

Form 1  
**Offering Document**

(Pursuant to the *Community Economic-Development Corporations Regulations*)

[This document is to be used only by Associations and Corporations as defined herein that are community economic-development corporations.]

**Glossary**

In this offering document:

1. “Act” means the *Securities Act*;
2. “Association” means an association as defined in the *Co-operative Associations Act*;
3. “CEDC” means a Community Economic-Development Corporation, as defined herein;
4. “Community Economic-Development Corporation” means a Corporation or Association that meets the criteria prescribed by the regulations made pursuant to the *Equity Tax Credit Act* and is registered as a Community Economic-Development Corporation by the Minister of Finance pursuant to Section 11 of the *Equity Tax Credit Act*;
5. “Community Economic-Development Plan” means the community economic-development plan proposed by the Issuer which contains the information prescribed by the regulations made pursuant to the *Equity Tax Credit Act*;
6. “Corporation” means a corporation incorporated pursuant to the laws of the Province of Nova Scotia, another province of Canada or Canada that has its head office located in the Province of Nova Scotia;
7. “Finders” mean persons who, for compensation or without compensation, act as intermediaries in obtaining selling agents or otherwise make introductions in furtherance of this Offering;
8. “Issuer” means Farmers Market Investment Cooperative Ltd. (FMIC) legal name of the Corporation or Association which is a CEDC;
9. “Investee Cooperative” City Market of Halifax Cooperative ( CMHC) means a corporation in which the Issuer proposes to invest 20% or more of the net proceeds of the offering and where all or substantially all of the fair market value of the corporation’s property is attributable to property used in an active business;
10. “Offering” means this offering of Shares of the Issuer;
11. “Promoter” has the same meaning as in the Act, except that pursuant to subsection 3(3) of the *Community Economic-Development Corporations Regulations* no individual shall be considered as a promoter unless a promoter at the time the offering document is filed with the Director of Securities;

12. "Securities Rules" means the rules of the Nova Scotia Securities Commission made pursuant to the Act;
13. "Security holder" means a person who purchases Shares under this Offering;
14. "Shares" means common shares of the Issuer that qualify as a specified issue as defined in subclause 2(k) (iii) of the Equity Tax Credit Act.

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## CAUTIONS

The Nova Scotia Securities Commission has not assessed:

- the reasonableness or merit of the Issuer or the Offering;
- whether the Issuer has sufficient financing and managerial expertise to accomplish its stated objectives;
- whether management of the Issuer has the reputation and commitment to conduct the Issuer's business with integrity and in the best interest of the Security holders;
- whether the Promoters and management of the Issuer are receiving unconscionable benefits at the expense of the Security holders; or
- whether any financial forecast or projection contained in this offering document has a reasonable basis;

Investment in small business involves a high degree of risk, and investors should not invest any funds in this Offering unless they can afford to lose a substantial portion of their investment. Potential investors should read this entire offering document, particularly the risk factors on page 6, and 7.

Potential investors should review the information concerning the background of the Issuer's officers, directors and other key personnel and consider whether or not these persons have adequate background and experience to develop and operate the Issuer and to make it successful. In this respect, the experience and ability to manage are often considered among the most significant factors in the success of a business.

After reviewing the "Use of Proceeds" on page 18 potential investors should consider whether the amounts available for future development of the Issuer's business and operations will be adequate.

A Security holder may have rights of rescission or an action for damages in circumstances which are described in this offering document beginning on page 42.

THERE IS NO ORGANIZED MARKET THROUGH WHICH THE SHARES MAY BE SOLD. IT MAY BE DIFFICULT OR EVEN IMPOSSIBLE FOR THE INVESTOR TO SELL THEM.

Potential investors should also consult their professional advisors before investing.

This offering document, together with the documents incorporated herein by reference and forming part of this offering document, and the attachments thereto contain all of the representations by the Issuer concerning this Offering and no person shall make different or broader statements than those contained herein. Investors are cautioned not to rely on any information not expressly set forth in or attached to this offering document.

All promotional material is incorporated by reference into this offering document as per section 15 of the CEDC Regulations.

This offering document, together with financial statements and other attachments, consists of a total of 70 pages.

## **THE OFFERING**

1. The Shares being offered are:

*Fully paid, newly issued voting common non-retractable and non-redeemable shares with a no par value of Fifty Dollars (\$50) per share those are not restricted in participation upon dissolution. The issue price per share is \$50.*

The minimum number of shares to be purchased by each subscriber under this Offering is: 20 shares or \$1,000.

2. The offering price was established by the following method:

negotiation with the investor  
 arbitrarily by the Issuer  
 otherwise (explain)

3. Maximum number of Shares offered: 25,965
4. Total proceeds if maximum sold: \$ 1,298,250
5. Minimum number of Shares offered: 6,000
6. Total proceeds if minimum sold: \$300,000
7. Reasons for the selection of the minimum number of Shares offered:

The Halifax Seaport Market Business Plan calls for a total of \$2,250,000 to be raised through a number of Share Offerings for the capitalized rent, which will be used to cover a 40 year lease period. The first Share Offering raised \$697,887, and the second offering raised \$ 503,865

The total to date raised is \$1.2 million, and all the funding for the construction of the market was secured and construction began on June 10, 2009 The Halifax Seaport Market is scheduled to open in June 2010.

The challenge will be raising the remaining \$1.3 million in this economic climate. In addition, now that the market has begun construction there may be a public perception that there is no further need to invest in the development, when in fact the initial goal of \$2,250,000 has not been realized. To address this, strategies will be developed to reach out to the broader community and to individuals who are not regular farmers' market customers.

By establishing the minimum of 6,000 shares, FMIC is confident in reaching this goal thereby ensuring the investors can benefit from the Equity Tax Credit for the 2009 tax year. Of the \$300,000 raised \$ 53,945 will be used to cover expenses incurred and the balance of \$246,055 will be put towards the capitalized rent of the Seaport Market.

The Halifax Port Authority (HPA) owns the building and the Halifax Farmers Market (CMHC) is leasing (Capitalized lease) it from them for 40 years for \$2.25 million. At minimum we will also request for a subsequent closing. If the maximum is not achieved at that time CMHC may explore other funding, or conduct another offering. The HPA have extended the time period to achieve the goal of 2.25 million to five years. We believe however that leading up to the anticipated opening in June 2010 and the growing interest in buying local will result in a greater opportunity for investors to become involved.

8. Minimum number of investors required:

*The minimum number of investors required is 3.*

9. Total estimated costs of the Offering:

At minimum \$ 53,945 at maximum \$98,866

## **RISK FACTORS**

10. Taking into consideration the factors noted below, list in the order of importance the factors which the Issuer considers to be the most substantial risks to an investor in this Offering in view of all known facts and circumstances (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or not provide an adequate return).

(a) In the spring of 2009 all funds for the construction of the Halifax Seaport Farmers' Market were secured from 5 sources \$12,450,000 of which four (4) were grants and one (1) was a loan.

All parties involved in loaning funds to the initiative developed a Priority Agreement. (The full agreement is available at the FMIC office). **The agreement outlines the order in which the loans will be paid due to a bankruptcy situation.**

1. Royal Bank of Canada
2. Halifax Port Authority
3. Farm Credit Canada
4. Farmers' Market Investment Cooperative Ltd.
5. City Market of Halifax Cooperative Ltd. and Nova Scotia Farmers' Market Development Cooperative. Ltd.

*(b) The investments made by the Fund will have returns which are directly attributable to the performance of the Investee Cooperative. (See section 33 Dividends, Distributions, and Redemptions) Therefore, the risk associated with the economic reality in today's climate must be factored into the decision. Therefore, investments which were prudent at the time of investment may not prove profitable over the term they are maintained.*

(c) The Issuer is the largest share holder in the Investee Cooperative and will have one vote on the CMHC board as per the Loan Agreement approved by CMHC and FMIC boards.

(d) The Directors and Officers of the Issuer are not in conflict with the Investee Cooperative as they have no formal relationship with the Investee Cooperative. It should be noted that two (2) of the Sales Agents are also vendors at the Halifax Farmers Market. In addition one of the promoters is the Manager of the market. In reference to question # 51 the identified parties listed here have no litigation or action is pending or threatened

*(c) A Chartered Business Valuator has not prepared a report on the value of any investments owned by the CEDIF. Actual values may differ materially from those stated. Readers are advised to consult with a financial advisor on this specific point before making an investment.*

*(d) There are limited opportunities available for exiting the Fund, i.e., liquidity risk. The reader is instructed to refer to item 57 for a full disclosure of the limited options for the resale of these securities.*

*(e) Another risk factor considered to be potentially material to an investor is the opportunity cost of capital should the offer not close. Depending upon the dates involved in the offering, an investor who chooses this investment may lose the opportunity to invest in another tax-assisted investment (e.g., Labour-Sponsored Venture Capital Corporations).*

**(f) IF THE CLOSING DATE FOR THE OFFERING UNDER WHICH A SUBSCRIBER PURCHASES SHARES IS WITHIN 60 CALENDER DAYS AFTER A CALENDER YEAR END, THE SUBSCRIBER HAS THE OPTION TO APPLY THE EQUITY TAX CREDIT FIRST TO EITHER THE PREVIOUS OR CURRENT TAXATION YEAR. UNUSED AMOUNTS MAY BE CARRIED BACK THREE YEARS OR FORWARD SEVEN YEARS. THE EQUITY TAX CREDIT MAY ONLY BE USED AS A CREDIT AGAINST PROVINCIAL NOVA SCOTIA TAXES PAYABLE. THE CREDIT IS NOT REFUNDABLE.**

In addition to the above risks, potential investors should consider the following risks before they decide to purchase the Shares being offered:

(f) The Shares are speculative in nature. An investment is appropriate only for investors who are prepared to have their money invested for a long period of time, and who have the capacity to absorb a loss of some or all of their investment.

