

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, c. S.5, AS AMENDED**

B E T W E E N:

ONTARIO SECURITIES COMMISSION

Applicant

- and -

**GESTION DE PLACEMENTS NORSHIELD (CANADA) LTÉE /
NORSHIELD ASSET MANAGEMENT (CANADA) LTD., NORSHIELD INVESTMENT
PARTNERS HOLDINGS LTD. / GESTION DES PARTENAIRES D'INVESTISSEMENT
NORSHIELD LTÉE, OLYMPUS UNITED FUNDS HOLDINGS CORPORATION,
OLYMPUS UNITED FUNDS CORPORATION / CORPORATION DE FONDS UNIS
OLYMPUS, OLYMPUS UNITED BANK AND TRUST SCC, GROUPE OLYMPUS
UNITED INC. / OLYMPUS UNITED GROUP INC.**

Respondents

MOTION RECORD

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Solicitors for RSM Richter Inc., in its
capacity as Receiver of Respondent
Olympus United Funds Corporation /
Corporation de Fonds Unis Olympus

Solicitors for KPMG LLP

TO: THIS HONOURABLE COURT

AND TO: Stikeman Elliott LLP
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Representative Counsel to the Retail Investors

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TAB 1

**ONTARIO
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(COMMERCIAL LIST)**

**IN THE MATTER OF THE *SECURITIES ACT*
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**GESTION DE PLACEMENTS NORSHIELD (CANADA) LTÉE /
NORSHIELD ASSET MANAGEMENT (CANADA) LTD., NORSHIELD INVESTMENT
PARTNERS HOLDINGS LTD. / GESTION DES PARTENAIRES D'INVESTISSEMENT
NORSHIELD LTÉE, OLYMPUS UNITED FUNDS HOLDINGS CORPORATION,
OLYMPUS UNITED FUNDS CORPORATION / CORPORATION DE FONDS UNIS
OLYMPUS, OLYMPUS UNITED BANK AND TRUST SCC, GROUPE OLYMPUS
UNITED INC. / OLYMPUS UNITED GROUP INC.**

Respondents

NOTICE OF MOTION

RSM Richter Inc. ("**Richter**"), in its capacity as the Court-appointed Receiver (the "**Receiver**") of all of the assets, undertakings and properties of Olympus United Funds Corporation / Corporation de Fonds Unis Olympus ("**Olympus Funds**"), and KPMG LLP ("**KPMG**") will jointly make a motion before the Honourable Mr. Justice C.L. Campbell on Monday, August 22, 2011 at 10:00 a.m. or as soon after that time as the motion can be heard, at 330 University Avenue in the City of Toronto or such other location as the Court may determine.

THE MOTION IS FOR:

1. an Order:
 - (a) abridging the time for service of the Notice of Motion herein and dispensing with further service thereof;

- (b) authorizing the Receiver's execution of the Minutes of Settlement between the Receiver and KPMG ("**Minutes of Settlement**"), a copy of which is attached as Schedule A to the draft Order submitted herewith;
- (c) approving the Minutes of Settlement as fair and reasonable;
- (d) directing that the Minutes of Settlement be sealed from the public record until further Order of this Honourable Court;
- (e) approving the Sixteenth Report of the Receiver dated August 19, 2011, and the activities and conduct of the Receiver described therein; and
- (f) such further relief as counsel may advise and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

- 1. as set out in the Sixteenth Report; and
- 2. such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- 3. the Sixteenth Report of the Receiver dated August 19, 2011 and the Schedules attached thereto.
- 4. such further material as counsel may advise and this Honourable Court may permit.

August 19, 2011

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ONTARIO SECURITIES COMMISSION
Applicant

and

GESTON DE PLACEMENTS NORSHIELD (CANADA)
LTÉE/NORSHIELD ASSET MANAGEMENT (CANADA)
LTD. ET AL.

Respondents

Court File No.:05-CL-5965

ONTARIO

SUPERIOR COURT OF JUSTICE

(Commercial List)

Proceeding commenced in Toronto

NOTICE OF MOTION

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Corporation/Corporation de Fonds Unis
Olympus

TAB 2

Court File No. 05-CL-5965

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE SECURITIES ACT
R.S.O 1990, c. S-5, AS AMENDED**

ONTARIO SECURITIES COMMISSION

Applicant

and

**GESTION DE PLACEMENTS NORSHIELD (CANADA) LTÉE /NORSHIELD ASSET
MANAGEMENT (CANADA) LTD.,**

**NORSHIELD INVESTMENT PARTNERS HOLDINGS LTD./GESTION DES
PARTENAIRES D'INVESTISSEMENT NORSHIELD LTÉE,**

OLYMPUS UNITED FUNDS HOLDINGS CORPORATION,

**OLYMPUS UNITED FUNDS CORPORATION/CORPORATION DE FONDS UNIS
OLYMPUS,**

OLYMPUS UNITED BANK AND TRUST SCC,

GROUPE OLYMPUS UNITED INC./OLYMPUS UNITED GROUP INC.,

**HONEYBEE SOFTWARE TECHNOLOGIES INC./TECHNOLOGIES DE LOGICIELS
HONEYBEE INC. (FORMERLY NORSHIELD INVESTMENT
CORPORATION/CORPORATION D'INVESTISSEMENT NORSHIELD), AND**

**NORSHIELD CAPITAL MANAGEMENT CORPORATION/CORPORATION
GESTION DE L'ACTIF NORSHIELD**

Respondents

**SIXTEENTH REPORT OF THE RECEIVER
(Dated August 19, 2011)**

A. INTRODUCTION

1. Pursuant to the Order of the Honourable Mr. Justice Campbell of the Ontario Superior Court of Justice (Commercial List) (the “**Ontario Court**”) dated June 29, 2005 (the “**Initial Receivership Order**”), RSM Richter Inc. (“**Richter**”) was appointed for a period of fifteen days as Receiver (in such capacity, the “**Receiver**”) pursuant to Section 129 of the *Securities Act*, R.S.O. 1990, c. S-5, as amended, without security, of all of the assets, undertakings and properties of:
 - (a) Norshield Asset Management (Canada) Ltd. / Gestion de Placements Norshield (Canada) Ltée (“**NAM**”);
 - (b) Norshield Investment Partners Holdings Ltd. / Gestion des Partenaires d’Investissement Norshield Ltée;
 - (c) Olympus United Funds Holdings Corporation;
 - (d) Olympus United Funds Corporation / Corporation de Fonds Unis Olympus (“**Olympus Funds**”);
 - (e) Olympus United Bank and Trust SCC (“**Olympus Bank**”); and
 - (f) Olympus United Group Inc. / Groupe Olympus United Inc.,(collectively, the “**Original Respondents**”).
2. Pursuant to the Order of the Honourable Mr. Justice Campbell of the Ontario Court dated July 14, 2005 (the “**Extension Order**”), the Receiver’s appointment in respect of each of the Original Respondents was continued in accordance with the terms of the Initial

Receivership Order until such time as the Receiver has completed its administration of the estate herein.

3. Pursuant to two additional Orders of the Honourable Mr. Justice Campbell of the Ontario Court dated September 9, 2005 and October 14, 2005 (the “**Expanded Orders**”), Richter was also appointed as Receiver pursuant to Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c.43, as amended, without security, of all of the assets, undertakings and properties of:
 - (a) Norshield Capital Management Corporation / Corporation Gestion de l’Actif Norshield (“**Norshield Capital Management**”); and
 - (b) Honeybee Software Technologies Inc. / Technologies de Logiciels Honeybee Inc. (formerly Norshield Investment Corporation/Corporation d’Investissement Norshield) (“**Honeybee Software**”).
4. By judgments of the Quebec Superior Court (Commercial Division), the Initial Receivership Order, the Extension Order and the Expanded Orders were recognized and declared enforceable in the Province of Quebec.
5. The Original Respondents, including Norshield Capital Management and Honeybee Software are collectively referred to as the “**Norshield Companies**” in this Sixteenth Report.
6. Richter and Brian F. Griffith & Company, a Barbados accounting firm, have been appointed Joint Custodians of Olympus Bank by Order of the Barbados High Court of Justice dated September 22, 2005.

7. G. Clifford Culmer ("**Culmer**"), a partner of BDO Mann Judd, an accounting firm located in Nassau, in the Commonwealth of The Bahamas ("**The Bahamas**"), and Raymond Massi ("**Massi**") were appointed Joint Official Liquidators of Olympus Uninvest Ltd. ("**Olympus Uninvest**") by Order dated February 6, 2006 of the Supreme Court of the Commonwealth of The Bahamas ("**Bahamas Court**").
8. Culmer and Massi were appointed Joint Receivers of Mosaic Composite Limited (U.S.), Inc. ("**Mosaic**") by Order of the Bahamas Court dated January 20, 2006.
9. Culmer and Massi were appointed Joint Provisional Liquidators of Mosaic by Order of the Bahamas Court, dated March 22, 2006. On January 23, 2007, Mosaic was placed under Court supervised liquidation by Order of the Bahamas Court and Culmer and Massi were appointed Joint Official Liquidators of Mosaic.
10. The facts alleged herein are based on information and records available from the Norshield Companies, Olympus Uninvest, Mosaic, as well as from third parties, including the September 30, 2003 financial statements (the most recent and complete financial statements available, many of which were audited) of the Norshield Companies, Olympus Uninvest, Mosaic and other entities described herein.
11. The Receiver's review of this information did not constitute an audit of the financial position or operating results of any of the entities described herein. The information and records available to the Receiver were incomplete, and it is possible that the transactions that occurred prior to June 29, 2005, the date of the Initial Receivership Order, were not all accounted for.

12. The financial information presented herein, including asset recovery information, remains subject to change in the event further information becomes available to the Receiver. Any such additional information could affect the conclusions drawn herein.
13. All references to dollars are in Canadian currency unless otherwise noted. Where amounts are reflected on the originating documents in US dollars, they have been converted into Canadian dollars at the exchange rate in effect at the date of the transaction.
14. The activities of the Receiver and the factual background summarized herein are set out more fully in reports of the Receiver available at the Receiver's website: <http://www.rsmrichter.com/Restructuring/Norshield.aspx>.

B. PURPOSE OF THE SIXTEENTH REPORT

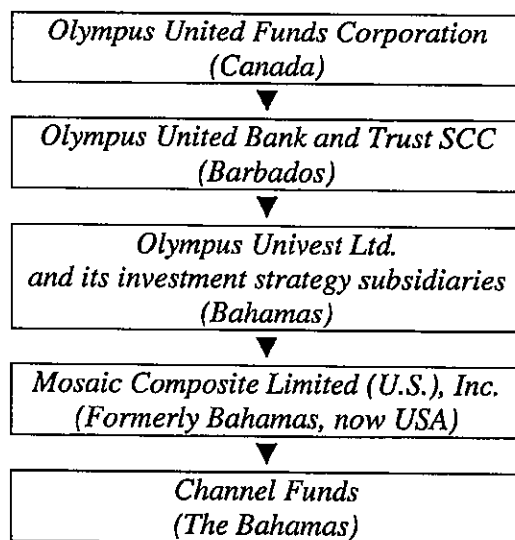
15. The purpose of the Sixteenth Report is to provide this Honourable Court with the evidentiary basis upon which to make an order:
 - (a) authorizing the Receiver's execution of minutes of settlement ("**Minutes of Settlement**") between the Receiver and KPMG LLP ("**KPMG**"), a copy of which is attached as Schedule A to the draft Order submitted herewith;
 - (b) approving the Minutes of Settlement as fair and reasonable;
 - (c) directing that the Minutes of Settlement be sealed from the public record until further Order of this Honourable Court;
 - (d) approving the activities of the Receiver, as described herein; and

- (e) abridging the time for service of the Notice of Motion and Motion Record, including the present report, and dispensing with further service thereof.

C. BACKGROUND

C-1. Overview of the Olympus Funds Investment Structure

16. The Receiver has determined that funds invested by approximately 1,900 retail investors in Canada (the “**Retail Investors**”) and other Canadian investors flowed through numerous entities/jurisdictions involving Olympus Funds, Olympus Bank, Olympus Uninvest and Mosaic (the term “investment strategy subsidiaries” that appears in the chart below refers to entities that exist but appear to merely be “shell” entities) (collectively referred to herein as the “**Olympus Funds Investment Structure**”):



17. The Retail Investors, a significant number of whom reside in Ontario, held investments in Olympus Funds in the amount of approximately \$159 million as at June 2005, according to the records of Olympus Funds. Based on the audited financial statements for Olympus Funds, Olympus Bank, Olympus Uninvest and Mosaic as at September 30, 2003, Olympus

Funds made significant investments in its wholly-owned subsidiary, Olympus Bank in Barbados. Olympus Bank held investments in Olympus Uninvest in The Bahamas. These investments were then co-mingled in Olympus Uninvest with investments received from Canadian pension funds and financial institutions and individuals and entities whose investments were in cash/cash equivalents and/or alleged contributions “in kind”. Olympus Uninvest held substantial investments in Mosaic. Mosaic, in turn, held investments in both hedged and non-hedged assets. The hedged assets were predominantly comprised of two cash settled equity barrier call options with the Royal Bank of Canada, which were consolidated into a single option on March 31, 2004 (referred to in other reports of the Receiver as the “**RBC SOHO Option**”) while the non-hedged assets consisted mainly of investments in a number of private entities, namely:

- (a) Channel Fixed Income Fund Ltd.;
- (b) Channel F.S. Fund Ltd.;
- (c) Channel Technology Fund Ltd.; and
- (d) Channel Diversified Private Equity Fund Ltd.

(collectively, the “**Channel Funds**”).

18. Mosaic was the largest shareholder of Channel Fixed Income Fund Ltd., which was the parent of the other three Channel Funds.

C-2. Collapse of the Olympus Funds Investment Structure

19. Extensive forensic investigative work into the activities of the Norshield Companies, Olympus Uninvest, Mosaic and the Channel Funds has led to a conclusion by the Receiver

that the above-mentioned Canadian, Barbadian and Bahamian entities, as well as their directors and officers, all operated in concert and with common interest despite attempts to give the appearance that many of the entities and individuals were unconnected and acting independently.

20. As the funds flowed through the Olympus Funds Investment Structure, significant dissipation of investor funds occurred at each level as a result of redemptions at artificially inflated net asset values ("NAVs"), unexplained payments to entities related or connected to the Norshield Companies and/or their principals, and the costs of maintaining the investment structure itself.
21. Those inflated NAVs were employed to camouflage the dissipation of investor funds and to provide a false positive picture of the Olympus Funds Investment Structure to investors.
22. As time went by, there ceased to be enough money in the Olympus Funds Investment Structure to meet redemptions. Existing assets had been overvalued and many were illiquid. In the months leading up to the Receiver's appointment, new subscriptions were entirely used to fund redemptions.
23. The failure of the Norshield Companies, Olympus Uninvest and Mosaic was caused, *inter alia*, by the enormous disparity between the real and the reported values of the assets purportedly held in the Olympus Funds Investment Structure, which resulted in collective losses in excess of \$400 million suffered by the Retail Investors in Olympus Funds as well as by direct investors in Olympus Uninvest.

24. Olympus Funds no longer conducts any business and has no operations, save for the realization of its assets by the Receiver.

D. ACTIVITIES OF THE RECEIVER

25. Since their appointments, the Receiver and/or Massi, in their respective capacities, undertook a number of activities, including:
- (a) the identification and realization of assets of the Norshield Companies, Olympus Uninvest and Mosaic;
 - (b) a detailed review of the various available accounting ledgers, banking records of the numerous trust and operating accounts and other available documentation;
 - (c) a review of the Original Respondents' voluminous electronic records, including key word searches on the e-mails contained therein;
 - (d) the update of the books and records and financial statements of both Olympus Funds and Olympus Bank to June 30, 2005;
 - (e) examinations under oath of certain individuals who were believed to possess information relating to the Norshield Companies, Olympus Uninvest, Mosaic and the Channel Funds;
 - (f) a review of certain auditors' working papers regarding Olympus Funds, Olympus Bank, Olympus Uninvest, Mosaic and the Channel Funds;
 - (g) meetings, communications and consultations with Me Jean Fontaine of the law firm Stikeman Elliott LLP, who was appointed to act as representative counsel on

behalf of the Retail Investors (“**Representative Counsel**”) by Orders of the Ontario Court dated July 14, 2005 and February 7, 2006;

- (h) various meetings and significant communications with individual Retail Investors and/or their representatives;
- (i) the implementation of a toll free telephone number, an e-mail address and a web page in order to answer questions from all stakeholders and to post all public information including Court Orders and reports of the Receiver;
- (j) the holding of simulcast Retail Investor information meetings in Montreal, Toronto and Vancouver, on February 21, 2006;
- (k) various information mailings to Retail Investors;
- (l) communications with both the Ontario Securities Commission (the “OSC”) and *l’Autorité des marchés financiers*, including Massi’s testimony as a representative of the Receiver before the OSC in proceedings against John Xanthoudakis, who had *de facto* control over the investment decision making of the entities within the Olympus Funds Investment Structure. These proceedings also included actions against Dale Smith and Peter Kefalas, other principals of the Norshield Companies;
- (m) communications with law enforcement authorities, including the RCMP and the *Service de police de la ville de Montreal* (City of Montreal Police Department), as well as the Bahamian securities regulator;

- (n) the institution of legal proceedings before the Superior Court of Quebec against the auditors of the Channel Funds, Brooks, Di Santo and its partners;
- (o) the analysis of the flow of funds for Olympus Funds, Olympus Bank, Olympus Uninvest, Mosaic and the Channel Funds, as set out in the available books and records thereof; and
- (p) the implementation of a claims process, pursuant to the Claims Process Order rendered on January 5, 2010 by this Honourable Court (the “**Claims Process Order**”).

E. NEGOTIATIONS AND PROPOSED SETTLEMENT WITH KPMG LLP

- 26. The Receiver obtained the audit working papers of Olympus Funds in Canada and Olympus Bank in Barbados, for the fiscal years ended September 30, 2002 and September 30, 2003.
- 27. The Receiver determined that material investments held by Olympus Funds and Olympus Bank were significantly impaired, such that the Receiver purports to have potential claims against, *inter alia*, KPMG, which reported upon the audited financial statements of Olympus Funds for the fiscal years ended September 30, 2002 and September 30, 2003.
- 28. Confidential meetings were held and confidential correspondence was exchanged between KPMG and the Receiver’s counsel regarding the potential claims of the Receiver and the means of addressing those claims in the most expeditious, cost-effective manner.

29. After much negotiation, including the assistance of a mediator, KPMG and the Receiver were able to reach an agreement and executed the Minutes of Settlement, subject to creditor and Court approval.
30. It is a term (paragraphs 15 and 16) of the Minutes of Settlement that they are to be kept confidential, except to the extent necessary to obtain the Court Orders required to implement the settlement. The Receiver is authorized to disclose to the parties interested in the proposed *Companies' Creditors Arrangement Act* ("CCAA") proceeding, including to creditors and their representatives, the Settlement Amount, the identities of the parties to the Minutes of Settlement and the fact that a bar order and third party releases are integral terms and conditions of the Minutes of Settlement. In these circumstances, it would be unjust to publicly disclose the Minutes of Settlement, and the Receiver seeks an Order sealing the Minutes of Settlement.
31. KPMG denies the Receiver's potential claims but, without admission, is prepared to make a payment of \$7,500,000 (the "**Settlement Amount**") to the Receiver, conditional upon:
- (a) approval in accordance with section 6 of the CCAA of a plan of compromise and arrangement (the "**Plan**") to be filed by Olympus Funds, which shall contain releases and bar orders described in the Minutes of Settlement;
 - (b) the issuance of an Order of the Ontario Court approving the Plan (the "**Sanction Order**"), or in the event of an appeal therefrom, confirmation of the Sanction Order on appeal;

- (c) the issuance of an Order by the Quebec Superior Court (the “**Quebec Court**”) dismissing the proposed class action commenced against KPMG in Court File No. 500-06-000434-080, or in the event of an appeal therefrom, confirmation of that Order on appeal; and
 - (d) the issuance of an Order by the Quebec Court recognizing and giving effect to the Sanction Order, or in the event of an appeal therefrom, confirmation of that Order on appeal.
- 32. KPMG is also, without admission, prepared to make a contribution of up to \$750,000 in reimbursement of the professional fees and disbursements incurred in connection with the CCAA proceedings and related proceedings by the Receiver and its legal counsel, the whole in accordance with the Minutes of Settlement.
- 33. The Settlement Amount would constitute a significant addition to the amounts already realized and identified by the Receiver in the receivership of Olympus Funds and would offer creditors a predictable and cost-effective option to resolve its potential claims against KPMG.
- 34. Representative Counsel to the Retail Investors supports the approval of the Minutes of Settlement.

F. THE PROPOSED CCAA PROCEEDINGS

- 35. The Settlement Amount constitutes a reasonable realization of the claims of Olympus Funds against KPMG by transforming the inherent uncertainty, cost and delays of litigation into a predictable liquid asset, subject to the approval of creditors and the Court.

36. The CCAA is the only mechanism by which the bar orders and releases in favour of KPMG and parties related thereto, which are essential conditions to the payment of the Settlement Amount, can be achieved.
37. The Plan would allow Olympus Funds to provide, in an orderly manner, a distribution to its creditors, consisting of the Settlement Amount, other amounts already held by the Receiver and available for distribution and further amounts that may be realized at a later date.
38. Richter will consent to act as Monitor in the proposed CCAA proceedings.

G. STATUS OF RETAIL INVESTORS

39. At first glance, the form of the investments made by the Retail Investors may appear to be in the nature of equity, because shares were issued and shown as equity in the financial statements of Olympus Funds. However, the substance of the Retail Investors' relationship with Olympus Funds is in the nature of debt.
40. For the reasons discussed below, the Receiver is of the view that the Retail Investors are akin to, and should be treated as, creditors of Olympus Funds in the proposed CCAA proceedings, without regard to accepted redemption requests that remain unfulfilled.
41. In arriving at its opinion, the Receiver has considered the following:
 - (a) Olympus Funds was merely a flow-through conduit and Olympus Bank was akin to an asset manager, in that:

- (i) Olympus Funds described itself as a mutual fund corporation that was only a holding company, as stated at pages 1 and 8 of the June 21, 2004 Olympus Funds Offering Memorandum (the “**2004 Memorandum**”) attached hereto as **Schedule A** and, just as investors in a mutual fund hold no equity in the mutual fund company, the Retail Investors held no real equity in Olympus Funds;
- (ii) Olympus Bank is described at pages 1 and 7 of the 2004 Memorandum as a provider of “*financial services*” and as “*manager and administrator*” of the investors’ funds, such that Olympus Bank was not, in itself, an investment;
- (iii) the authorized capital of Olympus Funds allowed for numerous classes of shares, each of which was intended to flow through to a corresponding fund and segregated asset cell established by Olympus Bank, as appears from the 2004 Memorandum, which states that investors’ funds would be used to “*provide capital to the segregated asset cells of Olympus United Bank*” (at page 1) to be managed by NAM and Olympus Bank and invested in other entities and with other portfolio managers (at page 4). This flow-through structure was utilized as early as 1999;
- (iv) the share classes of Olympus Funds were to be used as a means of managing separate and distinct investment strategies of different investors, as stated at page 1 of the 2004 Memorandum;

- (v) the Retail Investors, who financed the purchase of the assets underlying Olympus Bank's segregated asset cells, were always intended to be the ultimate beneficiaries thereof;
 - (vi) any rise or fall in the common equity of Olympus Funds would have no effect on the return on investment of an individual investor, which was based on the NAV of the fund and segregated asset cell associated with the investor's share class which, as stated at page 16 of the 2004 Memorandum, was based on the NAVs of the underlying cell assets;
 - (vii) the Retail Investors' returns were not tied to the performance of Olympus Funds as a corporate entity, but were intended to be "*determined primarily on the basis of the net value of the applicable Associated Assets and as determined by the Board in accordance with such method of valuation as the Board may deem proper, provided that such method is in accordance with generally accepted accounting principles applicable thereto*", as stated at page 9 of the articles of amendment of Olympus Funds dated May 26 (the "**Articles**"), attached hereto as **Schedule B**;
- (b) the Retail Investors' investments with Olympus Funds had the following attributes traditionally associated with debt, as opposed to equity:
- (i) the 2004 Memorandum states at page 16 that, "*[u]nder Barbados company law, segregated asset cells are used to protect assets from creditors with respect to obligations arising from transactions involving*

segregated asset cells and from transactions involving non-cellular assets". The investors in the segregated asset cells rank above the general creditors of Olympus Bank despite the fact that their interest was reflected in the form of shares;

- (ii) Olympus Funds acted as a mere conduit for investors investing in the funds and cells of Olympus Bank, who were actually higher ranking than the creditors thereof and would be paid in full from the underlying assets of the particular cell in priority to such creditors;
 - (iii) the Retail Investors in Olympus Funds had no voting rights, and therefore no means of influencing the decisions of its management, as appears from page 14 of the Articles;
 - (iv) according to the financial statements of Olympus Funds, no dividends were paid to the Retail Investors during the period from 1999 to 2003; and
 - (v) the reasons for postponement or suspension of redemptions, listed at pages 11 to 12 of the Articles, do not involve the solvency test typically considered for redemptions of equity, but instead refer to business and logistical considerations, such as the ability to liquidate the underlying assets at normal rates of exchange.
- (c) Olympus Funds did not provide Retail Investors with the choice to invest in debentures or other commonplace debt instruments; the only Olympus Funds

investments available to the Retail Investors were the classes of shares associated with Olympus Bank asset cells.

42. The Retail Investors are substantially the only stakeholders in Olympus Funds, and their treatment as creditors would not be prejudicial to others since, as at the March 31, 2010 claims bar date established by this Court in the Claims Process Order, only the following three amounts were claimed by alleged creditors other than the Retail Investors:
- (a) \$9,963.67, claimed by an alleged service provider;
 - (b) \$111,153.85, claimed from each of the Norshield Companies by one alleged former employee, whose claim is expected to be disallowed in respect of Olympus Funds, as that corporation appears to have had no employees; and
 - (c) \$100,000, claimed after the claims bar date by a Retail Investor claiming status as a creditor.
43. In the period leading up to the receivership, the funds of the Retail Investors were in large part not invested, but were instead used to redeem the investments of Retail Investors and other parties at inflated NAVs, paid without apparent justification to entities related or connected to the Norshield Companies and/or their principals, and used to fund the costs of maintaining the Olympus Funds Investment Structure itself, such that the claims of the Retail Investors are based on an entitlement to obtain damages from Olympus Funds for the diversion of their funds and its failure to provide the contractually agreed-upon financial management services.

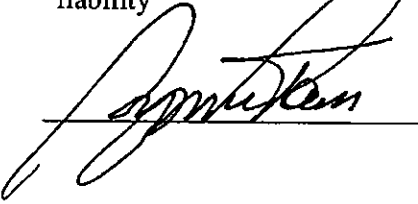
44. The Retail Investors, treated as creditors of Olympus Funds, hold total claims against Olympus Funds that far exceed \$5,000,000, such that Olympus Funds is a company to which the CCAA applies.
45. It is expected that the Plan will seek to treat Retail Investors equally, without regard to the specific class of shares purportedly associated with their investments, considering that the funds invested by each Retail Investor cannot be traced directly to the Olympus Bank asset cells with which they were intended to be associated.
46. Under the circumstances, to treat the Retail Investors as holders of equity claims would neither be just nor equitable, and would result in the triumph of form over substance.

H. ORDER SOUGHT

47. The Receiver respectfully recommends that this Honourable Court render an Order:
 - (a) authorizing the Receiver's execution of the Minutes of Settlement;
 - (b) approving the Minutes of Settlement as fair and reasonable;
 - (c) directing that the Minutes of Settlement be sealed from the public record until further Order of this Honourable Court;
 - (d) approving the activities of the Receiver, as described herein; and
 - (e) abridging the time for service of the Notice of Motion and Motion Record, including the present report, and dispensing with further service thereof.

**RSM Richter Inc., in its capacity as
Court-Appointed Receiver of the**

Norshield Companies (as defined
herein) and with no personal or corporate
liability



SCHEDULES

Schedule A Olympus Funds Offering Memorandum, dated June 21, 2004

Schedule B Articles of Olympus Funds, dated May 26, 2004

SCHEDULE “A”



STANDING STRENGTH

OLYMPUS UNITED FUNDS OFFERING MEMORANDUM

Date: June 21, 2004

The Issuer

Name: Olympus United Funds Corporation ("Olympus United")
Head Office: 155 University Avenue Phone #: (416) 203-3081
Suite 1230 Fax #: (416) 203-1548
Toronto, Ontario, M5H 3B7 Email: info@olympusfunds.com
Currently listed or quoted? No. Reporting issuer? No.

SEDAR filer? No.

The Offering

Securities Offered: Classes A, B, F, G, H, K, I, L, O, P, W and X Redeemable Convertible Non-Voting Shares of Olympus United ("Class Shares"). These Class Shares represent the Olympus United Funds described in Appendices A-F. In this offering memorandum, all of these funds are collectively referred to as the "Funds".

Price Per Security: Net Asset Value per Class Share as at the first Valuation Date following the date on which a subscription is received ("Subscription Price").

Minimum/Maximum Offering: The minimum offering is two subscribers purchasing at least \$50,000 of Class Shares. The maximum offering for Class A, G, H, K, I, L, O, P, W and X Redeemable Convertible Non-Voting Shares is 10,000,000 Class Shares in the aggregate. The aggregate maximum offering for Class B and F Redeemable Convertible Non-Voting Shares is \$25 million.

Payment Terms: Cheque or bank draft in immediately available funds. When purchasing certain Class Shares through a Dealer, you may be required to pay either a front-end commission or a redemption fee (deferred sales charge) in which case Olympus United will pay the Dealer a commission of up to 4% of the Subscription Price and you will be subject to a redemption fee if your Class Shares are redeemed within nine years of purchase.

Proposed Closing Date(s): The Class Shares are offered on a continuous basis from June 21, 2004 to September 30, 2004 unless extended by Olympus United.

Tax Consequences: There are important tax consequences to these securities. See Item 6.

Selling Agent(s): Yes. See Item 7.

Technical terms

For an explanation of technical and capitalized terms used in this offering memorandum, please see Appendix G – Glossary.

Directory

For a directory of parties relevant to the management and organization of the Funds, please see Appendix H – Directory.

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 and Appendix I – Purchasers' Rights of Action for Damages or Rescission.

This offering memorandum constitutes an offering of these securities only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale and therein only by persons authorized to sell such securities. This offering memorandum is not, and under no circumstances is to be construed as, a prospectus or a public offering. No securities regulatory authority 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.

PURSUANT TO AN EXEMPTION FROM THE COMMISSION DES VALEURS MOBILIÈRES DU QUÉBEC, OLYMPUS UNITED HAS BEEN PERMITTED TO FILE NOTICES OF DISTRIBUTION ON AN ANNUAL BASIS AND HAS BEEN EXEMPTED FROM COMPLYING WITH VARIOUS REGULATORY REQUIREMENTS UNDER THE SECURITIES ACT (QUÉBEC) PERTAINING TO MUTUAL FUNDS.

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SUMMARY OF OFFERING

Introduction

This offering memorandum contains important information to help you make an informed decision about investing in the Class Shares. This offering memorandum will also help you understand your rights as an investor in the Class Shares.

To make this offering memorandum easier to read and understand, we have used personal pronouns throughout much of the text. References to “Olympus United”, “our”, “we”, or “us” generally refer to Olympus United Funds Corporation. References to “you” are directed to the reader as a potential or actual investor in the Class Shares.

