

SCHEDULE “A”
ACCREDITED INVESTOR STATUS CERTIFICATE
ALL MONETARY REFERENCES ARE IN CANADIAN DOLLARS

Explanatory Notes:

1. “**individual**” is defined in the securities legislation of certain jurisdictions to mean a natural person. The definition specifically excludes partnerships, unincorporated associations, unincorporated syndicates, unincorporated organizations and trusts. It also specifically excludes a natural person acting in the capacity of trustee, executor, administrator or personal or other legal representative.
2. “**financial assets**” means: (a) cash, (b) securities, or (c) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of securities legislation. These financial assets are generally liquid or relatively easy to liquidate. **The value of the Subscriber's personal residence is not included in a calculation of financial assets.**
3. “**net assets**” means all of the Subscriber's total assets minus all of the Subscriber's total liabilities. Accordingly, for the purposes of the net asset test, the calculation of total assets would include the value of a Subscriber's personal residence and the calculation of total liabilities would include the amount of any liability (such as a mortgage) in respect of the Subscriber's personal residence.
4. “**related liabilities**” means liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets, or liabilities that are secured by financial assets. **Income tax should be considered a liability if the obligation to pay it is outstanding at this time.**
5. “**spouse**” means an individual who, (a) is married to another individual and is not living separate and apart within the meaning of the *Divorce Act* (Canada), from the other individual, (b) is living with another individual in a marriage-like relationship, including a marriage-like relationship between individuals of the same gender, or (c) in Alberta, is an individual referred to in paragraph (a) or (b), or is an adult interdependent partner within the meaning of the *Adult Interdependent Relationships Act* (Alberta).
6. A Subscriber who qualifies as an “accredited investor” by virtue of being an individual described in sections (j), (k) or (l) above, must complete a risk acknowledgement (i.e., Form 45-106F9 - Form for Individual Accredited Investors) attached as Schedule “B” (below).
7. **Subscribers who do not satisfy the monetary thresholds in the “accredited investor” definition do not qualify as accredited investors under the applicable paragraph.** The Corporation reserves the right to request the Subscriber to provide additional documentation to demonstrate that the Subscriber has met certain income or asset thresholds in order to determine whether the Subscriber complies with the terms and conditions of the accredited investor exemption and satisfy itself that the Corporation has properly relied on the exemption.

Please also refer to the Defined Terms on Pages 5 to 6.

The Subscriber hereby represents, warrants and certifies to the Corporation that the Subscriber is an “accredited investor” as defined in National Instrument NI 45-106 *Prospectus Exemptions* (“NI 45-106”) by virtue of being:

PLEASE CHECK THE BOX OF THE APPLICABLE CATEGORY:

