provisions of the Tax Act respecting such Deferred Income Plans will change, there is always the possibility that they could be altered so that our Class “B” Shares would no longer be eligible investments for such plans. Such changes could have an adverse effect on your investment.

We intend our business to be operated so that it complies at all times with the current requirements for MICs under the Tax Act. Failure to meet such requirements could have a material adverse effect on our financial performance.

The provisions of the Tax Act could be changed so that our profits could be taxable in our, rather than your, hands. This could affect the value of your investment, especially if you own our Class “B” Shares in a Deferred Income Plan.

Risk of Dealing with Trustees

We will deal with the trustees of Deferred Income Plans as necessary but we will not undertake any responsibility for the administration of any self-directed Deferred Income Plans by such trustees. The trust company of your Deferred Income Plan may impose conditions upon us with which we are unable or unwilling to comply. As a result, your trustee may refuse to allow our Class “B” Shares to be an eligible investment for your Deferred Income Plan.

ITEM 9: REPORTING OBLIGATIONS

9.1 Continuous Disclosure

We are not a “reporting issuer” under applicable securities legislation, nor will we become a reporting issuer following the completion of the offering. **Consequently, we are not required to send you any documents on an annual or ongoing basis.** Since we are not, and will not become, subject to the continuous disclosure requirements of such securities legislation we are not required to issue press releases or to send to you our interim and annual financial statements, management’s discussion and analysis respecting such statements or annual reports.

However, the *Business Corporations Act* (British Columbia) requires us to hold a general meeting of our shareholders in each calendar year and, at the meeting, to provide our shareholders with audited financial statements for the previous financial year. Accordingly, we will prepare financial statements for each financial year, have them audited by an independent auditor and present them to the shareholders at our annual general meeting of shareholders as required by that Act. We will also provide additional tax information to the shareholders as required by the Tax Act.

9.2 Access to Corporate and Securities Information about Us

Since we are not a reporting issuer and our Class “B” Shares are not publicly traded, no corporate or securities information about us is available from a government, regulatory authority, stock exchange or quotation and trade reporting system. Some securities information about this and previous offerings is available from British Columbia Securities Commission at www.bsc.bc.ca.

ITEM 10: RESALE RESTRICTIONS

10.1 Overview

These securities [our Class “B” Shares acquired under this Offering Memorandum] 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 securities legislation.

10.2 Restricted Period

Unless permitted under securities legislation, you cannot trade the securities [our Class “B” Shares acquired under this Offering Memorandum] before the date that is four months and a day after the date we become a reporting issuer in any province or territory in Canada.

We are not a reporting issuer in any Canadian province or territory, we will not become a reporting issuer upon completion of this offering and we do not anticipate becoming a reporting issuer. Accordingly, the resale restriction on our Class “B” Shares you acquire under this Offering Memorandum may never expire.

ITEM 11: PURCHASERS’ RIGHTS

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

11.1 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 second business day after you sign the Subscription Agreement to buy the securities.

11.2 Statutory Rights of Action in Event of a Misrepresentation

If there is a misrepresentation in this Offering Memorandum, you have a statutory right to sue:

- (a) us to cancel your agreement to buy these securities; or
- (b) for damages against us, our directors as at the date of this Offering Memorandum and every signatory to 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.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within 180 days after you signed the agreement

to purchase the securities. You must commence your action for damages within the earlier of 180 days after learning of the misrepresentation and three years after you signed the agreement to purchase the securities.

If you sue for damages, the amount you may recover will not exceed the price that you paid for your securities and will not include any part of the damages that we prove does not represent the depreciation in value of the securities resulting from the misrepresentation.

11.3 Contractual Rights of Action in the Event of a Misrepresentation

If you are resident outside of Canada and the securities legislation where you are resident does not provide a comparable statutory right and there is a misrepresentation in this Offering Memorandum, you have a contractual right to sue us:

- (a) to cancel your agreement to buy these securities; or
- (b) for damages.

This contractual right to sue is available to you whether or not you relied on the misrepresentation. However, in an action for damages, the amount you may recover will not exceed the price that you paid for your securities and will not include any part of the damages that we prove does not represent the depreciation in value of the securities resulting from the misrepresentation. We have a defence if we prove that you knew of the misrepresentation when you purchased the securities.

ITEM 12: FINANCIAL STATEMENTS

Following are our audited financial statements for our last completed financial year.

HERA INVESTMENT FUNDS INC.

FINANCIAL STATEMENTS

April 30, 2022 and 2021

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INDEPENDENT AUDITORS' REPORT

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Independent Auditors' Report

To the shareholders of Hera Investment Funds Inc.

Opinion

We have audited the financial statements of Hera Investment Funds Inc. (the "Company"), which comprise the statement of financial position as at April 30, 2022 and 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits 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 audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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:

- 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 audits.

July 22, 2022

Burnaby, BC

Fairhall Zhang & Associates Ltd.

Fairhall Zhang & Associates Ltd.

Chartered Professional Accountants

HERA INVESTMENT FUNDS INC.

Statement of Financial Position

As At April 30

	<u>2022</u>	<u>2021</u>
ASSETS		
CURRENT		
Cash and cash equivalents	\$ 769,420	\$ 3,498,361
Interest and other receivable (Note: 5)	177,809	62,450
Mortgage receivable (net) (Note: 5)	25,970,952	17,247,550
Prepaid expenses	<u>6,731</u>	<u>6,543</u>
	26,924,912	20,814,904
Leasehold improvement	14,028	22,041
Right of use assets (Note: 4)	<u>118,161</u>	<u>189,810</u>
TOTAL ASSETS	\$ <u>27,057,101</u>	\$ <u>21,026,755</u>
LIABILITIES		
CURRENT		
Accounts payable & accrued liabilities	\$ 52,450	\$ 56,247
Distribution payable (Note: 6)	233,456	176,864
Deferred revenue	220,356	133,114
Lease liabilities - current portion (Note: 8)	65,116	67,585
Preferred shares (Note: 6 & 9)	<u>26,419,067</u>	<u>20,445,415</u>
	26,990,445	20,879,225
CEBA government loan (Note: 10)	30,000	30,000
Lease liabilities - long term (Note: 8)	<u>52,870</u>	<u>120,260</u>
	<u>27,073,315</u>	<u>21,029,485</u>
SHARE CAPITAL	150	150
DEFICIT	<u>(16,364)</u>	<u>(2,880)</u>
	<u>(16,214)</u>	<u>(2,730)</u>
TOTAL LIABILITIES & SHAREHOLDER'S EQUITY	\$ <u>27,057,101</u>	\$ <u>21,026,755</u>

APPROVED ON BEHALF OF THE BOARD:

(signed) **Stella Liao, Director** **July 25, 2022**

The accompanying notes are an integral part of these financial statements

HERA INVESTMENT FUNDS INC.