(g) There is no organized market through which the Shares may be sold. Therefore, investors may find it difficult or even impossible to sell their Shares.

(h) There are restrictions on the resale of the Shares. See item 57 for details.

(i) The Issuer may not achieve a level of profitability to permit dividends to be paid. Investors should not count on any return from these Shares.

(j) Investors who deposit the Shares in a self-directed RRSP should not depend on selling the Shares or income from the Shares to fund their retirement.

(k) Tax laws frequently change.

## PLAN OF DISTRIBUTION

11. (a) The following people (the “selling agents”) are authorized to sell Shares under the Offering:

Name	Address	Business Phone #	Fax #
Lucinda Pigdon	198 Rosley Road, Beaverbank, Nova Scotia, B4G 1C4	864-7898	n/a
Richard Peisinger	1147 Beaufort Avenue, Halifax, Nova Scotia B3H 3Y3	477-9526	n/a
Ewen Wallace	92 French Village Stn.Road, Upper Tantallon Nova Scotia. B3Z 1E4	453-1708	n/a

11. (b) The following people are the Finders under the Offering:

Name	Address	Business Phone #	Fax #
N/A			

12. (a) Describe any compensation to selling agents or Finders, including cash, securities, contracts or other consideration of any kind direct or indirect.

Selling agents will receive a commission of 4.5% on the sale of shares. There will be no finder’s fees.

(b) Also indicate whether the Issuer will indemnify the selling agents or Finders against liabilities, if any, under the securities laws.

*The Issuer will not indemnify the selling agents against liabilities, if any, under the securities laws.*

13. Describe any material relationship between any of the selling agents or Finders and the Issuer or its management.

Name	Role	Relationship to Issuer	Relationship to Investee Co-op
Lucinda Pigdon	Sales Agent/Promoter	None	Vendor
Richard Peisinger	Sales Agent/Promoter	None	None
Ewen Wallace	Sales Agent/promoter	None	Vendor

**NOTE: After reviewing the amount of compensation to the selling agents or Finders for selling the Shares, and the nature of the relationship between the selling agents or Finders and the Issuer, a potential investor should carefully consider the following points when evaluating any recommendation by the selling agents or Finders to buy the Shares:**

**(a) Amount of compensation received by the selling agents or Finders to sell the shares;**

**(b) The nature of the relationship between the selling agents or Finders and the Issuer; and**

**(c) Unlike most securities offerings, the selling agents and Finders are not required to be registered under the Act to trade securities and therefore, when investors purchase the Shares through unregistered selling agents or Finders, they should be aware that:**

**i) They will not have the protections afforded by certain requirements and standards imposed on “registrants” under the Act, including proficiency standards, reporting requirements, “know your client” requirements and “suitability” requirements; and**

**ii) Unregistered selling agents and Finders are generally prohibited by the Act from giving investment advice to potential investors unless permitted to do so by an exemption expressly set out in the Act or granted by the Nova Scotia Securities Commission under the Act.**

**Please refer to #45 & #54 for additional information on the relationship between parties.**

14. Describe the procedure by which investors subscribe for Shares under the Offering.

*Information will be available in the Offering Document, the Investee Co-operative Business Plan, and other authorized promotional materials available from the “sales agents”, the FMIC office, and www. HalifaxFarmersMarket.com. Sales agents will be available on Saturday mornings 8am – 1pm at the Halifax Farmer’s Market. In addition public meetings, and targeted sector meetings will be offered. Investors will forward payment by means of a cheque or money order (cash is not acceptable) to the Issuer, payable to “Concentra Trust, in Trust” to be held in trust until the closing.*

15. The subscription funds will be held in trust by Concentra Trust and will only become available to the Issuer when the conditions of closing described below have been met and the Offering has closed.

16. The following are conditions of the initial closing of this Offering:
- (a) the Issuer has received the minimum offering amount of \$ 300,000 ;
  - (b) all material contracts have been signed, and all material consents of third parties have been obtained;
  - (c) all necessary and required certificates under the *Equity Tax Credit Act* and regulations and other applicable laws have been obtained and are current including:
    - (i) a non-objection letter issued by the Director of Securities that has not been subsequently revoked; and
    - (ii) the Equity Tax Certificate that has not lapsed or been revoked by the Minister of Finance;
  - (d) additional conditions of the initial closing are:
    - (i) A minimum of 3 shareholders having subscribed (per #8)
    - (ii) All subscription funds must be in the possession of the
    - (iii) Trustee at the time of the initial closing
17. The minimum offering amount and all other conditions of the initial closing must be achieved on or before 1/03/10 . [Unless the Director has granted an extension, this date must be not more than 90 days from the date of issuance of a letter of non-objection in respect of the offering document by the Director of Securities pursuant to the *Community Economic-Development Corporation Regulations*.]
18. If the minimum offering amount and all other conditions of the initial closing are not achieved on or before the time specified in item 17, and no extension has been granted by the Director, the Offering will be withdrawn and all of the proceeds of subscription, without interest, will be returned to the subscriber within 30 days of the date that the Offering was to close.
19. The following are conditions of each subsequent closing of this Offering:
- (i) there has been no material change in material contracts referred to in item #16(b);
  - (ii) all necessary and required certificates under the *Equity Tax Credit Act* and regulations and other applicable laws have been obtained and are current including
    - (i) a non-objection letter issued by the Director of Securities that has not been subsequently revoked; and
    - (ii) the Equity Tax Certificate that has not lapsed or been revoked by the Minister of Finance;
  - (iii) all subscription funds must be in the possession of the Trustee at the time of each subsequent closing

## THE ISSUER

20. Issuer's exact name as it appears in the incorporating document:

Name of CEDC:

Jurisdiction and Date of Incorporation	Nova Scotia February 6,2007	
Address of Registered Office	<i>6148 Quinpool Road, Suite#2 Halifax, Nova Scotia B3L1A3</i>	
Address of Principal Business Address	Same as above	
Issuer's Telephone Number	902 – 429 - 7322	
Issuer's Fax Number	902 – 429 - 6256	
Contact Person at Issuer with Respect to the Offering	Gordon Michael	
Telephone Number of Contact Person (if different number from above) and e-mail	gmfmic@gmail.com	
Fiscal Year End (month/day)	December 31	

## BUSINESS AND PROPERTIES OF A CEDC THAT IS A CORPORATION

When the Issuer is a Corporation and now operates or proposes to operate an active business or to invest all or substantially all of the proceeds of the offering in shares of a corporation where all or substantially all of the fair market value of that corporation is attributable to property used in an active business (the "Investee Corporation") please complete item 21.

**NOTE: If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.**

[When the Issuer is a Corporation and has a constitution that restricts it to making specified investments in eligible local business entities in accordance with its Community Economic-Development Plan please go to item 22.]

21. With respect to the business of the Issuer and its properties:

- (a) Describe in detail what business (es) the Issuer or Investee Corporation now operates and proposes to operate, including what products are or will be produced or services that are or will be rendered.

n/a

- (b) Describe how these products or services are to be produced or rendered and how and when the Issuer intends to carry out its activities. If the Issuer or Investee Corporation plans to offer a new product(s), state the present stage of development including whether a working prototype(s) is in existence. Indicate if completion of development of the product will require a material amount of the

resources of the Issuer, and the estimated amount. Describe any major existing supply contracts.

n/a

- (c) Describe the industry in which the Issuer or Investee Corporation is selling or expects to sell its products or services and, where applicable, any recognized trends within the industry. Describe that part of the industry and the geographic area in which the business competes or will compete. Indicate whether competition is or is expected to be by price, service or other basis.

n/a

- (d) If the Issuer's or Investee Corporation's business, products or properties are subject to material regulation by federal, provincial or municipal governmental agencies, indicate the nature and extent of regulation and its effects or potential effects upon the Issuer.

n/a

- (e) State the number and types of employees the Issuer or Investee Corporation has and the number and type of employees it anticipates it will have within the next twelve months.

n/a

- (f) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the Issuer or Investee Corporation owns, indicating also what properties it leases and a summary of the terms of those leases, including the amounts of payments, expiration dates and the terms of any renewal options. Indicate what properties the Issuer or Investee Corporation intends to acquire in the next twelve months, the costs of such acquisitions and the sources of financing it expects to use in obtaining those properties, whether by purchase, lease or otherwise.

n/a

- (g) State the name of any subsidiaries of the Issuer or Investee Corporation, their business purpose and ownership. If none, so indicate.

n/a

- (h) Summarize the material events in the development of the Issuer or Investee Corporation during the last 5 years or for whatever lesser period the Issuer has been in existence. Include both positive and negative facts. Also include details on profits and losses, including the causes of any losses. Include as well any material acquisitions or arrangements. [A "material event" or "material acquisition or arrangement" is one that is fundamental to the business and day-to-day operations of the Issuer or Investee Corporation.]

n/a

## **SPECIFIED INVESTMENTS IN ELIGIBLE LOCAL BUSINESS ENTITIES BY A CEDC THAT IS A CORPORATION**

**NOTE: If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.**

22. [Item 22 must be completed by a CEDC that is a Corporation with a constitution that restricts it to making specified investments in eligible local business entities in accordance with its Community Economic-Development Plan.]

