

DISCLAIMERS

The summary of the offering refers to the Offering Memorandum issued in conjunction with this summary. Please review the Offering Memorandum and disclosure below.

This Offering Memorandum does not constitute and may not be used for or in conjunction with, an offer or solicitation by anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. You are directed to inform yourself of and observe such restrictions and all legal requirements of your jurisdiction of residence in respect of the acquisition, holding, and disposition of the Shares offered hereby.

Subscribers should thoroughly review this Offering Memorandum and are advised to consult with their professional advisors to assess the business, legal, income tax, and other aspects of this investment.

The Shares will be issued only on the basis of information contained in this Offering Memorandum and provided by the Trustee in writing, and no other information or representation is authorized or may be relied upon as having been authorized by the Trustee or the Fund. Any subscription for the Shares made by any person on the basis of statements or representations not contained in this Offering Memorandum or so provided, or inconsistent with the information contained herein or therein, shall be solely at the risk of such person. Neither the delivery of this Offering Memorandum at any time nor any sale to Subscribers of any of the Shares shall, under any circumstances, constitute a representation or create any implication that there has been no change in the business and affairs of the Fund since the date of the sale to any Subscriber of the securities offered hereby or that the information contained herein is correct as of any time subsequent to that date.

This Offering Memorandum is confidential. By their receipt hereof, prospective Subscribers agree that they will not transmit, reproduce or make available to anyone, other than their professional advisors, this Offering Memorandum or any information contained herein.

SUMMARY OF THE OFFERING



DAMI MORTGAGE INCOME FUND

CLASS A SHARES

Preferred Series A and Subordinated Series B Shares

OFFERING PRICE: \$100.00 per Class A Shares

Minimum Subscription: \$5000
subject to compliance with securities laws and the Fund Manager's discretion

RELATED OR CONNECTED ISSUER

Each of the Fund and Durham Asset Management Inc. may be considered to be a "related" or "connected" issuer (as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*).

SUMMARY OF THE OFFERING

This is a summary only and is qualified by the information appearing elsewhere in this Offering Memorandum. Capitalized terms appearing herein and not otherwise defined have the respective meanings ascribed thereto in the “Definitions” section or elsewhere in this Offering Memorandum. Unless otherwise indicated, all references to dollar amounts in this Offering Memorandum are to Canadian dollars.

Structure	The Corporation was incorporated under the laws of the Province of Ontario pursuant to Articles of Incorporation dated May 20, 2022. The registered office of the Company is located at 22 Shorten Place, Ajax, Ontario, L1T 0E9. The Corporation entered into a management agreement (the “Management Agreement”) with Durham Asset Management Inc. (“DAMI”) on 7th June 2022 pursuant to which the Manager has agreed to service the Corporation's mortgage portfolio, including sourcing, negotiating, and underwriting mortgages. The Corporation qualifies as a “mortgage investment corporation” for purposes of the Tax Act.
The Issuer	DAMI Mortgage Income Fund Telephone: +1 (905) 239-2436, Toll Free: +1 (833) 444-DAMI (3264) Website: www.durhamasset.ca Email: info@durhamasset.ca These securities do not trade on any exchange or market.
Investment Objectives	The Mortgage Investment Corporation is established to allow investors to gain indirect exposure to Canadian real estate by investing in a credit product collateralized by Canadian real estate. The goal is to deliver consistent income while preserving capital. The fund will originate high-quality, diversified mortgages with an overall targeted net return of 5% to preferred series and over 7% to subordinated series. see Item 2 – Our Business. (Offering Memorandum)
Investment Strategy	Returns will be generated from a portfolio of 1 st and 2 nd mortgages on residential and other real estate assets.
Return Priority	Preferred Series A: Maximum return limited to 5% per annum. Subordinated Series B: Residual returns. Target overall 7% plus per annum.
Loss Protection	Preferred Series A: No net loss allocation up to 30% net losses. Subordinated Series B: observe net losses up to 30%, pro-rated above 30% net losses.
<u>The Offering</u>	
Securities Offered:	Class A Shares of the Fund is divided into two (2) series of Shares: (i) a limited number of Preferred Series A Shares; and (ii) an

unlimited number of Subordinated Series B Shares.

Price:	The price of the Preferred Series A and Subordinated Series B Shares shall be \$100.00 per Unit.
Minimum/Maximum Offering:	There is no minimum. You may be the only purchaser. Funds available under the offering may not be sufficient to accomplish our proposed objectives.
Minimum Subscription:	Investors must subscribe for not less than 50 Shares (\$5000.00). Subsequent investments shall require a minimum investment of 10 Shares (\$1000.00). The Fund reserves the right to waive the minimum investment requirement in certain circumstances, subject to compliance with regulatory requirements.
Payment Terms:	Bank draft, cheque, or by other payment means as directed by the Manager.
Proposed Closing Date:	Fund Shares are offered on a continuous basis under this Offering Memorandum with closings generally occurring at 4:00 pm every Friday in each calendar month.
Income Tax Consequences:	There are important tax consequences to these securities. See Item 6 - Income Tax Considerations for Investors
Selling Agent:	DAMI, is a company registered as an Exempt Market Dealer in Ontario. The Manager reserves the right to appoint additional Exempt Market Dealers from time to time. For more information, see Item 7 – Compensation Paid to Sellers and Finders. (Offering Memorandum)
Resale Restrictions:	You will be restricted from selling your securities for an indefinite period. See Item 10 – Resale Restrictions . However, you may be able to redeem your Fund Shares from the Fund at certain times if you follow the procedure established. See Item 5.1 – Redemption of Fund Shares. (Offering Memorandum)
Purchaser’s Rights:	You have 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 11- Purchaser’s Rights. (Offering Memorandum) 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 offense. This is a risky investment. See Item 8.