



AMENDED AND RESTATED OFFERING MEMORANDUM

Date: July 8, 2026

The Issuer

Name: **BLUE PEARL QUICK LOANS INC.**
Referred to in this Offering Memorandum as “we”, “us” or “the Issuer”.
Head office: Address: **Unit 200, 5570 – 152nd Street, Surrey, British Columbia V3S 5J9**
Phone: **604.372.2764**
E-mail: **info@bluepearlquickloans.ca**
Website: **www.bluepearlmortgage.ca**

Currently listed or quoted? **No. These securities do not trade on any exchange or market.**
Reporting issuer? **No**
SEDAR filer? **No.**

The Offering

Securities offered: **Class A Preferred Shares**
Price per security: **\$1.00 per Share**
Minimum offering: **There is no minimum. You may be the only purchaser.**
Maximum offering: **\$5,000,000**
Minimum subscription amount: **\$5,000 (5,000 Shares)**
Payment terms: **The subscription price for Shares being purchased is payable in full by the applicable closing date. See Item 5.2 “Subscription Procedure”.**
Proposed closing date(s): **This is a continuous offering. Closings may occur as subscriptions are received until the issuance of our 2026 annual financial statements.**
Income tax consequences: **There are important tax consequences to these securities.**
See Item 8 “Income Tax Consequences and Registered Plan Eligibility”.
Selling agent: **Drake Financial Ltd.**
See Item 9 “Compensation Paid to Sellers and Finders”.

Insufficient Funds

Funds available under the offering may not be sufficient to accomplish our proposed objectives. See Item 2.6 “Insufficient Funds”.

Compensation Paid to Sellers and Finders

Drake Financial Ltd. will receive compensation for the sale of securities under this offering. See Item 9 “Compensation Paid to Sellers and Finders”.

Resale Restrictions

In most Canadian jurisdictions, unless permitted under securities legislation you will be restricted from selling your securities until the date that is four (4) months and a day after the date we become a reporting issuer in any province or territory of Canada. See Item 12 “Resale Restrictions”.

Working Capital Deficiency

We do not have, as at the date of this Offering Memorandum, nor do we expect to have a working capital deficiency. See Item 1.1 “Funds”.

Payments to Related Party

Some of your investment will be paid to a related party of the issuer. See Item 1.2 “Use of Available Funds”.

Conditions on Repurchases

You will have a right to require the issuer to repurchase the securities from you, but this right is qualified by a specified price, restrictions and fees. As a result, you might not receive the amount of proceeds that you want. See Item 5.1. “Terms of Securities”.

Purchaser’s Rights

You have two (2) business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this Offering Memorandum, you have the right to sue either for damages or to cancel the agreement. See Item 13 “Purchasers’ Rights”.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. This is a risky investment. See Item 10 “Risk Factors”.

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FORWARD-LOOKING STATEMENTS

This Offering Memorandum includes forward-looking statements with respect to the Issuer. A statement is forward-looking when it uses what we know and expect today to make a statement about the future. Forward-looking statements may include words such as “anticipate”, “believe”, “intend”, “expect”, “goal”, “may”, “outlook”, “plan”, “seek”, “should”, “strive”, “target”, “could”, “continue”, “potential” and “estimated”, or the negative of such terms or comparable terminology. You should not place undue reliance on any such forward-looking statements. In particular and without limitation, this Offering Memorandum contains forward-looking statements pertaining to the following: the intended course of conduct and future operations of the Issuer, the Issuer’s intended loan investments, the Issuer’s intended use of proceeds, the Issuer’s short- and long-term objectives and the Issuer’s continuing intention not to offer high-cost credit products as defined in the *Business Practices and Consumer Protection Act* (British Columbia). These statements are based on assumptions made by the Issuer about the success of the Issuer’s loan policies and repayment terms, relying on the experience of the Issuer’s and the Manager’s (as defined below) directors, officers and employees and their knowledge of historical economic and market trends including: our expectations regarding performance of our loans, our expectation that we will complete the Offering, the ability of the Issuer to establish and maintain relationships and agreements with key strategic partners, the ability of the Issuer to continue to offer its loans at current rates of interest, the ability of the Issuer to adjust the mix of loans in its portfolio in response to market conditions and anticipated costs and expenses of the Offering. Investors are cautioned that the assumptions the Issuer makes, and the success of the Issuer’s loan policies are subject to a number of mitigating factors. Economic and market conditions may change, which may materially impact the success of the Issuer’s policies as well as the Issuer’s actual course of conduct. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and a number of factors could cause actual results or events to differ materially from those anticipated in such forward-looking statements. Investors are urged to consider various factors when considering these statements, including but not limited to the risks discussed under Item 10 “*Risk Factors*”. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. These forward-looking statements are made as of the date of this Offering Memorandum and we disclaim any intention and have no obligation or responsibility, except as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

INCORPORATION BY REFERENCE OF CERTAIN MARKETING MATERIALS

Certain written marketing materials delivered or made available to prospective purchasers in relation to the distribution of Class A Preferred Shares under this Offering Memorandum are incorporated by reference into this Offering Memorandum and are considered to form part of this Offering Memorandum just as if they were printed as part of it. In Alberta, Saskatchewan and Ontario all OM marketing materials (as defined below) related to a distribution under this Offering Memorandum that are delivered or made reasonably available to prospective purchasers before the termination of the distribution are hereby incorporated by reference into this Offering Memorandum. For these purposes, “OM marketing materials” means a written communication, other than an OM standard term sheet (as defined below), intended for prospective purchasers regarding a distribution of securities under an Offering Memorandum delivered under section 2.9 of National Instrument 45-106 *Prospectus Exemptions* (“**NI 45-106**”) that contains material facts relating to the Issuer, the Class A Preferred Shares or otherwise to the offering of Class A Preferred Shares. An “OM standard term sheet” means a written communication intended for prospective purchasers

regarding a distribution of Shares under this Offering Memorandum delivered under section 2.9 of NI 45-106 that contains only certain prescribed information set out in NI 45-106.

Item 1. USE OF AVAILABLE FUNDS

1.1 Funds

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

Description		Assuming	
		Minimum Offering	Maximum Offering
A	Amount to be raised by this offering	\$0	\$5,000,000
B	Selling commissions and fees ⁽¹⁾	\$0	\$150,000
C	Estimated offering costs (e.g. legal, accounting and audit)	\$50,000	\$150,000
D	Available funds: D = A - (B + C)	\$(50,000)	\$4,700,000
E	Additional sources of funding required (available)	Nil	Nil
F	Working capital (or deficiency) ^{(2) (3)}	Nil	Nil
G	Total: G = (D + E) – F	\$(50,000)	\$4,700,000

⁽¹⁾ Assuming there is no minimum offering and a maximum offering of one thousand (1,000) individual investors investing \$5,000 each. See Item 9 “Compensation Paid to Sellers and Finders”.

⁽²⁾ As at June 30, 2026, the Issuer has a receivable in the amount of \$553,698.00 from the Manager in the form of an unsecured demand loan accruing interest at a rate of twelve percent (12%) per annum. In addition to working capital on hand, this demand loan can be called by the Issuer at any time.

⁽³⁾ We do not have, as at the date of this Offering Memorandum, nor do we expect to have, significant working capital (as substantially all of our cash on hand will be loaned to borrowers) or a working capital deficiency.

1.2 Use of Available Funds

We are committed to utilizing the available funds in alignment with our outlined objectives and sound business principles. Our primary focus is to deploy these funds efficiently to support the quick loan program, which will primarily serve past, current and new clients of Blue Pearl Mortgage Group Inc. (the “**Manager**”), our trusted affiliate. These clients, who have previously or are currently engaged in mortgage transactions with the Manager, represent a reliable and vetted borrower base.

In addition to funding quick loans, a portion of the available funds will be allocated to cover essential operational expenses and working capital needs, ensuring the continued smooth operation of our business.

While we intend to allocate the funds as specified, any reallocation will only occur for sound business reasons, maintaining a strategic approach that aligns with our long-term growth goals and protects investor interests, as estimated in Item 1.1 “Funds”, as set out in the following table.

Description of Intended Use of Available Funds	Assuming	
	Minimum Offering ⁽¹⁾	Maximum Offering
Working capital ⁽²⁾	\$0	\$3,900,000
Management, overhead and administration ⁽³⁾	\$0	800,000
TOTALS	\$0	\$4,700,000

⁽¹⁾ There is no minimum offering. The amount shown under “Assuming Minimum Offering” is an assumed amount for illustrative purposes only. As of the date of this Offering Memorandum, the Issuer had a total of 100 Class A Common Shares, 100 Class B Common Shares and 947,902.16 Class A Preferred Shares issued and outstanding.

⁽²⁾ We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

⁽³⁾ The operating expenses of the Issuer include fees payable to Blue Pearl Mortgage Group Inc. for general administration and management services equal to five percent (5.0%) per month of the aggregate balance of the then outstanding principal loan amounts. See item 2.8 “Material Agreements” below.

1.3 Proceeds Transferred to Other Issuers

The Issuer does not intend to invest in, loan to, or otherwise transfer a significant amount of the proceeds of this Offering to any other issuer.

Item 2. OUR BUSINESS

2.1 Structure

We were incorporated as a company under the *Business Corporations Act* (British Columbia) on May 28, 2019. Our share capital consists of an unlimited number of Class A Common Voting shares having no par value (“**Class A Common Shares**”), an unlimited number of Class B Common Non-Voting shares having no par value (“**Class B Common Shares**”) and an unlimited number of Class A Non-Voting Preferred shares having no par value (“**Class A Preferred Shares**”), of which 100 Class A Common Shares, 100 Class B Common Shares and 947,902.16 Class A Preferred Shares are issued and outstanding as of the date of this Offering Memorandum.

As of the date of this Offering Memorandum, we have also issued an aggregate of 16,260 warrants to purchase Class A Non-Voting Preferred Shares. All such warrants were issued to FrontFundr Financial Services Inc. between September 19, 2023 and May 12, 2025 in connection with services provided by FrontFundr to the Issuer under an Agency Agreement dated as of May 24, 2023, under which FrontFundr Financial Services Inc. was entitled to receive such warrants as partial compensation for its services as Exempt Market Dealer. The Issuer terminated the Agency Agreement on November 3, 2025, so no further warrants will be issuable thereunder. Each outstanding warrant is exercisable for one Class A Non-Voting Preferred Share at an exercise price of \$1.00 per Class A Preferred Shares and has an expiry date that is five years after the date of issuance. See Item 4.1 “Issued and Outstanding Equity Securities” for more information.

2.2 Description of Our Business

Overview

We are a “quick loans” direct lending company. Our business involves offering personal loans directly to pre-approved clients of our affiliate, the Manager, and other clients screened by us. Our quick loans are made available to clients seeking fast, easy loan solutions who are located in British Columbia, Alberta and Ontario, although we may expand our lending to other provinces as we develop our business. Based on the number of clients of the Manager in the 2025 calendar year having current pre-approved status, as of the date of this Offering Memorandum this results in a pre-approved pool of between 550 to 1,000 potential Blue Pearl Quick Loans clients.

We formed Blue Pearl Quick Loans Inc. after experiencing first-hand clients, who have good credit scores, mortgages and employment, but who required quick solutions to provide for unexpected circumstances. “Quick loans” are personal loans in a principal amount of up to five thousand dollars, funded within twenty-four hours. The quick loans business recognizes the need for average Canadians to gain access to capital without the inconvenience and delay of going through large financial institutions.

Many Canadian borrowers continue to fall outside traditional credit systems. Research published in 2024 by the Canadian Centre for Policy Alternatives, drawing on Financial Consumer Agency of Canada survey data, reports that 65% of payday loan borrowers in Canada do not have access to a credit card and 88% do not have access to a line of credit.¹ Demand for non-bank credit continues to grow: New Brunswick payday loan borrowing rose from \$5.4 million in 2020 to \$20.2 million in 2024, a near fourfold increase in four years,² and Research and Markets projects the Canadian alternative lending market will grow at a compound annual rate of 17.9% from 2024 through 2028.³ According to *Finder Canada's January 2025 Consumer Sentiment Survey*, payday loans rank only as the sixth most favoured credit product among Canadians (4%), well behind credit cards (12%) and lines of credit (11%). This confirms that payday borrowers represent a population that is largely excluded from, or unwilling to use, mainstream revolving credit.⁴ According to the *Canadian Lenders Association*, the non-prime and unscorable population in Canada is estimated at between 4.8 and 6.7 million individuals, with non-prime borrowers representing approximately 15% of the adult population.⁵

Our target clients, however, are not subprime borrowers; they are asset-backed, employed, and often financially literate. We continue to see a high percentage of mid to high income earners in our applicant pool: 20% earn over \$80,000 per annum, and 7% earn over \$120,000 per annum, demonstrating that unsecured credit demand in Canada is not confined to low income households. Roughly 45% of our clients

¹ Canadian Centre for Policy Alternatives, Consumer protection over profit: Will Nova Scotia's payday loan regulators get it right this time? (August 2024), citing Financial Consumer Agency of Canada, Payday Loans: Market Trends: <https://www.policyalternatives.ca/news-research/consumer-protection-over-profit-will-nova-scotias-payday-loan-regulators-get-it-right-this-time/>

² CBC News, New Brunswickers borrowed \$20.2M last year using payday loans (October 14, 2025): <https://www.cbc.ca/news/canada/new-brunswick/payday-loans-affordability-credit-9.6931546>

³ Research and Markets, Canada Alternative Lending Market Forecast (2024 to 2028), as cited in Finder Canada, Payday Loan Statistics in Canada (February 28, 2025): <https://www.finder.com/ca/payday-loans/payday-loan-statistics>

⁴ Finder Canada, Payday Loan Statistics in Canada (Feb. 28, 2025), citing Finder Consumer Sentiment Survey January 2025: <https://www.finder.com/ca/payday-loans/payday-loan-statistics>

⁵ Canadian Lenders Association, Risk Roundtable commentary on the federal criminal rate change, as cited in Finder Canada, Payday Loan Statistics in Canada (Feb. 28, 2025): <https://www.canadianlenders.org/>

seek loans for urgent, unexpected expenses, including car repairs, medical bills, and short term cash flow gaps. This is consistent with the *Financial Consumer Agency of Canada's* findings that approximately 45% of payday loan users borrow for unexpected expenses such as car repairs.⁶ Our product structure is flexible, responsibly underwritten, and free of hidden fees, and is purpose built for this borrower profile.

