



CASCADIA
GREEN

— R E I T —

INVEST — WITH — CONFIDENCE

Cascadia Green Real Estate Investment Trust (the “Trust”) is a private real estate investment trust (REIT) that provides exclusive access to a pipeline of multi-family development assets in Greater Vancouver. The Trust has partnered with an established development arm, allowing investors to benefit from favourable positions taken in developments and acquisitions of income producing properties in this highly competitive market.

Why invest in the REIT?

✓ TAX EFFICIENCY

Initial fund distributions may be treated as return of capital.

✓ INVESTMENT FLEXIBILITY

Eligible for non-registered funds, or registered funds with a trusted account manager.

✓ ALIGNMENT WITH MANAGEMENT

The investment structure provides for a minimum return of 8% to the limited partners of the LP (i.e., the Trust).

✓ DRIP

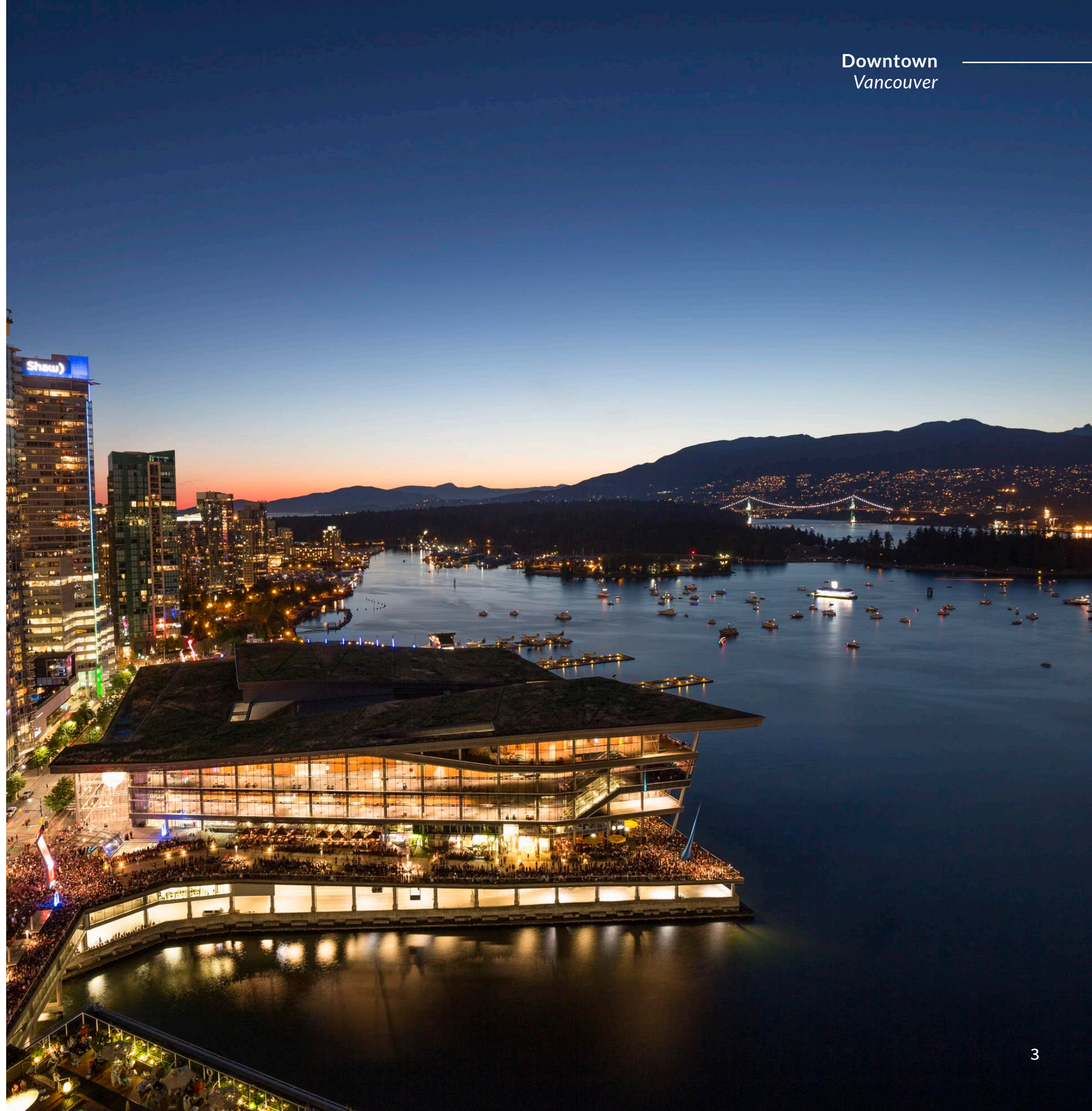
Reinvest distributions in trust units at a 2% discount.

