This Offering Memorandum constitutes a private offering of securities only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale, sold and therein only by those entities permitted to sell such securities This Offering Memorandum is not, and under no circumstances is to be construed as, a prospectus or advertisement or a public offering of the securities referred to herein. This Offering Memorandum is for the confidential use of only those persons to whom it is transmitted in connection with this Offering. No person has been authorized to give any information or to make any representation not contained in this Offering Memorandum. The securities offered hereunder have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") and the securities laws of any state of the United States, and may not be offered or sold to, directly or indirectly, in the United States or for the account or benefit of a person in the "United States" or a "U.S. person" (as such terms are defined in Regulation S under the U.S. Securities Act), except pursuant to registration under the U.S. Securities Act and the securities laws of all applicable states or available exemptions therefrom. The Issuer has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of any of the securities offered herein.

Date:	May 24, 2018

The Issuer

Name:	IMBY Real Estate (1956 E13) Corp., a private company incorporated under the laws of the Province of British Columbia.
Head office:	Suite 254 - 60 Smithe Street Vancouver, British Columbia V6B 0B5 Phone #: 1-833-462-9888 E-mail address: support+1956E13@imbyx.com
Currently listed or quoted?	**No. These securities do not trade on any exchange or market.**
Reporting issuer?	No.
SEDAR filer?	No.

The Offering

Securities offered:	688,634 Common shares in the capital of the Issuer (each, a "**Share**").
Price per security:	$1.00.
Minimum/Maximum offering:	**There is no minimum, you may be the only purchaser. Funds available under the offering may not be sufficient to accomplish our proposed objectives.**
Minimum subscription amount:	The minimum subscription amount is $1.00.
Payment terms:	The full Subscription Price is payable to the Issuer upon subscription in the form of certified cheque, bank draft, money order or wire transfer payable to "IMBY Real Estate (1956 E13) Corp." or other means acceptable to the Issuer.
Proposed closing date(s):	The Shares are being offered on a continuous basis. One or more closings will occur on dates to be determined by the Issuer.
Income tax consequences:	There are important tax consequences to these securities. ***See Item 6***.
Selling agent?	None.

Resale restrictions

You will be restricted from selling your securities for an indefinite period. ***See Item 10***.

Purchaser's rights

You have 2 business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. ***See Item 11***.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. *See Item 8.*

313924.00001/92356808.7

Cautionary Note Regarding Forward-looking Statements

This Offering Memorandum contains “forward-looking statements”. Forward-looking statements can be identified by words such as: “anticipate”, “intend”, “plan”, “goal”, “seek”, “believe”, “project”, “estimate”, “expect”, “strategy”, “future”, “likely”, “may”, “should”, “will” and similar references to future periods. Examples of forward-looking statements include, among others, statements we make regarding (all capitalized terms used in this section that are not otherwise defined below are defined within the main body of this Offering Memorandum):

- the ability of the Issuer to achieve the maximum raise under this Offering and, therefore, the ability of the Issuer to pay off the entirety of the ParentCo Loan either in a timely manner or before the maturity date of the ParentCo Loan through;
- the ability of the Issuer to source alternative equity and debt financing alternatives, and the availability of any such financing alternatives to the Issuer;
- the ability of the Issuer to source renters for the Property or the continued ability of the Issuer to rent the Property up to the date of the commencement of the proposed redevelopment of the Property, and the expected monthly rental income;
- the expected ability of the Issuer to pay the monthly management expenses associated with the upkeep and maintenance of the Property using the monthly rental income received by the Issuer for the Property;
- the ability of the Issuer to develop the Property at the price, in the manner and within the time frame currently expected;
- the ability for the Issuer to raise sufficient proceeds to commence and complete such proposed redevelopment activities on the Property within the time frame currently expected;
- the Issuer’s belief that they will have sufficient working capital in hand (or will be able to procure working capital sufficient) to fund their business operations and development; and
- the Issuer’s strategy and timeline for growth and the redevelopment of the Property.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- economic and financial conditions, including volatility in interest and exchange rates and the value of real estate assets;
- volatility in the capital or credit markets;
- the impact on the Issuer’s ability to meet its expected business objectives as a result of changes to any federal, provincial or municipal laws;
- the impact of securities regulation on the ability of the Issuer to raise financing for the purposes stated in this Offering Memorandum through an online funding platform;
- the adequacy of the Issuer’s working capital and other conditions which may affect our ability to achieve the expected growth and Property redevelopment;

- any disruptions to the Property or to the Issuer's technology network including computer systems and software, as well as natural events such as severe weather, fires, floods and earthquakes or man-made or other disruptions of the Property, the Issuer's operating systems, structures or equipment.

Any forward-looking statement made by us in this Offering Memorandum is based only on information currently available to us and speaks only as of the date on which it is made. Except as required by applicable securities laws, we undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Reliance

Prospective investors should rely only on information contained in this Offering Memorandum and on the website located at www.vancouver.imbyx.com operated by IMBY Real Estate Corp. and all the information relating to the Issuer and its business or assets and relating to the sale of securities described in this Offering Memorandum are deemed to be incorporated by reference and form part of this Offering Memorandum, and such marketing materials will be subject to the same liability and rights of action for a misrepresentation as other disclosure in this Offering Memorandum. The Issuer has not authorized any other person to provide prospective investors with different information other than as contained in this Offering Memorandum. If a prospective investor is provided with different or inconsistent information, the prospective investor should not rely on such information. Before making an investment decision respecting the securities described in this Offering Memorandum, you should carefully review and consider this entire Offering Memorandum. You should also consult with your lawyer and investment, accounting and tax advisors concerning this investment.

Market and Industry Data

Unless otherwise indicated, the economic and industry data contained in this Offering Memorandum is based upon information from independent industry and government publications. While the Issuer believes this data to be reliable, market and industry data is subject to variation and cannot be verified due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Issuer has not independently verified the accuracy or completeness of such information contained herein.

Item 1. Use of Available Funds

1.1 Funds

The maximum net proceeds of the Offering are expected to be $688,634 and there will be no offering costs as the Issuer's parent company, IMBY Real Estate Corp. ("**IMBY ParentCo**"), will be paying all of the costs of the Issuer associated with the Offering.

		Assuming min. offering	Assuming max. offering
A.	Amount to be raised by this offering	$0	$688,634
B.	Selling commissions and fees	$ 0	$0
C.	Estimated offering costs (e.g., legal, accounting, audit.)	$ 0	$0
D.	Available funds: D = A - (B+C)	$0	$688,634
E.	Additional sources of funding required	$0	$0
F.	Working capital deficiency	$0	$0
G.	Total: G = (D+E) - F	$0	$688,634

1.2 Use of Available Funds

The Issuer will with cash on hand ($114,064) from previous exempt offerings of shares in the Issuer, plus the founders investment ($835,462) and with the proceeds of an unsecured and interest free loan in the amount of $688,634 (which loan will be advanced by IMBY ParentCo (the "**ParentCo Loan**") to the Issuer on May 31, 2018) purchase the residential property located at 1956 East 13th Avenue, Vancouver, British Columbia (the "**Property**") with a closing date of May 31, 2018. The Issuer intends to use $688,634 of the net proceeds of the Offering to repay the ParentCo Loan in full.

In addition, the Issuer intends to rent the Property up to the date of the commencement of the proposed redevelopment of the Property and expects to achieve a monthly rental income of $3,000.00. The Issuer expects that the monthly management expenses associated with the upkeep and maintenance of the Property will be covered by the monthly rental income received by the Issuer for the Property.

Description of intended use of available funds listed in order of priority	Assuming min. offering	Assuming max. offering
Repayment of the ParentCo Loan used by the Issuer to partially fund the purchase of 1956 E13th Ave, Vancouver, British Columbia	$ 0	$688,634
Total: Equal to G in the Funds table above	$ 0	$688,634

If the proceeds of the Offering are insufficient to allow the Issuer to complete the proposed repayment of the ParentCo Loan used by the Issuer to partially fund the purchase of the Property, the Issuer may fund the repayment of the ParentCo Loan through working capital, or the Issuer may borrow additional funds under lines of credit or seek alternative equity and debt financing. Furthermore, the Issuer may sell the Property as the board determines appropriate. Moreover, and investment in the Shares represents an investment in our business as a whole and not just in the Property.