We offer unsecured loans to existing clients of our affiliate, Blue Pearl Mortgage Group Inc., and secured loans to new clients with whom we and our affiliates do not have an existing relationship. The interest rate applicable to each client's loan varies. For existing clients of the Manager, the interest rate is matched to the rate of the mortgage they obtained through the Manager. In all cases, the rate may range from 19.99% to 31.9%. Our service has no hidden costs or charges and our clients benefit from the quick processing of funds. Credit pre-approval can occur within as little as thirty minutes after a loan application is submitted, with a final lending decision made within one business day. Once a loan has been approved, a transfer of funds can happen as soon as the same day. All timelines are subject to our document requirements and other due diligence being met.

Our clients must be at least eighteen years old, must have a steady monthly income, must be a Canadian resident, must have a valid address and phone number and must have a bank account. All loans are also subject to credit and underwriting approval. Each client must enter into a formal loan agreement which includes pre-authorized monthly payments made over a period of between twelve (12) and thirty-six (36) months, but in exceptional circumstances where we believe it is warranted the term may be up to five (5) years. Loans may be prepaid in whole or in part at any time without penalty.

If a client defaults on the payment of a loan, then the entire outstanding amount of the loan and all interest thereon becomes immediately due and payable, at our option. If full payment is not promptly made, we have the right to charge additional interest on the amount remaining unpaid. If at the time of default a client has repaid at least 25% of their outstanding loan balance and requires payment assistance, we may offer a loan rewrite to consolidate any missed payments and charges into a single revised loan balance while restarting the amortization schedule, which allows the client to bring their account back into good standing. In some circumstances, we may offer a payment plan to assist the client to bring their account up to date, or we may offer a discounted lump sum loan settlement in the range of 50% to 75% of the outstanding loan balance.

Because many of our clients are existing clients of our affiliate, the Manager, our loans are based on those existing relationships and our clients' needs rather than a rigid loan policy. We can therefore offer a high degree of flexibility in our loan programs.

Effective January 1, 2025, the criminal rate of interest under section 347 of the *Criminal Code* (Canada) was reduced from a 60% effective annual rate (an approximate 48% annual percentage rate ("APR")) to 35% APR, calculated in accordance with generally accepted actuarial practices.⁷ Our maximum annual percentage rate of 31.9% remains materially below this federal ceiling and also below the rate threshold prescribed under the *Business Practices and Consumer Protection Act* (British Columbia) for high cost credit products. Accordingly, we do not offer high-cost credit products within the meaning of that statute and are not required to be licensed as a high-cost credit grantor in British Columbia. By contrast, our principal alternative lending competitors operate at or near the federal 35% APR ceiling and are required

⁶ Financial Consumer Agency of Canada, Payday Loans, Market Trends: <https://www.canada.ca/en/financial-consumer-agency/services/loans/payday-loans.html>

⁷ Criminal Code (Canada), R.S.C. 1985, c. C 46, s. 347, as amended by the Budget Implementation Act, 2023, No. 1 (Bill C 47) and the Criminal Interest Rate Regulations, in force January 1, 2025.

to hold high-cost credit grantor licences in British Columbia, and other jurisdictions. These competitors include easyfinancial (a division of goeasy Ltd., TSX:GSY), which advertises unsecured personal loan APRs of 29.99% to 35.00%,⁸ Fairstone Financial Inc. (26.99% to 34.95% unsecured),⁹ Money Mart (installment APR of 29.90% or 34.28%),¹⁰ and Cash Money and similar high cost installment lenders.¹¹ In the event that our business model changes such that we wish to offer high-cost credit products, we will apply for the appropriate licence as required under the *Business Practices and Consumer Protection Act*.

A significant proportion of our borrowers remain existing mortgage clients of our affiliate, Blue Pearl Mortgage Group Inc., with known repayment behaviour, verified income, and underlying property assets. This overlap between our client base and the Manager's client base continues to reduce risk exposure and to support recovery rates and portfolio performance that we believe compare favourably to industry benchmarks for non-prime consumer lending, such as goeasy Ltd.'s reported Q3 2025 net charge off rate of 8.9%.¹²

Lending Procedures and Guidelines

All loans made by the Issuer will be made in accordance with the following lending procedures and guidelines:

1. Upon receipt of a loan request from a customer, the applicable account manager will:
 - Ascertain the principal loan amount requested by the customer;
 - Confirm the customer's employment status and income;
 - Perform a credit check, if no credit check for the customer has already been performed by either the Manager or the Issuer in the previous thirty- (30-) day period;
 - Confirm the repayment terms that apply to the loan; and
 - Confirm whether the customer has an existing mortgage, including the assessed value of the borrower's real property.
2. The Manager will then review the information obtained from the customer and assess the suitability of the investment for the Issuer, taking into consideration factors such as the borrower's debt to income ratio, the reasonability of the Issuer's exist strategy should the borrower default on the loan and the borrower's past repayment history and capability, as ascertained from the borrower's Credit Bureau records. If the borrower's debt to income ratio is greater than fifty-five percent (55%), further due diligence may be done with respect to the borrower's income and employment, or an interest reserve may be built into the loan amount.
3. The Manager will then determine a proposed monthly payment plan and interest rate based on the foregoing review and will confirm with the customer's account manager whether the loan is suitable for the borrower. The interest rate of any loan is not to exceed a calculated Annual Percentage Rate of thirty-one and nine-tenths percent (31.9%) to ensure the rate is less than the

⁸ easyfinancial (goeasy Ltd.), Personal Loans rate disclosure: <https://www.easyfinancial.com/personal-loans>

⁹ Fairstone Financial Inc., unsecured personal loan rate disclosure, as reported in Loans Canada, easyfinancial vs. Fairstone (2025): <https://loanscanada.ca/loans/easyfinancial-and-fairstone/>

¹⁰ Money Mart Canada, Installment Loan Disclosures: <https://www.moneymart.ca/storedetails/money-mart-online>

¹¹ easyfinancial regulatory disclosure (BC HCC #83689; MB HCC #62897; AB HCC #349265; NL HCC): <https://www.easyfinancial.com/personal-loans>

¹² goeasy Ltd. (TSX:GSY), Q3 2025 Earnings Release (Nov. 5, 2025): <https://www.goeasy.com/investor-relations/>

prescribed rate of high-cost credit products pursuant to the *Business Practices and Consumer Protection Act* (British Columbia).

In general terms, prospective borrowers are reviewed in the same manner as though they were being assessed by the Manager for a mortgage product. Given that many of our customers are in fact existing mortgage clients, this ensures that we are extending loans only to individuals whom the Manager would assess as appropriate mortgage clients and who are considered to fall at an acceptable level of risk for the Issuer.

Competition

The Issuer is part of the consumer lending industry. Our principal competitors are Fairstone Financial Inc., easyfinancial Services (a subsidiary of goeasy Ltd.), Spring Financial Inc., Mogo and LoanConnect. Publicly advertised terms vary materially, with loan terms ranging from several months to multiple years and advertised APRs commonly reaching approximately 35% for certain non-prime consumer lending products.¹³ While there are several competitors in the marketplace, our service is differentiated by the fact that our borrowers are pre-approved as existing or former clients of the Manager. This lowers our risk profile and increases the rate of recovery on our loans. It also enables us to provide a rapid turnaround time, often funding loans the same day or within twenty-four (24) hours of the request. We charge a lower interest rate than many of our competitors, and do not engage in any deceptive or illusive tactics to obtain loans business.

Manager

To provide for the management of our business we have entered into a Management Services Agreement dated January 1, 2022 with the Manager. The Manager is indirectly owned by Nitesh Prakash, as to all issued and outstanding voting shares and fifty percent (50%) of issued and outstanding non-voting shares, and Sharon Prakash, as to fifty percent (50%) of all issued and outstanding non-voting shares.

Under the Management Services Agreement, the Manager provides management and administrative services to us, including:

- (a) acting as general manager, including performing general management and day-to-day administrative duties and overseeing our operations;
- (b) managing our relationships with suppliers and subcontractors;
- (c) providing financial services to us, including administering general security agreements and other forms of security granted to us;
- (d) assisting our external accountants and auditors with the preparation of our financial statements and tax filings;
- (e) providing client pre-screening services;

¹³ Based on interest rate information available at www.easyfinancial.com, www.springfinancial.ca/interest-rates, www.fairstone.ca and loanconnect.ca as at the date of this Offering Memorandum.

- (f) originating and administering quick loans on our behalf within investment parameters from time to time approved by our Board of Directors;
- (g) maintaining our business premises; and
- (h) providing marketing and business development assistance to us.

The Management Services Agreement provides that the Manager will be paid a monthly fee for its services equal to five percent (5%) of the aggregate balance of the then outstanding principal loan amounts (after deduction for provisions for losses), determined as of the last working day of each month. From this amount, our Manager will remunerate those of its employees that are providing services to us. Payment to our Manager is made immediately after each month end upon our receipt of an invoice.

Under the Management Services Agreement, we are also required to reimburse the Manager for its reasonable and necessary out-of-pocket disbursements (excluding wages, salaries and the costs of office space and maintenance of our books and records) incurred in connection with administering our business. Such disbursements are paid monthly once approved by us.

The Manager has agreed to indemnify us from all claims that arise out of the Manager's actions or omissions, including as a result of the Manager's breach of the Management Services Agreement, gross negligence and wilful misconduct.

The Management Services Agreement has an indefinite term which shall automatically renew unless it is terminated by us or the Manager. We may terminate the Management Services Agreement at any time on thirty (30) days' notice, and the Manager may terminate it upon sixty (60) days' notice to us. The Management Services Agreement may also be terminated by us in the event of the Manager's failure to perform the management services in accordance with the Management Services Agreement, failure to remedy any breach of the Management Services Agreement within five (5) business days, or in the event of any gross negligence, incompetence or wilful misconduct of the Manager or any of its personnel.

The Manager may not carry on any business or perform any services to other clients during the term of the Management Services Agreement if that business or services would create any conflict of interest with its obligations to us. As well, the Manager may not assign its obligations to anyone without our prior written consent.

Transfer Agent and Registrar

MEP Business Counsel ("MEP") is our registered and records office agent. In that capacity, MEP maintains our share register and records any issuances, redemptions and transfers of our shares. MEP will act as registrar and transfer agent in respect of this offering.

2.3 Development of Our Business

The Issuer was initially formed as a passive lead generation entity for the Manager. However, recognizing the need for Canadians to be able to access quick cash loans for emergencies, the business of the Issuer was later restructured as a standalone quick loans business for existing clients of the Manager, which has funded more than \$1 billion in mortgage loans over its history, with multiple repeat clients. The Manager saw the development of the Issuer as a much needed value added service for those existing clients and this has been substantiated since the establishment of our business.

Since establishing our business in January 2022, the Issuer has made one hundred fifty-six (156) unsecured loans totaling \$784,787.86 with a weighted average interest rate of twenty-seven percent (27.00%), seventy (70) of which have now been repaid in full. These loans were originally funded in part by a loan from the Manager, which has now been repaid in full.

During our most recently completed financial year there have not been any unusual events or conditions that have favourably, or adversely, influenced the development of our business.

As our business is still in its initial growth phase, we have made limited cash distributions to date. Pursuant to our Articles, dividends on our Class A Preferred Shares are to be issued as dividends in kind, except if otherwise requested by a shareholder. As a result, other than the redemption of 129,296 Class A Preferred Shares on August 6, 2024, the redemption of 32,553.93 Class A Preferred Shares on April 6, 2026 and the redemption of 20,791.84 Class A Preferred Shares on May 31, 2026, the only cash distribution we have paid is the amount of \$8,168.63, on April 1, 2025, which was paid as a dividend on Class A Preferred Shares as requested by the shareholder. However, pursuant to the terms of our issued and outstanding Class A Preferred Shares, in 2024 we also issued 62,244 Class A Preferred Shares as dividends in kind, having an aggregate value of \$62,243.57, in 2025 we issued 85,006 Class A Preferred Shares as dividends in kind, having an aggregate value of \$85,006.14, and in 2026 we have issued 112,293.93 Class A Preferred Shares as dividends in kind, having an aggregate value of \$112,293.93. We expect future distributions to be funded from our operating activities and funds re-invested through our share re-investment plan. However, there is no guarantee that our rates of return in future periods will enable us to make any such future distributions. The factors which affect the rate of return are described in Item 10 “Risk Factors”.

We have advanced funds to the Manager pursuant to an unsecured demand promissory note accruing interest at a rate of twelve percent (12%) per annum, repayable by the Manager at any time without penalty. As at the date of this Offering Memorandum, the aggregate principal amount owing to the Issuer pursuant to such receivable is \$553,698. This loan was initially structured as an inter-company advance to make productive use of funds that were temporarily idle and not yet deployed into the Quick Loans business, and additional amounts were advanced to the Manager in September 2025 and February 2026 for the same purpose. Rather than allowing the capital to sit in a bank account earning minimal interest, we opted to generate a 12% return – matching the rate that our Class A Preferred shareholders are entitled to receive by way of dividends paid out of properly distributable funds in accordance with our Articles (see Item 5.1 “Securities Offered - Terms of Securities”). Interest on the outstanding principal amount is paid by the Manager monthly. While this loan is not part of our core lending operations, the rate charged reflects our internal cost of capital. This ensures the arrangement is financially neutral to the Issuer and allows the Manager to access capital without burdening the organization. Commencing July 2025, the Manager commenced repayment of the outstanding loan, with payments of principal in the amount of \$25,000 made on each of July 30, 2025 and September 17, 2025, a bulk principal payment of \$120,000 made on January 8, 2026, and a further bulk principal payment of \$120,000 and interest payment of \$26,569.68 on April 13, 2026. It is intended that the Manager continue to make such repayments in the amount of \$25,000 per month. Once repaid, this capital will be redirected back into loan originations, where it can fulfill its intended purpose. In the view of Management, the use of idle funds in this manner demonstrates prudent financial management, preserves liquidity, and upholds our commitment to maximizing returns for shareholders.

