

Form 45-106F2
OFFERING MEMORANDUM
Residents of British Columbia Only
Dated March 31, 2019

for

BANCORP GROWTH MORTGAGE FUND II LTD.

The Issuer

Name: Bancorp Growth Mortgage Fund II Ltd. (the "Company" or the "issuer")
Head Office Address: Suite #1420 - 1090 West Georgia Street,
Vancouver, BC., V6E 3V7
Telephone No.: (604) 608-2717
Fax No.: (604) 609-7107
E-mail address: bancorp@bancorpfincial.com
Currently Listed or quoted: No. **These securities do not trade on any exchange or market.**
Reporting Issuer: No. The Company is not a reporting issuer under applicable securities legislation.
SEDAR filer: No. The Company does not make filings with SEDAR (The System for Electronic Document Analysis and Retrieval).

The Offering

Securities offered: Class A Shares, Class D Shares, Class E Shares and Class F Shares of the Company (collectively, the "Share(s)")
Price per security: \$1.00 per Share.
Minimum / Maximum offering: **There is no minimum. You may be the only purchaser.** \$25,000,000 (25,000,000 Shares) maximum. There will be a maximum of 25,000,000 Shares issued under this offering. The Company may issue any proportion of Class A, D, E and/or Class F Shares it decides, up to the foregoing total maximum number of Shares.
Funds available under this offering may not be sufficient to accomplish our proposed objectives.
Minimum subscription amount: Each new investor subscribing for the first time shall invest a minimum of \$10,000. An existing holder of the Shares must invest a minimum of \$5,000.
Payment terms: The full subscription price is due on closing.
Proposed closing date(s): Closing dates will be determined from time to time by the Company, as subscriptions for the Shares are received by the Company.
Income tax consequences: There are important tax consequences to these securities. See Item 6.
Selling Agent: No. There is currently no selling agent for this offering of the Shares, but the Company reserves the right to retain one or more selling agents during the course of this offering. Annual trailer fees are paid on the Class A Shares by the Manager. A fee is paid at the time of purchase to the registered dealer or sales agent in connection with the sale of Class E Shares. See Item 7.

Resale Restrictions

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

Purchaser's Rights

You have 2 business days to cancel your agreement to purchase the 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.

The Securities Commission has not reviewed this Offering Memorandum or assessed the risks associated with this Offering Memorandum. No securities regulatory authority makes any endorsement of the investment offered and it is an offence for anyone to say that any securities regulatory authority has made any recommendations with respect to this Offering Memorandum. This is a risky investment, see Item 8 herein.

The Company's Manager:
BANCORP FINANCIAL SERVICES INC.
(the "Manager")
Suite #1420 - 1090 West Georgia Street
Vancouver, B.C., V6E 3V7
Telephone: (604) 608-2717
Fax: (604) 609-7107

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Memorandum contains statements based on "forward-looking information" within the meaning of Canadian securities legislation (collectively, "forward-looking statements"), including with respect to the jurisdictions in which the Company anticipates it will make investments in, the term of the mortgage loans that the Company will make, the types of loans the Company will make, the rate of return anticipated to be earned by the Company from its mortgage loans, the number of mortgage loans the Company will make, the size of such loans, the continued performance of such loans relative to the Company's history, the benefits of allowing other lenders to participate in the Company's mortgage loans, the frequency of anticipated distributions to be made by the Company in the current fiscal year, and the Company's anticipated expenses with respect to this offering. These forward-looking statements are made as of the date of this Offering Memorandum.

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

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

These risks, uncertainties and other factors include, but are not limited to: risks associated with mortgage loans (including credit risk, market risk, liquidity risk, the lack of mortgage insurance, mortgage defaults, impaired loans), redemption risk with respect to the Shares, competition, the limited marketability of the Shares, risks of leverage, risks with respect to the Company's designation as a "mortgage investment corporation" under the *Income Tax Act* (Canada), conflict of interest, lack of separate counsel as between the Company and its manager, the impact of changes in government regulations on the Company and its business, and risks regarding distributions on the Shares.

Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking statements include that: the Company will primarily invest in mortgage loans made in British Columbia and Alberta; the mortgage loans will be short term in nature; the mortgage loans will earn a higher rate of return than rates earned by institutional lenders; the performance of the Company's ongoing mortgage portfolio will be consistent with that of its historic investments; that sharing part of mortgage investments with other lenders will provide benefits to the Company both in diversification and the scale of real estate projects in which the Company may invest in. These assumptions should be considered carefully by investors. Investors are cautioned not to place undue influence on the forward-looking statements or assumptions on which the Company's forward-looking statements are based. Investors are further cautioned that the foregoing list of assumptions is not exhaustive and it is recommended that prospective investors consult the more complete discussion of the Company's business and prospectus included in this Offering Memorandum.

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

ITEM 1

USE OF NET PROCEEDS

1.1 Net Proceeds

The net proceeds of the offering and the funds which will be available to us after same, are as follows:

		Assuming min. offering	Assuming max. offering
A	Amount to be raised by this offering	\$0	\$25,000,000
B	Selling commissions and fees	\$0	\$0 ⁽¹⁾
C	Estimated offering costs (e.g., legal, accounting, audit.)	\$0	\$25,000
D	Net Proceeds: D = A - (B + C)	\$0	\$ 24,975,000
E	Additional sources of funding required	\$0	\$0
F	Working capital deficiency	\$0	\$0
G	Total: G = (D+E) – F	\$0	\$ 24,975,000

Notes:

(1) The Company reserves the right to retain one or more selling agents during the course of this offering. Annual trailer fees are paid on the Class A Shares by the Manager. A fee is paid at the time of purchase to the registered dealer or sales agent in connection with the sale of Class E Shares. See Item 7.

1.2 Use of Net Proceeds

We will use the net proceeds as follows:

Description of intended use of net proceeds listed in order of priority	Assuming min. offering	Assuming max. offering
Investment in mortgages and other permitted investments	\$0	\$ 24,975,000

1.3 Reallocation

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

ITEM 2 BUSINESS OF THE COMPANY

2.1 Structure

We are a corporation incorporated under the laws of the Province of British Columbia on July 16, 2009. We are registered as an extra-provincial corporation in the Province of Alberta and will register in other Canadian jurisdictions as may be approved from time to time by our Board of Directors. We are required by law and are registered under the *Mortgage Brokers Act* (British Columbia) or the equivalent legislation of any jurisdiction in which we carry on business.

The Office of the Registrar of Mortgage Brokers at the Financial Institutions Commission ("FICOM") regulates the mortgage brokering and lending activities of mortgage investment corporations ("MICs") under the *Mortgage Brokers Act*. 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.

2.2 ***Our Business***

(a) Overview

The Company is a mortgage investment corporation and is in the business of investing in and managing a diversified portfolio of mortgages with the intent to pay income earned by the Company on its mortgage portfolio to its shareholders on a quarterly basis. The mortgages the Company invests in will be primarily 2nd mortgages on properties located in British Columbia and Alberta and will secure loans made to qualified real estate developers and owners for residential, commercial and industrial projects. The mortgages will typically be short term in nature with maturities of between 6 and 24 months and will include constructions loans, bridge loans, land loans and equity investments on a limited basis. The Company invests in mortgages that are not the type of mortgages provided by institutional lenders and typically have a higher risk profile. As a result the Company's mortgages are expected to earn a higher rate of return than rates earned by institutional lenders. The mortgages bear interest at a fixed rate of interest or at a specified rate over the prime lending rate of the Company's bank, and are often subject to a minimum rate of interest. The Company uses streamlined administrative processes and flexible lending criteria to offer prompt mortgage approvals to meet qualifier borrower's requirements in a manner not offered by institutional lenders.

The Company qualifies as a mortgage investment corporation ("MIC") under the *Income Tax Act (Canada)* (the "Tax Act"). To maintain this status, the Company will invest at least 50% of its assets in residential mortgage loans and deposits with Canada Deposit Insurance Corporation - insured institutions. Residential mortgage loans include loans against single family and multiple unit residential projects and loans for residential land for development into housing projects.

The Company may also invest up to 10% of its assets in participating financing, equity or other interests in real estate projects or entities owning or carrying out same, but in so doing, it will not manage or develop such real estate.

(b) The Company's Investments

Because of the Company's flexibility and ability to commit quickly to mortgage applications and because the mortgage investments considered by the Company typically do not meet the criteria of institutional lenders and have a higher risk than institutional loans, such loans will earn a higher rate of return than those of institutional lenders. The Company expects to minimize risk by following the investment criteria described later in subparagraph 2.2(c).

The Company's investments will primarily consist of second mortgage loans advanced for the development of land, residential, commercial and industrial properties. Additional remuneration is sometimes realized through bonus payments and/or profit participation. The Company will also provide first mortgage financing on a select basis. All mortgage loans funded and held by the Company shall meet the investment criteria set out in subparagraph 2.2(c) herein.

The Company's mortgage loans will typically fall into the following major mortgage loan categories:

- (i) *Construction Loans* - These loans are advanced to finance the construction, development or re-development of various types of properties on a work-in-place/cost to complete basis.
- (ii) *Bridge Loans* - These loans are advanced to finance completed or substantially completed buildings to allow owners to complete their sales or leasing program and may include additional funds for improvements and upgrades.
- (iii) *Land Loans* - These loans are typically advanced to finance the acquisition and/or the development of land currently zoned or designated by a municipality for a use consistent with the loan application. The development process includes, among other things, land acquisition,

zoning and/or development approval, road construction, installation of services and utilities, and other improvements required by the governing municipality and our financing may be for all or any phase of the development process. The funding of progress advances is usually carried out on a work-in-place/cost-to-complete basis.

- (iv) *Equity Investments* – Equity or other interests in real estate projects or entities owning or carrying out same shall not exceed in aggregate, 10% of the assets of the Company.

Loans will generally be for terms of 6 to 24 months and may include the ability to extend the term for further periods subject to the borrower meeting certain criteria. Typically holdings in the Company range from 25 - 40 mortgages and the loan size is typically in the \$500,000 - \$2,500,000 range. There can be no guarantee or assurance that the Company will not experience loan losses. Prior to fiscal 2018 the Company has not experienced any loan losses and in 2018 the Company has one impaired loan, see Mortgage 1 in the graph below:

As an example, the following table provides a description of the Company's current mortgage investments as at March 19, 2019:

Mortgage	Principal O/S	Priority	Municipality	Maturity	Type	Sub type	Loan to Value*	Interest Rate**	Other Investors in Loan	Good Standing
1	1.000M	Second	Calgary, AB	Impaired	Commercial	Office/Commercial	72.07%	12.75%	Yes	Is N***
2	0.325M	First	Vancouver, BC	06/30/2019	Residential	Land unserviced multi-family	39.36%	9.25%	Yes	Y
3	2.412M	Second	Burnaby, BC	06/01/2019	Residential	Apartment Bldg.	43.39%	12.50%	Yes	Y
4	0.500M	Second	Vancouver, BC	05/31/2019	Residential	Land Serviced Residential	78.00%	15.34%	Yes	Y
5	1.500M	Second	N. Vancouver, BC	06/15/2019	Residential	Single Family	70.20%	12.25%	Yes	Y
6	1.155M	Second	Vancouver, BC	03/30/2020	Residential	Land Serviced Residential	57.63%	13.90%	Yes	Y
7	0.339M	Second	Burnaby, BC	On Demand	Commercial	Retail/commercial	52.24%	17.75%	Yes	Y
8	1.422M	First	Squamish, BC	09/30/2019	Residential	Land unserviced multi-family	70.10%	10.00%	Yes	Y
9	0.750M	Second	Surrey, BC	01/31/2019	Residential	Multi-family townhouse	64.01%	13.00%	Yes	Y
10	0.500M	Second	Burnaby, BC	06/30/2019	Residential	Multi family condominium	72.30%	13.00%	Yes	Y
11	0.640M	Second	Vancouver, BC	05/31/2019	Residential	Single Family	63.59%	13.03%	Yes	Y
12	0.735M	Second	N. Vancouver, BC	12/31/2019	Residential	Land unserviced multi-family	59.72%	12.75%	Yes	Y
13	2.604M	Second	Vancouver, BC	01/31/2020	Residential	Land unserviced multi-family	64.21%	13.54%	Yes	Y
14	1.425M	Second	Vancouver, BC	07/15/2019	Residential	Single Family	54.74%	12.75%	Yes	Y
15	1.400M	Second	Surrey, BC	03/31/2019	Commercial	Retail/commercial	59.74%	12.50%	Yes	Y
16	0.375M	First	Vancouver, BC	12/31/2019	Residential	Land Serviced Residential	52.88%	9.25%	No	Y
17	0.500M	Second	Vancouver, BC	01/31/2020	Residential	Multi family condominium	76.92%	11.45%	Yes	Y
18	0.750M	Second	Vancouver, BC	04/30/2019	Commercial	Land-unserviced commercial	68.88%	12.50%	No	Y
19	0.531M	Second	Vancouver, BC	08/31/2019	Residential	Multi family townhouse	69.29%	13.07%	Yes	Y
20	0.925M	Second	Vancouver, BC	03/30/2020	Commercial	Retail/commercial	62.33%	10.75%	Yes	Y
21	0.865M	Second	Edmonton, AB	03/31/2020	Residential	Multi family townhouse	75.18%	12.86%	Yes	Y
22	0.815M	Second	Surrey, BC	06/30/2020	Residential	Multi-family townhouse	77.36%	12.25%	Yes	Y
23	0.945M	Second	Burnaby, BC	04/30/2020	Residential	Land unserviced multi-family	74.99%	12.50%	Yes	Y
24	1.260M	Second	Abbotsford, BC	04/30/2020	Residential	Land unserviced multi-family	67.08%	13.00%	Yes	Y
25	1.025M	Second	Squamish, BC	09/30/2019	Residential	Land unserviced multi-family	36.92%	12.50%	Yes	Y

26	1.920M	First	Vancouver, BC	12/31/2019	Residential	Multi-family residential lots serviced	46.04%	9.25%	Yes	Y
27	0.500M	Second	Vancouver, BC	10/31/2019	Residential	Single Family	57.75%	12.42%	Yes	Y
28	1.500M	First	Langley, BC	11/15/2019	Residential	Single Family	65.93%	9.00%	Yes	Y
29	1.000M	Second	Vancouver, BC	04/30/2020	Commercial	Retail/commercial	40.78%	11.86%	Yes	Y
30	0.419M	Second	Victoria, BC	12/31/2020	Residential	Multi family condominium	71.32%	14.07%	Yes	Y
31	0.450M	Second	Coquitlam, BC	03/01/2020	Residential	Single Family	58.24%	12.00%	Yes	Y
32	1.775M	Second	Vancouver, BC	07/31/2020	Residential	Apartment Bldg.	62.98%	15.00%	Yes	Y
33	0.638M	First	Squamish, BC	01/31/2020	Residential	Apartment Bldg.	65.01%	12.75%	Yes	Y
34	0.875M	Second	N. Vancouver, BC	09/30/2020	Residential	Land unserviced multi-family	67.98%	12.00%	Yes	Y
35	1.304M	Second	Nanaimo, BC	09/30/2020	Residential	Multi family condominium	67.97%	13.63%	Yes	Y
36	1.080M	Second	Surrey, BC	04/30/2020	Residential	Land Serviced Residential	60.94%	12.50%	Yes	Y

* Authorized Loan to value is based on the appraised value

**All mortgages are interest only

*** "The loan is in arrears and is an impaired loan with a risk of loss. Collection proceedings are underway and there is a loss reserve of \$250,630 in place for fiscal 2018. While the Company expects substantial collection of this loan in time there are no guarantees and the Company could suffer further losses on this loan. The remaining unreserved balance of the loan is \$752,110 representing 2.08% of the capital of the Fund"

The Company's mortgage portfolio will vary from time to time as the amount owing under each individual mortgage is repaid, as mortgages mature, and as new mortgage investments are added.

The Company frequently shares part of a mortgage investment with other lenders acceptable to the Company. By limiting its participation in large individual investments, the Company will have the benefits of increased portfolio diversification. It will also enable the Company to participate in the financing of larger real estate projects than would otherwise be possible.

Of the 36 loans, 34 are shared with other lenders for whom the Manager administers the loans. Any shared loan is subject to a mortgage participation agreement which requires lender consent to any change in the terms of the applicable mortgage loan (including any renewals).

(c) Investment Criteria

The Company's Directors have established investment criteria for the Company, which currently are the following:

- (i) The Company will make investments so that it maintains its status as a "mortgage investment corporation" under the Tax Act.
- (ii) Mortgage investments will be secured by mortgages and/or other appropriate security interests in favour of the Company, which will be registered in the appropriate land title or land registry office as a charge against the subject real property. The Company may hold beneficial interests in mortgages registered in the land title office in the name of another person or entity which enters into a written trust or agency agreement in favour of the Company in respect of same.
- (iii) The amount advanced by the Company on any one property will not exceed the greater of \$2,000,000 or 10% of the Company's paid-up capital.
- (iv) The amount advanced by the Company to any one borrower group (including affiliates and related parties) will not exceed the greater of \$2,000,000 or 15% of the Company's paid-up capital.

- (v) Loans will be made to arm's length borrowers not related to Bancorp Financial Services Inc. (the "Manager") or its affiliates, and in particular will not be made to any shareholder or officer of the Manager, or to any member of the Manager's Investment Committee or to any company in which a shareholder of the Manager holds an interest except where a loan is in default and the Manager, or a company related to the Manager, determines to take title to the property over which the loan was made.
- (vi) Loans will not be made to any person (a "Trust Party") who is an annuitant, beneficiary or employee, as the case may be, under a registered retirement savings plan, deferred profit sharing plan or registered retirement income fund as defined under the Tax Act which is a shareholder of the Company, or to any other person who is a relative of or otherwise does not deal at arm's length with the Trust Party, or to anyone else who would cause shares in the Company not to be a qualified investment under Regulation 4900(1)(c) of the Tax Act.
- (vii) The Company may also invest up to 10% of its assets in participating financing, equity or other interests in real estate projects or entities owning or carrying out same, but in so doing, it will not manage or develop such real estate.
- (viii) Mortgage security will include:
 - (a) a second financial charge on the mortgaged property in a principal amount which, when added to the principal amount of the first financial charge, will not exceed 85% of its appraised value at the time of loan approval. The manager typically restricts loan exposure to 80% of a property's appraisal value but does offer loans up to 85% on a very select basis; or
 - (b) a first financial charge on the mortgaged property in a principal amount not exceeding 85% of its appraised value at the time of loan approval. The manager typically restricts loan exposure to 80% of a property's appraisal value but does offer loans up to 85% on a very select basis;
- (ix) Prior to funding, the Company will typically obtain appraisal and environmental reports by reputable independent professionals on mortgaged properties and other security interests together with other consultant reports necessary for the type of property and loan being funded. Appraisals may be based on assumptions including but not limited to construction and completion of development of the property and/or improvements and lease-up of the property, all of which would represent improvements to the property to be made from advances under the mortgage by the Company and may include advances by an unrelated third party 1st mortgage secured in priority to the Company's 2nd mortgage on the property;
- (x) Mortgages will generally be for an initial term of 6 to 24 months and any renewals or extensions of such term will be approved in accordance with investment criteria guidelines;
- (xi) The Company will only make investments in provinces of Canada in which the Company is lawfully permitted to do business; and
- (xii) Surplus cash amounts will be maintained in government-backed securities, or deposits with Canadian chartered banks or other regulated financial institutions.

Other than paragraphs (i), (v), (vi), (xi) and (xii), the Directors may vary the foregoing investment criteria from time to time to meet changing circumstances or permit particular investment opportunities, provided that in voting to do so, all Directors vote in favour.

(d) Investment Approval

Pursuant to the Management Agreement described in subparagraph 2.7(a), the Manager, has established an Investment Committee ("Manager's Investment Committee") which approves investment

opportunities which it considers suitable to the Company and consistent with the Company's investment criteria.

The Manager's Investment Committee consists of directors and/or officers of the Manager. From time to time the Directors may add or appoint other persons experienced and knowledgeable of the region of the proposed investment to serve on the Manager's Investment Committee and may remove members as required.

The Manager's Investment Committee must review and approve all of the Company's proposed loans. Investment proposals are submitted to all members of the Manager's Investment Committee and loan authorizations require the unanimous approval of the Manager's Investment Committee.

(e) Portfolio Administration

Routine day-to-day administration and management of the Company's mortgage portfolio is provided by the Manager under the Management Agreement described in subparagraph 2.7(a). The Manager also reviews requests for mortgage draws and takes steps to confirm that all requirements have been met prior to the advance of funds. Material exceptions to the funding requirements in the agreement with the borrower are referred to the Manager's Investment Committee for approval. All funds are handled by the Manager under strict trust conditions and are completely segregated from the Manager's own funds.

In addition to ongoing monitoring and reporting procedures, the Manager provides the Company with quarterly reports on each mortgage. Such reports include full updates on the status of the property secured by each mortgage, current management estimates of property values, recommended reserves for potential losses on mortgage loans and any collection efforts required for mortgage loans in default. The Manager periodically reviews and makes recommendations to the Directors of the Company as to the Company's policies and procedures, administration, share offerings and investment criteria and implements decisions of the Company's Directors.

2.3 Development of Business

The Company has been in business since September 2009 and primarily invests in mortgages in British Columbia and Alberta; however, it will consider mortgage investments elsewhere in Canada as its capital permits and lending opportunities present themselves. Emphasis continues to be on urban centres and growth areas in these markets and although there can be no guarantees, the Manager continues to see ongoing new loan opportunities that meet the Company's investment guidelines and long term objectives.

The Manager originates mortgage loans that meet the Company's objectives and performs all loan management, Fund accounting and administrative duties. The Manager has 11 employees. In addition to the Chief Executive Officer and the President, the Manager has three full-time Licensed Mortgage Brokers responsible for loan origination, underwriting and management of each loan, five staff who manage loan administration and the Fund accounting, and one staff member who manages investor relations.

In the five most recently completed financial years of the Company and the subsequent period to the date of this Offering Memorandum, the Company has continued its business in the ordinary course. There have been no major events that have occurred or conditions that have influenced, favourably or unfavourably, the business of the Company, excepting that in March 2013, shareholders of the Company approved an amendment to the Company's capital structure, whereby, among other things, the Class A Preferred Shares were renamed "Class A Shares," the Class D Preferred Shares were renamed "Class D Shares," the Class F1 Preferred Shares were renamed "Class F Shares". A description of each class of such Shares can be found under Item 5 of this Offering Memorandum.

Historical Return

The following table shows the annual rate of return with respect to the Company's shares as at December 31, 2017

and December 31, 2018. The rates shown are net of all management fees and operating expenses of the Company. Please see Item 5.1 "Terms of Securities" for a discussion of the rights and characteristics of these Shares.