When the Issuer intends to commence the proposed redevelopment of the Property, the Issuer intends to proceed with a further equity offering to finance the Issuer's redevelopment activities. The current expected cost of the redevelopment of the Property is $1,220,000, and the Issuer expects the redevelopment of the Property to be substantially complete by March 31, 2022. The Issuer expects that it will be required to commence raising funds for redevelopment purposes on the Property on September 1, 2018.

1.3 Reallocation

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

Item 2. Business of IMBY Real Estate (1956 E13) Corp.

2.1 Structure

The Issuer's full corporate name is IMBY Real Estate (1956 E13) Corp.

The Issuer was incorporated on February 16, 2018, under the *Business Corporations Act* (British Columbia).

The Issuer's principal and registered head office is located at Suite 254 – 60 Smithe Street, Vancouver, British Columbia, Canada, V6B 0B5.

The Issuer is a 'non-reporting' company and its securities are not available for purchase on a public stock exchange.

The Issuer does not have any subsidiaries.

2.2 Our Business

The Issuer was formed to carry on the business of developing the Property from a single detached home with one Parcel Identifier (each, a "**PID**") into up to four separate strata units with each having an individual PID.

Much of what makes the Property an attractive and viable investment opportunity is its desirable location in one of Vancouver's most liveable communities. In particular, the Property is close to transit, restaurants and coffee- shops. Also of note, the Property location makes it a rare land asset in Vancouver as it is one of only 79 homes in Vancouver that back on to Trout Lake. The Issuer's understanding is that these lots will not be capable of being subdivided and, therefore, there will never be more Trout Lake lots, meaning the land itself is valuable by virtue of the fact it is in such short supply.

In terms of the value of the Property as a real estate asset, the Issuer believes that the land has significant potential for future development. Most importantly, the Property also qualifies for the City of Vancouver's Character Retention Program, which means as long as the Issuer retains the character of the house that occupies the Property, the Issuer is permit by such program to redevelop the Property in such a way as to increase the floor space ratio at the Property from 55% to 85% (or more) on the Property.

This expansion of the floor space ratio at the Property will allow the Issuer to redevelop the Property by building or renovating a larger main house on the Property, which the Issuer currently intends to divide into two self-contained units. The Issuer can also build a lakefront laneway house to the Property, which would result in an additional 1,456 square feet of additional living space at the Property overall.

In terms of the Property's real estate asset value following the Issuer's proposed redevelopment, more square footage and more units should translate into a higher real estate value, and, therefore, a higher potential return.

The Issuer is conducting the Offering to supplement other funds previously raised by the Issuer and to repay the ParentCo Loan which will be used by the issuer to partially fund the purchase of the Property. The ownership of Shares in the Issuer will permit the investors in the Issuer to indirectly own a share of the Property.

When the Issuer intends to commence the proposed redevelopment of the Property, the Issuer intends to proceed with a further equity offering to finance the Issuer's redevelopment activities. The current expected cost of the redevelopment of the Property is $1,220,000, and the Issuer expects the redevelopment of the Property to be substantially complete by March 31, 2022. The Issuer expects that it will be required to commence raising funds for redevelopment purposes on the Property on September 1, 2018.

The Issuer intends to provide investors in this Offering with the opportunity to participate in any future equity offerings by the Issuer to finance the proposed redevelopment of the Property before the Issuer proceeds with a broader fundraising effort.

2.3 Development of Business

The Issuer was established on February 16, 2018 for the purpose of purchasing the Property for a proposed redevelopment.

Since being incorporated, the Issuer has focused on closing on the purchase of the Property and collecting information suitable for others to conduct due diligence on the Property.

The Issuer signed a definitive agreement for purchase of the Property on February 20, 2018 which will close on May 31, 2018 ***See Item 2.7***.

The Property is located in the City of Vancouver and zoned as RS-1. A letter from a Development Planner with the City of Vancouver was received during the Issuer's due diligence process on the Property that stated that the Property was constructed in 1919 and has been assessed by the City of Vancouver as having character merit as it meets 4 of the 5 character criteria set by the City of Vancouver (this is known as an Assessment of Character Merit).

This Assessment of Character Merit was further verified by representatives of the Issuer in consultation with the Planning Department of the City of Vancouver on February 19, 208. At this meeting and as part of the Issuer's overall due diligence process, the Issuer was able to confirm the zoning of the Property, whether or not there were any outstanding permits, notices or orders and to get digital copies of all permits and plan ever granted or created on the Property.

The Issuer received the official File Research Letter from the City of Vancouver on March 2, 2018, and this File Research Letter included scans of all permits and plans with the City of Vancouver with respect to the Property back to 1926. A review of the permits and plans did not register any concerns for the Issuer.

The File Research Letter confirmed directly that the Property indeed was assessed as having character merit.

The Land Survey Certificate of the Property (representing Lot 16 of Sub'dn, BLK 168, D.L. 264A, Plan 3886, Group 1. New Westminster District) confirms the property dimension found on the MLS Listing for the Property as well as the British Columbia Assessment Authority of being a total of 4026 square feet.

This Land Survey Certificate qualifies the Property to be redeveloped from a current livable square feet of 0.65 floor space ratio with one home to a potential of three strata units with a site floor space ratio of 0.85 or up to 0.91 floor space ratio as a one family dwelling with addition, secondary suite and laneway house under the City of Vancouver Guidelines for Additions, Infill and Multiple Conversions Dwelling in Association with the Retention of a Character House in an RS Zone adopted by the City of Vancouver City Council on October 3, 2017 and amended on January 16, 2018.

The above-referenced due diligence ensures that the Property is ready and capable of a multiple conversion dwelling with infill redevelopment opportunity.

The next phase of the Issuer's development plans for the Property will involve the retention of an architect to develop drawing plans for the City of Vancouver Planning Department to obtain the necessary permits to begin construction.

2.4 Long Term Objectives

The Issuer's long term objective is to commence the proposed redevelopment of the Property from a single detached home with one PID into up to four separate strata units with each having an individual PID.

In order to achieve this long term objective, the Issuer intends to proceed with a further equity offering to finance the Issuer's redevelopment activities. The current expected cost of the redevelopment of the Property is $1,220,000, and the Issuer expects the redevelopment of the Property to be substantially complete by March 31, 2022. The Issuer expects that it will be required to commence raising funds for redevelopment purposes on the Property on September 1, 2018.

2.5 Short Term Objectives and How We Intend to Achieve Them

(a) In addition to the activities described in ***Item 2.4***, the Issuer also intends to repay the ParentCo Loan used by the Issuer to partially fund the purchase of the Property and the Issuer is going to be hiring an architect and a general contract partner to start and manage the redevelopment, and the Issuer intends to break ground on the redevelopment within the next 12 months.

(b) Using the following table, disclose how the issuer intends to meet those objectives for the next 12 months.

What we must do and how we will do it	Target completion date or, if not known, number of months to complete	Our cost to complete
Repayment of the ParentCo Loan used by the Issuer to partially fund the purchase of 1956 E13th Ave, Vancouver, British Columbia	June 30, 2018	$688,634
Hire architect to commence designs on the proposed redevelopment of the Property.	July 1, 2018	$20,000.
Hire general contractor to commence work on the redevelopment of the Property.	September 1, 2018	See associated costs below with respect to the commencement and completion of the redevelopment work on the Property.
Raise $1,200,000 to complete the proposed redevelopment of 1956 E13th Ave, Vancouver, British Columbia. This represents a build cost of about $350 per square feet on 3,428 square feet, based on floor space ratio of 0.85.	Dec 31, 2018.	$0. The legal and administrative costs associated with this proposed offering will be paid by IMBY ParentCo.
Commence and complete redevelopment work on the Property.	36 months.	$1,220,000.

2.6 Insufficient Funds

The funds available as a result of the Offering either may or may not be sufficient to accomplish all of the Issuer's proposed objectives and there is no assurance that alternative financing will be available.

2.7 Material Agreements

To date, the Issuer is only a party to two material agreements.

The Issuer is a party to the Contract for Purchase and Sale for the Property was executed on February 20, 2018 and this agreement will be completed on May 31, 2018.

The Issuer will is a party to an unsecured, interest free loan of $688,634 to the Issuer that will be advanced by IMBY ParentCo on May 31, 2018 with a maturity date of December 31, 2018 to partially fund the Issuer's purchase of the Property. The intention of IMBY ParentCo and the Issuer is that the ParentCo Loan is to be a short-term, bridging loan which will be repaid in full with the proceeds of this Offering.