2.4 Long Term Objectives

Our vision is to drive sustainable growth in earnings, assets and operations through strategic lending practices that maximize returns while managing risk. We are committed to safeguarding our capital and delivering outstanding value to our investors.

To achieve this, we will execute a series of critical milestones:

1. **Expand Capital Base** (Q2 2026 – Q4 2026):

Objective: Raise an additional \$5 million in capital through the current Offering by forging strategic partnerships with real estate agents, mortgage brokers and investment groups. Outreach will emphasize the benefits and opportunities provided by the quick loans business.

Execution: We will implement a targeted outreach strategy, which includes in-person meetings, webinars and participation in industry events to build relationships and expand our network. This will be supported by digital marketing, content creation and newsletters aimed at educating potential partners. By collaborating with mortgage brokers and real estate professionals, we can access new capital pools. A dedicated team will manage follow-ups and partner engagement.

Estimated Cost: \$150,000 (for marketing, legal and administrative expenses).

2. **Diversify Borrower Pipeline** (Q3 2026 - Q1 2027):

Objective: Broaden our borrower base by targeting new sectors and geographies, leveraging our affiliation with the Manager.

Execution:

- Homeowner-Focused Marketing Campaigns: Targeted campaigns will highlight the loans offered by the Issuer as a fast and flexible solution for homeowners needing cash for emergency repairs or medical expenses. We will run digital ads, email campaigns and social media promotions educating homeowners on how the Issuer can offer faster options compared to traditional lending.
- Partnerships with Mortgage Brokers: We will train mortgage brokers on promoting the Issuer as a short-term financial solution for homeowners. Brokers will be provided with sales tools that detail the advantages of using our services, ensuring faster approvals and flexible terms.
- Direct Outreach: Email campaigns will target homeowners in our database, promoting personalized loan options for emergency expenses.
- Tailored Loan Packages: We plan to introduce loan products specifically designed for homeowners, with features such as flexible repayment options and quick approvals to meet immediate financial needs.

Estimated Cost: \$75,000 (for market research, digital marketing campaigns, outreach and broker training programs).

3. **Technology Integration** (Q3 2026 - Q1 2027):

Objective: Implement advanced data analytics tools to enhance borrower evaluation and improve risk management. The goal is to ensure that the Issuer adopts a highly compliant lending and investment process consistent with new regulations in the mortgage sector, which will take effect in October 2026.

Execution: We are upgrading our CRM and Mortgage systems with in house compliance tools that provide real-time borrower evaluation and reporting. Artificial intelligence and automation tools will be employed to streamline processes, minimize errors and increase efficiency. This will also involve training staff on the new technologies and ensuring they are equipped to manage the systems effectively.

Estimated Cost: \$200,000 for technology procurement, system integration and staff training.

4. **Regulatory Compliance & Expansion** (Ongoing from Q1 2025):

Objective: Ensure full compliance with evolving regulations in the mortgage, investment and consumer lending sectors.

Execution: Our compliance team will work closely with our Exempt Market Dealer, Drake Financial Ltd., to monitor regulatory updates, ensuring that internal processes are adjusted as needed. Regular training sessions will keep staff informed of the latest requirements. As we expand into new provinces, we will conduct legal reviews and obtain the required licenses for operations. Our expansion strategy will focus on aligning with markets where our services can have the greatest impact.

Estimated Cost: \$100,000 annually (for compliance updates, legal fees and certifications).

These objectives are designed to drive long-term, sustainable growth by expanding our capital base, diversifying our borrower pipeline, adopting new technology and ensuring regulatory compliance. Each initiative is structured to maximize return while managing risk, ensuring the Issuer is able to scale its business efficiently in a competitive landscape.

While we are confident in our strategy, achieving these goals is contingent on external factors, and success cannot be guaranteed. See Item 8, "Risk Factors," for more details.

2.5 Short Term Objectives and How We Intend to Achieve Them

Our primary objectives for the next twelve (12) months are centered around capital growth, strategic loan funding and setting the foundation for long-term success. These objectives reflect our commitment to driving value for our investors while ensuring prudent financial management. Our goals for the next twelve (12) months are threefold:

1. **Raise Additional Investment Capital:**

We aim to raise significant investment capital through the current Offering to fuel our quick loan portfolio with an aggregate principal amount of approximately \$5 million. This capital will be strategically deployed to fund quick loans for clients who need fast access to liquidity, providing them with flexible, tailored financial solutions.

2. Strategic & Efficient Loan Deployment:

We plan to swiftly and effectively allocate the raised capital, deploying loan funds with speed and precision to ensure that clients receive rapid access to the capital they need while maintaining a reasonable and manageable risk profile in line with our established lending practices. This ensures a steady return for investors and preserves the security of the invested capital.

3. Align with Long-Term Growth Objectives:

In addition to short-term targets, we will continue to work towards achieving the milestones set in our long-term objectives (outlined in Item 2.4, “Long-Term Objectives”). This integrated approach ensures that our short-term actions align with the broader vision for sustainable growth and profitability.

We intend to meet those objectives for the next twelve (12) months as set out in the following table.

What we must do and how we will do it	Target completion date or, if not known, number of months to complete	Our cost to complete	
		Minimum Offering	Maximum Offering
Carry out the current offering as described in this Offering Memorandum.	Next 6 months	\$50,000	\$300,000 ⁽¹⁾
Use the offering proceeds to fund quick loans in the aggregate principal amount of at least \$3 million with a reasonable and manageable level of risk in accordance with our existing lending practices.	Next 12 months	\$0	\$4,700,000 ⁽²⁾

⁽¹⁾ Assuming there is no minimum offering amount and a maximum of one thousand (1,000) new investors.

⁽²⁾ This amount represents the aggregate estimated principal amount of quick loans. The costs of documenting loans, as well as necessary due diligence costs, are paid for by the borrowers.

2.6 Insufficient Funds

There is no assurance that (i) any of the offering will be sold, (ii) the proceeds of the offering, if any, will be sufficient to accomplish our proposed objectives or (iii) alternative financing will be available. If none of the offering is sold, we will continue to use our existing capital and cash flows to carry on our business.

2.7 Issuers without Significant Revenue

As the Issuer is currently conducting an operating business which has produced significant revenues during its most recently completed financial year, we confirm that the disclosure requirements set out in Item 2.7 of Form 45-106F2 do not apply to the Issuer.

2.8 Material Agreements

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

- (a) Exempt Market Dealer Trade Contract dated as of November 3, 2025 with Drake Financial Ltd. See Item 9 “Compensation Paid to Sellers and Finders”; and

- (b) Management Services Agreement dated January 1, 2022 with Blue Pearl Mortgage Group Inc. See Item 2.2 “Description of Our Business – Manager”. The Manager and the Issuer are related companies. For more information, see Item 10 “Risk Factors”.

As well, we have advanced funds to the Manager pursuant to a demand promissory note accruing interest at a rate of twelve percent (12%) per annum. This loan is unsecured and is repayable by the Manager at any time without penalty. As the date of this Offering Memorandum, the aggregate principal amount owing to the Issuer pursuant to such receivable is \$553,698. Interest on the outstanding principal amount is paid by the Manager monthly. This loan was initially structured as an inter-company advance to make productive use of funds that were temporarily idle and not yet deployed into the Quick Loans business, and additional amounts of \$100,000 in February 2026 and \$70,000 in September 2025 were advanced to the Manager for the same purpose. While this loan is not part of our core lending operations, the rate charged reflects our internal cost of capital. This ensures the arrangement is financially neutral to the Issuer and allows the Manager to access capital without burdening the organization. Commencing July 2025, the Manager commenced repayment of the outstanding loan, with payments of principal in the amount of \$25,000 made on each of July 30, 2025 and September 17, 2025, a bulk principal payment of \$120,000 made on January 8, 2026, and a further bulk principal payment of \$120,000 and interest payment of \$26,569.68 on April 13, 2026. It is intended that the Manager continue to make such repayments in the amount of \$25,000 per month, and we anticipate this capital will be redirected back into loan originations, where it can fulfill its intended purpose.

2.9 Related Party Transactions

There have been no purchase and sale transactions between the Issuer and any related party that would require disclosure pursuant to Item 2.9 of Form 45-106F2.

Item 3. COMPENSATION AND SECURITY HOLDINGS OF CERTAIN PARTIES

3.1 Compensation and Securities Held

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

Name & Municipality of Principal Residence	Positions Held & Date Appointed	Compensation Paid & Payable ⁽¹⁾ Last Year (Current Year)	Number, Type & Percentage of Our Securities held ⁽²⁾ after completion of the:	
			Minimum Offering	Maximum Offering ⁽³⁾
PRAKASH, Nitesh Surrey, BC	Director, President & Secretary May 28, 2019	nil (nil)	100 Class A Common Voting (100%) 100 Class B Common (100%) 768,048.44 Class A Preferred (81.03%)	100 Class A Common Voting (100%) 100 Class B Common (100%) 768,048.44 Class A Preferred (12.9%)

⁽¹⁾ Paid by us in the last financial year. Amounts shown in parentheses are the compensation expected to be paid in the current financial year.

- (2) Shares beneficially held, directly or indirectly, or over which control or direction is exercised, by each person and does not include shares held jointly with a spouse. Amounts are subject to variation depending on the share purchases and redemptions during the term of the offering.
- (3) Calculated on the basis of the number of shares of each class held as at the date of this Offering Memorandum. We are unaware whether any of our directors and officers intend to purchase shares in this offering and therefore any such subscription is not included in the foregoing table.

3.2 Management Experience

The principal occupations of our directors and executive officers over the past five (5) years and any relevant experience in a business similar to ours are set out in the following table.

Name & Position	Principal Occupation for last five years and Related Business Experience
PRAKASH, Nitesh President & Director	Registered (and Licenced) Mortgage Broker (British Columbia, Alberta, Manitoba, Saskatchewan and Ontario). President and owner of, and sub-mortgage broker at, Blue Pearl Mortgage Group Inc. (a mortgage brokerage) since September 2014. President of Blue Pearl Mortgage Investment Corporation and Blue Pearl Investment Ltd. since September 2017. Sub-Mortgage broker with HSBC Finance (August 2006 to August 2014). Mortgage Broker course (Sauder School of Business, University of British Columbia; August 2006).

3.3 Penalties, Sanctions, Bankruptcy, Insolvency and Criminal or Quasi-Criminal Matters

None of our directors, executive officers or control persons or issuers of which they were a director, executive officer or control person at the time, has been any time during the last ten (10) years:

- (a) subject to any penalty or sanction imposed by a court relating to a contravention of securities legislation;
- (b) subject to a penalty or other sanction imposed by a regulatory body relating to a contravention of securities legislation;
- (c) subject to order restricting trading in securities, not including an order that was in effect for less than 30 consecutive days; or
- (d) the subject of any 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.

None of the Issuer or a director, executive officer or control person of the Issuer has pled guilty to or been found guilty of:

- (a) a summary conviction or indictable offence under the *Criminal Code* (Canada);
- (b) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction;
- (c) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory of the United States of America; or
- (d) an offence under the criminal legislation of any other foreign jurisdiction.

3.4 Certain Loans

As of the date of this Offering Memorandum, we are not indebted to any of our directors, management, Principal Holders or promoters, nor are any of them indebted to us other than the Manager's indebtedness to us as detailed above under Item 2.8 "Material Agreements".

Item 4. CAPITAL STRUCTURE

4.1 Issued and Outstanding Equity Securities

The issued and outstanding equity securities of the Issuer are set out in the following table.

Description of Security	Number Authorized to be Issued	Price per Security	Number outstanding		
			as at the date of this Offering Memorandum	after the Minimum Offering ⁽¹⁾	after the Maximum Offering
Class A Common Shares ⁽²⁾	unlimited	\$0.10	100	100	100
Class B Common Shares ⁽³⁾	unlimited	\$0.10	100	100	100
Class A Preferred Shares ⁽⁴⁾	unlimited	\$1.00	947,902.16	947,902.16	5,947,902.16
Warrants to purchase Class A Preferred Shares ⁽⁵⁾	-	-	16,260	16,260	16,260

⁽¹⁾ There is no minimum offering amount.

⁽²⁾ Each Class A Common Share carries the right to one vote in person or by proxy at all general meetings of the issuer. Class A Common Shares do not carry a dividend entitlement. In the event of the liquidation, dissolution or winding up of the Issuer, the holders of Class A Common Shares are entitled to receive only the amount paid up on such shares and no further right to participation. The Class A Common Shares are not available for purchase under this Offering Memorandum.

⁽³⁾ The Class B Common Shares do not carry the right to vote at any meeting of the shareholders of the issuer, except for certain meetings specifically called for the holders of Class B Common Shares on business exclusively relating to those shares. The Class B Common Shares carry the right to receive dividends at the discretion of the directors. In the event of the liquidation, dissolution or winding up of the issuer, the holders of Class B Common Shares are entitled to participate on a pro rata basis. The Class B Common Shares are not available for purchase under this Offering Memorandum.

⁽⁴⁾ For a description of the material terms of the Class A Preferred Shares, refer to Item 5.1 "Terms of Securities".

⁽⁵⁾ Pursuant to the terms of our previous Agency Agreement dated May 24, 2023 with FrontFundr Financial Services Inc. (which was terminated on November 4, 2025), as part of its compensation in connection with providing Exempt Market Dealer services, FrontFundr received certain warrants to purchase Class A Preferred Shares of the Issuer. All such warrants have an exercise price of \$1 per warrant and an exercise term of five (5) years from the date of issuance. As of the date of this Offering Memorandum, FrontFundr holds 7,500 warrants issued on September 19, 2023, having an expiry date of September 19, 2028; 1,500 warrants issued on November 29, 2023, having an expiry date of November 29, 2028; 2,460 warrants issued on February 26, 2024, having an expiry date of February 26, 2029; 600 warrants issued on July 31, 2024, having an expiry date of July 31, 2029; 3,000 warrants issued on September 20, 2024, having an expiry date of September 20, 2029; 300 warrants issued on February 20, 2025, having an expiry date of February 20, 2030; 300 warrants issued on April 4, 2025, having an expiry date of April 4, 2030; and 600 warrants issued on May 12, 2025, having an expiry date of May 12, 2030. Pursuant to the terms of our current Exempt Market Dealer Trade Contract with Drake Financial Ltd., as part of its compensation Drake is not entitled to receive any warrants or any other form of equity. As at the date of this Offering Memorandum, no warrants have been issued to Drake Financial Ltd. See Item 9 "Compensation Paid to Sellers and Finders". Other than such warrants, there are not currently outstanding any options, warrants or other securities convertible into Class A Common, Class B Common or Class A Preferred Shares.

