



Services and Housing In the Province Offering Statement

This offering document contains important information about the Services and Housing In the Province (SHIP) community bonds offered for sale by the registered charitable corporation named below.

Investors should read the entire Offering Statement before deciding whether to purchase these bonds. All prospective purchasers will receive this Offering Statement before completing their purchase.

Offering Statement of

Services and Housing In the Province ("SHIP")
(Incorporated under the Ontario Not-for-Profit Corporations Act)

June 11, 2025

Minimum Aggregate Offering: Nil

Minimum Purchase: \$1,000

SHIP is offering 2025 Community Bonds in four series:

Series A: \$1,000 minimum investment, 3%, 3 year term

Series B: \$5,000 minimum investment, 3.5%, 4 year term

Series C: \$10,000 minimum investment, 4%, 5 year term

Series D: \$25,000 minimum investment, 4.5%, 6 year term

MAXIMUM TOTAL TO BE RAISED UNDER THIS OFFERING STATEMENT: \$4,000,000

SHIP is offering Series A 3-year, Series B 4-year, Series C 5-year, and Series D 6-year community bonds. Any individuals, corporations and organizations who wish to purchase the bonds, may do so subject to the minimum investment thresholds.

SHIP seeks to develop the site at 273 Main Street North in Brampton, to create 52 new supportive and affordable housing units. This land is currently owned by SHIP. SHIP has historically and successfully acquired project financing for shovel-ready projects for affordable housing projects from traditional capital lenders such as the Canada Mortgage and Housing

Corporation ("CMHC").

Proceeds from the sale of the bonds are intended to be applied to development costs for 273 Main Street North. This site will be revitalized to align with the vision of creating a "Character Area" within Downtown Brampton. SHIP anticipates securing long-term construction funding from CMHC or another financial institution during the construction phase for 273 Main Street North. The long-term construction financing will replace the community bond funds for this project and which can then be deployed towards another affordable housing project.

SHIP holds 3 commercial repayable and 8 non-repayable mortgages for 10 properties located in Region of Peel, County of Dufferin, West Toronto and the Region of Waterloo which are outlined further in the Audited Financial statements, available [here](#).

Project Status:

The project will bring vibrancy and vitality to the area using an innovative mixed-use housing model designed to meet the needs of a diverse population including singles, families, newcomers, those living in poverty, seniors and individuals with special needs. The project will offer linkages to identified community services and resources that are aligned with the regional and local priorities.

Address:	273 Main Street North, Brampton, Ontario
PIN:	14121-0153
Ward:	Ward 1
Units:	52 units
Unit Types:	26 bachelor, 26 1-bedrooms
Unit Sizes:	Average of approx. 43 m2 (465 sq feet) per unit
Affordability:	Rent for tenants \$390\$ to \$950.
Energy:	Target of greater than 25% reduction in greenhouse gas emission compared to Ontario building code standards
Accessibility:	11 units will be accessible / barrier free
Target Population:	Individuals with mental health issues and low income
Ownership:	Land is currently owned by SHIP
Debt:	Currently there is no debt registered on title
Structure:	There is a residential home and cement block garage on site. It was registered as heritage but is being de-listed.
Size of building:	Proposed: 28,108 ft sq (residential), office (1,452 ft sq)
Size of land:	Approximately 0.31 acres
Zoning:	Central Area Mixed Use Three Development Permit System (CMU3-DPS)
Site Assessment:	ESA I complete

Each purchaser of Series A SHIP community bonds must purchase in the minimum principal amount of \$1,000. Series A bonds are offered for 3 years at an interest rate of 3 percent per annum paid annually.

Each purchaser of Series B SHIP community bonds must purchase in the minimum principal amount of \$5,000. Series B bonds are offered for 4 years at an interest rate of 3.5 percent per annum paid annually.

Each purchaser of Series C SHIP community bonds must purchase in the minimum principal amount of \$10,000. Series C bonds are offered for 5 years at a compounding interest rate of 4 percent per annum paid at maturity.

Each purchaser of Series D SHIP community bonds must purchase in the minimum principal amount of \$25,000. Series D bonds are offered for 6 years at an interest rate of 4.5 percent per annum paid annually.

The securities offered herein are issued by a not-for-profit corporation and as the requirements are met, SHIP is exempt from the prospectus requirements of the Securities Act (Ontario). The persons selling these securities are acting exclusively as representatives of SHIP and as such are exempt from the registration requirement of the Securities Act (Ontario) and are not required to be licensed by any Government agency.

No official of the Government of Ontario has considered the merits of the matters addressed in this Offering Statement. No ministry nor any agency of the Government of Ontario assumes any liability or obligation to anyone who purchases the securities offered under this Offering Statement.

There is no established market through which these securities may be sold. Due to the characteristics of these securities and the restrictions on their transfer, no such market is likely to develop. The Board of Directors of SHIP have set the price of the securities offered.

The SHIP community bonds issued under this offering statement are to be secured against 185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario owned by SHIP. The SHIP community bonds will be subordinate to the Prior Financing as per Section 10. 'DEBT OBLIGATIONS (185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario)'.

Investors should not rely on any information other than what is contained in this Offering Statement. Potential buyers should pay careful attention to all the risk factors noted in this Offering Statement. See Section 6, "Risk Factors" below for a description of risk factors. SHIP's audited financial statements may be found [here](#).

The information in any projections contained in this Offering Statement or pro forma statements may vary materially from actual results.

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1. GLOSSARY

“Prior Financing” is the financing described in section 10 “DEBT OBLIGATIONS (185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario)”.

“SHIP” means Services and Housing In the Province (SHIP)

“SHIP community bonds” refers to 3-Year, 4-Year, 5-Year, and 6-Year bonds issued by SHIP in 2025/2026

“Real Property” means the real property owned by SHIP at 185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario.

“Site” refers to the property owned by SHIP in Brampton, Ontario at 273 Main Street North, to be developed by SHIP as noted in Section 3 ‘DESCRIPTION OF THE BUSINESS OF SHIP’.

