

This document contains key information you should know about Giavest Capital Mortgage Investment Corporation ("MIC"). More details can be found in the MIC's current Offering Memorandum. For a copy of the Offering Memorandum, please ask your Registered Dealer.

**Before you invest in any mortgage investment corporation, consider how the mortgage investment corporation would work with your other investments and your tolerance for risk.**

**Quick Facts**

Date share class started	June 2, 2021	Fund Manager	Carecana Management Corp.
Total net asset value of MIC on Feb 28, 2022	\$2,156,505	Portfolio Manager	Carecana Management Corp.
Management Fee	1.35%	Distributions	Monthly
Mortgage broker Fee	0.15%	Subject to distributions and distribution policy, see "Item 5.1 - Terms" section of the MIC's current Offering Memorandum	
		Retraction Payments	Quarterly in January, April, July & October
		Subject to retraction provisions and other retraction provisions, see "Item 5.1 - Terms" section of the MIC's current Offering Memorandum	
		Minimum Investment	\$5,000 initial, \$5,000 additional

**What does the MIC invest in?**

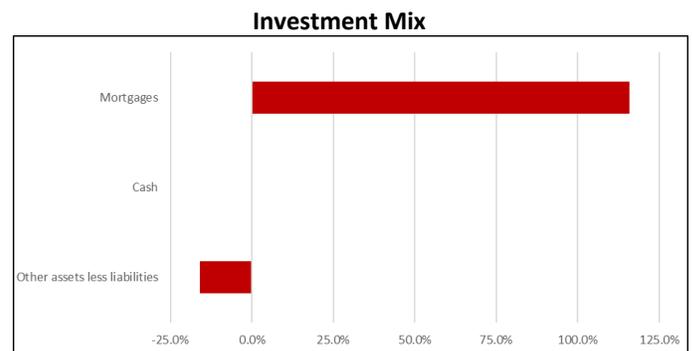
The MIC was formed with the intent to provide investors with an opportunity to invest indirectly, by holding MIC Class A Shares, in mortgages in the mid-tier lending markets of Western Canada, specifically BC and Alberta.

Management believes that the mid-tier lending markets may be under-served by the large financial institutions in Canada and there are attractive opportunities to underwrite well-structured, secure mortgage loans with attractive pricing. Accordingly, management believes that the mid-tier lending markets present a significant opportunity for short term, customized loans to experienced borrowers who often require faster execution and more flexible terms. Typical loan size ranges from \$250,000 to \$2,000,000, but may be significantly smaller or larger in some cases and typical loan terms are from 12 to 24 months in duration.

The MIC has secured a revolving line of credit facility in the amount of \$500,000 (CDN) from 2038231 Alberta Ltd. in order to facilitate the purchasing of mortgages and other operational needs to ensure the efficient operations of the MIC's affairs. The maximum leverage permitted is 30% of total assets.

The charts below give you a snapshot of the MIC's investments on February 28, 2022. The MIC's investments will change.

	<b>% of Total Net Asset Value</b>
<b>Top 10 Investments</b>	
1. Mortgage 221068 - BC	15.2%
2. Mortgage 220022 - BC	13.7%
3. Mortgage 220022 - BC	13.6%
4. Mortgage 220022 - BC	9.8%
5. Mortgage 220022 - BC	7.0%
6. Mortgage 220022 - BC	6.1%
7. Mortgage 220022 - BC	5.0%
8. Mortgage 220022 - BC	4.9%
9. Mortgage 220022 - BC	4.7%
10. Mortgage 220022 - BC	4.0%
<b>Total Percentage of all 10 investments</b>	<b>84.0%</b>
<b>Total Number of Mortgages</b>	<b>35</b>



**How risky is it?**

The value of the MIC can go down as well as up. You could lose money.

One way to gauge risk is to look at how much a MIC's returns change over time. This is called "volatility".