Statement of Loss and Comprehensive Loss

Years Ended April 30

	<u>2022</u>	<u>2021</u>
REVENUE		
Interest	\$ 1,965,873	\$ 1,764,767
Lending fee	280,590	108,910
Other income	17,900	29,140
	<u>2,264,363</u>	<u>1,902,817</u>
EXPENSES		
Accretion expense on lease liability	8,176	12,754
Advertising & promotion	7,696	5,248
Amortization	71,648	59,551
Donation	100	300
Licenses, dues and subscriptions	21,076	17,192
Office expenses	25,295	16,006
Professional fees (Note: 9)	301,357	297,647
Provision for mortgages & interest receivable	24,000	24,000
Salaries & benefits (Note: 9)	100,963	65,101
Travel expenses	2,827	1,736
	<u>563,138</u>	<u>499,535</u>
NET INCOME BEFORE INCOME TAX	1,701,225	1,403,282
Income taxes expenses		
Provision for current income taxes	-	-
Income before distributions	1,701,225	1,403,282
Distributions declared to preferred shareholders	(1,696,709)	(1,388,162)
Distributions declared to common shareholders	<u>(18,000)</u>	<u>(18,000)</u>
Net loss and total comprehensive loss	\$ <u>(13,484)</u>	\$ <u>(2,880)</u>

The accompanying notes are an integral part of these financial statements

HERA INVESTMENT FUNDS INC.

Statement of Changes in Shareholders' Equity Years Ended April 30

	Number of Common Shares issued and outstanding	Common Shares	Deficit	Total
Balance, April 29, 2020	150	\$ 150	\$ -	\$ 150
Net loss and total <u>comprehensive loss</u>	-	-	(2,880)	(2,880)
Balance, April 30, 2021	150	150	(2,880)	(2,730)
Net loss and total <u>comprehensive loss</u>	-	-	(13,484)	(13,484)
Balance, April 30, 2022	150	\$ 150	\$ (16,364)	\$ (16,214)

HERA INVESTMENT FUNDS INC.

Statement of Cash Flows

Years Ended April 30

	<u>2022</u>	<u>2021</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before distributions	\$ 1,701,225	\$ 1,403,282
ADJUSTMENT FOR NON-CASH ITEMS		
Amortization	71,648	59,551
Accretion expense on lease liability	8,176	12,754
Provision for mortgages & interest receivable	<u>24,000</u>	<u>24,000</u>
	<u>1,805,049</u>	<u>1,499,587</u>
Decrease (increase) in accounts receivable	(115,359)	23,987
Increase (decrease) in prepaid expenses and deferred charges	(188)	18,553
(Decrease) Increase in accounts payable and accrued liabilities	(9,057)	38,984
Increase (decrease) in deferred revenue	87,242	133,114
Mortgage issued	(22,669,700)	(7,466,800)
Mortgage repaid	<u>13,927,397</u>	<u>10,199,000</u>
Net cash provided by (used in) operating activities	(6,974,616)	4,446,425
CASH FLOWS FROM FINANCING ACTIVITIES		
Receipt of government loan	-	(10,000)
Repayment of lease liability	(69,859)	(68,221)
Dividend paid to preferred shareholders	(826,565)	(701,122)
Dividend paid to common shareholders	(18,000)	(18,000)
Proceeds from issuance of preferred shares	7,123,288	4,723,394
Preferred shares redeemed	<u>(1,963,189)</u>	<u>(5,530,372)</u>
NET CASH (USED)PROVIDED BY FINANCING ACTIVITIES	<u>4,245,675</u>	<u>(1,604,321)</u>
INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	(2,728,941)	2,842,104
CASH & CASH EQUIVALENTS, beginning of year	<u>3,498,361</u>	<u>656,257</u>
CASH & CASH EQUIVALENTS, end of year	\$ <u>769,420</u>	\$ <u>3,498,361</u>
Supplemental cash flow information		
Mortgage renewed	\$ 7,844,700	\$ 10,053,750
Shares issued as stock	<u>\$ 813,553</u>	<u>\$ 694,515</u>

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

1. NATURE OF BUSINESS

Hera Investment Funds Inc. the "Company" was incorporated on April 1, 2014 pursuant to the British Columbia *Business Corporations Act* and maintains its head office at 204 – 38 Fell Avenue, North Vancouver, BC V7P 3S2.

The principal business of the Company is to acquire, originate and maintain a portfolio of mortgages secured by real estate property, which is the single operating segment in which the Company operates. All operations of the Company are located in Canada.

The Company qualifies as a mortgage investment corporation ("MIC") under section 130.1 of the Income Tax Act (Canada), and as such is able to make distributions to its shareholders on a pre-tax basis, provided that its taxable income is paid to its shareholders in the form of dividends within 90 days of April 30 of the respective year.

2. BASIC OF PREPARATION

(a) Statement of compliance

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's financial statements were authorized and approved for issue by the Board of Directors on July 22, 2022.

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values. Historical cost is generally based on the fair value of the consideration given in exchange for assets. These financial statements are presented in Canadian dollars and all values are rounded to the nearest dollar except where otherwise indicated. These financial statements have been prepared on the basis of IFRS standards and the accounting policies chosen by the Company have been applied consistently to all periods presented.

(c) Significant estimates and judgments

The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported revenues and expenses during the year.

In making estimates, management relies on external information and observable conditions, where possible, supplemented by internal analysis as required. There are no known trends, commitments, events or uncertainties that management believes will materially affect the methodology or assumptions utilized in making those estimates and judgments in these financial statements.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

Estimate

Recoverability of mortgages receivable

This estimate 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 and future legislation or 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 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.