(a) Set out restrictions as described in the Issuer's constitution.

n/a

(b) Describe the Issuer's investment strategy and objectives as set forth in the Issuer's Community Economic-Development Plan.

n/a

(c) Describe any intended specified investments in eligible local business entities which the Issuer plans to make with the proceeds of the Offering and how they fall within the Issuer's Community Economic-Development Plan. If no such specified investments are planned at the time of the Offering or if further specific investments are contemplated please indicate that fact.

n/a

(d) (i) Does the Issuer have an exit strategy for the investments?

(ii) Please describe, if any.

n/a

**[Potential investors should note that where specified investments in eligible local business entities are not described in this offering document the Issuer must make such investments in compliance with Section 20 of the *Community Economic-Development Corporations Regulations*.]**

## **BUSINESS AND PROPERTIES OF A CEDC THAT IS AN ASSOCIATION**

When the Issuer is an Association and now operates or proposes to carry on business or operate as a marketing, producer or employee co-operative as those activities are defined in the regulations to the *Equity Tax Credit Act*, please complete item 23.

**NOTE: If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.**

[When the Issuer is an Association that has a constitution that restricts it to investing in eligible investments in accordance with the regulations made pursuant to the *Equity Tax Credit Act*, please go to item 24.]

23. With respect to the business of the Issuer and its properties:

(a) Describe in detail what business (es) the Issuer now operates and proposes to operate, including what products are or will be produced or services that are or will be rendered.

*The Issuer will be investing the net proceeds of this Issue in the City Market of Halifax Co-operative Ltd., the organization that operates the Halifax Farmers'*

*Market, the oldest continuously operating farmers' market in North America. This Market was originally formed by royal proclamation in 1750 and was operated as a municipal institution until the last municipally owned market building was demolished in 1969. It was revealed at that time that the new (1954) city charter did not include provisions for a market. This led to the decline and near disappearance of the market in the 1970s. In the 1980s and 1990s the vendors took control of the market, moved it into the historic Brewery (a renovated historical complex in Halifax that was the original home of Keith's Brewery), formed a co-op, and built the organization into the vibrant producer-controlled and financed, community-based market that it is today. The market's primary product is vendor space, for which demand has long outstripped supply. The vendors themselves offer a mix of products, including fresh fruits and vegetables, locally grown meats, a variety of value added food products, many organically grown food products, and many different arts and crafts.*

- (b) Describe how these products or services are to be produced or rendered and how and when the Issuer intends to carry out its activities. If the Issuer plans to offer a new product(s), state the present stage of development including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product will require a material amount of the resources of the Issuer, and the estimated amount. Describe any major existing supply contracts.

*The Investee Co-operative (City Market of Halifax Cooperative Ltd.) will be offering space in a newly renovated showpiece building on the Halifax waterfront. To be called **The Seaport Market**, this facility will be a model of environmental sustainability and people-first design. The facility will be located in the completely redesigned and renovated shed at Pier 20 on the Halifax Waterfront. Piers 20 to 23 constitute what is known locally as the "seawall", a former cargo and immigration portal located at the southern end of the Halifax waterfront. The site is now used as a port for cruise ships. In addition, it is the home of the Pier 21 Immigration Museum and national historic site. The lands are owned by the Halifax Port Authority, a federal agency, and are being redeveloped as a commercial and cultural attraction for tourists and Nova Scotians alike. This redevelopment has already attracted tenants such as: NSCAD University; the Nova Scotia Centre for Craft and Design; Garrison Brewery and the Mary Black Gallery.*

*Future tenants include a major hotel chain and office buildings. Integration into the public transit system and addition of residential housing on adjacent sites will complete the revitalization of this entire area.*

*The Seaport Market will beautifully complement this mix of commercial establishments, institutions, and cultural attractions. It will bring to the site a community focus and leadership in the areas of environmental stewardship and local self-sufficiency, while providing farmers access to larger markets and residents with access to fresh local food. The facility*

*itself will be a draw for tourists on cruise ships and tourists in general, and a source of civic pride for HRM officials and residents, who will be proud to have such a facility as the first point of contact for visitors from abroad.*

*The tendered construction cost was \$11,570,000 excluding capitalized rent. Working on the site began on June 10, 2009 and business occupancy is planned for June 2010.*

- (c) Describe the industry in which the Issuer is selling or expects to sell its products or services and, where applicable, any recognized trends within the industry. Describe that part of the industry and the geographic area in which the business competes or will compete. Indicate whether competition is or is expected to be by price, service or other basis.

*The "industry" under discussion in this Business Plan can be defined as:*

- a) The offering to vendors of rental retail or wholesale space in downtown Halifax;*
- b) The sale of primary and value added food and crafts to the public (by the vendors who rent space in the Market).*

*The demand for space in the Seaport Market, and its subsequent market value, will bear a direct relationship to the demand for the products sold there. In turn, this demand will be influenced by several factors, including the unique characteristics of the physical and cultural environment in which the vendors operate.*

*According to Statistics Canada, the average weekly household expenditure on food in Atlantic Canada is \$109. With approximately 140,000 households in HRM, the weekly food bill for residents is about \$15,000,000. This is \$800,000,000 annually, quite a substantial figure.*

*Farmer's Market Developments and Local Food.*

*Over the past few years we are seeing a dramatic interest in local food and buying local. This interest has grown for a number of reasons including food safety, environmental impact regarding food transportation, rural development, and healthy lifestyle to mention a few.*

*An impact study published by National Farmers' Market of Canada in the spring of 2009 indicates that annual sales in Canada are \$1.03 billion with 28 million shopper visits in 2008 and spend on average \$36.00 per visit. The Halifax Farmer's Market report 5,000 – 6,000 shopper visits per Saturday.*

*The Market's vision is community-based, environmental in nature, co-operative in spirit, and focused on providing a sustainable venue for the sale of locally produced goods and services. Accordingly, our key markets are our local producers, purveyors of entertainment and culture, and home-grown green*

*and/or ethical businesses. There is a strong and growing market for the products and services that these producer segments provide and a central location that brings them all together in an appropriately designed and maintained facility will be financially sustainable and increasingly prosperous.*

*In support of this vision the Halifax Farmers' Market received funding to develop a Community Connector Program for the Halifax Seaport Farmers' Market. The funding valued at \$84,000 employed our people over an eight month period to develop for strategies to connect the community to the seaport market and vice versa. This initiative focused upon the following four areas:*

- *Food and Health*
- *Food and Culture*
- *Food and the Environment*
- *The market as an Arts center.*

*In all cases each strategy identified a number of approaches the community can connect with the market and the market to the community. These strategies will aid in attracting a new population groups to the market and creating an increased business opportunities and developing the market as a vibrant center for the city and province.*

*The findings of the four community connectors have been put into a report that can be found at [HalifaxFarmersMarket.com](http://HalifaxFarmersMarket.com)*

- (d) If the Issuer's business, products or properties are subject to material regulation by federal, provincial or municipal governmental agencies, indicate the nature and extent of regulation and its effects or potential effects upon the Issuer.

*The new facility will meet all building codes. All health regulation that apply to the facility will also be met on an on-going basis*

Funds raised in this offer will be used by CMHC for the capitalized rent for the Halifax Seaport Farmers' Market. The capitalized rent will cover a period of 40 years.

FMIC and CMHC have developed a loan repayment schedule. The details of the repayment schedule can be found in the Loan Agreement. This agreement can be obtained at the FMIC office on Quinpool or on line at Halifax Farmers' Market .com

24. Item 24 must be completed by a CEDC that is an Association that has a constitution that restricts it to investing in eligible investments in accordance with the regulations made pursuant to the *Equity Tax Credit Act*.

**NOTE: If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.**

- (a) Set out restrictions on investments as described in the Issuer's constitution:  
n/a

- (b) Describe the Issuer’s investment strategy and objectives as set forth in the Issuer’s Community Economic-Development Plan.  
n/a
- (c) Describe any intended specified eligible investments which the Issuer plans to make with the proceeds of the offering. If no such specific eligible investments are planned at the time of the Offering or if further specific eligible investments are contemplated, please indicate that fact.
- (d) (i) Does the Issuer have an exit strategy for the investments?  
(ii) Please describe, if any.

**[Potential investors should note that where specific eligible investments are not described in this offering document the Issuer must comply with Section 21 of the *Community Economic-Development Corporations Regulations*.]**

**CAPITAL STRUCTURE**

25. The following table describes the authorized capital of the Issuer:

Name Of Security	Description of Attributes
<b>Common Shares</b>	<i>Fifty Thousand (50,000) common non-retractable and non-redeemable shares with no par value, such shares bearing the right to vote on the basis of one (1) vote per shareholder regardless of number of shares held, the right to participate upon dissolution and the right to receive dividends when same are declared by the Directors of the Association.</i>

[In the table, please name and describe the classes of securities of the Issuer, if any, exactly as set out in the constitutional documents of the Issuer. If these details are lengthy, then refer to the constitutional documents by reference and attach them to the offering document. The reference should state: “The constitutional documents attached to this offering document describe the authorized capital of the Issuer”.]

