

Ottawa Community Land Trust Offering Statement

This offering document contains important information about the Ottawa Community Land Trust Community Bonds offered for sale by the not-for-profit corporation named below.

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

Offering Statement

September 17, 2025

Ottawa Community Land Trust ("OCLT")
(Incorporated under the Canada Not-for-Profit Corporations Act)

Minimum Aggregate Offering: Nil

Closing Date: March 31, 2027

OCLT is offering 2025 Community Bonds in three series:

2025 Series A: \$1,000 minimum investment, 3 year term, 2.75% interest paid on maturity

2025 Series B: \$5,000 minimum investment, 5 year term, 3% interest paid annually

2025 Series C: \$50,000 minimum investment, 7 year term, 3.5% interest paid annually

MAXIMUM TOTAL TO BE RAISED UNDER THIS OFFERING STATEMENT: \$10,000,000

OCLT is offering 2025 Series A 3-year, 2025 Series B 5-year and 2025 Series C 7-year, Community Bonds marketed as 'Housing Forever Bonds'. Any individuals, corporations and organizations who wish to purchase the bonds, may do so subject to the minimum investment thresholds.

OCLT Housing Forever Bonds will be used as part of OCLT's revolving fund to acquire affordable housing, including the costs of conducting its due diligence on properties and preserving affordability. The bond funds will allow OCLT to respond quickly to acquisition opportunities. The proceeds of this Offering make it possible to make credible offers to purchase properties when they come onto the real estate market.

The securities offered herein are issued by a not-for-profit corporation and as the requirements are met, this offering is exempt from the prospectus requirements of the Securities Act (Ontario). The persons selling these securities are acting exclusively as representatives of OCLT 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 OCLT have set the price of the securities offered.

OCLT Bonds issued under this offering are secured by charges registered on any real property held by OCLT, which includes the site located at 887 Kirkwood Avenue and 366 Brant Street in Ottawa, Ontario, and the future properties to be purchased by OCLT in the City of Ottawa. OCLT shall be relieved of its obligation to provide security for 2025 Housing Forever Bonds attaching to properties to be acquired at any time that the aggregate principal amount of the Charge(s) registered against the Real Properties is equal to or greater than the amount raised for 2024 OCLT Housing Forever Bonds (\$3 million) and 2025 OCLT Housing Forever Bonds at March 31, 2027 (or such other date of the closing of the offering). See Section 4 “Timing of Security Against Current and Future Site” below for a description of anticipated timing of registering bond charges and associated risks.

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 7 “Risk Factors” below for a description of risk factors.

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

1. GLOSSARY	3
2. CORPORATE INFORMATION	3
2.1. <i>DIRECTORS AND OFFICERS</i>	4
2.2. <i>MANAGEMENT TEAM</i>	5
3. DESCRIPTION OF THE BUSINESS OF OCLT	5
3.1 <i>OCLT’S GROWING PORTFOLIO</i>	6
3.2 <i>REVIEW OF DOCUMENTS</i>	7
4. TIMING OF SECURITY OF BONDS AGAINST CURRENT AND FUTURE SITES	7
5. USE OF PROCEEDS OF THE OFFERING	8
6. FINANCIAL PROJECTIONS AND PLAN	9
6.1. <i>MANAGEMENT ASSUMPTIONS</i>	10
6.2. <i>FINANCIAL ASSUMPTIONS</i>	11
6.3. <i>FUNDS FOR EXISTING AND FUTURE PROPERTIES</i>	12
7. RISK FACTORS	12
8. DESCRIPTION OF CAPITAL STRUCTURE	14
9. DESCRIPTION OF SECURITIES OFFERED	15
9.1. <i>QUALIFIED INVESTMENTS FOR REGISTERED ACCOUNTS</i>	19
10. METHOD OF THE SALE OF SECURITIES	20
10.1. <i>DESCRIPTION OF THE MARKET ON WHICH THE SECURITIES MAY BE SOLD</i>	20
10.2. <i>MINIMUM AND MAXIMUM AMOUNTS</i>	20
10.3. <i>ONLINE SUBSCRIPTION</i>	20

10.4. MARKETING CAMPAIGN	21
11. SECURITIES AND OTHER DEBT OBLIGATIONS OF OCLT	21
12. MATERIAL LEGAL PROCEEDINGS TO WHICH THE ORGANIZATION IS A PARTY	22
13. MATERIAL INTERESTS OF DIRECTORS, OFFICERS, AND EMPLOYEES	22
14. MATERIAL CONTRACTS	22
14.1. Tapestry Community Capital – Master Services Agreement	22
14.2 Agreement with Bondholder Trustee	22
Schedule A – Terms of Trust Agreement	24

1. GLOSSARY

“Sites or Real Properties” means the buildings owned by OCLT at 887 Kirkwood Avenue, Ottawa, ON, K1Z 5Y3, 366 Brant Street, Ottawa, ON, KV1 6V6 and yet to be owned sites in the City of Ottawa.

“OCLT” means Ottawa Community Land Trust.

“2024 OCLT Housing Forever Bonds” refers to 3-Year, 5-Year, and 7-Year bonds issued by OCLT in 2024.

“OCLT 2025 Housing Forever Bonds” refers to 3-Year, 5-Year, and 7-Year bonds issued by OCLT in 2025.

“Qualified Debt Securities” means any future debt securities issued by OCLT that qualify as investments for Registered Retirement Savings Plans (RRSPs), Tax-Free Savings Accounts (TFSA), or other registered savings plans and accounts.

“VCIB” means VanCity Community Investment Bank, the financial institution which provides the line of credit facility to OCLT and is expected to provide OCLT with a CMHC insured mortgage.

“CMHC” means Canadian Mortgage and Housing Corporation, the financial institution that, among other things, offers long term financing solutions for affordable housing projects.

“Tapestry” means Tapestry Community Capital, the business unit operating within TREC Inc. that advises OCLT on its Bonds campaigns.