“Tapestry” means Tapestry Community Capital, the business unit operating within TREC providing services to SHIP for its community bonds campaign.

“TREC” means Toronto Renewable Energy Co-operative Inc., the not-for-profit Corporation.

2. CORPORATE INFORMATION

Name of the Corporation: Services and Housing In the Province (SHIP)

Date of Incorporation: November 4, 2022

Ontario Corporation No: 1968977

Charitable registration No: 136268166 RR 0001

Head Office Address: 60 Courtneypark Dr W #2, Mississauga, ON L5W 0B3

Auditors: Doane Grant Thornton LLP

Fiscal Year End: March 31

Registrar/Transfer Agent: SHIP will act as its own registrar and transfer agent in respect of the securities offered for sale.

2.1. DIRECTORS AND OFFICERS

There are currently 11 elected directors, as follows:

Board Member	Role	Occupation	Since
Lori Ker	Chair	Independent Director	Sept 2021
Keith Ward	Vice-Chair	Consultant, Housing	Sept 2023
Arun Navaratnasingam	Director	IT Audit Manager, Ontario Treasury Board Secretariat	Sept 2023

Brian E. Scott	Director – Past Chair	Consultant Senior Manager, Corporate Services Corporate Affairs Division Ontario Financing Authority	Sept 2019
Buruzoth Balasubramaniam	Director	Enterprise Data Governance Office (EDGO) Program Manager	Sept 2024
Jennifer Graham	Director	Assistant Crown Attorney	Sept 2022
Justyn Mahanger	Director	Researcher	Sept 2022
Lawrence D'Souza	Director	Consultant	Sept 2024
Michael Finch	Director	President and Chief Executive Officer, Nikon	Sept 2024
Sandy Kang-Gill	Director	Engineering Consultant	Sept 2022
Tandra Acharjee	Treasurer	CRA File Auditor	Oct 2020

2.2. MANAGEMENT TEAM

SHIP is managed by a highly experienced staff, supported by an engaged Board of Directors, that ensures risk management, corporate governance controls, and fiscal accountability and duty.

The executive management team consists of **Thomas DiCarlo, Acting CEO**, and **Cory O'Handley, Director of Housing and Service Innovation**. Biographies and contact information for all other staff, management and board members are available on the [SHIP website](#) and the [SHIP community bond Business Plan](#).

3. DESCRIPTION OF THE BUSINESS OF SHIP

SHIP is a nonprofit, charitable, accredited with exemplary standing (through Accreditation Canada), housing and health service provider. SHIP is one of the largest supportive housing providers in the province of Ontario with extensive experience in developing, managing and operating our own residential building projects. SHIP's expertise spans the spectrum of housing solutions, from initial development and construction to long-term operations, ensuring sustainable community-focused outcomes. SHIP promotes the well-being of vulnerable and at-risk populations, and works closely with individuals in the community, enabling them to embrace their full potential. This approach encourages participation in planning and directing personalized support to ensure clients and tenants receive the best possible care.

SHIP began as an organization dedicated to providing housing and hope, despite a less than favourable social climate in the early 1980s. Through the commitment of SHIP's staff, the support of compassionate members of the community and our funders, SHIP has grown from supporting a few individuals in a town house and two group homes to providing a broad range of housing, homelessness and support services to over 5,000 individuals annually in the communities we serve.

As of the end of the last financial year, SHIP maintains a robust balance sheet with more than \$21 million in equity and total assets nearing \$96 million. Over the last 4 decades, SHIP has consistently met all of its debt obligations, and today has built sizable equity to comfortably honour investments from its Bondholders.

Today, SHIP remains a person-centered, person-focused organization and one that is committed to the principles of Equity, Diversity and Inclusion and Anti-Racism as we continue to strive for the highest standard of health for all people.

SHIP delivers services to the Region of Peel, County of Dufferin, West Toronto and most recently the Region of Waterloo.

Over the past decade, SHIP has been fortunate to see growth in its programs, housing, and services. In response to this growth, SHIP has aligned its organizational structure to better position themselves today and in the future. SHIP's structure provides for a collaborative organization that is integrated and aligned to have better service and housing outcomes, and ensures an optimal experience for those they serve, staff and those they collaborate with.

SHIP currently manages 1,200+ rent supplemented units and owns/operates 11 multi-unit apartment buildings where the daily operations of these buildings are managed through SHIP's Housing Department consisting of both a Property Management and Tenant Relations Team. As of June 2025, the list of the properties that SHIP owns, and details of forgivable loans and current mortgage against each property is listed in the below table:

#	Address	Acquisition Year	Purchase Amount	Outstanding Mortgage
1	110 Stanley Ave, Toronto	2003	\$1,950,669	None - require approval of Ministry of Health for approval to sell or mortgage property
2	211 Lakeshore Road East, Mississauga	2004	\$1,557,160	None - require approval of Ministry of Health for approval to sell or mortgage property
3	183 Lakeshore Road East, Mississauga	2004	\$1,279,773	None - require approval of Ministry of Health for approval to sell or mortgage property

4	185 Lakeshore Road East, Mississauga	2007	\$930,639	None
5	11 Henderson Ave, Brampton	2010	\$6,116,432	Forgivable loans with with Region of Peel fully forgiven in 2031
6	247 Queen Street East, Brampton	2017	\$61,553,176	\$18,107,761 mortgage with People Trust Forgivable loans with the Region of Peel fully forgiven in 2034 to 2038
7	236 First Street, Orangeville	2021	\$10,980,204	\$3,771,206 mortgage with CMHC Forgivable loan with CMHC fully forgiven in 2045
8	1035 Shaw Drive	2022	\$3,153,753	Forgivable loan with the Region of Peel
9	343 Lakeshore Road, Mississauga	2023	\$2,820,434	Forgivable loan with the Region of Peel
10	273 Main Street North, Brampton	2024	\$2,315,364	None
11	19179 Centreville Creek Rd, Caledon East	2017	\$924,736	Mortgage of \$35,699 due October 2025 with People's Trust

The organization also holds forgivable loans on the books for \$38,843,366 from the Region of Peel and Canada Mortgage and Housing Corporation to finance a number of properties SHIP owns. These loans will be fully forgiven 20 years after issued which is between 2030 and 2044.