26. The following table describes the capital structure of the Issuer at a date not more than 30 days preceding the date of the offering document and also what the capital structure will be on the conclusion of the Offering:

Name of Security	Number Authorized	Total \$Value and # Outstanding at 09/11/23	Total \$Value and # Outstanding at Initial Closing @ Minimum @ Maximum 09/10/21
[Loans/ Other Indebtedness]			
[Preferred Shares]			

[Common Shares	50,000	Value \$ 1,201,750. # Shares 24,035	Value \$1,501,750 Shares # 30,035 at minimum Value \$2,500,000 Share # 50,000 at maximum
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[In columns 3 and 4, state \$ amount first and number of securities in brackets after.]

## USE OF PROCEEDS

27. The funds raised in the Offering will be used as indicated in the following table:

	<b>If Minimum Sold</b>	<b>%</b>	<b>If Maximum Sold</b>	<b>%</b>
<b>Total Proceeds</b>	\$300,000	100	\$1,298,250	100
Less: Offering Expenses				
Commissions	\$ 13,500	4.5%	\$58,421	4.5%
Promoter Fees	\$ 7,500	2.5%	\$ 7,500	.007%
Legal & Accounting	\$ 7,000	2%	\$ 7,000	.006%
Copying & Other Expenses	\$25,945	8.6%	\$25,945	2%
Total Cost of Offering	53,945	18%	\$98,866	8%
Net Proceeds from Offering	\$246,055	82%	\$1,199,384	92%
<b>Use of Net Proceeds</b>				
Investments	\$246,055	82%	\$1,199,384	92%
Administration				
<b>Total Use of Net Proceeds</b>	\$246,055	82%	\$1,199,384	92%

[The information concerning "Use of Net Proceeds" must be meaningful and in reasonable detail. Normally, it is not sufficient to say only that "the proceeds of this offering will be used for general corporate or association purposes." Describe any projects in reasonable detail and their location.]

28. Describe the order of priority in which the proceeds set forth under the column "If Minimum Sold" will be used.

*All the proceeds will be invested entirely as start-up capital for the Investee Co-operative, as described in the Business Plan.*

29. If material amounts of funds from sources other than the Offering are to be used in conjunction with the proceeds from the Offering, state the amounts and sources of such other funds, and whether funds are firm or contingent. If contingent, explain the contingent event(s).

*The Investee Co-operative has applied for a series of loans and grants from various Government sources and has been successful in accessing these resources (*

Appendix C) The table below summarizes the loan and grant requests and their status:

<i>Government Agency</i>	<i>Amount Requested/ Committed</i>	<i>Details of loan/grant</i>	<i>Status as of Dec.3, 2008</i>
<i>Atlantic Canada Opportunities Agency (ACOA)</i>	<i>\$2,000,000</i>	<i>Grant</i>	<i>Approved</i>
<i>Province of Nova Scotia</i>	<i>\$2,250,000</i>	<i>Grant</i>	<i>Approved</i>
<i>Halifax Port Authority</i>	<i>\$1,100,000</i>	<i>This estimate is of the value of work done to prepare the site for occupancy. The Halifax Port Authority has already begun this work, which they agreed to do their contribution to the project. It includes environmental remediation of the site, construction of north, east, and south walls, and construction of washrooms within the facility.</i>	<i>Approved</i>
<i>Halifax Regional Municipality</i>	<i>\$1,000,000</i>	<i>Grant to flow through Halifax Port Authority</i>	<i>Approved</i>
<i>Farm Credit Canada</i>	<i>\$6,000,000</i>	<i>A loan to lend against lease hold improvements has been approved.</i>	<i>Approved</i>

30. Indicate whether the Issuer is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the Issuer to make payments. Indicate if a significant amount of the Issuer's trade payables have not been paid within the stated trade term. State whether the Issuer is subject to any unsatisfied judgments, liens or settlement obligations and the amount thereof. Indicate the Issuer's plans to resolve any such problems.

*Neither the Issuer nor the Investee Co-operative is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the co-operative to make payments, nor is either co-operative subject to any unsatisfied judgments, liens or settlement obligations and the amount thereof*

31. Indicate whether proceeds from the Offering will satisfy the Issuer's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

*If the maximum target is reached, the proceeds will satisfy the Issuer's cash requirements for the next 12 months. If this is not achieved the CMHC board will*

*consider implementing another offer or utilize resources acquired from market operation profits.*

## **FINANCIAL FORECASTS OR PROJECTIONS**

32. If future-oriented financial information such as forecasts or projections will be provided to potential investors, such information must be attached to the offering document and referred to in this section. The forecast or projection must include all of the assumptions used to calculate the figures shown and be prepared in accordance with section 17 of the *Community Economic-Development Corporations Regulations*.

*No future-oriented financial information such as forecasts or projections will be provided to potential investors.*

## **DIVIDENDS, DISTRIBUTIONS AND REDEMPTIONS**

33. Provide particulars of the Issuer's dividend policy, if any.

FMIC and CMHC have renegotiated a new Loan Agreement for this Offering. The agreement outlines the terms of the interest that CMHC will pay for the use of the funds raised from this offering.

The terms of the loan will be as follows:

The Prescribed Interest Rate ("PIR") established by the Canada Revenue Agency for the interest rate charged on overpaid taxes and will serve as the interest rate on the loan, calculated annually. Interest calculations will begin on the first day the Halifax Seaport Farmers' Market Initiates Business Operations (IBO) defined as the first day Seaport Market retailers make the first retail sale.

In addition the loan agreement outlines a bonus interest that will apply to all investors of this offering as well as the 2008 and 2009 offering.

The Bonus Payments terms are as follows:

It is the intent of the parties to allow FMIC investors to share in the profitability of CMHC. FMIC and CMHC will establish the amount of additional interest to be paid by CMHC to FMIC ("Bonus Payments"). The Bonus Payments will apply to all investors including those governed by the Loan Agreement Dated December 5, 2007.

The Bonus Payments to FMIC shall be based on the net profit of CMHC. The "net profit" of CMHC ("Net Profit") is defined as the after - tax net income as evidenced by the annual review engagement.

The Bonus Payments will be based upon the following formula:

$$\frac{\text{Outstanding Balance of FMIC Loan on December 31}}{\text{Total Development and Construction Costs of Seaport Market}} \times \text{Net Profit}$$

The complete copy of the Loan Agreement can be obtained from the FMIC Office.

With the creation of a new board for FMIC, a dividend policy will be developed over the next year and will be shared with all the investors.

In the first years of operation there is limited opportunity for profit. Profit opportunities will expand as revenue streams are developed.

34. Give details of dividends and other distributions paid by the Issuer to its security holders during the last 5 years.

The Issuer is issuing a third offering and has not yet paid any dividends. The Investee Co-operative, a producer co-op, has not paid any dividends to its members. Based upon the interest payments as outlined in the Loan Agreement between FMIC and CMHC the FMIC Board will be developing a dividend policy.

## PROMOTERS OF THE ISSUER

35. The Promoters of the Issuer are:

Name: *Rosemary J. Nichols*

Business street address: *RJ Nichols Consulting Inc. 6186 Regina Terrace Halifax NS B3H 1N5*

Business telephone number: *(425 8266)*

Business fax number: *(425 6722)*

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

*President of R.J. Nichols Consulting Inc., a Halifax-based firm, started in 2003, that provides process design, facilitation, collaborative problem solving, coaching and mediation services to help individuals and organizations find workable solutions, reach consensus and resolve disputes on a wide range of issues including workplace conflicts, sexual and personal harassment complaints as well as human rights complaints.*

Education (degrees, schools and dates):

*Certificate in Adult Education, Saint Francis Xavier University, 2003*

*Certificate in negotiation and Conflict Resolution, Dalhousie University, 2000*

*M.A. Economics. University of Guelph 1974*

*B.A. (Hons) Economics. University of Nottingham. 1973.*

Name: Dr. Philip Girard

Business street address: Dalhousie Law School, 6061 University Avenue, Halifax, N.S., B3H 4H9

Business telephone number: (494-2814)

Business fax number: (494-1316)

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Dalhousie University, full professor (since 1993); Associate Dean Graduate Studies and Research, Faculty of Law, 2002-06, responsibilities include teaching and research in the fields of property law, trusts law, and legal history.

As Associate Dean Graduate Studies and Research, I was responsible for the administration of a medium-sized graduate program, with an intake of approximately 12 master's students and one or two doctoral students per year.