✓ CAPITAL APPRECIATION

Grow net asset value (NAV) through indirect investment in development and construction projects.

✓ DIVERSIFIED RISK

Funds may be placed across multiple projects that are in different stages of the investment ecosystem; land acquisition & lift, planning & development, construction and property management.





OBJECTIVES

Real Estate Investment Trust

Owens, Operates,
and/ or Finances
Income Properties

Acquisition of
Properties into
Portfolio

Pooled
Investments

Earn Distributions
& Capital
Appreciation

How it Works



REIT Advantages



INVESTMENT

- ✓ Real Estate Ownership
- ✓ Diversification
- ✓ Predictable Revenue
- ✓ Steady Cash Flow
- ✓ Capital Appreciation



SECURITY

- ✓ Backed by Tangible Assets
- ✓ Independently Assessed
- ✓ REIT structures have a proven record



OPTIONS

- ✓ Flexibility
- ✓ Retirement Plan Eligibility
- ✓ Automatic Reinvestment



British Columbia Real Estate

“The bottom line: Without a significant boost in rental stock, Canada’s rental housing gap could exceed 120,000 by 2026—quadrupling the current deficit. This will tip the housing market into a greater state of imbalance and drive the optimal vacancy rate of 3% even further out of reach.”

— Royal Bank of Canada (March 22, 2023)

“Canada’s current purpose-built rental stock is struggling to keep up with demand. The vacancy rate in this category plunged to its lowest point in 21 years in 2022, dipping to just 1.9%. The total decline—120 basis points in just 12 months—represented the steepest single year decrease in more than three decades. And relentless competition for units drove the highest annual increase in rent growth on record.”

— Royal Bank of Canada (March 22, 2023)

North Vancouver Real Estate



Rank	City/Area	1 Bed	M/M	Y/Y	2 Bed	M/M	Y/Y
1	Vancouver, BC	\$2,640	-3.3%	15.3%	\$3,632	0.2%	22.5%
2	Toronto, ON	\$2,501	1.8%	21.5%	\$3,314	2.7%	19.4%
3	Burnaby, BC	\$2,282	-5.0%	15.6%	\$3,175	2.6%	30.1%
4	Oakville, ON	\$2,268	1.0%	15.9%	\$2,921	1.4%	20.2%
5	Burlington, ON	\$2,220	0.5%	16.6%	\$2,530	0.4%	10.9%