The following is a list of the Class Shares we are offering for sale and the Funds they represent:

<u>Share Class</u>	<u>Fund Name</u>
A	Olympus United Multi-Asset Fund
B	Olympus United Momentum (F) Fund
F	Olympus United Momentum Fund
G	Olympus United Global Trading Fund
H	Olympus United Tactical Trading Fund
X	Olympus United Tactical Trading (F) Fund
K	Olympus United Diversified Fund
I	Olympus United Univest II Fund
L	Olympus United Univest II USD Fund
O	Olympus United Univest II (F) Fund
P	Olympus United Univest II (F) USD Fund
W	Olympus United Global Trading (F) Fund

(collectively, the “Funds”);

Olympus United is a corporation formed under the laws of Canada. It raises capital for investment in segregated asset cells which are managed by its wholly-owned subsidiary, Olympus United Bank and Trust SCC (“Olympus United Bank”). Under Barbados company law, segregated asset cells can be used by a Barbados corporation to protect assets from creditors with respect to obligations arising out of other segregated asset cells and non-cellular assets of that corporation. The assets of the Funds will be represented by segregated asset cells of Olympus United Bank. Olympus United Bank conducts an active business enterprise as a licensed provider of international financial services in Barbados under a license issued by the Central Bank of Barbados. Your investment in the Class Shares will be used to provide capital to the segregated asset cells of Olympus United Bank corresponding to the relevant Fund.

Norshield Asset Management (Canada) Ltd. (“NAM Canada”), a Canadian corporation, has been appointed by Olympus United and Olympus United Bank to provide portfolio management services with respect to the Funds. NAM Canada has, in turn, appointed Olympus United Bank to act as investment advisor with respect to the Funds.

Computershare Trust Company, a trust company licensed under Canadian law, is the custodian of the assets of the Funds. See Item 2.

Olympus United Group Inc. (“Olympus United Group”) provides Olympus United with marketing services. Olympus United Group is registered as a limited market dealer in Ontario, a mutual fund dealer in Ontario and Québec and is a member of the Mutual Funds Dealers Association (“MFDA”).

Administrative Fundamentals Inc. (“AFI”) provides certain services to Olympus United including acting as registrar for the Class Shares, processing subscriptions and redemptions and shareholder communications. AFI is paid by Olympus United Bank to perform these services out of its management and administration fees.

The main part of this offering memorandum contains general information applicable to all of the Funds. Appendices A to F contain information specific to the Funds themselves. You should read each of these Appendices in order to understand the investment objectives and strategies of the Funds. These Appendices, together with Appendices G to J, are incorporated into and form part of this offering memorandum.

How the Class Shares are Valued and Sold

We offer the Class Shares for sale in Canada (the "Offering") on a best efforts basis through dealers which are registered under applicable Securities Legislation to sell the Class Shares or which are exempt from registration ("Dealers"). The Class H Shares representing the Olympus United Tactical Trading Fund and the Class X Shares representing the Olympus United Tactical Trading (F) Fund are not available to Quebec residents.

The Class Shares are offered at the net asset value per Class Share determined by us ("Net Asset Value per Class Share") on the first Valuation Date following the date on which the subscription is received by Olympus United (the "Subscription Price"). The Class Shares will be offered on a continuous basis from June 21, 2004 to September 30, 2004 unless extended by us (the "Offering Period").

Subscription Minimums

If you are a resident of Québec, you must make a minimum initial subscription of \$150,000 (\$300,000 for joint subscribers).

If you are a resident of Ontario who is an "Accredited Investor" as defined in Ontario Securities Commission Rule 45-501 ("OSC Rule 45-501"), our policy is that you must make a minimum initial subscription of \$25,000. Non-Accredited Investors resident in Ontario must by law make a minimum initial subscription of \$150,000 (\$300,000 for joint subscribers). Dealers in Ontario purchasing Class Shares for their own account have a minimum initial subscription of \$5,000.

If you are a resident of Alberta, British Columbia, Saskatchewan, the Northwest Territories ("NWT"), Nunavut, the Yukon Territories, Manitoba, Nova Scotia, Prince Edward Island ("PEI"), New

Brunswick (where a special exemption order may be required) or Newfoundland and Labrador and you are an "Accredited Investor" as defined in Multilateral Instrument 45-103 ("MI 45-103"), our policy is that you must make a minimum initial subscription of \$25,000. The minimum subscription for Non-Accredited Investors resident in any of these provinces or territories is also \$25,000. In addition, investors who are not Accredited Investors resident in Alberta, Saskatchewan, NWT, Nunavut, Manitoba and PEI must qualify as "Eligible Investors" as defined in MI 45-103. **Your Dealer can advise you whether you qualify as an Accredited Investor and/or an Eligible Investor.**

Initial subscriptions of less than the minimum subscriptions described above may be permitted, but only at our discretion and where allowed by Securities Legislation.

Additional investments (following a minimum initial subscription) are allowed at our discretion as permitted by law. Consult your Dealer for particulars.

All subscription proceeds received by us will be held in trust for you until midnight on the second Business Day after you sign a Subscription Agreement.

Redemptions

Subject to all applicable laws, the Class Shares are redeemable both by you and by us under certain circumstances. The Net Asset Value per Class Share to be redeemed is currently determined as of the last Business Day of each week or such other date as determined by us (a "Valuation Date"). The redemption price per Class Share will be the Net Asset Value per Class Share on the first Valuation Date following the date on which notice of redemption is received by us. The redemption proceeds net of all redemption fees will be paid to you within five Business Days after the end of such week unless redemptions have been suspended by us. See Item 5.

Commissions and Redemption Fees Payable by You

When investing in certain Class Shares, you may elect to negotiate and pay a "front-end" sales commission to the Dealer through which you invest. This commission will be in addition to the

Subscription Price. The maximum commission which we allow a Dealer to charge is 6% of the Subscription Price. Alternatively, you may elect to pay a redemption fee payable to us on a declining basis if Class Shares are redeemed by you or by us in the nine-year period following the date such Class Shares are issued. The date Class Shares are issued is called the "Closing Date". If you invest in Class Shares and elect to pay a redemption fee, Olympus United will pay to your Dealer a sales commission of up to 4% of the Subscription Price on your behalf. These payments to your Dealer will be capitalized and accounted for as a deferred sales charge which will be reduced by Olympus United Bank paying to Olympus United a portion of its management fee each year until the Class Share in respect of which Olympus United paid the commission has been redeemed or until the deferred charge has been reduced to zero, whichever comes first. Thus, Olympus United Bank is responsible for paying to Olympus United that portion of the sales commission that is not recovered from you. Olympus United may, at its discretion, waive the redemption fee that would otherwise apply with respect to up to 10% of the Class Shares held by you per calendar year, such number of Class Shares determined as at December 31 of the previous calendar year.

Neither sales commissions nor redemption fees are payable by investors in Olympus United Momentum (F) Fund, Olympus United Global Trading (F) Fund, Olympus United Tactical Trading (F) Fund, Olympus United Univest II (F) Fund or Olympus United Univest II (F) USD Fund.

Service Fees Payable by Us

Olympus United Bank pays to certain Dealers a service fee ("Service Fee") from its management fees of up to 1.0% per annum based on the aggregate Net Asset Value per Class Share beneficially owned by clients of that Dealer. Service Fees will be paid quarterly. Other Dealer compensation may also be paid.

Service fees are not payable to Dealers representing investors in Olympus United Momentum (F) Fund, Olympus United Global Trading (F) Fund, Olympus United Tactical Trading (F) Fund, Olympus United Univest II (F) Fund or Olympus United Univest II (F) USD Fund.

Fees and Expenses Payable by the Funds

Please refer to Appendices A to F for a detailed description of the Fees applicable to each Fund.

Olympus United Bank charges each Fund a monthly Management Fee and a quarterly Incentive Fee. Out of these fees, Olympus United Bank reimburses Olympus United for investment management fees charged by NAM Canada.

Each Fund also pays Olympus United Bank a monthly administrative fee (the "Administration Fee"). The Administration Fee covers administration expenses, including shareholder accounting and fund accounting, as well as Class Shares selling and clearing fees.

Operating expenses of Olympus United and Olympus United Bank relating to the Funds that are not covered by the Administration Fee are paid out of the assets of the Funds. Such operating expenses include, but are not limited to, custodial fees, audit, legal, shareholder reporting and certain other third party expenses. The Funds bear all investment and trading activity expenses including brokerage commissions, "bid-asked" spreads, mark-up and other transactional charges, interest expense and commitment fees, custodial and clearing fees, fixed and incentive fees of portfolio managers and withholding taxes.

Olympus United Bank compensates AFI for its services out of the management and administrative fees.

Income Tax Matters

You will be entitled to claim the federal dividend tax credit in respect of any dividends received on Class Shares. An investment in the Class Shares will constitute a qualified investment for a registered retirement savings plan ("RRSP") or a registered retirement income fund ("RRIF") under the *Income Tax Act* (Canada) (the "Tax Act"), at the time the Class Shares are acquired by the RRSP or RRIF. The Class Shares are considered foreign property and should be held in a RRSP or RRIF as foreign content.

Risks of Investing in the Class Shares

You should carefully consider the risks when contemplating an investment in the Class Shares.

Please read this offering memorandum carefully and completely and consult with your professional advisors. In particular, read Item 8 which summarizes the risks of the investment.

Subscription Documents

When investing in the Class Shares, you must deliver the following documents to us or to your Dealer:

- a cheque or bank draft payable to Olympus United Funds Corporation in the amount subscribed for;

- a cheque or bank draft payable to Olympus United Funds Corporation in trust for the Subscriber's Dealer in full payment of any "front-end" commission; and
- the Subscription Agreement and applicable Risk Acknowledgement, Accredited Investor and Eligible Investor forms. Your Dealer will make these documents available to you.

You will not become a shareholder of Olympus United or have any rights as such until your subscription has been accepted in writing by us.

ITEM 1 USE OF NET PROCEEDS

1.1 *Net Proceeds*

It is not possible to determine accurately what the net proceeds of the Offering will be. The Subscription Price will vary, depending on what Net Asset Value per Class Share is applicable to your subscription. Sales commissions will also vary, depending on what your Dealer charges you, and whether or not you purchase the Class Shares on a deferred sales charge basis (See Item 7).

1.2 *Use of Net Proceeds*

The net proceeds of the Offering will be used by us, firstly, to pay for the estimated Offering costs of \$15,000, and, secondly, to provide capital to the segregated asset cells of Olympus United Bank corresponding to the relevant Fund. Olympus United Bank will manage the segregated asset cells in accordance with each Fund's investment objectives and strategies, outlined in Appendices A to F.

1.3 *Reallocation*

We intend to spend the available funds as stated. We do not intend to reallocate funds.

ITEM 2 BUSINESS OF OLYMPUS UNITED

2.1 *Structure*

Olympus United was incorporated under the laws of Canada on September 15, 1993. It was previously called First Horizon Holdings Ltd. and changed its name to Olympus United Funds Corporation on February 20, 2003. Olympus United's subsidiary, Olympus United Bank, was incorporated under the laws of Barbados on September 29, 1993. Olympus United Bank was previously called First Horizon Bank (Barbados) Inc. and changed its name to Olympus United Bank and Trust SCC on September 11, 2003.

2.2 *Our Business*

Olympus United is a holding company only. Olympus United owns all of the issued and outstanding shares of Olympus United Bank.

Olympus United Bank is licensed by the Central Bank of Barbados to provide international financial services under the *International Financial Services Act* (Barbados). **Olympus United Bank carries on no business in Canada and is not a bank for the purposes of Canadian law. In particular, Olympus United Bank is not an entity to which the *Bank Act* (Canada) applies.** Its financial service activities consist of owning and administering assets which are designated by Olympus United Bank as distinct and segregated cell assets, portfolio management, stock and futures trading and trust and custodial services. Under Barbados company law, segregated asset cells are used to protect assets from creditors, the obligations to whom arose with respect to other segregated asset cells or non-cellular assets. The assets of the Funds are held by Olympus United Bank in segregated cells corresponding to the relevant Fund.

The Funds provide sophisticated investors with the ability to participate in investment strategies on a global basis which are alternative to the traditional "buy and hold" approach to stock and bond investing. Each of the Funds is structured using hedge fund management specialists. The nature of hedge fund investing activity often limits the capital any single specialist will accept and typically a minimum of US\$1,000,000 is required to invest in any single fund or strategy.

Hedge Funds

Hedge funds are pooled investment portfolios that are distinguishable from traditional investment funds in a number of ways. Hedge funds are generally privately offered funds that are not open for investment to the general public. As private portfolios, hedge funds usually have a great degree of latitude in terms of investment mandate and may make use of leverage from time to time. Unlike most funds which are limited to long positions in securities, hedge funds can also engage in the short sale of investments in order to reduce market exposure and enhance the rate of return. Hedge funds are generally established to pursue a particular trading strategy or series of strategies. Historically, the term "hedge fund" was used to refer to such investments because managers would construct portfolios of long and short positions to insulate or "hedge" the performance from broad market fluctuations. The hedge fund industry dates back to 1949 with the first partnership managed by Alfred Winslow Jones. The initial focus of the industry was to hedge away market risk in a common stock portfolio. As the industry has grown, the range of securities contemplated for hedge funds has greatly expanded. Today's hedge fund experts use bonds, convertible bonds, warrants, mortgage-backed securities and a wide variety of derivatives to hedge market exposure. With worldwide assets of over \$600 billion, the industry is a major force in world capital markets. Hedge funds often adopt market neutral strategies encompassing virtually every asset class. "Market neutral" investing means that the hedge fund manager focuses on value added investment strategy. Most market neutral hedge funds are designed to take advantage of anomalies between directly and indirectly related securities and other financial instruments rather than directional market moves. In addition, hedge fund managers can hedge away unwanted risks, such as currency risk. It is important in managing the Funds that Olympus United Bank be able to identify the value that a hedge fund manager can add in pursuing a market neutral or substantially hedged strategy. The following are some of the trading strategies employed by hedge fund managers:

Fixed Income Arbitrage

This involves the purchase and simultaneous short sale of fixed income securities, most often government treasury securities issued by different countries around the world. The net portfolio thus created is not dependent on the direction of interest rate changes but rather the differences in the rates of interest of the various securities included in the portfolio. Leverage is often used in connection with this strategy.

Mortgage-backed Securities Arbitrage

Managers operating in this environment purchase securities that hold baskets of mortgage investments, then simultaneously hold short positions in a mix of fixed income securities issued by governments, quasi-government or major corporations. The objective is to lock in above average yields while minimizing risk using the market-neutral characteristics of the hedge portfolio. Leverage is often used in connection with this strategy.

Regulation D Equity Financings

This is a very specialized method of financing available to United States corporations whose shares are listed on a recognized public stock exchange, generally the New York Stock Exchange or NASDAQ. Such corporations are able to finance short-term capital needs without going to the time and expense of full public stock offerings. Regulation D fund managers can provide corporate financings using the company's treasury stock as security. The terms of such financings include provision for the issue of any additional shares that might be necessary should the share price move down while the loan is outstanding. This reduces any downside risk to zero (except in the case of a bankruptcy) while the gain comes from selling the stock at higher prices.

Convertible Arbitrage

This alternative involves purchasing convertible debt securities of corporations, while simultaneously hedging the equity risk in this hybrid security by shorting the common stock against the delta adjusted value of the embedded

option. Managers attempt to exploit the periodic discrepancies that occur in the pricing relationships between the convertible bond and the common equity.

Equity Hedge

This strategy refers to a portfolio construction process in which the fund manager purchases equities having above average expected returns while simultaneously selling short securities with below average expected returns. As a result, systematic or market-related risk is reduced and returns are generated from both the long and short sides of the portfolio.

Equity Market Neutral Stock Arbitrage

This approach is similar to that of the Equity Hedge strategy except managers employing market neutral strategies will construct portfolios by selecting historically similar stocks both long and short. The goal of the equity market neutral portfolio is to create a basket of securities that has no market (beta) or factor (sector, market capitalization, liquidity, etc.) risks. As a result, the success of this strategy is entirely dependent upon the superior stock selection abilities of the fund manager and not on the performance of the equity markets in general.

Merger Arbitrage

This strategy holds long stock positions in companies that are targets of takeover bids, with the portfolio offset with short positions in companies doing the acquisitions.

Distressed Securities Arbitrage

The debt of distressed corporations is often discounted to extremes. These can be attractive to fund managers who see candidate companies with excellent potential for recovery either through changes in management, new product development or other special circumstances. These types of securities seldom rely on general market conditions for their performance and thus are not correlated to the general market as a whole.

Credit Arbitrage

The interest rate differential between low yielding higher rated securities is arbitrated against higher yielding lower rated securities by buying one and selling the other. Positions are financed by borrowing and lending securities in the "repo" markets. Risk is hedged by using credit derivatives and other forms of insurance. The aim is to earn a consistent positive rate of return in these transactions.

Global Macro

This strategy uses stock indices, interest rate futures contracts, currencies and commodity future contracts to profit from major capital flows across international markets.

Emerging Markets

This strategy focuses security selection in emerging markets. Emerging markets can offer extremely attractive rates of returns due to the lack of industry maturity, heightened geopolitical risks, liquidity and other variable related to investing in developing economies.

High Yield

High yield managers purchase the debt of financially speculative companies in an attempt to capture attractive yields along with credit enhancement. Variations of this strategy may include asset allocation models that will participate in a basket of high yield securities when prices are deemed attractive.

Tactical Trading

This is a market timing system that invests in futures and commodity contracts, equities, exchange-traded funds, fixed-income instruments, swaps and other derivatives with the objective of achieving high risk-adjusted returns that have a low correlation with traditional market indices.

Managed Futures

Managers who employ this strategy seek capital appreciation from movements in the value of futures contracts and other derivatives instruments. The strategy generally participates in many global futures markets, including but not limited to currencies, fixed income, equities, metals, energies and agriculturals. Managers typically employ either a discretionary approach based on market fundamentals or a systematic model-based approach.

Management of the Funds

NAM Canada

Olympus United and Olympus United Bank have appointed Norshield Asset Management (Canada) Ltd. ("NAM Canada") to provide investment management services with respect to the Funds in accordance with the investment strategy of each Fund. NAM Canada is registered with the Ontario Securities Commission as an Investment Counsel and Portfolio Manager under the *Securities Act* (Ontario) and as a Commodity Trading Counsel and Commodity Trading Manager under the *Commodity Futures Act* (Ontario). NAM Canada has appointed Olympus United Bank as investment manager to invest the assets of the Funds in accordance with the investment strategy of each Fund. Olympus United Bank may, in fulfilling its duties, seek advice from other advisors and managers.

Olympus United Group

Olympus United Group provides Olympus United with marketing services. Olympus United Group is registered as a limited market dealer in Ontario, as a mutual fund dealer in Ontario and Québec and is a member of the MFDA.

The Investment Fund and Portfolio Manager Selection Process

In fulfilling its mandate as the owner and investment manager of the Funds, Olympus United Bank selects and monitors the Funds' investments in hedge funds ("Investments" in "Managed Funds") and any portfolio managers that trade derivatives for one or more of the these funds ("Portfolio Managers"). Olympus United Bank has the experience and skill to manage a successful investment program.

In selecting Investments and Portfolio Managers, Olympus United Bank will closely examine, in the case of an Investment, the particular Investment, the manager of the Investment, the Investment style, and the suitability of the Investment given the current composition of the portfolio. In the case of Portfolio Managers, the selection process includes analysis of trading style, past performance, leverage employed, portfolio turnover, average size of winning and losing trades, experience of key personnel and markets traded. Olympus United Bank will interview managers, analyze their answers to a customized manager questionnaire and verify personal and business references. These processes comprise two sets of analyses – quantitative and qualitative. Quantitative analysis includes:

- an analysis of the trading strategy and close examination of the process of Investment selection,
- analysis of the historical performance, relative to market opportunity,
- analysis of the variability of the returns on Investment, the periods of underperformance and out-performance relative to the market and peer group,
- the level of leverage employed in the trading strategy,

- the liquidity of the Investment entered into,
- the overall credit quality of the Investment portfolio,
- extensive analysis of the risk controls employed by the manager of the Investment,
- analysis of the daily, monthly and annual volatility of returns produced by the Investment,
- fee structure, and
- formal and informal references from within the industry.

Qualitative analysis of an Investment or strategy involves a vigorous due diligence of the manager of the Managed Funds or the Portfolio Manager, as the case may be, and their respective operations over a period of time. Managed Funds and Portfolio Managers are closely monitored for 6-12 months before an Investment is made, or a strategy undertaken. This search encompasses:

- the experience of the key professionals in the operations,
- the depth of the back-up and support functions,
- the extent of systems support and technological back-up,
- “disaster recovery” preparedness should the manager have to re-locate in an emergency,
- operational controls and reporting process,
- security of the assets in the portfolio (in the case of an Investment), and
- references of the service providers – custodian, administrator, auditors and legal counsel (in the case of an Investment).

The goal of the manager allocation process is to maintain a diversified portfolio of Portfolio Managers participating in global markets with complementary trading styles. With this objective in mind, Olympus United Bank will attempt to maintain an appropriate balance amongst Portfolio Managers based on their relative correlations and volatilities. For example, if one Portfolio Manager performs exceptionally well because a market environment has been particularly conducive to his style of trading, Olympus United Bank may reallocate a portion of that Portfolio Manager’s gain to other trading styles. In addition, if Olympus United Bank terminates a Portfolio Manager or finds a new Portfolio Manager that it would like to add to a fund, then it will reallocate capital as well.

Managing the Investments and Portfolio Managers is a continuous process. Olympus United Bank monitors Investments, the Portfolio Managers’ performance and market movement on a continuous basis in order to adjust and balance the portfolio to meet both present and anticipated future market trends. In order to meet its commitment to capital preservation, Olympus United Bank is rigorous in its approach to risk management of the portfolio. The portfolio is subjected to continuous analysis using risk management systems developed by Olympus United Bank. These calculate:

- the performance of the portfolio relative to the volatility of the Investments contained within it,
- the changes in the probability of the portfolio outperforming or under performing the expected level of return,
- the required adjustments between asset classes or Investments necessary to re-establish the optimal profile,
- the degree to which each Investment is deviating from its expected performance,
- the extent to which the characteristics of the underlying asset classes have changed (become more or less volatile), and
- scenario analysis as to how the portfolio can be improved by the addition of other Investments which may be quite distinct and separate from those currently in the portfolio, but which are part of the universe of opportunities tracked by Olympus United Bank.

These calculations provide Olympus United Bank with an early indication of any changes that need to be made within the portfolio. In taking a proactive approach to risk management, Olympus United Bank seeks to minimize any delay between making decisions and taking corrective actions in the portfolio.

Description of Derivatives Based Strategies

Derivatives markets around the world enable investors and Portfolio Managers to create synthetic investment portfolios and use a broader range of strategies to effect their investment program. The advantages include the ability to create a broader diversification of assets and to incorporate a mix of sophisticated trading strategies such as hedging, arbitrage and short selling. Portfolio Managers who specialize in derivatives are regulated in the United States under the classification of commodity trading advisors (“CTAs”). In today’s market place this designation is something of a misnomer as derivatives markets today go beyond the base commodities where the industry originated and now include interest rate instruments of various government debt securities, foreign exchange and stock market indices for most of the world’s major exchanges. Olympus United Bank currently uses a team of independent derivatives based Portfolio Managers for the Funds. Up to 15% of the capital of the Funds may be allocated for cash reserves against margin requirements for this manager group. In allocating money among Portfolio Managers in this group, no allocation greater than 15% of the total margin requirement for the portfolio will be made to any single Portfolio Manager. Only Portfolio Managers with low historical volatility will be considered and further, overall allocations are weighted to those among the selected Portfolio Managers who have exhibited the lowest volatility. Olympus United Bank maintains a large database of potential candidates for selection as Portfolio Managers.

2.3 Fees and Expenses Payable by the Funds

Olympus United Bank receives management, incentive and administration fees from the Funds as described below (collectively, the “Fees”). While the assets comprising the Funds belong to Olympus United Bank, the Fees are withdrawn from these assets, retained by Olympus United Bank and accounted for separately from the accounts of the Funds.

Please refer to Appendices A to F for a detailed description of the Fees payable by each Fund.

Management Fees

For each Fund, a management fee (the “Management Fee”) is paid monthly in advance to Olympus United Bank. The Management Fee is calculated and accrued daily and paid within 5 Business Days of the end of each calendar month.

Administration Fee

For each Fund, a monthly administration fee (the “Administration Fee”) is paid monthly in advance to Olympus United Bank. The Administration Fee covers administration expenses, including shareholder accounting, fund accounting, and purchase and redemption clearing fees. The Administration Fee is calculated and accrued daily and paid within 5 Business Days of the end of each calendar month.

Incentive Fees

Olympus United Bank receives an incentive fee calculated on the “Net New Profits” of each Fund (the “Incentive Fee”). “Net New Profits” means an appreciation in the weighted average Net Asset Value per Class Share multiplied by the number of Class Shares outstanding (“Net Fund Value”) calculated by computing Net Fund Value as of the end of each calendar quarter and then subtracting the highest previous Net Fund Value attained as of the end of the previous calendar quarter (the “High Water Mark”). In making this calculation, capital additions to and/or withdrawals from a Fund during the relevant calendar quarter are not included. No Incentive Fee is

payable in any given calendar quarter if the Net Fund Value at the end of such calendar quarter does not exceed the then High Water Mark. The Incentive Fee is calculated and accrued daily and paid within 5 Business Days of the end of each calendar quarter.

Effect on Net Asset Value per Class Share

Because the Management Fee, Administration Fee and Incentive Fee are calculated and accrued daily, the accrued but unpaid portion of these Fees are accounted for in the calculation of Net Asset Value per Class Share and therefore will have the effect of lowering the Subscription Price from what it otherwise would be if no accruals were made.

No Duplication or Reduction of Fees

The Funds may allocate assets to other funds of Olympus United Bank or other funds managed by Olympus United Bank, but will not, except as hereinafter stated, be subject to additional management or incentive fees as a result of such investments. That is, where a Fund invests (the "Investor Fund") in another fund managed by Olympus United Bank (the "Investee Fund"), all management and incentive fees charged by the Investee Fund in respect of investments attributable to the Investor Fund will be reimbursed to the Investor Fund. This reimbursement will apply only in part to the Olympus United Uninvest Funds described in Appendix F. In the case of those Funds, the management fee charged by Olympus United Bank to Olympus Uninvest Ltd. is reduced from 1% of net asset value of Olympus Uninvest per annum to .25% and the incentive fee is reduced from 20% of increases in net asset value to 10%, the result being that the total management fees payable by investors in the Olympus United Uninvest Funds is 2% per annum of Net Fund Value and an incentive fee of 20% of increases in Net Fund Value.

Operating and Investment Expenses

Operating expenses of Olympus United and Olympus United Bank relating specifically to the Funds and not covered by the Administration Fee are paid out of the assets of the Funds. These expenses include, but are not limited to, custodial fees, audit, legal, shareholder reporting and other like expenses. The Funds bear all investment and trading activity expenses including brokerage commissions, "bid-asked" spreads, mark-up and other transactional charges, interest expense and commitment fees, custodial and clearing fees, fees of underlying Portfolio Managers and withholding taxes. These expenses will include brokerage commission amounts charged by the Funds' futures commission merchants ("FCMs") in connection with the trading activities of the Funds. These commission amounts are established with the FCMs by Olympus United Bank on behalf of the Funds. These amounts are normally greater than the commission charges negotiated by Olympus United Bank based on its aggregate trading activities. The excess is paid to Olympus United Bank as introducing broker fees. The amount of introducing broker fees will depend in part on the level of trading activity by the Funds. These fees form part of Olympus United Bank's general revenues, and are paid for out of the assets of the Funds.

Underlying Portfolio Managers' Fees

The fees earned by the underlying Portfolio Managers hired by Olympus United Bank for each Fund are likely to include both (i) fixed fees (generally, from 0% to 2% per annum) based on the value of the assets allocated to such Portfolio Manager, and (ii) performance fees (generally, 10% to 20%, calculated monthly, quarterly or annually) based on profits.

Olympus United Bank May Reduce or Absorb Fees and Expenses

Olympus United Bank in its capacity as the manager and administrator of the Funds may, in its discretion, reduce or waive some or all of the Fees and the operating expenses payable by a particular Fund as described herein,

provided that the savings to a Fund resulting therefrom will be shared rateably by the holders of Class Shares representing such Fund.

Assignment of Credit Balances and Term Deposits

Olympus United has assigned to the Toronto-Dominion Bank, to the extent of \$535,000, the term deposits and credit balances of Olympus United to provide security for a line of credit of up to \$535,000 established by the Toronto-Dominion Bank for Olympus United for use in effecting redemptions of Class Shares.

2.4 *Development of Business*

We are a mutual fund corporation. Our business is to raise capital for investment in and management by our subsidiary, Olympus United Bank. We have been in this business since 1994. The development of our business depends on our ability to raise capital for investment and provide a satisfactory return to our investors. Assets under administration by Olympus United Bank totalled \$211,820,646 as of March 31, 2004.

2.5 *Long Term Objectives*

Our long-term objective is to provide investors with access to alternative investment strategies on a global basis. Further, we intend to provide diversity to investors by introducing new funds.

2.6 *Investment Objective*

The broad investment objective of each Fund is to obtain a positive absolute return that is uncorrelated with traditional investment strategies by allocating investments to multi-manager alternative investment portfolios, proprietary index timing and futures trading strategies. Each Fund described in this offering memorandum has its own specific objectives: see Appendices A to F for a description of what they are.

2.7 *Material Agreements*

Below is a description of all material agreements relevant to the management, organization and administration of the Funds.

NAM Canada Portfolio Management Agreement

Pursuant to a portfolio management agreement (the "NAM Canada Portfolio Management Agreement") dated March 28, 2003 (as amended and restated effective September 11, 2003), among Olympus United, Olympus United Bank and NAM Canada, Olympus United and Olympus United Bank appointed NAM Canada to provide investment management services with respect to the Funds in accordance with the investment strategy of each Fund.

Under the NAM Canada Portfolio Management Agreement, NAM Canada has appointed Olympus United Bank as an investment manager to invest the assets of each of the Funds in accordance with the investment strategy of each Fund under the direction of NAM Canada. Olympus United Bank may, in fulfilling its duties, seek advice from other advisors and managers, subject to the terms of the portfolio management agreement. Olympus United Bank is obligated to provide NAM Canada with such information as NAM Canada may reasonably require to fulfil its obligations under the portfolio management agreement. In consideration for the performance of services provided by NAM Canada, NAM Canada is entitled to receive from the assets of the Funds a fee per Fund as agreed to from time to time by Olympus United, Olympus United Bank and NAM Canada. These fees are payable out of the management and other fees payable to Olympus United Bank, and are not charged to the Funds. The NAM Canada Portfolio Management Agreement has no fixed term and may be terminated by each of the parties thereto in various circumstances.

NAM Canada is responsible for any loss that arises out of the failure by Olympus United Bank or any other investment manager appointed by it to:

- (a) exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of NAM Canada and of Olympus United; or
- (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

NAM Canada has contractually acknowledged that it may not be relieved by Olympus United and/or Olympus United Bank from these responsibilities.

Subscription for Preferred Shares of Horizons Funds Inc. ("HFI")

On March 28, 2003, Olympus United subscribed for 2,500,000 retractable redeemable preferred shares ("Preferred Shares") of HFI, a corporation controlled by CSI, at \$1.00 per Preferred Share. HFI is the former administrator of Olympus United. The Preferred Shares carry a 6.5% annual cumulative dividend in priority to dividends on HFI's common shares, redeemable by HFI at any time in whole or in part and retractable by the holder in accordance with the below schedule:

- (i) as to \$500,000, on or after January 28, 2004 (this has now been retracted by Olympus United),
- (ii) as to a further \$500,000, on or after January 28, 2005, and
- (iii) as to the remaining \$1,500,000 on or after January 28, 2006.