(a) a Canadian financial institution , or a Schedule III bank ;	<input type="checkbox"/>
(b) the Business Development Bank of Canada incorporated under the <i>Business Development Bank of Canada Act</i> (Canada);	<input type="checkbox"/>
(c) a subsidiary of any person referred to in paragraphs (a) or (b), if the person owns all of the voting securities of the subsidiary , except the voting securities required by law to be owned by directors of that subsidiary ;	<input type="checkbox"/>
(d) a person registered under the securities legislation of a jurisdiction of Canada as an adviser or a dealer;	<input type="checkbox"/>
(e) an individual registered under the securities legislation of a jurisdiction of Canada as a representative of a person referred to in paragraph (d);	<input type="checkbox"/>
(e.1) an individual formerly registered under the securities legislation of a jurisdiction of Canada, other than an individual formerly registered solely as a representative of a limited market dealer under one or both of the <i>Securities Act</i> (Ontario) or the <i>Securities Act</i> (Newfoundland and Labrador);	<input type="checkbox"/>
(f) the Government of Canada or a jurisdiction of Canada, or any crown corporation, agency or wholly owned entity of the Government of Canada or a jurisdiction of Canada;	<input type="checkbox"/>
(g) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l’île de Montréal or an intermunicipal management board in Québec;	<input type="checkbox"/>
(h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction , or any agency of that government;	<input type="checkbox"/>
(i) a pension fund that is regulated by either the Office of the Superintendent of Financial Institutions (Canada), a pension commission or similar regulatory authority of a jurisdiction of Canada;	<input type="checkbox"/>
(j) an individual who, either alone or with a spouse , beneficially owns, directly or indirectly, financial assets having an aggregate realizable value that before taxes, but net of any related liabilities , exceeds \$1,000,000; [Please also complete Schedule B]	
(j.1) an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities , exceeds \$5,000,000;	
(k) an individual whose net income before taxes exceeded \$200,000 in each of the two (2) most recent calendar years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of the two (2) most recent calendar years and who, in either case, reasonably expects to exceed that net income level in the current calendar year; [Please also complete Schedule B]	
(l) an individual who either alone or with a spouse , has net assets of at least \$5,000,000; [Please also complete Schedule B]	
(m) a person , other than an individual or an investment fund, that has net assets of at least \$5,000,000 as shown on its most recently prepared financial statements; [Note: The minimum net asset threshold of \$5,000,000 must be shown on the entity's “most recently prepared financial statements”, which must be prepared in accordance with applicable generally accepted accounting principles.]	<input type="checkbox"/>
(n) an investment fund that distributes or has distributed its securities only to (i) a person that is or was an accredited investor at the time of the distribution, (ii) a person that acquires or acquired securities in the circumstances referred to in sections 2.10 [<i>Minimum amount investment</i>], or 2.19 [<i>Additional investment in investment funds</i>] of NI 45-106, or (iii) a person described in paragraph (i) or (ii) that acquires or acquired securities under section 2.18 [<i>Investment fund reinvestment</i>] of NI 45-106;	<input type="checkbox"/>
(o) an investment fund that distributes or has distributed securities under a prospectus in a jurisdiction of Canada for which the regulator or, in Québec, the securities regulatory authority, has issued a receipt;	<input type="checkbox"/>

(p) a trust company or trust corporation registered or authorized to carry on business under the <i>Trust and Loan Companies Act</i> (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction , acting on behalf of a fully managed account managed by the trust company or trust corporation, as the case may be;	<input type="checkbox"/>
(q) a person acting on behalf of a fully managed account managed by that person , if that person is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction ;	<input type="checkbox"/>
(r) registered charity under the <i>Income Tax Act</i> (Canada) that, in regard to the trade, has obtained advice from an eligibility adviser or an adviser registered under the securities legislation of the jurisdiction of the registered charity to give advice on the securities being traded;	<input type="checkbox"/>
(s) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (d) or paragraph (i) in form and function;	<input type="checkbox"/>
(t) a person in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors , are persons that are accredited investors; [Note: All individual beneficial owners of interests must separately complete, execute and deliver to the Corporation a separate form of Certificate of Accredited Investor including Schedules A and B verifying to the Corporation that he or she is an accredited investor.]	<input type="checkbox"/>
(u) an investment fund that is advised by a person registered as an adviser or a person that is exempt from registration as an adviser;	<input type="checkbox"/>
(v) a person that is recognized or designated by the securities regulatory authority or, except in Ontario and Québec, the regulator as an accredited investor; or	<input type="checkbox"/>
(w) a trust established by an accredited investor for the benefit of the accredited investor's family members of which a majority of the trustees are accredited investors and all of the beneficiaries are the accredited investor's spouse , a former spouse of the accredited investor or a parent, grandparent, brother, sister, child or grandchild of that accredited investor, of that accredited investor's spouse or of that accredited investor's former spouse .	<input type="checkbox"/>

Signature of the Subscriber

Date

Signature of the Joint Subscriber (if applicable)

Date

If the Subscriber is a Corporation, a Partnership or a Trust:

Name of Signatory

Title

Signature

Date

DATED: _____, 20____.