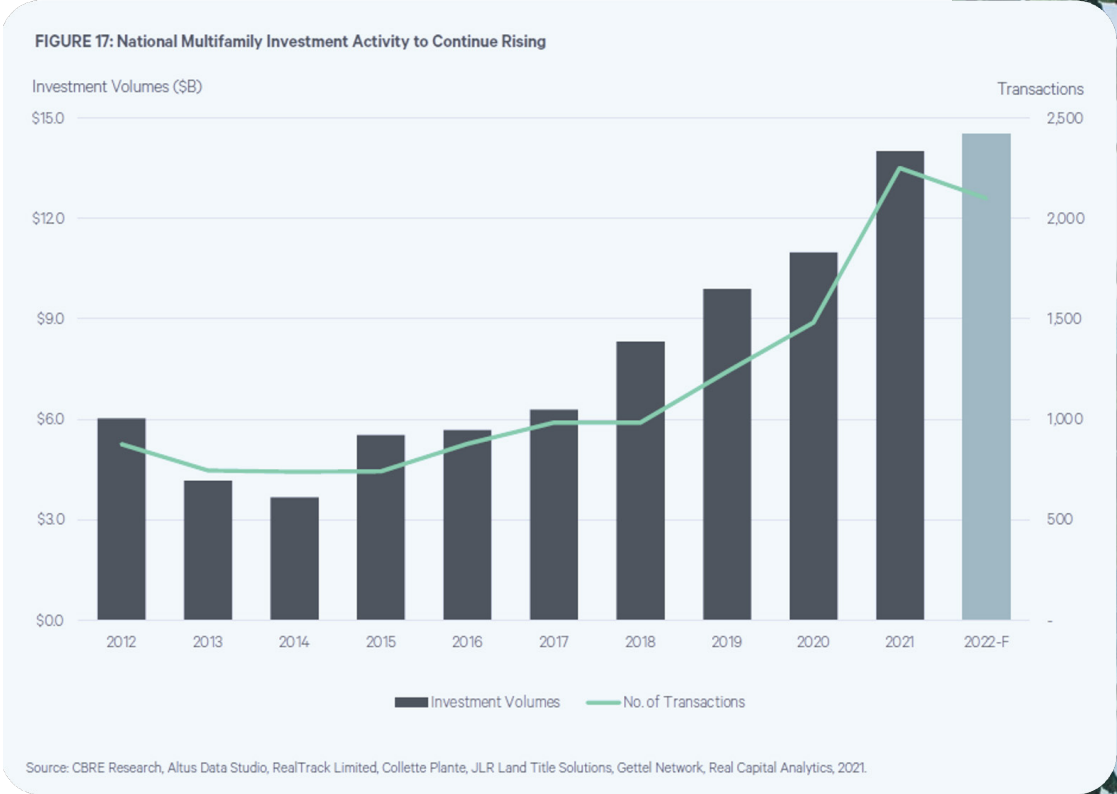


The Opportunity

- Invest in a local private REIT with well established connections in key sectors
- Invest in a REIT that partners with a reputable, in-house property development company
- Gain access to high quality assets and off-market development opportunities
- Focus on creating modern, innovative, and sustainable communities in core corridors

Our Strategy

- Secure first right of purchase through strategic partnership
- Acquire multifamily apartment complexes
- Redevelop or reposition to maximize rental income



2023 Market Drivers

Supply

- Increasing demand is outpacing the available supply of properties year over year.
- Vacancy rates have been decreasing in response to the high demand for properties.
- Rental rates have been increasing as landlords and property owners take advantage of the competitive market.

Investment

- The real estate market is currently witnessing a surge in rental rates due to supply-demand imbalances.
- Rental rates for two-bedroom properties experienced a 6% growth in 2023.
- Institutional investors are playing a major role in the market, accounting for roughly 50% of the property acquisitions.
- Investors are attracted to the high potential for returns in the multifamily sector, which is currently seeing a significant backlog of institutional funds.

ESG

- CGREIT is strongly committed to ESG principles in its operations and investments.
- CGREIT is focused on reducing its carbon footprint, promoting renewable energy, resource efficiency, and implementing sustainable practices in its properties.

Immigration

- Immigration rates surged to a record high in 2023 and are expected to grow further in 2024.
- A majority of new immigrants, approximately 60%, are entering through economic programs in urban centres.
- Urban centres that offer economic programs are experiencing an influx of new talent, ideas, and perspectives.

*Data from CBRE Canada Real Estate Market Outlook 2023



Investment Ecosystem



DIFFERENTIATING FACTORS

The Partnership

We have established a strategic partnership with a local developer, Cascadia Green Development, to access investment opportunities for our investors. This collaboration enables our investors to benefit from returns arising from land acquisition, building acquisition, development, construction, and operation.

Our primary focus is on multifamily apartment complexes, having a developer in house not only provides us with a competitive edge but also plays a vital role in our success.

CASCADIA
Green Development



Why Cascadia?



Value Generating Process

ACTUAL EXAMPLE OF CASCADIA GREEN DEVELOPMENT PROJECT

Returns

Cascadia Green REIT is focused on investing in the development of multi-family buildings in the most sought-after locations across Metro Vancouver. By securing the first right to own these properties, the REIT takes advantage of the substantial rental income potential these developments offer.

Initial distributions to investors may be characterized as a return of capital, as applicable. This approach allows investors to benefit from both the appreciation of the properties and the generated rental income, while minimizing taxable implications. By focusing on desirable locations and high-quality developments, Cascadia Green REIT aims to provide strong, sustainable returns for its investors in the thriving Metro Vancouver real estate market.

11%-14%

**TARGETED ANNUAL
NET RETURN**

There is no assurance that the targeted annual net return will be realized. See "Forward Looking Statements" and "Risk Factors".