4.2 Current and Long-Term Debt

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

4.3 Prior Sales

In the past twelve (12) months, the Issuer issued the following Class A Preferred Shares and warrants to purchase Class A Preferred Shares:

Date	Number of securities Issued	Issue price per security	Total funds received
May 12, 2025	10,000 Class A Preferred Shares 600 warrants to purchase Class A Preferred Shares	\$1.00	\$10,000 n/a, issued for services rendered ⁽¹⁾
April 6, 2026	112,293.93 Class A Preferred Shares	\$1.00	n/a, issued as dividends in kind ⁽²⁾

(1) Pursuant to the terms of our Agency Agreement dated May 24, 2023 with FrontFundr Financial Services Inc. (now terminated), as part of its compensation FrontFundr has been issued certain warrants to purchase Class A Preferred Shares of the Issuer. All such warrants have an exercise price of \$1 per warrant and an exercise term of five (5) years from the date of issuance. See Item 9 "Compensation Paid to Sellers and Finders".

(2) Pursuant to the Articles of the Issuer, dividends on the issued and outstanding Class A Preferred Shares are to be issued by dividends in kind unless otherwise requested by the shareholder.

Other than the foregoing, within the past twelve (12) months we have not issued any Class A Preferred Shares, nor any other securities convertible into or exchangeable for Class A Preferred Shares.

Item 5. SECURITIES OFFERED

By this Offering Memorandum, we are offering for sale our Class A Preferred Shares to qualified investors in British Columbia, Alberta, Saskatchewan and Ontario.

5.1 Terms of Securities

Voting

Our Class A Preferred Shares do not carry any right to vote except in respect of any amendment to their special rights and privileges.

Distribution of Profits

Each financial year, pursuant to the Articles of the Issuer, our Class A Preferred Shareholders are entitled to receive, out of profits properly applicable to the payment of dividends, a cumulative dividend at a rate

of twelve percent (12%) per annum of the initial purchase price of the applicable Class A Preferred Shares, calculated and compounded on a monthly basis. The dividend will be declared by the Board of Directors of the Issuer after the end of each fiscal year. It will then be paid out to the shareholders by way of the issuance of additional Class A Preferred Shares representing the dividend amount. If a shareholder prefers that the dividend be paid to them in cash, the shareholder may deliver a written request to the Issuer no later than ninety (90) calendar days after the fiscal year end. The dividend will then be paid out to that shareholder in cash or by way of non-interest bearing promissory note, in the Issuer's sole discretion.

If, in respect of any given year, a shareholder has held Class A Preferred Shares for a period of less than the full year, any dividend declared in respect of that year shall be paid on those Class A Preferred Shares pro rata in respect of such partial year.

The Board of Directors of the Issuer shall not declare or pay out dividends in respect of the Class A Preferred Shares if such declaration or payment would contravene any applicable statute, regulation or rule or law or equity, or would result in the reduction of the net assets of the Issuer below the aggregate redemption amount of the Class A Preferred Shares that are issued and outstanding from time to time. As a result, there is no guarantee that dividends will be declared or paid in respect of any particular period or at all.

Redemption and Retraction of Shares

The Class A Preferred Shares carry the right of retraction under certain circumstances. A shareholder wishing to exercise retraction rights must deliver written notice to the Issuer setting out the requested date of retraction, which must be between March 1 and June 30 of any given calendar year (the “**Retraction Window**”), the shareholder's name and the number of Class A Preferred Shares to be retracted. The shareholder must deliver this notice not less than twenty-one (21) days before the retraction date. The Issuer in its discretion may waive the requirement for notice. The shareholder may choose to retract all, or a portion, of the Class A Preferred Shares held.

Subject to applicable law and Section 26.3 of the Articles of the Issuer, the Issuer will, upon duly receiving or waiving notice of retraction and receiving the share certificate (if applicable) representing the shares being retracted, redeem the Class A Preferred Shares specified in the notice by paying a redemption amount (the “**Redemption Amount**”) that is equal to the initial purchase price of such Class A Preferred Shares, plus an amount equal to all declared but unpaid cumulative dividends on those Class A Preferred Shares.

Notwithstanding the foregoing, the Issuer is not required to retract (in the aggregate, in one or more tranches), in any given fiscal year, more than twenty-five percent (25%) of the issued and outstanding Class A Preferred Shares as at the end of the previous fiscal year. Thereafter, the directors of the Issuer may determine in their absolute discretion based on the financial requirements of the Issuer whether to defer any further retractions to the next fiscal year. Each retraction of Class A Preferred Shares is subject to a fee of \$100, payable by the shareholder.

The Issuer is entitled to redeem, in its sole discretion and at any time, any or all Class A Preferred Shares held by any shareholder without the consent of, or receiving a notice of retraction from, that shareholder, on ninety (90) calendar days' notice to the applicable shareholder, provided that a shareholder entitled to receive notice of redemption may waive the requirement for notice. Upon any such redemption, the shareholder will be entitled to receive the Redemption Amount in respect of the redeemed Class A Preferred Shares. If only some, but not all, of the Class A Preferred Shares held by a shareholder are redeemed by the Issuer, the Issuer will issue a new share certificate for the balance, at the Issuer's expense.

If a planned redemption would result in us not meeting the solvency requirements of the *Business Corporations Act* (British Columbia), we will only redeem such number of Class A Preferred Shares as may be necessary for us to continue to meet such requirements.

Example: The following is an example of the Redemption Amount that would be payable by the Issuer to a shareholder upon a retraction of Class A Preferred Shares.

An investor invests \$10,000 on January 1, 2025 by the purchase of Class A Preferred Shares at a price of \$1.00 per share. On March 1, 2027 the Issuer agrees to a retraction of those Class A Preferred Shares, as well as Class A Preferred Shares issued to the shareholder by way of payment of dividends. For purposes of this example, it is assumed that:

- During the shareholding period, the Issuer declared the full dividend amounts to which the holders of Class A Preferred Shares are entitled, in respect of the 2025 and 2026 fiscal years;
- The shareholder elected to have all declared dividends reinvested in Class A Preferred Shares, resulting in the issuance of an additional 1,268 Class A Preferred Shares following the 2025 fiscal year end, and the issuance of an additional 1,429 Class A Preferred Shares following the 2026 fiscal year end, such that on the retraction date, the shareholder holds a total of 12,697 Class A Preferred Shares;
- All declared dividend amounts have been paid out to the shareholder by way of the issuance of Class A Preferred Shares, such that there are no declared but unpaid dividends outstanding; and
- A retraction fee of \$100 is payable by the shareholder to the Issuer.

Assuming the foregoing, the Redemption Amount would be \$12,697. Following payment of the retraction fee of \$100, the amount payable to the shareholder by the Issuer would be \$12,597.

Transferability

The Class A Preferred Shares of the Issuer are subject to restrictions on transfer:

- (a) contained in our Articles (our corporate charter); and
- (b) imposed by applicable securities legislation (see Item 12 “Resale Restrictions”).

Our Articles provide that a shareholder may not transfer any of their Class A Preferred Shares to any other person, except with the prior written consent of the Board of Directors.

Each transfer of our Class A Preferred Shares is subject to fees of \$100, payable by the shareholder.

Conversion

Our Class A Preferred Shares are not convertible into any other form of share or security.

Liquidation Entitlement

If we are liquidated, dissolved or wound-up, the Class A Preferred Shareholders are entitled to receive an amount equal to the initial purchase price of the applicable Class A Preferred Shares, together with an amount equal to all declared but unpaid cumulative dividends, and the Class A Preferred Shareholders will not be entitled to share in any further distribution of property and assets of the Company.

Amendment of Terms

The terms of our Class A Preferred Shares may only be amended with the approval of: (a) if in writing, a resolution signed by the holders of all the issued and outstanding Class A Preferred Shares, or (b) if at a meeting of shareholders, by a resolution passed by a majority of not less than three-fourths (3/4) of the votes cast at such meeting by holders of Class A Preferred Shares who are present in person or represented by proxy. The quorum at any such meeting must be holders of Class A Preferred Shares holding or representing by proxy at least twenty-five (25%) of the issued and outstanding Class A Preferred Shares.

Assessment

All of our shares issued to date are, and those issued pursuant to this Offering Memorandum shall be, fully paid and non-assessable.

5.2 Subscription Procedure

If you wish to subscribe for our Class A Preferred Shares, please complete and sign a Subscription Agreement, and all applicable schedules thereto, in the form accompanying this Offering Memorandum and **return the agreement to our selling agent** as follows:

Drake Financial Ltd.
2190 McCallum Road
Abbotsford, BC V2S 3P3
Phone: (604) 855-6661

For share subscriptions through Registered Plans, funds are transferred from your trustee rather than from you personally. For all other subscriptions, **also deliver to our selling agent a certified cheque, bank draft or money order payable to “Blue Pearl Quick Loans Inc.”**, for the number of shares you wish to purchase.

This offering is not subject to any minimum subscription level, and there are no conditions of closing; therefore, any funds received from an investor are available to the Issuer and need not be refunded to the investor. All subscription funds will be held in trust by us (as required by law) for at least two (2) business days after receipt. Closing will occur and share acknowledgements will be issued shortly thereafter. Closings may occur in tranches at the Issuer’s discretion.

Subscriptions may be accepted by the Issuer, subject to the terms and conditions of the Subscription Agreement signed by the investor. Subscriptions may be accepted or rejected by the Issuer in its sole discretion. The Issuer is not obligated to accept any subscription nor to accept subscriptions in the order the Issuer receives them. If the Issuer rejects a subscription, the subscription funds will be returned to the investor, without interest or deduction, along with notification of the rejection.

This offering may be terminated at the sole discretion of the Issuer. For example, the Issuer might choose to terminate the offering upon the occurrence of events such as any material adverse change in the business, personnel or financial condition of the Issuer. If this offering is terminated for any reason, the Subscription Agreements and cash funds received by the Issuer prior to the termination will be returned to investor without interest or deduction as if the investors’ subscriptions had been rejected (whether or not the subscription(s) had previously been accepted by the Issuer).

A prospective investor will become a shareholder upon execution of a Subscription Agreement, acceptance of the Subscription Agreement by the Issuer, payment of the subscription price and entry of the investor's name in the register of shareholder of the Issuer as a shareholder. Share certificates will not be issued unless you subscribe for your shares through a Registered Plan and the financial institution requires a share certificate to be issued, in which case the original share certificate will be sent to that financial institution. You may also request in writing that we issue and provide a share certificate to you, representing the shares held by you, at any time after the shares are issued.

Investor Qualifications

Investor qualifications differ depending on the province or territory of residence of the investor and the prospectus exemption being relied upon. A summary of the applicable qualifications as at the date of this Offering Memorandum is set out below. The summary below is for reference only and is qualified by the terms of the applicable exemptions, and the terms of the Subscription Agreement.

Offering Memorandum Exemption

In any Canadian province or territory, an investor may purchase Class A Preferred Shares in reliance on the "offering memorandum" exemption contained in section 2.9 of NI 45-106 if (a) the investor purchases the Shares as principal (i.e., not for the benefit of others), (b) at the same time or before the investor signs an agreement to purchase the Class A Preferred Shares, the Issuer (i) delivers a copy of this Offering Memorandum to the investor, and (ii) obtains a risk acknowledgement in the required form from the investor, and (c) certain other requirements are complied with. In addition, if an investor is located in a province or territory other than British Columbia and Newfoundland and Labrador, the investor must either (A) qualify as an "eligible investor", or (B) comply with certain investment limits. For these purposes, an "eligible investor" includes:

- (a) a person or company whose:
 - (i) net assets, alone or with a spouse, in the case of an individual, exceed \$400,000;
 - (ii) net income before taxes exceeded \$75,000 in each of the two most recent calendar years, and who reasonably expects to exceed that income level in the current calendar year; or
 - (iii) net income before taxes alone or with a spouse, in the case of an individual, exceeded \$125,000 in each of the two most recent calendar years, and who reasonably expects to exceed that income level in the current calendar year; and
- (b) a company of which a majority of the voting securities are beneficially owned by eligible investors or a majority of the directors are eligible investors.

Further information on the definition of "eligible investor" is set out in the required form of Subscription Agreement.

Accredited Investor Exemption

In any Canadian province or territory, an investor may purchase Class A Preferred Shares in reliance on the "accredited investor" prospectus exemption contained in section 2.3 of NI 45-106 if the investor qualifies as an "accredited investor" within the meaning of NI 45-106, purchases the Class A Preferred Shares as

principal (i.e., not for the benefit of others) and if an individual, provides a risk acknowledgement in the required form. Under NI 45-106, an “accredited investor” includes:

- (a) an individual who beneficially owns, or who together with a spouse beneficially own, financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$1,000,000 of net investable assets;
- (b) any individual whose net income before taxes exceeded \$200,000 in each of the two most recent calendar years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of those years, and who, in either case, has a reasonable expectation of exceeding the same net income level in the current calendar year;
- (c) a company, limited partnership, limited liability partnership, trust or estate, other than a mutual fund or non-redeemable investment fund, that had net assets of at least \$5,000,000 as reflected in its most recently prepared financial statements; or
- (d) a person or company in respect of which all of the owners of interests, direct or indirect, legal or beneficial, are persons or companies that are accredited investors.

Further information on the categories of “accredited investor” is set out in the required form of Subscription Agreement.

\$150,000 Minimum Amount Investment Exemption – Non-Individuals Only

In any Canadian province or territory, an investor that is not an individual may purchase Class A Preferred Shares in reliance on the “minimum amount investment” prospectus exemption contained in section 2.10 of NI 45-106 if the investor purchases Class A Preferred Shares with an aggregate purchase price of not less than \$150,000 and purchases the Class A Preferred Shares as principal (i.e., not for the benefit of others).

