



Strata-Trade Corporation Offering Memorandum Summary

THIS OFFERING MEMORANDUM SUMMARY IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSIDERED AS A PUBLIC OFFERING OF SECURITIES. THIS DOCUMENT IS FOR INFORMATIONAL PURPOSES ONLY FOR PERSONS WHO MAY QUALIFY AS PURCHASERS UNDER CERTAIN EXEMPTIONS FROM PROSPECTUS REQUIREMENTS CONTAINED IN SECURITIES LEGISLATION IN JURISDICTIONS WHERE THE SECURITIES REFERRED TO IN SUMMARY FORM HEREUNDER MAY BE OFFERED. NO SECURITIES COMMISSION OR SIMILAR REGULATORY AUTHORITY HAS PASSED ON THE MERITS OF THE SECURITIES REFERRED TO HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THE OFFERING

Securities:	Series A – 18% redeemable Bonds Series B – 15% redeemable Bonds
Price per Security:	\$100.00 per Bond
Minimum Offering:	\$150,000 (1,500 Bonds)
Maximum Offering:	\$25,000,000 (250,000 Bonds)
Minimum Subscription:	\$10,000 (100 Bonds)

Terms of Securities: _____

The Securities being offered pursuant to the Strata-Trade Offering are redeemable Bonds. The price of each Bond is \$100. The minimum number of Bonds that may be purchased by a subscriber is one hundred (100) Bonds requiring a minimum investment of \$10,000. There is no maximum number of Bonds allocated to any purchaser.

Interest: Each Bond will entitle the holder thereof to the following rate of interest from the date of issue.

- Series A Bonds: 18% per annum

Interest will be paid in a lump sum payment on the Maturity Date unless the Bonds are redeemed prior to the Maturity Date as provided for below or the term is extended as provide for below.

In the event that the term is extended Strata-Trade shall pay accrued interest under those Bonds on the anniversary of the issuance of those Bonds.

- Series B Bonds: 15% per annum

Interest shall be payable quarterly on March 31st, June 30th, September 30th, and December 31st each year during the term of the Bonds.



Maturity and Redemption:

Subject to Strata-Trade's right of early redemption as provided for below, the Bonds shall mature and be redeemed on the third anniversary date of the issuance of the Bonds on the condition that Strata-Trade receives written notice from the bondholder no less than 90 days prior to the Maturity Date requesting redemption of the Bonds ("Redemption Notice") on the Maturity Date. In the event that a Redemption Notice is received Strata-Trade shall redeem the Bonds through payment of the principal sum of the Bonds together with all accrued unpaid interest thereon on the Maturity Date.

In the event that Strata-Trade does not receive a Redemption Notice the term of that bondholder's Bonds will be extended on a "demand basis" on the same terms and conditions with respect to interest and Strata-Trade's right to early redemption and shall be redeemed by Strata-Trade no later than 90 days after Strata-Trade has received a Redemption Notice from the bondholder.

Early Redemption:

Strata-Trade's Right of Early Redemption

At any time during the term of the Bonds or any extension thereof, Strata-Trade may redeem a bondholder's Bonds, in whole or part, by payment of the principal sum of the Bonds plus any unpaid outstanding accrued interest to the date of such redemption by giving the bondholder 60 days prior written notice of its intention to redeem.

Bondholder's Request for Early Redemption

If a bondholder makes a request to Strata-Trade for the redemption of all or a portion of its Bonds prior to the Maturity Date, Strata-Trade may in its sole discretion choose to redeem a bondholder's Bonds (in part or in full) in consideration for the payment of an early redemption fee to be paid on the following basis:

- A redemption fee equal to 5% of the face value of the requested redemption amount with respect to redemptions prior to the first anniversary date of the issuance of a bondholder's Bonds.
- A redemption fee equal to 4% of the face value of the requested redemption amount with respect to redemptions between the first and second anniversary date of the issuance of a bondholder's Bonds.
- A redemption fee equal to 3% of the face value of the requested redemption amount with respect to redemptions between the second and third anniversary date of the issuance of a bondholder's Bonds.



Strata-Trade Business Structure: _____

Strata-Trade Corporation (the “Corporation”) was incorporated under the Business Corporation’s Act (Alberta) pursuant to a certificate of incorporation dated March 17th 2008. The Corporation’s head and registered office is in Calgary, Alberta and is controlled by Eyelogic Systems Inc., a public corporation listed on the TSX Venture Exchange.

The Corporation’s goal is to raise \$25,000,000 of which will be loaned to TransCap Corporation to use the proceeds of the Loan in the conduct of its business as defined herein, and to manage the collection of interest and principal from the Loan and to provide a return to its purchasers of bonds pursuant to its Offering.

The Loan shall be secured by way of a general security agreement against the assets of TransCap Corporation together with such other commercially reasonable security as shall be agreed to between the Corporation and TransCap Corporation.

Qualified Investments for RRSP and RRIF:

The Income Tax Act (Canada) (the “Tax Act”) and regulations thereunder (the “Regulations”) provide generally that a bond or similar obligation of a Canadian corporation (as defined in the Tax Act) which is controlled directly or indirectly by one or more corporations whose Shares are listed on a prescribed stock exchange in Canada will constitute a “qualified investment” for an RRSP or RRIF (each a “Registered Plan”).