In general, MICs with higher volatility will have returns that change more over time. They typically have a greater chance of losing money and may have a greater chance of higher returns. MICs with lower volatility tend to have returns that change less over time. They typically have lower returns and may have a lower chance of losing money.

**No guarantees**

Like most mortgage investment corporations, this MIC is not guaranteed or insured. You may not get back the amount of money you invest.

**Risk rating**

Carecana Management Corp. has rated the MIC's risk as HIGH. Because this is a new MIC, the risk rating is only an estimate by Carecana Management Corp. Generally, the rating is based on how much the MIC's returns have changed from year to year. It doesn't tell you how volatile the MIC will be in the future. The rating can change over time. A MIC with a low risk rating can still lose money.

Low	Low to Medium	Medium	Medium to High	High
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For more information about the risk rating and specific risks that can affect the MIC's returns, see "Item 8 - Risk Factors" section of the MIC's current Offering Memorandum.

**How has the MIC performed?**

This section tells you how Class A Shares of the MIC have performed. However, this information is not available because the Mortgage Investment Corporation is new.

**Year-by-year returns**

This section tells you how Class A Shares of the MIC have performed. However, this information is not available because the Mortgage Investment Corporation is new.

**Best and worst 3-month returns**

This section shows the best and worst returns for the Class A shares of the MIC in a 3-month period. However, this information is not available because the fund has not yet completed a calendar year.

**Average return**

This section shows the value and annual compounded rate of return of a hypothetical \$1,000 investment in the Class A shares of the MIC. However, this information is not available because the MIC has not yet completed 12 consecutive months.

**Who is this MIC for?**

This MIC may be suitable for investors who

- Are investing for the medium to long term.
- Are more interested in income than growth.
- Are seeking monthly distributions.
- Can handle potentially losing all of their investment.
- Can handle retraction limitations.

This MIC may not be suitable for investors that require liquidity or a guaranteed source of income from their investments.

**A word about tax**

In general, you will have to pay income tax on any money you make from the MIC. How much you pay depends on the tax laws where you live and whether you hold the MIC in a registered plan such as a Registered Retirement Savings Plan or a Tax-Free Savings Account.

Keep in mind that if you hold the MIC as a non-registered investment, MIC distributions are included in your taxable income, whether you get them in cash or have them reinvested.

**How much does it cost?**

The following tables show the fees and expenses you could pay to buy, own and sell Class A Shares of the MIC. The fees and expenses - including any commissions - can vary among classes of the MIC and among Mortgage Investment Corporations. Higher commissions can influence representatives to recommend one investment over another. Ask about other MIC's and investments that may be suitable for you at a lower cost.

**1. Compensation Paid to Sellers and Finders**

The MIC does not pay a fee to the Registered Dealer for completed sales of Class A Shares. However, a fee of up to 2% (\$20 on every \$1,000) of the gross proceeds of each completed sale is paid by the Manager to the Registered Dealer which will not impact your returns or the value of your investment.

## 2. MIC Expenses

You don't pay these expenses directly. They affect you because they reduce the MIC's returns.

Based on the December 31, 2021 audited financial statements, the MIC's Class A Shares Management Fee, Mortgage Broker Fee and general and administrative expenses were 0.01% of its proportionate share of the total assets of \$2.2 million attributable to the Class A Shares. This equals < \$1 for every \$1,000 invested.

### MIC expenses as at December 31, 2021<sup>(1)</sup>

	Annual Rate
Management Fee and Mortgage Broker Fee	0.00%
General and administrative ("G&A") Expense	0.01%
Total Management Fee, Mortgage Broker Fee and G&A expense	0.01%

<sup>(1)</sup> During the Corporation's start up in 2021 the Manager waived Manager Fees and G&A expenses to the Corporation and the Mortgage Broker waived the Mortgage Broker Fee to the Corporation. If they had not done so the MIC expenses would have been approximately \$77,000 higher.