Share Class	Year ended December 31, 2018	Year ended December 31, 2017
	Dividends	Dividends
Class A shares*	N/A	N/A
Class D shares	9.18%	9.06%
Class E shares*	N/A	N/A
Class F shares	9.69%	9.54%

* There were no Class A shares issued and outstanding in 2017 or 2018. No Class E Shares have been issued to date.

The rates shown above are historic only. There can be no assurance or guarantee that they are indicative of the Company's future performance. The Company will not borrow funds to meet targeted dividend rates. Please see Item 8 "Risk Factors" for further discussion.

2.4 **Long Term Objectives**

The Company's long term objectives are to:

- (i) maintain and increase a portfolio of well secured and diversified mortgage loans primarily in British Columbia and Alberta;
- (ii) preserve and protect the Company's capital;
- (iii) provide shareholders with a return that is superior to term deposits, GICs and money market funds;
- (iv) maintain profitability on a sustainable basis;
- (v) maintain the Company's status as a "mortgage investment corporation" under the Tax Act; and
- (vi) offer loans to suitable borrowers who seek financing from sources other than institutional lenders.

Since the Company will have an ongoing investment program, there is no target completion date for its business plan. Investments will be made as the Company's available funds permit. The costs to achieve the Company's objectives set out above will vary accordingly.

2.5 Short Term Objectives and How We Intend to Achieve Them

Our business objectives for the next 12 months are:

What we must do and how we will do it	Target completion date or number of months to complete	Our cost to complete
The Company intends to continue with its lending activities, to expand its business with the additional capital to be raised pursuant to this offering and to invest same pursuant to its investment program as described in paragraphs 2.2, 2.3 and 2.4	Since the Company has an ongoing investment program, there is no target completion date for its business plan. Investments will be made as the Company's available funds permit.	N/A

2.6 Alternate Sources of Funds

Bank Line of Credit Agreement

The Company has established a line of credit facility to assist the Company in managing its cash flow. The Credit Agreement currently provides for a \$2,000,000 line of credit facility secured by a general security agreement and assignment of receivables, which allows the Company to borrow at interest rates less than it receives from its mortgage investments. The Fund may ask for an increase or decrease as it deems necessary for operational matters. Any borrowings by the Company are payable on demand and bear interest at a variable rate of 1.5% per annum in excess of the bank's prime rate, which interest is payable monthly. The line of credit requires the Company to maintain certain minimum equity and debt/equity requirements, which requirements, as at the date of this Offering Memorandum, the Company meets. The Company must also report to and provide financial statements to the bank on a regular basis. The line of credit is used as a funding bridge to fund new mortgages pending repayment of existing mortgages and offer the ability for the Company's capital to be more fully invested in mortgages. As our loan portfolio is made up of short term mortgages, through the year it would not be unusual to have a cash position or to have drawn down on the line of credit from time to time during the year as loans fund and repay. As at the date of this Offering Memorandum, there is an indebtedness of \$1,964,318 owing under the credit facility.

2.7 Material Agreements

The following summarizes the material agreements to which the Company is currently a party and any material agreements with a related party:

(a) Management Agreement

The Manager and the Company have entered into an Agreement (the "Management Agreement") dated as of March 31, 2015, under which the Manager provides management services to the Company.

The Manager was incorporated under the British Columbia *Company Act* in 1984. It is a mortgage banking and financial intermediary company with its principal office located in Vancouver, BC and additional offices in Victoria, BC and Calgary, Alberta.

The Manager reports to the Directors of the Company, and is responsible for all aspects of the Company's organization, business operations including the operation of the Manager's Investment Committee, the retaining of necessary professional advice, making regulatory filings, and seeking sources of share capital for the Company.

The Manager approves investment opportunities to the Company which it considers suitable and consistent with the Company's investment criteria. It also administers and manages the Company's investment portfolio and day-to-day activities and operations. The Management Agreement came into force on March 31, 2015 for a term of five years. Pursuant to its terms, the Management Agreement will be automatically

renewed for successive one year periods thereafter, unless notice of intention not to renew is given by either party at least 180 days before the end of the term. Also, either party may at any time terminate the Management Agreement upon 180 days' written notice to the other.

As compensation for services rendered, the Company will pay to the Manager:

- (i) a management fee equal to 1.75% per annum (1/12 of 1.75% per month) of the outstanding balance of the Class D Shares plus applicable taxes thereon (the "Class D Fee"), a fee of 2.25% per annum (1/12 of 2.25% per month) of the outstanding balance of Class A shares plus applicable taxes thereon (the "Class A Fee"), a fee equal to 2.25% per annum (1/12 of 2.25% per month) of the outstanding balance of the Class E Shares plus applicable taxes thereon (the "Class E Fee") and a management fee equal to 1.25% per annum (1/12 of 1.25% per month) of the outstanding balance of the Class F Shares plus applicable taxes thereon (the "Class F Fee"), each such fee paid in monthly installments on the last day of each month. The Company considers such rate to be consistent with management fee rates generally charged in comparable circumstances; and
- (ii) in the event that the annual yield to the Class D Shareholders is greater than the two year Government of Canada Benchmark bond yield plus 7.00% per annum (as more fully described in 5.1(a) below), an amount greater than the two year Government of Canada Benchmark Bond yield plus 6.50% per annum to Class A Shareholders, an amount greater than the two year Government of Canada Benchmark Bond yield plus 6.50% per annum to Class E Shareholders and an amount greater than the two year Government of Canada Benchmark Bond yield plus 7.50% per annum to Class F Shareholders, a profit participation (the "Profit Participation") equal to 25% of the annual net income of the Company, after provision for all expenses of the Company and including reserves against potential losses and provision for Priority Dividends and/or Priority Capital Allocations (as such terms are defined in subparagraph 5.1(a)) to the holders of the Shares and Common Shares. This amount will be paid annually based on the net income of the Company as reported in its audited annual financial statements, within 90 days after the Company's fiscal year-end.

From the management fees payable to the Manager on the Shares, the Manager may pay commissions to registered dealers and sales agents in connection with the sale of Shares as set out in subparagraph 7.1 herein.

On most mortgage investments, the Manager negotiates with the borrower for payment of a commitment fee, and where appropriate, renewal and discharge fees and these fees will be paid to and retained by the Manager. The Company believes that these fees are fair market fees and reflect the degree of complexity in the types of financing to be undertaken by the Company. The performance incentive amount payable by the Company to the Manager will not be adjusted to reflect any such other fees paid to the Manager.

As noted in the Financial Statements which are included in the Offering Memorandum, in fiscal 2018 the Company received management fees of \$580,428 and a performance incentive amount of \$20,325.

The Manager bears all overhead and other internal expenses incurred by it in providing services under the Management Agreement. The Company bears all third party and other expenses incurred in connection with the Company's investments and operations.

The Manager will be reimbursed by the Company for costs and expenses which are incurred in connection with the Company's investments and operations and are the Company's responsibility under the Management Agreement.

For the purposes of this Offering Memorandum, the Manager is considered to be a party related to the Company. The current Directors and Officers of the Manager who are also Directors and Officers of the Company and their principal occupations within the preceding five years are as follows:

Name	Office held with the Company	Office held with the Manager and Principal Occupation
Douglas H. Bentley	Director & CEO	Chairman, CEO and Director of the Manager
Garry Wong	Director, President & CFO	President and Director of the Manager
Arnold E. Miles-Pickup	Director	Director of the Manager
Wendy Herdin	Director & Secretary	Vice President of the Manager
Richard K. Nicholson	Director	Vice President and Director of the Manager
Mark D. Silverwood	Director	Vice President and Director of the Manager
Michael Saba	Director	Vice President and Director of the Manager
Danny K. Wong	Director	Vice President and Director of the Manager

2.8 **Auditors**

Crowe MacKay LLP, 1100-1177 West Hastings Street, Vancouver, B.C., V6E 4T5 are the Company's auditors.

2.9 **Lawyers**

The Company's lawyers in connection with this offering are Richards Buell Sutton LLP, Barristers & Solicitors, #700 - 401 West Georgia Street, Vancouver, B.C., V6B 5A1.

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

3.1 **Compensation and Securities Held** - The following table sets out specified information about each director, officer and promoter of the Company. There are no persons who, directly or indirectly, beneficially owns or controls 10% or more of any class of voting securities of the Company.

Name and municipality of principal residence	Positions and the date of obtaining that position	Compensation paid by the Company in the most recently completed financial year and the compensation anticipated to be paid in the current financial year	Number and percentage of securities of the Company held before completion of the Offering	Number and percentage of securities of the Company held after completion of maximum offering
Douglas Bentley West Vancouver, BC	Director Since August 2009 President & CEO since March 2011, Director and CEO since March 2019	NIL	100 Common voting shares representing 8.33% of the issued Common Shares, 335,232 Class D Shares representing 1.02% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares	100 Common voting shares representing 8.33% of the issued Common Shares, 335,232 Class D Shares representing 1.02% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares

Wendy Herdin Vancouver, BC	Director & CFO since March 2012 and Director & Secretary since March 2018	NIL	100 Common voting shares representing 8.33% of the issued Common Shares 73,144 Class D Shares representing 0.22% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.	100 Common voting shares representing 8.33% of the issued Common Shares 73,144 Class D Shares representing 0.22% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.
Garry Wong Vancouver, BC	Director & Secretary since March 2015 and Director & CFO since March 2018, Director, President and CFO since March 2019	NIL	100 Common voting shares representing 8.33% of the issued Common Shares, 198,341 Class D Shares representing 0.60% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.	100 Common voting shares representing 8.33% of the issued Common Shares, 198,341 Class D Shares representing 0.60% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.
Arnold Miles-Pickup West Vancouver, BC.	Director since August 2009	NIL	100 Common voting shares representing 8.33% of the issued Common Shares, 374,832 Class D Shares representing 1.14% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares.	100 Common voting shares representing 8.33% of the issued Common Shares, 374,832 Class D Shares representing 1.14% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares.
Richard K. Nicholson Victoria BC	Director since March 2012	NIL	100 Common voting shares representing 8.33% of the issued Common Shares, 50,000 Class D Shares representing 0.15% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares.	100 Common voting shares representing 8.33% of the issued Common Shares, 50,000 Class D Shares representing 0.15% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares.
Mark Silverwood Vancouver, BC	Director since March 2012	NIL	100 Common voting shares representing 8.33% of the issued Common Shares, 104,501 Class D Shares representing 0.32% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.	100 Common voting shares representing 8.33% of the issued Common Shares, 104,501 Class D Shares representing 0.32% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.
Michael Saba Vancouver, BC	Director since March 2017	NIL	100 Common voting shares representing 8.33% of the issued Common Shares, 26,087 Class D Shares representing 0.08% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.	100 Common voting shares representing 8.33% of the issued Common Shares, 26,087 Class D Shares representing 0.08% of the issued Class D Shares no Class F Shares, Class E Shares or Class A Shares.
Danny K. Wong Vancouver, BC	Director since March 2018	NIL	100 Common voting shares representing 8.33% of the issued Common Shares, 10,000 Class D Shares representing 0.03% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares.	100 Common voting shares representing 8.33% of the issued Common Shares, 10,000 Class D Shares representing 0.03% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares.