Unit Classes



CLASS A UNITS

Minimum Investment of \$2,000
1.0% Asset Management Fee



CLASS F UNITS

Minimum Investment of \$50,000
0.5% Asset Management Fee

All classes are eligible for Registered Accounts

Exit Options



Short Term

QUARTERLY REDEMPTIONS
AVAILABLE

\$50,000
cumulative per quarter

\$200,000
cumulative per annum

Long Term

IPO - Initial
Public Offering

Institutional Sale
of Portfolio

Maintain Private
Status and Grow

2022 REIT Acquisitions

REIT Acquired	Approx. Valuation
PotlatchDeltic	\$910 Million
Safehold	\$1.8 Billion
W.P. Carey	\$2.7 Billion
Blackstone (preferred apartments)	\$5.4 Billion
HealthCare Trust	\$11.1 Billion
Blackstone (Campus Communities)	\$12.8 Billion
Prologis	\$25.4 Billion



PORTFOLIO

AXIR - 2590 LONSDALE AVENUE

Nearby Amenities

- LONSDALE CITY MARKET (LOBLAW'S)
- QUEENSDALE MARKET
- CENTENNIAL THEATRE
- MICKEY MCDUGALL GYM & GRAVEL
- WAGG CREEK PARK
- CARSON GRAHAM SECONDARY SCHOOL
- MAHON PARK
- HOLY TRINITY ELEMENTARY SCHOOL
- HARRY JEROME RECREATION CENTRE
- WHOLE FOODS MARKET
- STARBUCKS
- YAAS GRILL
- BROWNS SOCIAL HOUSE
- TIM HORTONS
- HARMONY DONUT SHOP
- LONDON DRUGS
- WHITE SPOT
- INDIAN FUSION
- MCDONALD'S