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

2. CORPORATE INFORMATION

Name of the Corporation: Ottawa Community Land Trust (“OCLT”)

Date of Incorporation: January 7, 2021

Canada Corporation No: 12627159

Head Office Address: 415 Gilmour St, Suite 200, Ottawa, ON K2P 2M8

Auditors: Baker Tilly Ottawa LLP

Fiscal Year End: December 31

Registrar/Transfer Agent: OCLT 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:

Name	Board Position	Occupation	Board Term
Hilary McVey	Chair	Partner, Deloitte	2023-2026
Jeff Westeinde	Vice Chair	Investor, Partner	2023-2026
Ian Fraser	Director	CEO, RA Centre	2024-2027
Jaimee Gaunce	Director	Indigenous Public Policy Leader	2024-2027
Emily Hayes	Director	Capacity Development Advisor, Federation of Canadian Municipalities Sustainable Affordable Housing Initiative	2024-2027
Kiefer Maracle	Director	Housing Specialist	2023-2026
Steve Pomeroy	Director	Housing Research Consultant, University Lecturer	2025-2028
Miriam Mathew	Director	Senior Consultant, Government Relations	2024-2027
Jaswinder Kaur	Director	Professor, Algonquin College's School of Business	2025-2028
Ludovic Viger	Director	Author	2024-2027

Lisa Ker	Director	Deputy ED, Community Housing Transformation Centre	2025-2028
----------	----------	--	-----------

2.2. MANAGEMENT TEAM

OCLT is an affordable housing non-profit land trust that is currently managed by a volunteer board currently composed of 11 directors, recommended by a Board Nominations Committee and elected by all members of the organization at our Annual General Meeting. OCLT is a community-led non-profit managed by 3 staff members.

Its volunteer board can be composed of up to 12 directors. As per the organization's by-laws, the Nominating Committee has a clear mandate to pursue and apply an equity and inclusion lens through the nomination process, and further takes steps to recruit board members with knowledge of: Indigenous Housing, the Housing Sector, Equity Issues in Housing, Leaseholder Issues, Fundraising Expertise, Development/Land Expertise, Finance Expertise and Legal Expertise.

On May 8, 2025, the OCLT held its Annual General Meeting, with Board elections among one of its central elements. Over time, the OCLT will invite residents of its properties to join its Board of Directors while continuing to bolster the knowledge referenced above.

The organization's overall operations are overseen by OCLT's Executive Director, Mike Bulthuis, who is supported by Glenn Grignon, as the Operations Manager and Patrick Mason, as the Finance Manager. Volunteers support the Board and staff through 4 sub-committees, including Asset Development, Community Engagement, Finance and Audit, and Executive. Three of the sub-committees include directors and volunteers and one sub-committee comprises only of board members.

3. DESCRIPTION OF THE BUSINESS OF OCLT

OCLT has a bold vision for Ottawa: envisioning our city as a home where adequate, affordable housing is available to anyone who needs it, and where community-based housing providers are leading solutions to make that happen. The OCLT was federally incorporated as a non-profit corporation in January 2021.

Prior to incorporation, the OCLT was guided by a volunteer steering committee that began to meet in 2017. Created by the local community housing sector, the OCLT works in partnership with local non-profits and co-operatives to preserve, maintain and create affordable housing. To pursue this goal, specific attention was directed towards establishing a revolving investment fund – key to enabling the purchase of properties and expanding and strengthening community non-profit ownership in Ottawa's housing system.

Working to enact this vision, the OCLT operates as a social enterprise, pursuing innovative ways of preserving housing affordability in the National Capital Region. Our mandate is twofold: We acquire existing rental properties to preserve affordability; and, we secure vacant land to develop various types of affordable housing in the future.

More information on our mission and impact can be found in our [Business Plan](#).

3.1 OCLT'S GROWING PORTFOLIO

Site #1: In 2023, the OCLT first piloted its role as a vehicle to acquire and preserve existing private rental assets and operate them at affordable rents. Inspired by the work of other CLTs, the OCLT successfully acquired a 6-unit multi-residential apartment building located on 887 Kirkwood Avenue in Ottawa's Carlington neighbourhood.

The purchase was completed through the blending of an anonymous gift, a grant from the City of Ottawa and a line of credit from VCIB. As of August 2025, OCLT replaced the line of credit with an additional grant from the City and Bond funds from the 2024 OCLT Housing Forever Bond Campaign. OCLT has been working on a property tax exemption approval from the City and plans to secure a mortgage from Canada Mortgage Housing Corporation (CMHC) through their Multi Unit Mortgage Loan (MLI) product. The mortgage funds will free up some of the bond proceeds which will enter the revolving acquisition fund to support future acquisitions.

Site #2: In 2024, powered by the community's significant participation in the 2024 OCLT Housing Forever Bonds campaign, OCLT acquired its second property, a 10-unit apartment building at 366 Brant Street, Ottawa - again protecting tenancies, while stabilizing rents as units naturally turn-over, at rates closer to Average Market Rent (AMR). The acquisition was funded with a line of credit (LOC) from VCIB and the 2024 OCLT Housing Forever Bonds. The LOC was later paid down in summer of 2025 completely using the remaining 2024 Bond funds. As of September 16th, OCLT still has a charge registered on 366 Brant Street, which will shortly be discharged and removed from the site.

Site #3 and #4: OCLT plans to use the \$10,000,000 raised from the 2025 bond offering, and up to \$2,100,000 sourced from the refinancing of the existing two existing properties, to free up 2024 bond proceeds and deploy a total of \$12,100,000 via the revolving acquisition fund, to purchase up to 55 units of rental housing in 2026.

OCLT is already in preliminary negotiations to purchase a 31-unit building (site #3) for \$7.3m in Q2 in 2026, including closing and soft costs. With remaining bond proceeds of \$4.8m, OCLT has projected the acquisition of a 24 unit site (site #4) in Q4 of 2026. These will fully deploy the revolving fund and achieve acquisition targets for the year.