Education (degrees, schools and dates):

B.A., Brock University, 1975

LL.B., McGill University, 1979

LL.M., University of California, Berkeley, 1986

PhD, Dalhousie University, 1998

Name: Jim Grant

5 Boundary St

Dartmouth, NS B2Y 2K9

902-499-9595

jim.grant@acadiau.ca

## **Education**

---

*Ph.D. in Business Administration (Management)*  
Saint Mary's University, Halifax, Nova Scotia

*May 2009*

*Master of Business Administration*  
Saint Mary's University, Halifax, NS

*May 1991*

May 1986

**Bachelor of Business Administration (Coop Education Option)**

Mount Saint Vincent University, Halifax, NS

**Academic Appointments**

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Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

**Management Faculty**

Assistant Professor, Acadia University, Wolfville, NS

- Human Resource Management and Employment Relations *July 2008 - present*
- Management and Organization Studies

Assistant Professor, Nipissing University, North Bay, ON

- Management and Organization Studies, Human Resource Management *July 2007 - 2008*

Sessional Professor, Saint Mary's University, Halifax, NS

- Management and Organization Studies, Human Resource Management *September 1991 – 2007*

Name: JOHN D. CAMERON

Business Address: Room 339 Henry Hicks Building, Dalhousie University,  
Halifax, N.S., Canada B3H 4H6

Business telephone: (902) 494-7011

Email: john.cameron@dal.ca

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

July 1, 2004 to present: Assistant Professor, Department of International Development Studies, Dalhousie University. Responsibilities include the design and delivery of university courses to over

500 students per year; advising to undergraduate students; administrative duties including strategic planning, curriculum design, hiring, admission of graduate students; management of federal government funded research projects in Bolivia, Ecuador and Peru; supervision of graduate student research.

#### **Education:**

- PhD, Political Science, York University, 2003.
- M.A. Latin American Studies, Simon Fraser University, 1996.
- B.A., Political Science, University of King's College / Dalhousie University, 1991.

Name: Kate Udle

Business Address:

CTV News |

2885 Robie Street

Halifax, NS B3K 5Z4

Business Phone: t 902.454.3291 | f 902.454.3280 |

Business email: [kate\\_udle@ctv.ca](mailto:kate_udle@ctv.ca)

Kate has been employed with CTV Atlantic since 2002. She began as a student intern, and has worked her way up from Script Assistant, Production Assistant, News Writer, to Researcher and Field Producer for Live at Five, one of the most-watched programs in the Maritimes. In her current position, Kate is responsible for writing and producing the popular health and medical segment Housecalls. Over the years she has been instrumental in producing live breaking news coverage, including municipal, provincial, and federal elections, Presidential visits, and weather events such as Hurricane Juan and the "White Juan" blizzard. Kate also sits on the Health and Safety Committee at CTV Atlantic.

Education

Acadia University 2000

Bachelor of Arts

Nova Scotia Community College 2002

Diploma in Radio & Television Arts.

Name: **Jim Bruce**

Business street address: P.O. Box 106, 40 Academy St.

Maitland, Hants Co. N.S. B0N 1T0

Business telephone number: (261-2109)

Business fax number: (261-2427)

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

River View Herbs Ltd. - Sole proprietor/Manager

River View Herbs Ltd. - 50% Shareholder/ Manager

Maitland Greenhouses - 50% Partnership Share operating under 'River

View Herbs' Trade Mark.

□ 1988-2007 - member of Halifax Farmers Market and permanent vendor at Brewery Market in Halifax.

Education (degrees, schools and dates):

□ B. Comm., 1976, Dalhousie University

□ B.Sc., 1978, Dalhousie University

Nature of projects during the last five years if not described immediately above:

In addition to his duties as sole proprietor and operator of River View herbs Ltd., an herb-growing and marketing business, Mr. Bruce has been a Director of the Halifax Farmers' market Cooperative for the past five years and was President in 2006; he is currently Vice-President. He is also a Board Member and **Treasurer of the Maitland and District Volunteer Fire Department.**

Name: **Richard Peisinger**

Business street address: *1147 Beaufort Avenue, Halifax, Nova Scotia, B3H 3Y3*

Business telephone number: *(477-9526)*

Business fax number: *(N/A)*

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

*January 2000 – Present  
Peisinger Management  
Project Manager*

Education (degrees, schools and dates):

- *B.A. (Liberal Arts), Syracuse University, 1971.*

Nature of projects during the last five years if not described immediately above:

*Coordinator, Shambhala Sustainability Initiative, which is a founding partner of the Atlantic Canada Sustainability Initiative*

Name: **Ewen Wallace**

Business Street Address: *2633 Connolly Street, Halifax, Nova Scotia B3L 3H4*

Business telephone number; *453-1708*

Business fax number: *N/A*

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

*Partner, Salty Taste: Manufacture, wholesale and retail of products; 2002 – present*  
*Sole Proprietor, learn-to-sail programs delivered to Halifax Regional Municipality (HRM) and the Armdale Yacht Club*  
*Head Sailing Instructor, HRM Recreation Department, 1994-1999; developed and managed learn-to-sail programs.*

Education (degrees, schools and dates):

- *No degree earned, Dalhousie University, 1984-94*
- *No degree earned, McGill University, 1983*
- *High-School Diploma, Halifax Grammar School, 1983*

Nature of projects during the last five years if not described immediately above:

*All projects described above.*

Name: **Lucinda Pigdon**

Business street address: *198 Rosley Road, Halifax, Nova Scotia, B4G 1C4*

Business telephone number: *(864-7898)*

Business fax number: *(N/A)*

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

*Since 1994, Ms. Pigdon has been the owner and operator of Hummingbird Food Company, which manufactures and sells specialty foods, jams, and jellies. Since 1999, Ms. Pigdon has also owned and operated Hummingbird Foods, a company that markets natural products to health food stores and clinics.*

Education (degrees, schools and dates):

- *Master in Science - Oceanography, Specialization in Biological Oceanography (Thesis incomplete, published in conjunction with FRB), Dalhousie University, Halifax, Nova Scotia, 1973*
- *Courses toward Bachelor of Science, Mount St. Vincent University, Halifax, Nova Scotia, 1968-69*
- *Bachelor of Science; Dalhousie University, Halifax, Nova Scotia, 1969-1972*

Nature of projects during the last five years if not described immediately above:

- *Avon River Heritage Society, Secretary Treasurer 2000- present;*
- *Northwood Home Care- Volunteer, on-going.*

Name: **Fred Kilcup**

Business street address: *1496 Lower Water Street, Halifax, Nova Scotia, B3J 1R9*

Business telephone number: (492-4043)

Business fax number: (492-4043)

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

*1991 to present: Halifax Farmers' Market, Halifax, Nova Scotia -- General Manager*

- *1991 -1993 Developed operating and management procedures and systems for non-profit association of producer vendors*
- *formed three year funding partnership between 3 levels of government and two business ventures*
- *instrumental in formulating the principles upon which the success of the market was built*
- *1993 founded City Market of Halifax Cooperative Limited incorporating existing vendors and businesses in a for profit, self financed, farmer controlled business*
- *Developed single entry point web site system for market entrepreneurs*
- *Increased customer traffic by 400% (1991 to 2006)*
- *Increased vendor participation by 470% (1991 to 2006)*

Education (degrees, schools and dates):

- *Windsor Regional High School: 1964 – 1971 Graduated Grade Twelve*
- *Dominion Stores Limited: 1973, Grocery Department Management Program*
- *Shoppers Drug Mart: 1979, In-house Management and Training Seminars and Lecture Series.*
- *Willet Foods: Produce Management Training, 1980.*

Nature of projects during the last five years if not described immediately above:

- *Wrote and published best selling book, “ Halifax Farmers’ Market – Chasing The Dawn” (2000 copies sold)*
- *Instrumental in founding a cooperative network of 10 Nova Scotia farmers’ markets*

*Launched plan for Seaport Market development encompassing 40 year vision for permanent home for a weekday market in a state of the art environmentally sustainable 44,000 ft<sup>2</sup> facility*

## OFFICERS OF THE ISSUER

36. The officers of the Issuer are:

Name: *Rosemary J. Nichols - Chair*

Business street address: *RJ Nichols Consulting Inc. 6186 Regina Terrace Halifax NS B3H 1N5*

Business telephone number: *(425 8266)*

Business fax number: *(425 6722)*

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

*President of **R.J. Nichols Consulting Inc.**, a Halifax-based firm that provides process design, facilitation, collaborative problem solving, coaching and mediation services to help individuals and organizations find workable solutions, reach consensus and resolve disputes on a wide range of issues including workplace conflicts, sexual and personal harassment complaints as well as human rights complaints.*

Education (degrees, schools and dates):

*Certificate in Adult Education, Saint Francis Xavier University, 2003*

*Certificate in negotiation and Conflict Resolution, Dalhousie University, 2000*

*M.A. Economics. University of Guelph 1974*

*B.A. (Hons) Economics. University of Nottingham. 1973*

Also a director of the Issuer [  ] Yes [  ] No

Indicate amount of time to be spent on Issuer's matters if less than full time: 2%

Name: Dr. Philip Girard - Vice Chair

Business street address: Dalhousie Law School, 6061 University Avenue, Halifax, N.S., B3H 4H9

Business telephone number: *(494-2814)*

Business fax number: *(494-1316)*

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Dalhousie University, full professor (since 1993); Associate Dean Graduate Studies and Research, Faculty of Law, 2002-06, responsibilities include teaching and research in the fields of property law, trusts law, and legal history.

As Associate Dean Graduate Studies and Research, I was responsible for the administration of a medium-sized graduate program, with an intake of approximately 12 master's students and one or two doctoral students per year.