SHIP's growth has been supported through the enhancement of internal supports including housing administration and development, property service and management, direct support through clinical and intensive case management services, finance services, human resources, information systems, quality assurance and community development.

To help finance the development of a proposed 5 storey building with 52 units at 273 Main Street North, Brampton, SHIP is introducing SHIP community bonds. The site is currently in the pre-construction phase with construction expected to start in March 2026. Substantial construction is expected to be completed by March 2027 and occupancy is scheduled to start in April/May 2027. Community Bonds will be used towards pre-construction and initial construction costs. This is a first for SHIP, providing investors with a tool to invest in the creation of affordable housing in their community.

SHIP's business goals and the expansion of its housing programs as a result of this new bond raise are described in Section 4 "FINANCIAL PROJECTIONS" of this document.

When purchasing a SHIP community bond as per this Offering Statement, investors will earn interest, as described in Section 8 'DESCRIPTION OF SECURITIES OFFERED'. Principal repayment will occur as a single payment upon maturity, unless investors agree to reinvest in any new offerings available at the time. Capital repayment for each of the SHIP community bonds will occur as a single payment due upon maturity.

3.1. REVIEW OF DOCUMENTS

All agreements referred to in this Offering Statement, and major contracts, may be reviewed by any Bondholder upon request.

4. FINANCIAL PROJECTIONS

The purpose of this Offering Statement is to raise funds, by selling SHIP community bonds, to be used to develop the site noted above in Section 3 'DESCRIPTION OF THE BUSINESS OF SHIP.'

This section contains a summary of SHIP's financial goals, main business drivers, risk assessments and key management assumptions.

4.1. FINANCIAL GOALS & DRIVERS

The 10-year SHIP Financial Projections, available [here](#), cover the period April 1, 2025 to March 31, 2035. The primary growth drivers are collected rents, and Provincial and Regional Government Grants.

Rental revenue from 273 Main Street will be realized and steadily increase, beginning in Q4, 2026-2027.

Other sources of revenue include rental income from existing properties including commercial space lease, parking, and laundry; and investment revenue; donations; and small grant funding, comprising just over 5% of total revenues in the past fiscal year.

Operating expenses include salaries, benefits, building operations, client programming and staff related costs. Overhead includes office rent, supplies and general administrative expenses. Other expenses mainly consist of provincial grants transferred to partnering agencies to provide services. Assume a 2.5% inflation rate on costs for most costs.

4.2. FINANCIAL ANALYSIS

SHIP has prepared financial projections, available [here](#) for the 10-year period ending March 31, 2035. All forecasts are prepared in accordance with generally accepted accounting principles for not-for-profit organizations as described in Part III of the CPA Canada Handbook. SHIP's audited financial statements may be found [here](#).

These projections are based upon assumptions that management believes to be reasonable. Actual results will vary, perhaps materially, from these projections. Some or many of the assumptions may change on account of circumstances beyond the control of SHIP. A comprehensive statement of these risk factors is set out in Section 6 “RISK FACTORS” of this Offering Statement.

The projected cash flow is based on conservative estimates of revenue growth, operating expenses and sustainable net income as well as cash flows associated with financing of the various projects. These cash flows include the issuance/repayment of SHIP community bonds, and the arrangement/repayment of construction financing along with the related interest costs.

The projections assume that 100% of the SHIP community bond raise target will be met and all other fundraising and funding streams are secured.

The capital stack includes:

Funding Source	Amount
CMHC and Region of Peel grants (non-repayable loan)	\$14,678,000
SHIP community bonds*	\$4,000,000
SHIP Equity Contribution	\$2,500,000
TOTAL	\$21,178,000

Based on these projections, SHIP will have sufficient cash to pay the annual interest accrued for each SHIP Community Bondholder and to make the principal repayments due within the period of maturity.

*Community bonds are anticipated to be replaced by a CMHC loan. Bond funds will then be deployed to another project.

4.3. MANAGEMENT ASSUMPTIONS

The following management assumptions were employed in the financial projections:

- SHIP has endeavoured to use conservative estimates when modeling the financial performance of these operations. The statement of operations is prepared using both prior year actual and current year budgeted results and estimates for future fundraising and operating expenses.
- SHIP assumes an increase in owned and future-owned asset values along with related income and revenue streams.
- SHIP will strive to maintain affordable rents for the community.
- All financing costs are estimates based on anticipated timing of drawdown and repayment of certain financial obligations, including repayment of bonds and term loans issued in prior years.
- The cash flow and balance sheet statements are prepared using estimates of future results and using the targets set out in the financial projections.

- The financial projections rely on completing the SHIP community bond campaign successfully during the Offering Period.
- As SHIP is a non-profit corporation, it is the opinion of SHIP that no income taxes are payable by the organization. The Organization is also a registered charity and as such is exempt from tax under the Canadian Income Tax Act. However, if SHIP is obliged to pay income tax, payment would be from surplus, and the impact on SHIP's ability to pay interest and principal on the SHIP Bonds would be minimal.
- SHIP is a registrant for Harmonized Sales Tax purposes, and the impact of HST on its finances during the Site's development will therefore be consistent with prior years. SHIP's capital construction will be eligible for the recently announced federal and provincial exemptions for HST on completion of construction of new multi-unit residential rental properties.