OCLT has entered into a contract with Housing Managers Collective Inc. (HMC) for property management services at its Kirkwood and Brant properties. HMC is also responsible for tenant relations and unit allocation. Under this arrangement, OCLT and HMC are working together to articulate optimal partnership agreements moving forward.

Over time, OCLT plans to offer long-term head lease or ground leases, to be determined on a site by site basis, to experienced non-profit and co-operative housing providers. These arrangements will leverage the functional expertise of these organizations, allowing OCLT to focus on portfolio growth and long-term asset management. Lessee organizations will be determined on a case by case basis, with considerations including geography (location of property), population needs (demand), organizational readiness (partners' capacity) and previous experience.

3.2 REVIEW OF DOCUMENTS

All documents referred to in this Offering Statement, including the Letters Patent and By-Laws of OCLT, and major contracts, may be reviewed by any Bondholder at the OCLT offices upon request.

4. TIMING OF SECURITY OF BONDS AGAINST CURRENT AND FUTURE SITES

OCLT plans to secure the 2025 Housing Forever Bonds as quickly as possible. To protect investors, OCLT has set up a Trust with an independent Trustee. The 2025 Bond Holders are the beneficiaries of this Trust, meaning it exists for their benefit. A similar Trust is already in place for the 2024 Housing Forever Bonds with the same Trustee.

OCLT purchased 887 Kirkwood for \$1,435,000 in October 2023, and has a \$800,000 charge registered against contribution agreements with the City of Ottawa. OCLT purchased 366 Brant Street for \$1,910,000 in October 2024, carrying a \$1,750,000 charge registered in favour of VCIB. In the summer of 2025, OCLT paid off its outstanding debt to VCIB. The current charge on 366 Brant Street will shortly be discharged and removed from the property. The maximum available security on the two properties, assuming there are no plans to encumber them with higher priority security further, for the 2024 (\$3,000,000) and 2025 bonds (up to \$10,000,000) is \$2,545,000.

A charge will be registered by the Trustee against title to 887 Kirkwood Avenue, Ottawa, ON K1Z, 5Y3, 366 Brant Street, Ottawa, ON and subsequently against title to any additional property to be acquired using the proceeds of the 2024 and 2025 Housing Forever Bonds.

OCLT's bonds will be secured by the portfolio of properties. When the bonds are the only financing for a property, they will have the sole charge on the property. When a property has other sources of financing like a mortgage, the bonds will have a secondary charge on the property, similar to a second mortgage. In cases where a charge for other financing is registered after a charge for bondholders has been registered, the charge securing the bonds will be postponed so that the other financing ranks ahead of the bonds.

There will be a period of time, in relation to each property, during which the investments of bondholders will be unsecured. Bond proceeds will be deposited into a discrete account, oriented only to property acquisitions, under the control of OCLT. While OCLT has no intention

of using funds to cover its core operating costs, those encountered in the operation of 887 Kirkwood Avenue, 366 Brant Street, Ottawa, ON or similar costs, there are no legal restrictions on the withdrawal and use of funds.

Subject to the qualifications stated in this Offering Statement (particularly those with respect to dilution of security, the existence or postponement in favour of higher priority security and initial periods prior to acquisitions) OCLT bonds, including \$3,000,000 of 2024 Housing Forever Bonds as well as no more than \$10,000,000 of 2025 Housing Forever Bonds, will be secured against title to properties previously acquired (887 Kirkwood Avenue and 366 Brant Street as of September 2025) and those to be acquired (properties 3 and 4 in this Offering Statement).

OCLT intends to use the proceeds of the 2025 OCLT Housing Forever Bonds for such purposes related to the acquisition of additional properties such as the costs of conducting its due diligence on properties it is considering acquiring and making (potentially non-refundable) deposits further to agreements of purchase and sale.

The equity available in any property (including 887 Kirkwood, 366 Brant and further properties which may be acquired) to secure investments of bondholders may be insufficient. The value of security that is available further to any given charge is equivalent to the market value of the property, less the principal and accrued interest owing and less any amounts otherwise due to such lenders in the event that they need to recover amounts due to them. Where the amount of equity is less than the value of the investments secured, the security will be diluted. [OCLT has no intention of obtaining market value appraisals.]

Until the registration of a charge or charges, investments are unsecured.

OCLT intends to use a portion of the proceeds of the 2025 OCLT Housing Forever Bonds to fund pre-acquisition expenditures which will not be recoverable if an acquisition does not ultimately occur.

If the equity available in a property or properties is less than the amount secured, the security is diluted and some portion of the aggregate amount invested by bondholders remains unsecured.

OCLT intends to secure the investments represented by 2025 OCLT Housing Forever Bonds as soon as it is practically possible to do so. Investors should, however, understand that there will be periods of time in which their investments will remain unsecured or not fully secured and that the investments are riskier than they would otherwise be.

5. USE OF PROCEEDS OF THE OFFERING

The purpose of this Offering Statement is to raise funds to acquire a third and fourth property in the City of Ottawa. It is the intention that these properties will be acquired using sources other than conventional or insured mortgages (lines of credit, 2025 Housing Forever Bonds, donations, grants available to assist with acquisitions). After a property is purchased, OCLT will

work with financial institutions and, if relevant, government agencies to secure first mortgage financing. At the time that security for such first mortgage financing is granted, any pre-existing security for 2024 and 2025 Housing Forever Bonds will be postponed in favour of the new first mortgage financing or, if there is no such security in place, new subordinate security will be granted.

Where applicable, OCLT will also seek out grants or non-repayable contributions - particularly as opportunities such as those with Canada's Rental Preservation Fund may become available. These processes can often take 6 to 12 months when pursuing the lowest interest rates for affordable housing initiatives or finalizing contribution agreements. When first mortgage financing or non-payable contributions are secured, Housing Forever Bond proceeds used to acquire properties will be made available for the pursuit of future acquisitions.

Over the course of 2026 and 2027, OCLT plans to put mortgages in place on these new properties. Mortgages of up to \$10,320,000 on these properties will free up bond funding for the next round of OCLT acquisitions.