Education (degrees, schools and dates):

B.A., Brock University, 1975

LL.B., McGill University, 1979

LL.M., University of California, Berkeley, 1986

PhD, Dalhousie University, 1998

Also a director of the Issuer  Yes  No

Indicate amount of time to be spent on Issuer's matters if less than full time: 2%

Name: *Jim Grant – Secretary / Treasurer*

5 Boundary St  
Dartmouth, NS B2Y 2K9  
902-499-9595  
jim.grant@acadiau.ca

## **Education**

---

*Ph.D. in Business Administration (Management)* *May 2009*  
Saint Mary's University, Halifax, Nova Scotia

*Master of Business Administration* *May 1991*  
Saint Mary's University, Halifax, NS

**Bachelor of Business Administration (Coop Education Option)** *May 1986*  
Mount Saint Vincent University, Halifax, NS

## **Academic Appointments**

---

## Management Faculty

Assistant Professor, Acadia University, Wolfville, NS

- Human Resource Management and Employment Relations *July 2008 - present*
- Management and Organization Studies

Assistant Professor, Nipissing University, North Bay, ON

- Management and Organization Studies, Human Resource Management *July 2007 - 2008*

Sessional Professor, Saint Mary's University, Halifax, NS

- Management and Organization Studies, Human Resource Management *September 1991 – 2007*

Also a director of the Issuer     Yes     No

Indicate amount of time to be spent on Issuer's matters if less than full time: 2%

## DIRECTORS OF THE ISSUER

37. (a) There are [6] directors of the Issuer, **all of which must come from the community.**

(b) At least two directors of the Issuer must be independent. Please name them and explain how they are independent.

Kate Udle and John Cameron are independent directors of the CEDIF. They have no direct relationship with the CEDIF other than as a director nor any "material" relationship with the CEDIF that might influence his or her judgement.

38. Information concerning each director of the Issuer, other than those already listed under the heading "Officers of the Issuer" are: [If there are no directors in addition to those listed under the heading "Officers of the Issuer", state: "There are no directors of the Issuer other than those listed under the heading "Officers of the Issuer".]

Name: JOHN D. CAMERON

Business Address: Room 339 Henry Hicks Building, Dalhousie University,  
Halifax, N.S., Canada B3H 4H6

Business telephone: (902) 494-7011

Email: john.cameron@dal.ca

**Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:**

July 1, 2004 to present: Assistant Professor, Department of International Development Studies, Dalhousie University. Responsibilities include the design and delivery of university courses to over 500 students per year; advising to undergraduate students; administrative duties including strategic planning, curriculum design, hiring, admission of graduate students; management of federal government funded research projects in Bolivia, Ecuador and Peru; supervision of graduate student research.

**Education:**

- PhD, Political Science, York University, 2003.
- M.A. Latin American Studies, Simon Fraser University, 1996.
- B.A., Political Science, University of King's College / Dalhousie University, 1991.

Name: Kate Udle

Business Address:

CTV News | t 902.454.3291 | f 902.454.3280 |

[kate.udle@ctv.ca](mailto:kate.udle@ctv.ca)

2885 Robie Street

Halifax, NS B3K 5Z4 Kate has been employed with CTV Atlantic since 2002. She began as a student intern, and has worked her way up from Script Assistant, Production Assistant, News Writer, to Researcher and Field Producer for Live at Five, one of the most-watched programs in the Maritimes. In her current position, Kate is responsible for writing and producing the popular health and medical segment *Housecalls*. Over the years she has been instrumental in producing live breaking news coverage, including municipal, provincial, and federal elections, Presidential visits, and weather events such as Hurricane Juan and the "White Juan" blizzard. Kate also sits on the Health and Safety Committee at CTV Atlantic.

Name: **Jim Bruce**

Business street address: *P.O. Box 106, 40 Academy St.  
Maitland, Hants Co. N.S. B0N 1T0*

Business telephone number: (261-2109)

Business fax number: (261-2427)

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

- *River View Herbs Ltd. - Sole proprietor/Manager*

- *River View Herbs Ltd. - 50% Shareholder/ Manager*
- *Maitland Greenhouses - 50% Partnership Share*
- *operating under 'River View Herbs' Trade Mark.*
- *1988-2007 - member of Halifax Farmers Market and permanent vendor at Brewery Market in Halifax.*

Education (degrees, schools and dates):

- *B. Comm., 1976, Dalhousie University*
- *B.Sc., 1978, Dalhousie University*

Nature of projects during the last five years if not described immediately above:

*In addition to his duties as sole proprietor and operator of River View herbs Ltd., an herb-growing and marketing business, Mr. Bruce has been a Director of the Halifax Farmers' market Cooperative for the past five years and was President in 2006; he is currently Vice-President. He is also a Board Member and Treasurer of the Maitland and District Volunteer Fire Department.*

## **KEY PERSONNEL OF THE ISSUER**

39. For each key person (i.e. one who is essential to the operations of the Issuer) who is not already named as an officer, director or promoter, please provide the following information:

Name: Gordon Michael – Executive Director - FMIC  
 Business street address: 6148 Quinpool Road, Halifax, NS B3L1A3  
 Business telephone number: (902- 429 - 7322)  
 Business fax number: (902 – 429 - 6256)

*July 2006 - 2008*  
*Chaytor Consulting Services Limited*  
*Associate Consultant*

*January – June 2006*  
*Program Coordinator*  
*National Collaborating Center – Atlantic*  
*Social Determinant's of Health*

*2004 – 2005*

*Program Development Consultant for FEED NOVA SCOTIA*

2000 - 2004

*Consultant for the Halifax Inner City Initiative.*

*(A community development approach to enhance social inclusion and economic opportunity)*

Education (degrees, schools and dates):

- *Diploma. (Management of Lifelong Education), Harvard University, June 1992.*
- *M.A. (Education Administration), Dalhousie University, 1975. Thesis Topic: "The Administration of Public Schools in P.E.I. to 1974".*
- *B.Ed. (Education), Acadia University, 1971.*
- *B.Sc. (Biology), University of Prince Edward Island, 1970.*

Nature of projects during the last five years if not described immediately above:

*From 2003 to 2004 Mr. Michael was a member of the **Volunteer Planning – Province of Nova Scotia** working group on “Productivity as it impacts Economic Prosperity.*

40. Describe any arrangements to assure that each key person will remain with the Issuer and not compete with the Issuer upon termination of their relationship with the Issuer.

The key personal with the Issuer is Gordon Michael. He has been contracted by the FMIC Board to carry out specific functions to achieve the objectives outlined within the offering document. Based upon this arrangement there is no indication he will compete with the issuer if terminated.

41. Have any of the officers, directors or other key personnel ever worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same business as the Issuer? [ ] Yes [ X ] No

If yes, please explain including relevant dates:

42. If the Issuer has never conducted business or is otherwise in the development stage, indicate whether any of the officers or directors or other key personnel has ever managed any other business in the start-up or development stage and describe the circumstances, including relevant dates.

Name	Position with Issuer	Experience with Start-Ups	Date(s)
Jim Bruce	Director	Mr. Bruce started Mainland Greenhouses as a 50% partner.	1988
		He later established Riverview herbs Ltd, which consists of growing and marketing herbs, as a 50% shareholder and manager.	2000
		He now operates Riverview Herbs as a sole proprietor and manager.	2003
Rosemary J. Nichols	Chair of Board	Mrs Nichols established and incorporated a professional services consulting company – <b>R.J. Nichols Consulting Inc.</b> in Halifax.  She continues to be President and CEO of the company.	2003

43. If any of the Issuer's key personnel are not employees but are consultants or other independent contractors, state the details of their engagement by the Issuer.

The FMIC Board has developed a job description and has contracted Gordon Michael to carry out the functions outlined in the position of the Executive Director for FMIC.

44. If a petition under the *Bankruptcy and Insolvency Act* has been filed against any officer, director, key personnel or Promoter, or a receiver or receiver-manager has been appointed by a court for the business or estate of any such persons, or any partnership in which any of such persons was general partner, or any corporation or business association of which any such person was an executive officer within the last 5 years, set forth below the name of such persons, and the nature and date of such actions.

*No such petition has been filed against any of the officers, directors, key personnel, promoters, receivers or receiver-managers of the Issuer in the past five years.*

## PRINCIPAL SECURITY HOLDERS

45. List below the principal security holders of the Issuer, if any. Principal security holders are those who beneficially own directly or indirectly 10% or more of any securities of the Issuer presently outstanding. Start with the largest common shareholder. If a principal security holder is not an individual, please disclose the ownership of the principal security holder by a footnote to the table. If the Issuer has no principal security holder state: "There are no security holders of the Issuer who own directly or indirectly more than 10% of any securities of the Issuer" and do not complete the remainder of this item.

Name	
Business Street Address	
Business Telephone Number	
Date(s) of Purchase	
Type of Share	
Average Price Per Share	
Number of Shares Now Held	
Percent of Total	

**"There are no security holders of the Issuer who own directly or indirectly more than 10% of any securities of the Issuer"**

46. Number of shares beneficially owned by officers and directors as a group.

Before Offering: 302 shares ( Less than 1 % of total outstanding)

**Note: The officers and directors of the Issuer may subscribe for shares during the offering, in which case the number of shares beneficially owned by officers and directors as a group after the offering will increase.**

## MANAGEMENT RELATIONSHIPS, TRANSACTIONS AND REMUNERATION

47. If any of the officers, directors, key personnel, Promoters or principal security holders are related by blood or marriage, please describe:

*There are no officers, directors, key personnel, Promoters, or principal security holders who are related by blood or marriage.*

48. If the Issuer has made loans to, or received loans from, or is doing business with any of its officers, directors, key personnel, Promoters or principal security holders, or any of their relatives (or any entity controlled directly or indirectly by any such person) within the last two years or is contemplating doing so, explain. (This includes sales or leases of goods, property or services to or from the Issuer, employment contracts, or share, option or other purchase contracts, etc.)