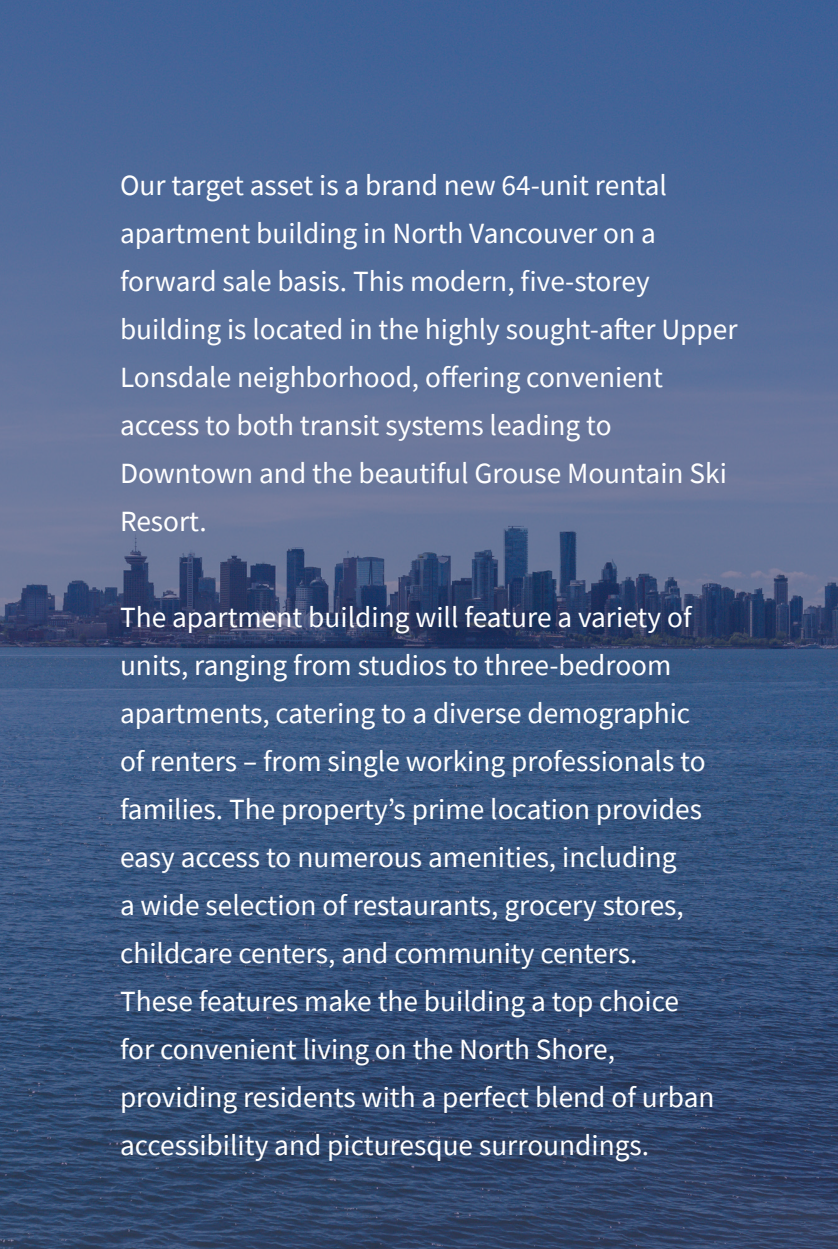
Drive Times

- LONSDALE QUAY: 5 MINUTES
- DOWNTOWN: 15 MINUTES
- VANCOUVER: 25 MINUTES
- YVR: 45 MINUTES

CONTACT

604.374.7348
info@cgreit.ca





Our target asset is a brand new 64-unit rental apartment building in North Vancouver on a forward sale basis. This modern, five-storey building is located in the highly sought-after Upper Lonsdale neighborhood, offering convenient access to both transit systems leading to Downtown and the beautiful Grouse Mountain Ski Resort.

The apartment building will feature a variety of units, ranging from studios to three-bedroom apartments, catering to a diverse demographic of renters – from single working professionals to families. The property’s prime location provides easy access to numerous amenities, including a wide selection of restaurants, grocery stores, childcare centers, and community centers. These features make the building a top choice for convenient living on the North Shore, providing residents with a perfect blend of urban accessibility and picturesque surroundings.



Property Summary

ADDRESS

2590 Lonsdale Avenue
North Vancouver, BC

LOT SIZE

16,647 sf

STOREYS

Five

GROSS BUILDING SIZE

44,784 sf

NET RENTABLE AREA

38,162 sf

TOTAL UNITS

64

AVERAGE UNIT SIZE

596 sf

PARKING

41 Parking Spaces
98 Secure Bicycle Spaces

PROJECTED STABILIZED NET OPERATING INCOME

\$1,715,000



Unit Breakdown

Unit Type	Unit Count	Average Size (sf)	Average Projected Rent (\$)	Average Projected Rent (sf)
Studio	30	435	\$2,400	\$5.51
One-Bedroom	16	613	\$2,835	\$4.62
Two-Bedroom	11	790	\$3,412	\$4.32
Three-Bedroom	7	929	\$3,973	\$4.28
Total	64	595	\$2,854	\$4.80

Floor	Studio	One-Bedroom	Two-Bedroom	Three-Bedroom	Total
First Floor	6	5	1	0	12
Second Floor	6	3	2	2	14
Third Floor	6	3	2	2	13
Fourth Floor	6	3	2	2	13
Fifth Floor	6	2	4	1	12
Total	30	16	11	7	64



MEET *the* TEAM



Vishaal Dasoar

DIRECTOR OF THE TRUSTEE / CHIEF EXECUTIVE OFFICER

Vishaal has extensive portfolio management experience, including individual portfolios up to \$400 million, and total managed assets exceeding \$1 billion. The teams guided by his leadership have been comprised of up to 40 team members in a single portfolio. Vishaal brings a global perspective with experience in strategic planning across Canada and Hong Kong. Currently, Vishaal acts as the Regional Director of Real Estate for Vancouver Coastal Health, overseeing all properties across the region, including 2.5 million square feet of leased and owned space. Vishaal's responsibilities include being a liaison between private and public leaders across the province. Vishaal's management experience spans across residential, commercial, industrial, and public sectors, and he brings key connections to CGREIT that allow high-value deals to be negotiated.



Farzad Mazarei

DIRECTOR OF THE TRUSTEE / CHAIRMAN

Farzad is the CEO of Cascadia Green Development, a North Vancouver based development, consulting, management, and construction company. Founded by Farzad Mazarei in 2009, Cascadia Green Development started as a small venture focusing on constructing single-family homes. Over time, it has grown into a leading local provider of land development, construction, and planning consultancy services, emphasizing multi-family residential and mixed-use projects. Cascadia Green Development has become synonymous with sustainable and innovative urban living solutions. The company's expertise covers a wide range of projects, from residential communities to commercial spaces. This adaptability has allowed Cascadia Green Development to create high- quality, energy-efficient developments that cater to the requirements of contemporary families and businesses. Currently, Cascadia Green Development oversees more than 500,000 square feet of space, with projects in different phases of construction and development. This ongoing expansion signifies the company's dedication to creating environmentally responsible properties and contributing to the positive growth of the communities in which it operates.