3.2 **Management Experience** - The following table sets out the principal occupations of the directors and executive officers of the Company over the past five years and any relevant experience in a business similar to the Company's:

Name	Principal occupations and related experience
Douglas H. Bentley	Chairman, CEO and Director of the Manager since 2018. From 2011-2018 he was President, CEO & Director of the Manager. From 2009 – 2011 he was Executive Vice President & Chief Operating Officer and Director of the Manager. He has more than 30 years' experience in real estate financing, lending and development and has been with the Manager since 2001.
Garry Wong	President and Director of the Manager since 2018. From 2015-2018, he was COO and Director of the Manager. He has more than 25 years' experience in finance, management and real estate development and joined the Manager in March 2015. He is also a CPA, CA.
Arnold E. Miles-Pickup	Director of the Manager since 2018. From 2011-2018, he was Chairman & Director of the Manager. From 2009 – 2011 he was President, CEO and Director of the Manager. He has held executive and management positions in the financial services industry for over 40 years and has been with the manager since 2001.
Wendy Herdin	Vice President Administration since 2019. Vice President Investor Relations and Administration from 2012-2018. From 2009-2012 she was Manager of Administration. She has been engaged in finance and administration activities for over 35 years and has been with the Company since 2007.
Richard K. Nicholson	Vice-President and Director of the Manager since 2009. He has more than 35 years' experience in real estate financing and lending and has been with the manager since 2000.
Mark D. Silverwood	Vice President and Director of the Manager since 2009. He has more than 25 years' experience in real estate financing and lending and has been with the Manager since 2007.
Michael Saba	Vice President since 2015 and Director of the Manager since 2017. He has more than 10 years' experience in real estate financing and lending and has been with the Manager since 2015.
Danny K. Wong	Vice President and Director of the Manager since 2018. He has more than 10 years' experience in real estate financing and lending and has been with the Manager since 2015. From 2015-2018, he was Manager of Mortgage Underwriting.

3.3 **Penalties, Sanctions and Bankruptcy**

- (a) There has been no penalty, sanction or cease trade order that has been in effect for a period of more than 30 consecutive days during the last 10 years against:
 - (i) a director, executive officer or control person of the Company, or
 - (ii) an issuer of which a person referred to in 3.3(a)(i) above was a director, executive officer or control person at the time.

- (b) There has been no declaration of 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 that has been in effect during the last 10 years with regard to any:
 - (i) director, executive officer or control person of the Company, or
 - (ii) issuer of which a person referred to in 3.3(b)(i) was a director, executive officer or control person at that time.

ITEM 4 CAPITAL STRUCTURE

4.1 **Share Capital** - The following table sets out information with respect to the Company's outstanding securities (including options, warrants and other securities convertible into shares):

Description of security	Number authorized to be issued	Number outstanding as at March 22, 2019 (not more than 30 days prior to the Offering Memorandum date)	Number outstanding after min. offering	Number outstanding after max. offering
Common voting shares with a par value of \$1.00	Unlimited	1,200	1,200	1,200
Class D Shares with a par value of \$1.00	Unlimited	32,819,367	32,819,367	57,819,367 ⁽¹⁾
Class A Shares with a par value of \$1.00	Unlimited	0	0	25,000,000 ⁽²⁾
Class E Shares with a par value of \$1.00	Unlimited	0	0	25,000,000 ⁽³⁾
Class F Shares with a par value of \$1.00	Unlimited	1,440,306	1,440,306	26,440,306 ⁽⁴⁾
Total Class D, A, E and F Shares		34,259,672	34,259,672	59,259,672 ⁽⁵⁾

Notes:

- (1) Assumes the Company issues only Class D Shares and no Class F, Class E or Class A Shares under this Offering.
- (2) Assumes the Company issues only Class A Shares and no Class D, Class E or Class F Shares under this Offering.
- (3) Assumes the Company issues only Class E Shares and no Class A, Class D or Class F Shares under this Offering.
- (4) Assumes the Company issues only Class F Shares and no Class A, Class D or Class E Shares under this Offering.
- (5) The Company will issue only up to 25,000,000 Shares under this Offering. The respective number of Class D Shares, Class A Shares, Class E Shares and Class F Shares actually issued under this Offering will be decided by the Company, such that the total number of Class D Shares plus the total number of Class A Shares plus the total number of Class E Shares plus the total number of Class F Shares issued under this Offering will be no greater than 25,000,000.

4.2 Long Term Debt

The following table summarizes information about outstanding long term debt of the Company:

Description of long term debt	Interest rate	Repayment terms	Amount outstanding on the date of this Offering Memorandum
Nil	N/A	N/A	Nil

4.3 Prior Sales

During the last 12 months preceding the date of this Offering Memorandum, the Company has not sold any Class A Shares or Class E Shares. The following tables describe the Class D and Class F Shares sold in that period.

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
Mar 21, 2018 – Mar 31, 2018	Class D Shares	59,172.00	\$1.00	59,172.00
Apr 1, 2018– Apr 30, 2018	Class D Shares	151,813.28	\$1.00	151,813.28
May 1, 2018 – May 31, 2018	Class D Shares	218,148.38	\$1.00	218,148.38
Jun 1, 2018 – Jun 30, 2018	Class D Shares	2,987,145.20	\$1.00	2,987,145.20
Jul 1, 2018 – Jul 31, 2018	Class D Shares	425,000.00	\$1.00	425,000.00
Aug 1, 2018 – Aug 31, 2018	Class D Shares	58,000.00	\$1.00	58,000.00
Sep 1, 2018 – Sep 30, 2018	Class D Shares	30,000.00	\$1.00	30,000.00
Oct 1, 2018 – Oct 31, 2018	Class D Shares	340,011.61	\$1.00	340,011.61
Nov 1, 2018 – Nov 30, 2018	Class D Shares	10,000.00	\$1.00	10,000.00
Dec 1, 2018 – Dec 31, 2018	Class D Shares	0.00	\$1.00	0.00
Jan 1, 2019 – Jan 31, 2019	Class D Shares	12,000.00	\$1.00	12,000.00
Feb 1, 2019 – Feb 28, 2019	Class D Shares	28,041.02	\$1.00	28,041.02
Mar 1, 2019– Mar 22, 2019	Class D Shares	81,780.00	\$1.00	81,780.00
		\$4,401,111.49		\$3,878,387.08

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
Mar 21, 2018 – Jun 30, 2018	Class F Shares	0	\$1.00	0.00
Jul 1, 2018 – Jul 31, 2018	Class F Shares	20,000	\$1.00	20,000.00
Aug 1, 2018 – Aug 31, 2018	Class F Shares	20,000	\$1.00	20,000.00
Sep 1, 2018 – Sep 30, 2018	Class F Shares	60,000	\$1.00	60,000.00
Oct 1, 2018 – Jan 31, 2019	Class F Shares	0	\$1.00	0.00
Feb 1, 2019 – Feb 28, 2019	Class F Shares	40,000	\$1.00	40,000.00
Mar 1, 2019– Mar 22, 2019	Class F Shares	100,000	\$1.00	100,000.00
		240,000		\$240,000.00

4.4 **Prior Redemptions**

The following tables provides information regarding the Class D and Class F Shares redeemed in the specified period. Please see Item 5.1 "Terms of Securities" for a discussion of the rights and characteristics of these Shares. There have been no Class A shares outstanding and no Class E Shares sold to date and therefore no Class A or E Shares have been redeemed.

	Period ended March 22, 2019		Year ended December 31, 2018		Year ended December 31, 2017	
	Number of Shares	Value (\$)	Number of Shares	Value (\$)	Number of Shares	Value (\$)
Unpaid Redemption request, beginning of period	Nil	Nil	Nil	Nil	Nil	Nil
Redemption requests	742,255.02	742,255.02	748,796.25	748,796.25	1,261,666.86	1,261,666.86
Redemptions paid out	742,255.02	742,255.02	748,796.25	748,796.25	1,261,666.86	1,261,666.86
Unpaid redemption requests at end of period	Nil	Nil	Nil	Nil	Nil	Nil

ITEM 5 SECURITIES OFFERED

5.1 *Terms of Securities*

The securities offered are the Shares of the Company which are with a par value of \$1.00 and have the following material terms:

Note: Class D Shares are available to investors on a direct purchase basis. Class A shares, Class E Shares and Class F Shares are available only through investment dealers and financial intermediaries who have entered into a distribution agreement with the Fund Manager.

(a) Dividends

At the end of each fiscal year and after preparation of the Company's financial statements, it is intended that, subject to the Business Corporations Act, (British Columbia) all of the Company's profits available for dividends will be fully distributed by way of dividends to the holders of the Shares and the Common Shares as described below:

- (i) The holders of Shares and Common Shares will be entitled to non-cumulative dividends ("Priority Dividends") from the Company's net profits available for dividends. Such dividends will be calculated so as to yield to:
 - (A) the Class D and Common Shareholders, a return equal to the two year Government of Canada Bond Yield (described later) plus 7.00% per annum;
 - (B) to the Class A Shareholders, a return equal to the two year Government of Canada Bond Yield (described later) plus 6.50% per annum;
 - (C) to the Class E Shareholders, a return equal to the two year Government of Canada Bond Yield (described later) plus 6.50% per annum;
 - (D) to the Class F Shareholders, a return equal to the two year Government of Canada Bond Yield (described later) plus 7.50% per annum.

before any Profit Participation amount as described below is paid to the Manager.

The "two year Government of Canada Benchmark Bond yield" means the effective yield to maturity of a series of non-callable Government of Canada Bonds payable in Canadian dollars and having a maturity date of approximately two years, expressed as a percentage per annum calculated half-yearly not in advance. The yield will be determined by calculating the average yield on the bonds on the first business day immediately after the end of each month in the fiscal year of the Company as quoted by the Bank of Canada as the "Benchmark Bond Yield: two year term" on the Bank of Canada's web site, or if unavailable, as provided by an investment dealer selected by the Company's Directors.

If all or part of the Company's profits for the year are not available for Priority Dividends due to a deficit in the Company's retained earnings account, such an amount (a "Priority Capital Allocation") will be retained in the Company for the benefit of the shareholders to the extent necessary to eliminate the Company's deficit position, and any balance of profits will be paid out as Priority Dividends.

(ii) The balance of the Company's profits, if any, after payment of the above Priority Dividend will be distributed as follows:

(A) 75% of such balance available for dividends will be paid by way of a dividend to the holders of the Shares and Common Shares rateably according to the ratio of the number of shares held and to be prorated in the case of shares not issued for a full fiscal year; and

(B) 25% of such balance will be paid to the Manager as Profit Participation under the Management Agreement. See "Material Contracts" in subparagraph 2.7(a) above.

No dividends will be paid to any class of shareholder in priority to any other class of shareholder and no new class of shares will be issued with a priority to any other class of shares without the consent of the existing classes of shareholders.

The Directors may, in their sole discretion, pay interim dividends before the Company's fiscal year-end.

When subscribing, a holder of the Shares may elect in writing to receive their interim dividends in cash or to reinvest their interim dividends in additional shares.

Capital gains realized by the Company will be distributed at the discretion of the Directors. However, no distribution of income or assets will be made that would impair the ability of the Company to repay borrowings or to meet other commitments and requirements.

In the case of a shareholder holding Shares for less than a full fiscal year, dividends will be prorated according to the portion of that year that such person is a shareholder.

(b) Priority on Liquidation, Dissolution

In the event of the liquidation, dissolution or winding up of the Company or other distribution of its assets among shareholders, distribution of the assets of the Company shall be made:

(i) first, to the holders of the Shares and Common Shares pro rata in accordance with the number of shares held, the lesser of: (A) \$1.00 per share plus dividends declared but not yet paid, plus pro rata share of any income earned but not declared as dividends and (B) the book value of the Shares as determined in the Company's audited or unaudited financial statements at the time of the winding up or distribution.