HFI has agreed to pay to Olympus United Bank all deferred sales charges paid to HFI by holders of securities of issuers managed by HFI in order to partially redeem the outstanding HFI Preferred Shares.

The Preferred Shares are an asset of Olympus United Global Trading Fund and the Olympus United Global Trading (F) Fund.

Management and Administration Agreement

Pursuant to an amended and restated management and administration agreement dated as of September 11, 2003, Olympus United Bank manages and administers the Funds. Pursuant to such agreement, Olympus United Bank receives the Management Fee, the Administration Fee and the Incentive Fee to retain for its own account. The term of such agreement expires on June 30, 2008.

Fund Administration Agreement

Pursuant to an agreement dated March 28, 2003 (as amended by agreement dated February 1, 2004) between Olympus United Bank and AFI, AFI provides Olympus United Bank with administrative services including processing subscriptions and redemptions, acting as registrar for the Funds, fund accounting, financial reporting and shareholder recordkeeping and communications.

Pursuant to such agreement, AFI receives a monthly fee equal to sum of: (i) 0.01458% (0.175% per annum) of the portion of aggregate Net Fund Value that is less than or equal to \$100,000,000; (ii) 0.01041% (0.125% per annum) of the portion of aggregate Net Fund Value that is greater than \$100,000,000 but less than or equal to \$200,000,000; (iii) 0.00625% (0.075% per annum) of the portion of aggregate Net Fund Value that is greater than \$200,000,000 but less than or equal to \$300,000,000; and (iv) 0.0041667% (0.05% per annum) of the portion of aggregate Net Fund Value in excess of \$300,000,000. AFI is paid by Olympus United Bank to perform those

services out of the management and administration fees payable to it by the Funds. The term of this agreement expires on January 30, 2005 but may be terminated on three months written notice.

Indemnity Agreements

Olympus United has entered into an agreement with each of its directors and officers pursuant to which Olympus United has agreed, subject to the satisfaction of certain requirements, to indemnify its directors and officers from any liability that they may incur in such capacity.

Investment Custody Agreement

On April 27, 2004, Olympus United Bank entered into an agreement with Computershare Trust Company ("Computershare") pursuant to which Computershare acts as Custodian of the assets of each of the Funds. As consideration for such custodial services, Computershare receives a fee of \$12,500 per year as an annual custodial fee in addition to a transactional activity fee of \$25 per wire transfer receipt and \$30 per wire transfer delivery.

Advisory Agreements and Subscription Agreements

In the ordinary course of business of Olympus United Bank, advisory agreements ("Advisory Agreements") with Portfolio Managers are entered into or, when the services of a particular Portfolio Manager are accessed through an Investment in a Managed Fund, subscription agreements are signed ("Managed Fund Subscription Agreements") pursuant to which Olympus United Bank subscribes for the securities of such Managed Fund. These Advisory Agreements and/or Managed Fund Subscription Agreements are entered into if, as and when it is deemed appropriate to use the services of a particular Portfolio Manager. If it is determined that the services of a particular Portfolio Manager should be terminated, then Olympus United Bank will terminate the Advisory Agreement or redeem the securities of the particular Managed Fund. The Advisory Agreements normally provide that the Portfolio Managers will manage a portion of the assets of one or more of the Funds in consideration for a management and/or incentive fee at rates commensurate with normal industry practice. Investment in a Managed Fund will also result in the investing Fund being liable to pay for management/incentive fees charged by the manager of the Managed Fund.

Investment Agreements

As a result of recent amendments to the *Companies Act* (Barbados) permitting the establishment of a structure whereby the assets and business operations of financial services companies may be divided into cells for the purpose of segregating and protecting its assets, Olympus United Bank has amended its Articles of Incorporation by creating two classes of shares, common shares ("Common Shares") and cell shares ("Cell Shares"). Under the *Companies Act* (Barbados), a "cell" means a structure created by a segregated cell company, (Olympus United Bank is a segregated cell company), for the purpose of segregating and protecting cellular assets in the manner provided by the *Companies Act* (Barbados). The Common Shares constitute permanent capital of Olympus United Bank totaling U.S.\$2,000,000. From time to time, Olympus United will use the proceeds of subscriptions for its Class Shares to make additional capital contributions to Olympus United Bank, which Olympus United Bank will designate to be held in segregated asset cells corresponding to the relevant Funds. In effecting an investment, an agreement will be entered into between Olympus United and Olympus United Bank which will set out the names of the cells in which the investment proceeds will be held.

Olympus United Uninvest Fee Revenue Purchase Agreement

Pursuant to an agreement dated January 13, 2004 (but to be effective July 29, 2003), Olympus United Bank acquired all management and incentive fee revenue (the "Fee Revenue") generated by Olympus Uninvest Ltd., the core investment of the Olympus United Uninvest funds ("OUL"), for a five year period commencing August 1, 2003 (the "Term"). The Fee Revenue was acquired from BICE International Inc., which owns all of the equity

shares of OUL ("BICE"). BICE is not associated or affiliated with Olympus United or Olympus United Bank. The purchase price is 85% of the net Fee Revenue; that is, net of the costs incurred by Olympus United Bank in managing OUL. This agreement also provides that if the total payments made by Olympus United Bank to BICE in consideration for the Fee Revenue aggregate less than US\$225,000,000 during the Term, the Term will be extended indefinitely until the US\$225,000,000 amount has been paid, subject to a maximum amount of US\$250,000,000 to be paid. Olympus United Bank has signed a promissory note in the amount of not less than US\$225,000,000 and not more than US\$250,000,000 as security for the repayment of the purchase price.

ITEM 3 DIRECTORS, MANAGEMENT, PROMOTERS AND PRINCIPAL HOLDERS

3.1 *Compensation and Securities Held⁽¹⁾*

The name, municipality of residence, positions held and securities held of the directors and officers of Olympus United and Olympus United's controlling shareholder are as follows:

Name and municipality of principal residence	Positions held and the date of obtaining that position	Compensation paid by Olympus United in the most recently completed financial year and the compensation anticipated to be paid in the current financial year
Dale G. Smith Montreal, Québec	Director (elected September 14, 2001) and President (appointed February 5, 2003)	Nil
Peter Rona St-Laurent, Québec	Director (elected February 5, 2003)	\$10,000 to be paid in the current financial year as Director compensation, plus expenses
Ronald Couchman Calgary, Alberta	Director and Chairman (elected February 5, 2003)	\$10,000 to be paid in the current financial year as Director compensation, plus expenses
Karine Simoes Montreal, Québec	Secretary (appointed February 5, 2003)	Nil
Everton Trotman Christ Church, Barbados	Chief Financial Officer (appointed November 1, 2003)	Nil
Olympus United Funds Holdings Corporation ⁽²⁾ a Canadian ("Holdings") corporation	Principal holder (since July 30, 1997)	Nil

(1) None of the directors or officers of Olympus United owns any of the Class Shares.

(2) The holder of all the voting shares of Holdings is Norshield.

3.2 *Management Experience*

Name	Principal occupation and related experience
Dale G. Smith	President and Chief Operating Officer of the Norshield Financial Group since 1998; formerly a financial consultant and sole practitioner Chartered Accountant for 10 years practising primarily in the area of mergers and acquisitions; formerly a partner at Deloitte Touche LLP for 21 years practising primarily as an auditor of financial institutions and other public and private companies. Mr. Smith is also on the board of several public and private companies.

Name	Principal occupation and related experience
Peter Rona	President and Chief Executive Officer of MicroSlate Inc; formerly Founder, President & CEO of Networks North Inc. a publicly traded company on NASDAQ, where he worked for 16 years. A professional entrepreneur, Mr. Rona founded several computer companies and entertainment and media subsidiaries. Mr. Rona currently serves on the Board of Directors of a public media company and several privately held organizations.
Ronald Couchman	Retired, formerly President and COO of SRTelecom Inc. where he worked for twenty years. Mr. Couchman currently acts as Chairman of a privately held company and has served on the Board of Directors of several private companies and charitable organizations.
Karine Simoes	Director, Corporate and Legal Affairs of the Norshield Financial Group; formerly Coordinator at the Hi-Tech Incubation Centre of the Ecole de Technologies Supérieure.
Everton Trotman	Chief Financial Officer of Olympus United Funds Corporation and Olympus United Bank and Trust SCC; previously employed with KPMG Barbados as audit manager between 1998 and 1999; senior audit manager from January 1, 2000 to October 31, 2003 specializing in the audit of financial institutions.

3.3 *Penalties, Sanctions and Bankruptcy*

No director, officer or person holding a sufficient number of securities of Olympus United to affect materially the control of Olympus United has, in the last 10 years:

- (a) been subject to any penalties or sanctions imposed by a court or by a regulatory authority;
- (b) been a director, senior officer or control person of any issuer that has been subject to any penalties or sanctions imposed by a court or by a regulatory authority while the director, officer or control person was a director, officer or control person of such issuer;
- (c) made any declaration of bankruptcy, voluntary assignment in bankruptcy or proposal under bankruptcy or insolvency legislation or been subject to any proceedings, arrangement or compromise with creditors or appointment of a receiver, receiver-manager or trustee to hold assets; or
- (d) been a director, senior officer or control person of any issuer that has made any declaration of bankruptcy, voluntary assignment in bankruptcy, proposal under bankruptcy or insolvency legislation, or been subject to any proceedings, arrangement or compromise with creditors or appointment of a receiver, receiver-manager or trustee to hold assets while the director, officer or control person was a director, officer or control person of such issuer.

ITEM 4 CAPITAL STRUCTURE

4.1 *Share Capital of Olympus United*

Description of Security	Number authorized to be issued	Number outstanding as at May 31, 2004
Common Shares	1,000	2
Class A Redeemable Convertible Non-Voting Shares (Olympus United Multi-Asset Fund)	Unlimited	449,400.841
Class B Redeemable Convertible Non-Voting Shares (Olympus United Momentum (F) Fund)	Unlimited	Nil ⁽¹⁾

Description of Security	Number authorized to be issued	Number outstanding as at May 31, 2004
Class C Redeemable Convertible Non-Voting Shares (Olympus United Global DPP Fund)	Unlimited	Nil ⁽¹⁾
Class F Redeemable Convertible Non-Voting Shares (Olympus United Momentum Fund)	Unlimited	124,108.709
Class G Redeemable Convertible Non-Voting Shares (Olympus United Global Trading Fund)	Unlimited	436,902.056
Class H Redeemable Convertible Non-Voting Shares (Olympus United Tactical Trading Fund)	Unlimited	1,395,212.007
Class I Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II Fund)	Unlimited	10,677,405.947
Class K Redeemable Convertible Non-Voting Shares (Olympus United Diversified Fund)	Unlimited	1,155,676.797
Class L Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II USD Fund)	Unlimited	517,878.437
Class M Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II DPP Fund)	Unlimited	Nil ⁽²⁾
Class N Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II USD DPP Fund)	Unlimited	Nil ⁽³⁾
Class O Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II (F) Fund)	Unlimited	148,279.357
Class P Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II (F) USD Fund)	Unlimited	Nil
Class Q Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II High Net Worth Fund)	Unlimited	56,845.817
Class R Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II High Net Worth USD Fund)	Unlimited	Nil
Class S Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II IA RRSP Fund)	Unlimited	Nil
Class T Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II IA Fund)	Unlimited	Nil
Class U Redeemable Convertible Non-Voting Shares (Olympus United Uninvest Diversified IA RRSP Fund)	Unlimited	Nil
Class V Redeemable Convertible Non-Voting Shares (Olympus United Uninvest Diversified IA Fund)	Unlimited	Nil
Class W Redeemable Convertible Non-Voting Shares (Olympus United Global Trading (F) Fund)	Unlimited	16,491.010
Class X Redeemable Convertible Non-Voting Shares (Olympus United Tactical Trading (F) Fund)	Unlimited	69,164.008

Description of Security	Number authorized to be issued	Number outstanding as at May 31, 2004
Class Y Redeemable Convertible Non-Voting Shares (Olympus United Global Trading High Net Worth Fund)	Unlimited	Nil
Class Z Redeemable Convertible Non-Voting Shares (Olympus United Tactical Trading High Net Worth Fund)	Unlimited	Nil
Classes AA - ZZ Redeemable Convertible Non-Voting Shares (undesignated)	Unlimited	Nil ⁽⁴⁾

- (1) As at May 31, 2004, there were 551,163.215 Class C Shares allotted and partly paid for but not yet issued. The aggregate amount paid up on these unissued shares is \$1,722,062.26. All Outstanding Class C Shares have been reclassified as Class M Shares effective May 28, 2004.
- (2) As at May 31, 2004, 1,327,183.670 Class M Shares were allotted and partly paid for but not yet issued. The aggregate amount paid up on these unissued shares is \$3,901,787.30
- (3) As at May 31, 2004, 440,000 Class N Shares were allotted and partly paid for but not yet issued. The aggregate amount paid up on these unissued shares is USD \$1,100,000.00.
- (4) These shares have been reserved for use in connection with additional funds which we may establish in the future.

4.2 Long Term Debt

Olympus United has no long-term debt. (Olympus United Bank & Trust SCC has no long term debt except as described under the subheading "Olympus United Uninvest Fee Revenue Purchase Agreement".)

4.3 Prior Sales

In the 12 months prior to May 31, 2004, Olympus United has issued the following securities:

Type of security issued	Date of issuance	Number of securities issued and/or subscribed for	Average Price per security ⁽¹⁾	Total funds received
Class A Redeemable Convertible Non-Voting Shares (Olympus United Multi-Asset Fund)	June 1, 2003 to May 31, 2004	2,220.150	\$11.2605	\$25,000.00
Class G Redeemable Convertible Non-Voting Shares (Olympus United Global Trading Fund)	June 1, 2003 to May 31, 2004	131,811.672	\$11.7704	\$1,551,472.50
Class H Redeemable Convertible Non-Voting Shares (Olympus United Tactical Trading Fund)	June 1, 2003 to May 31, 2004	597,138.250	\$7.4749	\$4,463,532.72
Class I Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II Fund)	June 1, 2003 to May 31, 2004	2,223,212.497	\$11.8039	\$26,242,529.03

Type of security issued	Date of issuance	Number of securities issued and/or subscribed for	Average Price per security ⁽¹⁾	Total funds received
Class K Redeemable Convertible Non-Voting Shares (Olympus United Diversified Fund)	June 1, 2003 to May 31, 2004	118,601.633	\$10.3902	\$1,232,290.00
Class L Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II USD Fund)	June 1, 2003 to May 31, 2004	402,675.664	\$13.9553	\$5,619,443.52
Class M Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II DPP Fund)	June 1, 2003 to May 31, 2004	293,257.048 ⁽²⁾	\$11.3552	\$3,330,004.00 ⁽³⁾
Class O Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II (F) Fund)	June 1, 2003 to May 31, 2004	110,788.411	\$10.0466	\$1,113,050.00
Class Q Redeemable Convertible Non-Voting Shares (Olympus United Uninvest II HNW Fund)	June 1, 2003 to May 31, 2004	50,416.802	\$10.0154	\$504,943.26
Class W Redeemable Convertible Non-Voting Shares (Olympus United Global Trading (F) Fund)	June 1, 2003 to May 31, 2004	8,000.000	\$10.0000	\$80,000.00
Class X Redeemable Convertible Non-Voting Shares (Olympus United Tactical Trading (F) Fund)	June 1, 2003 to May 31, 2004	8,000.000	\$10.000	\$80,000.00

(1) Average Subscription Price per share between June 1, 2003 and May 31, 2004.

(2) Number of securities subscribed for during the period June 1, 2003 and May 31, 2004.

(3) Includes the Balance Owed or 75% of the amount subscribed for.

ITEM 5 SECURITIES OFFERED

5.1 *Terms of Securities*

The Class Shares being offered are Classes A, B, F, G, H, K, I, L, O, P, W and X Redeemable Convertible Non-Voting Shares of Olympus United. These Class Shares represent the following funds:

<u>Share Class</u>	<u>Fund Name</u>
A	Olympus United Multi-Asset Fund
B	Olympus United Momentum (F) Fund
F	Olympus United Momentum Fund
G	Olympus United Global Trading Fund
W	Olympus United Global Trading (F) Fund
H	Olympus United Tactical Trading Fund
X	Olympus United Tactical Trading (F) Fund
K	Olympus United Diversified Fund
I	Olympus United Uninvest II Fund
L	Olympus United Uninvest II USD Fund
O	Olympus United Uninvest II (F) Fund
P	Olympus United Uninvest II (F) USD Fund

Appendices A to F contain information specific to these Funds.

Olympus United raises capital for investment in one or more segregated asset cells which are owned and managed by its wholly-owned subsidiary, Olympus United Bank. Olympus United Bank conducts an active business enterprise as a licensed provider of international financial services under a license issued by the Central Bank of Barbados. Under Barbados company law, segregated asset cells are used to protect assets from creditors with respect to obligations arising from transactions involving segregated asset cells and from transactions involving non-cellular assets.

Redemption

The Class Shares are not transferable except with the approval of the board of directors of Olympus United and in compliance with all applicable Canadian securities laws, but are redeemable by you and by us under certain circumstances. You may deliver to us a request in writing that we redeem some or all of the Class Shares held by you. Unless we are prohibited by law from doing so or redemptions have been suspended, we will redeem your Class Shares in accordance with the special rights, privileges and restrictions attached to such Class Shares (collectively, the “Special Rights and Restrictions”). We have the same right of redemption exercisable on the same terms and conditions.

The Special Rights and Restrictions applicable to redemption of the Class Shares (apart from suspension of redemptions which are described below) are summarized as follows:

- upon receiving your notice of redemption, we will calculate the Net Asset Value per Class Share on the Valuation Date which next follows the date your notice of redemption is received, and that will be the redemption price.
- The Net Asset Value per Class Share will be determined by the directors of Olympus United primarily on the basis of the net value of the applicable segregated cell assets of Olympus United Bank, which in turn are valued in accordance with such method of valuation that the directors consider proper and in accordance with generally accepted accounting principles.
- Net Asset Value per Class Share will be calculated on the basis that all Class Shares subscribed for but not yet issued have been issued and that the Subscription Price has been paid in full.
- In the case of a dispute between you and us as to the redemption price, the dispute will be referred to our auditors for resolution.

Suspension of Redemptions

Redemptions of Class Shares may be postponed or suspended by us:

- during any period when any futures or stock exchange, board of trade or other interdealer market or contract market on which more than 50% of the relevant Fund's investments are traded, is closed, or during which dealings are substantially restricted or suspended; or
- during the existence of any state of affairs as a result of which, in the opinion of our directors, disposal of investments made by Olympus United Bank is not practical; or
- during any breakdown in the means of communication normally employed in transacting, processing and determining the price of any of the relevant Fund's investments or current prices on any futures or stock exchange; or
- during any period when the transfer of funds involved in the realization or acquisition of any investments cannot, in the opinion of our directors, be effected at normal rates of exchange.

Shareholders who requested redemption of their Class Shares will be promptly notified in writing of any such postponement or suspension of redemptions and of termination of any such postponement or suspension. During any period of suspension, a Shareholder who previously submitted a written notice requesting redemption may withdraw the notice.

Conversion

Class Shares representing a particular Fund are convertible without charge into Class Shares representing other Funds. A conversion of a Class Share into any other Class Share will be made on a dollar for dollar basis. For example, if the Net Asset Value per share of the original Class Share to be converted is \$20 and a Shareholder wishes to convert such Class Shares into other Class Shares that have a Net Asset Value per share of \$10, then each original Class Share will be converted into two of the new Class Shares. Class Shares so issued on conversion will be issued from treasury, while the Class Shares which are converted will be returned to treasury.

Non-Voting

Except as required by law, you will not, as such, be entitled to receive notice of, attend or vote at any meetings of the Shareholders of Olympus United or on any resolutions to be submitted to a vote of such Shareholders while any share other than a Class Share or other redeemable convertible non-voting share of Olympus United is outstanding, nor will you be entitled as such to subscribe for or purchase any part of any issue of shares, bonds, debentures or other securities of Olympus United except as required by law while any such shares are outstanding.

You will also not be entitled to vote separately as a class on any proposal to amend the Articles of Incorporation of Olympus United to:

- increase or decrease any maximum number of authorized Class Shares or increase any maximum number of authorized shares of any class having rights or privileges equal or superior to the Class Shares;
- effect an exchange, reclassification or cancellation of all or part of the Class Shares; or
- create a new class of shares equal or superior to the Class Shares.

Dividends and Other Distributions

Our directors may from time to time in their absolute discretion declare and authorize the payment of dividends on the Class Shares or on any other shares to the exclusion of the Class Shares. In the event of the liquidation, dissolution or winding-up of Olympus United or any other distribution of assets of Olympus United among its

shareholders for the purpose of winding-up its affairs there will be paid to each holder of a Class Share, in respect of each such Class Share held by such holder and to the extent there are assets available:

- any dividends declared but unpaid in respect of such Class Share; and
- the amount that would be the price at which such Class Share would have been redeemed at the time such payment was made.

No Share Certificates

We will not issue certificates for Class Shares unless requested in writing.

Transferability

The Class Shares are non-transferable without the consent of the directors of Olympus United except by operation of law (for example, a transfer on your death or bankruptcy).

5.2 *Subscription Procedure*

Subscription Price

The Subscription Price per Class Share will be the Net Asset Value per Class Share on the first Valuation Date following the date on which your subscription for Class Shares is received by us. On each Valuation Date, we determine the Net Asset Value per Class Share. The term “Valuation Date” means the last Business Day of each week or such other day that we may determine. Your Subscription Agreement is then reviewed to determine whether it has been completed properly. If so, it will be accepted by us. Until such time as we have accepted your subscription and executed your Subscription Agreement, you will not become a shareholder of Olympus United or have any rights as such. If we determine that your subscription ought to be rejected, then we will return your subscription funds without deduction.

If we change the Valuation Date, we will give you at least 30 days advance written notice.

We will publish the Net Asset Value per Class Share no less frequently than weekly in at least one newspaper having daily circulation in Canada.

All subscription proceeds received by us will be held in trust for you until midnight on the second Business Day after you execute a Subscription Agreement. During this period you may cancel your subscription for any reason. In addition, AFI will not release any subscription funds to Olympus United until the minimum subscription of \$50,000 worth of Class Shares has been met.

Payment can be made by certified cheque, bank draft or wire transfer, either directly from you or from your Dealer. We may require wire transfers only for very large investments.

Minimum Initial Subscriptions

If you are a resident of Québec, you must make a minimum initial subscription of \$150,000 (\$300,000 for joint subscribers).

If you are a resident of Ontario who is an “Accredited Investor” as defined in OSC Rule 45-501, our policy requires that you make a minimum initial subscription of \$25,000. By law, non-Accredited Investors resident in Ontario must make a minimum initial subscription of \$150,000 (\$300,000 for joint subscribers).

If you are a resident of Alberta, British Columbia, Saskatchewan, the Northwest Territories (“NWT”), Nunavut, the Yukon Territories, Manitoba, Nova Scotia, Prince Edward Island (“PEI”), New Brunswick (where a special

exemption order may be required), or Newfoundland and Labrador who is an “Accredited Investor” as defined in Multilateral Instrument 45-103 (“MI 45-103”), our policy is that you must make a minimum initial subscription of \$25,000.

The minimum subscription for Non-Accredited Investors resident in any of these provinces or territories is also \$25,000. In addition, investors who are not Accredited Investors resident in Alberta, Saskatchewan, NWT, Nunavut, Manitoba and PEI must qualify as “Eligible Investors” as defined in MI 45-103. **Your Dealer can advise you whether you qualify as an Accredited Investor and/or an Eligible Investor.**

Initial subscriptions of less than the minimum subscriptions are permitted only at our discretion and where allowed by Securities Legislation.

Additional Investments

Additional investments in a Fund of at least \$5,000 are permitted under Securities Legislation or pursuant to discretionary relief from Securities Legislation obtained by us. Consult with your Dealer to determine what requirements must be met to make additional investments.

At the time of making each additional investment, you will be deemed to have repeated to us certain representations contained in your Subscription Agreement and all schedules thereto delivered by you to us at the time of the initial purchase. We reserve the right to change the minimum amount for additional investments in the Funds at any time and from time to time.

ITEM 6 INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY

The summary below is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. You should consult your own professional advisers to obtain advice on the tax consequences that apply to you.

6.1 *Principal Federal Income Tax Consequences*

In the opinion of Thorsteinssons, Canadian tax counsel to Olympus United, the following is a fair and adequate summary of the principal federal income tax considerations under the *Income Tax Act* (Canada) (the “Tax Act”) applicable to individuals resident in Canada who acquire Class Shares pursuant to this offering memorandum and who hold such Class Shares as capital property (such individuals referred to hereafter as “Subscribers”).

The following summary is based upon the provisions of the Tax Act and the regulations thereunder in force at the date hereof, any proposals to amend the Tax Act or the regulations announced by the date hereof by the federal Minister of Finance, and counsel’s understanding of the current administrative and assessing policies of Canada Customs and Revenue Agency (“CCRA”). The summary also assumes that any draft legislation to amend the Tax Act released prior to the date hereof, and in particular the draft legislation pertaining to the taxation of foreign investment entities released on October 30, 2003 (the “October 30, 2003 draft legislation”), will be enacted in its present form.

The following summary is not exhaustive of all Canadian federal income tax consequences and does not anticipate any changes in law whether by legislative, governmental or judicial action other than the passage of the proposed amendments in their present form, nor does it take into account provincial or foreign tax considerations which may differ significantly from those discussed herein.

In providing the following summary, Thorsteinssons has relied on the facts as previously set out in this Offering Memorandum. In addition, Olympus United has advised Thorsteinssons of the following facts and asked Thorsteinssons to make the following assumptions for the purpose of providing their summary:

- At all times (i) a majority of the directors of Olympus United Bank has consisted of, and will continue to consist of, individuals who are not resident in Canada, and (ii) at least 50% of the directors of Olympus United Bank have consisted of, and will continue to consist of, individuals who are resident in Barbados. All meetings of the Olympus United Bank board of directors have been held, and will be held, in Barbados. At all times the directors of Olympus United Bank have exercised and carried out, and will continue to exercise and carry out, the functions of their office in Barbados and not in any other country. There are no agreements which restrict the powers or ability of the directors of Olympus United Bank to carry out their functions as directors.
- At all times the only office or fixed place of business maintained by Olympus United Bank has been, and will continue to be, located in Barbados.
- At all times since October 1, 1995, Olympus United Bank has held a license (the "License") issued by the Minister of Finance for Barbados under the International Financial Services Act (Barbados) ("IFSA"), or the applicable predecessor legislation, permitting Olympus United Bank to carry on a financial services business as defined in the IFSA (or an off-shore banking business as defined under the predecessor legislation to the IFSA).
- At all times since October 1, 1995, the only business carried on by Olympus United Bank has been, and will continue to be, the business carried on by it pursuant to the License and regulated under the IFSA or the applicable predecessor legislation, which business principally entails the investment and management of the Funds and ancillary functions (the "Bank Business").
- At all times since October 1, 1995, the Bank Business has been conducted, and will continue to be conducted, principally with persons with whom Olympus United Bank deals at arm's length.
- At all times since October 1, 1995, Olympus United Bank has employed, and will continue to employ, more than five full-time employees actively engaged in the conduct of the Bank Business who have carried out, and will continue to carry out, the functions of their employment in Barbados and not in any other country.
- At all times since October 1, 1995, Olympus United Bank has carried on, and will continue to carry on, the Bank Business in an active manner and in connection therewith will continue to enter into a large volume of trading transactions in each fiscal period.
- At all times since October 1, 1995, the principal purpose of the Bank Business has not been, and will not be, to derive income from trading or dealing in indebtedness (including the earning of interest on indebtedness). Any interest income earned by Olympus United Bank from the investment of its cash deposits will be incidental to the Bank Business.
- Olympus United Bank has not carried on, and will not carry on, any aspect of its business in Canada. Olympus United Bank will not solicit orders or offer anything for sale in Canada through an agent or servant or conclude any contracts for the purchase or sale of any property in Canada. All investment decisions relating to the purchase or sale of investments held by the Funds will be made by Olympus United Bank in its capacity as owner of the Funds and as Investment Advisor; however, NAM Canada will be liable for any loss.
- Any Portfolio Managers retained by Olympus United Bank will not solicit orders or offer anything for sale in Canada through an agent or servant and will not otherwise carry on business in Canada.
- None of the assets of the Funds, or any certificates or other documents representing ownership of such assets, will be held in Canada.
- Olympus United Bank will not earn income from Canadian source property and will not acquire, hold or dispose of "taxable Canadian property" as defined in the Tax Act.
- Effective September 11, 2003, the share capital of Olympus United Bank was reorganized in accordance with a plan approved by the Central Bank of Barbados. The reorganized share capital of Olympus United Bank consists of one class of common shares and one class of Cell Shares. All of the common shares and Cell Shares of Olympus United Bank are, and will continue to be, held by Olympus United.

- Olympus United owns, and will continue to own, sufficient voting shares of Olympus United Bank such that Olympus United Bank will constitute a controlled foreign affiliate of Olympus United for the purposes of the Tax Act.
- From time to time, net proceeds received by Olympus United from the sale of Class Shares will be contributed by Olympus United to Olympus United Bank as contributed surplus applicable to the Cell Shares of Olympus United Bank held by Olympus United.
- Olympus United and Olympus United Bank each have a September 30th fiscal year-end.
- There will not be any agreement or arrangement whereby the holders of Class Shares are guaranteed a minimum price for their Class Shares or are otherwise protected from a loss that may arise by reason of the holding or disposition of such Class Shares. Nor will there be any agreement or arrangement established whereby the holders of Class Shares are guaranteed any amount of dividends or any distributions in respect of such holdings.
- Olympus United has elected in prescribed manner to be a “public corporation” for the purposes of the Tax Act. At the time it made the election, Olympus United satisfied the prescribed conditions relating to the number of its shareholders, the dispersal of ownership of its shares and the public trading of its shares necessary for it to qualify as a “public corporation”. Olympus United has not received any notice from the Minister of National Revenue designating it not to be a “public corporation”.
- The sole undertaking of Olympus United will be the investing of its funds in Olympus United Bank.
- At all times the fair market value of the Class Shares of Olympus United will not be less than 95% of the fair market value of all the issued and outstanding shares in the capital of Olympus United.

Canadian Taxation of Olympus United Bank

Based on the foregoing assumptions: (i) Olympus United Bank should be considered to be a resident of Barbados, and not a resident of Canada, for the purposes of the Tax Act; (ii) Olympus United Bank should not be considered to be carrying on business in Canada for the purposes of the Tax Act; and (iii) Olympus United Bank should not be subject to income tax under the Tax Act in respect of any income it derives from its Bank Business.

Canadian Taxation of Olympus United

FAPI Liability of Olympus United

In computing its income for a taxation year, Olympus United will be required to include its prescribed share of the “foreign accrual property income” (or “FAPI”), if any, earned in that year by Olympus United Bank.

In computing its FAPI for a taxation year, a controlled foreign affiliate will generally not be required to include its income from an active business unless the business is an “investment business”. An “investment business” is defined to include a business the principal purpose of which is to derive income from property (i.e. interest, dividends, rents, royalties or other similar returns) or profits from the disposition of “investment property”. This latter term is, in turn, defined to include commodities or commodity futures purchased or sold in any manner whatever on a commodities or commodity futures exchange, currencies, shares, indebtedness, interest in certain trusts, partnerships and other funds or entities and interests and options in respect thereof. The assets owned and traded by Olympus United Bank, which form part of its various segregated cells, will constitute “investment property”.

Notwithstanding the foregoing, the definition of “investment business” expressly excludes certain businesses. The Bank Business will qualify for the exclusion from the definition of “investment business” for a taxation year if the following conditions are met:

- the Bank Business constitutes a business carried on by Olympus United Bank as a “foreign bank” (as that term is defined in the Tax Act);

- Olympus United Bank conducts the Bank Business principally with arm's length parties;
- the Bank Business activities are regulated under the laws of Barbados and Barbados is the country in which the Bank Business is principally carried on; and
- Olympus United Bank employs more than five employees full time in the active conduct of its Bank Business throughout that taxation year.