- Overseeing and implementing projects from conception to land assembly, rezoning, construction, and finalization.
- Developing a diverse portfolio, including mid-rise multifamily properties and large mixed-use commercial properties.
- Committed to promoting sustainability, prosperity, community, and creativity in all projects.
- Achieving a target ROI of 15-25% for development projects.
- Successfully managing a portfolio of \$580 million across 15 projects.
- Pioneering multiple pilot programs for BC Housing and municipalities.
- Incorporating innovative housing solutions, such as rent-to-own, live-work, lock-off units, and the affordable home ownership program (AHOP).
- Enhancing community aesthetics with thoughtful landscape and streetscape design.
- Prioritizing environmental sustainability by using low-carbon concrete and cross-laminated timber.



AWARDS

2023

GEORGIE AWARD WINNER

Best Multi-Family Townhouse Development (Infill)

Project: **WEST WOOD HOMES**

2023

GEORGIE AWARD FINALIST

Best Advertising Campaign

Project: **INNOVA**

2019

GEORGIE AWARD WINNER

Best Multi-Family Townhouse Development (Production)

Project: **SYNERGY**

2019

HAVAN AWARD WINNER

BC Housing Award for Excellence in Innovative Housing Choices

Project: **SYNERGY**



Jon Pezzente

DIRECTOR OF THE TRUSTEE / DIRECTOR OF ACQUISITIONS

Jon Pezzente has been successfully marketing and selling real estate on the North Shore for over 15 years. His unparalleled understanding and knowledge of current market trends, marketing strategies, and sales techniques have positioned him as a trusted real estate advisor. Over the years, Jon has had the privilege of collaborating with top-tier developers, playing a key role in shaping new communities on the North Shore. His impressive track record includes over one billion dollars in sales, placing him among the top 1% of Realtors in North Vancouver. This achievement is a testament to Jon's expertise, professionalism, and dedication to providing exceptional service in the real estate industry. Jon's extensive experience, valuable connections, and long-lasting relationships within the industry have cemented his reputation as a trusted and reliable real estate advisor. Clients and colleagues alike can count on Jon's expertise to guide them through the dynamic landscape of the North Shore real estate market.

FOUNDED IN 2003

PEZZENTE

PASSIONATE | PROFESSIONAL | PROVEN

The Pezzente Group showcases a notable blend of expertise in both the development and marketing of cutting-edge residential and mixed-use construction initiatives. Their experience spans a vast spectrum of projects, including land acquisition, construction, and key handover in numerous communities, providing a wide range of product offerings.

Their systematic approach starts with comprehensive project analysis and the creation of a tailored marketing and sales strategy. It continues with active marketing efforts and ultimately concludes with the careful coordination of various completion services.



AWARDS

TOP 1% OF REALTORS
IN GREATER VANCOUVER

2017 | 2018 | 2019 | 2020 | 2021

#1 PRODUCER
AT SUTTON GROUP
WEST COAST REALTY

— Recipient of —

4-TIME ELITE AWARD

5-TIME PRESIDENT'S CLUB AWARD

12-TIME MEDALLION CLUB AWARD

MILLION DOLLAR AWARD

PLATINUM AWARD

MASTER MEDALLION AWARD

PINNACLE AWARD

DIAMOND AWARD



SYLVIA PEZZENTE
Real Estate Specialist



JASMINE SULL
Executive Assistant



HELIA GHAHREMANI
Director of Marketing



TABA JAHANI
Social Media Manager



ADVISORY BOARD



Graeme Sewell

ADVISORY BOARD MEMBER

Graeme Sewell is a highly experienced finance professional with three decades of expertise in the public and private markets. Throughout his career Graeme has built an impressive track record of success, leveraging his skills in financial analysis, investment management, and strategic planning to drive positive results for his clients and partners. With extensive experience in both equity and debt financing, Graeme has a deep understanding of the financial markets and a keen eye for identifying promising investment opportunities. His reputation for integrity and excellence has made him a trusted advisor and partner to numerous organizations across various industries.



Tim Murphy

ADVISORY BOARD MEMBER

Tim is an experienced business executive and international lawyer. He sits on numerous company boards and is the Founding partner of Murphy & Company LLP, a leading business law firm in Vancouver, Canada. Prior to founding Murphy & Company, he practised law with a prominent national law firm in Calgary, Alberta, gained international experience as an associate in the finance law group of a British “magic circle” law firm and served as in-house legal counsel for a multinational software company in Paris, France. Tim holds a bachelor of laws (LL.B) degree from the University of Saskatchewan, a master of laws (LL.M) degree from McGill University and is a member of the law societies of British Columbia, England and Wales.