(c) Retraction by a Shareholder

A holder of Shares or Common Shares may at any time require the Company to redeem any or all such holder's Shares by giving at least 60 days written notice of retraction prior to the end of any fiscal quarter of the Company, currently March 31, June 30, September 30 and December 31, with the effective date of redemption being the first business day subsequent to the end of the fiscal quarter in which the Company receives such notice, currently April 1, July 1, October 1 and January 2. If such notice is not received by the Company at least 60 days before the end of the current fiscal quarter, the effective date of redemption shall be the first business day subsequent to the end of the fiscal quarter immediately following that fiscal quarter in which such notice is received.

The redemption price shall be: (i) where the effective date is January 2, the book value of the Shares as determined in the Company's audited financial statements as at such fiscal year end (currently December 31), or (ii) where the effective date is other than January 2, the book value of the Shares as determined in the Company's unaudited financial statements as at the end of the corresponding third, sixth or ninth month of the Company's fiscal year.

Where the Shares and Common Shares are being redeemed within 1 year of their issuance, the redemption price will be reduced by an amount equal to 5.00% of the original issuance price of such Shares. Where the Shares and Common Shares are being redeemed after 1 year of their issuance but within 2 years of their issuance, the redemption price will be reduced by an amount equal to 3.50% of original issuance price of such shares. Where the Shares and Common Shares are being redeemed after 2 years of their issuance but within 3 years of their issuance, the redemption price will be reduced by an amount equal to 2.50% of original issuance price of such shares. The Shares and Common Shares being redeemed beyond 3 years of their issuance will receive the full redemption price. Notwithstanding the foregoing, the Company has waived such reductions of the redemption price for shares for Class A, D and F shares purchased on or before March 31, 2020. The redemption fee is not waived for Class E shares as they are subject to a deferred sales commission (DSC); see Item 7 for further discussion.

The Company will only redeem the Shares or Common Shares, as applicable, from available cash which is defined as cash on hand less accounts payable, outstanding mortgage loan commitments and any other current liabilities of the Company.

Where cash is not available for full redemption of the Shares tendered, subject to 5.12(d) and (e) the Company will redeem as many shares as can be redeemed with the available cash, on a pro rata basis and continue to redeem shares on a pro rata basis as cash becomes available until all of the Shares and Common Shares tendered in such retraction period have been redeemed.

The Company will redeem those Shares and Common Shares that have been tendered for redemption on a pro rata basis irrespective of the order in which the Company receives the respective retraction notice in the notice period.

In the event that the effective redemption date (described above) is April 1, July 1 or October 1, the redemption price will be payable on the first business day of May, August and November respectively. In the event that the effective redemption date is January 2, the redemption price will be payable on March 1.

The Shares and Common Shares tendered for redemption in subsequent retraction periods will only be redeemed once all of the Shares and Common Shares previously tendered have been redeemed.

The Company may deduct or withhold from all redemption payments payable to any Shareholder any and all amounts required by applicable law to be so withheld.

The Shareholder may, in its sole discretion, provide written notice of its election to revoke its applicable Retraction Notice, and the Shares of such Shareholder shall not be redeemed until such time as such shareholder delivers a new Retraction Notice.

(d) No Redemption in Certain Circumstances

The Company will pay such redemption price of such Shares tendered for redemption, unless:

- i) as a result of such redemption, one holder of the Shares or a related group of holders of any class of the Shares would hold more than 25% of the outstanding Shares of that company;
- ii) as a result of such redemption, the number of Shareholders within any class of shares of the Company would be less than 20 after such redemption; and

- iii) as a result of such redemption, the Company would cease to qualify as a "mortgage investment corporation" as defined in the Tax Act.

In the event of circumstances referred to above, if the Company has elected to make partial redemptions, the Company will make all such partial redemptions on a pro rata basis, and any Shares tendered for redemption but not redeemed shall be returned to the applicable Shareholder and shall not be redeemed until such time as (a) such Shareholder delivers a new Redemption Notice and (b) such above-described conditions no longer exist.

(e) Suspension of Retraction Right

The Company may suspend or continue suspension of the right of the Shareholder to require the Company to redeem the Shares for any period during which the Board of Directors, in its sole discretion, determines that conditions are such that, if the disposal of some or all of the assets of the Company is required to facilitate such redemptions, such disposition is not reasonably practicable or that it is not reasonably practicable to determine fairly the value of the Company's assets or that any such redemption would be unduly prejudicial to the Company. The Company will not accept subscriptions for the purchase of the Shares during any period in which redemption of its Shares has been suspended.

(f) Voting Rights

The registered holders of the Shares shall not be entitled to have any voting rights for the election of Directors nor for any other purpose and will not be entitled to notice of nor to attend or vote at meetings of the holders of Common Shares, but shall be entitled to vote at meetings of the registered holders of the Shares.

Meetings of the registered holders of the Shares may be called at any time and for any purpose by the Directors.

Registered holders of the Shares holding in aggregate not less than 25% of all of the Shares may requisition the Directors to call a meeting of registered holders of the Shares for the purposes stated in the requisition.

5.2 ***Subscription Procedure***

The Company may terminate this offering at any time without notice and in such case the Company will not be required to accept later subscriptions. Closings may occur from time to time as determined by the Company.

This offering is available to residents of British Columbia only.

Investors wishing to purchase the Shares must complete and sign a subscription agreement and risk acknowledgement forms in the form provided by the Company and submit same to the Company at its Head Office address shown at the beginning of page one together with a cheque or bank draft for the full subscription price, made payable to the Company. The subscription price will be held in trust until midnight on the second business day after the day on which we have received your signed subscription agreement.

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

The Company reserves the right to consider subscriptions from investors resident in other provinces, though such investors must qualify a prospectus exemption available in the jurisdiction of their residence.

Upon acceptance, the subscription price for the Shares will be deposited in a designated bank account. Upon the Shares having been issued, the subscription price will be made available to the Company for use in its business, as set out in this Offering Memorandum.

Notwithstanding the above, subscription agreements from Trustees for RRSPs, RRIFs or Deferred Profit Savings Plans under the Tax Act will be accepted by the Company without the accompanying payment, to accommodate their administrative procedures.

The Company is selling the Shares pursuant to a temporary exemption from the registration requirement under applicable securities laws. In the event that such exemption is no longer available to the Company, subscriptions will be accepted only through a registered dealer or adviser.

5.3 *Costs of Offering*

Costs incurred by the Company in connection with this offering will be borne by the Company. These costs will include legal and accounting fees, share issuance costs, regulatory filing fees, printing, postage and delivery costs and all other out-of-pocket costs, expenses and disbursements. The total of all such costs is not expected to exceed \$25,000 if the Maximum Offering is achieved.

ITEM 6 CANADIAN INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY

6.1 *Investors' Independent Tax Advice*

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

6.2 *Mortgage Investment Corporation Status; Income Tax Consequences*

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

As a MIC, if the Company pays out all of its net income annually in the form of dividends during the year or within 90 days after the end of the year it may deduct the dividend amount paid as if it was an expense. **The dividends received by Shareholders are not subject to the normal gross-up and dividend tax credit rules. Rather, they will be taxable in the hands of shareholders who are subject to tax as if they had received an interest payment.**

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

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

Purchasers should consult their own tax advisors with respect to whether the Shares would be prohibited investments in their particular circumstances, and with respect to any tax consequences of acquiring Shares pursuant to this offering and receiving dividends that may be paid on those Shares. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder or prospective holder of Shares, and no representations with respect to the income tax consequences to any holder or prospective holder are made.

ITEM 7 COMPENSATION PAID TO SELLERS AND FINDERS

7.1 The Manager may pay annual trailer fees to registered dealers and sales agents, from the management fee payable to the Manager, in connection with the sale of Class A Shares. Such trailer fees shall be equal to a percentage estimated not to exceed 1% per annum of the aggregate outstanding amount of (i) the subscription price; plus (ii) any re-invested distributions of Class A Shares sold by such registered dealers or sales agents. The Manager does not pay these fees in connection with the sale of Class D or Class F Shares. The Manager may pay a fee of 1-5% of the subscription price at the time of purchase to the registered dealer or sales agent in connection with the sale of Class E shares. These Class E shares are subject to a deferred sales commission (DSC) as set out in subparagraph 5.1(c) above. Investors acquiring the Shares through registered dealers or sales agents will be responsible for the payment of any additional commissions that may be negotiated between them and such dealers or agents.

The Company intends to sell the Shares under a temporary exemption from the registration requirement under applicable securities laws. In the event that the Company can no longer rely on such exemption, subscriptions will be accepted only through registered dealers or advisers, who may charge additional fees to either or both the Company and the Subscriber, on a case-by-case basis.

ITEM 8 RISK FACTORS

8.1 *Speculative Investment*

The Shares offered by this Offering Memorandum are speculative securities. Investment in the Shares should be considered only by Investors who are able to make a long term investment and are aware of the risk factors involved in such an investment.

Shareholders are relying on the good faith and judgement of the Manager and Directors in administering and managing the Company. Class A, D, E and F Shareholders do not have the right to vote on most Company matters including election of Directors and the Manager makes all investments and portfolio management decisions for the Company. Prospective investors should consult with their own independent advisors to consider the market, tax, legal and other risks and factors related to the investment in Shares of the Company.

8.2 *Risks Associated With Mortgage Loans*

Real estate investment contains elements of risk and is subject to uncertainties such as costs of operation and financing and fluctuating demand for developed real estate. In addition to factors and risks set out elsewhere in this Offering Memorandum, the following is a summary of risks inherent in investment in Shares of the Company:

(a) Investment Risk

- (i) **Credit Risk:** As with most mortgage investment corporations, we provide financings to borrowers who may typically not meet financing criteria for conventional mortgages from institutional sources and, as a result, these investments generally have a higher risk and earn a higher rate of return than what institutional lenders may receive. Credit risk is inherent in the industry, however the Company carefully monitors the loan portfolio to ensure credit risk and concentrations of risk are

minimized. The risk is managed by the Company's overall risk management framework, including monitoring credit exposures, obtaining appropriated security, conducting third party appraisals of the security obtained, and assessing the credit worthiness of counterparties, prior to committing to the investment. The Company's Credit Committee must unanimously approve each loan prior to funding.