The definition of "foreign bank" in the Tax Act refers to the corresponding definition of that term in the *Bank Act* (Canada), which in turn defines a "foreign bank" to include an entity incorporated under the laws of a country other than Canada that is a bank according to the laws of any foreign country where it carries on business. Olympus United Bank has received an opinion from Barbados counsel confirming that Olympus United Bank is a bank according to the law of Barbados. Based on the Barbados legal opinion, the Bank Business should constitute a business carried on by Olympus United Bank as a "foreign bank".

Based on the foregoing, and subject to the possible application of the foreign investment entity rules to Olympus United Bank (see discussion below under the heading *Inclusion of FIE Income in FAPI*), income attributable to, incidental to or pertaining to the Bank Business should constitute income from an active business for the purposes of the FAPI rules. If, however, Olympus United Bank maintains "excess funds" which are not at risk in or essential to the Bank Business, the passive income generated from such funds will constitute FAPI which would be includable in the income of Olympus United on an annual basis.

Inclusion of FIE Income in FAPI

Under the October 30, 2003 draft legislation, Olympus United Bank may, in calculating its FAPI for its taxation year ending September 30, 2003 and for subsequent taxation years, be required to include amounts determined under the foreign investment entity ("FIE") and tracking interest rules (see discussion below) in respect of certain interests in non-resident entities held by Olympus United Bank during the taxation year. For these purposes, the FIE and tracking interests rules will not apply to interests in a non-resident entity held by Olympus United Bank throughout the year principally for the purpose of gaining or producing income from a business that is not an "investment business". As discussed in greater detail above, the Bank Business should not constitute an "investment business" as defined. Consequently, the FIE rules should not apply to require Olympus United Bank to include in its FAPI for a taxation year any amount in respect of an interest in a non-resident entity that is held by Olympus United Bank throughout that taxation year principally for the purpose of earning income from the Bank Business.

If, on the other hand, Olympus United Bank holds an interest in a FIE or a tracking interest in a taxation year but that interest is not held throughout the taxation year, the FIE or tracking interest rules could apply to Olympus United Bank and require it to include an amount in its FAPI in respect of the interest. This would only be the case, however, if Olympus United Bank holds the interest in the FIE or tracking interest at the end of a taxation year of the non-resident entity ending in the applicable taxation year of Olympus Bank Holdings.

Foreign Investment Entity Rules

The October 30, 2003 draft legislation contains proposed amendments to section 94.1 to the Tax Act relating to a taxpayer's interest in a "foreign investment entity" and to section 94.2 of the Act relating to so-called tracking interests. The new rules will apply to taxation years beginning after 2002. Tax counsel has been advised that Norshield acquired control of the parent corporation of Olympus United on February 1, 2003. As a result of the acquisition of control, Olympus United will be deemed to have a new taxation year beginning February 1, 2003, with the result that the new rules may apply to Olympus United for its taxation year beginning February 1, 2003 and ending September 30, 2003 and for any subsequent taxation years.

Under the proposed amendments to section 94.1 of the Tax Act, a Canadian taxpayer will generally be required to include in income for a taxation year an amount relating to the taxpayer's interest in a FIE to the extent the

interest in the FIE is held by the taxpayer at the end of a taxation year of the FIE ending in the taxpayer's taxation year. This amount is generally determined by multiplying the "designated cost" of such interest in the FIE by the applicable rate of interest prescribed from time to time pursuant to the regulations under the Tax Act (referred to as the "imputed income regime"). The FIE rules in section 94.1 of the Tax Act do not apply in respect of a taxpayer's interest in a controlled foreign affiliate unless the interest is a so-called tracking interest. Since Olympus United Bank is a controlled foreign affiliate of Olympus United, the new rules in section 94.1 will not apply to Olympus United in respect of its shares of Olympus United Bank unless such shares constitute a tracking interest.

The October 30, 2003 draft legislation also contains new rules in proposed section 94.2 of the Tax Act regarding so-called tracking interests. These rules could apply to Olympus United's shares in Olympus United Bank if Olympus United Bank is a "tracking entity" in respect of such shares. If the proposed rules apply to a particular class of shares of Olympus United Bank held by Olympus United, Olympus United Bank will be required to include an amount in its income in respect of that class of shares under the imputed income regime.

Olympus United has advised tax counsel that (i) to the extent the amount of any payment to be received in respect of each Cell Share of Olympus United Bank held by Olympus United is determined by reference to income, profits or gains from, the fair market value of, or other similar criteria in respect of property owned by Olympus United Bank, the amount of any such payment, and the value of the right to receive such payments, will be determined primarily by reference to income, profits or gains from, the fair market value of, or other similar criteria in respect of all of the cellular assets owned by Olympus United Bank and not by reference to any particular Fund or portion of the cellular assets held by Olympus United Bank, and (ii) the fair market value of all the cellular assets owned by Olympus United Bank will exceed 90% of the fair market value of all property owned by Olympus United Bank. Based on these representations, the proposed rules for tracking interests should not apply to the Cell Shares of Olympus United Bank held by Olympus United.

The tracking interest rules could apply to the common shares of Olympus United Bank held by Olympus United if more than 50% of the fair market value of the non-cellular assets is attributable to "investment property" as defined in the new rules, in which case the imputed income regime will apply to Olympus United in respect of its common shares of Olympus United Bank.

Treatment of Distributions Received by Olympus United on Shares of Olympus United Bank

Dividends received by Olympus United from Olympus United Bank must be included in Olympus United's income.

To the extent dividends received by Olympus United are paid out of the "exempt surplus" of Olympus United Bank, such dividends may be deducted by Olympus United in computing its taxable income under the Tax Act. Among the requirements which must be met in order for the earnings of Olympus United Bank's Bank Business to give rise to "exempt surplus" are that (i) Olympus United Bank must be a resident of a country which is a "designated treaty country" and (ii) the earnings must be income from an active business carried on in a designated treaty country. A "designated treaty country" is defined as a country with which Canada has entered into a comprehensive bilateral tax treaty. A corporation is deemed not to be resident in a designated treaty country unless the corporation is resident in that country for the purposes of the treaty or, in the case of a treaty that entered into force before 1995, the corporation would be so resident but for a provision in the treaty providing that the treaty does not apply to the corporation, if the provision has not been amended since 1994.

Canada and Barbados have entered into a comprehensive bilateral tax treaty and therefore Barbados is a "designated treaty country". The treaty entered into force in 1980. Under the IFSA, Olympus United Bank is entitled to special tax benefits in Barbados similar to those provided under the *Barbados International Business Companies (Exemption from Income Tax) Act, Chapter 77* and is thus expressly excluded from the scope of the *Canada-Barbados Income Tax Convention*. However, to the extent Olympus United Bank would be resident in

Barbados for the purposes of the Canada-Barbados treaty but for that exclusion, it will be considered to be a resident of a designated treaty country for the purposes of the exempt surplus rules.

Based on the assumptions set out at the start of this summary, the after-tax earnings of Olympus United Bank derived from its Bank Business should constitute “exempt surplus” of Olympus United Bank. Accordingly, dividends received by Olympus United from Olympus United Bank should not be subject to Canadian tax in the hands of Olympus United provided such dividends do not exceed the after-tax earnings attributable to, incidental to or pertaining to Olympus United Bank’s Bank Business.

To the extent any of Olympus United Bank’s income constitutes FAPI as described above, such income will be included in Olympus United Bank’s “taxable surplus” and not its “exempt surplus”, in which case Olympus United will not be entitled to a deduction in respect of dividends paid out of Olympus United Bank’s “taxable surplus” except to the extent that Olympus United previously included FAPI in computing its taxable income.

To the extent any dividends received by Olympus United exceed the amount of Olympus United Bank’s “exempt surplus” or “taxable surplus”, such dividends will be deemed to have been paid out of Olympus United Bank’s “pre-acquisition surplus”. Olympus United will be entitled to a deduction equal to the amount of any dividend received out of Olympus United Bank’s pre-acquisition surplus. At the same time, Olympus United will be required to reduce its adjusted cost base of the shares on which such dividend was received by the amount of the deduction claimed in respect of the dividend.

Amounts received by Olympus United upon a reduction of the paid-up capital of the shares of Olympus United Bank should not be subject to Canadian tax. However, Olympus United will be required to reduce its adjusted cost base of the shares whose paid-up capital was reduced by an amount equal to the reduction in paid-up capital.

Adjusted Cost Base of Cell Shares

In calculating the adjusted cost base of its Cell Shares of Olympus United Bank, Olympus United should be entitled to include an amount equal to the amount by which the fair market value of those Cell Shares increased as a result of any contributed surplus contributed by Olympus United to Olympus United Bank in respect of the Cell Shares.

As noted above, Olympus United will be required to reduce the adjusted cost base of its Cell Shares of Olympus United Bank to the extent it receives a dividend out of pre-acquisition surplus on those Cell Shares or receives an amount upon a reduction of the paid-up capital of those Cell Shares.

Redemption of Cell Shares by Olympus United Bank

Upon a redemption by Olympus United Bank of all or a portion of its shares of a class held by Olympus United, Olympus United will generally realize a capital gain equal to the amount, if any, by which the redemption proceeds exceed Olympus United’s adjusted cost base of the shares redeemed.

To the extent the redemption proceeds received by Olympus United on a redemption of its shares of Olympus United Bank exceed the adjusted cost base of those shares, the resultant loss will be denied and will instead be added to the adjusted cost base of the remaining shares of Olympus United Bank held by Olympus United.

Part VI.1 Tax on Certain Dividends

Part VI.1 of the Tax Act imposes a tax on certain corporations in respect of dividends paid by such corporations on “taxable preferred shares”. The tax does not apply to dividends paid by a corporation that was a “mutual fund corporation” at the time the dividend was paid. Based on the assumptions set out at the start of this summary, and provided Olympus United is not designated by the CCRA not to be a “public corporation” for the purposes of the

Tax Act, Olympus United should be a mutual fund corporation as defined, and should therefore not be subject to Part VI.1 tax in respect of dividends paid by it on the Class Shares.

Canadian Taxation of Subscriber

Dividends Received by Subscriber from Olympus United

Dividends received by a Subscriber on his or her Class Shares will be treated for tax purposes as dividends from a taxable Canadian corporation. Accordingly, where the dividend is received by an individual resident in Canada, the individual will include 125% of the dividend in income and will be entitled to claim a federal dividend tax credit equal to 16-2/3% of the dividend.

A Subscriber that is a Canadian resident corporation will generally be entitled, in computing its taxable income for a taxation year, to a deduction equal to the amount of the taxable dividend received by it on each Class Share in that year. However, such dividends will generally be subject to refundable Part IV tax if received by a private corporation.

Adjusted Cost Base of Class Shares

The adjusted cost base to a Subscriber at any time of each Class Share of a particular class will equal the average of the total adjusted cost base of all the shares of the particular class held by the Subscriber at that time. Generally, the total adjusted cost base at any time will equal the total cost to the Subscriber of shares of the particular class acquired to that time minus the adjusted cost base of shares of the particular class previously disposed of.

Exchange of Class Shares

The rights and restrictions attaching to the various classes of shares in the capital of Olympus United allow the holder of a particular class of shares to exchange such shares for shares of one or more classes of Olympus United which, in aggregate, have a fair market value which is equivalent to that of the shares to be exchanged.

The exchange of shares of a particular class of shares of Olympus United (the "Initial Shares") by the holder thereof for consideration that consists solely of a shares of a different class or classes of Olympus United (the "Resultant Shares") will not represent a disposition of property by the holder of the Initial Shares. The cost of the Resultant Shares received upon the exchange of an Initial Share will be equal to the adjusted cost base of the Initial Shares to the holder thereof immediately before the exchange. Where the holder exchanges Initial Shares for Class Shares of more than one class, the adjusted cost base of the Resultant Shares of a particular class will equal the proportion of the adjusted cost base of the Initial Shares that the fair market value of the Resultant Shares of that class received by the holder is of the fair market value of all of the Resultant Shares received by the holder.

Redemption of Class Shares

Based on the assumptions set out at the start of this summary, and provided Olympus United is not designated by the CCRA not to be a "public corporation" for the purposes of the Tax Act, Olympus United should be a "mutual fund corporation" as defined in the Tax Act. As a result, the rules in the Tax Act which serve to convert proceeds received by a taxpayer upon a redemption of shares of a corporation into taxable dividends should not apply to proceeds received by a Subscriber upon a redemption of shares. Consequently, upon a redemption by Olympus United of a Class Share held by a Subscriber, that Subscriber should realize a capital gain (capital loss) equal to the amount by which the redemption proceeds exceed (are exceeded by) the Subscriber's adjusted cost base of the Class Share.

Interest Expense

A Subscriber who borrows money to acquire a Class Share will be entitled to deduct, in computing income for a taxation year, interest not exceeding a reasonable amount paid in the year or payable in respect of the year (depending on the method regularly followed by the taxpayer) on the borrowed money only if, at the time the Class Share is acquired, the Subscriber has a reasonable expectation (based on an objective assessment of all the circumstances) of receiving taxable dividends from the Class Share. In determining whether a Subscriber has a reasonable expectation of receiving taxable dividends from a Class Share, the CCRA and courts will consider such factors as the stated dividend policy of Olympus United as well as the extent to which dividends have been paid on the Class Shares in the past. Subscribers will need to satisfy themselves as to whether, based on such factors, they have a reasonable expectation of receiving taxable dividends on their Class Shares. The entitlement of a Subscriber to continue deducting interest following a disposition of any Class Share acquired with borrowed money will depend on the use made by the Subscriber of the proceeds from the disposition.

On October 31, 2003, the Minister of Finance released draft legislation relating to the recognition of losses. Under the proposed amendments, which will apply to taxation years starting after 2004, a Subscriber will only be entitled to claim a loss for a taxation year as a result of the interest deduction on money borrowed to acquire a Class Share if, in the year, it is reasonable to expect that the Subscriber will realize a cumulative profit (excluding any capital gains or losses) from the Class Share for the period in which the Subscriber has held, and can reasonably be expected to hold, that Class Share. The proposed limitation will not apply to a capital loss, if any, realized upon a disposition of the Class Share.

General Anti-Avoidance Rule

The Tax Act contains a general anti-avoidance rule ("GAAR"), which allows the CCRA to alter the tax consequences of certain transactions in order to deny a tax benefit resulting from the transactions. The GAAR can be applied to a transaction that results, or that is part of a series of transactions that result, directly or indirectly, in a tax benefit unless the transaction or the series of transactions may reasonably be considered to have been undertaken primarily for bona fide purposes other than to obtain the tax benefit, or it may reasonably be considered that the transaction would not result directly or indirectly in a misuse of the provisions of the Tax Act or an abuse having regard to the provisions of the Tax Act read as a whole.

The CCRA may take the position that the reorganization of the capital of Olympus United Bank has been undertaken primarily to avoid the tax consequences that would otherwise apply in respect of the shares of Olympus United Bank held by Olympus United under the so-called tracking property rules. Accordingly, the CCRA may take the position that the GAAR should apply to redetermine the tax consequences to Olympus United as if the tracking property rules applied to the Cell Shares of Olympus United Bank. Notwithstanding the forgoing, the better view is that the reorganization of the share capital of Olympus United Bank and the resultant share structure does not result in a misuse of the provisions of the Tax Act or an abuse having regard to the provisions of the Tax Act read as a whole, and that the GAAR should therefore not apply to redetermine the tax consequences described above in this summary.

Deferred Income Plans

The Class Shares will constitute a qualified investment for a registered retirement savings plan ("RRSP") or a registered retirement income fund ("RRIF") under the Tax Act, and will continue to do so as long as Olympus United is a "public corporation" as defined in the Tax Act.

The Class Shares will constitute foreign property for the purposes of the penalty tax under Part XI of the Tax Act in respect of excess foreign property held by RRSPs and RRIFs. In general terms, if, at the end of any month, the cost amount of foreign property held by such a plan or fund exceeds 30% of the cost amount of all its properties, a tax of 1% of the excess is payable for the month by the plan or fund.

6.2 *Barbadian Taxation of Olympus United Bank*

Olympus United understands that income tax will be levied in Barbados on the income of Olympus United Bank at the rate of approximately 2.5% per annum.

ITEM 7 COMPENSATION PAID TO SELLERS AND FINDERS

Dealers and Sales Charges

You may purchase the Class Shares through a Dealer. We are offering the Class Shares for sale commencing on June 21, 2004 and ending on September 30, 2004 (the "Offering Period"). The Offering Period may be extended by us. All subscription proceeds received by us are subject to rejection or acceptance in whole or in part and we may close the Offering at any time without notice. We are not obligated to accept any subscription.

Olympus United Momentum (F) Fund, Olympus United Global Trading (F) Fund, Olympus United Tactical Trading (F) Fund, Olympus United Uninvest II (F) Fund and Olympus United Uninvest II (F) USD Fund

Class Shares representing these Funds are available for purchase only by investors whose investment will be held in a managed or "fee for service" account. The subheadings entitled "Front-End Commission", "Deferred Sales Charge (Redemption Fee)" and "Service Fees" do not apply to these investors.

Front-End Commission

If a Dealer offers certain Class Shares for sale, a "front-end" commission of up to 6% of the Subscription Price may be charged for each Class Share subscribed for in addition to the Subscription Price. The amount of the commission payable under these circumstances is to be negotiated between you and your Dealer. Alternatively, you may elect to pay a deferred sales charge (i.e. a "DSC" or redemption fee).

Deferred Sales Charge (Redemption Fee)

If you elect to pay a redemption fee, Olympus United will pay to your Dealer a sales commission of up to 4% of the Subscription Price on your behalf. Commission costs incurred by us in this manner, will be capitalized and accounted for as a deferred charge and will be reimbursed by Olympus United Bank over the period in which these costs are amortized.

Until the earlier of the date on which a Class Share in respect of which we have paid commission on behalf of a Subscriber (a "DSC Share") is redeemed and the date on which the DSC with respect thereto has been reduced to zero on the balance sheet of Olympus United, Olympus United Bank will on each anniversary of the Closing Date rebate to the applicable Fund an amount which is 0.5% of the then Net Asset Value of such DSC Share. Thus, Olympus United Bank is responsible for paying to Olympus United that portion of the commission paid by Olympus United that is not recovered from the Subscriber. If a Subscriber makes a DSC election, he will be required to pay a DSC fee on redemption of Class Shares that are redeemed in the nine year period following the Closing Date. This DSC fee, expressed as a percentage of the Subscription Price of the Class Shares subscribed for, will decline over time and will be calculated in accordance with the following table or at such other rate and schedule as may be determined by us from time to time (but in any event the DSC rate will not exceed the percentages set out in the following table):

If Class Shares Redeemed During the Following Period after Closing Date	Maximum DSC per Class Shares Expressed as a Percentage of the Subscription Price of the Class Shares Redeemed
Year One	4.5%
Year Two	4.0%
Year Three	3.5%
Year Four	3.0%
Year Five	2.5%
Year Six	2.0%
Year Seven	1.5%
Year Eight	1.0%
Year Nine	0.5%

This redemption fee will be payable if the Class Shares subscribed for are redeemed for any reason whatsoever, including a redemption by us. We may, at our discretion, waive the redemption fee that would otherwise apply with respect to up to 10% of the Class Shares held by you per calendar year, such number of Class Shares to be determined as at December 31 of the previous calendar year.

Service Fees

Dealers will also receive from us a service fee (the "Service Fee") of up to 1% per annum of the aggregate Net Asset Value per Class Share beneficially owned by clients of that Dealer. This amount will be payable by Olympus United Bank quarterly (i.e. 0.25% per quarter) or monthly (i.e. 0.0833333% per month), as decided by Olympus United Bank from its management and incentive fees. Service Fees will be paid on a continuing basis.

Each Dealer will also be paid a portion of the Incentive Fees payable to Olympus United Bank based on the aggregate Net Asset Value per Class Share subscribed for by clients of that Dealer, up to a maximum aggregate amount payable to all Dealers of 40% of the Incentive Fees payable to Olympus United Bank.

We reserve the right to vary the terms, conditions and levels of Service Fees from time to time or to discontinue the payment of Service Fees. We expect that Dealers will pay a portion of their compensation to their sales representatives.

Other Compensation

From time to time Norshield will provide at its own expense promotional assistance to Dealers, including research and marketing materials and other investment literature concerning the Funds. All Dealers are eligible to receive promotional assistance.

Dealers and their sales representatives may attend marketing information meetings sponsored by Norshield as part of Norshield's ongoing responsibility to update Dealers on developments relating to the Funds. Norshield will invite representatives of Dealers to attend these meetings.

A portion of the Management Fee may be rebated to investors and/or their Dealers at our discretion.

Non-exclusive Agency Agreements

In conjunction with the Offering, we may enter into one or more non-exclusive agency agreements with Dealers pursuant to which Dealers will be appointed as non-exclusive agents of ours to find and introduce to Olympus United potential investors to subscribe for the Funds. For these services, Dealers will be paid the compensation described in this offering memorandum.

Risk Tolerance

Under applicable Securities Legislation, it is the obligation of your Dealer and its sales representatives to ensure that the purchase of a security by you is suitable for you having regard to your investment objectives and risk tolerance, regardless of compensation payable to such Dealer.

ITEM 8 RISK FACTORS

You should carefully consider the risks when contemplating an investment in the Funds. These risks are summarized as follows:

Business Risks

The success of a Fund depends on its ability to identify suitable investments and to dispose of such investments at a profit. While we believe that each Fund's investment strategies will be successful over the long term, there can be no guarantee that losses will not result from an investment in our funds and there can be no assurance that a Fund's investment strategies will be successful or that its investment objectives will be attained. The Funds could realize substantial losses, rather than gains, from some or all of the investments described herein.

Sophistication and Risk Tolerance

An investment in the Class Shares offered hereby is appropriate only for investors who have the capacity to absorb a loss of all of their investment and for investors who have a significant degree of investment knowledge and sophistication as well as a high net worth.

Fees

The Funds are subject to substantial charges for management, advisory and brokerage fees. It may be necessary for the Funds to make substantial profits to avoid depletion of their assets and in order for investors to obtain a return on their investment.

Investments in Managed Funds

A substantial portion of the Funds' assets will be represented by Investments in Managed Funds. Olympus United Bank may have no control over how such funds invest their assets. These Investments will be subject to risks inherent in the conduct of the business of the funds in which the Investments are made, which will ultimately flow through to the Funds and therefore, to Olympus United. These risks may be unknown to Olympus United Bank.

Liquidity

Even though the Class Shares are redeemable (subject to applicable laws), a portion of the amounts invested in the Funds are invested in particular funds or investments which may not be redeemable or liquid for a period of time. Therefore, there is a risk that a Fund may have significant illiquid investments which are difficult for such Fund to dispose of rapidly at favourable prices in connection with redemption requests, adverse market developments or other factors. Investments with low liquidity can have dramatic changes in value. Further, Barbados law requires that 25% of the net income of Olympus United Bank be transferred to a reserve fund. Amounts in this reserve

fund are not available for distribution to Olympus United, and thus available to redeem Class Shares, except on a winding-up of Olympus United Bank. The amount in the reserve fund as at June 30, 2003 was Cdn.\$3,449,000.

Derivatives

As part of its investment strategy, Olympus United Bank conducts a derivatives trading/investment program for the Funds. Derivatives can be volatile in price and such volatility can quickly lead to large losses as well as large gains. Derivatives trading can be highly leveraged and accordingly, trading in specific derivatives could result in the Funds losing amounts in excess of the amounts posted as margin or good faith deposit on any given trade or series of trades. Volatility is influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the market place. The exchanges on which derivatives are traded constantly monitor this volatility and adjust the level of margin or good faith deposit required for each specific derivatives contract. In addition, Olympus United Bank utilizes risk and money management disciplines which are designed to manage the risks which arise from this volatility. Subscribers for the Class Shares will, in any event, not be liable beyond their total investment in and investment obligations to Olympus United. Trading in derivatives may be limited due to commodity exchange limitations based on price fluctuations and speculative position limits. The price of a derivative might not reflect the true value of the underlying security or index.

No Guarantee of Positive Returns

There is no guarantee that an investment in the Class Shares will earn any positive return in the short or long term.

Investments Generally

The Funds are generally not subject to the investment restrictions imposed on publicly-offered mutual funds. This could result in greater volatility in the Net Asset Value per Class Share than if the Funds were subject to such investment restrictions.

Potential Lack of Diversification

Unlike many mutual funds which are required by applicable securities laws to diversify portfolio holdings so that no more than a fixed percentage of their assets is invested in any industry or group of industries, the Funds have not adopted fixed guidelines for diversification. Although a Fund's portfolio may be diversified, this may not be the case at times when it may be advantageous for the Fund to be less diversified. Accordingly, the investment portfolio of a Fund may be subject to more rapid changes in value than would be the case if the Fund were to maintain a wide diversification among Managed Funds, companies, industries, regions, types of securities and other asset classes.

Foreign Investments

Olympus United Bank expects to invest a substantial portion of the Funds' assets in securities of foreign issuers. The risk of loss on foreign investments may be greater than the risks associated with North American investments as often there is less available information about foreign issuers due to the fact that many issuers are not subject to the uniform and extensive accounting, auditing and financial reporting standards and practices, government supervision and regulation and other disclosure requirements which apply to issuers in Canada and the United States. Additionally, foreign investments made by Olympus United Bank may be subject to political risks, risks associated with changes in foreign exchange rates and foreign exchange control risks.

Reliance on Expertise

By investing in the Funds, you will be dependent on the knowledge and expertise of Olympus United Bank in managing the Funds.

Valuation

The Net Asset Value per Class Share will vary in accordance with the value of the investments made by each Fund. The value of investments made by Olympus United Bank will be affected by factors beyond your control and the control of NAM Canada and Olympus United Bank. The process of valuing investments for which no published market exists may be based upon the value of the holdings of underlying Managed Funds. These values may differ from values that would have been used had a ready market existed for such investments and may differ from the prices at which such investments may be sold. It is likely that no liquid market will exist for some of these investments.

Conflicts of Interest

There are certain conflicts of interest involving the directors and/or officers of Olympus United and Olympus United Bank, namely:

- Olympus United Bank receives introducing broker fees from its principal FCM, determined in part by the level of the Funds' trading activities. These fees form part of Olympus United Bank's revenues, but are not the property of any Fund. It may be in the interests of Olympus United Bank and in the interests of the principal FCM that trading commissions be generated through the purchase and sale of derivatives where such purchase and sale is not necessarily in the interests of the Funds. There is no intention, however, on the part of Olympus United Bank to generate trading commissions solely for the purpose of creating a source of revenue.
- Dale Smith, Director of Olympus United, is a director and officer of NAM Canada and of Norshield.
- Karine Simoes, Secretary of Olympus United is an officer of NAM Canada and of Norshield.
- NAM Canada and Norshield are beneficially owned by John Xanthoudakis.
- The FCMs and their affiliates and employees may, from time to time, trade in futures and options on futures contracts for their own account. In addition, the FCMs, the Portfolio Managers, Olympus United Bank and certain of its principals and affiliates may have sponsored or established investment funds in the past, and its respective principals and affiliates may sponsor, establish or manage other investment funds in the future which may compete with the Funds for the execution of futures and options on futures transactions and for order entry.
- Olympus United Group provides marketing services to Olympus United and may earn sales commissions for acting as a Dealer. Olympus United Group is an affiliate of Olympus United.
- Olympus United Bank provides investment management services to Olympus Uninvest Ltd., the core investment of all the Olympus United Uninvest funds described in Appendix F. Olympus United Bank receives a management fee of 1% of net asset value and an incentive fee of 20% of the increase in net asset value of Olympus Uninvest Ltd. In the case of Investments in Olympus Uninvest Ltd. by Olympus United Bank, such management and incentive fees are reduced to a management fee of 0.25% of net asset value and an incentive fee of 10% of the increase in net asset value of Olympus Uninvest Ltd., to avoid duplication of fees.

No Advance Ruling

An advance income tax ruling has not been requested or obtained from the CCRA regarding the tax consequences to a Subscriber in connection with the subscription for Class Shares, nor has an advance tax ruling been requested or obtained with respect to the tax consequences to Olympus United in connection with its shares of Olympus United Bank or with respect to Olympus United Bank itself. The CCRA may take the view that the tax

consequences to a Subscriber, Olympus United or Olympus United Bank differ from those described in Item 6.1, and may seek to impose tax on a different basis. If CCRA is successful in imposing tax on a different basis than described in Item 6.1, the net after-tax return to a Subscriber from an investment in Class Shares will be adversely affected.

Changes in Tax Laws

The income tax consequences to a Subscriber, to Olympus United and to Olympus United Bank described in this offering memorandum are based upon provisions of the Tax Act and regulations thereunder in force at the date hereof, and assume that any draft legislation to amend the Tax Act released prior to the date hereof will be enacted in its present form. To the extent the Tax Act and regulations are amended in future, or the draft legislation is enacted in a different form, the income tax consequences may differ from those set out under Item 6.1.

Business of Olympus United Bank

Olympus United Bank's business must be that of a foreign bank (as defined in the Tax Act) regulated in the Barbados, that business must be personally carried on in the Barbados and Olympus Bank must employ more than five employees full time in the active conduct of that business. Unless all of those conditions are met, income from Olympus Bank's business will constitute foreign accrual property income and will be taxable to Olympus United in Canada.

Assumption Regarding Tax Matters

In preparing the summary of Canadian income tax consequences contained in Item 6.1 of this offering memorandum, Thorsteinssons has been advised by Olympus United of certain facts and asked to make certain assumptions regarding future events. To the extent these facts or assumptions turn out to be incorrect, the income tax consequences to a Subscriber, Olympus United or Olympus United Bank may differ from those set out under Item 6.1.

Change in Valuation Date

We have chosen to determine the Net Asset Value per Class Share on the last Business Day of each week. This date is known as the "Valuation Date". We have the right to change the Valuation Date, so, for example, if we were to change the Valuation Date to the last Business Day of each month, and the Net Asset Value per Class Share was lower at the end of a month than at the end of any week prior to the end of such month, the redemption amount that you would receive would consequently be lower. We will not however, change the Valuation Date without giving at least 30 days advance notice in writing to all shareholders.

Trading in Derivatives is Highly Leveraged

The low margin deposits normally required in trading (typically between 2% and 15% of the value of the derivatives purchased) permit an extremely high degree of leverage. Accordingly, at the time of the purchase, a percentage of the price of a derivative is deposited as margin and a percentage decrease in the price of the contract would result in a total loss of the margin deposit. A decrease of more than the percentage deposited would result in a loss of more than the total margin deposit. Thus, like other leveraged investments, trading in derivatives may often result in losses in excess of the amount invested by the Funds.

Use of Multiple and Independent Trading Methods

The Portfolio Managers will each trade independently of one another, making no attempt whatsoever to coordinate trading strategies. Since it is possible that the Portfolio Managers may trade a number of the same

commodities, one or more of the Portfolio Managers may from time to time have open positions in a given contract opposite to open positions in the same contract held by another Portfolio Manager. Such opposite positions will be economically offsetting, so that to the extent that the Portfolio Managers hold such offsetting positions, it will be impossible for the Funds to recognize any profit or loss.

The methods of the Portfolio Managers will generally be directed towards substantial gains over the long-term. Accordingly, the Portfolio Managers may from time to time experience interim periods of losses. Furthermore, the diversification of the Fund's trading among multiple Portfolio Managers implies that profitable periods by some Portfolio Managers may not result in overall profits for the Funds, thereby further reducing the prospects for significant short-term gains. Investors must not purchase Class Shares with the expectation of immediate or near-term profits.