Judgment

Classification of preferred shares

Judgment is required in applying International Accounting Standard (“IAS”) 32 Financial Instruments: Presentation to determine the classification of preferred shares as a liability or equity.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

These financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

(a) Financial instruments

The Company classifies all of its financial assets based on the business model for managing the assets and the asset’s contractual terms, measured at either:

- Amortized cost
- FVOCI (“Fair value through other comprehensive income”)
- FVTPL (“Fair value through profit or loss”)

Financial liabilities, other than loan commitments and financial guarantees, are measured at amortized cost or at FVPL when they are held for trading and derivative instruments or the fair value designation is applied.

Classifications of financial assets are based on the following two criteria:

- The business model under which the financial assets are held;
- The contractual cashflow characteristics of the financial instruments;

(i) Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

model whose objective is to hold assets to collect contractual cash flows, ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and iii) is not designated as fair value through profit or loss.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

- **Financial assets at FVTPL**

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with changes in fair value therein, recognized in profit or loss.

- **Financial assets measured at FVOCI**

Financial assets measured at FVOCI are recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included in other comprehensive income. Accumulated gains or losses recognized through other comprehensive income are directly transferred to retained earnings when the financial instrument is derecognized or its fair value substantially decreases.

- **Financial assets measured at amortized cost**

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance.

(ii) Derecognition

A financial asset or, where applicable a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iii) Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at FVTPL or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

(iv) Impairment of financial assets

The Company records an allowance for expected credit loss (“ECL”) for mortgages receivables and other debt financial assets not held at FVTPL.

- Principles of ECL

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit losses or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months’ expected credit losses (12mECL).

The Company’s policies for determining if there has been a significant increase in credit risk.

The 12mECL is the portion of LTECLs that represent the ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECL and 12mECL are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument’s credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Company groups its loans into Stage 1, Stage 2, Stage 3 and POCI, as described below:

- Stage 1: When loans are first recognized, the Company recognizes an allowance based on 12mECL. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.
- Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECL. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.
- Stage 3: Loans considered credit-impaired. The Company records an allowance for the LTECL.
- POCI: Purchased or originated credit impaired (POCI) assets are financial assets that are credit impaired on initial recognition. POCI assets are recorded at fair value at original recognition and interest income is subsequently recognized based on a credit-adjusted effective interest rate (EIR). The ECL allowance is only recognized or released to the extent that there is a subsequent change in the expected credit losses.

For financial assets for which the Company has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) derecognition of the financial asset.

- **Calculation of ECL**

The Company calculates ECL based on a probability-weighted approach to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

to receive. The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

- PD: The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognized and is still in the portfolio.
- EAD: The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
- LGD: The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral or credit enhancements that are integral to the loan and not required to be recognized separately. It is usually expressed as a percentage of the EAD.

The mechanics of the ECL method are summarised below:

- Stage 1: The 12mECL is calculated as the portion of LTECL that represent the ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Company calculates the 12mECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-month default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original EIR.
- Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECL. The mechanics are similar to those explained above, including the use of multiple scenarios, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original EIR.
- Stage 3: For loans considered credit-impaired, the Company recognises the lifetime expected credit losses for these loans. The method is similar to that for Stage 2 assets, with the PD set at 100%.
- POCI: POCI assets are financial assets that are credit impaired on initial recognition. The Company only recognises the cumulative changes in lifetime ECL since initial recognition, based on a probability-weighting of the four scenarios, discounted by the credit-adjusted EIR.

- **Past and Forward Looking Information**

In its ECL models, the Company considers a broad range of past and forward looking information, such as:

- GDP growth
- Unemployment rates
- Central Bank base rates

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

- House price indices
- Local real estate market conditions,
- Cost and terms of financing,
- Impact of present or future legislation or regulation,
- Prior encumbrances,
- Adverse changes in the payment status of borrowers

The inputs and models used for calculating ECL may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

- **Presentation of allowance for ECL**

The Company's mortgage receivable, classified as financial assets measured at amortized cost: ECL is recorded as a deduction from the gross carrying amount of the financial assets.

- **Definition of default**

The Corporation considers a financial instrument to be in default as a result of one or more loss events that occurred after the date of initial recognition of the instrument and the loss event has a negative impact on the estimated future cash flows of the instrument that can be reliably estimated. This includes events that indicate:

- significant financial difficulty of the borrower;
- default or delinquency in interest or principal payments;
- high probability of the borrower entering a phase of bankruptcy or a financial reorganization;
- measurable decrease in the estimated future cash flows from the loan or the underlying assets that back the loan.

The Corporation considers that default has occurred and classifies the financial asset as impaired when it is more than 90 days past due, unless reasonable and supportable information demonstrates that a more lagging default criterion is appropriate.

- **Individual provision for impairment**

For loans that are considered individually impaired on a case-by-case basis, the Company assesses whether an individual provision for loan losses is required at each reporting period end.

- **Collective provision for impairment**

For loans that have not been individually assessed as being impaired, the Corporation pools them into groups to assess them on a collective basis. Collective provisions are calculated for performing loans. Provisions related to performing loans estimate probable incurred losses that are inherent in the portfolio but have not yet been specifically identified as impaired.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

- **Write-off**

Mortgage receivable and interest receivable are written off either partially or in their entirety only when the Company has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to credit loss expense.

(b) Functional currency

The functional and the presentation currency of the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21 The Effects of Changes in Foreign Exchange Rates.

(c) Cash and cash equivalents

Cash and cash equivalents are comprised of cash at banks, on hand, bank overdraft and any short-term investments with an original maturity of ninety days. As at April 30, 2022, the Company did not have any cash equivalents

(d) Property, plant and equipment

Property, plant and equipment are initially recorded at cost, including all directly attributable costs to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. Property, plant and equipment are subsequently measured at cost less accumulated amortization and impairment losses. Amortization is provided annually at the following rates and methods over the estimated useful lives of the assets as follows:

- Leasehold improvements: 4 years straight line

Costs incurred subsequently that meet the asset recognition criteria are capitalized. Costs subsequently incurred that do not extend the economic useful life of an asset are considered repairs and maintenance, which are expensed in the period incurred.

(e) Share capital

The Company records proceeds from issuance of its common shares as equity. Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that shares are issued.

(f) Preferred shares

Preferred shares that are redeemable on demand at the option of the holder are recorded on the statement of financial position as a liability at their redemption value as at the date of issue. Distributions are recognized in the statement of operations in the period declared.