Family, Friends and Business Associates Exemptions

In any Canadian province or territory, an investor that has a certain prescribed relationship to the Issuer or its directors, executive officers, control persons, affiliates or founders and purchases the Class A Preferred Shares as principal (i.e., not for the benefit of others) may purchase Class A Preferred Shares in reliance on the “family, friends and business associates” prospectus exemptions contained in NI 45-106 (as applicable depending on the jurisdiction where the investor is located). An investor may qualify to purchase in reliance on this exemption the investor is:

- (a) a director, executive officer or control person of the Issuer, or of an affiliate of the Issuer;
- (b) a spouse, parent, grandparent, brother, sister, child or grandchild of a director, executive officer or control person of the Issuer, or of an affiliate of the Issuer;
- (c) a parent, grandparent, brother, sister, child or Issuer of the spouse of a director, executive officer or control person of the Issuer or of an affiliate of the Issuer;
- (d) a close personal friend of a director, executive officer or control person of the Issuer, or of an affiliate of the Issuer;

- (e) a close business associate of a director, executive officer or control person of the Issuer, or of an affiliate of the Issuer;
- (f) a founder of the Issuer or a spouse, parent, grandparent, brother, sister, child, grandchild, close personal friend or close business associate of a founder of the Issuer;
- (g) a parent, grandparent, brother, sister, child or grandchild of a spouse of a founder of the Issuer;
- (h) a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in (a) to (g); or
- (i) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in (a) to (g).

Further information on the investors eligible to purchase in reliance on these exemptions is set out in the required form of Subscription Agreement.

Item 6. REPURCHASE REQUESTS

The Issuer repurchased the following securities in its two most recently completed financial years:

Description of security	Date of end of financial year	Number of securities with outstanding repurchase requests on the first day of the year	Number of securities for which investors made repurchase requests during the year	Number of securities repurchased during the year	Average price paid for the securities repurchased	Source of funds used to complete the repurchases	Number of securities with outstanding repurchase requests on the last day of the year
Class A Preferred Shares	December 31, 2024	nil	129,296	129,296	\$1.00 per share	Operating revenues	nil
Class A Preferred Shares	December 31, 2025	nil	nil	nil	n/a	n/a	nil
Class A Preferred Shares	December 31, 2026	nil	53,345.77	53,345.77	\$1.00 per share	Operating revenues	nil

Item 7. CERTAIN DIVIDENDS OR DISTRIBUTIONS

Dividends paid by the Issuer in the two most recently completed financial years did not exceed cash flow from operations. See Item 5.1 “Securities Offered – Terms of Securities” for a description of the dividend rights attributed to the Class A Preferred Shares.

Item 8. INCOME TAX CONSEQUENCES AND REGISTERED PLAN ELIGIBILITY

8.1 Caution

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

8.2 Description of Income Tax Consequences

Caution

This general description has been prepared by Clearline CPA Corp. However, subscribers should consult with their own tax advisor regarding the income tax consequences of acquiring, holding and disposing of the Class A Preferred Shares, including the application and effect of the income and other tax laws of any country, province, state or local tax authority.

Other than the income tax disclosure contained in this Item 8.2, we make no other warranties or representations, implied or otherwise, with respect to taxation issues.

General

In the opinion of our management, the following sets out a summary of the principal Canadian federal income tax consequences of acquiring, holding and disposing of the Class A Preferred Shares by a Subscriber who, at all relevant times, is a resident of Canada, deals with us at arm's length and who acquires and holds the Class A Preferred Shares as capital property. Subscribers for whom the Class A Preferred Shares might not constitute capital property may elect, in certain circumstances, to have such property treated as capital property by making an election permitted by subsection 39(4) of the *Income Tax Act* (Canada), RSC 1985, c.1 (5th Supp.), as amended (the "**Tax Act**"). This summary is not applicable to any Class A Preferred Shareholder which is a "financial institution" as defined in section 142.2 of the Tax Act, or to any holder of Class A Preferred Shares, an interest in which is a "tax shelter investment" for the purposes of the Tax Act.

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

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

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

Tax Payable by Us

In general, the Company will pay income tax on its net income earned in its fiscal year. The Company will file a T2 Corporate Tax Return within six (6) months of its fiscal year to report its income. It will pay income taxes based on the applicable tax rate for the year.

The Company may be liable for Part IV.1 or Part VI.1 tax on the dividends paid to its shareholders if these shares are considered “taxable preferred shares”. There are a number of exemptions that may apply depending on the circumstances.

Tax Payable by You

The distributions you receive on your Class A Preferred Shares will be classified as taxable dividends and taxed accordingly.

Class A Preferred Shares held outside of Registered Plans

If you are an individual and hold your Class A Preferred Shares outside of a Registered Plan you must declare distributions paid to you by us as dividends (whether eligible or non-eligible) on your personal tax return. This is the case whether the distributions are paid to you in cash or through additional Class A Preferred Shares. The amount of the distribution you receive is based on the number of Class A Preferred Shares you own.

If you are a corporation you must declare distributions paid to you by us as dividends (whether eligible or non-eligible) on your corporate tax return. This is the case whether the distributions are paid to you in cash or through additional Class A Preferred Shares. The amount of the distribution you receive is based on the number of Class A Preferred Shares you own. Your corporation may be subject to Part I or IV taxes on these dividends. Any Part IV taxes paid may be refundable to you in certain circumstances.

We will issue a T5 reporting slip to you by February 28th of each year, indicating how much dividends you received in the prior year and whether these dividends are eligible or non-eligible.

Redeeming Shares

If you redeem your Class A Preferred Shares you will generally receive \$1.00 per Share redeemed plus any accrued dividends. If, however, the Issuer does not have sufficient funds to pay such amount you may receive less than \$1.00 per share in which case you will realize a capital loss.

Amounts paid by the Issuer on the redemption or acquisition of a Class A Preferred Share, up to the paid-up capital thereof, will be treated as proceeds of disposition. Any amount paid by the Issuer on the redemption or acquisition of a Class A Preferred Share in excess of the paid-up capital of such Class A Preferred Share will be included in the income of a holder of Class A Preferred Shares as a “deemed dividend”, in accordance with the rules described above.

In general, a capital loss will be equal to the difference between the amount you receive on the redemption (less any costs of the redemption) and the adjusted cost base (“ACB”) of the shares (which is calculated in accordance with the requirements set out in the Tax Act). Capital losses may be applied (depending on your circumstances) to capital gains to reduce your overall tax payable. We will provide you with details on the proceeds from your redemption of our shares. However, in order to calculate your capital loss, you need to know the ACB of your shares before the redemption.

8.3 Eligibility for RRSPs and Other Registered Plans

Not all securities are eligible for investment in a registered retirement savings plan (RRSP) or other registered plans (i.e. RRIF, TFSA, RESP, etc.). You should consult your own professional advisers to obtain advice on the eligibility of these securities to be held in these types of plans.

Item 9. COMPENSATION PAID TO SELLERS AND FINDERS

We have retained Drake Financial Ltd. (“**Drake**”), an arm’s length private company which is registered as an exempt market dealer in British Columbia, Alberta, Saskatchewan, Ontario and Quebec, to act as our agent to sell our Class A Preferred Shares in all those provinces and territories except Quebec, where we are not offering the Class A Preferred Shares. Under our Exempt Market Dealer Trade Contract with Drake dated as of November 3, 2025, we pay Drake a fee for such services, calculated at the rate of 1% of the value of each subscription amount, with a minimum fee of \$150 per trade and a maximum fee of \$300 per trade, plus applicable taxes. This fee may be adjusted at Drake’s discretion on each anniversary date of the Exempt Market Dealer Trade Contract.

Additional fees are also payable for certain additional services on an as-provided basis, such as the completion by Drake of securities regulatory filings on our behalf, or the preparation of share certificates. The amount payable to Drake in respect of the offering is expected to represent the following proportions of the proceeds of the offering:

Description	Assuming	
	Minimum Offering	Maximum Offering
Selling commissions and fees payable to Drake ⁽¹⁾	\$0	\$150,000

⁽¹⁾ Assuming there is no minimum offering and a maximum offering of one thousand (1,000) individual investors investing \$5,000 each.

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

We note that prior to November 3, 2025, FrontFundr Financial Services Inc. was engaged to act as our agent to sell Class A Preferred Shares. Our agreement with FrontFundr Financial Services Inc. was terminated by us on November 3, 2025 as permitted under the terms of the agreement.

Item 10. RISK FACTORS

This is a speculative offering. The purchase of Class A Preferred Shares involves several risk factors and is suitable only for investors who are aware of the risks inherent in the quick loans industry and who have the ability and willingness to accept the risk of loss of their invested capital and who have no immediate need for liquidity. There is no assurance of any return on an investor's investment.

The Issuer advises that prospective investors should consult with their own independent professional legal, tax, investment and financial advisors before purchasing Class A Preferred Shares in order to determine the appropriateness of this investment in relation to their financial and investment objectives and in relation to the tax consequences of any such investment.

In addition to the factors set forth elsewhere in this Offering Memorandum, prospective investors should consider the following risks before purchasing Class A Preferred Shares. Any or all of these risks, or other as yet undetermined risks, may have a material adverse effect on the Issuer's business and/or the return to investors.

Investment Risk

Risks that are specific to the Class A Preferred Shares being offered include the following:

Speculative Nature of Investment. This is a speculative offering. The purchase of Class A Preferred Shares involves significant risk factors and is suitable only for investors who are aware of the risks inherent in the quick loans business and who have the ability and willingness to accept the risk of the total loss of their invested capital and who have no immediate need for liquidity.

Return on Investment. There is no assurance that sufficient revenue will be generated by the Issuer from which dividends can be declared by the directors and paid to investors.

Your Investment is Not Guaranteed. Unlike bank deposits and guaranteed investment certificates (GICs) or money you have deposited in a bank account, your investment is not guaranteed by the Canada Deposit Insurance Corporation, by any other government insurer or by us. Notwithstanding the fixed dividend rate associated with the Class A Preferred Shares, and the redemption rights associated with the Class A Preferred Shares, if our business is unsuccessful we may be unable to pay the dividend or the redemption price to you when you choose to redeem your shares.

No Review by Regulatory Authorities. This Offering Memorandum constitutes a private offering of the Class A Preferred Shares by the Issuer only in those jurisdictions where and to those persons to whom, they may lawfully offered for sale under exemptions in applicable securities legislation. This Offering Memorandum is not, and under no circumstances is to be construed as, a prospectus, advertisement or public offering of the Class A Preferred Shares. Investors under this Offering Memorandum will not have the benefit of a review of the material by any regulatory authority.

There is No Market for Our Shares. Our Class A Preferred Shares are not now, and are not anticipated to be, listed or traded on any stock exchange, and may not be resold to third parties. There is therefore no market for our shares and you cannot liquidate your investment through selling your Class A Preferred Shares. See Item 12 "Resale Restrictions".

Restrictions on the Transfer of Shares. The Class A Preferred Shares cannot be transferred or assigned unless such transfer or assignment is approved by the directors of the Issuer and is in compliance with

applicable securities laws. The Class A Preferred Shares are subject to onerous resale restrictions under applicable securities legislation. See Item 12 “Resale Restrictions”. However, the Class A Preferred Shares are redeemable in certain circumstances. See Item 5.1 “Securities Offered – Terms of Securities”.

Redemption of Shares. The Class A Preferred Shares are redeemable in certain circumstances, meaning that investors have the right to require the Issuer to redeem them, upon appropriate advance notice from the investor to the Issuer, and at certain specified times in each calendar year. If the investor does not provide the Issuer with the appropriate notice of redemption, the right of redemption is suspended until the annual redemption window reopens. See Item 5.1 “Securities Offered – Terms of Securities”.

The Issuer gives no assurance that any investor will be able to redeem any or all of their Class A Preferred Shares at any time. Retraction and redemption of Class A Preferred Shares is subject to the Issuer having access to sufficient cash, or other liquid assets, and following applicable corporate and securities legislation, and is subject to the terms in this Offering Memorandum, all as determined by the Issuer. Retraction and redemption of the Class A Preferred Shares is also subject to the discretion of the directors to act in the best interests of the Issuer. Accordingly, this investment is unsuitable for those prospective investors who may require liquidity.

Absence of Voting Rights. The Class A Preferred Shares being sold under this offering do not carry voting rights, and consequently an investor’s investment in the Class A Preferred Shares does not carry with it any right to take part in the control or management of the Issuer or its business, including the election of directors. Investors should therefore appreciate that they are relying solely on the good faith, judgment and ability of the directors, officers and employees of the Issuer to make appropriate decisions with respect to the management of the Issuer, and that they will be bound by the decisions of the Issuer’s directors, officers and employees. This investment is therefore unsuitable for those prospective investors who are unwilling to rely on these individuals.

Lack of Separate Legal Counsel. The investors, as a group, have not been represented by separate legal counsel. Counsel for the Issuer does not purport to have acted for the investors nor to have conducted any investigation or review on their behalf.

Issuer Risk

Risks that are specific to the Issuer include the following:

Risks Associated with the Quick Loans Business. The quick loans business is by its nature a high-risk industry. Although we have an existing relationship with most of our borrowers and many of them have established a credit record with the Manager, they may have been refused credit from banks and other traditional financial institutions and may represent a higher repayment risk than the average. Additionally, quick loans are frequently unsecured. Consequently, while we believe that our borrower screening process is robust and our lending policy conservative, there is a risk that our business model may be unsuccessful, that we will be unable to pay any dividends nor the redemption price for your Class A Preferred Shares and that you may lose your entire investment.

Higher Risk Loans. The Issuer will undertake higher risk loans than many conventional lenders such as banks, and as a result, there is a greater risk of default. Although the Issuer performs due diligence with respect to each loan and attempts to reduce risk by diversification of its portfolio, defaults on significant loans may affect the dividends payable to shareholders.

We Have a Short History of Operations. The Issuer was recently incorporated and has only carried out a limited number of lending activities since January 2022. Accordingly, we do have a limited history of operations, and investors will be unable to determine whether we will become successful or can generate a reasonable return on their investment.