State the principal terms of any significant loans, agreements, leases, financing or other arrangements.

*There has been no business of this nature.*

49. Give details of any payments to officers, directors, key personnel and Promoters of the Issuer, including salary, bonuses, director’s fees, honoraria and reimbursement of expenses.

There are no payments to officers and directors; they are volunteers on the FMIC board. The Executive Director has a contact with the board on an hourly rate to provide services to FMIC. The Sales agents are on a commission at 4.5% as is outlined in #27.

50. If any employment agreements with officers, directors, key personnel or Promoters exist or are contemplated, please describe:

No such agreements exist or are contemplated

51. (a) Does the Issuer have a Conflict of Interest Policy?

Not at this time. However over the next year the board will address this matter.

(b) Give details of all business or personal interests that the officers, directors, key personnel, Promoters, principal security holders or any related parties such as any of their relatives (or any entity controlled directly or indirectly by any such person) of the Issuer may have which could conflict with the interests of the Issuer even if it is described in answers to other questions.

<b>Name</b>	<b>Real or Perceived Conflict</b>	<b>Mitigation Measure</b>
<i>Jim Bruce</i>	<i>Director of Issuer; client (vendor) and Director of Investee Cooperative. Potential conflict as above.</i>	<i>A detailed Loan Agreement between the Issuer and the Investee Cooperative has been developed to mitigate this type of conflict</i>
<i>Gordon Michael</i>	<i>Employed Executive Director - FMIC</i>	<i>Accountable to the FMIC Board</i>

**LITIGATION**

52. Describe any past, current, pending or threatened litigation or administrative action which has had or may have a material effect upon the Issuer’s business, financial condition or operations. State the name of the court or tribunal, the

names of the principal parties, the date any proceedings were started, the nature and current status of the proceedings and amounts involved.

Include any litigation or action involving the Issuer's Promoters, officers, directors or other key personnel which relates to or has or could affect the Issuer. Give an evaluation by management or counsel, to the extent feasible, of the merits of the proceedings or litigation and the potential impact on the Issuer's business, financial condition or operations.

***“The Issuer and its Promoters, officers, directors and key personnel are not currently and have not been subject to any litigation or administrative or criminal action which is or has been material to the Issuer. Nor is the Issuer or its Promoters, officers, directors or key personnel aware that any such litigation or action is pending or threatened.”***

## **CANADIAN INCOME TAX ACT CONSIDERATIONS**

53. This commentary is of a general nature only and is not intended to be tax advice to any particular investor. Prospective investors are urged to consult with their own professional advisors regarding the tax consequences applicable to them.

There may be significant income tax consequences to individuals who are residents of Canada under the *Income Tax Act* and the *Equity Tax Credit Act*.

The following is applicable to any individual (a "Subscriber") who subscribes for and is issued shares of the Issuer pursuant to the Offering and who is:

- i) an individual over 19 years of age.
- ii) resident in Canada for purposes of the Income Tax Act (Canada); and
- iii) resident in Nova Scotia for purposes of the Equity Tax Credit Act (Nova Scotia).

Subject to the assumptions set out in the paragraph above, a Subscriber will be entitled to a credit against the Subscriber's Nova Scotia provincial income taxes payable pursuant to the Equity Tax Credit Act. The amount of the credit is equal to 35% of the amount paid for the Shares, provided that each individual is limited to a maximum credit in any year of \$ 17,500 Shares subscribed and paid for in the first 60 days of any calendar year will be entitled to a credit in either that year or the immediately prior year. If the credit exceeds the Nova Scotia income tax otherwise payable in that year by the Subscriber, the credit may be carried forward 7 years and back 3 years and applied against Nova Scotia taxes otherwise payable in any of those years by the Subscriber.

These statements are subject to the following assumptions:

- i) The certificate of registration issued to the Issuer under the Equity Tax Credit Act is not revoked by the Minister of Finance prior to the issue of shares under this Offering;
- ii) The Issuer applies for a tax credit certificate after the Offering within the time limits established under the Equity Tax Credit Act;
- iii) The Minister of Finance concludes that the Issuer and its directors, officers and shareholders are conducting the Issuer's business and affairs in a manner that is in accordance with the spirit and intent of the Equity Tax Credit Act;
- iv) The Minister of Finance concludes that the Issuer and the Subscribers are complying with Equity Tax Credit Act;
- v) The Minister of Finance does not form the opinion that the shares are issued as part of a transaction or event or series of transactions or events the main purpose of which is to claim the tax credit pursuant to the Act.

Except as set out herein, if a Subscriber fails to hold the Shares for 5 years after their issue, then all Credits earned in relation to the subscription for such Shares must be repaid. For any shares which subsequent tax credits are issued, the shares must be held for an additional period of time to avoid repaying these tax credits. The requirements to repay the Credits do not apply in cases where the Subscriber has died or in cases where the Subscriber transfers the shares to a trustee under a registered retirement savings plan.

There may be significant income tax consequences to individuals who are residents of Canada under the Income Tax and the Equity Tax Credit Act.

**Transfer of Shares to an RRSP:**

Provided that the registration of the Issuer is not revoked under the Equity Tax Credit Act, the Shares will be qualified investments under the Income Tax Act for trusts governed by registered retirement savings plans. The transfer of shares to an RRSP will normally be done at the adjusted carrying value of the securities. This may result in a taxable capital gain or a non-deductible loss. Individuals who plan to purchase shares outside their RRSP, but transfer them later to their self-directed plan should consider the possible tax consequences of such transactions prior to finalizing any agreement.

**Taxation of Dividends or Income Received by Security Holders on the Shares:**

Shareholders who hold shares within their RRSP need not be concerned with the manner in which the Fund distributes earnings. However, for individuals who purchase shares outside of the RRSP, consideration must be given to the tax implications of dividends versus interest income versus capital gains. Dividends received or deemed to be received on the Shares will be included in computing the Subscriber's income and will be subject to the gross-up and dividend

tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations.

**Treatment of Capital Gains or Losses Realized by Security Holders on Disposition:**

Persons holding shares within their RRSP need not concern themselves with the form returns are paid. For individuals who choose to hold these shares outside of their registered holdings, 50% of any capital gain (the “taxable capital gain”) realized on a sale or other disposition of the Shares will be included in the Subscriber’s income for the year of disposition. 50% of any capital loss so realized (the “allowable capital loss”) may be deducted by the holder against taxable capital gains for the year of disposition. Any excess of allowable capital losses over taxable capital gains of the Subscriber for the year of disposition may be carried back up to three taxation years or forward indefinitely and deducted against net taxable capital gains in those other years.

**Applicability of Alternative Minimum Tax to Security Holders:**

Investors are advised to seek professional advice from a qualified individual should they be in a position which may expose them to alternative minimum tax treatment. Capital gains realized by the Subscriber may give rise to alternative minimum tax under the Income Tax Act (Canada).

**Deductibility of Interest Expense on Money Borrowed to Purchase Shares:**

Interest incurred to earn income on investments held outside of ones RRSP is deductible against the income earned thereon; interest incurred on loans to purchase RRSP assets is not deductible.

**Availability of Tax Credits:**

Purchase of eligible shares entitles the investor to a provincial tax credit in the amount of 35% of the funds invested to a maximum to a \$17,500 annual tax credit.

**Repayment of Tax Credits:**

The shares purchased under this program must be held by the purchaser for a period of not less than 5 years. If they are not held for this period the individual will have to repay the tax credits of 35% as previously claimed. For any shares which subsequent tax credits are issued, the shares must be held for an additional period of time to avoid repaying these tax credits.

**Transfer of Shares to a Tax Free Savings Account (TFSA):**

The shares purchased under the CEDIF program are not qualified investments for the TFSA.

[No professional advisors were involved in the preparation of the answer to item 53.]

## MATERIAL CONTRACTS

54. Give particulars of every material contract entered into by the Issuer or, if applicable, any of its significant subsidiaries within two years prior to the date of the offering document. If a material contract is of a confidential nature, provide a summary of it.