(g) Mortgages receivable

The mortgages receivable is recognized initially at cost plus any directly attributable transaction costs. Subsequent to initial recognition, the mortgages receivable is measured at amortized cost using the effective interest method, less any impairment losses.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

The mortgage receivable is assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of an asset, and that the loss event had a negative effect on the estimated future cash flows of that asset which can be estimated reliably.

An impairment loss in respect of mortgage receivable measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit and loss and reflected in an allowance account against the investment. Interest on the impaired asset continues to be recognized through the unwinding of the discount if it is considered collectable. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss

(h) Revenue recognition

Interest income is recognized as earned over the term of the mortgage based on the effective interest rate method. Lending fees are recognized as earned over the term of the mortgage.

(i) Leases

The Company has adopted IFRS 16, Leases. IFRS 16 supersedes IAS 17, Leases, IFRIC 4, Determining whether an Arrangement contains a Lease, SIC-15, Operating Leases-Incentives and SIC-27, Evaluating the Substance of Transactions Involving the Legal and Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the balance sheet.

The Company also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease

i. Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

ii. Lease liabilities

At the commencement date, the lease liability is measured as the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease or if that rate cannot readily be determined, the Company's incremental borrowing rate. If the lease terms are subsequently changed, the present value of the lease liability is remeasured using the revised lease terms and applying the appropriate discount rate to the remaining lease payments. The Company recognizes the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. However, if the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the remeasurement in profit or loss.

Lessor accounting

At the commencement of a lease, the Company, if acting in capacity as a lessor, will classify the lease as finance lease and recognize a lease receivable at an amount equal to the net investment in the lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset or if the lease is a sublease, by reference to the ROU asset arising from the original lease (the "head lease"). A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset or the lease is a short-term lease. Cash received from an operating lease is included in other income in the Company's statement of (loss) income on a straight-line basis over the period the lease.

(j) Income taxes

The Income Tax Act (Canada) permits MICs to deduct taxable dividends paid during the period or within 90 days after fiscal year-end in calculating taxable income for the period. Management of the Company intends to follow the policy of annually distributing all taxable income to the shareholders by dividend, and in accordance with this policy, no provision for income taxes has been recorded in these financial statements.

(k) Future accounting changes

There is no other material future accounting changes that is applicable to the Company.

4. RIGHT-OF-USE ASSETS

The Company adopted IFRS 16 on one lease of office on February 1, 2020 for 4 years. As a result of the adoption of IFRS 16, a right-of-use asset of \$254,515 was recognized on February 1, 2020. The Company recognized the amortization on this right-of-use asset over the lease period of 4 years and recorded amortization expense of \$71,648 during the year ended April 30, 2022. The accumulated amortization on this right-of-use asset is \$136,353.

The Company also subleased a portion of the office to a company related director since February 1, 2020 and the sublease was classified as an operating lease since the risks and rewards of the office have not been substantially transferred. The rental income in the amount of \$14,000 collected from the sublease during the year ended April 30, 2022 has been recorded under other income on the Company's financial statements.

The right-of-use asset on the lease above was calculated using a discount rate of 7%.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

5. MORTGAGES RECEIVABLE

The mortgages receivable bear interest at rates ranging from 5.99% to 12.00% per annum, with a weighted average rate of 9.20% (2021 – 9.67%). The mortgages receivable individually mature within the next 12 months and are renewed subject to management review, good standing and credit risk analysis.

As at April 30, 2022, the Company has recognized a provision of expected credit loss (ECL) in the amount of \$72,000 (2021: \$48,000). The principal amount of the mortgages receivable is \$26,042,952 which will be all repaid in a 12-month period. The net mortgage receivable with the provision of ECL is \$25,970,952.

As at April 30, 2022, interest receivable related to mortgages receivable totaled \$177,809 (2021 - \$62,450).

6. PREFERRED SHARES

Authorized share capital

The Company has authorized an unlimited number of preferred shares with a par value of \$1 each.

Issued share capital

During the year, the Company issued 7,123,288 (2021 – 4,723,394) Class B preferred shares at a price of \$1 per share. The Company redeemed 1,963,188 (2021 – 5,530,372) Class B preferred shares at a price of \$1 per share.

Preferred shares are non-voting and are redeemable at \$1 per share at the option of the holder subject to certain restrictions. The Board of Directors may determine at their discretion to not redeem preferred shares if it would result in the Company's insolvency. Preferred shares are eligible for dividends at the discretion of the Board of Directors and are classified as financial liabilities.

	Number of Preferred Shares		Value of Preferred Shares
Balance, April 29, 2020	20,557,877	\$	20,557,877
Preferred shares subscriptions	4,723,394		4,723,394
Preferred shares redemptions	(5,530,372)		(5,530,372)
Distributions to shareholders in the form of preferred shares	694,515		694,515
Balance, April 30, 2021	20,445,414		20,445,414
Preferred shares subscriptions	7,123,288		7,123,288
Preferred shares redemptions	(1,963,188)		(1,963,188)
Distributions to shareholders in the form of preferred shares	813,553		813,553
Balance, April 30, 2022	26,419,067	\$	26,419,067

During the year ended April 30, 2022, the Company issued 813,553 (2021 - 694,515) preferred shares for \$813,553 (2021 - \$694,515) as a stock distribution. Cash distributions of \$883,157 (2021 - \$693,647) were also declared. The total distributions to preferred shareholders was \$1,696,709 (2021 - \$1,388,162). Distributions to preferred shareholders are presented as an expense in the statements of loss and comprehensive loss.

Distributions payable as at April 30, 2022 and 2021 represent the dividends accrued for the fourth quarter of the respective fiscal year.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

7. COMMON SHARES

Authorized share capital

The Company has authorized an unlimited number of common shares with a par value of \$1 each.

Issued share capital

As at April 30, 2022, the Company had 150 common shares issued.

During the year ended April 30, 2022, the Company declared and paid dividends of \$18,000 (2021 - \$18,000) to its common shareholders. These dividends are presented as an expense in the statement of loss and comprehensive loss.

8. LEASE LIABILITY

The Company recognized lease liability as a result of adoption of IFRS 16 on the lease of office and recognized the lease liability from the lease. The present value of the lease and the accretion expense are calculated using an incremental borrowing discount rate of 7%. A recognition of the lease liability of \$254,515 was made on February 1, 2020 (See note 4) with an adjustment for payments and accretion expense of \$4,276 recognized on April 30, 2020.