6. FINANCIAL PROJECTIONS AND PLAN

OCLT has prepared 10-year pro-forma financial projections. It covers the fiscal period of 2025-2035 and is available [here](#).

OCLT has modelled the acquisition of 55 units of rental housing in 2026. These acquisitions are projected to be funded by \$10 million from the 2025 Housing Forever Bonds and \$2.1 million is sourced from the refinancing of Site #1 and #2 (existing properties) to free up the OCLT 2024 bond proceeds.

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

OCLT has budgeted for acquiring 55 units in 2026 and plans to bring the unit rents to 100% of CMHC AMR at turn-over. As part of its goal to acquire the 55 affordable units, OCLT is in preliminary negotiations to purchase a 31-unit building in Q2 of 2026 for \$7.3m (including closing and softs costs) which would become Site 3. After the purchase of site 3, with the remaining bond proceeds, OCLT has projected the acquisition of site #4 for \$4.8m in Q4 of 2026 to fully deploy the revolving fund and achieve acquisition targets for the year. The organization has forecasted generating rental revenue for 9 months on site #3 and for 3 months on site #4 in the 2026 financial year. For illustrative purposes find below two tables outlining building details and the projected acquisition projections:

Building Details	Closing Year	# of Units	Purchase Value (including closing costs)	Bond Fund Source
887 Kirkwood Avenue	2023	6	\$1,512,575	2024 Bond Campaign
366 Brant Street	2024	10	\$1,967,968	2024 Bond Campaign

Site #3 (31 units) and Site #4 (24 units**)	2026	55**	\$12,100,000**	2024 and 2025 Bond Campaign
---	------	------	----------------	-----------------------------

** Projected figure, actuals may vary.

As OCLT secures traditional low-cost mortgages on these new properties, bond funds will again become available for additional acquisitions. Using this revolving fund approach, OCLT projects acquisitions of up to 150 units from 2027 through 2031. The number of units acquired will depend heavily on the evolution of real estate prices, mortgage interest rates and terms, and overall inflation. Under this strategy, each dollar invested in these bonds unlocks an average of \$3.4 in acquisitions, multiplying the impact of Housing Forever Bond investors.

Acquisition and Financing Projections (values in \$ millions)

Year	2024	2025	2026	2027	2028	2029	2030	2031
Units acquired	10	0	55	50	40	30	20	10
Total units	16	16	71	121	161	191	211	221
Property assets	3.46	3.45	15.58	26.17	34.71	41.06	45.06	46.54
Total bond financing	3.00	8.00	13.00	12.76	12.36	10.85	9.10	5.70
Other property financing	1.42	0.00	2.37	12.61	21.73	29.68	35.80	40.60

6.1. MANAGEMENT ASSUMPTIONS

The following management assumptions were employed:

OCLT has endeavoured to use conservative estimates when modeling the financial performance of these operations. The statement of operations is prepared using actual results and estimates for future fundraising and operating expenses.

OCLT assumes a modest increase in asset values.

OCLT will strive to maintain affordable rents and program costs for its members and tenants.

All financing costs are estimates based on anticipated timing of repayment of certain financial obligations, including repayment of bonds to be issued.

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 statements rely on successfully completing the 2025 OCLT Housing Forever Bond campaign during the Offering Period.

As OCLT is a non-profit corporation, it is the opinion of OCLT that no income taxes are payable by it. However, if OCLT is obliged to pay income tax, payment would be from surplus, and the impact on OCLT's ability to pay interest and principal on the OCLT Bonds would be minimal.

OCLT is a registrant for Harmonized Sales Tax purposes, and expects the impact of HST on its finances will be neutral or minimal. OCLT qualifies for HST rebates; however, for HST taxable items that do not qualify for the rebate, OCLT has made provisions to cover the payment of HST on these items.

Fund Utilization: The funds will be collected and retained in OCLT's discrete portfolio account until they are transferred to support specific projects. Proceeds of the bond issuance are not, however, secured until such time as a charge securing them is registered. Refer to section 4 **"TIMING OF SECURITY OF BONDS AGAINST CURRENT AND FUTURE SITES"** above for a description of anticipated timing of registering bond charges and associated risks.

6.2. FINANCIAL ASSUMPTIONS

The following financial assumptions were employed:

1. **Revenue Growth:** Apart from a one-time rental increase, at unit turn-over, to 100% of CMHC AMR, rental revenue is assumed to increase annually by a factor of 2.5%.
2. **Grants:** They are expected to start declining from 2027 and reduce to approximately \$30,000/year from 2031 onwards. This continued grant funding reflects the future recognition of capital grants received for the purchase of OCLT's first two properties. While OCLT has received significant donations in the past, it has not accounted for any donations starting 2026. Any donations received will have a positive impact on the cash flow.
3. **Expense Inflation:** Expenses are assumed to increase annually by an inflation factor of 2%.
4. **Characteristics of future acquisitions:** To ensure debt servicing capacity, OCLT will pursue future acquisitions with a 65%-95% loan-to-value (assuming debt service ratio at or above 1.15 in year 1 and in year 10), net of any non-repayable grant or contribution at time of purchase.
5. **Early Repayments:** OCLT has the right to repay 2025 Housing Forever Bonds before their maturity date. If the organization exceeds its net income target in any quarter, it may choose to reduce its interest expense by buying back 2025 Housing Forever Bonds. This is not planned during the 10-year projection period.
6. **Bond renewals:** At the end of the term of each of the 2025 Housing Forever Bonds, renewal may be an option for bondholders. The financial model projects pay out of Bond principal upon maturity.

6.3. FUNDS FOR EXISTING AND FUTURE PROPERTIES

The following table sets out the total estimated allocation of the 2025 Housing Forever Bond funds for the future properties of OCLT:

Site	Estimated total costs (including closing and soft costs)	2025 Housing Forever Bonds	2024 Housing Forever Bonds
Site #3 and Site #4	\$12,100,000	\$10,000,000	\$2,100,000

7. RISK FACTORS

OCLT Housing Forever Bonds carry inherent risks that are described in this section. OCLT will be subject to a number of risks that are common primarily to real estate acquisition ventures, as well as specific risks associated with operating multiple residential real estate facilities in the City of Ottawa.