Defined Terms:

Certain terms used above are specifically defined by applicable securities legislation, regulation or rules, as follows:

“**Canadian financial institution**” means:

- (i) an association governed by the *Cooperative Credit Associations Act* (Canada) or a central cooperative credit society for which an order has been made under subsection 473(1) of that Act; or
- (ii) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative, or league that, in each case, is authorized by an enactment of Canada or a jurisdiction of Canada to carry on business in Canada or a jurisdiction of Canada;

“**company**” means any corporation, incorporated association, incorporated syndicate or other incorporated organization;

“**director**” means:

- (i) a member of the board of directors of a **company** or an **individual** who performs similar functions for a **company**; and
- (ii) with respect to a **person** that is not a **company**, an **individual** who performs functions similar to those of a director of a **company**;

“**eligibility adviser**” means:

- (iii) a **person** that is registered as an investment dealer and authorized to give advice with respect to the type of security being distributed; and
- (iv) in Saskatchewan or Manitoba, also means a lawyer who is a practicing member in good standing with a law society of a **jurisdiction** of Canada or a public accountant who is a member in good standing of an institute or association of chartered accountants, certified general accountants or certified management accountants in a **jurisdiction** of Canada provided that the lawyer or public accountant must not
 - (A) have a professional, business or personal relationship with the issuer, or any of its **directors**, **executive officers**, founders, or control persons; and
 - (B) have acted for or been retained personally or otherwise as an employee, **executive officer**, **director**, associate or partner of a **person** that has acted for or been retained by the issuer or any of its **directors**, **executive officers**, founders or control persons within the previous 12 months;

“**executive officer**” means, for an issuer, an **individual** who is:

- (i) a chair, vice-chair or president;
- (ii) vice-president in charge of a principal business unit, division or function including sales, finance or production; or
- (iii) performing a policy-making function in respect of the issuer;

“**financial assets**” means:

- (i) cash;
- (ii) securities; or
- (iii) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of securities legislation;

“**foreign jurisdiction**” means a country other than Canada or a political subdivision of a country other than Canada;

“**fully managed account**” means an account of a client for which a **person** makes the investment decisions if that **person** has full discretion to trade in securities for the account without requiring the client’s express consent to a transaction;

“**individual**” means a natural person, but does not include a partnership, unincorporated association, unincorporated organization, trust or a natural person in his or her capacity as trustee, executor, administrator or other legal personal representative;

“**jurisdiction**” means in respect of Canada, a province or territory of Canada;

“**person**” includes:

- (i) an **individual**,
- (ii) a corporation,
- (iii) a partnership, trust, fund and an association, syndicate, organization or other organized group of **persons**, whether incorporated or not; and
- (iv) an **individual** or other **person** in that person’s capacity as a trustee, executor, administrator or personal or other legal representative;

“**related liabilities**” means:

- (i) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets; or
- (ii) liabilities that are secured by **financial assets**;

“**Schedule III bank**” means an authorized foreign bank named in Schedule III of the *Bank Act* (Canada);

“**spouse**” means, an **individual** who,

- (i) is married to another **individual** and is not living separate and apart within the meaning of the *Divorce Act* (Canada), from the other **individual**,
- (ii) is living with another **individual** in a marriage-like relationship, including a marriage-like relationship between **individuals** of the same gender; or
- (iii) in Alberta, is an **individual** referred to in paragraph (i) or (ii), or is an adult interdependent partner within the meaning of the *Adult Interdependent Relationships Act* (Alberta);

“**subsidiary**” means an issuer that is controlled directly or indirectly by another issuer and includes a **subsidiary** of that **subsidiary**.

Control

A **person** (first person) is considered to control another **person** (second person) if

- (i) the first **person** beneficially owns or directly or indirectly exercises control or direction over securities of the second **person** carrying votes which, if exercised, would entitle the first **person** to elect a majority of the **directors** of the second **person**, unless that first **person** holds the voting securities only to secure an obligation,
- (ii) the second **person** is a partnership, other than a limited partnership, and the first **person** holds more than 50% of the interests of the partnership; or
- (iii) the second **person** is a limited partnership and the general partner of the limited partnership is the first **person**.