The following table presents a reconciliation of the Company's undiscounted cash flows to their present value for its lease payable as at April 30, 2022:

Within 1 year	\$	70,899
Between 1 year and 2 years		53,978
Over 2 years		-
Total undiscounted cashflow		124,877
Less: accretion		(6,891)
Total discounted amount as at April 30, 2022	\$	117,986
<hr/>		
Lease liabilities - current portion	\$	65,116
Lease liabilities - long term		52,870
	\$	117,986

9. RELATED PARTY TRANSACTIONS

Key management personnel is defined as those persons having authority and responsibility for planning, directing and controlling activities of the Company directly or indirectly, including any director (whether executive or otherwise) of the Company. The Company's key management personnel include its sole director.

- a) The Company has included in its Offering Memorandum to pay to a director of the Company an annual management fee of 1.5% of the principal mortgage balance. The management fee actually paid for current year is \$208,255 which is less than 1.5% of the principal mortgage balance, the remaining balance was waived by the director.
- b) The Company paid bookkeeping fees of \$25,200 (2021 - \$25,200) to a company controlled by the director.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

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- c) During the year, the Company issued 200,000 (2021 – 50,000) Class B Preferred Shares to the Company's sole director. The preferred shares are issued at a price of \$1 per share.

10. CEBA GOVERNMENT LOAN

On April 29, 2020, the Company received government loan of \$40,000 from the Canada Emergency Business Account ("CEBA") program for the temporary supports to eligible small businesses during the Covid-19 pandemic challenges. \$10,000 of the loan was recognised as income in 2021. The balance of \$30,000 is interest free until December 31, 2023 and interest will be accrued on the outstanding balance commencing on January 1, 2024 at the rate equal to 5% per annum and calculated monthly. The maturity date of the loan is December 31, 2026.

11. FINANCIAL INSTRUMENTS

The Company's financial assets include cash and cash equivalents, interest and other receivables, mortgage receivable. The Company's financial liabilities include accounts payables and accrued liabilities, distribution payable, lease liability and redeemable preferred shares.

The carrying amounts for cash and cash equivalents, interest and other receivables, mortgages receivable, accounts payable and accrued liabilities, distribution payable and redeemable preferred shares approximate fair value due to the relatively short period to maturity of these financial instruments.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company did not have financial instruments measured at the fair value on recurring basis for the years ended April 30, 2022 and 2021.

Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, interest rate risk and liquidity risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with the Company's bank, accounts receivable and mortgages receivables. The Company's credit risk with respect to its bank balance is minimal as it is held with high-credit quality financial institutions. The Company follows a program of credit evaluations of mortgages and has a registered charge on the underlying property. There have been no realized losses to date and there is no overdue accounts receivable and mortgages receivable outstanding as at April 30, 2022 and collection is reasonably assured. The maximum credit risk related to the accounts receivable and mortgages receivables are the balances presented on the statements of financial position.

Interest rate risk

Interest rate risk consists of two components:

1. To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
2. To the extent that changes in prevailing market rates differ from interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company's mortgages receivable are at a fixed interest rate. Therefore, the Company is not exposed to interest rate cash flow risk during the term of the mortgage. The Company is exposed to interest rate price risk, as the fair value of the mortgage receivable will fluctuate if market rates differ from the interest rate of the mortgage. Due to the short-term nature of these financial instruments, fluctuations in market rates of interest do not have a significant impact on future cash flows.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due.

The Company manages its liquidity risk on an ongoing basis in accordance with policies and procedures in place. The Company is exposed to liquidity risk in respect of its accounts payable and accrued liabilities, distributions payable and preferred shares. Accounts payable and accrued liabilities are due within 90 days of the period-end date. Preferred shares are redeemable at \$1 per share at the option of the holder subject to certain restrictions. The Board of Directors may determine at their discretion to not redeem preferred shares if it would result in the Company's insolvency.

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following table summarizes the Company's significant commitments (undiscounted) and corresponding maturities as at April 30, 2022:

	Within 1 year	1-3 years	Over 3 years	Total
	\$	\$	\$	\$
Accounts payable and accrued liabilities	52,450	-	-	52,450
Lease liabilities	70,899	53,978	-	124,877
CEBA government loan	-	-	30,000	30,000
Total	123,349	53,978	30,000	207,327

HERA INVESTMENT FUNDS INC.

Notes to Financial Statements

Years Ended April 30

Market risk

Market risk is the risk that the fair value of the collateral securing any of the mortgages receivable falls to a level approaching the mortgage amounts. The Company ensures that it is aware of real estate market conditions in regions in which it operates and monitors real estate market trends and lending practices. Policies are adjusted when necessary.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

Foreign currency risk

Currency risk is the risk that the value of financial assets and liabilities will fluctuate due to changes in foreign exchange rates. The Company is not exposed to currency risk, as all assets and liabilities are denominated in Canadian funds.

12. CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will be able to preserve common and preferred share values, provide preferred shareholders with stable dividends and use leverage in a conservative manner to improve return to preferred shareholders. There have been no changes to the Company's approach to capital management during the year ended April 30, 2022.

The capital structure of the Company consists of issued and outstanding common and preferred shares.

13. SUBSEQUENT EVENTS

Subsequent to the year ended April 30, 2022 the Company issued 2,150,000 preferred shares for \$2,150,000 proceeds.

ITEM 13: DATE AND CERTIFICATE

Dated: August 2, 2022

This Offering Memorandum does not contain a misrepresentation.