Potential Indemnification Obligations

Under certain circumstances, the Funds might be subject to significant indemnification obligations in respect of the directors of Olympus United, Portfolio Managers or other contractors retained on behalf of the Funds or certain parties related to any of the foregoing. The Funds will not carry any insurance to cover such potential obligations and none of the foregoing parties will be insured for losses for which the Funds has agreed to indemnify them. Any indemnification paid by the Funds would reduce their net assets and, by extension, the Net Asset Value per Share.

Failure of Futures Commission Merchant

There is a risk that assets deposited by the Portfolio Manager on behalf of the Funds as margin with an FCM may, in certain circumstances, be used to satisfy losses of other clients of the FCM which cannot be satisfied by such other clients or by the FCM. This risk only arises in connection with trades in non-exchange traded derivatives such as forwards and swaps. Assets deposited as margin to support the Funds' investment in exchange traded derivatives are segregated and are not available to creditors of FCMs.

The foregoing risk factors constitute a summary only of the risks involved in investing in the Funds. You should read this entire offering memorandum before determining whether to invest and you are urged to consult with your professional advisors. There are complex tax, corporate and securities matters arising from this Offering. You should also be aware that if you decide to invest in the Class Shares, you will be relying upon the expertise of management of NAM Canada and Olympus United Bank in dealing with these risks on a day to day basis.

ITEM 9 REPORTING OBLIGATIONS

Olympus United is not a reporting issuer in any jurisdiction in Canada. We are not obligated to file annual audited financial statements, semi-annual financial statements or quarterly financial statements with any Canadian securities regulator.

Annual audited financial statements will be provided to you, which will be prepared in accordance with generally accepted Canadian accounting principles consistently applied. These financial statements will include a balance sheet, statement of income and statement of cash flows. Separate unaudited financial statements for each Fund will also be prepared and provided to you.

Semi-annual and quarterly unaudited financial statements will be provided to you, which will be prepared in accordance with generally accepted Canadian accounting principles consistently applied. These semi-annual and quarterly financial statements will also contain a balance sheet, statement of income and statement of cash flow for each Fund.

We intend to publish the Net Asset Value per Class Share for each Fund no less frequently than weekly in at least one newspaper having daily circulation in Canada.

Corporate information about Olympus United can be obtained by contacting Industry Canada Communications and Marketing Branch, Attention: Enquiry Services, 2nd Floor, West Tower, 235 Queens Street, Ottawa, Ontario, K1A 0H5 (www.ic.gc.ca).

Notice of Certain Changes

We will provide you with 60 days prior notice before:

- any material change in the NAM Canada Portfolio Management Agreement;
- a change of control of NAM Canada;
- if any person, other than Olympus United Bank or NAM Canada (or their affiliates), is appointed to act as an investment manager of the Funds;
- any change in the investment objective of any Fund, but only to investors in such Fund(s);
- a change in auditor of Olympus United or Olympus United Bank;
- a change in custodian of the assets of the Funds;
- any change in the frequency of calculation of Net Asset Value per Class Share; or
- the termination of any Fund or merger of a Fund with any other Fund but only to investors in the Fund(s) being terminated or merged.

ITEM 10 RESALE RESTRICTIONS

General Statement

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.

Restricted Period

For purchasers in Alberta, British Columbia, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island and Saskatchewan, unless permitted under Securities Legislation, you cannot trade the securities before the date that is four months and a day after the date Olympus United becomes a reporting issuer in any province or territory of Canada.

Manitoba Resale Restrictions

For purchasers 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) Olympus United 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.

Redemption

Notwithstanding the foregoing resale restrictions, the securities can be redeemed. Consult with your Dealer.

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.

1. **Two Day Cancellation Right** - You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the 2nd Business Day after you sign the agreement to buy the securities.
2. **Statutory and Contractual Rights of Action in the Event of a Misrepresentation** – Securities Legislation in the provinces and territories of Canada provides purchasers, or requires that purchasers be provided with, rights of action for rescission or damages if this offering memorandum and any amendment to it contains a misrepresentation. These remedies must be exercised within the prescribed time limits. Rights of action for purchasers in each of the provinces and territories of Canada are described in the attached Appendix I hereto.

ITEM 12 FINANCIAL STATEMENTS

See Appendix J.

ITEM 13 DATE AND CERTIFICATE

Dated June 21, 2004.

This offering memorandum does not contain a misrepresentation.

"Dale G. Smith"
Dale G. Smith
President and Chief Executive Officer

"Everton Trotman"
Everton Trotman
Chief Financial Officer

"Peter Rona"
Peter Rona
Director

"Ronald Couchman"
Ronald Couchman
Director

APPENDIX A

INFORMATION SPECIFIC TO OLYMPUS UNITED MULTI-ASSET FUND

The Fund

Olympus United Multi-Asset Fund (the “Fund”) represented by Olympus United’s Class A Redeemable Convertible Non-Voting Shares

Investment Objective

The Fund’s investment objective is to deliver a return on investment that is above the average for fixed income investments while comparable with equity fund investments, and to do so in a manner with lower volatility and more consistent month-over-month performance than would normally be expected from investments with similarly targeted returns.

Investment Strategy

In order to meet the Fund’s investment objective, the assets of the Fund are allocated to two types of independent Portfolio Managers – specialized hedge fund managers and managers who specialize in derivative investments. The portfolio incorporates a “fund of funds” structure using a diversified allocation to hedge funds. Then, in combination with these hedge fund allocations, derivative Investments are added to the overall portfolio. This structure targets the broadest possible diversification of assets. Leverage will be used to acquire a broader diversification of assets.

Portfolio Managers and Managed Funds

Portfolio Managers are selected at the discretion of Olympus United Bank. Proceeds from the Offering may be invested by way of the Fund investing in an investment vehicle (an “Investment” in a “Managed Fund”) managed by a Portfolio Manager. These Portfolio Managers and/or Investments may be changed from time to time. (See Item 2)

Core Managers/ Investments

The current core Investments of the Fund are:

- Coast Asset Management LP
- Sprott Asset Management
- Dominion Capital Fund

Olympus United Bank also owns all of the outstanding shares of Summerland Properties Inc., a British Virgin Islands company (“Summerland”). These shares are an asset of the Fund. Summerland owns the land and buildings which comprise the facilities from which Olympus United Bank formerly carried on business in Barbados (the “Summerland Property”). Effective February 1, 2003 Horizons Capital Management Incorporated, an affiliate of CSI, has agreed to occupy the Summerland Property for a term of 3 years at market rates. Subject to the fulfilment of certain conditions by CSI, Olympus United Bank has also granted to CSI a 3-year option to purchase all of the shares of Summerland at the appraised value of such shares on or about the date of exercise of the option.

The Olympus United Hedge Overlay Program

The Olympus United Hedge Overlay Program (the “Overlay Program”) is a proprietary strategy designed to reduce portfolio risk and volatility as well as to enhance the returns of the Portfolio Managers. The Overlay Program is an allocation of up to approximately 15% of the assets of the Fund that is further allocated among a team of additional Portfolio Managers specializing in long/short investments in global equity, fixed income and commodity derivative instruments. The current team of such Portfolio Managers consists of Mondiale Asset Management Ltd., TWR Management Corp. and NAM Canada.

Fees

Management Fee

A management fee of 0.1458333% of the weighted average Net Asset Value per Class Share multiplied by the weighted average number of Class Shares outstanding (“Net Fund Value”) is paid monthly in advance to Olympus United Bank (1.75% per annum).

Administration Fee

A monthly administration fee equal to the sum of (i) 0.0625% of the portion of Net Fund Value that is less than or equal to \$50,000,000 (0.75% per annum); (ii) 0.0458333% of the portion of Net Fund Value that is greater than or equal to \$50,000,000 but less than \$100,000,000 (0.55% per annum); and (iii) 0.0291666% of the portion of Net Fund Value that is greater than \$100,000,000 (0.35% per annum), is paid monthly in advance to Olympus United Bank.

Incentive Fees

Olympus United Bank receives a quarterly Incentive Fee of 6% of the “Net New Profits” of the Fund.

Underlying Portfolio Managers' Fees

The fees earned by the underlying Portfolio Managers hired by Olympus United Bank for each Fund are likely to include both (i) fixed fees (generally, from 0% to 2% per annum) based on the value of the assets allocated to such Portfolio Manager, and (ii) performance fees (generally, 10% to 20%, calculated monthly, quarterly or annually) based on profits.

APPENDIX B

INFORMATION SPECIFIC TO OLYMPUS UNITED MOMENTUM FUND, OLYMPUS UNITED MOMENTUM (F) FUND

The Fund

Olympus United Momentum Fund represented by Olympus United's Class F Redeemable Convertible Non-Voting Shares and Olympus United Momentum (F) Fund represented by Olympus United's Class B Redeemable Convertible Non-Voting Share. (collectively the "Funds")

Maximum Offering

The aggregate maximum offering for Class B and F Redeemable Convertible Non-Voting Shares is \$25 million.

Investment Objective

The Funds investment objective is to deliver a return on investment that is above the average for fixed income investments while comparable with equity fund investments, and to do so in a manner with lower volatility and more consistent month-over-month performance than would normally be expected from investments with similarly targeted returns.

Investment Strategy

In order to meet the Funds investment objective, the assets of the Funds are allocated to two types of independent Portfolio Managers – specialized hedge fund managers and managers who specialize in derivative investments. The portfolio incorporates a "fund of funds" structure using a diversified allocation to hedge funds. Then, in combination with these hedge fund allocations, derivative Investments are added to the overall portfolio. This structure targets the broadest possible diversification of assets. Leverage will be used to acquire a broader diversification of assets.

Portfolio Managers and Managed Funds

Portfolio Managers are selected at the discretion of Olympus United Bank. Proceeds from the Offering may be invested by way of the Fund investing in an investment vehicle (an "Investment" in a "Managed Fund") managed by a Portfolio Manager. These Portfolio Managers and/or Investments may be changed from time to time. (See Item 2)

Core Managers/Investments

The current core Managers/Investments of the Fund are:

- Norshield Asset Management (Canada) Ltd.
- Olympus Uninvest Ltd.

The Olympus United Hedge Overlay Program

The Olympus United Hedge Overlay Program (the "Overlay Program") is a proprietary strategy designed to reduce portfolio risk and volatility as well as to enhance the returns of the Portfolio Managers. The Overlay Program is an allocation of up to approximately 15% of the assets of the Fund that is further allocated among a team of additional Portfolio Managers specializing in long/short investments in global equity, fixed income and commodity derivative instruments. The current team of such Portfolio Managers consists of Mondiale Asset Management Ltd., TWR Management Corp. and NAM Canada.

Fees

OLYMPUS UNITED MOMENTUM FUND

Management Fee

Olympus United Momentum Fund pays a management fee of 0.000833% of the weighted average Net Asset Value per Class Share multiplied by the weighted average number of Class Shares outstanding ("Net Fund Value") monthly in advance to Olympus United Bank (1.00% per annum). Management Fees will be increased to 1.75% per annum one year from the date the maximum offering is attained.

Incentive Fees

Olympus United Momentum Fund pays Olympus United Bank a quarterly Incentive Fee of 10% of the "Net New Profits" of the Fund.

OLYMPUS UNITED MOMENTUM (F) FUND

Management Fee

Olympus United Momentum (F) Fund pays a management fee of 0.000375% of Net Fund Value monthly in advance to Olympus United Bank (0.45% per annum). Management Fees will be increased to 0.75% per annum one year from the date the maximum offering is attained.

Incentive Fees

Olympus United Momentum (F) Fund pays Olympus United Bank a quarterly Incentive Fee of 6% of the "Net New Profits" of the Fund.

BOTH FUNDS

Administration Fee

A monthly administration fee equal to the sum of (i) 0.0625% of the portion of Net Fund Value that is less than or equal to \$50,000,000 (0.75% per annum); (ii) 0.0458333% of the portion of the Net Fund Value that is greater than or equal to \$50,000,000 but less than \$100,000,000 (0.55% per annum); and (iii) 0.0291666% of the portion of Net Fund Value that is greater than \$100,000,000 (0.35% per annum), is paid monthly in advance to Olympus United Bank.

Underlying Portfolio Managers' Fees

The fees earned by the underlying Portfolio Managers hired by Olympus United Bank for each Fund are likely to include both (i) fixed fees (generally, from 0% to 2% per annum) based on the value of the assets allocated to such Portfolio Manager, and (ii) performance fees (generally, 10% to 20%, calculated monthly, quarterly or annually) based on profits.

APPENDIX C
INFORMATION SPECIFIC TO OLYMPUS UNITED GLOBAL TRADING FUND,
OLYMPUS UNITED GLOBAL TRADING (F) FUND

The Funds

Olympus United Global Trading Fund represented by Olympus United's Class G Redeemable Convertible Non-Voting Shares.

Olympus United Global Trading (F) Fund represented by Olympus United's Class W Redeemable Convertible Non-Voting Shares.
(collectively the "Funds")

Investment Objectives

In order to meet the Funds' investment objective, the assets of the Funds are invested in Univest Diversified Fund I Ltd., a Cayman Islands "feeder fund", which in turn invests in Univest Global Macro Fund Ltd., Univest High Yield Fund Ltd. and Univest Tactical Trading Fund Ltd., all Cayman Island funds managed by Norshield Investment Partners Inc. ("NIPi"), an affiliate of Norshield. These funds in turn invest their assets in Univest Global Fund Ltd., a Cayman Islands exempted company, for which NIPi serves as the investment manager, and to other U.S. or foreign investment partnerships or companies for which NIPi serves as the general partner or investment manager (collectively the "Affiliated Funds").

The investment objectives of each of Univest Global Macro Fund Ltd., Univest High Yield Fund Ltd. and Univest Tactical Trading Fund Ltd. are:

Univest Global Macro Fund Ltd. – to achieve substantial capital appreciation while maintaining a low level of performance volatility through allocating assets to one or more Portfolio Managers, which may include affiliates of NIPi, who primarily employ global macro investment strategies by investing in a wide range of currencies, sovereign bonds, global equities and equity indices and/or commodities.

Univest High Yield Fund Ltd. – to achieve consistent, above-average returns over the long-term while preserving capital through allocating assets to one or more Portfolio Managers, which may include affiliates of the NIPi, who primarily employ mutual fund timing investment strategies by investing in high yield bond and money market mutual fund shares within various mutual fund families. NIPi anticipates that this fund will initially invest with two Portfolio Managers, although the fund may allocate assets to additional Portfolio Managers at the discretion of the Investment Manager. From time to time, and particularly when NIPi rebalances this fund's assets among Portfolio Managers, there may be instances when the Fund may invest with only one Portfolio Manager.

Univest Tactical Trading Fund Ltd. – to achieve high risk-adjusted returns that have a low correlation with traditional market indices. This fund will allocate its assets to the Investment Manager's affiliate, NAM Canada, and NAM Canada will use its proprietary market timing investment strategies for the purpose of achieving this fund's objective.

Investment Strategies

The investment strategies of each of Univest Global Macro Fund Ltd., Univest High Yield Fund Ltd. and Univest Tactical Trading Fund Ltd. are:

Univest Global Macro Fund Ltd. – either directly or indirectly through investments in the Affiliated Funds, this fund will allocate its assets to one or more Portfolio Managers who primarily employ global macro investment strategies. Global macro investment strategies seek to exploit opportunities in various global markets by utilizing a top-down approach that concentrates on forecasting how global macroeconomic and political events affect the valuations of financial instruments. Portfolio Managers employing global macro investment strategies have a broad mandate to invest in those markets and instruments which they believe provide the best opportunity for profit. At any given time, a Portfolio Manager may take positions in currencies, sovereign bonds, global equities and equity indices or commodities. Portfolio Managers may elect to take outright, directional positions or, depending on the Portfolio Manager's own expertise and the risk-return profile of the markets in which it is trading, it may implement a strategy where a long position or set of positions is dynamically paired off against a short position or set of positions. This fund will allocate assets to both discretionary and systematic Portfolio Managers. Discretionary Portfolio Managers tend to make trading decisions based on the Portfolio Manager's judgement, taking into account a broad array of factors and relying on some combination of fundamental and technical analysis. This fund will allocate assets to discretionary Portfolio Managers who utilize their trading experience to generate shorter term alpha generating opportunities. In contrast, systematic Portfolio Managers generally adopt definite trading rules or algorithms and rely almost exclusively on technical analysis consisting primarily of modeled financial theory, trend analysis, short-term correlation trading, yield curve strategies and/or options volatility.

Univest High Yield Fund Ltd. – either directly or indirectly through investments in the Affiliated Funds, this fund will allocate its assets to one or more Portfolio Managers who primarily employ mutual fund timing investment strategies by investing in high yield bond and money market mutual fund shares within various mutual fund families. The Portfolio Managers' investment strategy is to

attempt to time the fund's investments to capture appreciation in high yield bond mutual fund shares, while preserving capital along the way. As such, the Portfolio Managers will allocate the fund's assets into high yield bond mutual fund shares during periods of rising prices and then will redeem such shares and allocate the proceeds into the safety of money market mutual fund shares during periods of declining price movements. These allocations will be made in accordance with the Portfolio Managers' proprietary, systematic trading systems which rely on a number of external fundamental and economic variables in addition to price inputs in order to generate trading signals. In order to maintain sufficient diversification, five to fifteen different mutual fund families will be used, although this may change at the discretion of the Portfolio Managers. The number of round trips per year to and from high yield mutual funds to money market funds will vary, but may be as low as four per year for some Portfolio Managers and is subject to change at the discretion of the Portfolio Managers.

Univest Tactical Trading Fund Ltd. – NAM Canada will invest this fund's assets in futures and commodity contracts, equities, exchange-traded funds, fixed-income instruments, swaps and other derivatives with the objective of achieving high risk-adjusted returns that have a low correlation with traditional market indices. To achieve its objective, NAM Canada has developed several proprietary market timing investment strategies for particular types of investments, i.e., equities, fixed-income instruments, corporate bonds, etc. NAM Canada continually researches new markets and instruments and its market timing investment strategies are constantly evolving.

Each of NAM Canada's investment strategies integrates monetary, fundamental and technical factors, which are updated regularly to produce both a "buy" or "sell" signal and "entry" and "exit" indicator. At any time, NAM Canada may take long and/or short positions for this fund's portfolio. NAM Canada is primarily a systematic trader and follows the signals generated from its proprietary models; however, NAM Canada may exercise discretion when determining whether to invest in certain types of instruments (i.e., individual equities versus exchange-traded funds) and whether to allocate more or less of this fund's portfolio to a particular market timing strategy (i.e., equity market timing versus corporate bond market timing). NAM Canada is not required to utilize all of its market timing investment strategies for this fund at all times and there is no limitation on the amount of the Funds' assets that will be allocated to a particular investment strategy. However, NAM Canada anticipates that it will use its equity market timing and fixed-income market timing strategies for the Funds at all times.

All of NAM Canada's market timing investment strategies have low correlation to stock and bonds. As a result, the Funds are intended to have a low correlation to the equity, fixed income and commodity markets.

Leverage will be used to acquire a broader diversification of assets.

Core Managers/Investment

Univest Global Macro Fund Ltd., Univest High Yield Fund Ltd. and Univest Tactical Trading Fund Ltd.

Fees

OLYMPUS UNITED GLOBAL TRADING FUND

Management Fee

Olympus United Global Trading Fund pays a management fee of 0.1458333% of the weighted average Net Asset Value per Class Share multiplied by the weighted average number of Class Shares outstanding ("Net Fund Value") monthly in advance to Olympus United Bank (1.75% per annum).

Incentive Fees

Olympus United Global Trading Fund pays Olympus United Bank a quarterly Incentive Fee of 10% of the "Net New Profits" of the Fund.

OLYMPUS UNITED GLOBAL TRADING (F) FUND

Management Fee

Olympus United Global Trading (F) Fund pays a management fee of 0.000833% of Net Fund Value monthly in advance to Olympus United Bank (.75% per annum).

Incentive Fees

Olympus United Global Trading (F) Fund pays Olympus United Bank a quarterly Incentive Fee of 6% of the "Net New Profits" of the Fund.

BOTH FUNDS

Administration Fee

A monthly administration fee equal to the sum of (i) 0.0625% of the portion of Net Fund Value that is less than or equal to \$50,000,000 (0.75% per annum); (ii) 0.0458333% of the portion of Net Fund Value that is greater than or equal to \$50,000,000 but less than \$100,000,000 (0.55% per annum); and (iii) 0.0291666% of the portion of Net Fund Value that is greater than \$100,000,000 (0.35% per annum), is paid monthly in advance to Olympus United Bank.

Underlying Portfolio Managers' Fees

The fees earned by the underlying Portfolio Managers hired by Olympus United Bank for each Fund are likely to include both (i) fixed fees (generally, from 0% to 2% per annum) based on the value of the assets allocated to such Portfolio Manager, and (ii) performance fees (generally, 10% to 20%, calculated monthly, quarterly or annually) based on profits.

APPENDIX D
INFORMATION SPECIFIC TO OLYMPUS UNITED TACTICAL TRADING FUND,
OLYMPUS UNITED TACTICAL TRADING (F) FUND
(These funds are not available to residents of the Province of Quebec)

The Funds

Olympus United Tactical Trading Fund represented by Olympus United's Class H Redeemable Convertible Non-Voting Shares.

Olympus United Tactical Trading (F) Fund represented by Olympus United's Class X Redeemable Convertible Non-Voting Shares.
(collectively the "Funds")

Investment Objective

To achieve high risk-adjusted returns that have a low correlation with traditional market indices.

Investment Strategy

In order to meet the Funds' investment objective, the assets of the Funds are allocated by Olympus United and Olympus United Bank to NAM Canada, which will use its proprietary Tactical Equity Market Trading system to manage the assets of the Funds. This propriety market timing system relies on a number of external fundamental and economic variables. Leverage will be used to acquire a broader diversification of assets.

Portfolio Managers and Managed Funds

Portfolio Managers are selected at the discretion of Olympus United Bank. Proceeds from the Offering may be invested by way of the Funds investing in an investment vehicle (an "Investment" in a "Managed Fund") managed by a Portfolio Manager. These Portfolio Managers and/or Investments may be changed from time to time. (See Item 2)

Core Manager/Investment

NAM Canada

Fees

OLYMPUS UNITED TACTICAL TRADING FUND

Management Fee

Olympus United Tactical Trading Fund pays a management fee of 0.1458333% of the weighted average Net Asset Value per Class Share multiplied by the weighted average number of Class Shares outstanding ("Net Fund Value") monthly in advance to Olympus United Bank (1.75% per annum).

Incentive Fees

Olympus United Tactical Trading Fund pays Olympus United Bank a quarterly Incentive Fee of 10% of the "Net New Profits" of the Fund.

OLYMPUS UNITED TACTICAL TRADING (F) FUND

Management Fee

Olympus United Tactical Trading (F) Fund pays a management fee of 0.0008333% of Net Fund Value monthly in advance to Olympus United Bank (.75% per annum).

Incentive Fees

Olympus United Global Trading (F) Fund pays Olympus United Bank a quarterly Incentive Fee of 6% of the "Net New Profits" of the Fund.

BOTH FUNDS

Administration Fee

A monthly administration fee equal to the sum of (i) 0.0625% of the portion of Net Fund Value that is less than or equal to \$50,000,000 (0.75% per annum); (ii) 0.0458333% of the portion of Net Fund Value that is greater than or equal to \$50,000,000 but less than \$100,000,000 (0.55% per annum); and (iii) 0.0291666% of the portion of Net Fund Value that is greater than \$100,000,000 (0.35% per annum), is paid monthly in advance to Olympus United Bank.

Underlying Portfolio Managers' Fees

The fees earned by the underlying Portfolio Managers hired by Olympus United Bank for each Fund are likely to include both (i) fixed fees (generally, from 0% to 2% per annum) based on the value of the assets allocated to such Portfolio Manager, and (ii) performance fees (generally, 10% to 20%, calculated monthly, quarterly or annually) based on profit.

APPENDIX E
INFORMATION SPECIFIC TO OLYMPUS UNITED DIVERSIFIED FUND

The Fund

Olympus United Diversified Fund (the “Fund”) represented by Olympus United’s Class K Redeemable Convertible Non-Voting Shares.

Investment Objective

The Fund’s investment objective is to deliver a return on investment that is above the average for fixed income investments while comparable with equity fund investments, and to do so in a manner with lower volatility and more consistent month-over-month performance than would normally be expected from investments with similarly targeted returns.

Investment Strategy

In order to meet the Fund’s investment objective, the assets of the Fund are allocated to two types of independent Portfolio Managers – specialized hedge fund managers and managers who specialize in derivative investments. The portfolio incorporates a “fund of funds” structure using a diversified allocation to hedge funds. Then, in combination with these hedge fund allocations, derivative Investments are added to the overall portfolio. This structure targets the broadest possible diversification of assets. Leverage will be used to acquire a broader diversification of assets.

Portfolio Managers and Managed Funds

Portfolio Managers are selected at the discretion of Olympus United Bank. Proceeds from the Offering may be invested by way of the Fund investing in an investment vehicle (an “Investment” in a “Managed Fund”) managed by a Portfolio Manager. These Portfolio Managers and/or Investments may be changed from time to time. (See Item 2)

Core Investment

Coast Asset Management LP.

The Olympus United Hedge Overlay Program

The Olympus United Hedge Overlay Program (the “Overlay Program”) is a proprietary strategy designed to reduce portfolio risk and volatility as well as to enhance the returns of the Portfolio Managers. The Overlay Program is an allocation of up to approximately 15% of the assets of the Fund that is further allocated among a team of additional Portfolio Managers specializing in long/short investments in global equity, fixed income and commodity derivative instruments. The current team of such Portfolio Managers consists of Mondiale Asset Management Ltd., TWR Management Corp. and NAM Canada.

Fees

Management Fee

A management fee of 0.1458333% of the weighted average Net Asset Value per Class Share multiplied by the weighted average number of Class Shares outstanding (“Net Fund Value”) is paid monthly in advance to Olympus United Bank (1.75% per annum).

Administration Fee

A monthly administration fee equal to the sum of (i) 0.0625% of the portion of Net Fund Value that is less than or equal to \$50,000,000 (0.75% per annum); (ii) 0.0458333% of the portion of Net Fund Value that is greater than or equal to \$50,000,000 but less than \$100,000,000 (0.55% per annum); and (iii) 0.0291666% of the portion of Net Fund Value that is greater than \$100,000,000 (0.35% per annum), is paid monthly in advance to Olympus United Bank.

Incentive Fees

Olympus United Bank receives a quarterly Incentive Fee of 6% of the “Net New Profits” of the Fund.

Underlying Portfolio Managers’ Fees

The fees earned by the underlying Portfolio Managers hired by Olympus United Bank for each Fund are likely to include both (i) fixed fees (generally, from 0% to 2% per annum) based on the value of the assets allocated to such Portfolio Manager, and (ii) performance fees (generally, 10% to 20%, calculated monthly, quarterly or annually) based on profit.

APPENDIX F
INFORMATION SPECIFIC TO THE
OLYMPUS UNITED UNIVEST II FUND,
OLYMPUS UNITED UNIVEST II USD FUND,
OLYMPUS UNITED UNIVEST II (F) FUND,
OLYMPUS UNITED UNIVEST II (F) USD FUND

The Funds

Olympus United Univest II Fund represented by Class I Redeemable Convertible Non-Voting Shares.

Olympus United Univest II (U.S. Dollar) Fund represented by Class L Redeemable Convertible Non-Voting Shares.

Olympus United Univest II (F) Fund represented by Olympus United's Class O Redeemable Convertible Non-Voting Shares.

Olympus United Univest II (F) (U.S. Dollar) Fund represented by Olympus United's Class P Redeemable Convertible Non-Voting Shares.

(collectively the "Funds")

Investment Objective

The Funds' investment objective is to provide a superior yield while maintaining a low degree of volatility and correlation relative to major global markets. The Funds attempt to achieve this objective through allocation of assets to both traditional and non-traditional strategies.

Investment Strategy

The portfolio of the Funds at any one time may be comprised of investments in managed accounts, private placements, bond arbitrage, convertible bonds and preference shares, mortgage-backed securities, debentures, foreign exchange contracts, hedge funds, United States and Canadian government treasury bills, commodities, futures, options, equities, money market instruments, and other interest-bearing obligations including interests in other investment companies, funds and pools. Diversification in types of securities, advisors and strategies will seek to normalize returns and minimize risk. Investments will typically be made in established investment funds and advisors with proven performance growth.

Portfolio Managers and Managed Funds

Portfolio Managers are selected at the discretion of Olympus United Bank. Proceeds from the Offering may be invested by way of the Funds investing in an investment vehicle (an "Investment" in a "Managed Fund") managed by a Portfolio Manager. These Portfolio Managers and/or Investments may be changed from time to time. (See Item 2)

Core Investment

Olympus Univest Ltd.

Olympus United Bank

Olympus United Bank provides investment management services to Olympus Univest Ltd., the Core Investment of the Funds. Olympus United Bank typically receives a management fee of 1% per annum of the net asset value of Olympus Univest Ltd. and an incentive fee of 20% of increases in net asset value of Olympus Univest Ltd. However, to avoid fee duplication, in the case of Investments in Olympus Univest Ltd. by Olympus United, such management and incentive fees are reduced to a management fee of 0.25% of net asset value per annum and an incentive fee of 10% of increases in the net asset value of Olympus Univest Ltd. These management and incentive fees are calculated and paid in like manner to the Management Fee and Incentive Fee payable by the Funds to Olympus United Bank elsewhere described in this Appendix F.

The Olympus United Hedge Overlay Program

The Olympus United Hedge Overlay Program (the "Overlay Program") is a proprietary strategy designed to reduce portfolio risk and volatility as well as to enhance the returns of the Portfolio Managers. The Overlay Program is an allocation of up to approximately 15% of the assets of the Fund that is further allocated among a team of additional Portfolio Managers specializing in long/short investments in global equity, fixed income and commodity derivative instruments. The current team of such Portfolio Managers consists of Mondiale Asset Management Ltd., TWR Management Corp. and NAM Canada.

Fees

OLYMPUS UNITED UNIVEST II FUND & OLYMPUS UNITED UNIVEST II USD FUND

Management Fee

Olympus United Uninvest II Fund and Olympus United Uninvest II USD Fund each pay a management fee of 0.1458333% of the weighted average Net Asset Value per Class Share multiplied by the weighted average number of Class Shares outstanding ("Net Fund Value") monthly in advance to Olympus United Bank (1.75% per annum).

Incentive Fees

Olympus United Uninvest II Fund and Olympus United Uninvest II USD Fund each pay Olympus United Bank a quarterly Incentive Fee of 10% of the "Net New Profits" of the relevant Fund.

OLYMPUS UNITED UNIVEST II (F) FUND & OLYMPUS UNITED UNIVEST II (F) USD FUND

Management Fee

Olympus United Uninvest II (F) Fund and Olympus United Uninvest II (F) USD Fund each pay a management fee of 0.000833% of Net Fund Value monthly in advance to Olympus United Bank (.75% per annum).

Incentive Fees

Olympus United Uninvest II (F) Fund and Olympus United Uninvest II (F) USD Fund each pay Olympus United Bank a quarterly Incentive Fee of 6% of the "Net New Profits" of the relevant Fund.

ALL FUNDS

Administration Fee

A monthly administration fee equal to the sum of (i) 0.0625% of the portion of Net Fund Value that is less than or equal to \$50,000,000 (0.75% per annum); (ii) 0.0458333% of the portion of Net Fund Value that is greater than or equal to \$50,000,000 but less than \$100,000,000 (0.55% per annum); and (iii) 0.0291666% of the portion of Net Fund Value that is greater than \$100,000,000 (0.35% per annum), is paid by the Funds monthly in advance to Olympus United Bank.