### More about the trailing commission

The MIC does not pay a trailing commission.

## 3. Other Fees

You may have to pay other fees when you buy, hold, sell or retract Class A Shares of the MIC.

Fees	What you pay
Transaction Processing Fee	Investors may have to pay the MIC a reasonable transaction processing fee to be established by the MIC from time to time, for processing retraction requests, share transfers and requested changes to an investor's Class A Shares, such as name changes, address changes, dividend payment option changes, certificate issuances or re-issuances and additional reporting requests.

### What if I change my mind?

Under securities law in some provinces and territories, you have the right to cancel your purchase within two business day after signing the subscription agreement to purchase Class A Shares. In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the Offering Memorandum, MIC Facts sheet or financial statements contain a misrepresentation. You must act within the time limit set by the securities law in your province or territory.

For more information, see the securities law of your province or territory or ask a lawyer.

### For more information

Contact Carecana Management Corp. for more information regarding the MIC.

Carecana Management Corp.      1-855-278-3611  
 1800, 555 – 4<sup>th</sup> Avenue SW      [investor@carecanacorp.com](mailto:investor@carecanacorp.com)  
 Calgary, Alberta T2P 3E7      [www.carecanacorp.com](http://www.carecanacorp.com)

Contact CVC Market Point Inc. for a copy of the MIC's Offering Memorandum and other disclosure documents.

CVC Market Point Inc.      1-877-847-6797  
 1800, 555 – 4<sup>th</sup> Avenue SW      [invest@cvcmarketpoint.com](mailto:invest@cvcmarketpoint.com)  
 Calgary, Alberta T2P 3E7      [www.cvcmarketpoint.com](http://www.cvcmarketpoint.com)

**Conflicts of Interest**

As the MIC's directors and officers may also be directors, officers, or shareholders of affiliates of the MIC, there may be conflicts of interest if the interests of these companies are inconsistent.

**Carecana Management Corp. ("CMC") – Manager**

The MIC is a "connected issuer" and may be a "related issuer" of CMC, as such terms are defined in NI 33-105. The MIC has determined that it is a connected issuer and may be a "related issuer" of CMC by virtue of CMC's role as an investment fund manager and restricted portfolio manager, on a non-exclusive basis. In addition, the MIC and CMC have common securityholders, common directors and officers. CMC, the MIC and CVC have common securityholders. The manager services of CMC and its directors, officers, employees, affiliates, agents and contractors are not exclusive to the MIC and CMC has been appointed to act as the restricted portfolio manager and investment fund manager to other related mortgage investment corporations and may, from time to time, be appointed to act as the restricted portfolio manager and investment fund manager to other investment vehicles, some or all of which may have investment objectives similar to those of the MIC and may engage in transactions in the same type of securities and instruments as the MIC. In providing the manager services to multiple clients, CMC may occasionally face conflicts between its interest and those of its clients, or between those of one client and those of another. Furthermore, CMC may have potential conflicts of interest relating to the MIC such as the fact that the economic success of CMC is tied solely to the management of related/connected issuers and its only source of revenue is investment fund management services fees from such related/connected issuers which is not tied to the financial performance of the entities. Additionally, CMC calculates the net asset value and the MIC's asset value and its fee is based on the gross assets of the MIC. CMC has adopted a policy regarding the allocation of investment opportunities to multiple clients and the potential conflicts of interest that may arise therefrom. A copy of CMC's current fairness policy has been provided to the MIC and the MIC has agreed to CMC's allocation of investment opportunities in accordance with the MIC's investment policy statements, as each may be amended or supplemented from time to time. In light of the potential conflicts of interest, CMC has adopted policies and procedures for identifying and responding to conflicts of interest by avoiding, controlling or disclosing material conflicts of interest. CMC employs an independent Chief Compliance Officer who provides oversight through a comprehensive compliance program, monitors borrower concentration and approves any personal trades.