Most of Our Loans are Unsecured. The value of our investments (that is, the loans we have made) will change from time to time and most of those loans are unsecured. While we endeavour to minimize our exposure to repayment risks through our borrower pre-approval process, existing relationships with borrowers, and conservative lending policies, there is a risk that we will be unable to recover the value of these loans due to their unsecured nature. Even where the loans we have made are secured, there is a risk that we may not be able to recover the full value of the loans, or recover any security at all. If the loans are not recovered, this could reduce the value of your shares upon a redemption or the amount of income ultimately distributed to you.

There are a myriad of factors that can affect the value of our loans, including:

- current economic conditions;
- changes in interest rates;
- changes in governmental regulation;
- events in financial markets; and
- financial conditions of the borrowers to whom we have advanced funds.

Your Investment Could Decrease In Value. As a result of the changing value of the loans, the value of your investment could decrease over time. Despite the fixed dividend rate associated with the Class A Preferred Shares, there is no guarantee that we will ultimately be able to pay the dividend, or the redemption price for your shares when you choose to redeem them.

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

Reliance on the Manager. We rely solely on the Manager to provide administrative services, including administering the loans made by us. The loss of the Manager would require us to retain the services of another manager, possibly at a higher cost and on a less successful basis than the Manager. This would have a material adverse effect on the rate of return obtained on our capital and, therefore, on the value of your investment in our Class A Preferred Shares.

Key Personnel. The operations of the Issuer are highly dependent on the continued support and participation of our key personnel, as well as certain key personnel of the Manager. The loss of their services may materially affect the timing or ability of the Issues to implement our business plans.

Conflicts of Interest. Conflicts of interest could exist, and may arise from time to time, between investors and the directors and officers of the Issuer and the Manager and their associates and affiliates. There is no assurance that any conflicts of interest that may arise will be resolved in a manner favorable to investors.

Persons considering a purchase of Class A Preferred Shares pursuant to this offering must rely on the judgment and good faith of the directors, officers and employees of the Issuer and the Manager in resolving such conflicts of interest as may arise.

The Issuer and the Manager are affiliates and negotiations between them have not been, and will not be, conducted at arm's length. Therefore, the Issuer may be subject to various conflicts of interest arising from its relationship with the Manager. The risk exists that such conflicts will not be resolved in the best interests of the Issuer or its shareholders.

There is also a risk that the Manager may establish in the future other businesses which have or may have business objectives that are the same as or similar to those of the Issuer and may act as advisor and/or manager to such businesses.

Cybersecurity Risk. The Issuer's and its service providers' use of internet, technology (including, without limitation, artificial intelligence tools) and information systems may expose the Issuer to potential risks linked to cyber security breaches of those technological or information systems. Cyber security breaches, amongst other things, could allow an unauthorized party to gain access to proprietary information, customer data, or assets, or cause the Issuer and/or its service providers to suffer data corruption or lose operational functionality.

Industry Risk

There are also risks faced by the Issuer because of the industry in which it operates. The quick loans industry is subject to certain uncertainties due, among other factors, to the changing regulatory environment, uncertainty as to the ability to obtain required licenses and permits, the high risk nature of the quick loans business, and the increasingly competitive environment. The higher returns expected from the Issuer's investments reflect the greater risks involved in making these types of loans as compared to conventional secured institutionally financed loans.

Prospective investors should take note of the following:

General Economic Risk (External Economic and Political Environment). The Issuer cannot predict the demand for quick loans, nor external factors which may affect a borrower's ability to repay such loans. It is not possible for the Issuer to predict with any accuracy influences such as world affairs, global and local politics and economies, labour markets, environmental impacts and unexpected events such as the outbreak of infectious illnesses or other public health issues. These are unknowns and the Issuer makes no representations or warranties as to being an authority on these causes and effects. All of these factors may result in lower returns to the Issuer and lower dividends to shareholders.

Risks Associated with the Quick Loans Business. The quick loans business is by its nature a high-risk industry. Although we have an existing relationship with most of our borrowers and many of them have established a credit record with the Manager, they may have been refused credit from banks and other traditional financial institutions and may represent a higher repayment risk than the average. Additionally, quick loans are frequently unsecured. Consequently, while we believe that our borrower screening process is robust and our lending policy conservative, there is a risk that our business model may be unsuccessful, that we will be unable to pay any dividends nor the redemption price for your Class A Preferred Shares and that you may lose your entire investment.

High Recovery Costs. There are many costs associated with default action and recovery against a borrower, not the least of which are legal and court costs, receiver costs, bailiff costs and so forth. These

costs associated with loan recovery can often be high and can result in the net recovery of a loan amount being less than the Issuer's total loan balance, resulting in a loss.

Competition. Earnings of the Issuer depend on the Issuer's ability to source suitable opportunities for the investment of the Issuer's funds. The industry in which the Issuer operates is highly competitive. Such competition may adversely affect the Issuer's success in the marketplace. There is no assurance that the Issuer will be able to successfully maintain its business plan or operate profitably.

Changing Regulatory Environment. The regulatory environment in which we operate is continually changing. While as at the date of this Offering Memorandum, our business model is such that we are not required to obtain an industry specific license or permit under existing legislation, there is no assurance that this will continue to be the case. In the event that we are required to obtain any license or permit in order to continue to operate in the quick loans industry, there is a risk that we will not be able to obtain any such license or permit or that we will be required to make changes to our business model in order to do so, with potential adverse effects on our business plan and dividends available to shareholders.

Item 11. REPORTING OBLIGATIONS

11.1 Continuous Disclosure

NI 45-106 and the *Business Corporations Act* (British Columbia) require us to provide our shareholders with annual audited financial statements. We intend to mail these to our Class A Common Voting Shareholders and to each Class A Preferred Shareholder annually, as well as posting them as required by securities legislation to www.sedarplus.ca.

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

From time to time, we may send out of our own accord, or in response to a request from one or more shareholders, further information to all shareholders such as a reporting letter and interim financial statements.

11.2 Access to Corporate and Securities Information about Us

Since we are not a reporting issuer and our Class A Preferred Shares are not publicly traded, no corporate or securities information about us is available from a government, regulatory authority, stock exchange or quotation and trade reporting system, other than offering memoranda and annual financial statements posted by us on www.sedarplus.ca.

Further information about us is available on our website www.bluepearlmortgage.ca or from us at the phone number, mailing address and e-mail address set out on the front cover.

Item 12. RESALE RESTRICTIONS

12.1 Overview

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. Any transfer of Class A Preferred Shares is also subject to the approval of our Board of Directors.

12.2 Description of Restricted Period

For Purchasers Located in Alberta, British Columbia and Ontario.

Unless permitted under securities legislation, you cannot trade the Class A Preferred Shares before the date that is four (4) months and a day after the date we become a reporting issuer in any province or territory of Canada.

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

Item 13. PURCHASERS' RIGHTS

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

13.1 Two Day Cancellation Right

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

13.2 Statutory Rights of Action in the Event of a Misrepresentation

British Columbia Investors – Statutory Rights of Action in the Event of a Misrepresentation

If this Offering Memorandum, together with any amendment hereto, is delivered to a purchaser resident in British Columbia who purchases Shares in reliance on the “offering memorandum” exemption set out in section 2.9 of NI 45-106 and contains a misrepresentation and it was a misrepresentation at the time of purchase, you have a statutory right to sue:

- (a) the Issuer to cancel your agreement to buy the Class A Preferred Shares, or
- (b) for damages against the Issuer, every director of the Issuer at the date of this Offering Memorandum and every person 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,

the above noted parties have a defense if you knew of the misrepresentation when you purchased the Class A Preferred Shares.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within one hundred eighty (180) days after you signed the agreement to buy Class A Preferred Shares. You must commence your action for damages within the earlier of one hundred eighty (180) days after learning of the misrepresentation and three (3) years after you signed the agreement to purchase the Class A Preferred Shares.

Alberta Investors – Statutory Rights of Action in the Event of a Misrepresentation

Where an offering memorandum, such as this Offering Memorandum, together with any amendment to it, is delivered to a purchaser of Class A Preferred Shares resident in Alberta in connection with the distribution of Class A Preferred Shares in reliance on the “offering memorandum” prospectus exemption set out in section 2.9 of NI 45-106 or the “minimum amount investment” exemption in section 2.10 of NI 45-106 and contains a misrepresentation, you have a statutory right to sue:

- (a) the Issuer to cancel your agreement to buy the Class A Preferred Shares, or
- (b) for damages against the Issuer, every director of the Issuer 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 Class A Preferred Shares.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within one hundred eighty (180) days after you signed the agreement to buy the Class A Preferred Shares. You must commence your action for damages within the earlier of one hundred eighty (180) days after you first had knowledge of the facts giving rise to the cause of action and three (3) years after you signed the agreement to purchase the Class A Preferred Shares.

Ontario Investors – Statutory Rights of Action in the Event of a Misrepresentation

If this Offering Memorandum, together with any amendment hereto, is delivered to a purchaser of Class A Preferred Shares resident in Ontario and contains a misrepresentation, subject to the qualifications set forth below, you have a statutory right of action against the Issuer:

- (a) to cancel your agreement to buy the Class A Preferred Shares, or
- (a) sue for damages.

This statutory right of action is available to you whether or not you relied on the misrepresentation if such statement or omission was a misrepresentation at the time of your purchase of the Class A Preferred Shares. However, there are various defences available to the persons or companies that you have a right to sue. In particular, the Issuer has a defence if it proves that you purchased the Class A Preferred Shares with knowledge of the misrepresentation.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement to buy the Class A Preferred Shares within one hundred eighty (180) days of the date upon which you entered into such agreement. You must commence your action for damages no later than the earlier of (i) one hundred eighty (180) days after you first received knowledge of the facts giving rise to the cause of action; and (ii) three (3) years after the date upon which you entered into the agreement to purchase the Class A Preferred Shares.

Saskatchewan Investors – Statutory Rights of Action in the Event of a Misrepresentation

If this Offering Memorandum, or any amendment to it, is sent or delivered to a purchaser of Class A Preferred Shares resident in Saskatchewan and it contains a misrepresentation, a purchaser who purchases a security covered by this Offering Memorandum or any amendment to it is, has a statutory right to sue:

- (a) the Issuer to cancel your agreement to buy the Class A Preferred Shares, or
- (b) for damages against:
 - (i) the Issuer;
 - (ii) every promoter and director of the Issuer at the time this Offering Memorandum or any amendment to it was sent or delivered;
 - (iii) every person or company whose consent has been filed respecting the offering, but only with respect to reports, opinions or statements that have been made by them;
 - (iv) every person who or company that, in addition to the persons or companies mentioned above, signed this Offering Memorandum or the amendment to this Offering Memorandum; and
 - (v) every person who or company that sells Shares on behalf of the issuer or selling security holder under this Offering Memorandum or amendment to this Offering Memorandum.

This statutory right to sue is available to you whether or not you relied on the misrepresentation. However, there are various defences available to the persons or companies that you have a right to sue. In particular, they have a defence if you knew of the misrepresentation when you purchased the Class A Preferred Shares.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within one hundred eighty (180) days after you signed the agreement to buy the Class A Preferred Shares. You must commence your action for damages within the earlier of one (1) year after you first had knowledge of the facts giving rise to the cause of action and six (6) years from the date upon which you entered into the agreement to purchase the Class A Preferred Shares.

13.3 Cautionary Statement Regarding Report, Statement or Opinion by Expert

This offering memorandum includes the Issuer's Audited Financial Statements for the year ended December 31, 2025, prepared by Warring CPA Inc., as the auditor of the Issuer, including the Independent Auditor's Report dated March 16, 2026, and also includes a statement of Clearline CPA Corp. in respect of tax consequences of the offering as described in Item 8 "*Income Tax Consequences and Registered Plan*

Eligibility". You do not have statutory right of action against these parties for a misrepresentation in the offering memorandum. You should consult with a legal adviser for further information.

Item 14. FINANCIAL STATEMENTS

14.1 Audited Financial Statements for the Year Ended December 31, 2025, together with a Notice of Use of Proceeds in Form 45-106F16

See attached.



WARRING CPA INC.

Accounting, Tax and Business Advisory

jas@warring.ca
604-722-3730

BLUE PEARL QUICK LOANS INC.

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2025





WARRING CPA INC.

Accounting, Tax and Business Advisory

jas@warring.ca
604-722-3730

BLUE PEARL QUICK LOANS INC.

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WARRING CPA INC.

Accounting, Tax and Business Advisory

jas@warring.ca
604-722-3730

To the Shareholders of Blue Pearl Quick Loans Inc.

Opinion

We have audited the financial statements of Blue Pearl Quick Loans Inc. (the Company), which comprise the statements of financial position as at December 31, 2025, and the statements of profit and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS)

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 *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with 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 IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's 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 auditor's 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 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

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Accounting, Tax and Business Advisory

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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 auditor's 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 auditor's 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.

Warring CPA Inc.

March 16, 2026
Warring CPA Inc.