Item 3. Interests of Directors, Management, Promoters and Principal Holders

3.1 Compensation and Securities Held

The following table provides the specified information about the Issuer's directors and officers and each person who, directly or indirectly, beneficially owns or controls, or who will own or control following the Offering, 10% or more of any class of voting securities of the Issuer.

Name and municipality of principal residence	Positions held (e.g., director, officer, promoter and/or principal holder) and the date of obtaining that position	Compensation paid by issuer or related party in the most recently completed financial year and the compensation anticipated to be paid in the current financial year	Number, type and percentage of securities of the issuer held after completion of min. offering	Number, type and percentage of securities of the issuer held after completion of max. offering
Live Simply Holdings Ltd (a wholly-owned holding company of Michael Stephenson)	President, Chief Executive Officer and Director	$0	417,731 Common Shares / 25.5%	417,731 Common Shares / 25.5%
S&S Jagger Holdings Inc. (a wholly-owned holding company of Stephen Jagger)	Chief Marketing Officer	$0	417,731 Common Shares / 25.5%	417,731 Common Shares / 25.5%

3.2 Management Experience

The name and principal occupation of the current directors and officers of the Issuer are as follows:

Name	Principal occupation and related experience
Michael Stephenson	Mr. Stephenson is a serial entrepreneur and real estate technologist. He started his entrepreneurial journey in 2000 when he co-founded Combustion Hosting (which was acquired in 2006). Mr. Stephenson followed Combustion Hosting up with founding Ubertor Realtor Software which won the Most Innovative Web Service Award in 2009 from Inman News (which was acquired in 2013). Ubertor Realtor Software helped sell over 120,000 homes worth over $90 billion. In 2012, Mr. Stephenson moved to the Philippines with his co-founder Stephen Jagger and setup OutsourcingThingsDone.com to provide virtual assistants to real estate professionals. OutsourcingThingsDone.com grew to 150 employees. In the Philippines, Mr. Stephenson discovered the lack of affordable and usable HR and payroll software. Mr. Stephenson addressed this by setting up a company called PayrollHero. Recently Mr. Stephenson launched Instant Messaging Real Estate Corp. to provide artificial intelligence services to the real estate industry and IMBYx to eradicate barriers to home ownership for everyone. Mr. Stephenson serves on the board for the Douglas Park Community, and volunteers for Out In School.
Stephen Jagger	Mr. Jagger is an entrepreneur, author and speaker. Mr. Jagger started his entrepreneurial career in 2000 when he and business partner (Mike Stephenson) setup Combustion Hosting (which was acquired in 2006), followed by Ubertor Realtor Software (which was acquired in 2013). In 2012 Mr. Jagger moved to the Philippines and setup OutsourcingThingsDone.com to provide virtual assistants to real estate professionals. OutsourcingThingsDone.com grew to

	150 employees. In the Philippines, Mr. Jagger discovered the lack of affordable and usable HR and payroll software. Mr. Jagger addressed this by setting up a company called PayrollHero, which was focused on time, attendance, scheduling, HR and payroll for the Philippines and Singapore. After four years in Manila and Singapore Mr. Jagger returned to Vancouver to launch Instant Messaging Real Estate Corp. to provide artificial intelligence services to the real estate industry and IMBYx to eradicate barriers to home ownership for everyone. Mr. Jagger co-authored the book Sociable! in 2009 with Shane Gibson and has spoken around the world at various real estate conferences, Entrepreneur Organization chapters and boards of trade events.

3.3 Penalties, Sanctions and Bankruptcy

During the past ten years to the knowledge of the Issuer, none of the Issuer's promoters, directors, officers or control persons involved with the Issuer's business: (a) has ever pled guilty to or been found guilty of: (i) a summary conviction or indictable offence under the Criminal Code (R.S.C., 1985, c. C-46) of Canada; (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction; (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein; or (iv) an offence under the criminal legislation of any other foreign jurisdiction; (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance, or banking activity; (c) is or has been the subject of a bankruptcy or insolvency proceeding; (d) is a director or executive officer of an issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above.

3.4 Loans

IMBY ParentCo will advance an unsecured, interest free loan of $688,634 to the Issuer on May 31, 2018 with a maturity date of December 31, 2018 to partially fund the Issuer's purchase of the Property. The intention of IMBY ParentCo and the Issuer is that the ParentCo Loan is to be a short-term, bridging loan which will be repaid in full with the proceeds of this Offering.

There are no other debentures or loans to or from directors, management, promoters.

Item 4. Capital Structure

4.1 Share Capital

The following table describes the Issuer's outstanding securities as at May 16, 2018 (including options, warrants and other securities convertible into shares).

Description of security	Number authorized to be issued	Price per security	Number outstanding as at May 16, 2018	Number outstanding after min. offering	Number outstanding after max. offering
Common	Unlimited	$1.00	949,526	949,526	1,638,160

4.2 Long Term Debt Securities

The Issuer is a party to the ParentCo Loan which is a loan by a related party to the Issuer and is described in more detail in the following table:

Description of long term debt (including	Interest rate	Repayment terms	Amount that will be outstanding as at May 31,

whether secured)			2018
Related party of the Issuer (IMBY Real Estate Corp.) will advance an unsecured loan in the amount of $688,634 to the Issuer on May 31, 2018.	Not applicable.	Loan will have a maturity date and is repayable on December 31, 2018.	$688,634

4.3 Prior Sales -

Prior to this offering, the Issuer has raised the following funds:

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
March 13, 2018	Common shares	888	$1.00	$888.00
March 14, 2018	Common shares	100	$1.00	$100.00
March 14, 2018	Common shares	50	$1.00	$50.00
March 14, 2018	Common shares	417,731	$1.00	$417,731.00
March 14, 2018	Common shares	417,731	$1.00	$417,731.00
March 14, 2018	Common shares	100	$1.00	$100.00
March 17, 2018	Common shares	3,000	$1.00	$3,000.00
March 18, 2018	Common shares	9	$1.00	$9.00
March 18, 2018	Common shares	4,950	$1.00	$4,950.00
March 20, 2018	Common shares	500	$1.00	$500.00
March 22, 2018	Common shares	20,000	$1.00	$20,000.00
March 22, 2018	Common shares	100	$1.00	$100.00
March 24, 2018	Common shares	5,000	$1.00	$5,000.00
March 30, 2018	Common shares	30	$1.00	$30.00
April 9, 2018	Common shares	1	$1.00	$1.00
April 9, 2018	Common shares	100	$1.00	$100.00
April 14, 2018	Common shares	1	1.00	$1.00
April 16, 2018	Common shares	3,000	1.00	$3,000.00

April 26, 2018	Common shares	1,000	1.00	$1,000.00
April 27, 2018	Common shares	10	1.00	$10.00
April 27, 2018	Common shares	25	1.00	$25.00
May 8, 2018	Common shares	100	1.00	$100.00
May 10, 2018	Common shares	75,000	1.00	$75,000.00
May 16, 2018	Common shares	100	1.00	$100.00

Item 5. Securities Offered

5.1 Terms of Securities

Each Share entitles the holder thereof to receive notice of any meetings of shareholders of the Issuer and to attend and cast one vote in person or by proxy per Share at all such meetings. Holders of Shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the board of directors of the Issuer at its discretion from funds legally available. Upon the liquidation, dissolution, or winding-up of the Issuer, all holders of these Shares are entitled to receive - on a pro-rata basis - the net assets of the Issuer after payment of debts and other liabilities subject to the rights, privileges, restrictions, and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with the holders of Shares with respect to dividends or liquidation.

The Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

Currently, our Shares are not listed on any stock exchange. As at the date of this Offering Memorandum, there are a total of 949,526 Shares issued and outstanding.

5.2 Subscription Procedure

For investors who are residing in the Provinces of British Columbia, Alberta, Manitoba, Ontario, New Brunswick, Nova Scotia and Newfoundland and Labrador your purchase will be made in reliance upon the “Offering Memorandum” exemption in Section 2.9 (2.1) of National Instrument 45-106 - *Prospectus Exemptions* (“**NI 45-106**”).