Underlying Portfolio Managers' Fees

The fees earned by the underlying Portfolio Managers hired by Olympus United Bank for each Fund are likely to include both (i) fixed fees (generally, from 0% to 2% per annum) based on the value of the assets allocated to such Portfolio Manager, and (ii) performance fees (generally, 10% to 20%, calculated monthly, quarterly or annually) based on profit.

APPENDIX G GLOSSARY

- “Administration Fee”** means the monthly administration fee charged to the Funds by Olympus United Bank;
- “Advisory Agreements”** means the advisory agreements entered into by Olympus United Bank with Portfolio Managers;
- “AFI”** means Administrative Fundamentals Inc.;
- “Affiliated Funds”** means collectively Univest Global Fund Ltd., a Cayman Islands exempted company and other U.S. or foreign investment partnerships or companies for which Norshield Investment Partners Inc. serves as the investment manager for the Olympus United Global Trading Fund and the Olympus United Global Trading (F) Fund;
- “Bank Business”** means the business of providing international financial services in Barbados as regulated by the Central Bank of Barbados under the *International Financial Services Act* (Barbados), and principally entailing the ownership/management of segregated asset cells and other ancillary services provided by Olympus United Bank;
- “Business Day”** means any day on which The Toronto Stock Exchange (TSX) is open for business;
- “CCRA”** means Canada Customs and Revenue Agency;
- “Cell Shares”** means the class of shares of Olympus United Bank and Trust SCC known as cell shares;
- “Class Shares”** means the Classes A, B, F, G, H, K, I, L, O, P, W and X Redeemable Convertible Non-Voting Shares of Olympus United;
- “Closing Date”** means the date the Class Shares are issued;
- “CSI”** means CSI Capital Incorporated;
- “CTAs”** means commodity trading advisors;
- “Custodian”** means the entity appointed by Olympus United Bank from time to time to be the custodian of the assets of the Funds;
- “Dealers”** means dealers registered under Securities Legislation to distribute Class Shares or which are exempt from registration;
- “DSC”** means deferred sales charge;
- “DSC Share”** means a Class Share in respect of which Olympus United has paid commission to a Dealer on behalf of a Subscriber;
- “FAPI”** means foreign accrual property income as contemplated in the Tax Act;
- “FCMs”** means futures commission merchants;
- “Fees”** means collectively the Management Fees, the Incentive Fees and the Administration Fee paid to Olympus United Bank by the Funds;
- “FIE”** means foreign investment entities as contemplated in the Tax Act;
- “Funds”** means Olympus United Multi-Asset Fund, Olympus United Momentum Fund, Olympus United Momentum (F) Fund, Olympus United Global Trading Fund, Olympus United Global Trading (F) Fund, Olympus United Tactical Trading Fund, Olympus United Tactical Trading (F) Fund, Olympus United Diversified Fund, Olympus United Univest II Fund, Olympus United Univest II USD Fund, Olympus United Univest II (F) Fund and Olympus United Univest II (F) USD Fund;
- “HFI”** means Horizons Funds Inc.;
- “High Water Mark”** means, when calculating quarterly Incentive Fees, the highest previous Net Fund Value calculated as of the end of the previous calendar quarter;
- “Holdings”** means Olympus United Funds Holdings Corporation;
- “IFSA”** means the *International Financial Services Act*, (Barbados);
- “Incentive Fee”** means the incentive fee paid quarterly to Olympus United Bank with respect to the Funds;
- “Investment”** means an investment of a Fund in a Managed Fund;
- “License”** means the license issued by the Minister of Finance for Barbados to Olympus United Bank permitting it to carry on the Bank Business;
- “Managed Fund”** means a fund in which an Investment is made;
- “Managed Fund Subscription Agreements”** means a subscription agreement whereby Olympus United Bank makes an Investment in a Managed Fund;
- “Management Fee”** means the management fee paid monthly in advance to Olympus United Bank out of the assets of the Funds;

"MI 45-103" means Multilateral Instrument 45-103;

"Minister of Finance" means the Minister of Finance for Canada;

"NAM Canada" means Norshield Asset Management (Canada) Ltd.;

"NAM Canada Portfolio Management Agreement" means the portfolio management agreement dated March 28, 2003 among Olympus United, Olympus United Bank and NAM Canada;

"Net Asset Value per Class Share" means the net asset value per Class Share determined by the directors of Olympus United primarily on the basis of net asset value of applicable segregated asset cells of Olympus United Bank, which in turn are valued in accordance with such method of valuation as the directors deem proper and in accordance with generally accepted accounting principles;

"Net Fund Value" means the weighted average Net Asset Value per Class Share multiplied by the weighted average number of Class Shares outstanding;

"Net New Profits" means an appreciation in Net Fund Value calculated by computing Net Fund Value as at the end of each calendar quarter and then subtracting therefrom the highest previous Net Fund Value attained as of the end of the previous calendar quarter, excluding capital additions to and/or withdrawals from a Fund during the relevant calendar quarter;

"Norshield" means Norshield Financial Holdings Ltd.;

"NIPI" means Norshield Investment Partners Inc.;

"Offering" means the offering for sale of the Class Shares to residents of Canada;

"Offering Period" means June 21, 2004 to September 30, 2004, unless extended by Olympus United;

"Olympus United Bank" means Olympus United Bank and Trust SCC;

"Olympus United" means Olympus United Funds Corporation;

"Olympus United Group" means Olympus United Group Inc.;

"OSC Rule 45-501" means Ontario Securities Commission Rule 45-501 – Exempt Distributions, as amended;

"Overlay Program" means the proprietary strategy of Olympus United Bank designed to reduce portfolio risk and volatility and enhance the return of core Portfolio Managers;

"Portfolio Managers" means portfolio managers selected by NAM Canada and/or Olympus United Bank to trade derivatives for one or more of the Funds;

"Preferred Shares" means the 2,500,000 preferred shares of HFI owned by Olympus United;

"RRIF" means a registered retirement income fund;

"RRSP" means a registered retirement savings plan;

"Securities Legislation" means Canadian securities legislation and policy applicable to the Offering;

"Service Fee" means a service fee paid quarterly or monthly to a Dealer by Olympus United Bank of up to 1.0% per annum of the aggregate Net Asset Value per Class Share beneficially owned by clients of that Dealer;

"Shareholder" means a holder of Class Shares;

"Special Rights and Restrictions" means the special rights, privileges and restrictions attached to the Class Shares;

"Subscribers" means individuals resident in Canada who acquire and hold Class Shares;

"Subscription Price" means the Net Asset Value per Class Share on the first Valuation Date following the date on which the Subscription is received by Olympus United;

"Summerland" means Summerland Properties Inc.;

"Summerland Property" means the land and building which comprise the facilities from which Olympus United Bank formerly carried on business in Barbados;

"Tax Act" means the *Income Tax Act* (Canada), as amended from time to time; and

"Valuation Date" means the last Business Day of each week or such other date as determined by Olympus United.

APPENDIX H DIRECTORY

ISSUER	PORTFOLIO MANAGER	INVESTMENT MANAGER
Olympus United Funds Corporation 155 University Avenue Suite 1230 Toronto, Ontario, M5H 3B7	Norshield Asset Management (Canada) Ltd. 630 René-Lévesque Blvd. West Montréal, Québec H3B 5C7	Olympus United Bank and Trust SCC Enfield House Upper Collymore Rock St. Michael, Barbados
CUSTODIAN	ADMINISTRATOR AND REGISTRAR	
Computershare Trust Company of Canada 100 University Avenue Toronto, ON M5J 2Y1	Administrative Fundamentals Inc. #302 – 106 Front Street East Toronto, Ontario M5A 1E1	
AUDITORS	LAWYERS	
KPMG LLP Suite 3300 Commerce Court West 199 Bay Street Toronto, Ontario M5L 1B2	Lang Michener LLP 1500 – 1055 West Georgia Street Vancouver, B.C. V6E 4N7	
Barbados Office: Hastings Christ Church, Barbados	BCE Place 2500 - 181 Bay Street Toronto, Ontario M5J 2T7	
	300 – 50 O'Connor Street Ottawa, Ontario, K1P 6L2	
	Thorsteinssons 2700 – 595 Burrard Street Vancouver, B.C. V7X 1J2	
	BCE Place 3300 – 181 Bay Street Toronto, Ontario M5J 2T3	

APPENDIX I

PURCHASERS' RIGHTS OF ACTION FOR DAMAGES OR RESCISSION

Securities Legislation in the provinces and territories of Canada provides purchasers, or requires purchasers to be provided with, a remedy for rescission or damages, or both, where an offering memorandum or any amendment to it contains a Misrepresentation. For the purposes of the following, "Misrepresentation" means:

- (a) in the case of all jurisdictions except Québec, an untrue statement of a material fact, or an omission to state a material fact that is required to be stated, or that is necessary to make a statement not misleading in the light of the circumstances in which it was made; and
- (b) in the case of Québec, any misleading information on a material fact as well as any omission of a material fact.

The rights of action described below are in addition to, and without derogation from, any right or remedy available at law to the purchaser and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained in those laws. These remedies must be exercised by the purchaser within the time limits prescribed by applicable securities laws, as set out below. Purchasers should refer to the applicable provisions of securities laws for the complete text of these rights or consult with a legal advisor.

British Columbia, the Yukon Territory, New Brunswick and Prince Edward Island

If this offering memorandum or any amendment to it contains a Misrepresentation, every purchaser in British Columbia, the Yukon Territory, New Brunswick and Prince Edward Island to whom this offering memorandum was delivered shall be deemed to have relied on the Misrepresentation if it was a Misrepresentation at the time of purchase, and has a right of action for damages, or, alternatively, for rescission, against Olympus United; provided that no action may be commenced to enforce either right of action unless it is commenced:

- (a) in the case of an action for rescission, within 180 days after the date the purchaser signed 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 purchaser first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date the purchaser signed the agreement to purchase the security.

and provided also that:

- (c) a person will not be held liable under this paragraph if it proves the purchaser purchased the Class Shares with knowledge of the Misrepresentation;
- (d) in an action for damages, a person will not be liable for all or any portion of those damages that it proves do not represent the depreciation in value of the Class Shares as a result of the Misrepresentation; and
- (e) in no case will the amount recoverable under this paragraph exceed the price at which the Class Shares were sold to the purchaser.

The right of action for damages of a purchaser resident in British Columbia or the Yukon Territory may be brought against Olympus United, every director of Olympus United at the date of this offering memorandum and every person who signed this offering memorandum. This right of action for damages, as against a person, is subject to several defences as more particularly set out in Section 132.1 of the *Securities Act* (British Columbia). The liability of all persons against whom an action for damages can be brought is joint and several as between themselves with respect to the same cause of action.

Ontario

If this offering memorandum, together with any amendments to it, contains a Misrepresentation, a purchaser in Ontario who purchases Class Shares during the period of distribution shall be deemed to have relied on the Misrepresentation and shall have a statutory right of action for rescission or, alternatively, for damages, against Olympus United provided that no action shall be commenced to enforce a right of action more than,

- (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of any action, other than an action for rescission, the earlier of, (i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that gave rise to the cause of action;

and also provided that:

- (c) Olympus United will not be liable if it proves that the purchaser purchased the Class Shares with knowledge of the Misrepresentation;

- (d) in an action for damages, Olympus United will not be liable for all or any portion of those damages that it proves do not represent the depreciation in value of the Class Shares as a result of the Misrepresentation; and
- (e) in no case will the amount recoverable exceed the price at which the Class Shares were sold to the purchaser.

Alberta

If this offering memorandum or any amendment to it contains a Misrepresentation, every purchaser in Alberta to whom this offering memorandum was delivered shall be deemed to have relied on the Misrepresentation if it was a Misrepresentation at the time of purchase, and has a statutory right of action for damages, or, alternatively, for rescission, against Olympus United; provided that no action may be commenced to enforce either right of action unless it is commenced:

- (a) in the case of rescission, not later than 180 days from the day of the transaction that gave rise to the right of action; or
- (b) in the case of damages, not later than the earlier of: (i) 180 days from the day that the purchaser first had knowledge of the facts giving rise to the right of action, or (ii) three years from the day of the transaction that gave rise to the right of action,

and provided also that:

- (c) Olympus United will not be held liable under this paragraph if it proves the purchaser purchased the Class Shares with knowledge of the Misrepresentation;
- (d) in an action for damages, Olympus United will not be liable for all or any portion of those damages that it proves do not represent the depreciation in value of the Class Shares as a result of the Misrepresentation; and
- (e) in no case will the amount recoverable under this paragraph exceed the price at which the Class Shares were sold to the purchaser.

The right of action for damages of a purchaser resident in Alberta may be brought against Olympus United, every director of Olympus United at the date of this offering memorandum and every person who signed this offering memorandum. This right of action for damages, as against a person, is subject to several defences as more particularly set out in Section 204 of the *Securities Act* (Alberta). The liability of all persons against whom an action for damages can be brought is joint and several as between themselves with respect to the same cause of action.

Manitoba

In Manitoba, every purchaser of Class Shares pursuant to this offering memorandum:

- (a) will not be bound by a contract for the purchase of the Class Shares if the person or company from whom the Class Shares were purchased, or the purchaser's agent, receives written or telegraphic notice evidencing the purchaser's intention not to be bound not later than midnight on the second business day after receipt or deemed receipt by the purchaser, or his or her agent, of this offering memorandum or any amended offering memorandum; and
- (b) has the contractual right to rescind a contract for the purchase of the Class Shares, while still the owner of them, if this offering memorandum and any amended offering memorandum, as of the date of receipt or deemed receipt, contains a Misrepresentation, but no action to enforce this right may be commenced by a purchaser after the expiration of the later of 180 days from the date of receipt or deemed receipt of this offering memorandum, or any amended offering memorandum by the purchaser or agent of the purchaser of the Class Shares, or the date of the contract for the purchase of the Class Shares.

In the event that this offering memorandum or any amended offering memorandum contains a Misrepresentation, a purchaser in Manitoba also has a right of action for damages against every person or company who signed the certificates required in this offering memorandum and any amended offering memorandum and against every director who, on the date this offering memorandum or any amended offering memorandum was signed, was a director of the person or company who signed those certificates, for any loss or damage that the purchaser has sustained as a result of the purchase of the Class Shares, unless it is proved:

- (a) that this offering memorandum or any amended offering memorandum was delivered to prospective purchasers of the Class Shares without the director's knowledge or consent;
- (b) that, after the delivery of this offering memorandum or any amended offering memorandum to the purchaser and before the purchase of the Class Shares by the purchaser, on becoming aware of the Misrepresentation, the director withdrew his or her consent to the delivery of this offering memorandum or any amended offering memorandum to prospective purchasers and gave reasonable public notice of that withdrawal and of the reason for it;
- (c) that, with respect to the Misrepresentation, the director has reasonable grounds to believe and did believe that the statement was true;

- (d) that, where a Misrepresentation was the statement of an expert, the director had no reasonable grounds to believe that the expert who made the statement in this offering memorandum or any amended offering memorandum, or whose report or valuation was produced or fairly summarized in it, was not competent to make that statement, valuation or report; or
- (e) that, with respect to every Misrepresentation purporting to be a statement made by an official person or contained in what purports to be a copy of or extract from a public official document, it was a correct and fair representation of the statement or copy of or extract from the document;

but no action to enforce these rights of action for damages against signatories of certificates in this offering memorandum or any amended offering memorandum or their directors may be commenced by a purchaser after the expiration of the later of one year from the date of receipt or deemed receipt of this offering memorandum or any amended offering memorandum by the purchaser or agent of the purchaser or the date of the contract for the purchase of the Class Shares.

Newfoundland and Labrador

If this offering memorandum, together with any amendment to it, contains a Misrepresentation, and it was a Misrepresentation on the date of investment, a purchaser in Newfoundland and Labrador to whom this offering memorandum was sent or delivered and who purchases the Class Shares will be deemed to have relied on the Misrepresentation and will have a contractual right of action against Olympus United for damages or, alternatively, for rescission, exercisable in either case on notice given to Olympus United not later than 90 days after the date on which payment is made for the Class Shares, provided that:

- (a) Olympus United will not be held liable under this paragraph if it proves that the purchaser purchased the Class Shares with knowledge of the Misrepresentation;
- (b) in an action for damages, Olympus United will not be liable for all or any portion of those damages that it proves do not represent the depreciation in value of the Class Shares as a result of the Misrepresentation; and
- (c) in no case will the amount recoverable under this paragraph exceed the price at which the Class Shares were sold to the purchaser.

The right of action for damages of a purchaser resident in Newfoundland or Labrador may be brought against Olympus United, each underwriter who was required to sign the certificate of this offering memorandum, every director of Olympus United at the date of this offering memorandum, a person or company whose consent has been filed with respect to this offering memorandum under a requirement of securities regulations, and every person who signed this offering memorandum. This right of action for damages, as against a person, is subject to several defences as more particularly set out in Section 130 of the *Securities Act* (Newfoundland). The liability of all persons against whom an action for damages can be brought is joint and several as between themselves with respect to the same cause of action.

Nova Scotia

In the event that this offering memorandum or any amendment to it or any advertising or sales literature (as defined in the *Securities Act* (Nova Scotia)) contains a Misrepresentation that was a Misrepresentation at the time of purchase, a purchaser of Class Shares in Nova Scotia shall be deemed to have relied upon the Misrepresentation and will have a statutory right of action against Olympus United for damages or, alternatively, for rescission, exercisable in either case not later than 120 days after the date on which payment was made for the Class Shares, provided that:

- (a) Olympus United will not be liable if it proves that the purchaser purchased the Class Shares with knowledge of the Misrepresentation;
- (b) in any action for damages, Olympus United will not be liable for all or any portion of those damages that it proves do not represent the depreciation in value of the Class Shares as a result of the Misrepresentation; and
- (c) in no case will the amount recoverable under this paragraph exceed the price at which the Class Shares were sold to the purchaser.

The right of action for damages of a purchaser resident in Nova Scotia may be brought against Olympus United, every director of Olympus United at the date of this offering memorandum and every person who signed this offering memorandum. This right of action for damages, as against a person, is subject to several defences as more particularly set out in Section 138 of the *Securities Act* (Nova Scotia). The liability of all persons against whom an action for damages can be brought is joint and several as between themselves with respect to the same cause of action.

Québec

If this offering memorandum, together with any amendments to it, contains a Misrepresentation, a purchaser in Québec who purchases Class Shares under it may apply to have the purchase rescinded or the price revised, without prejudice to that purchaser's claim for damages. The purchaser may also claim damages from Olympus United, the senior executives of Olympus United, any dealer of the Class Shares under contract to Olympus United in the sale of the Class Shares, and any expert whose opinion, containing a

Misrepresentation, appeared with his consent in this offering memorandum, provided that no action to enforce these rights of action may be brought:

- (a) in the case of rescission, after the expiration of three years from the date of the transaction; or
- (b) in the case of damages, after the expiration of three years from the date the purchaser gained knowledge of the facts giving rise to the transaction;

and also provided that:

- (c) a defendant may defeat an application by the purchaser to rescind the contract to buy, or revise the price of, the Class Shares, and will not be held liable to pay damages under this paragraph, if it is proved that the purchaser purchased the Class Shares with knowledge of the Misrepresentation; and
- (d) no defendant other than Olympus United will be held liable to pay damages under this paragraph if that defendant acted with prudence and diligence.

Saskatchewan

Where this offering memorandum, together with any amendment to it, is sent or delivered to a purchaser and contains a Misrepresentation, a purchaser in Saskatchewan who purchases Class Shares under it is deemed to have relied on the Misrepresentation, if it was a Misrepresentation at the time of purchase, and has a statutory right of action for damages against Olympus United. Subject to certain limitations the purchaser also has a right of action for damages against:

- (a) the promoters and directors of Olympus United;
- (b) every person or company whose consent has been filed with the offering memorandum or amendment to it but only with respect to reports, opinions or statements that have been made by them;
- (c) every person who signed the offering memorandum or any amendment to it; and
- (d) every person who or company that sells the Class Shares on behalf of Olympus United under this offering memorandum or any amendment to it.

Alternatively, the purchaser may elect to exercise a right of rescission against Olympus United, in which case that purchaser shall have no right of action for damages against Olympus United.

Where any advertising or sales literature (as such terms are defined in *The Securities Act*, 1988 (Saskatchewan)) disseminated in connection with the sale of the Class Shares contains a Misrepresentation, a purchaser in Saskatchewan who purchases the Class Shares referred to in that advertising or sales literature is deemed to have relied on that Misrepresentation, if it was a Misrepresentation at the time of the purchase, and has a right of action for damages or rescission (in which case the purchaser will have no right of action for damages) against Olympus United, and subject to certain limitations against:

- (a) every promoter or director of Olympus United at the time the advertising or sales literature was disseminated; and
- (b) every person or company that, at the time the advertising or sales literature was disseminated, sells securities on behalf of Olympus United in the offering with respect to which the advertising or sales literature was disseminated.

Alternatively, the purchaser may elect to exercise a right of rescission against Olympus United or from an underwriter of the Class Shares from whom the purchaser purchased the Class Shares, in which case that purchaser shall have no right of action for damages against Olympus United or that underwriter.

In addition, subject to certain limitations, where an individual makes a verbal statement to a prospective purchaser that contains a Misrepresentation relating to the Class Shares, and the verbal statement is made either before or contemporaneously with the purchase of the Class Shares, the purchaser is deemed to have relied on the Misrepresentation, if it was a Misrepresentation at the time of the purchase, and, subject to certain limitations, has a right of action for damages against the individual who made the verbal statement.

In addition to other limitations that may apply in the event that a purchaser exercises any of the rights described above, no action shall be commenced to enforce any of those rights:

- (a) 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
- (b) in the case of any action, other than an action for rescission, more than the earlier of: (a) one year after the purchaser first had knowledge of the facts 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;

and provided also that:

- (c) no person or company will be liable if it proves that the purchaser purchased the Class Shares with knowledge of the Misrepresentation;

- (d) in any action for damages, no person or company will be liable for all or any portion of those damages that it proves do not represent the depreciation in value of the Class Shares from the misrepresentation relied on; and
- (e) in no case will the amount recoverable under this paragraph exceed the price at which the Class Shares were offered to the public, or, if a claim is made against an underwriter, the total public offering price represented by the portion of the distribution underwritten by it.

Northwest Territories and Nunavut

If this offering memorandum, together with any amendments to it, contains a Misrepresentation, purchasers in the Northwest Territories or Nunavut who purchased Class Shares under this offering memorandum shall, while the owner of the Class Shares that were purchased, have a contractual right of action against Olympus United for damages or, alternatively, for rescission, exercisable in either case on notice given to Olympus United not later than 90 days after the later of the date of receipt of the offering memorandum (or any amendment) and the date on which the purchaser agreed to purchase the Class Shares, provided that Olympus United will not be held liable under this paragraph:

- (a) if Olympus United proves that the purchaser purchased the Class Shares with knowledge of the Misrepresentation;
- (b) if the Misrepresentation was unknown to Olympus United in the exercise of reasonable diligence, could not have been known to Olympus United; or
- (c) if the Misrepresentation is disclosed in an amendment to this offering memorandum and that amendment is received by the purchaser;

and also provided that:

- (d) in an action for damages, Olympus United will not be liable for all or any portion of those damages that it proves do not represent the depreciation in value of the Class Shares as a result of the Misrepresentation; and
- (e) in no case will the amount recoverable under this paragraph exceed the price at which the Class Shares were sold to the purchaser.

General

The foregoing summaries are subject to the express provisions of the applicable Securities Legislation. Every purchaser to whom this offering memorandum is delivered should refer to the complete text of such provisions or consult with a legal advisor.

APPENDIX J
AUDITED ANNUAL FINANCIAL STATEMENTS AS AT SEPTEMBER 30, 2003 AND 2002
and UNAUDITED FINANCIAL STATEMENTS AS AT MARCH 31, 2004 AND 2003

Consolidated Financial Statements
and Supplemental Schedules
(Expressed in Canadian dollars)

**OLYMPUS UNITED FUNDS
CORPORATION**

Year ended September 30, 2003

OLYMPUS UNITED FUNDS CORPORATION

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AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the consolidated balance sheet of Olympus United Funds Corporation as at September 30, 2003 and the consolidated statements of income and retained earnings and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2003 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants

Toronto, Canada
January 30, 2004

OLYMPUS UNITED FUNDS CORPORATION

Consolidated Balance Sheet
(Expressed in Canadian dollars)

September 30, 2003, with comparative figures for 2002

	Notes	2003	2002
Assets			
Cash and cash equivalents		\$ 5,199,466	\$ 5,757,383
Accounts receivable		251,708	3,396,648
Prepaid expenses		21,038	-
Loan receivable		216,964	-
Accrued interest receivable		2,519,789	2,471,677
Equity with Futures Commission Merchants	2	4,687,161	4,740,631
Shares in investment companies	5	160,680,111	131,296,974
Investment in real estate	6	1,832,489	2,154,624
Customer funds on deposits		-	155,810
Equipment		75,746	-
Deferred costs	7	2,524,272	2,648,203
Deferred subscription certificates	10	20,484,855	18,682,685
Other investments	9	2,570,387	-
Due from related parties	8	6,848,313	2,068,824
Total Assets		\$ 207,912,319	\$ 173,353,459
Liabilities and Shareholders' Equity			
Liabilities			
Accounts payable and accruals		\$ 1,461,224	\$ 539,526
Due to related parties	8	1,258,912	1,954,655
Total Liabilities		2,720,136	2,494,381
Shareholders' Equity			
Share capital	10	159,959,896	135,039,843
Deferred subscription certificates	10	28,326,717	24,555,690
Unissued leveraged subscriptions	10	70,000	70,000
Continued surplus	15	487,713	-
Retained earnings	11	10,598,859	4,685,723
Statutory reserve	11	4,201,747	3,449,000
Foreign currency translation reserve	12	1,547,211	3,058,822
Total Shareholders' Equity		205,192,183	170,859,078
Total Liabilities and Shareholders' Equity		\$ 207,912,319	\$ 173,353,459

The accompanying notes form an integral part of these consolidated financial statements.

Approved on behalf of the Board:

Dale G. Smith Director

Dale G. Smith

Peter Rona Director

Peter Rona

OLYMPUS UNITED FUNDS CORPORATION

Consolidated Statement of Income and Retained Earnings
(Expressed in Canadian dollars)

Year ended September 30, 2003, with comparative figures for 2002

	Notes	2003	2002
Revenue			
Incentive fees		\$ 1,225,761	\$ 450,711
Management fees		7,862,367	1,979,042
Realized (losses) gains on futures, forward and options		(1,444,220)	2,557,512
Realized gains (losses) on sale of shares in investment companies and securities		609,067	(1,383,679)
Unrealized losses on futures, forwards and options		(233,517)	(938,852)
Unrealized gains on shares in investment companies and securities		6,827,449	6,186,014
Net interest income		1,950,678	1,064,214
Other income		4,230,780	716,052
Unrealized (losses) gains in investment in real estate	6	(322,135)	180,767
		<u>20,696,250</u>	<u>10,813,781</u>
Expenses			
Administrative fees		1,128,551	862,345
Depreciation and amortization		684,348	273,420
Incentive fees		1,294,988	283,092
Management fees		7,443,479	2,125,888
Legal and professional fees		306,345	439,246
Other operating costs		1,045,624	1,179,787
		<u>11,903,335</u>	<u>5,163,778</u>
Net income from main operations		<u>8,792,915</u>	<u>5,650,003</u>
Other income (expenses)			
Commission and other income		183,631	445,261
Service and other income		108,416	134,288
Other operating costs		(181,804)	(319,171)
		<u>110,243</u>	<u>260,378</u>
Net income for the year		<u>8,903,158</u>	<u>5,910,381</u>
Redemption of shares in excess of paid-up capital of redeemed shares		(2,237,235)	(1,288,967)
Transfer to statutory reserve		(752,747)	(1,725,465)
Retained earnings, beginning of year	11	4,685,723	1,795,774
Retained earnings, end of year		<u>\$ 10,588,899</u>	<u>\$ 4,685,723</u>

The accompanying notes form an integral part of these consolidated financial statements.

OLYMPUS UNITED FUNDS CORPORATION

Consolidated Statement of Cash Flows
(Expressed in Canadian dollars)

Year ended September 30, 2003, with comparative figures for 2002

	Notes	2003	2002
Cash Flow from operating activities			
Net income for the year		\$ 8,903,158	\$ 5,910,381
Changes to earnings not involving cash:			
Depreciation and amortization expense		684,348	273,420
Unrealized losses (gains) in investment in real estate		322,135	(180,767)
Unrealized losses on futures, forward and options		233,517	938,852
Unrealized gains on sale of shares in investment companies and securities		(6,827,449)	(6,186,014)
Changes in non-cash balances related to operations		3,315,708	755,872
		<u>2,021,276</u>	<u>(2,757,002)</u>
Net cash for (used in) operating activities		<u>5,336,885</u>	<u>(2,001,130)</u>
Cash Flow from investing activities			
Net investment in shares of investment companies		(22,565,688)	(70,463,286)
(Decrease) increase in equity with Futures Commission Merchants		(180,047)	1,010,276
Purchase of other investments		(2,570,387)	-
Purchase of property, plant and equipment		(81,151)	-
Foreign exchange (gain) loss		(1,833,746)	1,428,131
		<u>(27,231,019)</u>	<u>(68,024,879)</u>
Net cash used in investing activities		<u>(27,231,019)</u>	<u>(68,024,879)</u>
Cash Flow from financing activities			
Deferred costs additions		(545,054)	(1,370,051)
Due to related parties		(5,475,432)	(897,418)
Issuance of shares and subscription certificates		69,206,406	98,402,133
Redemption of shares and subscription certificates		(41,849,783)	(22,515,092)
Decrease in unissued leverage shares		-	(25,000)
		<u>21,336,137</u>	<u>73,594,578</u>
Net cash from financing activities		<u>21,336,137</u>	<u>73,594,578</u>
Changes in cash and cash equivalents during the year		<u>(557,897)</u>	<u>3,568,569</u>
Cash and cash equivalents, beginning of year		<u>5,757,393</u>	<u>2,188,814</u>
Cash and cash equivalents, end of year		<u>\$ 5,199,496</u>	<u>\$ 5,757,383</u>

The accompanying notes form an integral part of these consolidated financial statements.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements
(Expressed in Canadian dollars)

Year ended September 30, 2003

General

Olympus United Funds Corporation, formerly First Horizon Holdings Ltd., (the "Company") was incorporated under the Canada Business Corporations Act on September 15, 1993. The Company's principal business activities are the investment activities of its wholly owned subsidiary, Olympus United Bank and Trust SCC ("OUBT"), formerly First Horizon Bank (Barbados) Inc.

The Company, through its Barbados subsidiary, OUBT, trades principally, either directly, or indirectly through other investment companies, in financial instruments which include options and financial futures contracts across a broad range of global markets and currencies.

The Company's subsidiary, OUBT carries on business as an offshore bank licensed under Barbados law. The subsidiary's non-trading activities consist primarily of deposit taking and providing banking and financial services for international companies on a fee-for-services basis.

On September 11, 2003, the Bank converted to a cell company pursuant to the provisions of s.356.25(b) of the Companies Act of Barbados. The Act provides that a cell company must include in its name the expression "Segregated Cell Company" or "SCC." Consequently, the Bank revised its articles and changed its name to Olympus United Bank and Trust SCC.

The assets of the Bank can either be General Portfolio, i.e. Non-Cellular assets or Segregated Cell assets. The assets attributable to a Segregated Cell comprise assets representing the equity and liabilities attributable to the Segregated Cell and any other assets attributable to that Segregated Cell. The General Portfolio assets comprise the assets of the Bank that are not Segregated Cellular assets. Where a liability arises from a transaction in respect to a particular Segregated Cell and there are insufficient assets within that Segregated Cell, then there will be recourse to the General Portfolio assets to the extent that the General Portfolio assets exceed any minimum capital requirements required by the Central Bank of Barbados, but not to the assets of any other Segregated Cell.