OCLT 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 OCLT:

1. Cash Flow: OCLT anticipates positive cash flow over the 10-year plan period. However, these projections are based on a number of assumptions. The projections can be seen [here](#). If any one or more of these assumptions turn out to be significantly in error, then OCLT 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 OCLT will be able to raise sufficient capital from the proceeds of this offering to meet the financial requirements to operate the programs 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 OCLT believes to be reasonable, and which are consistent with the forecasts and projections prepared by OCLT. 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 OCLT or otherwise. Investors are advised not to rely solely upon these projections in making their investment decisions.
4. Income Tax Risk: In Canada, income tax exemption for a non-profit organization is obtained by structuring and operating the organization in accordance with the requirements of the Income Tax Act but may be challenged if the requirements for that exemption, as interpreted by Canada Revenue Agency and/or the courts, are not complied with. In case of a challenge, OCLT could be exposed to a tax liability.
5. Lessee Risks: As the OCLT strengthens its operational foundations, our focus on portfolio growth and longer-term asset management will be strengthened through head lease or ground

lease arrangements with lessee organizations – leveraging the expertise of other providers in both property management and tenant relations. There are risks inherent in such arrangements, as related to the performance of property management or payment of lease fees. Lease terms will ensure OCLT oversight of operations, ensuring performance and long-term viability. OCLT will also select experienced existing non-profit providers with strong property management track records. Decisions around partnerships will be brought to Board committees, where potential partners are vetted and their financial exposure assessed.

6. Long-Term Investment: OCLT 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 term of three, five or seven years. Repayment of Bond principal is contingent on OCLT raising sufficient replacement capital through traditional mortgage, grants and other funding sources (including a bond reinvestment campaign). There is a risk that OCLT will not be able to raise sufficient replacement capital to repay Bond investors when their bonds mature.
7. Market for Securities: There is currently no market for Community Bonds offered and the development of such a market cannot be assumed. Bonds may not be transferred to third parties without the express consent of the Board of Directors.
8. Operations and Maintenance: The ongoing maintenance of the facilities is vital to achieving OCLT's estimated financial projections. While OCLT 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. When leasing out entire buildings, some of these risks will be managed by the lessee organization. OCLT will work closely with lessees to ensure they operate in a financially sustainable manner while covering all maintenance responsibilities.
9. Performance Risk: In the event that its revenue sources do not generate the anticipated income due to insufficient demand for housing, expenses are higher than anticipated or other causes beyond the control of OCLT, projected cashflow could be adversely affected. The ability to repay the Bonds, when due, will be limited by the available cash at that time.
10. Strategic and Organizational Risk: As a small non-profit organization, OCLT may not have the expertise or financial resilience to deal with external shocks or internal challenges to its business model that could affect its ability to achieve its mission or service its debts. The OCLT Board itself will lead efforts to assess and manage this risk. OCLT's Board of Directors and committees represent decades of experience within housing, finance, investment and community organizing. Each Committee is guided by a Terms of Reference, with active member recruitment ensuring key expertise around the table.
11. Timing of Property Acquisition: The rate of subscription to Housing Forever Bonds may exceed assumptions or the rate of property acquisitions may be slower than assumed, leading to challenges in servicing the bonds. OCLT has an Asset Development Committee and Finance and Audit Committee that help assess and manage this risk in cooperation with OCLT's Board. To mitigate this risk, OCLT, via its stakeholder network, regularly receives property leads to build out a robust pipeline of potential acquisitions. Other measures that are available include delaying or reducing the refinancing of properties with mortgages to ensure that bond proceeds are in use and invested in income-generating properties; and placing surplus bond proceeds in high interest accounts or short term investments (eg. 90-day GIC's) as a temporary measure until they are needed for acquisitions.
12. Priority of Lenders: The OCLT Housing Forever Bonds (issued in 2024 and 2025) will be subordinate to any commercial lender, vendor take back mortgage, and Qualified Debt Securities. In the event of a default or bankruptcy, any higher ranking commercial lender, lender with a vendor take back mortgage and any holders of Qualified Debt Securities would have priority with respect to payment of interest and principal.
13. Profitability and Solvency: There is no certainty that OCLT will generate a surplus and that

OCLT will be able to pay interest or redeem its OCLT Bonds. OCLT has a Finance and Audit Committee that helps assess and manage this risk in cooperation with OCLT's Board. The committee looks at investing in properties that are suitable to generate enough revenue to service bond payments. The committee also guides the maintenance of liquidity and operating reserves to ensure cash is available to meet OCLT's repayment obligations. Despite this, there can be no assurance OCLT will be able to redeem 2025 OCLT Housing Forever Bonds when so requested. Principal payment for existing investors is dependent on OCLT raising sufficient replacement funds through property refinancing, by running reinvestment bond campaigns, or other financing sources. **Investors who require guaranteed returns from their investments with no risk should not purchase OCLT Bonds.**

14. Unknown Risk Factors: OCLT 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 donations, resulting in reduced performance. Any adverse unforeseen risk factors that materialize may negatively affect OCLT's profitability and solvency.
15. Transparency: Exempt securities such as 2025 OCLT Housing Forever Bonds are not subject to any reporting issuer regime; they provide less information than that required in the case of the non-exempt securities to their investors, and the information provided is not subject to the oversight of any regulator.
16. Liquidity Risk: Exempt securities are subject to resale restrictions and there is no market for them. The only means of liquidation is through OCLT, and since there is no redemption feature, the investor will not be able to liquidate their 2025 OCLT Housing Forever Bonds prior to maturity except in exceptional circumstances approved by the OCLT Board of Directors.
17. 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.
18. Use of Proceeds beyond intended function: There is a risk that funds raised through bond offerings could be used beyond their intended function to support portfolio growth, for example to support day-to-day OCLT operations. However, to ensure funds are used for their intended functions, OCLT has established separate accounts with its financial institution with an account for OCLT operations (e.g., staffing) and a separate account for proceeds intended to support OCLT's growing portfolio of properties.
19. Grant Projections: There is a risk that OCLT is unable to secure the projected grant funds which could lead to a cash flow deficit. To mitigate this risk, OCLT will consider several options, including engaging the philanthropic community already supporting OCLT and emerging public funding sources (e.g., Rental Protection Fund), and a loan or line of credit and/or increasing operating revenue by further adjusting rents at turn-over.