In order to comply with such exemption, you are required to complete and sign the form of risk acknowledgment under Section 2.9(2.1) of NI 45-106 is Form 45-106F4.

If you purchase Shares, you will have certain rights, some of which are described below.

Different rights apply depending on which exemption is relied upon. Furthermore, the subscription agreement (the “**Subscription Agreement**”) you are provided concurrently with this offering memorandum supplements those rights on a contractual basis such that all investors, wherever resident and regardless of the exemption relied upon, will be given substantially the same rights. These rights are summarized below. For further information about your rights, you should consult a lawyer.

To purchase Shares, the following documents must be sent to us by you: (a) the Subscription Agreement – completed and signed; and (b) a completed and signed Risk Acknowledgement (Form 45-106F4).

The full Subscription Price is payable to the Issuer upon subscription in the form of certified cheque, bank draft, money order or wire transfer payable to “IMBY Real Estate (1956 E13) Corp.” or other means acceptable to the Issuer, to be held in escrow for a minimum of two business days following the execution of the Subscription Agreement by the investor (the “**Escrow Account**”).

Once executed and delivered by the investor, a Subscription Agreement constitutes an offer to purchase the Shares.

Following execution of the Subscription Agreement by the Issuer, the investor has no right to withdraw the amount of the Subscription Price or any interest earned thereon, subject to the statutory two business day cooling-off period. Amounts will remain in our Escrow Account pending satisfaction of the conditions set out below.

The Shares will be sold only to investors who have submitted the documentation specified above, duly executed and delivered. Pursuant to the Subscription Agreement, each investor will have restrictions on transfer of the Shares. ***See Item 10***.

Once the Issuer has accepted your Subscription Agreement, it will remain in effect as long as the Shares purchased pursuant thereto remain outstanding. A Subscription Agreement terminates only upon: (a) the purchase for cancellation of the Shares to which it relates; or (b) the liquidation of the Issuer.

Upon transfer of all Shares of a particular class, the transferor is relieved of all restrictions and obligations under the Subscription Agreement which the transferor entered into upon the purchase of the Shares. Also, as a condition of the transfer, the transferee is required to abide by all of the provisions of the Subscription Agreement and the Issuer's form of Voting Trust Agreement and any other form of Shareholders' Agreement in force from time to time.

All payments received into the Escrow Account from investors will be deposited pending satisfaction of the conditions described above and subject to the investor's right to cancel the purchase of Shares within two business days after the execution of the Subscription Agreement. If these conditions of sale are not satisfied, the payments made by an investor for Shares will be returned without any interest.

The Issuer has the right to reject any prospective purchaser of Shares for any reason whatsoever. If the Issuer decides to accept an offer to purchase the Shares, the Issuer will execute a copy of the Subscription Agreement remitted by the investor and return one copy to such investor.

If a request to purchase is accepted, Shares will be issued and the Issuer will cause the website of IMBY ParentCo to contain a written notice (the "**Confirmation Notice**"), confirming the completion of such issuance of Shares and containing the information required to be stated on a share certificate under the *Business Corporations Act* (British Columbia), including, but not restricted to, a statement as to the number of Shares issued to the investor and the date of the issuance of the Shares or the number of Shares otherwise purchased by the investor and the date of the purchase by the investor and, in each case, the then total number of Shares held by the investor. Upon the written demand of the investor, the Issuer will cause the delivery of a Confirmation Notice to the investor.

Prior to or contemporaneously with the initial issuance of Shares to the investor, the Issuer will provide the investor with the website address of IMBY ParentCo and instructions as to how to access the investor's information from the website of IMBY ParentCo.

THIS OFFERING IS SUBJECT TO A MAXIMUM OF 688,634 SHARES AND IS MADE ON A CONTINUOUS BASIS. UNLESS TERMINATED EARLIER BY THE ISSUER, THIS OFFERING WILL TERMINATE ON THE DATE ON WHICH ALL OF THE SHARES OFFERED HEREBY HAVE BEEN SOLD.

5.3 Distribution

This Offering is being made to (and subscriptions will only be accepted from) persons resident in the Provinces of British Columbia, Alberta, Manitoba, Ontario, New Brunswick and Nova Scotia pursuant to the "offering memorandum" exemption from the prospectus requirements of NI 45-106 adopted by Canadian Securities Administrators. At the Issuer's board of director's discretion, subscriptions for Shares may also be accepted from investors of other jurisdictions if the investor provides the full particulars of the exemption being relied on from the registration and prospectus requirements under applicable securities laws and evidence of the investor's qualifications.

The foregoing exemptions relieve the Issuer from the provisions of applicable securities laws which otherwise would require the Issuer to file and obtain a receipt for a prospectus. Accordingly, prospective investors for the Shares will not receive the benefits associated with a subscription for securities issued pursuant to a filed prospectus, including the review of material by securities regulatory authorities. Each investor is urged to consult with his or her own legal adviser as to the details of the statutory exemption being relied upon and the consequences of purchasing securities pursuant to such exemption.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended. Subject to certain exceptions, therefore, these securities may not be offered or sold in the United States.

Each investor is urged to consult with his own legal adviser as to the details of the statutory exemption being relied upon and the consequences of purchasing securities pursuant to such exemption.

Item 6. Income Tax Consequences and RRSP Eligibility

6.1 Tax Advice

You should consult your own professional advisers to obtain advice on the income tax consequences that apply to you.

6.2 Material Income Tax Consequences

There are no unique or material tax consequences that apply to the purchase of these Shares.

6.3 Advice Regarding RRSP Eligibility

Not all securities are eligible for investment in a registered retirement savings plan (RRSP). You should consult your own professional advisers to obtain advice on the RRSP eligibility of these securities.

Item 7. Compensation Paid to Sellers and Finders

Not applicable.

Item 8. Risk Factors

An investment in the Issuer involves a number of significant risks. Prospective investors should carefully consider, among other factors, the matters described below, each of which could have an adverse effect on the value of the Shares. As a result of these factors, as well as other risks inherent in any investment, there can be no assurance that the Issuer will meet its business objectives. The Issuer's returns may be unpredictable and, accordingly, the Shares are not suitable as a sole investment vehicle for an investor or an investor that is looking for a predictable source of cash flow. Based on, among others, the factors described below, the possibility of partial or total loss of capital will exist and investors should not subscribe unless they can readily bear the consequences of such loss.

8.1 Investment Risks

No Review by Regulator

Investors under this Offering will not have the benefit of a review of this Offering Memorandum by any securities regulatory authority or regulator.

No assurance on Investment Return

An investment in the Issuer requires a long-term commitment, with no certainty of return. The success of the Issuer, accordingly, a return on investment for a purchaser of Shares, is entirely dependent upon the success of the Issuer's real estate investment strategy. There is no assurance or guarantee that the Issuer and, accordingly, the holders of Shares will earn a return on their investment. Holders of Shares could lose the entire amount of their investment.

Restrictions on and Transfer; Illiquidity of Shares and Liquidity Risks

The Shares are not listed on an exchange. There is currently no secondary market through which the Shares may be sold, there can be no assurance that any such market will develop and the Issuer has no current plans to develop such a market.

Because the Issuer has incurred no leveraged debt to acquire the Property, there is no urgency to sell the Property and liquidate the investment under anything less than ideal conditions.

8.2 Issuer Risks

Short Operating History

The Issuer is in the early stages of its business and is therefore subject to the risks associated with early stage entities including start-up losses, uncertainty of revenues, markets and profitability, the need to raise additional funding, the evolving and unpredictable nature of their business and the ability to identify, attract and retain qualified personnel. There can be no assurance that the Issuer will be successful in doing what it is required to do to overcome these risks. No assurance can be given that the Issuer's business activities will be successful. Total loss of an investment in Shares is possible.

Past Performance not a Predictor of Future Results

The track record of senior management does not imply or predict (directly or indirectly) any level of future performance of the Issuer. Management's performance and the performance of the Issuer is dependent on future events and is, therefore, inherently uncertain. Past performance cannot be relied upon to predict future events for a variety of factors, including, without limitation, varying business strategies, different local and national economic circumstances, different supply and demand characteristics relevant to buyers and sellers of assets, varying degrees of competition and varying circumstances pertaining to the capital markets.