The Issuer

(signed) QIN (STELLA) LIAO
CEO, CFO & Director

SCHEDULE A – SUBSCRIPTION AGREEMENT

(For Shares distributed under our Offering Memorandum dated August 2, 2022)

To: HERA INVESTMENT FUNDS INC. (the “Issuer”)

The undersigned (the “Subscriber”) hereby irrevocably subscribes for and agrees to purchase from the Issuer, on the terms and conditions set forth herein, the Shares set out below:

Class of Shares	Number of Shares (Minimum of 50,000 or \$10,000 if held in Deferred Income Plan)	Subscription Price per Share	Total Subscription Amount (Minimum of \$50,000 or \$10,000 if held in Deferred Income Plan)
Class “B” Preferred Shares (non-voting and redeemable)	_____	\$1.00	\$ _____

<u>Subscriber Information</u>
_____ Name of Subscriber
_____ Names(s) of Joint Subscriber(s)
_____ Signature of Subscriber(s) (if Subscriber(s) is an individual)
_____ Company Name (if Subscriber is a company)
_____ Name & title of Authorized signatory of the Company
_____ Signature of Company’s authorized signatory
_____ Social Insurance Number(s) (SIN) or Business Number
_____ Social Insurance Number(s) of Joint Subscribers
_____ Subscriber’s Residential Address or Company Address
_____ City Province Postal Code
_____ Home Phone Number or Company Phone Number
_____ Fax Number
_____ E-mail address
_____ Date

<u>Register the Class “B” Shares as set forth below</u>
_____ Name(s) of beneficial holder(s) or trustee of a self-directed RRSP
_____ RRSP / Brokerage Account reference, if applicable
_____ RRSP / Brokerage & Contact Name, if applicable
_____ RRSP / Brokerage Address
_____ City Province Postal Code
<u>OFFICE USE ONLY</u>
ACCEPTED by the Issuer this _____ day on _____, 202____.
HERA INVESTMENT FUNDS INC.
Per: _____ Authorized Signatory
_____ Name Position

TERMS AND CONDITIONS OF SUBSCRIPTION FOR SHARES

1. Definitions

In this Agreement, including the recitals hereof, the following terms have the meanings set out beside them:

- (a) **“Agreement”** means this subscription agreement for the purchase of Shares;
- (b) **“Closing”** means the delivery and payment for the Shares, which may incur in stages on different dates;
- (c) **“Closing Date”** means a date on which a Closing occurs, the first such Closing Date being the **“Initial Closing Date”**;
- (d) **“Issuer”** means Hera Investment Funds Inc.;
- (e) **“Offering Memorandum”** means the offering memorandum of the Issuer dated August 2, 2022, as amended from time to time;
- (f) **“Securities Laws”** means the applicable securities laws, regulations, rules, orders and published policy statements of British Columbia and its Securities Commission;
- (g) **“Selling Jurisdiction”** means the Province of British Columbia;
- (h) **“Shares”** means the Class “B” Preferred Shares (non-voting and redeemable) of the Issuer;
- (i) **“Subscriber”** means that person or entity or entity whose name is set forth on the first page hereof;
- (j) **“Subscription Price”** means the subscription amount per Share;
- (k) **“Total Subscription Amount”** means the Subscription Price multiplied by the total number of Shares purchased;
- (l) **“Tax Act”** means the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time.

2. Closing

The Shares will be issued to, or as directed by, the Subscriber against complete and proper execution and delivery to the Issuer at 204 – 38 Fell Avenue, North Vancouver, British Columbia V7P 3S2 of the documents and funds set out in Section 3 of this Agreement. Notwithstanding receipt of the foregoing, the Issuer retains the right to decline any subscription, without any reason.

3. Delivery of Documents and Funds

The Subscriber hereby delivers to the Issuer properly completed and executed copies of:

- (a) page 1 of this Agreement; and
- (b) Appendix I (Risk Acknowledgement – Form NI 45-106F4) of this Agreement.

The Subscriber also delivers a certified cheque, bank draft or electronic funds transfer for the Total Subscription Amount payable to “Hera Investment Funds Inc.” and authorizes the Issuer to release and accept, without notice thereof to the Subscriber, the Total Subscription Amount immediately following the Closing.

4. Representations, Warranties and Covenants by Subscriber

The Subscriber represents and warrants to, and covenants with, the Issuer (and acknowledges that the Issuer and its counsel are relying thereon) as follows:

- (a) it has been advised and is fully aware that:
 - (i) the Shares offered hereunder have not been qualified for distribution in Canada by the filing of a prospectus with any securities commission or other securities regulatory authority;
 - (ii) the Shares are being offered hereunder in reliance upon specific exemptions from the prospectus and registration requirements in British Columbia;
 - (iii) unless permitted under applicable Securities Laws, residents of British Columbia cannot trade their Shares before the date that is four months and a day after the date that the Issuer becomes a reporting issuer in British Columbia;
- (b) it understands it is solely responsible for obtaining such legal, tax and other advice as is appropriate in connection with the execution, delivery and performance of this Agreement and the transactions contemplated hereunder and the Issuer’s legal counsel are acting solely for the Issuer and the Subscriber may not rely upon such counsel in any respect;
- (c) if an individual, the Subscriber has attained the age of majority and has the legal capacity and competence to enter into and deliver this Agreement and to perform his or her obligations hereunder;
- (d) if a corporation or other entity, the Subscriber has been duly incorporated or created, as the case may be, and is valid and subsisting under the laws of the Issuer’s jurisdiction of incorporation or creation, it has good and sufficient power, authority and right to enter into and deliver this Agreement and to perform the Issuer’s obligations hereunder, the person signing this Agreement is a duly authorized signatory of the corporation or other entity and

has the authority to act on the Issuer's behalf respecting the Shares and the Issuer is hereby authorized to treat any one such signatory to this Agreement as the authorized agent and signatory of the corporation or other entity in all matters respecting the Shares unless otherwise notified in writing by the corporation or other entity;

- (e) it is resident at the address set forth on the execution page hereof;
- (f) it was not created or is not being used solely to purchase or hold the Shares in reliance on any of the exemptions described in this Agreement;
- (g) it is purchasing the Shares as a principal for the Issuer's own account, not for the benefit of any other person, and not with a view to the resale or distribution of all or any of the Shares; it acknowledges that the Issuer is required by law to disclose, on a confidential basis, to certain regulatory authorities, the identity of each subscriber of Shares;
- (h) it has received the Offering Memorandum and:
 - (b) has reviewed, prior to the execution of this Agreement, the Offering Memorandum and the Subscriber fully understands the contents and effect of the Offering Memorandum;
 - (ii) it has not received or relied upon any documents, representations, warranties or other information in assessing this investment except the Offering Memorandum and the information contained therein; and
 - (iii) prior to entering into this Agreement it executed the Risk Acknowledgement (Appendix I – Form NI 45-106F4) attached to this Agreement;
 - (i) if the Subscriber is resident in a jurisdiction outside of North America, it has sought and received legal and investment advice respecting this subscription and represents and warrants that it is purchasing the Shares pursuant to, and in compliance with, applicable securities laws of the jurisdiction where the Subscriber resides; it will deliver to the Issuer such particulars of the Issuer's qualification under and compliance with such applicable securities laws as the Issuer may reasonably request; and it acknowledges and agrees that there will be no obligation on the part of the Issuer to file a prospectus in such jurisdiction or to take any other actions, including any disclosure or regulatory filings, to facilitate the sale of the Shares to the Subscriber;
 - (i) this Subscription Agreement has been duly and validly authorized, executed and delivered by, and constitutes a legal, valid, binding and enforceable obligation of the Subscriber and, if applicable, the beneficial purchaser;
 - (j) the Subscriber, as the case may be, has not received nor does the Subscriber expect to receive any financial assistance from the Issuer directly or indirectly, in respect of the purchase of the Shares;