- (ii) Market Risk: Investment in mortgages secured on real estate are subject to market valuation risks that may be caused by changing economic conditions and local market conditions. The Company obtains independent appraisals from professional appraisers to substantiate value at the time of funding each loan. While every effort is made by such appraisers to be accurate in their estimates of value, the values may not fully represent current market value. There may also be conditions to the valuation such as completion of development of the property that must still occur. There is also a risk that economic conditions or local market conditions will change and impact the value of mortgage loans held by the Company. The Company tries to partially offset these risks by limiting mortgage loan exposure on funding to 85% of the current or completed value of the mortgaged property depending on the purpose of the mortgage loan.
- (iii) Default: In case of default on a mortgage, it may be necessary for the Company, 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.
- (iv) Impaired Loans: The Company may from time to time have one or more impaired loans in its portfolio, particulars of which can be obtained by contacting the Company. The Company defines loans as being impaired where full recovery is considered at risk. The Company reviews mortgages for impairment and will maintain an allowance as appropriate to reduce the carrying value of any mortgages identified as impaired to their estimated realizable amounts. The estimated realizable amounts are the principal amount of the mortgages less expected credit losses. The expected credit losses, if any, are determined based on historical loan collection experience, payments history of individual mortgages, mortgages past their maturity dates and the value of the security underlying the mortgages. Specific allowance are established for individual mortgages identified as impaired and elected to measure loss allowances at an amount equal to lifetime expected credit losses.
- (v) Priority: Financial charges funded by first mortgage lenders will rank in priority to any second mortgages registered in favour of the Company and such first mortgage lenders will receive all proceeds from sale or refinancing in priority to the Company.
- (vi) Development Risk: Mortgage investments by the Company may include financing for construction of new projects and/or improvements to existing properties which include risks related to timely completion or budget. Typically these financings also include risk related to sale and/or lease-up on completion. The Company tries to limit these risks by obtaining third party appraisals for the completed value however these appraisals assume future values which may or may not be accurate when the project is completed. The Company also engages qualified quantity surveyors to review budgets and monitor construction however there are risks of cost overruns and construction delays. While the Company tries to lend to qualified borrowers who have sufficient expertise to manage and complete projects being financed there is no guarantee that they will be able to do so.
- (vii) Portfolio Diversification: The typical mortgage to be held by the Company is short term in nature (6-24 months) and as such the portfolio of mortgages held will continuously change. Also the Company limits its markets to the major centres in B.C. and Alberta. The focus of new mortgage investment is targeted on short term opportunities and as such, the Company's mortgages may be highly concentrated in limited areas within its target markets depending on economic trends and opportunities presented to the Company.
- (viii) Environmental: The Company obtains independent environmental reports on any property to be financed. While every effort is made to ensure they are accurate, environmental policies are subject to interpretation and change. Also some properties may require remediation. The Company as a

mortgagee may be required to complete this remediation before the property can be sold. The Company's policy is to not finance any real property that requires significant remediation and where the remediation required is limited in nature, the Company typically requires that a portion of the financing sufficient to effect remediation be set aside to do so.

(b) Issuer Risk

- (i) Liquidity Risk: All of the Company's financial liabilities, with the exception of shares which are classified as long-term, are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position. We have a line of credit to hedge the liquidity risk, as set out in subparagraph 2.6 above.
- (ii) Mortgage Insurance: The Company's mortgage loans will not be insured by CMHC or any other mortgage insurer in whole or in part.
- (iii) Redemption Risk: The mortgages held by the Company are contractual obligations and may not be scheduled for repayment at the same time as a redemption request. Further the ability of the Company to redeem shares in accordance with the proof herein is subject to the availability of capital. The ability of the Company to sell the mortgages or realize on the underlying security can take a lengthy period of time. As such, the Shares have limited liquidity and are appropriate investments when considered as investment vehicles to be held for the longer term.

In addition, although Shareholders may tender their Shares for redemption pursuant to the terms and conditions hereto, certain restrictions apply to such redemption. As such, the Company cannot guarantee that redemptions will be made on a timely basis. Further, as the redemption price to be paid in respect of any Shares and Common Shares tendered for redemption will be determined at the Board of Director's discretion, such redemption price cannot be known with certainty prior to the Board of Directors exercising its discretion.

- (iv) Risks of Leverage: The Company has negotiated a bank line of credit as described in subparagraph 2.6 and it is intended to be used for managing the cash flow of the Company however leverage increases exposure to potential losses.
- (v) Income Tax Designation: Under the Management Agreement, the Manager is responsible for ensuring that the Company's operations are conducted in a manner that will not jeopardize its designation as a mortgage investment corporation under the Tax Act. **As a mortgage investment corporation, the normal gross-up and dividend tax credit rules will not apply to dividends paid on the Shares. Rather, the dividends will be taxable in the hands of shareholders who are subject to tax as if they had received an interest payment.** If for any reason the Company fails to maintain its designation, the dividends paid by the Company on the Shares would cease to be deductible from the income of the Company. In addition, the Shares would cease to be qualified investments for trusts governed by RRSPs, deferred profit sharing plans and RRIFs with the effect that a penalty tax of 1% per month of the value of the Shares would be payable.
- (vi) Conflict of Interest: The Company and its shareholders are dependent in large part upon the experience and good faith of the Manager. The Manager is entitled to act in a similar capacity for other companies with investment criteria similar to those of the Company. As such, there is a risk the Manager will not be able to originate sufficient suitable investment opportunities to keep the Company's funds fully invested. Also, the majority of the directors of the Company and the Manager are employed by or act in other capacities for other companies and investors involved in mortgage and lending activities.

Accordingly, there may be instances in which an investment opportunity may be suitable for the Company as well as other mortgage lenders or investors with whom they have business relations. In such case, the Manager has the right to take such action as it sees fit.

Except as noted in 2.2(c) above, the Directors of the Company may by unanimous resolution vary the Company's investment criteria. The Directors are also entitled to terminate the Management Agreement. It may be difficult for some of the Directors to exercise independent judgement about these and other matters.

- (vii) Lack of Separate Counsel: Counsel for the Company in connection with this offering is also counsel to the Manager. The Company and the Manager have not been represented by their own legal counsel and have not each had the benefit of independent legal advice.
- (viii) Distributions Are Not Guaranteed: Although the Company anticipates that it will be able to distribute income earned by it on a quarterly basis, the actual frequency and amounts of distributions, if any, paid in respect of the Shares will depend on numerous factors, all of which are susceptible to a number of risks and other factors beyond the control of the Company. Accordingly, there can be no assurance regarding the actual levels or frequency of distributions by the Company.
- (ix) Registration under Securities Laws: The Company will offer the Shares in reliance on a temporary exemption from the registration requirement under applicable securities laws. When the exemption is no longer available, the Company will be required to sell the Shares through a registered dealer or adviser, which may charge fees or commissions that the Company cannot anticipate at this time. In such event, the cost of this offering will be higher than anticipated.

(c) Industry Risk

- (i) Competition: The earnings of the Company depend on the ability of the Manager to recommend suitable opportunities for the investment of the Company's funds and on the yields available from time to time on mortgages as well as the cost of borrowings. A variety of competing lenders and investors are active in the areas of investment in which the Company will operate. The yields on real estate investments, including mortgages, depend on many factors including economic conditions, the level of risk assumed, conditions in the real estate industry, opportunities for other types of investments, and tax laws. The Company cannot predict the effect which such factors will have on its operations.
- (ii) Marketability: There is no market for resale of the Shares and consequently it may be difficult or even impossible for Investors to sell them. In addition, the Shares may not be readily acceptable as collateral for loans.

There are restrictions on resale of the Shares by Investors. Such restrictions on resale may never expire and Investors should consult with their professional advisors in respect of resale of the Shares. See Item 10 in this regard.

The Company does not presently intend to qualify its securities for sale to the public by way of prospectus.

- (iii) Impact of Changes in Government Regulations: If government legislation or regulation increases or changes this may impact the status, costs of doing business or otherwise impact the Company. If there are such changes that affect the Company in a material way, the Company will take such steps as available to it in order to mitigate the effects of such changes.

ITEM 9 REPORTING OBLIGATIONS

9.1 Documents provided to Shareholders annually or on an ongoing basis

The Company is not a reporting issuer in any Canadian province or territory. The Company provides a quarterly report to shareholders within 60 days after the end of the first, second and third fiscal quarter. The quarterly report will include an analysis of operations and results for the period in question together with unaudited financial statements prepared by management consisting of a Statement of Financial Position and a Statement of Comprehensive Income. Audited financial statements will also be provided to the shareholders with the fiscal year-end reports within 140 days after the fiscal year-end.

9.2 Sources of Information about the Company

Information about the Company's incorporation, amendments to its constating documents, directors, officers, annual corporate filings and other corporate information can be obtained from the British Columbia Registrar of Companies, 2nd Floor – 940 Blanshard Street, (PO Box 9431 Stn. Prov. Govt.) Victoria, B.C., V8W 9V3 (telephone number 250.356.8658, fax 250.356.9422).

ITEM 10 RESALE RESTRICTIONS

10.1 General Statement re Resale Restrictions

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

10.2 Restricted Period for Resales

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

After such period, the Shares may be transferable, subject to restrictions on transfer required in order to comply with certain provisions of the Tax Act. Section 130.1(6)(d) of the Tax Act stipulates that a mortgage investment corporation may not have fewer than 20 shareholders and no one shareholder may hold more than 25% of the total issued and outstanding shares of any class of the Company's capital. Accordingly, the Articles of the Company provide that the Directors of the Company may prohibit the transfer of shares in any case where as a result of the transfer the Company would no longer meet the requirements of a mortgage investment corporation under the Tax Act.

A fee shall be payable to the Company by a shareholder requesting a transfer or change in registered holder of the Shares, the amount of which is currently \$75 plus applicable taxes. The Company shall have the right to deduct any such unpaid fees from dividends payable to the shareholders who are party to such transfer or change.

ITEM 11 PURCHASERS' RIGHTS

Securities legislation in British Columbia requires you as a purchaser of securities to be provided with a remedy for rescission or damages, or both, in addition to any other right that you may have at law, where this Offering Memorandum and any amendment to it contains a misrepresentation. These remedies must be exercised by you within the time limits prescribed by the applicable securities legislation. You should refer to the applicable provisions of the securities legislation for the complete text of these 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.

(a) ***Two Day Cancellation Right***

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

(b) ***Statutory Rights of Action in the Event of a Misrepresentation***

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

- (i) the Company to cancel your agreement to buy these securities; or
- (ii) for damages against the Company and against the directors of the Company as at the date of this Offering Memorandum and every person or company who signed this Offering Memorandum.

This statutory right to sue is available to you whether or not you relied on the misrepresentation. However, there are various defenses available to the persons or companies that you have a right to sue. In particular, they have a defense if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in (i) or (ii) above, you must do so within strict time limitations. You must commence your action to cancel the agreement no later than 180 days after the day of the transaction that gave rise to the cause of action. You must commence your action for damages no later than the earlier of: (A) 180 days after the day you first had knowledge of the facts giving rise to the cause of action; or (B) 3 years after the day of the transaction that gave rise to the cause of action.

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

ITEM 12 FINANCIAL STATEMENTS

Attached to this Offering Memorandum are the audited statements of Income and Comprehensive Income, Changes in Shareholders' Equity, Cash Flows for the most recently completed financial year that ended before the date of this Offering Memorandum and an audited Statement of Financial Position dated as at the last day of such financial year are attached to this Offering Memorandum.

Bancorp Growth Mortgage Fund II Ltd.

Financial Statements

December 31, 2018 and 2017

Bancorp Growth Mortgage Fund II Ltd.
Financial Statements

December 31, 2018

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Independent Auditors' Report

To the Shareholders of Bancorp Growth Mortgage Fund II Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Bancorp Growth Mortgage Fund II Ltd. ("the Company"), which comprise the statements of financial position as at December 31, 2018 and December 31, 2017 and the statements of income, comprehensive income and 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 December 31, 2018 and December 31, 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in 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 International Financial Reporting Standards, 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 audit.

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
March 19, 2019**

Bancorp Growth Mortgage Fund II Ltd.

Statements of Income, Comprehensive Income, and Shareholders' Equity

For the years ended December 31,	2018	2017
Revenue	\$ 3,838,630	\$ 2,950,352
Expenses		
Accounting and legal	28,748	28,723
Provision for mortgage losses	250,685	-
Interest and bank charges (note 14)	12,579	2,299
Management fees (note 7)	580,428	469,603
Non-voting common share issue costs	9,268	5,088
Office and miscellaneous	16,456	15,947
Performance incentive (note 7)	20,325	80,257
	918,489	601,917
Income before other item	2,920,141	2,348,435
Other item		
Dividends declared on Non-voting common shares (note 12)	2,920,141	2,348,435
Net income and comprehensive income	-	-
Shareholders' equity, beginning of year	-	-
Total Shareholders' Equity	\$ -	\$ -

Bancorp Growth Mortgage Fund II Ltd.