**CareVest<sup>®</sup> Capital Inc. ("CCI") - Mortgage Broker**

The MIC is a "connected issuer" and may be considered a "related issuer" of CCI, as such terms are defined in NI 33-105. The MIC has determined that it is a connected issuer and may be considered a related issuer of CCI by virtue of CCI's role as a mortgage broker, on a non-exclusive basis, and based on the fact that the MIC and CCI have common securityholders and a common director and officer. CCI renders its services on a non-exclusive basis under the Mortgage Broker Agreement, honestly and in good faith and must use reasonable commercial efforts to perform its duties and responsibilities under the Mortgage Broker Agreement in a conscientious and reasonable manner; however, CCI, its directors and officers and its affiliates may at any time and currently do engage in promoting, operating or managing other entities or their investments including real property financing and investments that may compete directly or indirectly with the MIC. CCI intends to and has established other entities that may be involved in transactions which conflict with the interests of the MIC. CCI has sole discretion in determining which mortgages and investments it refers to the MIC and the CMC for approval and will, at the same time and on an on-going basis, be sourcing investment opportunities for its own account or the account of others. CMC, CCI and the MIC have common securityholders and common directors and officers. In addition, CCI has sole discretion to set, and adjust from time to time or at regular intervals, the rates of return for all participating interests in mortgages which it refers to the MIC, CMC and others. This may result in a different yield for each participant in a Syndicated Mortgage depending upon, among other things, its position in the mortgage. Title to mortgages held on behalf of the MIC will be registered in the name of CCI or its affiliate, or a nominee bare trustee for the MIC or CCI and held in trust for the MIC. Mr. Jeevan Khunkhun is a director and officer of both the MIC and CCI. However, Mr. Khunkhun is not the sole director of either the MIC or CCI. Furthermore, Mr. Khunkhun cannot solely make decisions for either the MIC or CCI without the majority consent of all the directors of each respective entity. In light of the potential conflicts of interest, CCI controls these conflicts by presenting mortgage opportunities to the CMC's credit committee, that does not include Mr. Khunkhun. CMC's credit committee will then review, analyze and approve or decline each mortgage opportunity. In addition, CMC has discretionary authority over the MIC's investments and Mr. Khunkhun is not a director, officer or Advising Representative of CMC. CVC acts as the Registered Dealer for mortgage investments offered by CCI to the MIC. In addition, where there is a conflict situation as between the MIC and CCI, Mr. Khunkhun will recuse himself.



**Conflicts of Interest (continued)**

**CVC Market Point Inc. ("CVC") - Exempt Market Dealer**

The MIC is a “connected issuer” and may be a “related issuer” of CVC, as such terms are defined in NI 33-105. The MIC has determined that it is a connected issuer and may be a “related issuer” of CVC by virtue of CVC’s role as an exempt market dealer engaged to sell the Class A Shares offered hereby, on a non-exclusive basis. In addition, the MIC, CMC and CVC have common securityholders and CVC is currently considered a “captive dealer” as defined by CSA Staff Notice 31-343 – Conflicts of Interest in Distributing Securities of Related or Connected Issuers because it is registered solely as an exempt market dealer that distributes securities of related or connected issuers. A conflict of interest exists between CVC’s financial incentive to sell the client securities of its related or connected issuers, and CVC’s regulatory obligations to know your client, know your product, only recommend suitable investments to clients and CVC’s duty to act fairly, honestly and in good faith with its clients. CVC also acts as the exempt market dealer for the other mortgage investment MICs and CCI to execute trades in the mortgage portfolio. CVC acts as the exempt market dealer for both the MIC and CCI to execute trades in the Mortgage Portfolio, and CVC is compensated by CCI for this service. The MIC does not compensate CVC for executing trades in the Mortgage Portfolio on its behalf. In light of the potential conflicts of interest, CVC has adopted policies and procedures for identifying and responding to conflicts of interest by avoiding, controlling or disclosing conflicts of interest. CVC controls conflicts of interest through having directors and officers of CVC who have no interest, including as a director, officer or voting shareholder in the products CVC sells or of CMC, completing independent product due diligence by individuals who have no interest, including as a director, officer or voting shareholder in products CVC sells, employing a Chief Compliance Officer who has no interest, including as a director, officer or voting shareholder, in the products CVC sells, controlling access to sensitive information, segregating client records and providing staff training. CVC also discloses these potential conflicts of interests to its clients in client disclosure documents, on its website, in trade confirmation reports and in marketing materials.