Voting control of the Corporation by Eyelogic Systems Inc., ensures that the Bonds issued pursuant to the Offering are a qualified RRSP investment.

Business of TransCap Corporation: _____

TransCap is engaged in the business of providing bridge financing to its commercial borrowers and in bond trading, the buying and selling of investment grade bonds. The principal business of TransCap is bond trading. At times TransCap may hold excess funds that have not been committed to bond trading. In these instances, TransCap may alone or in conjunction with other lenders, lend its excess funds to its commercial borrowers on a bridge financing basis.

Bond Description

A bond is a type of interest-bearing or discounted debt security that may be issued by a government or corporation that obligates the issuer to pay the holder an amount (usually at set intervals), and to repay the entire amount of the loan at maturity. It is another way for the issuer to generate money as opposed to issuing equity.

An investment grade bond is an investment instrument, other than an insurance policy or fixed annuity, which offers evidence of debt or equity and is issued by an organization that has a strong balance sheet, considerable capitalization, and is recognized as a leader in its industry.

TransCap Corporation – Bond Trading Parameters

TransCap business involves the purchase of bonds below market value, which are rated by Standards & Poor’s and/or Moody’s of A+ or better and then reselling these bonds on a forward commitment contract (pre-arranged sale), typically to an institutional investor at a profit.



The significant difference with TransCap bond trading activity is that it is not subject to the same risk profile as would typically be found in market based bond trading for the following reasons:

1. TransCap, through its market relationships, has secured access to certain institutional and government bonds at a discount, or below market value, from the fixed income desk of major financial institutions.
2. TransCap has also established relationships with institutional buyers such as pension and insurance companies as purchasers who typically purchase and hold these bonds until maturity. Institutional purchasers often are not able to purchase bonds that are initially issued by a bond issuer, due to certain internal investment restrictions of such purchases. Often times such purchasers can only purchase bonds after such bonds have been issued within the bond market.
3. TransCap acts as an intermediary for such purchases, by agreeing to purchase bonds from an issuer on the basis TransCap will then in turn sell the bonds acquired by it to an institutional purchaser on a pre-arranged forward commitment contract.
4. TransCap will not purchase bonds until and unless it has first secured a forward commitment contract (pre-arranged sale) from a purchaser with a pre-determined price and at a pre-determined date.
5. TransCap will typically purchase bonds at a slight discount from the bond issuer and then sell them to an institutional purchaser at market value. The difference between what TransCap acquires the bond for and what it sells it for is the profit that TransCap makes in such a sale.
6. TransCap also utilizes margin in its trading strategy where possible as trading with margin can substantially enhance the overall profitability. Margin is short term debt supplied by bond trading brokers of financial institutions. TransCap may obtain margin loans of up to 4 times the principal value of the bonds to purchase additional bonds to allow it to increase its profit in the purchase and sale of bonds.

Bridge Financing

A bridge loan is interim financing for an individual or business until permanent or the next stage of financing can be obtained. Money from the new financing is generally used to “take out” (i.e. to pay back) the bridge loan, as well as other capitalization needs.

Most banks do not typically offer real estate bridge loans as such loans do not fit bank’s lending criteria. Bridge loans are typically provided by individuals, investment pools, and businesses like TransCap that make a practice of providing higher interest loans.

Bridge loans are often used for commercial real estate purchases to quickly close on a property, retrieve real estate from foreclosure, or take advantage of a short-term opportunity in order to secure long term financing. Bridge loans on a property are typically paid back when the property is sold, refinanced with a traditional lender, the borrower’s creditworthiness improves the property is improved, or there is a specific improvement or change that allows a permanent or subsequent round of mortgage financing to occur.



TransCap Corporation – Bridge Financing Parameters

Should circumstances warrant TransCap may use excess funds available to it to provide bridge loans to commercial real estate purchasers (“commercial clients” or “commercial borrowers”) on a bridge financing basis. The location of the commercial clients may include clients in the North American and Western European markets.

TransCap on its own or through its contractual arrangement with other entities may provide bridge financing to its commercial borrowers on the following basis:

- Loan-to-value ratios will not exceed 50% based on appraised value.
- Loans will carry interest rates of between 8% and 20% per loan.
- Security for the loans may include mortgages, security interests, and personal guarantees.
- Loan terms typically range from 60 to 90 days.

TransCap Management and Advisory Team

Dale E. St. Jean

Over the past 20 years Mr. St. Jean has been a business development specialist in corporate training and development, investor relations, and has owned and operated a number of businesses. Mr. St. Jean is the co-founder and director of TransCap Corporation, a Canadian based company engaged in the purchasing of real and personal property, including goods, chattel paper, securities, documents of title, instruments, money and intangibles for resale.

Mr. St. Jean is responsible for all business development including product and infrastructure development, recruiting, training, and support of management and agents to coordinate the sales and marketing efforts of TransCap Corporation. He is also responsible for managing the overall affairs of the business, including such aspects as security issues, legal, and accounting matters.

Greg D. Tindall

Over the past 20 years Mr. Tindall as a private sector entrepreneur has been active as a market trader both on his own behalf and on behalf of corporate and individual clients. He is involved in the financial markets, namely equities (stock), commodities, and currency markets in Canada and elsewhere.

Mr. Tindall is a co-founder and director of TransCap Corporation and will be responsible for the overseeing, reviewing, and approving of all trading and investment decisions for the company.