ADVISORY BOARD



Klint Rodgers

ADVISORY BOARD MEMBER

Klint, began his career owning and operating multiple businesses after college. He became a Registered Dealing Representative in the exempt market in 2011, evolving into one of the country's top producers, representing over 15 private equity and real estate investment firms. Klint is the CEO and Co-founder of Canvest Financial, and has been recognized by Wealth Professionals Magazine three times as nominated finalist for Best Advisor in Alternative Investments. As a dual-licensed Independent Insurance & Private Securities Advisor, Klint assists clients in various tax, estate, and retirement planning strategies to protect and grow wealth. Klint sits or has sat on several Advisory Boards, including; the BC Chapter for the Private Capital Markets Association (otherwise known as the PCMA), Advisor to the Board of Directors for the StoreWest Group of Companies & is a valuable member of the advisory board at Cascadia Green REIT.



Mike Schilling

ADVISORY BOARD MEMBER

Mike Schilling is President & CEO of Community Savings Credit Union, a purpose-driven financial institution committed to building a better BC for all workers. Community Savings is the largest provider of banking services to BC's labour movement and the BC cannabis industry. Mike is passionate about championing workers' rights, mental health, equitable banking for the cannabis industry, and the future of the BC's thriving credit unions. He is a sought after commentator in national and local media on personal finance, financial equity and affordable housing. The values held by Mike are ones that greatly align with CG REIT. With his advice, the REIT will continue to improve its offering to benefit investors, and work towards institutional partnerships. Mike has held global leadership roles in banking as Chief Operating Officer Asia Pacific for Compliance, Barclays Investment Bank in Mumbai, India and Chief Operating Office Asia Pacific & Head of Business Operations in Singapore. Mike holds a B.Sc. (Hons), Mathematics from the University of Sheffield and an ACA from the Institute of Chartered Accountants in England and Wales. In his spare time, Mike enjoys hiking and seeking out all BC has to offer with his two girls. He currently sits on the Board for Stabilization Central.

Disclaimers and Other Information

IMPORTANT INFORMATION: References to “CG Real Estate Investment Trust”, “CG REIT”, “REIT” and “the Trust” are to Cascadia Green Real Estate Investment Trust, individually or together with its subsidiaries, as the context requires. This presentation and any supplementary material is provided for informational purposes only. This presentation does not constitute or form any part of any offer or invitation or other solicitation or recommendation to purchase any securities. This presentation is NOT authorized for direct distribution beyond the intended audience either as a hard copy or as an electronic transmission without written permission from an authorized representative of CG REIT.

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Any forecasts and projections contained in this presentation are estimates only and not a guarantee of future results CG REIT’s actual financial position and results of operations may differ materially from its current expectations (as presented herein) and, as a result, CG REIT’s revenue, expenses and valuation may differ materially from the revenue, expenses and valuation provided herein. Such information is presented for illustrative purposes only and may not be an indication of CG REIT’s actual financial performance.

This presentation and any supplementary material are intended to supplement CG REIT’s Offering Memorandum (the “Offering Memorandum”). The Offering Memorandum contains additional summary information about the rights and restrictions attaching to the Units of CG REIT, including limitations on redemptions and liquidity, and risks relating to CG REIT’s business, industry and an investment in the Units of CG REIT. Investing in CG REIT Units involves significant risks, as described in the Offering Memorandum under “Risk Factors”. A copy of CG REIT’s Offering Memorandum may be obtained upon request made to the attention of an authorized representative of CG REIT. These materials have not been reviewed by or approved by any securities regulatory authority in any Canadian Jurisdiction. Neither CG REIT, nor Cascadia Green Services Inc., the trustee of CG REIT, is registered with any securities regulator. No securities regulatory body has reviewed the accuracy or adequacy of this information.