Dependence on Key Personnel

The success of the Issuer will depend in large part upon the services of key personnel employed by the Issuer. The loss of any one of these individuals, for any reason, could have a material adverse effect on the prospects of the Issuer. The management of the Issuer depends on the services of certain key personnel. There can be no assurances that such personnel will remain with the Issuer.

Potential Inability to Fund Investments

The Issuer may commit to making future investments in anticipation of repayment of principal outstanding and/or the payment of interest under existing investments and/or in reliance on its credit facilities. In the event that such repayments of principal or payments of interest are not made, or where credit facilities are not available, the Issuer may be unable to advance some or all of the funds required to be advanced pursuant to the terms of its commitments and may be required to obtain interim financing and to fund such commitments or face liability in connection with its failure to make such advances.

Risks Associated with Property Acquisition

The acquisition of the Property entails risks that it will fail to perform in accordance with expectations. It is not possible to manage all risks associated with such an acquisition in the terms and conditions contained in commercial agreements pertaining to such an acquisition. The Property may be subject to unknown, unexpected or undisclosed liabilities that may materially and adversely affect its operations and financial condition and results. The representations and warranties, if any, given by the vendors may not adequately protect against these liabilities and any recourse against third parties may be limited by the financial capacity of such third parties. The Property may not achieve anticipated rental yields and the estimates of costs of this property may prove inaccurate or may not have intended results. There is no assurance that the Issuer will be able to meet its intended investment objective with the acquisition of the Property. There are general investment risks inherent in any real estate investment.

Real Property Ownership

All real property investments are subject to elements of risk. Such investments are affected by general economic conditions, local real estate markets, demand for multi-unit residential premises, competition from other available residential premises and various other factors. Certain significant expenditures, including property taxes, capital repair and replacement costs, maintenance costs, mortgage payments, insurance costs and related charges must be made throughout the period of ownership of real property regardless of whether the property is producing any income. If the Issuer is unable to meet mortgage payments on any property, losses could be sustained.

Real property investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity may tend to limit the Issuer's ability to vary its portfolio promptly in response to changing economic or investment conditions. If the Issuer was required to liquidate its real property investments, the proceeds to the Issuer might be significantly less than the aggregate value of its properties on a going-concern basis. The Issuer will be subject to the risks associated with debt financing, including the risk that existing mortgage indebtedness secured by the properties the Issuer acquires will not be able to be refinanced or that the terms of such refinancing will not be as favourable as the terms of existing indebtedness.

Revenue Produced from the Property

The Property currently generates income through rental payments made by the tenants thereof. Upon the expiry of any lease, there can be no assurance that such lease will be renewed or the tenant replaced. The terms of any subsequent lease may be less favorable to the Issuer than the existing lease. Unlike commercial leases which generally are "net" leases and allow a landlord to recover expenditures, residential leases are generally "gross" leases and the landlord is not able to pass on costs to its tenants.

Development Risks

The Issuer intends to invest in real estate development projects. Any existing or future development investments of the Issuer will entail certain risks, including the expenditure of funds on and devotion of management's time to evaluating projects that may not come to fruition; the risk that development costs of a project may exceed original estimates, possibly making the project uneconomical (for example, the Property is located on peat and, therefore, may require the use of helical piles within the foundation which will have an economic consequence on the currently expected development budget); the risk of construction overrun or other unforeseeable delays (including in relative to fluctuations in the costs of labour and building materials and as a result of rising costs associated with the development planning phase which could increase if the Issuer is challenged by the City of Vancouver planning department or where multiple revisions on the development plan are required to achieve the Issuer's objectives), during which the interest rate and leasing risk may fluctuate; the risk that occupancy rates and rents at a completed project will be less than anticipated or that there will be vacant space at the project; the risk that expenses at a completed development will be higher than anticipated; and the risk that permits and other governmental approvals will not be obtained such that there could be a delay in the sale of the redeveloped multi-dwelling units. In addition, the Issuer's future real estate development investments may require a significant investment of capital. The Issuer may be required to obtain funds for its capital expenditures and operating activities, if any, through cash flow from operations, property sales or financings. If the Issuer is unable to obtain such funds, it may have to defer or otherwise limit certain development activities.

Litigation Risks

The Issuer may, from time to time, become involved in legal proceedings in the course of its business. The costs of litigation and settlement can be substantial and there is no assurance that such costs will be recovered in whole or at all. The unfavorable resolution of any legal proceedings could have an adverse effect on the Issuer and its financial position and results of operations that could be material.

Debt Financing

The Issuer is subject to the risks associated with debt financing, including the risk that the Issuer may be unable to make interest or principal payments or meet loan covenants, the risk that defaults under a loan could result in cross defaults or other lender rights or remedies under other loans, and the risk that existing indebtedness may not be able to be refinanced or that the terms of such refinancing may not be as favourable as the terms of existing indebtedness.

General Uninsured Losses

The Issuer carries comprehensive general liability, fire, flood, extended coverage, rental loss and pollution insurance with policy specifications, limits and deductibles customarily carried for similar properties. There are, however, certain types of risks (generally of a catastrophic nature such as from wars) which are either uninsurable or not insurable on an economically viable basis. The Issuer has insurance for earthquake risks, subject to certain policy limits, deductibles and self- insurance arrangements, and will continue to carry such insurance if economical to do so. Should an uninsured or underinsured loss occur, the Issuer could lose its investment in, and anticipated profits and from, the Property.

Government Regulation

The Property is based in British Columbia. The nature of multi-dwelling construction and operation is such that refurbishment and structural repairs are required periodically, in addition to regular ongoing maintenance. In addition, legislation relating to, among other things, environmental and fire safety standards is continually evolving and changes thereto may give rise to ongoing financial and other obligations of the Issuer, the costs of which may not be fully recoverable from tenants. See below for further restrictions in the respective jurisdictions:

In British Columbia, the *Residential Tenancies Act*, SBC 2002, c78 (the "**RTA**") applies to tenancy agreements, rental units and residential properties. This law sets out the rights and responsibilities that apply to landlords and tenants in the province. British Columbia has rent control. Landlords can only increase the rent once a year by an amount permitted by law, and must use the approved form "Notice of Rent Increase" providing the tenant 3 months' notice to increase rent. Tenants cannot dispute the rent increase unless the increase is more than the annual allowable amount. To raise the rent above the annual allowable amount, the landlord must have either the tenant's written agreement or an order. An order approving the increase might be issued where the landlord can demonstrate the rent for a rental unit is significantly lower than that of similar rental units in the area; completed significant repairs or renovations that could not reasonably have been foreseen and will not recur within a reasonable period; incurred a financial loss from an extraordinary increase in operating expenses; incurred a financial loss for the financing costs of purchasing the property that could not reasonably have been foreseen; is the head tenant of a rental unit; or, has received an additional rent increase, and wishes to increase the rent of a sub- tenant. As a result, the Trust may, in the future, incur capital expenditures which may not be fully recoverable from tenants. Disputes under the RTA are sent to a dispute resolution officer ("**DRO**"); a form of face-to-face administrative tribunal with flexible rules of procedure. The DRO has the right to refuse to hear a dispute which he or she considers to be "frivolous, vexatious, trivial or has not been initiated in good faith". The arbitrator is not bound by legal precedent, but must make his or her decision based on the merits of the matter. As these proceedings may need to be brought before the DRO, it may take an extended period of time to terminate a residential lease, even where the tenant's rent is in arrears. Further, because the arbiter is not bound by legal precedent, any decision could be subject to bias in the interpretation of facts by the arbitrator. The applicable legislation may also be subject to further regulations or may be amended, repealed or enforced, or new legislation may be enacted, in a manner which will materially adversely affect the ability of the Trust to realize the full economic potential of any contemplated project or to maintain the historical level of earnings of its development properties.

Dilution

The number of Shares the Issuer is authorized to issue is unlimited. Any issuance of additional Shares may have a dilutive effect on the holders of Shares of the Issuer.

8.3 Industry Risks

Environmental Matters

Environmental and ecological legislation and policies have become increasingly important, and generally restrictive. Under various laws, the Issuer could become liable for the costs of removal or remediation of certain hazardous or toxic substances released on or in its properties or disposed of at other locations. The failure to remove or remediate such substances, if any, may adversely affect an owner's ability to sell such real estate or to borrow using such real estate as collateral, and could potentially also result in claims against the owner by private plaintiffs.