4.4. FINANCIAL ASSUMPTIONS

The following financial assumptions were employed:

- Revenue Growth – Rental revenue including from existing and this new project is expected to grow by 2% per annum over the forecast period. SHIP's goal over the next 10 years is to add more than 400 rental units.
- Expense Inflation – Salaries and Benefits and Building and Grounds are expected to increase annually by an inflation factor of 2.5%. Program Expenses, Staff Training, Rent, Office and General and Insurance are expected to increase annually by 2.5%.
- Interest Rates – The interest expense is assumed to accrue at the rate associated with the bond terms. SHIP has assumed annual interest rates of between 3% and 4.5% for construction financing required to complete planned property development of 273 Main Street.
- Early Repayments – SHIP has the right to repay SHIP community bond principal and/or interest accrued before their maturity date. If the corporation exceeds its net income target in any quarter, it may choose to reduce its interest expense by buying back SHIP community bonds. This is not planned during the 10-year projection period.
- Bond Renewals – At the end of the term of each of the SHIP Community Housing Bonds, reinvestment may be an option for bondholders. Reinvestment interest rates will be set according to market conditions. SHIP has assumed a 60% reinvestment rate.

5. USE OF PROCEEDS OF THE OFFERING

5.1. FUNDS FOR 273 MAIN STREET

SHIP intends to use the proceeds of the SHIP community bonds towards costs associated with the development of 273 Main Street North, Brampton, Ontario. If, at a future date, the funds provided from community bonds are replaced by a CMHC mortgage, SHIP can deploy the bond funds toward another affordable housing project.

5.2 FINANCING AND DEVELOPMENT GRANTS

For the development of 273 Main Street North, SHIP is seeking to raise up to \$15,000,000 in addition to \$4,000,000 in SHIP community bonds and will utilize \$2,500,000 of SHIP equity contribution. Its anticipated financing in the short term and long term is as follows:

Short Term:

Funding Source	Amount	Status
Region of Peel non-repayable loan	Up to \$14,678,000	Pending
CMHC - Affordable Housing Fund Grant	Balance of \$14,678,000	Pending
SHIP community bonds	\$4,000,000	Pending
SHIP Equity Contribution	\$2,500,000	Approved
Total	\$21,178,000	

Long Term:

Funding Source	Amount	Status
Region of Peel non-repayable loan	Up to \$14,678,000	Pending
CMHC - Affordable Housing Fund Grant	Balance of \$14,678,000	Pending
CMHC - Affordable Housing Fund Loan or Construction Financing (replaces Community Bonds)	\$4,000,000	Pending
SHIP Equity Contribution	\$2,500,000	Approved
Total	\$21,178,000	

6. RISK FACTORS

Investing in SHIP community bonds is subject to inherent risks, as described in this section. The risks are listed below, not in order of materiality. SHIP will be subject to a number of risks that are common to non-profit corporations, in general, as well as specific risks associated with construction and operating multiple real estate facilities.

SHIP bondholders' risks arise from operating, regulatory and governance factors, as set out below. The failure to prevent, minimize or mitigate any of the following risks could jeopardize the investor's

financial returns and possibly their investment in SHIP:

1. Cash Flow: SHIP anticipates positive cash flow over the 10-year plan period. However, these projections are based on a number of assumptions. If any one or more of these assumptions turn out to be significantly in error, then SHIP may be unable to meet its cash flow requirements. This could jeopardize the viability of the operation of the organization and/or its expected returns to investors.
2. Failure to Raise Sufficient Capital: There are no assurances that SHIP will be able to raise sufficient capital from the proceeds of this and future offerings to meet the financial requirements to complete the project and operate the facilities as contemplated in the financial projections or that the terms and conditions of that financing will not change in a significantly negative way.
3. Financial Projections: This Offering Statement contains forward-looking statements and projections that involve numerous assumptions, hypotheses, risks and uncertainties including, among others, those set out in this section as “Risk Factors”. These projections are based upon assumptions and hypotheses that SHIP believes to be reasonable, and which are consistent with the forecasts and projections prepared by SHIP. No representations or warranties are given that these projections will be achieved. Actual results will vary, perhaps in a materially negative way, from these forecasts and projections. The assumptions upon which these forecasts and projections are based may change, whether due to circumstances beyond the control of SHIP or otherwise. Investors are advised not to rely solely upon these projections in making their investment decision.
4. Interest Rate Fluctuation: If prevailing market interest rates rise significantly, the option of raising capital to repay the SHIP Community Bonds as they come due through the sale of new bonds or obtaining mortgage financing may prove difficult. In that event, SHIP community bonds may not be repaid in full or when due. Repayment will be subject to the availability of replacement funds provided by surpluses from operations. This risk diminishes over time as cash surpluses build up over the years.
5. Long-Term Investment: SHIP community bonds should be considered long-term investments and may not be suitable for investors who may desire or need a more liquid investment. This investment is for a minimum term of 3 years or a maximum of 6 years.
6. Market for Securities: There is currently no market for the SHIP community bonds offered and the development of such a market cannot be assumed. No ownership may be transferred without the express consent of the Board of Directors.
7. Operations and Maintenance: The ongoing maintenance of the facilities is vital to achieving SHIP’s estimated financial projections. While SHIP has endeavoured to budget adequately for all operations and maintenance expenses, equipment replacement expenses and contingency fees, unforeseen events could cause these expenses to exceed the estimates.
8. Performance Risk: In the event that its units do not generate the anticipated rental revenues due to insufficient demand or other causes beyond the control of SHIP, projected cashflow could be adversely affected. The ability to repay the bonds, when due, will be limited by the available cash at that time.
9. Financial Covenants to Commercial Mortgage: SHIP expects that any commercial financing

acquired will carry financial covenants including but not limited to a fixed-charge coverage ratio, working capital ratio and debt to equity ratio. Based on the projections available on page 28 of this Offering Statement, SHIP is confident that commercial financial tests can be met.