On January 31, 2003, Norshield Asset Management (Canada) Ltd assumed operational control of the Company and its subsidiaries.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

1. Significant Accounting Policies:

(a) Basis of presentation:

The consolidated financial statements of the Company have been prepared by management in accordance with generally accepted accounting principles. The preparation of the financial statements requires management to make estimates and formulate assumptions that affect the amounts recorded in the financial statements and accompanying notes. Actual results could differ from those estimates. In management's opinion, the consolidated financial statements have been properly prepared using careful judgment within reasonable limits of materiality and within the framework of the accounting policies summarized below:

(b) Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, OUBT and Summerland Properties Inc. All intercompany balances and transactions have been eliminated as part of this consolidation of these financial statements.

(c) Financial instruments:

(i) Foreign currency exchange contracts:

The Company enters into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date in exchange for United States dollars. Risks arise upon entering into these contracts from the potential inability of counter parties to meet the terms of the contracts and from unanticipated movements in the value of a foreign currency, relative to the United States dollar. The foreign currency exchange contracts are marked-to-market at the close of business on a daily basis and the resulting unrealized gain or loss is included in the consolidated statement of income and retained earnings.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

1. Significant Accounting Policies (continued):

(ii) Written options:

The Company writes call or put options for which premiums are received. Such premiums are recorded as liabilities, and are subsequently adjusted to the fair value of the options written. Premiums received from writing options, which expire, are treated as realized gains. Premiums received from options which are exercised or are closed, are offset against proceeds or amounts paid on the transaction to determine the realized gain or loss.

The Company, as writer of an option, has no control over whether the underlying securities are subsequently sold (call) or purchased (put) and, as a result, bears the market risk of an unfavourable change in the price of the security underlying the written options. These options, when used, are marked-to-market at the close of business on a daily basis and the resulting unrealized gain or loss is included in the consolidated statement of income and retained earnings.

(iii) Purchased options:

The Company purchases call or put options for which premiums are paid. Such premiums are recorded as an asset and are subsequently adjusted to the fair value of the options purchased. Premiums paid for options, which expire, are treated as realized losses. Premiums paid for options are exercised or are closed, are offset against proceeds or amounts paid on the transaction to determine the realized gain or loss.

(iv) Future contracts:

The Company enters into future contracts for the delayed delivery of securities, commodities, currency or contracts based on financial indices at a fixed price on a future date. The Company is required to maintain a margin deposit either in cash or securities an amount equal to a certain percentage of the contract amount. Subsequent payments are made or received by the Company each day, depending on the daily fluctuations in the value of the contract. Fluctuations in market value of open positions are recorded for financial statement purposes as unrealized gains or losses. A realized gain or loss is subsequently recorded in the consolidated statement of income and retained earnings when the trade position is closed.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

1. Significant Accounting Policies (continued):

All realized and unrealized gains and losses are net of transactional brokerage commissions paid as well as net of all fees payable to securities and commodities trading managers (the "Portfolio Managers").

(v) Shares of investment companies:

The Company purchases shares of investment companies who also trade in derivatives. These shares are carried at values reported by the manager/administrator of the investment company.

The sales of these investments are accounted for on a trade date basis and realized gains and losses are calculated on the average cost of the shares sold. Realized and unrealized gains and losses on investments are included in the consolidated statement of income and retained earnings.

(d) Cash and cash equivalents:

Cash and cash equivalents include cash held in bank accounts and short-term money market instruments. The Company has \$4,661,693 (2002 - \$5,380,968) in bank accounts earning interest from 1% to 2%, \$2,699,800 in transit (2002 - nil) and \$537,793 (2002 - \$376,415) in money market instruments earning interest at 2.6%.

(e) Investment in real estate:

The Company holds an investment in Summerland Properties Inc. which owns a property in Barbados. The investment is carried at its estimated market value at the most recent year end. The net unrealized gain or loss for the year is reflected in the consolidated statement of income and retained earnings. The market value is determined based on an annual appraisal performed by an accredited appraiser.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

1. Significant Accounting Policies (continued):

(f) Foreign currency translation:

The financial statements of the Company's self-sustaining Barbadian subsidiaries are translated into Canadian dollars using the current rate method. Under this method, all assets and liabilities are translated into Canadian dollars using year-end exchange rates. Revenues and expenses are translated using average rates for the year. Translation gains or losses are deferred as a separate component of shareholders' equity until there has been a realized reduction in the net investment.

(g) Income taxes:

The Company follows the asset and liability method of accounting for income taxes, whereby future tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the year in which the temporary differences are expected to be recovered or settled.

A future tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the unused tax losses and credits can be utilized. Future tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(h) Deferred costs:

Deferred sales charges are capitalized as incurred. These amounts are reduced by payments from the Fund Advisor by 0.50% per annum. On the Anniversary Date of the subscription offering, the management fee computation is based on the greater of the net asset value of the shares to which the deferred sales charges relates and the Deferred Subscription Price of such a share. In the event of premature redemption within nine years of subscription, the subscriber is liable to the Company for the repayment of unamortized deferred sales commission paid on his behalf to the brokers at the time of the subscription offering.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

1. Significant Accounting Policies (continued):

(i) Per share calculations:

Income per share has been calculated using the weighted average number of all classes of shares outstanding during the period, excluding the unissued leveraged subscriptions and deferred subscription certificates. Net asset value per share has been calculated using the total number of all classes of shares outstanding at period end, excluding the number of unissued leverage shares and deferred subscription certificates. The income per share, the income per subscription certificate, the net asset value per share and the net asset value per subscription certificate, in respect of each class of share, is detailed in the unaudited supplemental schedules to these consolidated financial statements.

(j) Hedge policy:

The Company enters into short-term hedging contracts ("Canadian dollar hedge") to protect its shareholders from a decrease in the United States versus the Canadian dollar, as the Company's investments are primarily denominated in United States dollars. The effective hedges take the form of forward contracts, which are in the name of the Company with OUBT as nominee. Any gains and losses on these designated forward contracts are allocated to the foreign currency translation adjustment provided the notional amount does not exceed the Company's net investment in the subsidiary. Any excess amount is allocated to realized gains and losses on futures, forwards, and options in the consolidated statement of income and retained earnings.

(k) Equipment:

The Company's policy is to amortize computer equipment and office equipment on a straight-line basis over their estimated useful life as follows:

Computer equipment	3 years
Office equipment	4 years

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

2 Equity/Futures Collateral Mechanisms:

The Company maintains accounts with Futures Commission Merchants ("FCM") to conduct its futures, forwards and option trading activities. The futures/forwards and option trading activities are grouped into the five following categories: currency and bond futures, stock index futures, commodity futures, options purchased and options written.

The FCM requires the maintenance of minimum margins. These requirements are met by the Company's equity at the FCM and by U.S. government securities on deposit. The Company had net equity of \$4,687,161 with the FCM (2002 - \$4,740,631 (assets totalling \$6,548,216; liabilities totalling \$1,808,585)).

The realized gains (losses) on futures, forwards and options transactions include brokerage and commission costs in the amount of \$321,301 (2002 - \$335,640) paid to a Futures Commissions Merchant. Of this amount, \$202,101 (2002 - \$199,767) was retained by the FCM to cover clearing costs and exchange fees, and \$119,200 (2002 - \$135,378) was allocated to OUTF as introducing broker fees.

3 Derivative Financial Instruments:

In the normal course of its investing activities, FHB regularly trades financial instruments with off-balance-sheet risk. The notional amounts represent the volume of outstanding transactions and are not indicative of the credit or market risk of the contract. The market value may fluctuate as a result of timing of cash flows and changes in interest and foreign exchange rates and commodity prices.

Market risk represents the potential loss that can be caused by a change in the market value of the financial instrument. The exposure to market risk is determined by a number of factors, including interest rates, foreign currency exchange rates and market volatility. Credit risk represents the potential loss that the Company would incur if the financial instrument counter parties failed to perform pursuant to the terms of their obligations under the contract.

(a) Credit exposure:

The following table summarizes the credit exposure of the Company's derivatives. The fair value represents the estimated replacement cost, or credit risk amount ("CRA"), for all contracts without taking into account any netting or collateral arrangements that have been made. The CRA does not reflect actual or expected losses.

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OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

3 Derivative Financial Instruments (continued):

	2003			2002		
	Gross Notional Amount	Positive Fair Value	Negative Fair Value	Gross Notional Amount	Positive Fair Value	Negative Fair Value
						(Expressed in thousands)
Currency and Futures						
Long position	\$ 5,210	\$ 63	\$ (12)	\$ 17,091	\$ 438	\$ (89)
Short position	(3,268)	10	(105)	843	-	(251)
Stock Index Futures						
Long position	34,463	223	(9)	15,148	27	(152)
Short position	(28,253)	3	(155)	2,675	62	-
Commodity Futures						
Long position	3,939	57	(44)	366	-	(113)
Short position	(870)	5	(35)	359	126	-
Interest Rate Futures						
Long position	214,632	155	(71)	-	-	-
Short position	(204,090)	38	(221)	-	-	-
Options Purchased						
Call options	28,382	497	-	-	-	-
Put options	-	-	-	233	-	(252)
	\$ 50,345	\$ 1,051	\$ (652)	\$ 36,715	\$ 653	\$ (887)

These contracts all have expression or maturity dates of less than one year.

(b) Credit concentration:

The banking subsidiary carries its financial instruments accounts with FCM, which is regulated by the U.S. Commodity Futures Trading Commission ("CFTC") and is a member of various exchanges. The subsidiary only trades financial instruments which are traded on large, recognized U.S. and European exchanges.

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OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

4. Financial Instruments:

(a) Fair values:

The fair values of all financial assets and liabilities, unless otherwise stated, approximate their carrying amounts, given the short-term nature of these instruments.

(b) Interest rate risk:

Interest rate risk is managed by matching portfolio investments with their liability characteristics. Hedging instruments are employed where necessary when there is a lack of suitable permanent investments to minimize loss exposure to interest rate changes.

5. Shares in Investment Companies:

	Number of Shares		Amount	
	2003	2002	2003	2002
Aggressive PC-12 Fund N.V. - Class B	332	1,750	\$ 16,509,196	\$ 2,926,802
Coast Diversified Fund Ltd.	419	425	3,477,841	17,219,771
Dominion Capital Fund Ltd.	30	531	10,766	511,321
Dominion Capital Fund Ltd. (2)	-	1,950	1,984,824	33,264
III Convertible Fund	1,216	1,250	1,776,089	2,939,323
Okunus Market Neutral Fund	3,699	7,255	843,679	1,776,089
SCI European Hedge Fund	16,423	20,000	3,658,294	1,688,552
Spart Offshore Fund Ltd.	104	50	4,216,074	4,589,578
Olympus Uninvest Ltd. - U.S. Class B	4,913	3,436	133,070,137	2,267,385
Olympus Uninvest Ltd. - Class C	94	-	149,280	97,354,889
Olympus Uninvest Ltd. - Euro Class B	-	-	-	-
			<u>\$ 160,680,111</u>	<u>\$ 131,236,974</u>

OUBT, in the execution of its trading activities, invests from time to time in investment companies, which are all registered in offshore jurisdictions, and have as their principal activity, the trading in financial instruments. The shares in the investment companies are carried in these financial statements at their market or net asset values, and are redeemable on the same basis.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

5. Shares in Investment Companies (continued):

The investment companies in which OUBT has invested are involved in the trading of a diverse group of financial instruments. These instruments would include, but not be limited to, fixed income securities and their related derivatives, U.S. and foreign government bond arbitrage, U.S. foreign government and corporate securities, mortgage-backed securities, foreign currencies, commodity and financial futures, repurchase and reverse repurchase agreements, interest rate swaps and caps, commercial paper, rights and options on any of the foregoing and other investments and assets or property selected by their respective investment advisors. The trading activities of these investment companies may also involve significant leverage, as well as certain lending activities.

Derivatives can be volatile in price and such volatility can quickly lead to large losses or gains. Derivatives trading can be highly leveraged and, accordingly, trading in specific derivatives could result in losses in excess of the amounts posted as margin or good faith deposit on any given trade or series of trades. The net movement in unrealized appreciation on the portfolio for the year was \$6,827,448 (2002 - \$6,166,014).

6. Investment in Real Estate:

The Company's wholly-owned subsidiary, Summerland Properties Inc., holds an investment in real estate. The property is located on the island of Barbados, near Bridgetown, and was acquired on March 26, 1997. The property is leased to a third party until January 31, 2006.

Summerland has also granted an option to the lessee to acquire the property at its most recently appraised value. This option expires on January 31, 2006.

	2003	2002
Building \$	1,002,011	\$ 1,002,011
Land, at cost	479,850	479,850
Unrealized gain on investment in real estate, beginning of year	672,763	491,996
Unrealized translation (losses) gains during the year	(322,135)	180,767
	<u>\$ 1,832,489</u>	<u>\$ 2,154,624</u>

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

8. Related Party Transactions and Balances (continued)

The management and incentive fee expenses include \$3,609,471 (2002 - \$2,353,936), which was paid from the various fund classes to the common share class. This amount, along with \$2,563,720 (2002 - \$75,817) earned from third parties, was used to pay \$4,060,908 (2002 - \$1,729,721) as broker trailer fees and selling agents' fees.

Portfolio managers were compensated directly by OUBT based on 20% of the net trading profit they earned. The realized gains on futures, forwards and options are shown, net of the portfolio manager compensation.

The subsidiary has negotiated a master agreement with a FCM with respect to brokerage costs. The subsidiary receives a rebate on any trade where the commission paid exceeds U.S. \$10 where the subsidiary is considered the introducing broker.

These transactions are conducted in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

There is an inherent conflict of interest among the Investment Manager, FCM and the Company as it is potentially in the interests of the Investment Manager and FCM that trading commissions be generated through the purchase and sale of derivatives, where such purchase and sale may not necessarily be in the interest of the Company and its shareholders.

9 Other Items:

During the year, the Company entered into an agreement with First Horizon Capital Corporation ("FHCC") to convert the \$2,500,000 loan balance due from FHCC into preferred shares. These shares carry a 6.5% annual cumulative dividend in priority to dividends on FHCC common shares and are redeemable by FHCC at any time in whole or in part. The Company can also retract these shares in the following manner - \$500,000 on or after January 28, 2004, a further \$500,000 on or after January 28, 2005 and the remaining \$1,500,000 on or after January 28, 2006.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

9 Share Capital:

(a) Authorized:

An unlimited number of Class A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z redeemable, convertible non-voting shares without par value

1,000 common shares without par value

(b) Issued:

	Shares	Value
Class A shares:		
Balance, September 30, 2002	1,191,925	\$ 10,851,393
Issued for cash	24,282	285,307
Redeemed for cash	(418,287)	(3,609,732)
Balance, September 30, 2003	797,921	7,326,968
Class F shares:		
Balance, September 30, 2002	521,175	4,796,101
Issued for cash	5,478	49,411
Redeemed for cash	(332,318)	(3,051,839)
Balance, September 30, 2003	194,335	1,793,673
Class G shares:		
Balance, September 30, 2002	261,855	2,954,086
Issued for cash	66,753	773,477
Redeemed for cash	(80,367)	(920,402)
Balance, September 30, 2003	248,241	2,807,161
Class H shares:		
Balance, September 30, 2002	131,094	1,266,643
Issued for cash	15,940	145,538
Redeemed for cash	(110,168)	(1,059,071)
Balance, September 30, 2003	36,866	353,110
Class I shares:		
Balance, September 30, 2002	9,014,209	98,006,728
Issued for cash	4,608,228	51,576,485
Redeemed for cash	(1,602,908)	(18,599,484)
Balance, September 30, 2003	12,019,529	130,983,729
Class K shares:		
Balance, September 30, 2002	1,441,263	14,604,670
Issued for cash	341,691	3,451,669
Redeemed for cash	(503,255)	(5,088,964)
Balance, September 30, 2003	1,279,699	12,967,375

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

10. Share Capital (continued):

Class L shares:			
Balance, September 30, 2002	161,777	2,580,202	
Issued for cash	172,212	2,710,709	
Redeemed for cash	(96,154)	(1,563,031)	
Balance, September 30, 2003	237,835	3,707,880	
Common shares			20
Balance, September 30, 2003 and 2002	14,814,426	\$ 159,959,896	
Total, September 30, 2003			
Total, September 30, 2002	12,723,301	\$ 135,039,843	

(c) Allotments for issuance:

Deferred subscription certificates:

	Shares	Value
Class C:		
Balance, September 30, 2002	1,432,357	\$ 14,443,052
Issued for cash	12,766	150,000
Redeemed for cash	(817,609)	(7,981,197)
Balance, September 30, 2003	627,514	6,611,855
Class M:		
Balance, September 30, 2002	976,598	10,112,638
Issued for cash	513,869	5,000,000
Redeemed for cash	(84,345)	(283,776)
Balance, September 30, 2003	1,406,122	14,828,862
Class N:		
Balance, September 30, 2002	440,000	6,886,000
Issued for cash	—	—
Redeemed for cash	440,000	6,886,000
Balance, September 30, 2003	2,473,636	\$ 28,328,717
Total, September 30, 2003		
Total, September 30, 2002	2,408,955	\$ 24,555,590
Unissued leverage subscriptions - Class A		
Total, September 30, 2003	7,273	\$ 70,000
Total, September 30, 2002	7,273	\$ 70,000

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

10. Share Capital (continued):

(d) Unissued leverage subscriptions:

These amounts represent the subscription contracts resulting from leverage share offering dated November 20, 1997. An initial payment of 40% of the subscription price was received, with the balance due with interest at 8.5% per annum compounded annually. The term of the payment of the remaining 60% can be deferred up to ten years from the date of acceptance of the initial subscription under certain conditions.

Accounts receivable include \$42,000 (2002 - \$42,000), representing the unpaid amount for these shares and \$21,215 (2002 - \$17,715), representing cumulative accrued interest on the unpaid amounts.

(e) Deferred subscription certificates:

During 2003, the Company began offering Class M in addition to Class N shares on a deferred payment basis. All of the deferred payment plan for shares Classes C, D, E and J were merged into a single fund offering under the Class C shares, as at August 30, 2002. The price of the initial offering of this fund was determined by the closing price of the existing Class C share on the date of the merger.

The deferred payment subscription price was initially \$10.00 per class share (this was established arbitrarily by the Company's directors) until the minimum class fund subscription was reached. Thereafter, the deferred payment subscription price is the net asset value per class share as at the last valuation date following the date upon which the Company receives the subscription for class shares (the "Acceptance Date"). "Valuation Date" means the last business day of each week.

An initial payment of 25% of the deferred payment price is payable on the Acceptance Date (the "Initial Payment"). Payment of 75% of the deferred payment subscription price (the "Balance Owning") may be deferred until December 31, 2010 (the "Deferred Date").

Interest at a rate to be fixed by the Company on the Acceptance Date at the greater of 8% and 1% above the prime Canadian dollar lending rate of the Royal Bank of Canada will be payable on the Balance Owning ("Interest"). The rate of interest may be adjusted by the Company from time to time, subject to the foregoing limit.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

10. Share Capital (continued):

The Balance Owning and all accrued but unpaid interest will be payable on a date selected by the subscriber but this date must not be after the Deferral Date (the "Closing Date"). Class shares subscribed for will not be issued until the Closing Date. On the Acceptance Date, the Company will issue a subscription certificate evidencing the right and obligation of the subscriber to purchase the number of class shares subscribed for in the foregoing manner. The Balance Owning is disclosed under assets as deferred subscription certificates.

The aggregate of the Initial Payment and the Balance Owning is the total paid-up amount on the subscription certificates included in shareholders' equity.

11. Statutory Reserve:

	2003	2002
Balance at the beginning of the year	\$ 3,449,000	\$ 1,723,535
Allocation from net income	752,747	1,725,465
Balance at the end of the year	<u>\$ 4,201,747</u>	<u>\$ 3,449,000</u>

The International Financial Services Act, 2002 of Barbados requires OUBT, a registered offshore bank, to maintain a reserve fund and to transfer out of its net income a sum equal to not less than 25% of those profits whenever the amount of the reserve fund is less than the issued and paid-up capital of OUBT. Amounts in this reserve are not generally available for distribution without approval of the Central Bank of Barbados.

The Company has used 25% of the Non-Cellular Portfolio of OUBT as the basis for the calculation.

12. Foreign Currency Translation Reserve:

	2003	2002
Balance at the beginning of the year	\$ 3,058,822	\$ 1,618,893
Unrealized foreign exchange (losses) gains	(1,511,611)	1,439,939
Balance at the end of the year	<u>\$ 1,547,211</u>	<u>\$ 3,058,822</u>

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

13. Maturity of Assets and Liabilities:

	Up to 1 Year	1 Year and Over	No fixed Maturity	Total
Assets				
Cash and cash equivalents	\$ 5,199,486	\$ -	\$ -	\$ 5,199,486
Accounts receivable	251,708	-	-	251,708
Prepaid expenses	21,038	-	-	21,038
Loan receivable	216,964	-	-	216,964
Accrued interest receivable	-	2,519,789	-	2,519,789
Equity with Futures Commission Merchants	4,887,161	-	-	4,887,161
Shares in investment companies	-	-	100,660,111	100,660,111
Investments in real estate	-	-	1,832,489	1,832,489
Property, plant and equipment	-	-	75,746	75,746
Deferred costs	-	2,524,272	-	2,524,272
Deferred subscription certificates	-	20,484,855	-	20,484,855
Investment in preferred shares	-	2,570,387	-	2,570,387
Due from related parties	-	-	6,848,313	6,848,313
September 30, 2003	<u>\$ 10,376,357</u>	<u>\$ 28,099,303</u>	<u>\$ 169,436,659</u>	<u>\$ 207,912,319</u>
September 30, 2002	<u>\$ 14,050,472</u>	<u>\$ 23,782,565</u>	<u>\$ 135,520,422</u>	<u>\$ 173,353,459</u>
Liabilities				
Accounts payable and accruals	\$ 1,461,224	\$ -	\$ -	\$ 1,461,224
Due to related parties	-	-	1,258,912	1,258,912
September 30, 2003	<u>\$ 1,461,224</u>	<u>\$ -</u>	<u>\$ 1,258,912</u>	<u>\$ 2,720,136</u>
September 30, 2002	<u>\$ 539,526</u>	<u>\$ -</u>	<u>\$ 1,954,855</u>	<u>\$ 2,494,381</u>

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

14. Income Taxes:

The Company uses the asset and liability method for accounting for tax. Under the asset and liability method, losses must be more likely than not of being realized before any potential tax benefits can be accounted for. The Company has incurred losses of approximately \$4,920,000 for Canadian income tax purposes that may be carried forward to reduce taxable income in future years, and will expire at various dates up to September 30, 2008 as follows:

Year Loss Expires	Amount of Loss
2004	\$ 120,000
2005	2,200,000
2006	701,000
2007	620,000
2008	420,000
2009	1,490,000

In addition, the subsidiaries have losses for Barbados income tax purposes of approximately U.S. \$1,504,000 to carry forward and apply against future years' taxable income, which expire at various dates up to September 30, 2010 as follows:

Year Loss Expires	Amount of Loss (U.S.)
2006	\$ 591,000
2007	374,000
2008	267,000
2010	272,000

Due to the uncertainty of these losses being used, no recognition has been given to these tax benefits in the Company's consolidated financial statements.

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

15. Contributed Surplus:

	2003	2002
Balance at the beginning of the year	\$ -	\$ -
Redemption of shares for amounts less than paid-up capital of redeemed shares	487,713	-
	\$ 487,713	\$ -

16. Commitments and Contingencies:

(a) During the year, OUBT entered into a contract with the owners of Olympus Uninvest Ltd., whereby OUBT would be entitled to receive management and incentive fees over a five-year period from August 1, 2003 through September 30, 2008. As consideration, OUBT has agreed to pay 85% of the net management and incentive fee revenues received by OUBT after having made provision for defined costs incurred and defined profits earned by OUBT over the same period. The parties have estimated the amount and timing of these payments. However, the actual amounts and timing of these payments may differ from these estimates.

As part of the agreement, OUBT signed a promissory note in the amount of not less than U.S. \$225,000,000 and not more than U.S. \$250,000,000 as security for the payment of the purchase price. However, the amounts payable at agreed scheduled intervals are not fixed since they ultimately depend on the amount of fees received by OUBT. In addition, the agreement provides that in the event that the minimum of U.S. \$225,000,000 is not reached by September 30, 2008, then the agreement will be extended until such time as this consideration has been reached. These factors make it impracticable to quantify the liability due to the sellers as of September 30, 2003, but, in the view of management, no perceived event will be negative to the Company.

(b) The subsidiary is expected to incur the following minimum lease payments in respect of operating leases:

	U.S.
Amounts due in less than one year	\$ 121,691
Amounts due after one year but not later than five years	442,923

OLYMPUS UNITED FUNDS CORPORATION

Notes to Consolidated Financial Statements (continued)
(Expressed in Canadian dollars)

Year ended September 30, 2003

17. Reclassification of Comparative Figures:

Certain comparative figures have been reclassified to conform to the financial statement presentation adopted in the current year.

18. Subsequent Event:

Subsequent to September 30, 2003, the Company has concluded an agreement to acquire all the issued and outstanding shares of a Canadian investment holding company in exchange for the shares of OUFPC on a tax-deferred basis so that the shareholders of that company will become direct shareholders of OUFPC. The value of this transaction is approximately \$10,000,000.

19. Unaudited Supplemental Schedules:

The income per share, the income per subscription certificate, the net asset value per share and the net asset per subscription certificate, in respect of each class of share, is detailed in the unaudited supplemental schedules to these consolidated financial statements.

OLYMPUS UNITED FUNDS CORP.

Supplemental Schedules to the Consolidated Financial Statements
Consolidated Balance Sheet by Fund
As at September 30, 2003, with comparative figures for 2002
(Unaudited)

Exhibit A

	Common	Class A	Class C	Class F	Class G	Class H	Class I	Class K	Class L	Class M	Class N	Total 2003	Total 2002
Assets													
Cash and cash equivalents	\$ 3,340,060	\$ 97,193	\$ 194,034	\$ 138,796	\$ 60,402	\$ 77,671	\$ 359,941	\$ 41,434	\$ 323,761	\$ 376,155	\$ 190,049	\$ 5,199,486	\$ 5,757,393
Accounts receivable	27,293	42,000	-	-	-	-	177,391	5,024	-	-	-	251,708	3,396,648
Prepaid expenses	21,038	-	-	-	-	-	-	-	-	-	-	21,038	-
Loan receivable	-	216,964	-	-	-	-	-	-	-	-	-	216,964	-
Accrued interest receivable	-	22,443	1,201,082	-	-	-	-	-	-	976,992	319,272	2,519,769	2,471,677
Equity with Future	-	-	-	-	-	-	-	-	-	-	-	-	-
Commission Merchants	531,701	1,558,390	509,522	184,838	(4,597)	183,376	727,500	835,673	51,104	30,309	79,345	4,687,161	4,740,631
Shares of investment companies	-	4,110,089	1,367,212	2,900,287	-	-	130,647,338	14,857,032	3,026,591	2,572,079	1,189,483	160,680,111	131,296,974
Investment in real estate	-	1,832,489	-	-	-	-	-	-	-	-	-	1,832,489	2,154,624
Customer funds on deposit	-	-	-	-	-	-	-	-	-	-	-	-	155,810
Property, plant and equipment	75,746	72,976	26,341	14,625	23,364	10,656	2,089,073	155,346	38,613	93,328	-	2,524,272	2,648,203
Deferred costs	-	-	4,923,078	-	-	-	-	-	-	11,107,107	4,454,670	20,484,855	18,662,685
Deferred subscription certificates	-	-	-	-	2,570,387	-	-	-	-	-	-	2,570,387	-
Other investments	1,507,603	558,325	(658,015)	(1,476,887)	306,426	(3,400)	8,606,039	(2,717,013)	(85,060)	768,030	42,265	6,848,313	2,068,624
Due from related parties	-	-	-	-	-	-	-	-	-	-	-	-	-
Total assets	\$ 5,503,431	\$ 8,510,819	\$ 7,563,254	\$ 1,761,659	\$ 2,955,982	\$ 268,303	\$ 142,607,282	\$ 13,187,496	\$ 3,352,009	\$ 15,924,000	\$ 6,275,084	\$ 207,912,319	\$ 173,353,459

Liabilities and Shareholders' Equity

Liabilities:													
Accounts payable and accrued	\$ 1,281,763	\$ 148,399	-	\$ 9,168	\$ 21,894	-	-	-	-	-	-	\$ 1,461,224	\$ 539,626
Due to related parties	1,101,461	-	-	-	-	-	157,451	-	-	-	-	1,258,912	1,954,855
Total current liabilities	2,383,224	148,399	-	9,168	21,894	-	157,451	-	-	-	-	2,720,136	2,494,381
Shareholders' equity:													
Share capital	20	7,326,948	-	1,793,673	2,807,161	353,110	130,983,729	12,987,375	3,707,880	-	-	159,959,896	135,039,843
Deferred subscription certificates	-	-	6,611,855	-	-	-	-	-	-	14,828,862	6,885,000	28,326,717	24,556,690
Unissued leveraged shares	-	70,000	-	-	-	-	-	-	-	-	-	70,000	70,000
Contributed surplus	-	-	-	270,964	4,411	139,144	-	73,194	-	-	-	487,713	-
Retained earnings	2,611,360	(2,715,819)	2,156,441	(949,346)	183,056	(141,634)	7,501,733	448,523	67,440	1,072,571	364,544	10,598,899	4,685,723
Statutory reserves	843,559	3,358,188	-	-	-	-	-	-	-	-	-	4,201,747	3,449,000
Foreign currency translation reserve	(394,762)	323,103	(1,205,042)	637,200	(60,540)	(82,317)	3,964,369	(321,596)	(420,311)	22,867	(975,460)	1,547,211	3,058,822
Total shareholders' equity	3,120,207	8,362,420	7,563,254	1,752,491	2,934,068	268,303	142,448,831	13,187,496	3,355,009	15,924,000	6,275,084	205,192,183	170,859,076
Total liabilities and shareholders' equity	\$ 5,503,431	\$ 8,510,819	\$ 7,563,254	\$ 1,761,659	\$ 2,955,982	\$ 268,303	\$ 142,607,282	\$ 13,187,496	\$ 3,355,009	\$ 15,924,000	\$ 6,275,084	\$ 207,912,319	\$ 173,353,459
Net asset value per share		\$ 10.39	\$ 12.05	\$ 9.02	\$ 11.82	\$ 7.28	\$ 11.85	\$ 10.31	\$ 14.11	\$ 11.32	\$ 14.26	\$ 11.63	

OLYMPUS UNITED FUNDS CORP.

