

This Amendment No. 1 to Offering Memorandum is for the personal use only of those persons to whom we deliver a copy in connection with the offering for the purpose of evaluating the securities we are offering hereby. By accepting a copy of this Amendment No. 1 to Offering Memorandum, you agree that you will not transmit, reproduce or make available to anyone, other than your professional advisors or as required by law, this Amendment No. 1 to Offering Memorandum or any information contained herein. No person has been authorized to give any other information or to make any other representation concerning the offering that is not contained in this Amendment No. 1 to Offering Memorandum. You should not rely on any such other information or representation. The delivery of this Amendment No. 1 to Offering Memorandum is not intended to constitute an offering of securities where it is unlawful to make an offering memorandum distribution under National Instrument 45-106.

AMENDMENT NO. 1 TO OFFERING MEMORANDUM

MORRISON LAURIER MORTGAGE CORPORATION



Date of Original Offering Memorandum: February 10, 2015

Date of Amendment No. 1 to Offering Memorandum: July 30, 2015

AMENDMENT

The Offering Memorandum of Morrison Laurier Mortgage Corporation (the “**Corporation**”) dated February 10, 2015 (the “**Offering Memorandum**”) is hereby amended as set out herein. Unless specifically amended in this Amendment No. 1, the defined terms used herein have the same meaning as in the Offering Memorandum.

Other than the amendments described below, the disclosure and information contained in the Offering Memorandum remains accurate and valid. Accordingly, investors should be aware that this Amendment No. 1 to the Offering Memorandum only contains specific amendments to the Offering Memorandum and does not contain the full text of the disclosure and information contained in the Offering Memorandum. It is intended that this Amendment No. 1 be read in conjunction with the Offering Memorandum and investors should not rely exclusively on the information and disclosure contained individually in the Offering Memorandum or this Amendment No. 1 to the Offering Memorandum.

Board of Director Changes

Effective July 17, 2015, Sloan Levett and Alan Farber were elected directors of the Corporation to fill the vacancy left on the board of directors by Rick Glatt and Dustin Mandel’s departures. Mr. Glatt resigned as director of the Corporation on April 20, 2015 and Mr. Mandel resigned as director of the Corporation on April 22, 2015. Messrs. Glatt and Mandel resigned to pursue other opportunities.

As a result of the foregoing, the following amendments to the Offering Memorandum are required:

1. The following paragraph shall be added to the end of the subsection titled “Governance Changes” under “Item 2.2, Our Business”:

“Effective April 20, 2015 and April 22, 2015, Mr. Rick Glatt and Mr. Dustin Mandel, respectively, resigned from their positions as directors of the Corporation to pursue other opportunities. In order to fill the vacancy left on the board of directors by Mr. Glatt and Mr. Mandel’s departures, Mr. Sloan Levett and Mr. Alan Farber were elected directors of the Corporation, effective July 17, 2015.”

2. The following information with respect to Mr. Levett and Mr. Farber shall be added to “Item 3.1, Compensation and Securities Held”:

Name and Municipality of Residence	Position Held and the Date of Obtaining that Position	Compensation Paid in the Most Recently Completed Financial Year and the Compensation Anticipated to be Paid in the Current Financial Year⁽³⁾	Number, Type and Percentage of Securities to be Held upon Completion of the Maximum Offering⁽¹⁾⁽²⁾
Sloan Levett Toronto, Ontario	Director since July 17, 2015	\$4,000 ⁽³⁾	Nil Common Shares (0%) 50,000 Preferred Shares, Series F (less than 1%) ⁽⁴⁾
Alan Farber Toronto, Ontario	Director since July 17, 2015	\$4,000 ⁽³⁾	Nil Common Shares (0%) 20,000 Preferred Shares, Series F (less than 1%) ⁽⁵⁾

Notes:

- The information as to securities beneficially owned as at the date hereof has been furnished by the respective directors and officers.
 - Directors and/or officers of the Corporation may acquire Preferred Shares pursuant to the Offering.
 - Director fees of \$4,000 each were paid to the Corporation’s outside directors for attendance at meetings of the board in the current fiscal year. It is anticipated that director fees of similar amounts will be paid to outside directors in the next fiscal year. Outside directors are permitted to direct the Corporation to pay all or part of their compensation for acting as director to a charity of their choice subject to Board approval including that such charity is properly registered under applicable laws.
 - Shares are held by The Berger Family Trust, of which Mr. Levett is a trustee.
 - Shares are held indirectly by Apollo Nominees Inc., a company which is controlled by Mr. Farber.
3. Under “Item 3.2, Management Experience”, biographical information for each of Dustin Mandel and Rick Glatt shall be deleted and the following biographical information with respect to Mr. Levett and Mr. Farber shall be added:

Name	Principal Occupation and Related Experience
Sloan Levett, CPA, CA, CFP, TEP	Mr. Levett is a partner in the Advisory practice at Fuller Landau LLP and President of Fuller Landau Family Office Services. In this role, he leads the firm’s family office initiatives, including independent and objective investment portfolio advisory, insurance advisory, will and estate planning, and related tax strategies which ensure total alignment with the clients’ best interests. Mr. Levett also has extensive experience designing and implementing wealth management and tax strategies, which includes asset allocation and tax deferral/minimization to high net worth individuals. Mr. Levett is widely recognized for his expertise and knowledge of Family Office Services and is regularly quoted in the national media.
Alan Farber, CPA, CA, CIRP	Alan Farber is the Founder and Joint Managing Partner of Farber Financial Group. Since 1979, he has been a driving force in transforming the firm into one of the leading independent providers of financial advisory services in Canada, with over 120 staff members in offices across the country. Mr. Farber’s practice focuses on corporate insolvency, restructuring and distressed financial advisory services. His commitment to responsive, practical results helps corporations, lenders, executives and their advisors resolve their issues. Over the years, Mr. Farber has earned a tremendous reputation for his creativity, energy and adherence to the highest professional standards. He has applied his considerable expertise to numerous insolvency and restructuring engagements in virtually every sector of the economy. Mr. Farber is also passionate about his personal commitment to a peaceful, vibrant and substantial society. He has been a generous supporter and active volunteer for many causes, including the North York General Hospital, the United Jewish Appeal, the Canadian Friends of Simon Wiesenthal Centre and the Koby Mandell Foundation.

DATE AND CERTIFICATE OF THE ISSUER AND PROMOTER

Dated as of the 30th day of July, 2015.

This Amendment No. 1 to the Offering Memorandum does not contain a misrepresentation.

MORRISON LAURIER MORTGAGE CORPORATION

(signed) "*Adam Rose*"
President, Secretary/Treasurer & Director

**On behalf of the Board of Directors of
Morrison Laurier Mortgage Corporation**

(signed) "*Henry Martinez*"
Director

(signed) "*Sloan Levett*"
Director

PROMOTER

Laurier Capital Funding Inc.

(signed) "*Adam Rose*"
President

Statements made in this Amendment No. 1 to the Offering Memorandum are those of the Corporation. No person is authorized to give any information or to make any representation in connection with this offering other than as referred to the Offering Memorandum as amendment by this Amendment No. 1, and any information or representation not referred to in this Offering Memorandum as amended by this Amendment No. 1 must not be relied upon as having been authorized by the Corporation.