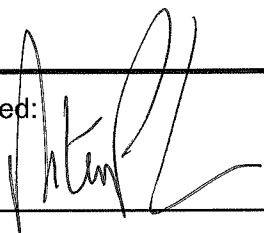
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BLUE PEARL QUICK LOANS INC.
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31

	December 31, 2025	December 31, 2024
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	6,171	50,166
Accounts receivable	62,123	21,335
Interest receivable	4,023	5,085
Loans receivable (Net of allowance of doubtful account) (Note 3)	\$ 263,473	\$ 277,609
	\$ 335,790	\$ 354,195
DUE FROM SHAREHOLDERS (Note 7)	10,000	-
DUE FROM RELATED PARTIES (Note 7)	692,970	597,447
	1,038,760	951,642
<u>LIABILITIES AND SHAREHOLDER'S EQUITY</u>		
CURRENT		
Accounts payable and accrued liabilities	11,700	13,800
Income taxes payable	11,689	22,099
Dividends payable (Note 4)	112,294	93,175
Preferred shares (Note 6)	886,629	782,598
	1,022,312	911,672
DUE TO RELATED PARTIES	-	25,907
	1,022,312	937,579
SHAREHOLDER'S EQUITY		
COMMON SHARES (Note 6)	20	20
RETAINED EARNINGS	16,428	14,043
	16,448	14,063
	\$ 1,038,760	\$ 951,642

Approved:



Director

BLUE PEARL QUICK LOANS INC.
STATEMENT OF PROFIT AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31

	December 31, 2025	December 31, 2024
REVENUE		
Loan interest	\$ 144,428	\$ 127,009
Lender fees	\$ 6,511	\$ 10,335
Other fees	\$ 600	\$ 1,991
	\$ 151,539	\$ 139,335
GENERAL AND ADMINISTRATIVE EXPENSES		
Bad Debts	1,028	6,444
Bank Charges	554	629
Insurance	1,160	-
Legal and Professional fees	4,004	8,760
Office expenses	1,893	-
Rent	8,128	-
Salaries	5,125	-
Telephone	794	-
	22,686	15,833
PROFIT BEFORE INCOME TAXES	128,853	123,502
INCOME TAXES (Note 5)	14,174	13,586
PROFIT FOR THE YEAR	114,679	109,916
OTHER COMPREHENSIVE INCOME	-	-
PROFIT AND COMPREHENSIVE PROFIT FOR THE YEAR	114,679	109,916
Basic and diluted profit per common share	5,734	5,496
Weighted average number of common shares outstanding	20	20

BLUE PEARL QUICK LOANS INC.
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31

		Common Shares			Retained	Total Shareholder's
	Notes	Shares	Amount		Earnings	Equity
Balance, January 1, 2025	6	200	\$ 20	\$	14,043	\$ 14,043
Profit for the year				\$	114,679	\$ -
Other comprehensive income				\$	-	\$ -
Total comprehensive profit for the year			\$ -	\$	128,722	\$ 128,722
Dividends declared	4				(112,294)	(112,294)
Balance at December 31, 2025				\$	16,428	\$ 16,428

BLUE PEARL QUICK LOANS INC.
STATEMENT OF CASH FLOW
FOR THE YEAR ENDED DECEMBER 31

	December 31, 2025	December 31, 2024
Cash flows used in operating activities		
Profit and comprehensive profit for the year	\$ 114,679	\$ 109,916
Changes in non-cash working capital		
(Increase) Decrease in Interest receivable	1,062	(2,260)
(Increase) in Accounts receivable	(40,788)	(13,773)
(Decrease) Increase in Accounts payable	(2,100)	6,300
(Decrease) Increase in Income taxes payable	(10,410)	13,586
Increase (Decrease) Deferred lender fees	-	9,265
(Decrease) in Management fees payable	-	(35,609)
Increase in Dividends payable	19,119	30,931
Cash used in operating activities	81,562	118,356
INVESTING ACTIVITIES		
Issuance of new loans	(82,250)	(252,098)
Repayment of loans	96,386	127,065
Net cash used in investing activities	14,136	(125,033)
FINANCING ACTIVITIES		
Dividends declared	(112,294)	(102,502)
Advances from (to) related parties	(121,430)	106,274
Redemption of preferred shares	(10,000)	(125,000)
Issuance of preferred shares	104,031	158,948
Net cash used in financiing activiites	(139,693)	37,720
Net increase in cash and cash equivalents	(43,995)	31,043
Cash and cash equivalents at beginning of year	50,166	19,123
Cash and cash equivalents at end of year	6,171	50,166

1. NATURE OF OPERATIONS

Blue Pearl Quick Loans Inc. (the "Company") is a direct lending company specializing in unsecured personal loans. It was incorporated under the British Columbia Companies Act on May 28, 2019. The Company's target return to investors is an annual 12% on the redemption value of investment.

The Company's registered office is located in Surrey, British Columbia.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards and are in accordance with Canadian generally accepted accounting principles.

Cash and cash equivalents

Bank balances, including bank overdrafts with balances that fluctuate frequently from positive to overdrawn, are presented under cash and cash equivalents.

Income taxes

The Company uses the income taxes payable method of accounting for income taxes. Under this method, the Company reports as an expense (income) of the period only the cost (benefit) of current income taxes determined in accordance with the rules established by taxation authorities.

Dividends

Dividends on new Class A non-voting preferred shares and redemptions are calculated on a pro-rated monthly basis.

Revenue Recognition

Interest income on loans is recorded using the accrual method. The majority of the loans receivable are for a two to five year term and, therefore, loan fees are amortized to income over the loan term and recognized as revenue on a monthly basis until the earlier of the maturity date or pay out date.

Interest income on delinquent loans ceases to accrue if it is determined that the loan is impaired. Any interest income after that point is only recognized when received at the successful completion of the corresponding legal collection action. The Company will carefully review the situation with these loans and recognize any impairment when it arises.

Interest and penalties received as a result of loan prepayments are recognized as income in the year in which the prepayment was made.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Measurement uncertainty

The preparation of financial statements in conformity with Canadian accounting standards for private enterprises requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Significant areas requiring the use of management estimates relate to the valuation of loans and the expected credit loss for loans.

Management believes that its estimates are appropriate, however, actual results could differ from the amounts estimated. Estimates and underlying assumptions are reviewed annually and revisions to accounting estimates are recognized in the period in which the estimate is revised and any future periods affected.

Financial instruments

Financial assets and financial liabilities are initially recognized at fair value when the Company becomes a party to contractual provisions of the financial instrument. Subsequently, all of the Company's financial instruments are measured at amortized cost.

Transaction costs related to financial instruments that will be subsequent to initial recognition be measured at fair value are expensed as incurred. Transaction costs related to the other financial instruments are added to the carrying value of the asset or netted against the carrying value of the liability and are then recognized over the expected life of the instrument using the straight-line method. Any premium or discount related to an instrument measured at amortized cost is amortized over the expected life of the item using the straight-line method and recognized in the statement of earnings as interest income or expense.

With respect to financial assets measured at cost or amortized cost, the Company recognizes in the statement of earnings an impairment loss, if any, when it determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows. When the extent of impairment of a previously written-down asset decreases and the decrease can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss shall be reversed in the statement of earnings in the period the reversal occurs.

When the Company issues financial instruments that include both a debt and equity component, the entire proceeds are allocated to the debt component, and the equity component is assigned a measurement amount of \$nil.

3. LOANS RECEIVABLE

Loans receivable consists of the following:

	<u>2025</u>	<u>2024</u>
Loans receivable	\$ 279,360	\$ 294,408
Less: unearned lender fees	<u>(15,877)</u>	<u>(16,799)</u>
	<u>263,473</u>	<u>277,609</u>

Principal repayment terms are approximately:

2026	86,961
2027	66,628
2028	50,295
2029	42,591
2030	14,068
2031 and beyond	2,930
Total	<u>\$ 263,473</u>

Loans are issued typically with terms between one to five years and are subject to approval based on lending criteria. All loans issued are unsecured personal loans.

Due to the nature of the loans, the carrying value of the loans receivable approximates fair value.

For the period ended 2025, the loan portfolio is made up of 78 loans (2024 - 55).

At December 31, 2025, there were 23 loans past due but none were classified as impaired (2024 – 8 loans).

At December 31, 2025 there were no significant loan amounts of over 3.28% of the overall value of loans receivable within the loan portfolio (2024 – 1.93%).

The loans bear interest at fixed rates, which are within the Company's guidelines and range from 14.99% - 29.99% which is consistent with the quick lending market

4. DIVIDENDS PAYABLE

Dividends are paid on Class A non-voting preferred shares on an annual basis at a maximum rate of 12% of the redemption amount of full purchase price plus all accrued and unpaid cumulative dividends annually. Dividends for new or redeemed shares are calculated on a pro-rated monthly basis. An annual dividend has been calculated that will be paid at \$0.12 (2024 – \$.12) per share.

During the year ended December 31, 2025, the company declared total dividends amounting to \$112,294. Total amount outstanding as dividends payables of \$112,294.

5. INCOME TAXES

The income tax provision recorded differs from the income tax obtained by applying the statutory income tax rate of 27.00% (2024 - 27.00%) to the income for the year and is reconciled as follows:

	2025	2024
Income before income taxes	<u>\$ 128,853</u>	<u>\$ 123,502</u>
Income tax expense at the combined basic federal and provincial tax rate	\$ 38,656	\$ 33,346
Increase (decrease) resulting from: Small business deduction	<u>(24,482)</u>	<u>(19,760)</u>
Income tax expense	<u>\$ 14,174</u>	<u>\$ 13,586</u>

6. SHARE CAPITAL

Authorized

Unlimited Class A common voting shares without par value.

Unlimited Class B common non-voting shares without par value.

Unlimited Class A non-voting preferred shares, redeemable and retractable at the amount of the full purchase price plus all accrued and unpaid cumulative dividends, on a pro-rata basis.

	2025	2024
Common Shares		
100 Class A common shares	\$ 10	\$ 10
100 Class B common shares	10	10
	<u>\$ 20</u>	<u>\$ 20</u>
Class A Preferred Shares		
888,954 Class A preferred shares issued during the year	\$ 888,954	\$ -
Share subscription fees	(2,325)	
	<u>\$ 886,629</u>	

During the fiscal year the Company issued 105,006 Class A non-voting preferred shares. All preferred shares are equally eligible to receive dividends and the repayment of capital.

The Company follows the IFRS recommendations for accounting for financial instruments, therefore issued share capital which is redeemable at the request of the shareholder and has the attributes of a financial liability is presented as such.

7. DUE TO RELATED PARTIES

The following is a summary of the Company's related party transactions:

These transactions are in the normal course of operations and are measured at the exchange amount of consideration established and agreed to by the related parties.

The Company contracted Blue Pearl Mortgage Group Inc. ("BPMG") to manage the loan portfolio for a fee which is calculated at 5% of the loan portfolio per month. Blue Pearl Mortgage Group Inc. is owned by Blue Pearl Group of Companies Incorporated, a shareholder of the Company.

The funds advanced to BPMG in the form of a loan is unsecured, bearing at 12% compounded monthly. The loan is payable on demand. The Company earned interest income of \$78,131 (2024 - \$72,333) on the loan for the fiscal year.

The funds advanced to Nitesh Prakash, a shareholder and director of the Company, in the form of a loan is unsecured, non-interest bearing, and is payable on demand.

Directors who have investments in the Company are due \$86,444 (2024-\$ 76,715) of dividends payable. In all cases, the dividends were based on the same criteria as all other investors holding the same class of shares in the Company.

At December 31, 2025, the directors owned a total of 77% (2024 – 77%) of non-voting preferred shares, either directly or indirectly.

Due to (from) related parties

	2025	2024
Current portion due from related parties		
Blue Pearl Mortgage Group Inc. (related through common control)	\$ 692,970	\$ 597,447
Nitesh Prakash (director and shareholder)	<u>10,000</u>	<u>-</u>
	\$ 702,970	\$ 597,447

8. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of accounts receivable, due from a related party, interest receivable, loans receivable, accounts payable, dividends payable, and preferred shares. The Company is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Company's risk exposure and concentration as of December 31, 2025.

Credit risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Company is exposed to credit risk in that a client may fail to repay their debt obligation causing the Company to incur a financial loss. In order to reduce its credit risk, the Company only offers loans to client's who currently have secured mortgages with the related company, BPMG. An allowance for loan impairment is established based upon factors surrounding the credit risk of specific accounts, historical trends and other information. The Company has a significant number of clients which minimizes concentration of credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly in respect of its receipt of funds from its clients and other related sources, and accounts payable.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risk. The Company is mainly exposed to interest rate risk and other price risk.

Currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not hold any financial instruments in foreign currency, therefore it is not exposed to foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. The loans receivable are advanced for mainly two to five year terms, with the rate of interest fixed for that term. Interest rates on loans receivable reflect credit risk and current market lending rates.

In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company does not hold financial instruments traded in the active market.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant other price risks arising from these financial instruments.

9. WARRANTS ISSUED

During the fiscal year ended December 31, 2025, the Company issued 1,200 (2024 – 6,060) warrants to Frontfundr Financial Services Inc. at a \$nil price. These warrants grant the holders the right to purchase 16,260 class A non-voting preferred shares of the Company at an exercise price of \$1.00 per share on or before expiry date.

Date Issued	Expiry date	Warrant Holder	Warrants issued	Exercise price
September 19, 2023	September 19, 2028	Frontfundr Financial Services Inc.	7,500	\$1.00
November 20, 2023	November 20, 2028	Frontfundr Financial Services Inc.	1,500	\$1.00
February 26, 2024	February 12, 2029	Frontfundr Financial Services Inc.	2,460	\$1.00
July 31, 2024	July 31, 2029	Frontfundr Financial Services Inc.	600	\$1.00
September 20, 2024	September 20, 2029	Frontfundr Financial Services Inc.	3,000	\$1.00
February 20, 2025	February 20, 2030	Frontfundr Financial Services Inc.	300	\$1.00
April 4, 2025	April 4, 2025	Frontfundr Financial Services Inc.	300	\$1.00
May 12, 2025	May 12, 2025	Frontfundr Financial Services Inc.	600	\$1.00
Total			16,260	

10. CAPITAL MANAGEMENT

The Company's objective when managing capital is to continue operations as a going concern so that it can provide its shareholders with a safe, superior-yielding and liquid investment.

The Company defines capital as being the funds raised through the issuance of Class A non-voting preferred shares of the Company. The overall objective of capital management is to ensure that the Company has sufficient capital to maintain its operations based on current activities and expected business developments in the future and to provide a return to the shareholders commensurate with the risk of the business and comparable to other similar companies.

The Company's dividend allocation rights incorporate various restrictions and parameters to manage the net assets of the Company. Class A non-voting preferred shares are entitled to receive a cumulative dividend at a rate of 12%. However, the Company has special rights and restrictions attached prohibiting dividends from being declared or paid if such payment would reduce the net assets of the Company below

10. CAPITAL MANAGEMENT (continued)

the aggregate Class A non-voting preferred base redemption price for the Class A non-voting preferred shares, issued and outstanding at that time.

11. COMPARATIVE FIGURES

Some of the comparative figures have been reclassified to conform to the current year's presentation.

Form 45-106F16
Notice of Use of Proceeds

BLUE PEARL QUICK LOANS INC.