- (k) the Subscriber or beneficial purchaser, as the case may be, acknowledges that the Issuer is not a reporting issuer in any province or territory of Canada and, as such, the hold periods applicable to the Shares may never expire and the Shares may never be resold except pursuant to a further statutory exemption or a discretionary order;
- (l) the Subscriber or beneficial purchaser, as the case may be, acknowledges that the certificates representing the Shares may bear a legend prohibiting their transfer and indicating such indefinite hold period, as prescribed by applicable Securities Laws;
- (m) the Subscriber acknowledges that the Shares are being offered for sale only on a “private placement” basis and the Issuer is relying on exemptions (and such sales are conditional upon the existence of such exemptions or the receipt of such orders, consents and approvals as are necessary to make such sales exempt) from the requirements to provide the Subscriber with a prospectus and to sell securities through a person registered to sell securities under applicable Securities Laws and, as a consequence:
 - (i) the Subscriber, as the case may be, is restricted from using most of the civil remedies available under such Securities Laws;
 - (ii) the Subscriber, as the case may be, may not receive information that would otherwise he required to be provided to the Subscriber under such Securities Laws;
 - (iii) the Issuer is relieved from certain obligations that would otherwise apply under such Securities Laws; and
 - (iv) the Shares will be subject to resale restrictions with which the Subscriber or the beneficial purchaser, as the case may be, must comply;
- (n) the Issuer is not registered under any securities legislation for the purposes of selling the Shares;
- (o) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Shares;
- (p) there is no government or other insurance covering the Shares;
- (q) there are risks associated with the purchase of the Shares;
- (r) the Issuer has not advised, recommended or otherwise represented to the Subscriber that the Shares are suitable to the Subscriber, with regard to the Subscriber’s
 - (i) investment needs and objectives,
 - (ii) financial circumstances, or

- (iii) risk tolerance;
- (s) it is aware that the Shares have not been and will not be registered under the United States Securities Act of 1933 (the “**U.S. Securities Act**”) and may not be offered or sold in the United States without registration under the U.S. Securities Act or compliance with requirements of an exemption from registration;
- (t) it is not a “U.S. Person” (as that term is defined by Regulation S under the U.S. Securities Act, which definition includes, but is not limited to, an individual resident in the United States, an estate or trust of which any executor or administrator or trustee, respectively, is a U.S. Person and any partnership or corporation organized or incorporated under the laws of the United States) and neither is acquiring the Shares for the account or benefit of a U.S. Person or a person in the United States;
- (u) it shall not to offer or sell the Shares in the United States unless such securities are registered under the U.S. Securities Act and the securities laws of all applicable states of the United States or an exemption from such registration requirements is available, and further that neither will resell the Shares except in accordance with the provisions of applicable securities legislation, regulations, rules, policies, orders and stock exchange rules;
- (v) if required by applicable Securities Laws, regulations, rules, policies or orders or by any securities commission, stock exchange or other regulatory authority, the Subscriber will execute, deliver, file and otherwise assist the Issuer in filing, such reports, undertakings and other documents with respect to the issue of the Shares;
- (w) following the purchase of Shares by it pursuant to this Agreement, it and the Issuer will deal with each other at arm’s length and it will not be a “Specified Shareholder” of the Issuer, all within the meaning of the Tax Act;
- (x) it acknowledges and agrees that the Issuer may deduct or withhold from distributions payable to any Subscriber all amounts required by law to be withheld from such distribution;
- (y) the Subscriber hereby authorizes the Issuer to correct any minor errors in, or complete any minor information missing from, any document which has been executed by the Subscriber and delivered to the Issuer with respect to this subscription;
- (z) to the best of its knowledge, none of the funds the Subscriber is using to purchase the Shares
 - (i) have been or will be derived from or related to any activity that is prohibited by, or deemed criminal under, the laws of any jurisdiction, or

- (ii) are being tendered on behalf of a person or entity who has not been identified to the Subscriber;
- (aa) it has read and understands the statutory or contractual rights of the province of British Columbia described in the Offering Memorandum; and
- (bb) it understands and acknowledges that the Issuer's Articles provide that any retraction of a Share purchased hereunder before the second anniversary of issuance of that Share shall be subject to a 4% early retraction penalty which the Issuer may, in its sole discretion, waive but if the retraction is sought within 12 months of the issuance of that Share the Issuer will not waive the 4% early retraction penalty and early retraction will be subject to a minimum charge of \$1,000 and a maximum charge of \$5,000.

The Subscriber agrees that the above representations, warranties and covenants will be true and correct both as at the execution of this Agreement and as at the Closing and will survive the completion of the issuance of the Shares.

The Subscriber further acknowledges that the representations, warranties, covenants, acknowledgements and agreements contained in this Agreement are made with the intent that they may be relied upon by the Issuer in determining the suitability of a purchaser of Shares and the Subscriber hereby agrees to indemnify the Issuer and the Issuer's directors and officers against all losses, claims, costs, expenses and damages or liabilities which it or they may suffer or incur caused or arising from their reliance thereon.

5. Representations, Warranties and Covenants by the Issuer

The Issuer represents, warrants and covenants to the Subscriber that:

- (a) it is a duly incorporated and validly subsisting corporation under the laws of the province of British Columbia;
- (b) it has full corporate power and authority to enter into this Agreement and to carry out the Issuer's obligation hereunder;
- (c) it is a "mortgage investment corporation" within the meaning of subsection 130.1(6) and 130.1(8) of the Tax Act and it will use commercially reasonable efforts to continue to so qualify at all times;
- (d) the Offering Memorandum and the representations contained in this Agreement are accurate in all material respects and omit no fact, the omission of which would make such representation misleading in light of the circumstances in which such representation was made;
- (e) the Issuer has complied and will comply with all applicable corporate and securities laws and regulations in connection with the offer, sale and issuance of the Shares

- (f) the issuance and sale of the Shares by the Issuer does not and will not conflict with and does not and will not result in a breach of any of the terms, conditions or provisions of its constating documents or any agreement or instrument to which the Issuer is a party
- (g) this Agreement has been duly authorized by all necessary corporate action on the part of the Issuer and, subject to acceptance by the Issuer, constitutes a valid obligation of the Issuer legally binding upon it and enforceable in accordance with its terms.