**Carecana Settlement Corp. ("CSC") - Funds Administrator**

The MIC is a “connected issuer” and may be considered a “related issuer” of CSC, as such terms are defined in NI 33-105. The MIC has determined that it is a connected issuer and may be considered a related issuer of CSC by virtue of the Fund Administrator’s role as a fund administrator, on a non-exclusive basis, and based on the fact that the MIC and the Fund Administrator have common securityholders. CSC provides funds administration services, on a non-exclusive basis, to the MIC and each of the related mortgage investment corporations. In light of the potential conflicts of interest, the assets of the MIC administered by CSC are held in distinct and separate bank accounts of the MIC at a Schedule I bank. All assets of the MIC administered by CSC shall be held in the name of the MIC or a nominee thereof with an account number or other designation in the records of CSC to facilitate the distribution of the funds only. CSC controls conflicts of interest by not disbursing any assets of the MIC administered by CSC without the prior written instructions of CMC.

**CareVest® Operations Corp. ("COC") - Consulting and Corporate Services**

The MIC is a “connected issuer” and may be considered a “related issuer” of COC, as such terms are defined in NI 33-105. The MIC has determined that it is a connected issuer and may be considered a related issuer of COC by virtue of COC’s role of providing general corporate services, on a non-exclusive basis, and based on the fact that the MIC and COC have common securityholders and directors. COC provides general corporate services, on a non-exclusive basis, to each of CMC, CCI, CVC and other related mortgage investment corporations and other affiliated entities. In addition, each of CMC, CCI and other affiliated entities provide consulting services to COC. CMC and CVC are responsible for compliance oversight and monitoring of certain services COC provides to each of them.

**2038231 Alberta Ltd. ("203") - Lender**

The MIC is a “connected issuer” and may be considered a “related issuer” of 203 as such terms are defined in NI 33-105. The MIC has determined that it is a connected issuer and may be considered a related issuer of 203 by virtue of 203’s role in providing leverage by way of the Loan Agreement, and based on the fact that the MIC and 203 have common securityholders and common directors and officers with the MIC and CMC. 203 is a privately held entity. CMC is responsible for compliance oversight and monitoring of this Loan Agreement.

Refer to the MIC’s current Offering Memorandum "Item 2.1 - Structure - Affiliates of the Corporation“, "Item 2.8 - Conflicts of Interest" and "Item 8 - Risk Factors - Conflicts of Interest" for a more detailed discussion of each conflict and for how the above entities intend to either avoid, control or disclose the conflicts of interests.

**Giavest Capital Mortgage Investment Corporation is a connected issuer and may be considered a related issuer of CVC™ Market Point Inc.**

**Giavest Capital Mortgage Investment Corporation is a connected issuer and may be considered a related issuer of Carecana™ Management Corp.**

This is for information purposes only and is not an offer to sell or a solicitation of an offer to purchase any security. Any offerings of securities will be conducted in specified jurisdictions using offering documentation prepared in accordance with applicable law. You should read those offering documents before making any investment decision as they will contain disclosure regarding the offering terms, risks, conflicts of interest and other disclosure relevant to making an investment decision. Investment opportunities available through your Registered Dealer are only suitable for investors who are qualified to purchase the securities, are familiar with, and have the ability and willingness to accept the high risk associated with private investments.