Competition for Real Property Investments

The Issuer competes for suitable real property investments with individuals, corporations and institutions (both Canadian and foreign) which are presently seeking, or which may seek in the future, real property investments similar to those desired by the Issuer. A number of these investors may have greater financial resources than those of the Issuer. An increase in the availability of investment funds, and an increase in interest in real property investments, may tend to increase competition for real property investments, thereby increasing purchase prices and/or reducing the yield on them.

Competition for Buyers and Tenants

The real estate business is competitive. Numerous other developers and owners of properties compete with the Issuer in seeking buyers and tenants. The existence of competing developers and owners for the Issuer's buyers and tenants could have an adverse effect on the Issuer's ability to sell or lease units in the Property and on the sale price and rents sought by the Issuer.

Interest Rates

A decrease in interest rates may encourage buyers or tenants to purchase condominiums or other types of housing, which could result in a reduction in demand for multi-dwelling units or rental properties.

General Economic Conditions

The Issuer is affected by general economic conditions, local real estate markets, competition from other available premises, including new developments, and various other factors. The competition for tenants also comes from opportunities for individual home ownership, including condominiums, which can be particularly attractive when home mortgage loans are available at relatively low interest rates. The existence of competing developers and owners for the Issuer's tenants and property buyers could have an adverse effect on the Issuer's ability to sell or lease suites in its properties and on the sale prices sought or rents charged, increased sales, leasing and marketing costs. In addition, any increase in the supply of available space in the Vancouver could have an adverse effect on the Issuer.

Item 9. Reporting Obligations

9.1 Nature and Frequency of Reporting

The Issuer is not a "reporting issuer" in any jurisdiction in Canada. This means that the Issuer is not required to file documents with securities regulators or provide you with financial or other information under Canadian securities laws. **The Issuer is not required to send you any documents on an annual or ongoing basis.**

As a corporation formed under the *Business Corporation Act* (British Columbia), the Issuer is required to provide you, and all of the Issuer's shareholders, with audited financial statements annually.

As a shareholder of the Issuer, you will have a right to receive notice of and participate in the annual general meeting of the Issuer's shareholders.

Where required pursuant to applicable laws, the Issuer may file with the securities regulatory authorities or deliver to the securities regulatory authorities, audited annual financial statements of the Issuer, as well as a notice that accompanies the financial statements describing how the proceeds raised under the Offering have been used and such other information for a non-reporting issuer that distributes securities using the offering memorandum exemption required by applicable securities laws.

9.2 Sources of Information about the Issuer

Information about the Issuer's incorporation, amendments to the Issuer's Articles, directors, officers, annual corporate filings and other corporate information can be obtained from the Corporate Registry of British Columbia by contacting the registry at https://www.corporateonline.gov.bc.ca/.

Item 10. Resale Restrictions

10.1 General Statement

With respect to trades in all Provinces and Territories of Canada other than Manitoba, these securities will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the securities unless you comply with an exemption from the prospectus and registration requirements under securities legislation.

Furthermore, pursuant to the Issuer's articles, for so long as the Issuer is not a public company, no Share may be sold, transferred or otherwise disposed of without the consent of the Issuer's director(s). Any sale, transfer or other disposition of the Shares is subject to the restrictions and other requirements in the Issuer's Shareholders' Agreement.

10.2 Restricted Period

With respect to trades in all Provinces and Territories of Canada other than Manitoba, unless permitted under securities legislation, you cannot trade the securities before the date that is four months and a day after the date the Issuer becomes a reporting issuer in any Province or Territory of Canada.

10.3 Manitoba Resale Restrictions

For investors in Manitoba or trades in Manitoba, unless permitted under securities legislation, you must not trade the securities without the prior written consent of the regulator in Manitoba unless:

(a) the Issuer has filed a prospectus with the regulator in Manitoba with respect to the securities you have purchased and the regulator in Manitoba has issued a receipt for that prospectus; or

(b) you have held the securities for at least 12 months.

The regulator in Manitoba will consent to your trade if the regulator is of the opinion that to do so is not prejudicial to the public interest.

Item 11. Purchasers' Rights

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights you should consult a lawyer.

11.1 Two Day Cancellation Right

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the Issuer by midnight on the second business day after you sign the agreement to buy the securities.

11.2 Statutory Rights of Action in the Event of a Misrepresentation

For Investors Resident in British Columbia

The *Securities Act* (British Columbia) (the "**B.C. Act**") provides investors resident in the Province of British Columbia (each a "**B.C. Purchaser**") with, in addition to any other right they may have at law, rights of rescission or damages, or both, where an offering memorandum, together with any amendments thereto, contains a misrepresentation.

In particular, section 132.1 of the B.C. Act provides that if this Offering Memorandum, together with any amendments hereto, contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Shares, a B.C. Purchaser to whom this Offering Memorandum was delivered and who purchases the Shares offered hereunder will be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has, subject as hereinafter provided, a right of action against the Issuer, every director of Issuer at the date of the Offering Memorandum and every person who signed the Offering Memorandum for damages, which liability if found or admitted will be joint and several, and a right of rescission against the Issuer, provided that if the B.C. Purchaser elects to exercise a right of rescission against the Issuer, the B.C. Purchaser has no right of action for damages against the Issuer, and provided that:

(a) an action to enforce such right or rights must not be commenced: (i) in the case of an action for rescission, more than 180 days after the date of the transaction that gave rise to the cause of action; or (ii) in the case of an action other than for rescission, more than the earlier of: (A) 180 days after the B.C. Purchaser first had knowledge of the facts giving rise to the cause of action; or (B) 3 years after the date of the transaction that gave rise to the cause of action;

(b) no person will be liable if he, she or it proves that the B.C. Purchaser had knowledge of the misrepresentation;

(c) in the case of an action for damages, no person will be liable for all or any part of the damages that it proves does not represent the depreciation in value of the Shares resulting from the misrepresentation; and

(d) in no case will the amount recoverable in any action exceed the price at which the Shares were offered under the Offering Memorandum.

For Investors Resident in Alberta

The *Securities Act* (Alberta) (the "**Alberta Act**") provides investors resident in the Province of Alberta (each an "**Alberta Purchaser**") with, in addition to any other right they may have at law, rights of rescission or damages, where an offering memorandum, together with any amendments thereto, contains a misrepresentation.

In particular, section 204 of the Alberta Act provides that in the event that this Offering Memorandum, together with any amendments hereto, is delivered to an Alberta Purchaser and contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Shares, an Alberta Purchaser to whom this Offering Memorandum was delivered and who purchases the Shares offered hereunder (without regard to whether the purchaser relied upon such misrepresentation) has, subject as hereinafter provided, a right of action against the Issuer, every director of the Issuer at the date of the Offering Memorandum and every person or company who signed the Offering Memorandum for damages, which liability if found or admitted will be joint and several, or alternatively, a right of action against the Issuer for rescission, provided that if the Alberta Purchaser elects to exercise a right of rescission against the Issuer, the Alberta Purchaser has no right of action for damages against the Issuer or other above named person, and provided that:

(a) an action is commenced to enforce such right: (i) in the case of an action for rescission, within 180 days after the date the transaction that gave rise to the cause of action; or (ii) in the case of any action, other than an action for rescission, within the earlier of: (A) 180 days from the date that the Alberta Purchaser first had knowledge of the facts giving rise to the cause of action; or (B) three years from the date of the transaction that gave rise to the cause of action;

(b) no person will be liable if he, she or it proves that the Alberta Purchaser had knowledge of the misrepresentation;

(c) in the case of an action for damages, no person will be liable for all or any part of the damages that it proves does not represent the depreciation in value of the Shares as a result of the misrepresentation; and

(d) in no case will the amount recoverable in any action exceed the price at which the Shares were sold to the Alberta Purchaser.

For Investors Resident in Manitoba

The *Securities Act* (Manitoba) (the "**Manitoba Act**") provides investors resident in the Province of Manitoba (each a "**Manitoba Purchaser**") with, in addition to any other right they may have at law, rights of rescission or damages, or both, where an offering memorandum, together with any amendments thereto, contains a misrepresentation.