SCHEDULE "B"

FORM 45-106F9

RISK ACKNOWLEDGEMENT FORM FOR INDIVIDUAL ACCREDITED INVESTORS

WARNING!
This investment is risky. Don't invest unless you can afford to lose all the money you pay for this investment.

SECTION 1 TO BE COMPLETED BY THE ISSUER OR SELLING SECURITY HOLDER

1. About your investment

Type of securities: FIRST PREFERRED SHARES, SERIES F	Issuer: MAGENTA MORTGAGE INVESTMENT CORPORATION
---	--

Purchased from: **ISSUER**

SECTIONS 2 TO 4 TO BE COMPLETED BY THE PURCHASER

2. Risk acknowledgement

	Your Initials
This investment is risky. Initial that you understand that:	
Risk of loss - You could lose your entire investment of \$_____. [Note: Insert the total dollar amount of the investment.]	
Liquidity risk - You may not be able to sell your investment quickly - or at all.	
Lack of information - You may receive little or no information about your investment.	
Lack of advice - You will not receive advice from the salesperson about whether this investment is suitable for you unless the salesperson is registered. The salesperson is the person who meets with, or provides information to, you about making this investment. To check whether the salesperson is registered, go to www.aretheyregistered.ca .	

3. Accredited Investor Status

	Your Initials
You must meet at least one of the following criteria to be able to make this investment. Initial the statement that applies to you. (You may initial more than one statement.) The person identified in section 6 is responsible for ensuring that you meet the definition of accredited investor. That person, or the salesperson identified in section 5, can help you if you have questions about whether you meet these criteria.	
• Your net income before taxes was more than \$200,000 in each of the 2 most recent calendar years, and you expect it to be more than \$200,000 in the current calendar year. (You can find your net income before taxes on your personal income tax return.)	
• Your net income before taxes combined with your spouse's was more than \$300,000 in each of the 2 most recent calendar years, and you expect your combined net income before taxes to be more than \$300,000 in the current calendar year.	
• Either alone or with your spouse, you own more than \$1 million in cash and securities, after subtracting any debt related to the cash and securities.	
• Either alone or with your spouse, you have net assets worth more than \$5 million. (Your net assets are your total assets (including real estate) minus your total debt.)	

4. Your name and signature

By signing this form, you confirm that you have read this form and you understand the risks of making this investment as identified in this form.

First and last name (please print):

Signature:	Date:
------------	-------

SECTION 5 TO BE COMPLETED BY THE SALESPERSON	
5. Salesperson information	
[Note: The salesperson is the person who meets with, or provides information to, the purchaser with respect to making this investment. That could include a representative of the issuer or selling security holder, a registrant or a person who is exempt from the registration requirement.]	
First and last name of salesperson (please print):	
Telephone:	Email:
Name of firm (if registered):	
SECTION 6 TO BE COMPLETED BY THE ISSUER OR SELLING SECURITY HOLDER	
6. For more information about this investment	
<p>Magenta Mortgage Investment Corporation 580 Terry Fox Drive, Suite 401 Ottawa, Ontario K2L 4B9 Telephone: 1 888 267 1744 Fax: 1 888 267 7644 Email: allison.daines-allen@magentainvestment.ca Website: www.magentainvestment.ca</p> <p>For more information about prospectus exemptions, contact your local securities regulator. You can find contact information at www.securities-administrators.ca.</p>	

Form instructions:

1. This form does not mandate the use of a specific font size or style but the font must be legible.
2. The information in sections 1, 5 and 6 must be completed before the purchaser completes and signs the form.
3. The purchaser must sign this form. Each of the purchaser and the issuer or selling security holder must receive a copy of this form signed by the purchaser. The issuer or selling security holder is required to keep a copy of this form for 8 years after the distribution.