Statements of Financial Position

December 31,	2018	2017
Assets		
Current		
Cash	\$ 2,854,418	\$ -
Interest receivable	356,694	491,450
Prepaid expenses	7,768	6,643
Mortgages receivable (note 5)	21,585,187	20,749,030
	25,054,752	21,247,123
Mortgages receivable (note 5)	10,753,367	7,767,889
	\$ 35,557,434	\$ 29,015,012
Liabilities		
Current		
Bank indebtedness (note 14)	\$ -	\$ 142,292
Accounts payable and accrued liabilities	31,242	31,380
Dividends payable (note 6)	1,234,737	1,008,620
Due to fund manager (note 7)	74,229	123,964
	1,340,208	1,306,256
Non-voting common shares (notes 10 and 11)	34,216,026	27,707,556
Common shares (notes 9 and 11)	1,200	1,200
	35,557,434	29,015,012
Shareholders' equity	-	-
	\$ 35,557,434	\$ 29,015,012

Commitments (note 15)

The financial statements were approved on March 19, 2019

Approved on behalf of the board:

"Douglas H. Bentley" Director

"Garry Wong" Director

Bancorp Growth Mortgage Fund II Ltd.

Statements of Cash Flows

For the years ended December 31,	2018	2017
Cash provided by (used for)		
Operating activities		
Net income	\$ -	\$ -
Items not affecting cash		
Non-cash dividends issued in the year	1,430,355	1,109,457
Change in non-cash dividends payable	117,169	152,946
Provision for mortgage losses	250,685	-
	1,798,209	1,262,403
Change in non-cash working capital items		
Interest receivable	134,756	(281,903)
Prepaid expenses	(1,125)	4,464
Accounts payable and accrued liabilities	(138)	486
Cash dividends payable	108,948	65,156
Due to fund manager	(49,735)	4,286
	1,990,915	1,054,892
Financing activities		
Bank indebtedness	(142,292)	142,292
Redemption of Non-voting common shares	(748,796)	(1,261,667)
Issuance of Non-voting common shares	5,826,911	3,252,314
	4,935,823	2,132,939
Investing activities		
Mortgages advances	(28,318,944)	(21,599,573)
Mortgage repayments	24,246,624	15,013,770
	(4,072,320)	(6,585,803)
Increase (decrease) in cash	2,854,418	(3,397,972)
Cash, beginning of year	-	3,397,972
Cash, end of year	\$ 2,854,418	\$ -
Supplemental cash flow information		
The company had the following cash transactions:		
Dividends paid	\$ 1,263,669	\$ 1,019,708

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

1. Nature of operations

Bancorp Growth Mortgage Fund II Ltd. was incorporated on July 16, 2009 under the Canada Business Corporations Act. Business operations commenced effective September 21, 2009. The Company operates as a mortgage investment company as defined in the Canadian Income Tax Act.

The address of the Company's corporate office and principal place of business is #1420 – 1090 West Georgia Street, Vancouver, BC, V6E 3V7.

2. Basis of preparation

(a) Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") using accounting policies consistent with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), effective for the Company's reporting for the years ended December 31, 2018.

(b) Basis of Measurement

The financial statements have been prepared on a historical cost basis.

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

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

3. Significant accounting policies

These financial statements are prepared in accordance with International Financial Reporting Standards. The significant policies are detailed as follows:

(a) Revenue recognition

The Company's main source of revenue is interest from its mortgages. Revenue is accrued as it is earned and when collection is reasonably assured.

(b) Non-voting common shares

Non-voting common shares have been classified as a liability because they are retractable at the option of the holder. Share issue costs are expensed in the year incurred. Dividends paid on Non-voting common shares are recorded in the statement of income as an expense.

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

3. Significant accounting policies (continued)

(c) Common shares

Common shares have been classified as a liability because they are retractable at the option of the holder. Share issue costs are expensed in the year incurred. Dividends paid on Common shares are recorded in the statement of income as an expense.

(d) Income taxes

Taxable dividends paid by the Company during the year or within ninety days following the year-end are deductible for income tax purposes.

Income taxes are accounted for using the deferred income tax method. Under this method income taxes are recognized for the estimated income taxes payable for the current year and deferred income taxes are recognized for temporary differences between tax and accounting bases of assets and liabilities and for the benefit of losses available to be carried forward for tax purposes that are probable to be realized.

Deferred income tax assets and liabilities are measured using tax rates expected to be recovered or settled.

(e) Use of estimates

The preparation of the financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include the valuation of the mortgages receivable. Actual results could differ from those estimates.

(f) Earnings per share

Quarterly dividends are paid based on the outstanding number of shares of each class at the end of the quarter. Earnings per share is calculated based on the weighted average number of Common and Non-voting common shares outstanding during the year.

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

3. Significant accounting policies (continued)

(g) Financial instruments

Non-derivative financial assets

Effective January 1, 2018, under IFRS 9: *Financial Instruments* ("IFRS 9"), financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") based on the business model in which they are held and the characteristics of their contractual cash flows.

A financial asset is classified at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss; and
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the statement of loss and comprehensive loss for the period. Financial assets classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method.

Financial assets, other than those classified as FVTPL, are assessed for impairment at the end of each reporting period using the expected credit loss ("ECL") model. The ECL for financial assets measured at amortized cost and for debt instruments at FVOCI, which is based on changes in credit quality since initial recognition. The measurement options for the ECLs are lifetime ECLs or the 12 months ECLs.

(i) Mortgages receivable

Mortgages receivable are carried at the unpaid principal amount plus capitalized charges less allowances for mortgage losses. The Company writes down mortgages to their estimated recoverable value based on a current evaluation of the security held when full recovery is considered in doubt.

Mortgages receivable are classified and recorded at amortized cost. Interest income on mortgage loans is recognized on the accrual basis except for certain impaired loans. Interest income on impaired loans will continue to be recognized on the accrual basis when there is no doubt as to the collectability of the principal amount and accrued interest; otherwise interest income is recognized on the cash basis.

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

3. Significant accounting policies (continued)

(ii) Allowance for mortgage losses

The Company reviews mortgages for impairment and will maintain an allowance when required to reduce the carrying value of any mortgages identified as impaired to their estimated realizable amounts. The estimated realizable amounts are the principal amount of the mortgages less expected credit losses. The expected credit losses, if any, are determined based on historical loan collection experience, payments history of individual mortgages, mortgages past their maturity dates and the value of the security underlying the mortgages.

Specific allowances are established for individual mortgages identified as impaired and elected to measure loss allowances at an amount equal to lifetime ECLs.

Non-derivative financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or amortized cost. The Company has not classified any financial liabilities as FVTPL.

Financial liabilities classified as amortized cost are initially recognized at fair value less directly attributable transaction costs. After initial recognition, the liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's bank indebtedness, accounts payable and accrued liabilities, dividends payable, and due to fund manager are classified as amortized cost. Non-voting common shares and Common shares have been classified as a liability because they are retractable at the option of the holder, and have been classified as amortized cost.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and mortgages receivable. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Credit risk is inherent in this industry, however, the Company carefully monitors the loan portfolio to ensure credit risk and concentrations of risk are minimized. The risk is managed by the Company's overall risk management framework, including monitoring credit exposures, obtaining appropriate security, conducting third party appraisals of the security obtained, and assessing the credit worthiness of counterparties, prior to committing to the investment. The Company's Credit Committee must unanimously approve each loan prior to funding.

As at December 31, 2018, the mortgages receivable consists of 82% (2017 – 75%) residential and 18% (2017 – 25%) commercial properties which are located 95% (2017 - 93%) in British Columbia and 5% located in Alberta (2017 - 7%). As at December 31, 2018, \$27,046,343 (2017 – \$25,645,485) of the principal outstanding is associated with mortgages that have second charge on the security, and \$5,542,896 (2017 - \$2,871,435) is associated with mortgages that have first charge on the security.

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

3. Significant accounting policies (continued)

As at December 31, 2018, 2 loans (2017 – 3 loans) with total outstanding principal of \$1,679,274 (2017 - \$3,676,370) are past their maturity date. These maturity dates have been extended on a month to month basis.

Management has recorded a loss provision of \$250,685 related to one of the loans. There were no loss provisions recorded in prior years. The loss provision related for the one borrower becoming non-current on the interest payments at year-end. Management assessed the value of the security and different scenarios with respect to collection of the full balance owing and determined the provision amount. The outstanding balance on this one loan is \$1,002,740 and therefore represents the maximum credit exposure. At this time, Management is of the opinion \$250,685 is an adequate provision.

Liquidity risk

All of the Company's financial liabilities, with the exception of Common shares and Non-voting common shares which are classified as long-term, are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position.

(h) Capital disclosures

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through a suitable debt and equity balance appropriate for an entity of the Company's size and status. The Company's overall strategy remains unchanged from 2016. The capital structure of the Company consists of equity attributable to Common and Non-voting common shareholders, comprised of issued capital. The Company has externally-imposed restrictions on capital and the required disclosure is presented in Note 14.

(i) New accounting standards and interpretations

IFRS 9 – Financial instruments

The Company adopted, retrospectively without restatement, all of the requirements of IFRS 9: *Financial Instruments* as of January 1, 2018. This standard replaces the guidance in IAS 39: *Financial Instruments: Recognition and Measurements* ("IAS 39"). The adoption of IFRS 9 did not impact the carrying value of any of the Company's financial assets or financial liabilities on the transition date. The impact on the classification and measurement of its financial instruments is set out below.

IFRS 9 includes finalized guidance on the classification and measurement of financial assets. Under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 largely retains the existing requirements in IAS 39 - *Financial Instruments: Recognition and Measurement* ("IAS 39"), for the classification and measurement of financial liabilities.

IFRS 9 introduced a single expected credit loss impairment model for financial assets

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

3. Significant accounting policies (continued)

measured at amortized cost and for debt instruments at FVOCI, which is based on changes in credit quality since initial recognition. The adoption of the expected credit loss impairment model did not have a significant impact on the Company's financial statements.

The requirements of IAS 39 for classification and measurements of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged.

The following table summarizes the classification and measurement changes under IFRS 9 for each financial instrument. This adoption did not result in any changes to the measurement of the Company's financial statements.

Financial Assets and Liabilities:	IAS 39	IFRS 9
Cash	Loans and receivables	Amortized cost
Interest receivable	Loans and receivables	Amortized cost
Mortgages receivable	Loans and receivables	Amortized cost
Accounts payable & accrued liabilities	Other financial liabilities	Amortized cost
Dividend payable	Other financial liabilities	Amortized cost
Due to fund manager	Other financial liabilities	Amortized cost
Bank indebtedness	Other financial liabilities	Amortized cost
Non-voting common shares	Other financial liabilities	Amortized cost
Common shares	Other financial liabilities	Amortized cost

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

4. Critical Accounting Estimates and Judgments

Mortgage investment companies make estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both. Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the financial year are discussed:

(a) **Critical Accounting Judgments**

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. The determination by management as to whether a loan is impaired has been identified as a critical judgment.

(b) **Critical Accounting Estimates**

Allowances for mortgages receivable are created based on the Company's estimates. Assumptions are based on the current economic environment. Estimates and assumptions made may change if new information becomes available. If information becomes available that the full recovery of the mortgage is unlikely, an impairment is recorded in the profit or loss in the period the new information becomes available. Management has determined that an impairment is required for one of the mortgages, see note 3(g).