In particular, section 141.1 of the Manitoba Act provides that if this Offering Memorandum, together with any amendments hereto, contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Shares, a Manitoba Purchaser to whom this Offering Memorandum was delivered and who purchases the Shares offered hereunder will be deemed to have relied on the misrepresentation and has, subject as hereinafter provided, a right of action against the Issuer, every director of the Issuer at the date of the Offering Memorandum and every person or company who signed the Offering Memorandum for damages, which liability if found or admitted will be joint and several, and a right of rescission against the Issuer, provided that if the Manitoba Purchaser elects to exercise a right of rescission against the Issuer the Manitoba Purchaser has no right of action for damages against the Issuer or any other person mentioned above, and provided that:

(a) an action to enforce such right or rights must not be commenced: (i) in the case of an action for rescission, more than 180 days after the date of the transaction that gave rise to the cause of action; or (ii) in the case of an action other than for rescission, more than the earlier of (A) 180 days after the Manitoba Purchaser first had knowledge of the facts giving rise to the cause of action; or (B) two years after the date of the transaction that gave rise to the cause of action;

(b) no person will be liable if he, she or it proves that the Manitoba Purchaser had knowledge of the misrepresentation;

(c) in the case of an action for damages, no person will be liable for all or any part of the damages that it proves does not represent the depreciation in value of the Shares resulting from the misrepresentation; and

(d) in no case will the amount recoverable in any action exceed the price at which the Shares were offered under the Offering Memorandum.

For Investors Resident in Ontario

The *Securities Act* (Ontario) (the "**Ontario Act**") provides investors resident in the Province (each an "**Ontario Purchaser**") with, in addition to any other right they may have at law, rights of rescission or damages where an Offering Memorandum, together with any amendments thereto contains a misrepresentation.

In particular, section 130.1 of the Ontario Act provides that if this Offering Memorandum contains a misrepresentation, an Ontario Purchaser who purchases the Shares offered by this Offering Memorandum during the period of distribution has a right of action for damages against the Issuer or, alternatively, may elect to exercise a right of rescission against the Issuer, without regard to whether the Ontario Purchaser relied on the misrepresentation, provided that if the Ontario Purchaser exercises its right of rescission, it will not have a right of action for damages against the Issuer, and provided that:

(a) no action will be commenced to enforce these rights more than: (i) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (ii) in the case of any action, other than an action for rescission, the earlier of: (A) 180 days after the Ontario Purchaser first had knowledge of the fact giving rise to the cause of action, or (B) three years after the date of the transaction that gave rise to the cause of action;

(b) the Issuer will not be liable if it proves that the Ontario Purchaser purchased the Shares with knowledge of the misrepresentation;

(c) in an action for damages, the Issuer will not liable for all or any portion of the damages that the Issuer proves do not represent the depreciation in value of the Shares as a result of the misrepresentation relied upon; and

(d) in no case will the amount recoverable exceed the price at which the Shares were offered.

For Investors Resident in New Brunswick

The *Securities Act* (New Brunswick) (the "**New Brunswick Act**") provides investors resident in the Province (each a "**New Brunswick Purchaser**") with, in addition to any other right they may have at law, rights of rescission or damages where an Offering Memorandum, together with any amendments thereto contains a misrepresentation.

In particular, section 150 of the New Brunswick Act provides that if this Offering Memorandum, together with any amendments hereto, contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Shares, a New Brunswick Purchaser to whom this Offering Memorandum was delivered and who purchases the Shares offered hereunder will be deemed to have relied on the misrepresentation and has, subject as hereinafter provided, a right of action against the Issuer, and a right of rescission against the Issuer, provided that if the New

Brunswick elects to exercise a right of rescission against the Issuer, the New Brunswick Purchaser has no right of action for damages against the Issuer, and provided that:

(a) no action will be commenced to enforce these rights more than: (i) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (ii) in the case of any action for damages, the earlier of: (A) one year after the New Brunswick Purchaser first had knowledge of the fact giving rise to the cause of action; or (B) six years after the date of the transaction that gave rise to the cause of action;

(b) the Issuer will not be liable if it proves that the New Brunswick Purchaser purchased the Shares with knowledge of the misrepresentation;

(c) in an action for damages, the Issuer will not liable for all or any portion of the damages that the Issuer proves do not represent the depreciation in value of the Shares as a result of the misrepresentation relied upon; and

(d) in no case will the amount recoverable exceed the price at which the Shares were offered.

Further, an Issuer will not be liable where it is not receiving any proceeds from the distribution of the Shares being distributed and the misrepresentation was not based on information provided by the Issuer unless the misrepresentation:

(a) was based on information that was previously publicly disclosed by the Issuer;

(b) was a misrepresentation at the time of its previous public disclosure; and

(c) was not subsequently publicly corrected or superseded by the Issuer before the completion of the distribution of the Shares being distributed.

Investors Resident in other Provinces

Investors resident in Provinces other than those mentioned above may have statutory rights of action in the event of a misrepresentations and should refer to the applicable laws of their respective Provinces and consult with their legal advisers with respect to such rights of action.

11.3 Contractual Rights of Action in the Event of a Misrepresentation

For investors resident in a jurisdiction where the securities legislation does not provide a comparable statutory right of action in the event of a misrepresentation in this Offering Memorandum as indicated above, if there is a misrepresentation in this Offering Memorandum or any information or documents incorporated or deemed to be incorporated by reference into this Offering Memorandum, then, you have a contractual right to sue the Issuer:

(a) for rescission (to cancel your agreement to buy these securities); or

(b) for damages.

This contractual right to sue is available to an investor whether or not the investor relied on the misrepresentation. As part of this contractual right to sue, in an action for damages, the amount an investor may recover:

(a) must not exceed the price that the investor paid for the investor’s securities;

(b) does not include all or any part of the damages that the Issuer proves does not represent the depreciation in value of the securities resulting from the misrepresentation; and

(c) is in addition to, and does not detract from, any other right of the investor.

The Issuer has a defence if it proves that the investor knew of the misrepresentation when the investor purchased the securities.

If the investor intends to rely on the rights described in (a) or (b) at the top of this ***Item 11.3***, you must do so within strict time limitations. These rights are enforceable by an investor by delivering a notice to the Issuer:

(a) in the case of an action for rescission, within 180 days after the investor signs the agreement to purchase the security; or

(b) in the case of an action for damages, before the earlier of:

    (i) 180 days after the investor first has knowledge of the facts giving rise to the cause of action; or

    (ii) three years after the date the investor signs the agreement to purchase the security.

Item 12. Financial Statements

12.1 Audited Financial Statements

IMBY REAL ESTATE (1956 E13) CORP.
AUDITED FINANCIAL STATEMENTS
As at March 12, 2018

IMBY REAL ESTATE (1956 E13) CORP.

Vancouver, British Columbia

Independent Auditors' Report

March 12, 2018

WALSH KING

CPA

INDEPENDENT AUDITORS' REPORT

To the Shareholder of IMBY Real Estate (1956 E13) Corp.:

We have audited the accompanying statement of financial position of IMBY Real Estate (1956 E13) Corp. (the "company") as at March 12, 2018 and a summary of significant accounting policies and other explanatory information (together the "financial statement").

Management's Responsibility

Management is responsible for the preparation and fair presentation of this financial statement in accordance with International Financial Reporting Standards, and for such internal controls as management determines is necessary to ensure those amounts are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statement based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the statement of financial position is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the statement of financial position. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement in the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of the statement of financial position in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statement presents fairly, in all material respects the financial position of the company as at March 12, 2018, in accordance with International Financial Reporting Standards.

Vancouver, British Columbia
May 22, 2018

Walsh King LLP
Chartered Professional Accountants

WALSH KING LLP | CHARTERED PROFESSIONAL ACCOUNTANTS
14th Floor, 595 Howe Street, Vancouver BC V6C 2T5 | T 604 687 2003 | F 604 687 2066 | walshking.com

IMBY REAL ESTATE (1956 E13) CORP.

Balance Sheet

March 12, 2018

ASSETS

Current assets		
Deposit (Note 5)	$	75,000
Due from IMBY Real Estate Corp. (Note 6)		1
	$	75,001

LIABILITY AND SHAREHOLDER'S EQUITY

Current liability		
Due to related parties (Note 7)	$	75,000
Shareholder's equity		
Share capital (Note 8)		1
Retained earnings		-
		1
	$	75,001

On behalf of the Board:

Director

05-22-18

Date

The accompanying notes are an integral part of this financial statement.

IMBY REAL ESTATE (1956 E13) CORP.