10. Priority of Lenders: The SHIP community bonds will be subordinate to the Prior Financing as per Section 10 "DEBT OBLIGATIONS (185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario)". In event of a default or bankruptcy, the Prior Financing's lenders have priority with respect to payment of interest and principal.
11. Profitability and Solvency: There is no certainty that SHIP will generate a surplus and that SHIP will be able to pay interest or repay its community bonds. As such, there can be no assurance SHIP will be able to repay SHIP Bond capital investments when so requested. Investors who require guaranteed returns from their investments with no risk should not purchase SHIP community bonds.
12. Unknown Risk Factors: SHIP may also be subject to other unknown or unforeseen risk factors that could potentially affect its profitability and solvency. Some of these risk factors could include, but are not limited to, failure to comply with new or revised governing statutes, or reduced government funding or reduced annual donations, resulting in reduced performance. Any adverse unforeseen risk factors that materialize may negatively affect SHIP's profitability and solvency.
13. Transparency: Exempt securities such as SHIP community bonds are not subject to any reporting issuer regime, they provide less information to their investors, and the information provided is not subject to the oversight of any regulator.
14. Liquidity Risk: Exempt securities are subject to resale restrictions and there is no market for them. The only means of repayment is through SHIP, and since there is no redemption feature, the investor will not be able to liquidate their SHIP community bonds prior to maturity except in exceptional circumstances. Early redemption approval will be approved by SHIP Senior Leadership and/or Board of Directors.
15. Investor Rights: Investors in exempt securities are not afforded the same legal rights that are available to investors who purchase prospectus-based investments. There are no statutory rights for damages including any right of rescission, right of withdrawal or secondary market civil liability.
16. Litigation Risk: SHIP's operations are subject to a wide variety of laws and regulations and SHIP faces risks associated with legal and regulatory changes and litigation. In the normal course of operations, SHIP may become involved in various legal actions, including claims relating to personal injury, property damage, property taxes, land rights, and contractual and other commercial disputes. The final outcome with respect to outstanding, pending or future actions cannot be predicted with certainty, and the resolution of such actions may have an adverse effect on our financial position or results of operations. SHIP retains external legal consultants to assist it in remaining current and compliant with legal and regulatory changes and to respond to litigation.

7. DESCRIPTION OF CAPITAL STRUCTURE

SHIP is a non-profit corporation and is, as such, structured without share capital. Any prior Long-Term Debt Financing and line of credit obtained by SHIP are described in Section 11 "DEBT OBLIGATIONS FOR ENTIRE ORGANIZATION". The SHIP community bonds are described in Section 8 "DESCRIPTION OF SECURITIES OFFERED".

8. DESCRIPTION OF SECURITIES OFFERED

SHIP is offering to sell Series A, Series B, Series C, and Series D SHIP community bonds to individuals and corporations.

The form of 3-year Series A SHIP community bonds is included in Schedule A of the Trust Agreement, available [here](#). A minimum purchase of \$1,000 is required. The following table describes this series in detail:

Series A Bond	
Minimum Aggregate Offering:	Nil
Maximum Aggregate Offering:	\$4,000,000
Minimum Individual Purchase:	\$1,000
Maximum Individual Purchase:	\$4,000,000
Security	<p>Repayment of the 3-Year Series A SHIP community bond is secured by charges registered on the Real Property currently owned by SHIP. Repayments of the 3-Year Series A SHIP community bonds are secured by charges on 185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario, held by SHIP, subordinate to the organization's Prior Financing as noted in Section 10 in this Offering Statement, <i>pari-passu</i> with Series B, C, and D SHIP community bonds, and held by a trustee appointed by SHIP pursuant to a Trust Agreement available here for the benefit of all SHIP bondholders.</p> <p>No changes in the security can be made without the bondholders' consent by vote as set out in the Trust Agreement.</p>

Interest Rate	<p>All 3-Year Series A SHIP community bonds earn 3% interest, which shall be accrued annually, and paid annually.</p> <p>Interest is accrued from January 1st until December 31st. For all Bonds purchased during the Offering Period, the first and last interest payment will be prorated to the date of the investment and the maturity date.</p> <p>Accrued annual interest is paid out to the bond holders by January 31st of the following calendar year.</p>
Repayment	<p>Repayment of each 3-Year Series A SHIP community bond shall be due upon maturity.</p>
Terms and Redemption	<p>3-Year Series A SHIP community bonds issued under this offering statement shall mature 3 years after the date of purchase.</p> <p>The SHIP community bonds will be non-redeemable by the Bondholder during the term except in extraordinary circumstances, and with the approval of SHIP Senior Leadership or Board of Directors. Treatment of the bond upon death of the bondholder(s) will depend upon the current registration of the bond and estate law.</p> <p>SHIP may, before maturity, and upon 60 days' notice, offer to repay all or a portion of the principal outstanding, and shall communicate such offer to all bondholders. SHIP shall then repay those who express a desire to be repaid pro rata. SHIP also has the right to prepay at any time without penalty.</p> <p>To address cashflow concerns considering possible future market interest rate fluctuations, principal repayment on maturity may not occur until SHIP is able to do so from cash or cash reserves or until replacement capital is</p>
	<p>obtained. Such decision would be made by the Board of Directors of SHIP. The rights of the Bondholders are not otherwise affected by such a postponement and their outstanding bonds will continue to accrue interest at the indicated rate.</p>
Rank	<p>All Series A, Series B, Series C, and Series D SHIP Community Housing Bonds will rank equally with each other, but will rank subordinate to the Prior Financing as noted in Section 10 in this Offering Statement.</p>
Transfer	<p>Subject to a \$100 administration fee and approval from the SHIP Board of Directors. Such approval shall not unreasonably be withheld, provided the transfer is to another Bondholder of SHIP.</p>

Dissolution	In the event of the dissolution or liquidation of SHIP, the Bondholders shall be entitled to be paid, after the retirement of the Prior Financing plus any mortgage financing and forgivable loans that may be obtained, the amount of principal outstanding, plus any interest earned but unpaid. Upon payment of such amount, the holders of Bonds shall not be entitled to any further share in the distribution of the assets of SHIP.
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The form of **4-year Series B SHIP community bond** is included in Schedule B of the Trust Agreement, available [here](#). A minimum purchase of \$5,000 is required. The following table describes this series in detail:

Series B Bond	
Minimum Aggregate Offering:	Nil
Maximum Aggregate Offering:	\$4,000,000
Minimum Individual Purchase:	\$5,000
Maximum Individual Purchase:	\$4,000,000
Security	<p>Repayment of the 4-Year Series B SHIP community bond is secured by charges registered on the Real Property currently owned by SHIP. Repayments of the 4-Year Series B SHIP community bonds are secured by charges on 185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario, held by SHIP, subordinate to prior debt on the two sites noted in Section 10 in this Offering Statement, pari-passu with Series A, C, and D SHIP community bonds, and held by a trustee appointed by SHIP pursuant to a Trust Agreement available here for the benefit of all SHIP bondholders.</p> <p>No changes in the security can be made without the bondholders' consent by vote as set out in the Trust Agreement.</p>

Interest Rate	<p>All 4-year Series B SHIP community bonds earn 3.5% interest, which shall be accrued annually, and paid annually.</p> <p>Interest is accrued from January 1st until December 31st. For all Bonds purchased during the Offer Period, the first and last interest payment will be prorated to the date of the investment and the maturity date.</p> <p>Accrued annual interest is paid out to the bond holders by January 31st of the following calendar year.</p>
Repayment	<p>Repayment of each 4-year Series B SHIP Community Bond Series B shall be due upon maturity.</p>
Terms and Redemption	<p>4-year Series B SHIP community bonds issued under this offering statement shall mature 4 years after the date of purchase.</p> <p>The SHIP community bonds will be non-redeemable by the Bondholder during the term except in extraordinary circumstances, and with the approval of SHIP Senior Leadership or the SHIP Board of Directors. Treatment of the bond upon death of the bondholder(s) will depend upon the current registration of the bond and estate law.</p> <p>SHIP may, before maturity, and upon 60 days' notice, offer to repay all or a portion of the principal outstanding, and shall communicate such offer to all bondholders. SHIP shall then repay those who express a desire to be repaid pro rata. SHIP also has the right to prepay at any time without penalty.</p> <p>To address cashflow concerns considering possible future market interest rate fluctuations, principal repayment on maturity may not occur until SHIP is able to do so from cash or cash reserves or until replacement capital is obtained. Such decision would be made by the Board of Directors of SHIP. The rights of the Bondholders are not otherwise affected by such a postponement and their outstanding bonds will continue to accrue interest at the indicated rate.</p>
Rank	<p>All Series A, Series B, Series C, and Series D SHIP Community Housing Bonds will rank equally with each other, but will rank subordinate to the Prior Financing as noted in Section 10 in this Offering Statement.</p>
Transfer	<p>Subject to a \$100 administration fee and approval from the SHIP Board of Directors. Such approval shall not unreasonably be withheld, provided the transfer is to another Bondholder of SHIP.</p>

Dissolution	In the event of the dissolution or liquidation of SHIP, the Bondholders shall be entitled to be paid, after the retirement of the Prior Mortgage Financing, any mortgage financing and forgivable loans that may be obtained, the amount of principal outstanding, plus any interest earned but unpaid. Upon payment of such amount, the holders of Bonds shall not be entitled to any further share in the distribution of the assets of SHIP.
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The form of **5-year Series C SHIP community bond** is included in Schedule C of the Trust Agreement available [here](#). A minimum purchase of \$10,000 is required. The following table describes this series in detail:

Series C Bond	
Minimum Aggregate Offering:	Nil
Maximum Aggregate Offering:	\$4,000,000
Minimum Individual Purchase:	\$10,000
Maximum Individual Purchase:	\$4,000,000
Security	<p>Repayment of the 5-Year Series c SHIP community bond is secured by charges registered on the Real Property currently owned by SHIP. Repayments of the 5-Year Series C SHIP community bonds are secured by charges on 185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario, held by SHIP as noted in section 10 in this Offering Statement, pari-passu with Series A, B, and D SHIP community bonds, and held by a trustee appointed by SHIP pursuant to a Trust Agreement available here for the benefit of all SHIP bondholders.</p> <p>No changes in the security can be made without the bondholders' consent by vote as set out in the Trust Agreement.</p>

Interest Rate	<p>All 5-year Series C SHIP community bonds earn 4% interest, which shall be compounded and paid at maturity.</p> <p>Interest is accrued from January 1st until December 31st. For all bonds purchased during the Offer Period, the interest will be paid upon maturity.</p>
Repayment	<p>Repayment of each 5-year Series C SHIP community bond shall be due upon maturity.</p>
Terms and Redemption	<p>5-year Series C SHIP community bond issued under this offering statement shall mature 5 years after the date of purchase.</p> <p>The SHIP community bonds will be non-redeemable by the Bondholder during the term except in extraordinary circumstances, and with the approval of SHIP Senior Leadership or the SHIP Board of Directors. Treatment of the bond upon death of the bondholder(s) will depend upon the current registration of the bond and estate law.</p> <p>SHIP may, before maturity, and upon 60 days' notice, offer to repay all or a portion of the principal outstanding, and shall communicate such offer to all bondholders. SHIP shall then repay those who express a desire to be repaid pro rata. SHIP also has the right to prepay at any time without penalty.</p> <p>To address cashflow concerns considering possible future market interest rate fluctuations, principal repayment on maturity may not occur until SHIP is able to do so from cash or cash reserves or until replacement capital is obtained. Such decision would be made by the Board of Directors of SHIP. The rights of the Bondholders are not otherwise affected by such a postponement and their outstanding bonds will continue to accrue interest at the indicated rate.</p>
Rank	<p>All Series A, Series B, Series C, and Series D SHIP Community Housing Bonds will rank equally with each other, but will rank subordinate to the Prior Financing as noted in Section 10 in this Offering Statement.</p>
Transfer	<p>Subject to a \$100 administration fee and approval from the SHIP Board of Directors. Such approval shall not unreasonably be withheld, provided the transfer is to another Bondholder of SHIP.</p>
Dissolution	<p>In the event of the dissolution or liquidation of SHIP, the Bondholders shall be entitled to be paid, after the retirement of the Prior Mortgage Financing, any mortgage financing and forgivable loans that may be obtained, the amount of principal outstanding, plus any interest earned but unpaid. Upon payment of such amount, the holders of Bonds shall not be entitled to any further share in the distribution of the assets of</p>