8. DESCRIPTION OF CAPITAL STRUCTURE

OCLT is a non-profit corporation and is, as such, structured without share capital. The 2024 Housing Forever Bonds are described in Section 11 in "Securities and Other Debt Obligations of OCLT". The 2025 Housing Forever Bonds are described in "Description of Securities Offered".

9. DESCRIPTION OF SECURITIES OFFERED

OCLT is offering to sell 2025 OCLT Series A, Series B, Series C, Housing Forever Bonds to

individuals and corporations.

The terms of the 2025 OCLT Series A 3-Year Housing Forever Bond are available in the [Trust Agreement](#). A minimum purchase of \$1,000 is required. The following table describes the Series A bond in detail.

Series A Bond	
Minimum Aggregate Offering:	Nil
Maximum Offering:	\$10,000,000
Minimum Individual Purchase:	\$1,000
Maximum Individual Purchase:	No maximum
Security	<p>Repayment of the 2025 OCLT Series A 3-Year Housing Forever Bond will be secured by charges registered on the Real Property held by OCLT, subordinate to any commercial mortgage, vendor take mortgage, and Qualified Debt Securities, if any, pari-passu with the other Housing Forever Bonds other than Qualified Debt Securities, and held by a trustee appointed by OCLT pursuant to a Trust Agreement for the benefit of all OCLT 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	All 2025 OCLT Series A 3-Year Housing Forever Bonds earn 2.75% simple interest, which shall be accrued annually, prorated, and paid at maturity.
Repayment	Repayment of each 2025 OCLT Series A 3-Year Housing Forever Bond shall be due upon maturity 3 years from the date of purchase and bond issuance.
Terms and Redemption	<p>2025 OCLT Series A 3-Year Housing Forever Bond issued under this offering statement shall mature 3 years after the date of purchase.</p> <p>The 2025 OCLT Housing Forever Bonds will be non-redeemable by the Bondholder during the term except in extraordinary circumstances, and with the approval of OCLT Board of Directors.</p> <p>OCLT 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</p>

	<p>bondholders. Subject to its ability to do so, OCLT shall then repay those who express a desire to be repaid pro rata. OCLT also has the right to prepay at any time without penalty.</p> <p>To address cashflow concerns in light of possible future market interest rate fluctuations, principal repayment on maturity may not occur until OCLT is able to do so from cash or cash reserves or until replacement capital is obtained. Such a decision would be made by the Board of Directors of OCLT. 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 2025 OCLT Series A, Series B and Series C Housing Forever Bonds other than Qualified Debt Securities will rank equally with each other, as well as the other bonds issued by OCLT, but will rank subordinate to any commercial lender, vendor take back mortgage, and Qualified Debt Securities.
Transfer	Subject to a \$100 administration fee and approval from the OCLT Board of Directors. Such approval shall not unreasonably be withheld, provided the transfer is to another Bondholder of OCLT.
Dissolution	In the event of the dissolution or liquidation of OCLT, the Bondholders other than the holders of Qualified Debt Securities shall be entitled to be paid, after the retirement of the commercial mortgage, vendor take back mortgage, and Qualified Debt Securities, 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 OCLT.

The form of 2025 OCLT Series B 5-Year Housing Forever Bond are available in the [Trust Agreement](#). A minimum purchase of \$5,000 is required. The following table describes the Series B bonds in detail.

Series B Bond	
Minimum Aggregate Offering:	Nil
Maximum Offering:	\$10,000,000
Minimum Individual Purchase:	\$5,000

Security	<p>Repayment of the 2025 OCLT Series B 5-Year Housing Forever Bond will be secured by charges registered on the Real Property held by OCLT, subordinate to any commercial mortgage, vendor take mortgage, and Qualified Debt Securities, if any, pari-passu with the other Housing Forever Bonds other than Qualified Debt Securities, and held by a trustee appointed by OCLT pursuant to a Trust Agreement for the benefit of all OCLT 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	All 2025 OCLT Series B 5-Year Housing Forever Bonds earn 3% simple interest, which shall be accrued annually, prorated to, and paid annually.
Repayment	Repayment of each 2025 OCLT Series B 5-Year Housing Forever Bond shall be due upon maturity.
Terms and Redemption	<p>2025 OCLT Series B 5-Year Housing Forever Bond issued under this offering statement shall mature 5 years after the date of purchase.</p> <p>The 2025 OCLT Housing Forever Bonds will be non-redeemable by the Bondholder during the term except in extraordinary circumstances, and with the approval of OCLT Board.</p> <p>OCLT 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. Subject to its ability to do so, OCLT shall then repay those who express a desire to be repaid pro rata. OCLT also has the right to prepay at any time without penalty.</p> <p>To address cashflow concerns in light of possible future market interest rate fluctuations, principal repayment on maturity may not occur until OCLT is able to do so from cash or cash reserves or until replacement capital is obtained. Such a decision would be made by the Board of Directors of OCLT. 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 2025 Series A, Series B and Series C Housing Forever Bonds other than Qualified Debt Securities will rank equally with each other, as well as the other bonds issued by OCLT, but will rank subordinate to any commercial lender, vendor take back mortgage, and Qualified Debt Securities.
Transfer	Subject to a \$100 administration fee and approval from the OCLT Board of Directors. Such approval shall not unreasonably be withheld, provided the transfer is to another Bondholder of OCLT.
Dissolution	In the event of the dissolution or liquidation of OCLT, the Bondholders other than the holders of Qualified Debt Securities shall be entitled to be paid, after the retirement of the commercial mortgage, vendor take back mortgage, and Qualified Debt Securities, 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 OCLT.
--	---

The terms of the 2025 OCLT Series C 7-Year Housing Forever Bond are available in the [Trust Agreement](#). A minimum purchase of \$50,000 is required. The following table describes the Series C bonds in detail.