Notes to Financial Statement

March 12, 2018

1. Nature of operations

IMBY Real Estate (1956 E13) Corp. (the "company") was incorporated under the Business Corporations Act on February 16, 2018 in British Columbia, Canada and operates at 254 - 60 Smithe Street, Vancouver B.C., V6B 0B5. At March 12, 2018, the company was a wholly-owned subsidiary of IMBY Real Estate Corp.

The company was created to purchase, stratify, redevelop and sell the residential lot at 1956 East 13th Avenue in Vancouver, British Columbia (the "Property"). The company plans to issue shares to fund the Property's purchase and development.

The company's director has the power to amend the financial statements after they have been issued.

2. Basis of presentation

(a) Statement of compliance

The financial statement has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, Part I of the CPA Canada Handbook.

The financial statement was authorized for issue by management on May 22, 2018.

(b) Basis of measurement

The financial statement has been prepared on a historical cost basis.

(c) Functional and presentation currency

The company's functional and presentation currency is the Canadian dollar.

(d) Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates. These estimates are reviewed periodically and appropriate adjustments are made whenever estimates and assumptions change.

3. Significant accounting policies

a) Financial instruments

i) Recognition and measurement

All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument (Note 3 (a) (ii) and (iii)).

Transaction costs are included in the initial carrying value of financial instruments measured at amortized cost and effectively amortized through profit or loss over the life of the instrument. For financial instruments measured at fair value through other comprehensive income ("FVOCI"), transaction costs are recognized in other comprehensive income ("OCI") as part of a change in fair value at the next remeasurement. For financial instruments measured at fair value through profit or loss ("FVTPL"), transaction costs are expensed as incurred.

Financial instruments are recognized initially on the trade date, which is the date on which the company become a party to the contractual provisions of the instrument.

ii) Classification of financial assets

Financial assets are classified as either financial assets at FVTPL, loans and receivables, held-to-maturity investments or available-for-sale financial assets, as appropriate. The company determines the classification of its financial assets at initial recognition.

Financial assets at FVTPL

The company may designate any financial asset as FVTPL on initial recognition with transaction costs recognized in profit or loss. Financial assets are also classified as financial assets at FVTPL if they are acquired for the purpose of selling in the near term. Gains or losses on these items are recognized in profit or loss.

As at March 12, 2018, the company has not classified any financial assets as financial assets at FVTPL. In future periods, cash and cash equivalents will be classified in this category.

3. Significant accounting policies (continued)

a) Financial instruments (continued)

ii) Classification of financial assets (continued)

Loans and receivables

After initial recognition, loans and receivables (including trade, other receivables and long-term receivables with terms of more than one year) are carried at amortized cost using the effective interest rate method, less any impairment losses, with gains and losses recognized in profit and loss when the asset is derecognized or impaired.

The amount due from IMBY Real Estate Corp. (Note 6) is classified as loans and receivables and is carried at amortized cost. It is expected that in future periods, any trade receivables and receivables from related parties will be classified as loans and receivables and carried at amortized cost.

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held-to-maturity when the company has the positive intention and ability to hold to maturity. After initial recognition, held-to-maturity investments are measured at amortized cost using the effective interest rate method, less any impairment losses, with gains and losses recognized in profit and loss when the asset is derecognized or impaired.

As at March 12, 2018, the company has not classified any financial assets as held-to-maturity investments.

Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative assets that are designated as available-for-sale or are not classified in any of the other three categories. After initial recognition, available-for-sale financial assets are measured at fair value with unrealized gains or losses recognized in OCI until the asset is derecognized, or impaired, at which time the cumulative gain or loss previously reported in OCI is included in profit or loss.

As at March 12, 2018, the company has not classified any financial assets as available-for-sale financial assets.

3. Significant accounting policies (continued)

a) Financial instruments (continued)

ii) Classification of financial assets (continued)

Impairment of financial assets

Financial assets, other than those at FVTPL and those available-for-sale at fair value, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been negatively affected.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of the estimated future cash flow, discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced, with the amount of the loss recognized in net income.

When an available-for-sale financial asset is considered to be impaired, the cumulative gains or losses previously recognized in OCI are reclassified to net income. Impairment losses previously recognized in net income are not reversed through net income. Any increase in fair value subsequent to an impairment is recognized in OCI.

iii) Classification of financial liabilities

After initial recognition, a financial liability is generally measured at amortized cost, with exceptions that may allow for classification as FVTPL or designation at FVTPL. These exceptions include financial liabilities at fair value through profit or loss, such as derivatives that are liabilities, and financial liabilities that have been designated as measured at FVTPL. Management, at initial recognition, may irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

The amount due to related parties (Note 7) will be carried at amortized cost. It is expected that in future periods, all other financial liabilities will also be carried at amortized cost.

3. Significant accounting policies (continued)

b) Inventory - property for redevelopment and sale

The Property will be valued at the lower of cost and net realizable value ("NRV").

The cost of the Property will be comprised of the cost to purchase as well as all conversion costs. Anticipated conversion costs include, but are not limited to, amounts paid to contractors for construction, planning and design costs, costs of site preparation, property transfer taxes, professional fees for legal services, zoning and permit costs, as well as other related costs.

NRV is the estimated selling price of the Property in the ordinary course of the business, based on market prices at the reporting date and discounted for the time value of money if material, less estimated costs of completion and the estimated costs necessary to make the sale.

c) Revenue recognition

i) Revenue from the sale of the Property will be recognized when the risks and rewards of ownership transfer from the company to a purchaser.

ii) Incidental rental income will be recognized in the month it is earned.

d) Deferred income taxes

Deferred income tax assets and liabilities are recognized for significant future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax credit carry-forwards.

Deferred income tax assets and liabilities, if any, are measured using the enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities from a change in tax rates is recognized in income in the period that enactment or substantive enactment occurs. A valuation allowance is provided when the realization of deferred income tax assets is considered to be unlikely.

IMBY REAL ESTATE (1956 E13) CORP.

Notes to Financial Statement

March 12, 2018

4. Financial instruments

The carrying values of the amount due from IMBY Real Estate Corp. (Note 6) and amount due to related parties (Note 7) approximated their estimated fair values in all material respects at March 12, 2018. This is due to the relatively short periods to maturity of these instruments or because they are receivable or payable on demand.

At March 12, 2018, the company was not exposed to any significant credit, currency, interest rate, liquidity or market risks from its financial instruments.

5. Deposit

On February 20, 2018, the company entered into a contract to purchase the Property for $1,608,000 plus property transfer taxes of approximately $30,000. A purchase deposit of $75,000 was paid by the company's director and a related individual (Note 7) on behalf of the company. The purchase completion date will be May 31, 2018.

6. Due from IMBY Real Estate Corp.

The amount due is unsecured, non-interest bearing, and has no fixed repayment terms.

7. Due to related parties

The amount due to related parties for the Property purchase deposit (Note 5) is unsecured, non-interest bearing, and is expected to be exchanged for common shares (Note 10).

8. Share capital

Authorized

No maximum common shares without par value

Issued but not fully paid

1 Common share	**$**	**1**

9. Capital management

The shares to be issued by the company represents the capital of the company. The company's capital management objectives are to retain adequate capital resources to support its working capital needs in developing the Property for sale.

10. Events after the reporting date

The following events have occurred after the March 12, 2018 reporting date:

i) Cash totalling $114,064 has been collected from third party investors by IMBY Real Estate Corp. on behalf of the company to May 22, 2018.

ii) The company's director and a related individual have committed to fund an additional $760,462 in addition to the deposit paid (Note 5), for a total investment of $835,462.

iii) IMBY Real Estate Corp. has also committed to lend the company up to $688,634 on May 31, 2018 at 0% interest to facilitate the Property purchase. The loan will be due on December 31, 2018.

Upon achieving the funding goal of $1,638,160, the company will issue to investors common shares at $1 per share.

Item 13. Date and Certificate

Dated May 24, 2018

This offering memorandum does not contain a misrepresentation.

On behalf of the Issuer, I certify that this offering memorandum does not contain a misrepresentation.

IMBY REAL ESTATE (1956 E13) CORP.

Michael Stephenson
President and Chief Executive Officer

Stephen Jagger
Chief Marketing Officer

On behalf of the directors of IMBY Real Estate (1956 E13) Corp.

Michael Stephenson
Director

PROMOTER

David Gratton