	SHIP.
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The form of 6-year **Series D SHIP community bond** is included in Schedule D of the Trust Agreement, available [here](#). A minimum purchase of \$25,000 is required. The following table describes this series in detail:

Series D Bond	
Minimum Aggregate Offering:	Nil
Maximum Aggregate Offering:	\$4,000,000
Minimum Individual Purchase:	\$25,000
Maximum Individual Purchase:	\$4,000,000
Security	<p>Repayment of the 6-Year Series D SHIP community bond is secured by charges registered on the Real Property currently owned by SHIP. Repayments of the 6-Year Series D SHIP community bonds are secured by charges on 185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario, held by SHIP as noted in section 10 in this offering statement, pari-passu with Series A, B, and C SHIP community bonds, and held by a trustee appointed by SHIP pursuant to a Trust Agreement available here for the benefit of all SHIP bondholders.</p> <p>No changes in the security can be made without the bondholders' consent by vote as set out in the Trust Agreement.</p>
Interest Rate	<p>All 6-year Series D SHIP community bonds earn 4.5% interest, which shall be accrued annually, and paid annually.</p> <p>Interest is accrued from January 1st until December 31st. For all bonds purchased during the Offer Period, the first and last interest payment will be prorated to the date of the investment and the maturity date.</p>

Repayment	Repayment of each 6-year Series D SHIP community bond shall be due upon maturity.
Terms and Redemption	<p>6-year Series D SHIP community bond issued under this offering statement shall mature 6 years after the date of purchase.</p> <p>The SHIP community bonds will be non-redeemable by the Bondholder during the term except in extraordinary circumstances, and with the approval of SHIP Senior Leadership or the SHIP Board of Directors. Treatment of the bond upon death of the bondholder(s) will depend upon the current registration of the bond and estate law.</p> <p>SHIP may, before maturity, and upon 60 days' notice, offer to repay all or a portion of the principal outstanding, and shall communicate such offer to all bondholders. SHIP shall then repay those who express a desire to be repaid pro rata. SHIP also has the right to prepay at any time without penalty.</p> <p>To address cashflow concerns considering possible future market interest rate fluctuations, principal repayment on maturity may not occur until SHIP is able to do so from cash or cash reserves or until replacement capital is obtained. Such decision would be made by the Board of Directors of SHIP. The rights of the Bondholders are not otherwise affected by such a postponement and their outstanding bonds will continue to accrue interest at the indicated rate.</p>

Rank	All Series A, Series B, Series C, and Series D SHIP Community Housing Bonds will rank equally with each other, but will rank subordinate to the Prior Financing as noted in Section 10 in this Offering Statement.
Transfer	Subject to a \$100 administration fee and approval from the SHIP Board of Directors. Such approval shall not unreasonably be withheld, provided the transfer is to another Bondholder of SHIP.
Dissolution	In the event of the dissolution or liquidation of SHIP, the Bondholders shall be entitled to be paid, after the retirement of the Prior Mortgage Financing, any mortgage financing and forgivable loans that may be obtained, the amount of principal outstanding, plus any interest earned but unpaid. Upon payment of such amount, the holders of Bonds shall not be entitled to any further share in the distribution of the assets of SHIP.

8.1. QUALIFIED INVESTMENTS FOR REGISTERED ACCOUNTS

SHIP understands there may be investors who wish to invest through Registered Retirement

Savings Plans (RRSPs) and Tax-Free Savings Accounts (TFSA's). SHIP has partnered with the Canadian Worker Cooperative Federation (CWCF) that has developed a Self-Directed Registered Retirement Savings Plan and Self-Directed Tax-Free Savings Account Program called Common Good Capital to make this option available in Bond Series C and D. The Program enables co-operatives and non-profit organizations like SHIP to offer securities held within Registered Plans. Plans are fully administered by CWCF under an Agency Agreement with a bare trustee and in accordance with Canada Revenue Agency (CRA) regulations. For more information on CWCF's Common Good Capital program visit the website at <https://canadianworker.coop/about-cgc/>.

Traditional Canadian financial institutions have placed significant limitations and regulations in place to govern how privately issued securities are held within their self-directed RSPs and TFSA's. As a result, it is unlikely that the SHIP Community Bonds can be held in every type of registered account at any financial institution.

Even with the support of an external tax opinion, investment advisors and/or institutions may not allow investors to hold SHIP community bonds in their registered accounts.

An external tax opinion letter has been sought by SHIP in the sale of the SHIP community bonds. It will be made available to investors who choose to invest and hold a SHIP bond in a RRSP/TFSA.

Prospective investors should only and directly consult with their licensed investment advisors should they be interested in investing through registered accounts.

9. METHOD OF THE SALE OF SECURITIES

All bonds sold pursuant to this Offering Statement will be sold exclusively by representatives and employees of Services and Housing In the Province (SHIP).

9.1. DESCRIPTION OF THE MARKET ON WHICH THE SECURITIES MAY BE SOLD

There is no market through which SHIP community bonds may be sold and none is expected to develop. Purchasers may not be able to resell SHIP Community Housing Bonds purchased pursuant to this Offering Statement.

No SHIP community bonds may be transferred without the express consent of SHIP.

9.2. MINIMUM AND MAXIMUM AMOUNTS

There is no minimum aggregate offering.

The minimum and maximum individual purchases permitted for the SHIP Bonds offered pursuant to this Offering Statement is as follows:

	Series A	Series B	Series C	Series D
Minimum Individual Purchase	\$1,000	\$5,000	\$10,000	\$25,000
Maximum Individual Purchase	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000

9.3. ONLINE SUBSCRIPTION

SHIP Bonds will be offered for purchase through an online subscription process. Prospective investors will be guided through the simple and secure registration process online. SHIP will provide multiple options and opportunities for investors to ask questions and receive clarifications prior to investing. For those investors who do not wish to purchase online, paper application forms may be provided.