5. Mortgages receivable

	December 31, 2018	December 31, 2017
Residential mortgages	\$ 26,834,965	\$ 21,465,549
Commercial mortgages	5,503,589	7,051,370
	32,338,554	28,516,919
Less		
Current portion mortgages receivable	21,835,872	20,749,030
Allowance for mortgage losses	(250,685)	-
	21,585,187	20,749,030
	\$ 10,753,367	\$ 7,767,889

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

The current portion of mortgage receivable designates the loans which are scheduled to mature within the next twelve month period.

The majority of the mortgages receivable have a floating interest rate and a fixed interest rate and mature within 23 months. The floating interest rates range from 5.05% to 12.15% above the Canadian bank prime rate and the fixed interest rates range from 8.75% to 16.50%. The interest rate charged is the higher of the floating and fixed interest rates.

There is no mortgage in collection at December 31, 2018 (2017 - 1 mortgages in collection with principal of \$1,200,000).

6. Dividends payable

	December 31, 2018	December 31, 2017
Cash dividends	\$ 570,642	\$ 461,694
Reinvested shares	664,095	546,926
	\$ 1,234,737	\$ 1,008,620

7. Related party transactions

(a) Transactions

	December 31, 2018	December 31, 2017
Expenses		
Management fees	\$ 580,428	\$ 469,603
Performance incentive	20,325	80,257
	\$ 600,753	\$ 549,860

The management fees and performance incentive are paid to the fund manager, a Company controlled by the directors and common shareholders, and are in accordance with the management agreement discussed in note 13.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount which is the amount of consideration established and agreed to by the related parties.

(b) Due to fund manager:

The balance due to the fund manager represents unpaid management fees at year end, which are due within 15 days of month end, and performance incentive fees at year end, which are due within 90 days of month end. The balance due to the fund manager is unsecured and non-interest bearing.

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

8. Income taxes

Under the terms of the Canadian Income Tax Act, for each year that the Company qualifies as a mortgage investment company, no income taxes will be payable on net earnings from which dividends will be paid. Income in excess of allowable deductible reserves under the Act which is not distributed to shareholders within ninety days of the fiscal year-end will be subject to corporate taxation.

9. Common shares

In 2013 the shareholders of the Company approved the alteration of the rights and restrictions of the Common shares resulting in them having the identical redemption and liquidation rights as Non-voting common shares. As a result of this alteration, the Common shares were no longer classified as equity of the Company and have been presented on the balance sheet as a liability. See note 11 for share redemption rights and note 12 for income distribution rights.

December 31, 2018		December 31, 2017	
Issued	Amount	Issued	Amount
1,200	\$ 1,200	1,200	\$ 1,200

10. Non-voting common shares

Non-voting common shares have been classified as a liability because they are retractable at the option of the holder. Share issue costs are expensed in the year incurred. Dividends paid on Non-voting common shares are recorded in the statement of income as an expense.

Authorized

Unlimited Class A redeemable, non-voting, participating shares with par value of \$1.00
Unlimited Class D redeemable, non-voting, participating shares with par value of \$1.00
Unlimited Class E redeemable, non-voting, participating shares with par value of \$1.00
Unlimited Class F redeemable, non-voting, participating shares with par value of \$1.00

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

10. Non-voting common shares (continued)

	December 31, 2018		December 31, 2017	
	Issued	Amount	Issued	Amount
Issued				
Class D Non-voting common shares				
Balance beginning of year	26,514,580	\$ 26,514,580	23,622,305	\$ 23,622,305
Issued for cash	5,686,911	5,686,911	3,112,314	3,112,314
Issued as stock dividend	1,343,487	1,343,487	1,041,628	1,041,628
Redemptions	(678,719)	(678,719)	(1,261,667)	(1,261,667)
	32,866,259	32,866,259	26,514,580	26,514,580
Class F Non-voting common shares				
Balance beginning of year	1,192,976	1,192,976	985,147	985,147
Issued for cash	140,000	140,000	140,000	140,000
Issued as stock dividend	86,868	86,868	67,829	67,829
Redemptions	(70,077)	(70,077)	-	-
	1,349,767	1,349,767	1,192,976	1,192,976
	34,216,026	\$ 34,216,026	27,707,556	\$ 27,707,556

11. Share capital

The Common shares and Non-voting common shares are retractable on at least 60 days written notice before the end of any fiscal quarter of the Company. The shares will be redeemed at the book value of the shares plus any unpaid dividends as determined by the Company's year-end audited or quarter-end unaudited financial statements.

Where shares are being redeemed within 1 year of their issuance, the redemption price will be reduced by an amount equal to 5% of the original issuance price of such shares. Where shares are being redeemed after 1 year of their issuance but within 2 years of their issuance, the redemption price will be reduced by an amount equal to 3.5% of original issuance price of such shares. Where shares are being redeemed after 2 years of their issuance but within 3 years of their issuance, the redemption price will be reduced by an amount equal to 2.5% of original issuance price of such shares. Shares being redeemed beyond 3 years of their issuance will receive the full redemption price.

Notwithstanding the foregoing, the Company has waived such reductions of the redemption price for shares for Class A, D and F shares purchased on or before March 31, 2019. The redemption fee is not waived for Class E shares.

The Common shares and Non-voting common shares will be redeemed unless:

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

11. Share capital (continued)

- (i) as a result of such redemption, one holder of the shares or a related group of holders of any class would hold more than 25% of the outstanding shares of that class;
- (ii) the number of holders within any class of shares would be less than 20; or
- (iii) as a result of such redemption the Company would cease to qualify as a "mortgage investment corporation" as defined in the Tax Act.

Where cash is not available for full redemption of the shares, the Company will redeem as many shares as can be redeemed with the available cash, on a pro rata basis and continue to redeem shares on a pro rata basis as cash becomes available until all of the Common shares and Non-Common shares have been redeemed.

The Company will redeem those Common shares and Non-voting common shares on a pro rata basis irrespective of the order in which the Company receives retraction notice from its shareholders.

In the event of liquidation, dissolution or wind-up of the Company, the distribution of the assets of the Company shall be made on a pro-rata basis to the Common and Non-voting common shareholders.

As a result of the redemption notification provisions and restrictions noted above, the Common shares and Non-voting common shares have been recorded as long term liabilities.

12. Income distribution

The holders of Non-voting and Common shares are entitled to non-cumulative dividends ("Priority Dividends") from the Company's net profits available for dividends. Such dividends will be calculated as follows:

- (a) the Class A Non-voting shareholders, a return equal to the average of the Benchmark two-year Government of Canada Bond Rate plus 6.5% per annum as determined on the first business day of the week following the end of each month in the fiscal period.
- (b) the Class D Non-voting and Common shareholders, a return equal to the average of the Benchmark two-year Government of Canada Bond Rate plus 7% per annum as determined on the first business day of the week following the end of each month in the fiscal period.
- (c) the Class E Non-voting shareholders, a return equal to the average of the Benchmark two-year Government of Canada Bond Rate plus 6.50% per annum as determined on the first business day of the week following the end of each month in the fiscal period.
- (d) the Class F Non-voting shareholders, a return equal to the average of the Benchmark two-year Government of Canada Bond Rate plus 7.5% per annum as determined on the first business day of the week following the end of each month in the fiscal period.

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

12. Income distribution (continued)

Or such lesser amount as is available for dividends (such amount to be pro-rated in the case of shares not issued for full fiscal year), before any Performance Incentive as described in note 13 is paid to the Fund Manager.

If all or any part of the Company's profits for the year are not available for Priority Dividends due to a deficit in the Company's retained earnings, such amount (a "Priority Capital Allocation") will be retained in the Company for the benefit of the shareholders to the extent necessary to eliminate the Company's deficit position, and any balance of profits will be paid out as Priority Dividends.

After payment of the Priority Dividends, and/or after any Priority Capital Allocation, the balance of the Company's profits will be distributed as follows:

- (a) 75% will be paid by way of a dividend to the holders of the Non-voting common and Common shares; and
- (b) 25% will be paid to the fund manager as profit participation under the management agreement (note 13).

The Company has determined that \$2,920,141 (2017 - \$2,348,435), being net income before other item, is to be distributed as dividends to Non-voting and Common shareholders, representing weighted average earnings per share of \$0.09 (2017 - \$0.09). Shareholders have the right to select payment of dividends in cash or Common share or Non-voting common share equivalent.

13. Management agreement

The Company has entered into an agreement for the provision of management services as follows:

A management agreement with a Company controlled by the directors and common shareholders involving the Company's business operations, under the terms of which the Company is committed to pay:

- (a) a monthly management fee of 1.75% per annum of the total paid up capital, as defined, of the Company's Class D Non-voting common shares, plus 2.25% per annum of the total paid up capital, as defined, of the Company's Class A Non-voting common shares, plus 2.25% per annum of the total paid up capital, as defined, of the Company's Class E Non-voting common shares, and 1.25% per annum of the total paid up capital, as defined, of the Company's Class F Non-voting common shares, calculated as of the last day of each calendar month and payable within fifteen days after the end of each such calendar month; and
- (b) a performance incentive of 25% of annual net income after provisions for all expenses including provision of reserves against potential losses and provision for Priority Dividends and/or Priority Capital Allocations to the shareholders of the Company. This incentive will be paid annually based on the net income of the Company, as reported in its audited annual financial statements, within ninety days after the Company's fiscal year-end.

Bancorp Growth Mortgage Fund II Ltd.

Notes to the Financial Statements

December 31, 2018 and 2017

13. Management agreement (continued)

The agreement, effective March 31, 2015 has a five year term and will automatically be renewed for successive one year periods thereafter unless notice of intention not to renew is given by either party at least 180 days before the end of the term.

14. Bank Indebtedness

The Company has a facility with Canadian Western Bank for the provision of a demand revolving operating loan in the principal amount of \$2,000,000 that bears interest at bank prime plus 1.5% per annum on the daily balance of the principal advanced. A stand-by fee calculated at 0.15% per annum on the undrawn portion of the loan is also charged but waived if a minimum balance of cash accounts of \$500,000 is maintained.

The loan is secured by a first security interest over its present and future acquired personal property, including its mortgages and receivables, and all bank deposit balances. This loan is guaranteed by Bancorp Financial Services Inc. As at December 31, 2018 there was \$nil (2017 - \$142,292) drawn on the loan account.

The Company is subject to capital requirements imposed by Canadian Western Bank. The bank requires the Company to ensure that its covenants are met to continue to hold the loan; if they are not met then the bank has the right to call the loan at any time. The covenants in place are:

- (i) The Company must maintain a cash flow coverage ratio not less than 2:1
- (ii) The Company must maintain a tangible net worth of no less than \$16,500,000 at all times. Tangible net worth is defined as the sum of retained earnings, Common and Non-voting common share capital, intangible assets, and advances to affiliated companies and shareholder loans specifically postponed to the bank.
- (iii) Postponement of any principal investment repayment by active principals of Bancorp Financial Services Inc. and entities they control while the loan is in place.

The Company was in compliance with its covenants as at December 31, 2018 and 2017.

15. Commitments

As at December 31, 2018, outstanding commitments to fund mortgages totaled \$6,839,016 (2017 - \$285,000), all of which funding is contingent upon completing certain milestones by the borrower.

ITEM 13

DATE AND CERTIFICATE

This Offering Memorandum does not contain a misrepresentation.

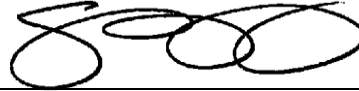
DATED as of this 31st day of March 2019

BANCORP GROWTH MORTGAGE FUND II LTD.

per:



Chief Executive Officer



Chief Financial Officer



Director



Director