FORWARD LOOKING STATEMENTS: This presentation contains forward-looking statements. Forward-looking statements are necessarily based upon management’s perceptions of historical trends, current conditions and expected future developments, as well as a number of specific factors and assumptions that, while considered reasonable by CG REIT’s management as of the date on which the statements are made, are inherently subject to significant business, economic and competitive uncertainties and contingencies which could result in the forward-looking statements ultimately being incorrect. Forward-looking information contained in this presentation may include, but is not limited to, statements with respect to: price of the Units; the structure of CG REIT; the business to be conducted by CG REIT; expected or anticipated acquisitions and capital expenditures; the issuance of Units pursuant to the DRIP; the expected return on investment; targeted annual net returns; expected debt levels, including assumptions related to debt, interest rates, expected lease rates, expected average monthly rents; the long term and short term objectives of CG REIT; the ability of CG REIT to obtain financing; availability of funds for distributions; timing and payment of distributions; CG REIT’s investment objectives and strategy; general economic conditions in the markets in which CG REIT intends to operate; treatment under government regulatory regimes and tax laws; the qualification of CG REIT as a mutual fund trust; and the methods of funding.

Although the forward-looking statements contained in this presentation are based upon assumptions that CG REIT’s management believes are reasonable based on information currently available to management, there can be no assurance that actual results will be consistent with these forward-looking statements. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur and may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These risks and uncertainties include, among other things: risks related to CG REIT and its business, general economic conditions, governmental regulations and tax. Some of these risks are discussed in the section “Certain Risk Factors” herein, and in CG REIT Offering Memorandum under “Risk Factors”.

To the extent any forward-looking statements or forward-looking information used herein constitutes “future-oriented financial information” or “financial outlooks” within the meaning of applicable Canadian securities laws, such information reflects current expectations with respect to current events and is not a guarantee of future performance. Prospective investors should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out herein and in CG REIT’s Offering Memorandum.

The forward-looking statements contained in this presentation are expressly qualified by this cautionary statement. These forward-looking statements speak only as of the date of this presentation. CG REIT is not under any duty to update any of the forward looking statements after the date of this presentation, to conform such statements to actual results or to changes in CG REIT’s expectations except as otherwise required by applicable legislation.

CG REIT has retained Axxess Capital Advisors Inc. (“Axxess”), an exempt market dealer registered in various provinces of Canada. Discussions about investing in CGREIT or on the suitability of any such investment and are permitted exclusively through a registered Dealing Representative of Axxess. If you are interested in investing, please contact Klint Rodgers, a registered dealing representative with Axxess, at klint.rodgers@axcesscapital.com.

CURRENCY: All monetary figures are in Canadian dollars unless otherwise stated.

U.S. SECURITIES LAWS MATTERS: The securities of the Trust have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons,” as such term is defined in Regulation S under the U.S. Securities Act, unless an exemption from such registration is available.

Certain Risk Factors

The purchase of units of the Trust (each, a “Unit”) involves a number of risk factors. Prospective purchasers should consider the risk factors below and the risk factors included in CG REIT’s Offering Memorandum. Prospective investors should thoroughly review the Offering Memorandum and are advised to consult with their own legal, investment, accounting, and tax advisors before making any decision to invest.

No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon the contents of this presentation, and any representation to the contrary is an offence.

An investment in real estate involves certain risks. Such risks include, among other things, changes in general economic conditions, the value of properties, interest rates, lease rates, the financial condition of tenants, tenant demand for the property, tax regulations, applicable federal, state, and municipal laws and environmental matters over time. The matters discussed herein are complicated. CG REIT recommends that you obtain your own legal, accounting, tax, financial, investment or any other advice you require to understand the information included herein.

There is no secondary market in which to sell CG REIT Units, and there can be no assurance that any such market will develop. The recovery of an initial investment is at risk, and the anticipated return on such an investment is based on many performance assumptions. Although CG REIT intends to make regular distributions of its available cash to investors, such distributions may be reduced or suspended. In addition, the value of the CG REIT Units may decline, or even go to zero. An investor can lose their entire amount invested. There can be no assurance that income tax laws and the treatment of mutual fund trusts will not be changed in a manner which adversely affects CG REIT, and the value of the CG REIT Units. CG REIT Units are not “insured deposits” under the Canadian Deposit Insurance Corporation Act (CDIC - Canada) and are not insured under the provisions of that act or any other legislation.

There is no guarantee of performance. An investment in a REIT is not intended as a complete investment program and should only be made after consultation with independent investment and tax advisors. Only investors who do not require immediate liquidity of their investment should consider a potential purchase of Units.

For additional risks about CG REIT, CG REIT’s industry and an investment in CG REIT Units, see CG REIT’s Offering Memorandum under “Risk Factors”.