6. General

- (a) The Subscriber shall immediately notify the Issuer of any change in any statement or other information relating to the Subscriber set forth herein which takes place prior to the Closing.
- (b) The Issuer will have the right to accept or reject the Subscriber's subscription in whole or in part at any time at or prior to the Closing. Notwithstanding the foregoing, the Subscriber acknowledges and agrees that the acceptance of this Agreement will be conditional, among other things upon the sale of the Shares to the Subscriber being exempt from any prospectus requirements of applicable Securities Laws.
- (c) Neither this Agreement nor any provisions hereof shall be modified, changed, discharged or terminated except by an instrument in writing signed by the party against whom any waiver, change, discharge or termination is sought.
- (d) The terms and provisions of this Agreement shall be binding upon and enure to the benefit of the Subscriber and the Issuer and their respective heirs, executors, administrators, successors and assigns and this Agreement shall not be assignable by any party without the prior written consent of the other party.
- (e) This Agreement represents the entire agreement of the parties hereto relating to the subject matter hereof and there are no representations, covenants or other agreements relating to the subject matter hereof except as stated or referred to herein.
- (f) The contract arising out of this Agreement and all documents relating thereto will be governed by and construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.
- (g) Time will be of the essence hereof.
- (h) This Agreement is not transferable or assignable.
- (i) The Issuer shall be entitled to rely on delivery by facsimile machine of an executed copy of this Agreement and acceptance by the Issuer of such facsimile copy shall be equally effective to create a valid and binding agreement between the Subscriber and the Issuer in accordance with the terms hereof.

- (j) No amendment or waiver of the provisions of this Agreement shall be effective unless in writing and signed by all of the parties hereto.
- (k) If the securities legislation where the Subscriber is resident does not provide comparable statutory rights, the Subscriber shall be entitled to those rights against the Issuer for cancellation and damages or rescission, as the case may be, as set out under “Purchasers’ Rights” in the Offering Memorandum as if those rights were a part of this Agreement.
- (l) The Subscriber (on its own behalf and, if applicable, on behalf of any person for whose benefit the Subscriber is subscribing) acknowledges and consents to the Issuer:
 - (i) collecting the Subscriber’s (and that of any person for whose benefit the Subscriber is subscribing) personal information for the purposes of completing the Subscriber’s subscription;
 - (ii) retaining the personal information for as long as permitted or required by applicable law or business practices; and
 - (iii) providing to various governmental and regulatory authorities, as may be required by applicable Securities Laws or to give effect to this agreement any personal information provided by the Subscriber.
- (m) The Subscriber represents and warrants that it has the authority to provide the consents and acknowledgements set out in this paragraph on behalf of all persons for whose benefit the Subscriber is subscribing.

Appendix I
RISK ACKNOWLEDGEMENT
(Form NI 45-106F4)

Risk Acknowledgement Form

- I acknowledge that this is a risky investment.
- I am investing entirely at my own risk.
- No securities regulatory authority has evaluated or endorsed the merits of these securities or the disclosure in the offering memorandum.
- The person selling me these securities is not registered with a securities regulatory authority and has no duty to tell me whether this investment is suitable for me.
- I will not be able to sell these securities except in very limited circumstances. I may never be able to sell these securities.
- The securities are redeemable, but I may only be able to redeem them in limited circumstances.
- I could lose all the money I invest.

I am investing \$ _____ in total; this includes any amount I am obliged to pay in future. Hera Investment Funds Inc. will not pay any of this amount to Drake Financial Ltd. as a fee or a commission.

I acknowledge that this is a risky investment and that I could lose all the money I invest.

Date

Signature of Purchaser

Print name of Purchaser

Sign two copies of this document. Keep one copy for your records.

WARNING

You have 2 business days to cancel your purchase.

To do so, send a notice to **Hera Investment Funds Inc.** stating that you want to cancel your purchase. You must send the notice before midnight on the 2nd business day after you sign the agreement to purchase the securities. You can send the notice by fax or e-mail or deliver it in person to **Hera Investment Funds Inc.** at its business address below. Keep a copy of the notice for your records.

Issuer Name: **Hera Investment Funds Inc.**
Address: 204 – 38 Fell Avenue, North Vancouver, British Columbia V7P 3S2
Fax No.: 604-770-0190
E-mail: office@herafunds.com

You are buying *Exempt Market Securities*

They are called *exempt market securities* because two parts of securities law do not apply to them. If an issuer wants to sell *exempt market securities* to you:

- the issuer does not have to give you a prospectus (a document that describes the investment in detail and gives you some legal protections), and
- the securities do not have to be sold by an investment dealer registered with a securities regulatory authority.

There are restrictions on your ability to resell *exempt market securities*. *Exempt market securities* are more risky than other securities.

You will receive an offering memorandum

Read the offering memorandum carefully because it has important information about the issuer and its securities. Keep the offering memorandum because you have rights based on it. Talk to a lawyer for details about these rights.

You will not receive advice

You will not get professional advice about whether the investment is suitable for you. But you can still seek that advice from a registered advisor or investment dealer. In Alberta, Manitoba, Northwest Territories, Nunavut, Prince Edward Island, Quebec, Saskatchewan and Yukon, to qualify as an eligible investor, you may be required to obtain that advice.

The securities you are buying are not listed

The securities you are buying are not listed on any stock exchange and they may never be listed. You may never be able to sell these securities.

The issuer of your securities is a non-reporting issuer

A *non-reporting issuer* does not have to publish financial information or notify the public of changes in the Issuer's business. You may not receive ongoing information about this issuer.

For more information on the *exempt market*, call your local securities regulatory authority.

British Columbia Securities Commission

Telephone: 604-899-6854
Toll free: 1-800-373-6393
Website: <http://www.bsc.bc.ca>

**The purchaser must sign two copies of this form.
The purchaser and the issuer must each receive a signed copy.**