Series C Bond	
Minimum Aggregate Offering:	Nil
Maximum Offering:	\$10,000,000
Minimum Individual Purchase:	\$50,000
Security	<p>Repayment of the 2025 OCLT Series C 7-Year Housing Forever Bond will be secured by charges registered on the Real Property held by OCLT, subordinate to any commercial mortgage, vendor take mortgage, and Qualified Debt Securities, if any, pari-passu with the other Housing Forever Bonds other than Qualified Debt Securities, and held by a trustee appointed by OCLT pursuant to a Trust Agreement for the benefit of all OCLT 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	All 2025 OCLT Series C 7-Year Housing Forever Bonds earn 3.5% simple interest per annum. Payment will be made annually.
Repayment	Repayment of each 2025 OCLT Series C 7-Year Housing Forever Bond shall be due upon maturity.
Terms and Redemption	<p>2025 OCLT Series C 7-Year Housing Forever Bond issued under this offering statement shall mature 7 years after the date of purchase.</p> <p>The 2025 OCLT Housing Forever Bonds will be non-redeemable by the Bondholder during the term except in extraordinary circumstances, and with the approval of OCLT Board.</p> <p>OCLT may, before maturity, and upon 60 days' notice, offer to repay all or a</p>

	<p>portion of the principal outstanding, and shall communicate such offer to all bondholders. Subject to its ability to do so, OCLT shall then repay those who express a desire to be repaid pro rata. OCLT also has the right to prepay at any time without penalty.</p> <p>To address cashflow concerns in light of possible future market interest rate fluctuations, principal repayment on maturity may not occur until OCLT is able to do so from cash or cash reserves or until replacement capital is obtained. Such a decision would be made by the Board of Directors of OCLT. 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 2025 Series A, Series B and Series C Housing Forever Bonds other than Qualified Debt Securities will rank equally with each other, as well as the other bonds issued by OCLT, but will rank subordinate to any commercial lender, vendor take back mortgage, and Qualified Debt Securities.
Transfer	Subject to a \$100 administration fee and approval from the OCLT Board of Directors. Such approval shall not unreasonably be withheld, provided the transfer is to another Bondholder of OCLT.
Dissolution	In the event of the dissolution or liquidation of OCLT, the Bondholders other than the holders of Qualified Debt Securities shall be entitled to be paid, after the retirement of the commercial mortgage, vendor take back mortgage, and Qualified Debt Securities, 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 OCLT.

9.1. QUALIFIED INVESTMENTS FOR REGISTERED ACCOUNTS

OCLT understands there may be interest to invest through Registered Retirement Savings Plans (RRSPs), Tax-Free Savings Accounts (TFSAs) or other registered investments.

Canadian financial institutions have placed significant limitations and regulations in place to govern how privately issued securities are held within self-directed RSPs and TFSAs. As a result, it is unlikely that the OCLT Housing Forever Bonds can be held in registered accounts.

Even with the support of an external tax opinion, investment advisors and/or institutions may not allow investors to hold 2025 OCLT Housing Forever Bonds in their registered accounts. No such external tax opinion letter has been sought by OCLT in the sale of the 2025 OCLT Housing Forever Bonds.

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

10. METHOD OF THE SALE OF SECURITIES

All bonds sold pursuant to this Offering Statement will be sold exclusively by representatives and employees of the Ottawa Community Land Trust.

This online process ensures that every investor has an opportunity to read this Offering Statement, 10-Year Financial Projections ([here](#)), and Trust Agreement prior to purchasing a Bond.

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

There is no market through which OCLT's Housing Forever Bonds may be sold and none is expected to develop. Purchasers will not be able to resell Housing Forever Bonds purchased pursuant to this Offering Statement.

No 2025 OCLT Bonds may be transferred without the express consent of the OCLT.

10.2. MINIMUM AND MAXIMUM AMOUNTS

There is no minimum offering. The minimum and maximum individual purchases permitted for the Housing Forever Bonds offered pursuant to this Offering Statement is as follows:

	Series A	Series B	Series C
Minimum Individual Purchase	\$1,000	\$5,000	\$50,000
Maximum Individual Purchase	\$10,000,000	\$10,000,000	\$10,000,000

The maximum individual purchase in a series can not be higher than the maximum Aggregate Offering of \$10,000,000 in 2025 OCLT Housing Forever Bonds.

10.3. ONLINE SUBSCRIPTION

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

This online process ensures that every investor has an opportunity to read this Offering Statement, Financial Projections and Trust Agreement prior to purchasing a Bond. Investors will have the option of payment by Electronic Funds Transfer or cheque.

OCLT 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 OCLT's investment management partner, Tapestry Community Capital, in a fire-proof safe.

10.4. MARKETING CAMPAIGN

2025 OCLT Housing Forever Bonds will be marketed to individuals and corporations that are current investors, supporters, or may become supporters of OCLT and programs delivered by OCLT.

Up to date information about the 2025 OCLT Community Bond campaign can be found at <http://www.housingforeverbonds.ca/>. 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 OCLT campaign may consist of:

- Digital Marketing, including dedicated email campaigns, social media outreach and blogs.
- Printed materials, including pledge cards.
- Public relations outreach to relevant media to secure interviews and articles.
- Public events, including on-line and in-person hosted information sessions.
- One-on-one consultation sessions for potential investors, upon request.

Potential investors should check the website for current status of the campaign, including key dates and milestones, as well as the amount of the Bonds remaining for sale.

11. SECURITIES AND OTHER DEBT OBLIGATIONS OF OCLT

The following table describes the amount and particulars of any securities, mortgages, bonds, debentures or other debt obligations of OCLT as of September 17, 2025.