<b>Date</b>	<b>Name of Contract</b>	<b>Description</b>
May/09	Undertaking	FMIC and CMHC have co – signed an Undertaking that funds will be raised by FMIC for the capitalized rent payable to the HPA. In addition FMIC and CMHC.
May /09	Director's Resolution	The board of FMIC has passed a Director's Resolution agreeing to will raise funds for CMHC to be used as capitalized rent. The resolution outlines the terms of this activity
September/09	FCC Assignment, Postponement and Subordination Agreement	In the event of bankruptcy Farm Credit Canada (FCC) will precede FMIC in the collection of funds owing if the need arises.
Sept. /09	Priority Agreement	In the event of bankruptcy the priority Agreement outlines the order in which the lenders will receive the funds owing if the need arises.
November /09	Trustee Agreement	This is an agreement between FMIC and Concentra Trust. This provides the conditions and regulations pertaining to the funds being held in trust until the closing of the offering.
November /09	Loan Agreement	This is an agreement between FMIC and CMHC which outlines the terms and conditions of the interest and principal payments.
May /09	General Security Agreement	This agreement is between CMHC and FMIC and is an ongoing collateral security for its obligations under the Loan Agreement.
January /08	Agency Agreement	This agreement is between FMIC and Canadian Worker Cooperative Federation (CWCF). This outlines the terms and conditions for managing funds for Self – Directed Registered Retirement Savings Plans.
September /09	FCC/FMIC Specific Resolution of Directors	This is a resolution by the FMIC Board to support the FCC Assignment, Postponement and Subordination Agreement

**Please note copies of the above listed contracts are available at the FMIC office at 6148 Quinpool Road. 429 - 7322**

[A “material contract” is any contract that is fundamental to the business and day-to-day operations of the Issuer. Examples are: contracts for the purchase of property, equipment or inventory; marketing contracts; financing agreements; management agreements; shareholder agreements; copyright or patent agreements.]

Under the heading “Description”, include details as to the parties to the contract, what the contract is for and the important terms of the contract. Please state a time and place at which those material contracts or copies thereof may be inspected during the distribution of the Shares.

## FINANCIAL STATEMENTS

55. Annual financial statements of the Issuer for the period ending December 31, 2008, and June 30, 2009 semi annuals, along with the financial statements for the Investee Cooperative CMHC, ending December 31, 2008 are attached and which form part of this document.

**NOTE: If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.**

[If the Issuer has carried on business but has not completed a financial year, state this, delete the first sentence above and attach an unaudited financial statement of the Issuer for the period ending not more than 60 days prior to the date of the offering document.

If the Issuer has completed one or more fiscal years, attach the financial statements complete with either an audit report or a review engagement report for the most recent completed fiscal year and unaudited financial statements for the period ending not more than 60 days prior to the date of the offering document.

If the Issuer does not have a prior operating history, state this and attach an opening balance sheet with either a completed audit report or a review engagement report and also state “and which form part of this document”].

## CONTINUOUS REPORTING OBLIGATIONS

56. (a) The Issuer will file with the Nova Scotia Securities Commission and **send to Security holder’s** annual financial statements and semi annual interim financial statements as required by the *Community Economic-Development Corporations Regulations*.

(b) If a material change has occurred in the operation of the CEDIF, a press release along with a material change report must be filed with the Nova Scotia

Securities Commission within ten (10) days of the date on which the change has occurred.

## **RESTRICTIONS ON RESALE OF SECURITIES**

57. Under the provisions of the *Equity Tax Credit Act*, a person who disposes of a share in respect of which a tax credit has been allowed within five years from the date of purchase is liable to repay the Minister of Finance an amount equal to the tax credits received in respect of the share purchased, including interest thereon where interest is prescribed by the regulations made pursuant to that Act, or a lesser amount that is determined pursuant to the regulations to that Act.

Under Nova Scotia securities laws, trades by a Security holder of Shares of the Issuer purchased under this Offering will be restricted and, pursuant to subsection 80(5) of the Act, each first trade and each subsequent trade will be a distribution unless:

- (a) the Issuer is and has been a reporting issuer in a jurisdiction of Canada for the four months immediately preceding the trade;
- (b) the Shares have been held for the 4 month hold period from the date of the initial exempt trade;
- (c) the certificate representing the Shares carries a legend as set out in paragraph 2.5(2) 3 of National Instrument 45-102 *Resale of Securities*;
- (d) the trade is not a control distribution as defined in subclause 2(1) (I) (iii) of the Act;
- (e) no unusual effort is made to prepare the market or to create a demand for such Shares;
- (f) no extraordinary commission or consideration is paid to anyone in respect of such trade; and
- (g) If the vendor is an insider or officer of the Issuer, the vendor has no reasonable grounds to believe that the Issuer is in default of securities legislation.

However, first and subsequent trades by a Security holder of Shares of the Issuer purchased under this Offering are permitted in the following circumstances:

- (a) to the Issuer;
- (b) to a self-directed registered retirement savings plan of the Security holder or the Security holder's spouse or to the spouse of Security holder;

(c) from a self-directed registered retirement savings plan of the Security holder or the Security holder's spouse to the Security holder;

(d) to a purchaser who owns Shares of the Issuer and who is advised in writing by or on behalf of the vendor prior to entering into an agreement of purchase and sale that the purchaser shall not accrue any advantage under the *Equity Tax Credit Act* as a result of such purchase; or

(e) to a purchaser who purchases pursuant to a trade made in compliance with the Act and any applicable Securities Rules.

**Caution:** The Shares are not listed on a stock exchange. There is no organized market through which these Shares may be sold. Therefore, investors may find it difficult or even impossible to sell their Shares.

## RIGHTS OF ACTION

58.(1) Where

(a) an offering memorandum sent or delivered to a purchaser, together with any amendment to the offering memorandum; or

(b) advertising or sales literature as defined by subsection (2) of Section 56,

contains a misrepresentation, a purchaser who purchases a security referred to in it is deemed to have relied on that misrepresentation, if it was a misrepresentation at the time of purchase, and

(c) has a right of action for damages against

(i) the seller,

(ii) every director of the seller at the date of the offering memorandum, and

(iii) every person who signed the offering memorandum; or

(d) may elect to exercise a right of rescission against the seller, in which case the purchaser has no right of action for damages against any person or company under clause (c).

(2) No person or company is liable under subsection (1) if the person or company proves that the purchaser purchased the securities with knowledge of the misrepresentation.

(3) No person or company is liable under subsection (1) if the person or company proves that

(a) the offering memorandum or the amendment to the offering memorandum was sent or delivered to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its delivery, the person or company gave reasonable general notice that it was delivered without the person's or company's knowledge or consent;

(b) after delivery of the offering memorandum or the amendment to the offering memorandum and before the purchase of the securities by the purchaser, on becoming aware of any misrepresentation in the offering memorandum, or amendment to the offering memorandum, the person or company withdrew the person's or company's consent to the offering memorandum, or amendment to the offering memorandum, and gave reasonable general notice of the withdrawal and the reason for it; or

(c) with respect to any part of the offering memorandum or amendment to the offering memorandum purporting

(i) to be made on the authority of an expert, or

(ii) to be a copy of, or an extract from, a report, an opinion or a statement of an expert, the person or company had no reasonable grounds to believe and did not believe that

(iii) there had been a misrepresentation, or

(iv) the relevant part of the offering memorandum or amendment to the offering memorandum

(A) did not fairly represent the report, opinion or statement of the expert, or

(B) was not a fair copy of, or an extract from, the report, opinion or statement of the expert.

(4) No person or company is liable under subsection (1) with respect to any part of an offering memorandum or amendment to the offering memorandum not purporting

(a) to be made on the authority of an expert; or

(b) to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company

(c) failed to conduct a reasonable investigation to provide reasonable grounds for a belief that there had been no misrepresentation; or

(d) believed that there had been a misrepresentation.

(5) Subsections (3) and (4) do not apply to the seller if the seller is also the issuer.

(6) In an action for damages under clause (c) of subsection (1), the defendant is not liable for all or any part of the damages that the defendant proves does not represent the depreciation in value of the security resulting from the misrepresentation.

(7) The liability of all persons or companies referred to in clause (c) of subsection (1) is joint and several with respect to the same cause of action.

(8) A defendant who is found liable to pay a sum in damages may recover a contribution, in whole or in part, from a person or company who is jointly and severally liable under this Section to make the same payment in the same cause of action unless, in all the circumstances of the case, the court is satisfied that it would not be just and equitable.

(9) The amount recoverable by a plaintiff under this Section may not exceed the price at which the securities were offered under the offering memorandum or amendment to the offering memorandum.

(10) The right of action for rescission or damages conferred by this Section is in addition to and not in derogation from any other right the purchaser may have.

(11) If a misrepresentation is contained in a record incorporated by reference in, or deemed incorporated into, an offering memorandum or amendment to the offering memorandum, the misrepresentation is deemed to be contained in the offering memorandum or amendment to the offering memorandum.

(12) For the purpose of subsection (1), advertising or sales literature is deemed not to contain a misrepresentation unless the advertising or sales literature

(a) contains an untrue statement of material fact; or

(b) omits to state a material fact that is necessary to prevent a statement contained in the advertising or sales literature from being misleading in light of the circumstances in which the statement was made.

(13) In this Section, for greater certainty, "seller" includes the issuer where the securities are distributed by the issuer.

59. No action shall be commenced to enforce the rights described in item 58 above more than 120 days after the date on which payment was made for the Shares or after the date on which the initial payment for the Shares was made where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment.

60. The rights described in item 58 above are in addition to and without derogation from any other right or remedy which a Security holder might have at law.

## **CERTIFICATE**

61. This offering document, which has been prepared as prescribed by Form 1 of the *Community Economic-Development Corporations Regulations*, does not:

contain an untrue statement of material fact;

omit to state a material fact required by Form 1, or

omit to state a material fact necessary to make a statement in this offering document not misleading.

[This certificate must be signed: by the chief executive officer and chief financial officer; on behalf of the board of directors by any 2 directors of the issuer, other than the foregoing, duly authorized to sign; and by all promoters of the issuer.]