All investors will be given the opportunity to read this Offering Statement, SHIP Business Plan, Trust Agreement, and any Independent Opinion Letters prior to purchasing a SHIP community bond. Investors will have the option of payment by Electronic Fund Transfer or cheque.

SHIP will provide electronic copies of the Bond Certificate and purchase receipt once the clearance of investors' funds has been confirmed. Original bond certificates are held with SHIP's investment management partners, Tapestry Community Capital or Canadian Worker Co-Op Federation in a physical safe at its locations at 192 Spadina Ave, Toronto, Ontario and 1-41 Aberdeen Street, Kentville, Nova Scotia.

9.4. MARKETING CAMPAIGN

SHIP community bonds will be marketed to individuals and corporations that are current donors, supporters, or may become supporters of SHIP.

Up to date information about the SHIP Community Bond campaign can be found at shipshey.ca/invest. All investor package materials will be made freely available to access for any interested party. The site contains all the campaign literature, FAQs and relevant event notices.

The campaign will consist of:

- Digital Marketing, including dedicated email campaigns, social media outreach, videos, and blogs.
- Print materials, including pledge cards, project briefs.
- Public relations to acquire interviews and print and online news articles.
- Public events, including on-site and local hosted information sessions.
- One-on-one consultation sessions for potential investors, upon request.

Potential investors should check the [website](#) for status of the campaign, including key dates and milestones, as well as the amount of the bonds remaining for sale.

10. DEBT OBLIGATIONS (185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario)

The following table describes the amount and particulars of any securities, mortgages, bonds, debentures and other prior debt obligations on 185 Lakeshore Road East, Mississauga, Ontario and 19179 Centreville Creek Rd, Caledon East, Ontario:

CREDITOR	AMOUNT	TERM	RATE	DESCRIPTION
People's Trust	\$35,692	Due October 2025	2.15%	Mortgage on 19179 Centreville Creek Rd, Caledon East
TOTAL DEBTS	\$35,692			

11. DEBT OBLIGATIONS FOR ENTIRE ORGANIZATION

The following table describes the amount and particulars of any securities, mortgages, bonds, debentures and other prior debt obligations of SHIP as of March 31, 2025.

CREDITOR	AMOUNT	TERM	RATE	DESCRIPTION
CIBC	\$0 used (\$100,000 available)			Line of credit with a general security agreement
People's Trust	\$18,107,771	Due June 2027	2.9%	Mortgage on 247 Queen Street East, Brampton
People's Trust	\$35,692	Due October 2025	2.15%	Mortgage on 19179 Centreville Creek Rd, Caledon East
Canada Mortgage and Housing Corporation	\$3,771,206	Due November 2034	3.35%	Mortgage on 236 First Street, Orangeville
TOTAL DEBTS	\$21,914,669			

The organization holds forgivable loans on the books for \$38,843,366 from the Region of Peel and Canada Mortgage and Housing Corporation to finance a number of properties SHIP owns. These loans will be fully forgiven 20 years after issued which is between 2030 and 2044.

Prior Financing is the current secured financing, as set out above, and any additional secured financings that, in the opinion of SHIP's Board of Directors, is necessary or advisable for the development and/or operation of its projects, and which, by the terms of such financings, are required by the lender to have priority over the blanket mortgage securing the Bonds.

12. MATERIAL LEGAL PROCEEDINGS TO WHICH SHIP IS A PARTY

Services and Housing In the Province is not party to any material legal proceedings.

13. MATERIAL INTERESTS OF DIRECTORS, OFFICERS, AND EMPLOYEES

Each of the Directors on the Board of Directors of SHIP does so as a volunteer.

The Board of Directors will be offered the securities to be issued under this Offering Statement on the same terms as available to other Bondholders.

The Board of Directors is not engaged in any related party transactions.

14. MATERIAL CONTRACTS

This section describes the material contracts entered during the past year preceding this offering statement.

14.1. Tapestry Community Capital – Master Services Agreement

SHIP has retained Tapestry Community Capital to carry out certain functions and services on its behalf to support the raising of up to \$4,000,000 in community bonds. The contracted activities include supporting the Community Bond Maturity and Raise Campaign. The contract runs from August, 2024 until campaign completion.

The agreement is a fixed price contract for pre-campaign activities which comprises financial analysis, drafting and professional review of the offering statement, onboarding SHIP to the online investment system, preparing the investment workflows, and planning for campaign-related events as required. The contracted price includes supporting a campaign plan to help SHIP to reach their financing goals.

During the raise phase of the campaign, SHIP will incur per-hour charges for Tapestry's ongoing investment management services, invoiced monthly, as per the current contract. At the end of the campaign, Tapestry will manage the reporting and administration to SHIP's investors for the lifetime of the SHIP Bonds for an hourly fee.

14.2. Agreement with Bondholder Trustee

SHIP has entered into an agreement with a TRUSTEE, Randy Beyers, a Chartered Professional Accountant based in Orangeville, Ontario, to hold a charge on its Real Property in trust for the benefit of the holders of SHIP community bonds. The Trust Agreement is available [here](#). A copy of this Offering Statement must be given to each investor before SHIP may legally accept any payment. None of the securities issued by SHIP pursuant to this Offering Statement will be in bearer form.

CERTIFICATE OF DISCLOSURE

THE FORGOING CONSTITUTES FULL, TRUE, AND PLAIN DISCLOSURE OF ALL MATERIAL FACTS RELATING TO THE SECURITIES OFFERED BY THIS OFFERING STATEMENT.

Dated in Brampton, Ontario this 11th day of June, 2025.

A handwritten signature in black ink, appearing to read "Thomas DiCarlo".

Thomas DiCarlo, Acting CEO, Services and Housing in the Province

A handwritten signature in blue ink, appearing to read "Lori Ker".

Lori Ker, Board Chair, Services and Housing in the Province