CREDITOR	AMOUNT	TERM	RATE	DESCRIPTION
2024 Housing Forever Bond Investors	\$3,000,000	3 years to 7 years depending on series	0% to 4.5%, depending on series	Community Bonds
TOTAL DEBTS	\$3,000,000			

12. MATERIAL LEGAL PROCEEDINGS TO WHICH THE ORGANIZATION IS A PARTY

The Ottawa Community Land Trust 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 OCLT does so as a volunteer.

The Board of Directors, volunteers and OCLT staff 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 five years preceding this offering statement.

14.1. Tapestry Community Capital – Master Services Agreement

OCLT has retained Tapestry Community Capital to carry out certain functions and services on its behalf to support the raising of up to \$10,000,000 in community bonds. The contracted activities include supporting the Community Bond Maturity & Raise Campaign. The contract runs from April 25, 2025, until the campaign is closed.

It also has contracted Tapestry under an ongoing Agency Agreement to manage the reporting and administration of both new and prior Housing Forever Bonds issued by OCLT.

The agreement to Structure the campaign is a fixed-price contract for pre-campaign activities that comprises financial analysis, drafting and professional review of the offering statement based on data and forecasts prepared by OCLT, onboarding OCLT to the online investment system, preparing the investment workflows, and supporting planning for campaign-related events as required. The contracted price includes coaching OCLT to develop a campaign plan to help reach its financing goals.

When the campaign goes live, Tapestry will move to an hourly rate and charge OCLT for staff support towards ongoing investment management services, invoiced monthly, as per the current Agency Agreement. At the end of the campaign, OCLT intends to enter into an ongoing Agency Agreement under which Tapestry will manage the reporting and administration to OCLT's investors for the lifetime of the OCLT Housing Forever Bonds.

14.2 Agreement with Bondholder Trustee

OCLT has entered into an agreement with **Francis K. Peddle**, based in Ottawa, Ontario, to hold a charge on its Real Property in trust for the benefit of the holders of Housing Forever Bonds. A summary of the key terms of that Agreement are listed in "Terms of Trust Agreement".

A copy of this Offering Statement must be given to each investor before OCLT may legally

accept any payment. None of the securities issued by OCLT pursuant to this Offering Statement will be in bearer form. This Offering Statement will expire on March 31, 2027 after which date no further sale of securities shall occur unless a new Offering Statement has been issued.

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 Ottawa, Ontario this 17th day of September, 2025.



Name, Ian Fraser, Treasurer, Board of Directors
Ottawa Community Land Trust

Mike Bulthuis

Digitally signed by Mike
Bulthuis
Date: 2025.09.17
07:46:08 -04'00'

Name, Mike Bulthuis, Executive Director
Ottawa Community Land Trust

Schedule A – Terms of Trust Agreement

The following table provides a summary of the Terms of Trust Agreement made on 17th of September 2025 between the OTTAWA COMMUNITY LAND TRUST and the Trustee.

RIGHTS AND DUTIES OF TRUSTEE	The Trustee shall have the power to institute and to maintain such actions and proceedings as he may consider necessary or expedient to preserve, protect or enforce their interests and the interests of the Bondholders.
CERTIFICATION BY TRUSTEE	No OCLT Community Bond shall be issued, or if issued, shall be effective until it has been certified by or on behalf of the Trustee.
COVENANT TO PAY	OCLT shall pay or cause to be paid to every holder of every OCLT Community Bond issued under this Agreement, the principal and interest accrued from every Bond.
RANKING	All OCLT Community Bonds and outstanding bonds shall rank rateably without discrimination, preference or priority, whatever may be the actual date or terms of the issue of the Bond and will rank subordinate to any commercial mortgage, vendor take back mortgage, and Qualified Debt Securities.
VARIATION OF RIGHTS	Any of the rights conferred on the Bondholders may at any time be varied or abrogated by the holders of seventy five percent in value of the issued and outstanding OCLT Community Bonds.
MEETINGS OF BONDHOLDERS	The procedures for meetings of Bondholders are set out in the Trust Agreement.
POWERS EXERCISABLE BY MEETING	The power to direct or authorize the Trustee to exercise any power, right, remedy or authority given to it by this Agreement or to refrain from exercising any such power, right, remedy or authority. The power to waive, and direct the Trustee to waive, any default on the part of OCLT in complying with the provisions of the Trust Agreement.
MINUTES	Minutes of all resolutions and proceedings at every such meeting of Bondholders shall be made and duly entered in books.
BINDING EFFECTS OF RESOLUTIONS	Every resolution shall be binding upon all the Bondholders whether present at or absent.
CHARGES	As security for the due payment of all money payable pursuant to the OCLT Community Bonds, OCLT shall deliver the Charge in favour of the Trustee on its Real Property, to rank subsequent to any commercial mortgage, vendor take back mortgage, and Qualified Debt Securities. See Section 4 on the Timing of Security of Bonds Against Current and Future Sites.

PROCEEDINGS BY THE TRUSTEE	Whenever any Event of Default has occurred, the Trustee, in the exercise of his discretion, or upon the decision of the Bondholders in a meeting called pursuant to the Trust Agreement, may proceed to enforce the rights of the Trustee under the Charges and the rights of the Bondholders by any remedy or proceeding authorized or permitted by law.
APPOINTMENT OF A RECEIVER	At any time after an event of default has occurred, the Trustee may appoint by writing a receiver of the Real Properties.
APPLICATIONS OF PROCEEDS	Money from time to time received by the Trustee or the receiver may be applied as follows: First, to pay all expenses deemed necessary by the Trustee or the receiver affecting the Real Property. Second, in keeping all charges and liens on the Real Property having priority over the Charges in good standing. Third, in payment of the reasonable fees and disbursements of the receiver and the Trustee. Fourth, in payment to the Bondholders of the principal and interest payable under the OCLT Community Bonds. Fifth, the balance, if any, shall be paid to OCLT.
INSURANCE	OCLT will keep the Real Properties insured to its full value with a reputable insurance company.