For the financial year ended December 31, 2025

Date: April 13, 2026

1 Opening Proceeds			
	(A)	Closing unused proceeds balance from the last Notice in Form 45-106F16 filed, if any	N/A
	(B)	Proceeds raised in the most recently completed financial year	\$5,000
	(C)	Total opening proceeds [Line (C) = Line (A) + Line (B)]	\$5,000
2 Proceeds Used During the Most Recently Completed Financial Year			
		Selling commissions and fees	\$300
		Other offering costs	\$150
		Working capital	\$3,435
		Management, overhead and administration	\$1,115
	(D)	Total used proceeds	\$5,000
3 Closing Unused Proceeds			
	(E)	Closing unused proceeds [Line (E) = Line (C) – Line (D)]	\$0

[If any of the proceeds required to be disclosed in this table were paid directly or indirectly to a related party (as defined in Instruction A.6 of Form 45-106F2 Offering Memorandum Form for Non-Qualifying Issuers) of the issuer, state in each case the name of the related party to whom the payment was made, their relationship to the issuer and the amount paid to the related party.]

14.2 Unaudited Interim Financial Statements (for the three-month period ended March 31, 2026)

The accompanying unaudited interim financial statements of the Issuer have been prepared by management and approved by the Board of Directors of the Issuer. The Issuer's independent auditors have not performed a review of these financial statements in accordance with Canadian generally accepted standards for review engagements.

See attached.

BLUE PEARL QUICK LOANS INC.
Balance Sheet (unaudited)
March 31, 2026

	March 31		December 31
	2026		2025
ASSETS			
CURRENT			
Cash	\$ 14,819	\$	6,171
Accounts receivable	63,650		62,123
Interest receivable	4,023		4,023
Due from related parties	684,806		702,970
Loans receivable	276,274		263,473
	<u>1,043,572</u>		<u>1,038,760</u>
LIABILITIES			
CURRENT			
Accounts payable	\$ 12,750	\$	11,700
Income taxes payable	15,772		11,689
Management fees payable	-		-
Dividends payable	-		112,294
Preferred shares	965,563		886,629
	<u>994,085</u>		<u>1,022,312</u>
SHAREHOLDERS' EQUITY			
COMMON SHARES	\$ 20	\$	20
RETAINED EARNINGS	49,467		16,428
	<u>49,487</u>		<u>16,448</u>
	<u>\$ 1,043,572</u>	\$	<u>1,038,760</u>

BLUE PEARL QUICK LOANS INC.
Statement of Retained Earnings (unaudited)
Interim Period Ended March 31, 2026

	March 31 2026	December 31 2025
RETAINED EARNINGS - BEGINNING OF YEAR	\$ 16,428	\$ 14,043
NET INCOME	33,039	114,679
	49,467	128,722
DIVIDENDS DECLARED	-	112,294
RETAINED EARNINGS - END OF YEAR	\$ 49,467	\$ 16,428

BLUE PEARL QUICK LOANS INC.
Statement of Income (unaudited)
Three Months Ended March 31, 2026

	March 31	
	2026	2025
REVENUE		
Loan interest	\$ 34,780	\$ 144,428
Lender fees	1,864	6,511
Other fees	2,024	600
	38,668	151,539
EXPENSES		
Bad debts	297	1,028
Bank charges	199	554
Insurance	-	1,160
Legal and Professional fees	1,050	4,004
Office expenses	-	1,893
Rent	-	8,128
Salaries	-	5,125
Telephone	-	794
	1,546	22,686
INCOME BEFORE INCOME TAXES	37,122	128,853
INCOME TAXES	4,083	14,174
NET INCOME	\$ 33,039	\$ 114,679

BLUE PEARL QUICK LOANS INC.
Statement of Cash Flows (unaudited)
Three Months Ended March 31, 2026

	March 31	
	2026	2025
OPERATING ACTIVITIES		
Net income	\$ 33,039	\$ 114,679
Changes in non-cash working capital:		
Interest receivable	-	1,062
Accounts receivable	- 1,527	- 40,788
Accounts payable	1,050	- 2,100
Income taxes payable	4,083	- 10,410
Dividends payable	- 112,294	19,119
	- 108,688	- 33,117
Cash flow from operating activities	- 75,649	81,562
INVESTING ACTIVITIES		
New loans funded	- 28,100	- 82,250
Loans repaid	15,299	96,386
Cash flow from (used by) investing activities	- 12,801	14,136
FINANCING ACTIVITIES		
Dividends declared	-	- 112,294
Advances from (to) related parties	18,164	- 121,430
Preferred shares issued	112,294	104,031
Preferred shares redeemed	- 33,360	- 10,000
Cash flow from (used by) financing activities	97,098	- 139,693
DECREASE IN CASH FLOW	8,648	- 43,995
CASH - BEGINNING OF YEAR	6,171	50,166
CASH - END OF YEAR	\$ 14,819	\$ 6,171

BLUE PEARL QUICK LOANS INC.
Notes to Financial Statements (unaudited)
Three Months Ended March 31, 2026

1. DESCRIPTION OF OPERATIONS

Blue Pearl Quick Loans Inc. (the "Company") is a direct lending company specializing in unsecured personal loans. It was incorporated under the British Columbia Companies Act on May 28, 2019. The Company's target return to investors is an annual 12% on the redemption value of investment.

The Company's registered office is located in Surrey, British Columbia.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

Cash and cash equivalents

Bank balances, including bank overdrafts with balances that fluctuate frequently from positive to overdrawn, are presented under cash and cash equivalents.

Income taxes

The Company uses the income taxes payable method of accounting for income taxes. Under this method, the Company reports as an expense (income) of the period only the cost (benefit) of current income taxes determined in accordance with the rules established by taxation authorities.

Dividends

Dividends on new Class A non-voting preferred shares and redemptions are calculated on a pro-rated monthly basis.

Revenue Recognition

Interest income on loans is recorded using the accrual method. The majority of the loans receivable are for a two to five year term and, therefore, loan fees are amortized to income over the loan term and recognized as revenue on a monthly basis until the earlier of the maturity date or pay out date.

Interest income on delinquent loans ceases to accrue if it is determined that the loan is impaired. Any interest income after that point is only recognized when received at the successful completion of the corresponding legal collection action. The Company will carefully review the situation with these loans and recognize any impairment when it arises.

Interest and penalties received as a result of loan prepayments are recognized as income in the year in which the prepayment was made.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian accounting standards for private enterprises requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Significant areas requiring the use of management estimates relate to the valuation of loans and the expected credit loss for loans.

Management believes that its estimates are appropriate, however, actual results could differ from the amounts estimated. Estimates and underlying assumptions are reviewed annually and revisions to accounting estimates are recognized in the period in which the estimate is revised and any future periods affected.

Financial instruments

Financial assets and financial liabilities are initially recognized at fair value when the Company becomes a party to contractual provisions of the financial instrument. Subsequently, all of the Company's financial instruments are measured at amortized cost.

Transaction costs related to financial instruments that will subsequent to initial recognition be measured at fair value are expensed as incurred. Transaction costs related to the other financial instruments are added to the carrying value of the asset or netted against the carrying value of the liability and are then recognized over the expected life of the instrument using the straight-line method. Any premium or discount related to an instrument measured at amortized cost is amortized over the expected life of the item using the straight-line method and recognized in the statement of earnings as interest income or expense.

With respect to financial assets measured at cost or amortized cost, the Company recognizes in the statement of earnings an impairment loss, if any, when it determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows. When the extent of impairment of a previously written-down asset decreases and the decrease can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss shall be reversed in the statement of earnings in the period the reversal occurs.

When the Company issues financial instruments that include both a debt and equity component, the entire proceeds are allocated to the debt component, and the equity component is assigned a measurement amount of \$nil.

3. LOANS RECEIVABLE

Loans receivable consists of the following:

March 31,
2026

2025

Loans receivable	\$ 292,397	\$ 279,360
Less: unearned lender fees	- 16,123	- 15,887
	<u>276,274</u>	<u>263,473</u>

Principal repayment terms are approximately:

2026	85,736
2027	69,652
2028	55,138
2029	45,424
2030	16,732
2031 and beyond	<u>3,592</u>
	<u>\$ 276,274</u>

Loans are issued typically with terms between one to five years and are subject to approval based on lending criteria. All loans issued are unsecured personal loans.

Due to the nature of the loans, the carrying value of the mortgage receivable approximates fair value.

At March 31, 2026 the loan portfolio is made up of 83 loans (2025 - 78).

At March 31, 2026 there were twenty-six loans past due but none were classified as impaired (2025 - twenty-three loans).

At March 31, 2026 there were no significant loan amounts of over 3.13% of the overall value of loans receivable within the loan portfolio (2025 - 3.28%).

The loans bear interest at fixed rates, which are within the Company's guidelines and range from 14.99% - 29.99% which is consistent with the quick lending market.

4. DIVIDENDS PAYABLE

Dividends are paid on Class A non-voting preferred shares on an annual basis at a maximum rate of 12% of the redemption amount of full purchase price plus all accrued and unpaid cumulative dividends annually. Dividends for new or redeemed shares are calculated on a pro-rated monthly basis.

No dividends have been declared for the 2026 fiscal year. At December 31, 2025, dividends were declared on the preferred shares of the Company of \$112,294.

5. INCOME TAXES

The income tax provision recorded differs from the income tax obtained by applying the statutory income tax rate of 27.00% to the income for the year and is reconciled as follows:□

	<u>March 31, 2026</u>	<u>2025</u>
Income before income taxes	\$ 37,122	\$ 128,853
Income tax expense at the combined basic federal and provincial tax rate	\$ 11,136	\$ 38,656
Increase (decrease) resulting from: Small business deduction	<u>(7,053)</u>	<u>-24,482</u>
Income tax expense	<u>\$ 4,083</u>	<u>\$ 14,174</u>

6. SHARE CAPITAL

Authorized

Unlimited Class A common voting shares without par value. Unlimited Class B common non-voting shares without par value.

Unlimited Class A non-voting preferred shares, redeemable and retractable at the amount of the full purchase price plus all accrued and unpaid cumulative dividends, on a pro-rata basis.

	<u>March 31, 2026</u>	<u>2025</u>
Common Shares		

100 Class A common shares	\$	10	\$	10
100 Class B common shares		10		10
	\$	20	\$	20

Class A Preferred Shares

112,294 Class A preferred shares issued during the first three months of the year

33,360 Class A preferred shares redeemed during the first three months of the year

\$ 965,563 \$ 886,629

7. DUE TO RELATED PARTIES

The following is a summary of the Company's related party transactions:

These transactions are in the normal course of operations and are measured at the exchange amount of consideration established and agreed to by the related parties.

The Company contracted Blue Pearl Mortgage Group Inc. ("BPMG") to manage the loan portfolio for a fee which is calculated at 5% of the loan portfolio per month. Blue Pearl Mortgage Group Inc. is owned by Blue Pearl Group of Companies Incorporated, a shareholder of the Company.

Management fees for the fiscal year total \$0 (2025 - \$0). Management fees payable has been reclassified against the amount receivable from BPMG.

The funds advanced to BPMG in the form of a loan is unsecured, bearing at 12% compounded monthly. The loan is payable on demand. The Company earned interest income of \$18,929 (2025 - \$78,131) on the loan for the fiscal year.

The funds advanced to Nitesh Prakash, a shareholder and director of the Company, in the form of a loan is unsecured, non-interest bearing, and is payable on demand.

Directors who have investments in the Company are due \$0 (2025 - \$86,444) of dividends payable. In all cases, the dividends were based on the same criteria as all other investors holding the same class of shares in the Company.

At March 31, 2026, the directors owned a total of 79% (2025 - 77%) of non-voting preferred shares, either directly or indirectly.

Due to (from) related parties

	March 31, 2026	2025
Current portion due from related parties		
Blue Pearl Mortgage Group Inc. (related through common control)	\$ 674,806	\$ 692,970
Nitesh Prakash (director and shareholder)	10,000	10,000
	<u>\$ 684,806</u>	<u>\$ 702,970</u>

8. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of accounts receivable, due from a related party, interest receivable, loans receivable, accounts payable, dividends payable, and preferred shares. The Company is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Company's risk exposure and concentration as of March 31, 2026.

Credit risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Company is exposed to credit risk in that a client may fail to repay their debt obligation causing the Company to incur a financial loss. In order to reduce its credit risk, the Company only offers loans to client's who currently have secured mortgages with the related company, BPMG. An allowance for loan impairment is established based upon factors surrounding the credit risk of specific accounts, historical trends and other information. The Company has a significant number of clients which minimizes concentration of credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly in respect of its receipt of funds from its clients and other related sources, and accounts payable.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risk. The Company is mainly exposed to interest rate risk and other price risk.

Currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not hold any financial instruments in foreign currency, therefore it is not exposed to foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. The loans receivable are advanced for mainly two to five year terms, with the rate of interest fixed for that term. Interest rates on loans receivable reflect credit risk and current market lending rates.

In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company does not hold financial instruments traded in the active market.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant other price risks arising from these financial instruments.

9. CAPITAL MANAGEMENT

The Company's objective when managing capital is to continue operations as a going concern so that it can provide its shareholders with a safe, superior-yielding and liquid investment.

The Company defines capital as being the funds raised through the issuance of Class A non-voting preferred shares of the Company. The overall objective of capital management is to ensure that the Company has sufficient capital to maintain its operations based on current activities and expected business developments in the future and to provide a return to the shareholders commensurate with the risk of the business and comparable to other similar companies.

The Company's dividend allocation rights incorporate various restrictions and parameters to manage the net assets of the Company. Class A non-voting preferred shares are entitled to receive a cumulative dividend at a rate of 12%. However, the Company has special rights and restrictions attached prohibiting dividends from being declared or paid if such payment would reduce the net assets of the Company below the aggregate Class A non-voting preferred base redemption price for the Class A non-voting preferred shares, issued and outstanding at that time.

Item 15. DATE AND CERTIFICATE

Dated: July 8, 2026

This Offering Memorandum does not contain a misrepresentation.

The Issuer

(signed) Nitesh Prakash
Nitesh Prakash
President and Secretary

On Behalf of the Directors

(signed) Nitesh Prakash
Nitesh Prakash
Director

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