



Term Sheet

CGI Fund Capital CAD Corp 4% Yield Series A-Class and F-Class Bonds

Issuer:	CGI Fund Capital CAD Corp (the “ Corporation ”).
Offering:	4% Yield Series A-Class Bonds and F-Class Bonds
Issue Price:	\$100.00 CAD or \$100.00 USD per Bond
Agents:	Industrial Alliance Securities Inc. (the “ Lead Agent ”)
Gross Proceeds:	\$50 million USD (500,000 Bonds)
Minimum Subscription	\$10,000 CAD or \$10,000 USD (100 Bonds)
Fixed Interest Rate, Interest Payment Date and Maturity Date:	4% per annum (the “Fixed Interest Rate”) payable quarterly, to be paid no later than the end of the last business day of each calendar quarter (the “Interest Payment Date”). The Maturity Date of the Bonds is six (6) years from the date of Closing (the “Maturity Date”). The Corporation shall have the right to extend the Maturity Date by up to four (4) calendar years if CGI U.S. Fund extends the redemption of its limited partnership interests by the corresponding time frame
Fund Expenses	Estimated \$1,000,000 CAD in offering and ongoing administrative costs over the term of the Bond Fund
Agents’ Commission:	Cash commission equal to 6.0%. The Partnership may also pay a finder’s fee of up to 1.0% of the aggregate gross proceeds from the sale of LP Units referred by other registered dealers.
Participating Interest:	Bondholder’s have the right participate in the Net Profits or Income of the Corporation and potentially receive additional distributions of up to \$4.00 per Bond per annum (or 4% per annum based on the issue price of \$100.00 per Bond) in addition to the Fixed Interest Rate for total interest payments and additional distributions of up to \$8.00 per Bond per annum (or 8% per annum based on the issue price of \$100.00 per Bond). On each Interest Payment Date, the Corporation may distribute to Bondholders such percentage of the Net Profits or Income as

determined by the Manager, subject to an aggregate limit of \$4.00 per Bond per annum.

Early Redemption

The Corporation has the right to redeem the outstanding Bonds in whole at any time or in part from time to time by giving prior notice of not less than 30 days and not more than 90 days to the Investors. (ii) Each Bondholder shall be entitled at the Bondholder's option to request the Issuer to redeem in whole at any time or in part from time to time the Bonds held by such Bondholder. The redemption request will be approved by the Issuer on a bestefforts basis. If the request is approved, the Issuer shall redeem the Bonds at a redemption price equal to ninetytwo (92%) percent of the Principal Amount, together with all unpaid interest accrued up to but excluding the date fixed for redemption, which shall be a date within sixty (60) days of the approval date.

Use of Proceeds:

Capital commitments to CGI Fund I,LP (the "US Fund") to purchase additional real estate in the state of Florida

Jurisdictions:

The Subscription Receipts will be offered for sale to purchasers in (i) provinces of Ontario, Manitoba, Saskatchewan, Alberta and British Columbia, and such other provinces or territories in Canada or other jurisdictions as the Agents and Corporation may agree.

Listing:

The Bonds will not be listed

Subscription Agreements Due:

October 24 by 12 noon EST

Closing

October 30

Selling Concession

Class A Bonds 2.5% cash compensation
Class F Bonds 0.0% cash compensation