Supplemental Schedules to the Consolidated Financial Statements
Consolidated Statement of Income and Retained Earnings by Fund
As at September 30, 2003, with comparative figures for 2002
(Unaudited)

Exhibit B

	Common	Class A	Class C	Class F	Class G	Class H	Class I	Class K	Class L	Class M	Class N	Total 2003	Total 2002
Revenue:													
Incentive fees	\$ 1,225,761	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,225,761	\$ 490,711
Management fees	7,852,387	-	-	-	-	-	-	-	-	-	-	7,852,387	1,979,042
Realized (losses) gains on futures, forwards and options	-	(516,828)	(110,893)	(120,121)	127,123	(24,997)	(439,645)	(322,611)	(12,418)	(15,095)	(8,765)	(1,444,220)	2,557,512
Realized gains (losses) on sales of shares	-	-	-	-	-	-	-	-	-	-	-	-	-
in investment companies	-	509,748	101,534	35,190	-	(77,415)	-	40,010	-	-	-	609,067	(1,383,679)
and securities, net	-	(85,374)	(1,522)	(890)	(35,699)	2,739	(116,597)	4,094	(700)	409	(7)	(233,517)	(938,852)
Unrealized (losses) gains on futures, forwards and options	-	-	-	-	-	-	-	-	-	-	-	-	-
Unrealized gains (losses) on sales of shares companies	-	(879,455)	(64,552)	107,912	-	9,824	6,357,670	1,064,208	85,779	130,537	45,636	6,877,448	6,186,014
and securities, net	12,823	28,186	633,826	348	121,440	-	63,394	4,205	1,026	740,732	346,895	1,950,578	1,064,214
Net interest income	6,888	141,323	10,322	4,880	5,368	16,161	3,742,894	28,568	77,157	151,243	45,976	4,230,789	718,052
Other income	-	(322,135)	-	-	-	-	-	-	-	-	-	(322,135)	180,767
Unrealized (losses) gains in investment in real estate	9,097,861	(1,128,543)	538,514	27,319	218,232	(73,688)	9,607,746	818,474	150,844	1,007,856	429,535	20,698,258	10,813,781
Expenses:													
Administration fees	14,385	43,973	23,873	29,845	25,942	5,264	801,093	115,921	31,418	26,125	10,712	1,128,551	862,345
Depreciation and amortization expense	15,405	151,799	6,053	7,733	6,958	3,584	448,802	24,733	4,176	15,105	-	694,348	273,420
Incentive fees	750,862	-	-	-	-	-	522,469	4,243	13,478	2,738	1,178	1,294,898	283,092
Management fees	4,378,131	197,862	57,894	57,096	55,641	10,905	2,223,859	263,107	49,578	103,760	45,455	7,443,479	2,125,888
Legal and professional fees	150,942	20,326	3,357	7,957	4,929	1,901	93,087	22,858	1,282	3,044	652	306,245	433,246
Other operating costs	807,659	17,898	23,397	24,350	28,193	3,864	70,185	54,833	3,975	4,198	7,094	1,045,624	1,178,787
Net income from main operations	6,117,394	431,856	114,674	126,981	121,653	25,518	4,155,368	485,705	103,807	154,970	65,091	11,903,335	5,163,778
Other income (expenses)	2,980,477	(1,558,399)	423,940	(99,662)	96,569	(99,206)	5,452,160	332,769	46,937	852,886	364,444	8,792,915	5,650,003
Commission and other income	183,631	-	-	-	-	-	-	-	-	-	-	183,631	445,261
Service and other income	108,416	-	-	-	-	-	-	-	-	-	-	108,416	134,288
Other operating costs	(180,820)	(984)	-	-	-	-	-	-	-	-	-	(181,804)	(319,171)
Net income (loss)	3,091,704	(1,559,383)	423,940	(99,662)	96,569	(99,206)	5,452,160	332,769	46,937	852,886	364,444	8,903,158	5,910,381
Redemption of shares in excess of paid up capital of redeemed shares	-	-	(70,145)	-	-	-	(1,071,203)	-	(44,852)	(46,428)	-	(2,237,235)	(1,298,967)
Transfer to statutory reserve (note 11)	(752,747)	-	1,802,646	(849,684)	86,487	(42,428)	3,120,856	115,754	65,355	266,113	100	(752,747)	(1,725,465)
Retained earnings, beginning of year	272,433	(151,909)	-	-	-	-	-	-	-	-	-	110,243	1,799,774
Retained earnings (loss) and of year	\$ 2,611,390	\$ (2,715,819)	\$ 2,156,441	\$ (949,346)	\$ 183,058	\$ (141,654)	\$ 7,501,733	\$ 448,523	\$ 67,440	\$ 1,072,571	\$ 364,544	\$ 10,598,899	\$ 4,685,723
Earnings (loss) per share	\$	\$ (1.54)	\$ 0.45	\$ (0.27)	\$ 0.35	\$ (1.54)	\$ 0.50	\$ 0.23	\$ 0.25	\$ 0.68	\$ 0.83		

OLYMPUS UNITED FUNDS CORP.

Supplemental Schedules to the Consolidated Financial Statements
Consolidated Statement of Cash Flows by Fund
As at September 30, 2003, with comparative figures for 2002
(Unaudited)

	Common	Class A	Class C	Class F	Class G	Class H	Class I	Class K	Class L	Class M	Class N	Total 2003	Total 2002
Cash flows from operating activities:													
Net income (loss)	\$ 3,091,704	\$ (1,559,383)	\$ 423,940	\$ (99,692)	\$ 96,569	\$ (99,206)	\$ 5,452,160	\$ 332,769	\$ 46,937	\$ 852,886	\$ 364,444	\$ 8,903,158	\$ 5,910,381
Charges to earnings not involving cash:													
Amortization	15,405	151,799	6,053	7,733	6,958	3,584	448,802	24,733	4,176	15,105	-	684,348	273,420
Unrealized (losses) gains in investment in real estate	-	322,135	-	-	-	-	-	-	-	-	-	-	(180,767)
Unrealized (gains) losses on futures, forwards and options	-	85,374	1,522	890	35,699	(2,739)	116,567	(4,094)	700	(409)	7	233,517	938,852
Unrealized (gains) losses on sale of shares in investment companies and securities	-	879,465	94,652	(107,912)	-	(9,824)	(6,357,670)	(1,064,208)	(85,779)	(130,537)	(45,636)	(6,827,449)	(6,186,014)
Changes in non-cash balances related to operations	307,609	(263,708)	924,448	6,409	107,757	(869)	1,409,444	510,042	(13,883)	(727,001)	(319,172)	2,021,276	(2,757,002)
Cash flows from (used in) operating activities	3,494,718	(384,318)	1,450,615	(192,542)	246,983	(108,854)	1,069,303	(200,758)	(47,849)	10,944	(357)	5,336,985	(2,001,130)
Cash flows from financing activities:													
Deferred costs additions	-	26,567	28,202	14,058	(13,955)	1,006	(510,098)	(34,376)	(7326)	(47,132)	-	(545,054)	(1,370,051)
Due to related parties	(406,142)	(2,313,185)	663,823	1,716,896	1,471,137	4,100	(8,801,459)	2,719,953	81,967	(770,297)	(42,265)	(5,475,432)	(897,418)
Issue of shares and securities	20	285,267	6,307,500	49,411	773,477	145,538	51,575,485	3,451,669	2,710,709	1,475,080	2,431,330	69,206,406	98,402,139
Redemption of shares and subscription certificates	-	(3,805,732)	(7,981,187)	(2,780,875)	(915,991)	(919,927)	(18,569,484)	(4,995,770)	(1,563,031)	(283,776)	-	(41,849,763)	(22,515,092)
Decrease in unissued leveraged shares	-	-	-	-	-	-	-	-	-	-	-	-	(25,000)
Cash flows from (used in) financing activities	(406,122)	(5,811,083)	(983,672)	(1,800,510)	1,314,668	(769,283)	23,865,444	1,141,516	1,222,319	373,795	2,389,065	21,336,137	73,594,578
Cash flows from investing activities:													
Net investment in shares of investment companies	-	6,357,474	758,161	1,197,985	-	1,117,983	(28,928,454)	(793,698)	(665,547)	(455,725)	(1,143,847)	(22,555,688)	(70,463,286)
Decrease in equity with future commission merchants	14,868	(174,318)	414,386	(98,862)	425,605	(121,109)	(61,065)	(487,649)	(33,656)	19,105	(79,352)	(180,047)	1,010,276
Purchase of other investments	-	-	-	-	(2,570,387)	-	-	-	-	-	-	(2,570,387)	-
Purchase of property, plant and equipment	(91,151)	-	-	-	-	(69,976)	-	-	-	-	-	(69,151)	-
Foreign exchange	28,463	(695,933)	(1,625,289)	(151,934)	(76,176)	-	2,623,263	(450,891)	(431,623)	1,790	(975,460)	(1,833,746)	1,428,131
Cash flows from (used in) investing activities	(47,800)	5,487,223	(452,742)	949,189	(2,220,958)	926,878	(26,366,296)	(1,742,238)	(1,130,826)	(434,830)	(2,198,659)	(27,231,019)	(68,024,879)
Increase (decrease) in cash and cash equivalents	3,040,796	(708,178)	14,201	(243,863)	(659,307)	48,741	(1,431,509)	(801,490)	43,644	(50,991)	190,049	(557,897)	3,568,569
Cash and cash equivalents, beginning of year	299,254	805,371	179,833	382,659	719,709	28,930	1,791,450	842,914	280,117	427,146	-	5,757,383	2,188,814
Cash and cash equivalents, end of year	\$ 3,340,050	\$ 97,193	\$ 194,034	\$ 138,796	\$ 60,402	\$ 77,671	\$ 359,941	\$ 41,434	\$ 323,761	\$ 376,155	\$ 190,049	\$ 5,199,486	\$ 5,757,383

OLYMPUS UNITED FUNDS CORPORATION

Unaudited Consolidated Balance Sheet

(Expressed in Canadian Dollars)

As at March 31, 2004 with comparative figures for 2003

	Notes	2004	2003
Assets			
Cash and cash equivalents		\$ 8,048,050	\$ 5,305,443
Accounts receivable		1,869,788	2,382,702
Prepaid expenses		20,380	-
Loan receivable		524,127	-
Accrued interest receivable		3,057,794	2,607,275
Equity with Futures Commission Merchants	2	3,984,571	4,690,518
Managed accounts	5	9,457,205	-
Shares in investment companies	6	154,590,907	154,558,664
Investment in real estate	7	1,923,627	1,992,539
Property, plant and equipment		71,459	65,241
Deferred costs	8	2,600,253	2,966,363
Deferred subscription certificates	11	19,860,479	23,883,675
Other investments	10	4,805,839	2,507,033
Due from related parties	9	1,006,167	115,833
Total Assets		\$ 211,820,646	\$ 201,075,286
Liabilities			
Accounts payable and accruals		\$ 3,356,332	\$ 547,695
Due to related parties	9	551,958	431,232
Total Liabilities		3,908,290	978,927
Shareholders' Equity			
Share capital	11	162,488,519	159,214,919
Deferred subscription certificates	11	27,626,105	31,455,217
Unissued leveraged subscriptions	11	70,000	70,000
Contributed surplus	16	533,569	-
Retained earnings		14,529,741	3,923,909
Statutory reserve	12	4,201,747	3,449,000
Foreign currency translation reserve	13	(1,111,706)	1,983,314
Total Shareholders' Equity		\$ 208,337,975	\$ 200,096,359
Total Liabilities and Shareholders' Equity		\$ 212,246,265	\$ 201,075,286

The accompanying notes form an integral part of these unaudited consolidated financial statements.

Approved on behalf of the Board:



Dale G. Smith

Director

OLYMPUS UNITED FUNDS CORPORATION

Unaudited Consolidated Statement of Income and Retained Earnings

(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004 with comparative figures for 2003

	<u>Notes</u>	<u>2004</u>	<u>2003</u>
Revenue			
Incentive fees		\$ 2,140,725	\$ 310,499
Management fees		8,232,481	1,464,333
Realized gains (losses) on futures, forward and options		1,892,474	(2,037,094)
Realized gains on sale of shares in investment companies and securities		3,450,410	-
Unrealized gains (losses) on futures, forwards and options		375,194	(17,706)
Unrealized (losses) gains on shares in investment companies and securities		(814,779)	2,729,310
Net interest income		979,650	1,017,252
Other income		711,617	-
Unrealized gain in investment in real estate	7	91,138	(162,085)
		<u>17,058,910</u>	<u>3,304,509</u>
Expenses			
Administrative fees		670,535	632,988
Depreciation and amortization expense		4,284	156,303
Incentive fees		1,247,473	477,530
Management fees		7,578,524	1,896,824
Legal and professional fees		188,590	297,080
Other operating costs		704,335	597,166
		<u>10,393,741</u>	<u>4,057,891</u>
Net income from main operations		<u>6,665,169</u>	<u>(753,382)</u>
Other income (expenses)			
Commission and other income		55,436	81,143
Service and other income		54,805	44,187
Other operating costs		(55,248)	(88,053)
		<u>54,993</u>	<u>37,277</u>
Net income for the period		6,720,162	(716,105)
Redemption of shares in excess of paid up capital of redeemed shares		(2,789,320)	(45,710)
Transfer to statutory reserve	12	-	-
Retained earnings, beginning of the period		<u>10,598,899</u>	<u>4,685,723</u>
Retained earnings, end of period		<u>\$ 14,529,741</u>	<u>\$ 3,923,908</u>

The accompanying notes form an integral part of these unaudited consolidated financial statements.

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Consolidated Statement of Cash Flows
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004 with comparative figures for 2003

	<u>2004</u>	<u>2003</u>
Cash Flows from Operating Activities		
Net income for the period	\$ 6,720,162	\$ (716,105)
Changes to earnings not involving cash:		
Depreciation and amortization expense	4,284	156,303
Unrealized losses (gains) in investment in real estate	(91,138)	162,085
Unrealized losses on futures, forward and options	(375,194)	17,706
Unrealized gains on sale of shares in investment companies and securities	814,779	(2,729,310)
	<u>7,072,893</u>	<u>(3,109,321)</u>
Changes in non-cash balances related to operations	(3,873,356)	996,619
Net cash provided by (used in) operating activities	<u>3,199,537</u>	<u>(2,112,702)</u>
Cash Flows from Investing Activities		
Sale (Purchase) of shares of investment companies	5,274,425	(20,532,380)
Increase in equity with futures commission merchants	1,077,784	32,407
Increase in managed accounts	(9,457,205)	-
Increase in other investments	(2,235,452)	(2,507,033)
Purchase of property, plant and equipment	-	(65,241)
Decrease in foreign exchange	(3,560,639)	(1,075,508)
Net cash used in investing activities	<u>(8,901,087)</u>	<u>(24,147,755)</u>
Cash Flows from Financing Activities		
Deferred costs additions	(75,981)	(474,464)
Due to related parties	5,135,192	429,368
Issuance of shares and subscription certificates	32,901,614	42,997,390
Redemption of shares and subscription certificates	(29,410,711)	(17,143,777)
Decrease in unissued leverage shares	-	-
Net cash provided by financing activities	<u>8,550,114</u>	<u>25,808,517</u>
Changes in cash and cash equivalents during the period	2,848,564	-451,940
Cash and cash equivalents, beginning of period	<u>5,199,486</u>	<u>5,757,383</u>
Cash and cash equivalents, the end of period	<u>\$ 8,048,050</u>	<u>\$ 5,305,443</u>

The accompanying notes form an integral part of these unaudited consolidated financial statements.

SUPPLEMENTAL SCHEDULES TO THE CONSOLIDATED FINANCIAL STATEMENTS
OLYMPUS UNITED FUNDS CORPORATION
UNAUDITED CONSOLIDATED BALANCE SHEET BY FUND
(Expressed in Canadian Dollars)

Exhibit E

As at March 31, 2004 with comparative figures for 2003

	Common	Class A OMAF	Class C Global DPP	Class F OEL/S	Class G OGFT	Class H OTTF	Class I OUF II CAD	Class K ODF II	Class L OUF II USD	Class M OUF DPP CAD	Class N OUF DPP USD	Class O OUF II (F)	Class Q OUF II HNW	Total	2003
Assets															
Cash and cash equivalents	1,980,242	65,935	463,101	1,027,282	1,013,707	1,195,912	1,165,772	18,652	1,169,583	217,281	152,853	890,630	427,101	8,048,050	5,915,443
Accounts receivable	1,687,376	47,070	-	-	5,333	131,433	-	246	-	-	-	-	-	1,820,788	2,382,702
Prepaid expenses	20,380	-	-	-	-	-	-	-	-	-	-	-	-	20,380	-
Loan receivable	-	214,670	-	-	-	-	-	-	-	307,457	-	-	-	524,127	-
Accrued interest receivable	-	24,062	1,271,638	-	-	-	-	-	-	1,273,132	-	-	-	3,087,794	2,607,275
Equity with Ruer Commission Merchants	94,045	916,145	544,409	119,780	31,964	91,097	984,573	897,943	100,346	67,564	488,055	-	-	3,984,571	4,690,518
Managed accounts	-	450,682	-	756,236	-	5,835,668	-	2,444,619	-	-	76,105	-	-	9,457,205	-
Shares of investment companies	1,176,930	1,319,019	332,162	285,079	1,607,420	2,429,523	128,417,222	8,801,650	5,918,133	3,091,939	1,211,229	-	-	154,590,007	154,598,664
Investment in real estate	-	1,923,627	-	-	-	-	-	-	-	-	-	-	-	1,923,627	1,992,539
Property, plant and equipment	71,459	186,409	24,878	12,282	20,585	47,446	2,026,259	140,787	33,985	107,030	-	-	-	65,241	296,363
Deferred costs	-	-	4,595,459	-	-	-	-	-	-	10,946,610	4,315,410	-	-	19,860,479	23,863,675
Deferred subscription certificates	-	-	-	-	2,106,039	-	-	-	-	-	-	-	-	4,805,839	2,507,033
Other investments	2,699,800	-	-	-	-	-	-	-	-	(1,022)	12,413	8,281	795	1,006,167	115,833
Due from related parties	579,914	(3,375)	(2,223)	(938)	(10,392)	(14,403)	497,043	(37,075)	(22,944)	(1,022)	-	-	-	-	-
Total Assets	7,419,153	5,201,274	7,229,424	1,311,721	4,778,150	9,717,334	133,990,790	12,266,872	7,199,103	16,016,989	6,263,079	898,911	427,896	211,820,646	201,075,286
Liabilities															
Accounts payable and accruals	2,278,268	33,797	-	-	-	-	541,131	77,517	-	-	-	-	-	2,930,713	547,695
Due to related parties	551,958	-	-	-	-	-	-	-	-	-	-	-	-	551,958	431,232
Total Current Liabilities	2,830,226	33,797	-	-	-	-	541,131	77,517	-	-	-	-	-	3,482,671	978,927
SHAREHOLDERS' EQUITY															
Share capital	20	4,111,516	-	1,055,033	4,703,975	9,554,116	122,724,465	11,527,594	7,495,505	-	-	889,279	427,016	162,488,519	159,214,919
Deferred subscription certificates	-	-	614,933	-	-	-	-	-	-	14,598,172	6,886,000	-	-	27,626,105	31,495,217
Unissued leveraged shares	-	70,000	-	-	-	-	-	-	-	-	-	-	-	70,000	70,000
Contributed surplus	-	-	-	282,772	4,411	173,193	-	73,193	-	-	-	-	-	533,569	-
Retained earnings	4,176,700	(2,397,669)	2,303,525	(610,183)	121,428	(67,601)	7,713,855	1,450,353	83,363	1,402,977	542,481	9,632	880	14,529,741	3,973,909
Statutory reserves	843,559	1,358,188	-	-	-	-	-	-	-	-	-	-	-	4,201,747	3,449,000
Foreign currency transition reserve	(431,552)	25,442	(1,216,034)	784,099	(51,664)	57,626	2,111,339	(861,835)	(379,765)	15,840	(1,165,402)	-	-	(1,111,769)	1,983,314
Total Shareholders' Equity	4,586,927	5,167,477	7,229,424	1,311,721	4,778,150	9,717,334	132,546,659	12,189,305	7,199,103	16,016,989	6,263,079	898,911	427,896	208,337,975	200,096,359
Total Liabilities and Shareholders' Equity	7,419,153	5,201,274	7,229,424	1,311,721	4,778,150	9,717,334	133,090,790	12,266,822	7,199,103	16,016,989	6,263,079	898,911	427,896	211,820,646	201,075,286
Net asset value per share		11.32	13.40	9.13	11.79	7.53	12.05	10.69	14.02	11.60	14.23	10.13	10.04		11.56

SUPPLEMENTAL SCHEDULES TO THE CONSOLIDATED FINANCIAL STATEMENTS
OLYMPUS UNITED FUNDS CORPORATION
UNAUDITED CONSOLIDATED STATEMENT OF INCOME AND RETAINED EARNINGS BY FUND
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004 with comparative figures for 2003

	Common	Class A OMAF	Class C Global DPP	Class F OHL/S	Class G OGFT	Class H OTTF	Class I OUF II CAD	Class K ODF II	Class L OUF II USD	Class M OUF DPP CAD	Class N OUF DPP USD	Class O OUF II (F)	Class Q OUF II HNW	Total 2003	Total 2004
Revenue															
Incident fees	1,894,133	-	-	-	-	-	233,571	-	7,683	4,457	961	-	-	2,140,725	310,492
Management fees	6,893,745	-	-	-	-	-	1,200,880	-	48,846	65,625	23,363	-	-	8,332,481	1,444,333
Realized gains (losses) on futures, forwards and options	-	351,458	42,761	152,227	7,991	30,917	503,023	732,561	57,724	12,040	2,762	-	-	1,892,474	(2,037,274)
Realized gains on sales of shares in investment companies and securities, net	-	998,054	435,445	115,839	-	6,112	546,071	1,718,417	8,544	13,286	-	-	-	3,450,410	(17,706)
Unrealized gains (losses) on futures, forwards and options	-	144,322	13,606	7,950	939	54,499	93,269	58,994	1,792	1,723	632	(1,209)	(423)	373,104	(7,706)
Unrealized gains (losses) on sale of shares in investment companies and securities, net	-	(744,106)	(44,532)	(105,672)	(27,394)	7,017	1,179,109	(1,230,208)	69,974	531,720	19,372	7,625	1,218	(81,479)	2,729,310
Net interest income	3,244	35,139	194,500	(5,519)	26,335	1,569	4,243	836	813	536,752	170,895	1,556	87	979,650	1,017,252
Other income	579,850	182,782	(4,398)	(3,647)	602	8,830	120,985	(91,977)	(91,413)	(34,733)	(17,098)	1,874	-	711,617	1,017,252
Unrealized gains in investment in real estate	-	91,138	-	-	-	-	-	-	-	-	-	-	-	91,138	(162,085)
	9,370,972	1,092,385	245,503	162,269	7,483	109,104	3,881,101	1,248,323	103,965	652,230	209,847	9,846	882,000	17,058,910	3,304,509
Expenses															
Administration fees	37,437	32,765	7,700	7,044	11,696	8,432	412,691	61,747	3,870	19,507	7,646	-	-	670,535	632,988
Depreciation and amortization expense	4,284	-	-	-	-	-	-	-	-	-	-	-	-	4,284	156,303
Incident fees	991,623	-	-	-	-	-	233,571	9,258	7,683	4,457	881	-	-	1,247,473	477,530
Management fees	5,984,213	63,570	15,837	13,302	26,544	26,544	1,200,680	109,778	48,846	65,625	23,383	-	-	7,576,524	1,896,824
Legal & professional fees	188,590	-	-	-	-	-	17,260	3,669	-	7,617	-	-	-	189,590	291,080
Other operating costs	654,598	2,415	2,535	760	2,233	95	17,260	3,669	13,227	7,617	-	14	2	704,335	597,166
	7,860,555	98,750	26,072	21,105	40,473	35,071	1,924,492	184,452	73,628	97,206	31,910	14	2	10,393,741	4,057,891
Net income from main operations	1,510,317	960,635	219,431	139,163	(32,990)	74,033	1,556,699	1,063,871	30,337	555,024	177,937	9,832	880	6,665,169	(753,382)
Other income (expenses)															
Commission and other income	55,435	-	-	-	-	-	-	-	-	-	-	-	-	55,435	81,143
Service and other income	54,805	-	-	-	-	-	-	-	-	-	-	-	-	54,805	44,187
Other operating costs	(55,248)	-	-	-	-	-	-	-	-	-	-	-	-	(55,248)	(88,033)
	54,993	-	-	-	-	-	-	-	-	-	-	-	-	54,993	37,277
Net income (loss) for the period	1,565,310	960,635	219,431	139,163	(32,990)	74,033	1,556,699	1,063,871	30,337	555,024	177,937	9,832	880	6,720,162	(716,106)
Redemption of shares in excess of paid up capital of redeemed shares	-	(642,485)	(72,147)	-	(28,638)	-	(1,744,577)	(62,041)	(14,414)	(22,4618)	-	(200)	-	(2,789,320)	(45,710)
Retained earnings - beginning of period	2,611,390	(2,715,819)	2,156,441	(949,146)	183,056	(141,634)	7,501,733	448,523	67,440	1,072,571	364,544	-	-	10,598,899	4,865,723
Retained earnings, end of period	4,176,700	(2,397,669)	2,303,525	(810,183)	121,428	(67,601)	7,713,855	1,450,353	81,363	1,402,977	542,481	9,632	880	14,520,741	3,023,908

SUPPLEMENTAL SCHEDULES TO THE CONSOLIDATED FINANCIAL STATEMENTS
OLYMPUS UNITED FUNDS CORPORATION
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS BY FUND
(Expressed in Canadian Dollars)

Exhibit G

For the Period Ended March 31, 2004 with comparative figures for 2003

	Common	Class A OMAF	Class C Global DPP	Class F OEL/S	Class G OCFT	Class H OTTF	Class I OUF II CAD	Class K ODF II	Class L OUF II USD	Class M OUF DPP CAD	Class N OUF DPP USD	Class O OUF II (F)	Class Q OUF II HNW	Total	Total
Cash Flows from Operating Activities															
Operations															
Net income (loss) for the period	1,565,310	500,635	219,431	139,163	(32,990)	74,033	1,956,629	1,063,891	30,337	555,024	177,937	9,832	889	6,120,162	(716,105)
Charges to earnings not involving cash															
Amortization	4,284													4,284	156,313
Unrealized losses (gains) on investment in real estate		(91,138)												(91,138)	162,095
Unrealized losses (gains) on futures, forwards and options		(144,322)		(7,050)	(939)	(54,499)	(93,209)	(58,094)	(1,792)	(1,723)	(632)	1,209	423	(375,194)	17,706
Unrealized losses (gains) on sale of shares in investment companies and securities		744,108	44,532	105,072	27,394	(7,017)	(1,179,109)	1,230,508	(69,974)	(53,120)	(19,172)	(7,625)	(1,218)	814,779	(2,729,310)
Changes in non-cash balances related to operations	1,569,594	1,467,283	250,357	237,785	(6,535)	12,517	684,321	2,235,385	(41,429)	500,181	157,933	3,416	85	7,072,893	(3,103,321)
	(662,517)	(848,450)	(142,003)	(9,168)	(58,865)	(131,833)	(1,026,055)	20,254	(14,414)	(830,222)	(168,783)	-	-	(3,873,356)	996,619
Net cash provided by (used in) operating activities	906,677	620,833	107,424	228,617	(65,403)	(119,316)	(341,734)	2,255,639	(55,843)	(330,041)	(10,850)	3,416	85	3,199,537	(3,112,702)
Cash Flows from Investing Activities															
(Purchase) sale of shares of investment companies	(1,176,930)	2,046,362	990,518	2,509,536	(1,634,814)	(2,422,506)	3,409,225	4,834,874	(2,821,568)	(466,731)	(2,384)	7,625	1,218	5,274,425	(20,532,380)
Decrease (increase) in equity with future commission merita	437,656	725,967	(21,281)	72,108	(35,622)	146,778	(163,894)	(3,276)	(47,450)	(35,530)	3,872	(1,209)	-	1,077,784	32,407
Increase in managed accounts		(450,882)	-	(726,234)	-	(5,835,668)	-	(2,444,619)	-	-	-	-	-	(9,457,203)	-
Decrease (increase) in other investments	(2,699,800)	-	-	-	464,348	-	-	-	-	-	-	-	-	(2,235,452)	(2,507,033)
Purchase of property, plant and equipment	(95,590)	(206,523)	(10,992)	146,899	6,876	139,943	(1,853,059)	(540,238)	40,546	(6,727)	(1,182,802)	-	-	(3,560,639)	(65,241)
Increase (Decrease) in foreign exchange															(1,075,508)
Net cash provided by (used in) investing activities	(3,535,664)	2,115,124	958,245	2,002,307	(1,197,212)	(7,071,453)	1,392,391	1,846,740	(2,628,472)	(508,990)	(1,181,314)	6,416	795	(8,301,087)	(24,141,755)
Cash Flows from Financing Activities															
Deferred costs additions		(113,483)	1,463	2,343	2,378	(56,999)	62,823	14,559	4,628	(13,702)	-	-	-	(75,981)	(474,464)
Due to related parties	378,186	561,700	(655,792)	(1,475,949)	316,725	11,003	7,951,545	(2,679,938)	(62,116)	769,052	29,852	(8,281)	(799)	5,135,192	429,368
Issue of shares and subscription certificates		25,000	-	(259,150)	2,592,202	9,401,830	11,400,647	865,847	4,275,218	2,130,004	1,132,120	910,866	427,016	32,901,614	42,997,390
Redemption of shares and subscription certificates		(3,240,432)	(142,303)	(467,670)	(695,388)	(166,775)	(19,659,911)	(2,325,629)	(487,593)	(2,203,197)	-	(21,807)	-	(29,410,711)	(17,143,777)
Net cash provided by (used in) financing activities	378,186	(2,767,215)	(796,632)	(2,200,438)	2,215,917	9,209,068	(244,899)	(4,125,161)	3,790,137	682,157	1,161,972	880,798	426,221	8,550,114	25,808,517
Change in cash and cash equivalents during the period	(2,250,801)	(31,258)	269,047	30,486	953,305	1,118,299	805,761	(22,762)	845,822	(156,874)	(30,192)	890,630	427,101	2,848,564	(451,940)
Cash and cash equivalents, beginning of period	3,340,050	97,193	194,034	138,796	60,402	77,671	359,341	41,434	323,761	376,155	190,040	-	-	5,179,486	5,757,383
Cash and cash equivalents, end of period	1,089,249	65,935	463,101	169,282	1,013,707	1,195,970	1,165,102	18,652	1,169,583	219,281	159,857	890,630	427,101	8,048,050	5,305,443

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

Olympus United Funds Corporation, formerly First Horizon Holdings Ltd., ("the Company") was incorporated under the Canada Business Corporations Act on September 15, 1993. The Company's principal business activities are the investment activities of its wholly owned subsidiary, Olympus United Bank and Trust SCC ("OUBT"), formerly First Horizon Bank (Barbados) Inc.

The Company, through its Barbados subsidiary, OUBT, trades principally, either directly or indirectly through other investment companies, in financial instruments which include options and financial futures contracts across a broad range of global markets and currencies.

OUBT carries on business as an offshore bank licensed under Barbados law. The subsidiary's non-trading activities consist primarily of deposit taking and providing banking and financial services for international companies on a fee-for-services basis.

On September 11, 2003, OUBT converted to a cell company pursuant to the provisions of s.356.25 (b) of the Companies Act of Barbados. The Act provides that a cell company must include in its name the expression "Segregated Cell Company" or "SCC". Consequently, OUBT revised its articles and changed its name to Olympus United Bank and Trust SCC.

The conversion to a Cell company has the effect of dividing the assets of OUBT into Non-Cellular assets and Segregated Cell assets. The assets attributable to a Segregated Cell comprise assets representing the equity and liabilities attributable to the Segregated Cell and any other assets attributable to that Segregated Cell. The General Portfolio assets comprise the assets of OUBT that are not Segregated Cellular assets. Where a liability arises from a transaction in respect of a particular Segregated Cell and there are insufficient assets within that Segregated Cell, then there will be recourse to the General Portfolio assets to the extent that the General Portfolio assets exceed any minimum capital requirements required by the Central Bank of Barbados, but not to the assets of any other Segregated Cell.

On January 31, 2003, Nonshield Asset Management (Canada) Ltd assumed operational control of the Company and its subsidiaries.

1. Significant Accounting Policies:

(a) Basis of presentation:

The consolidated financial statements of the Company have been prepared by management in accordance with generally accepted accounting principles. The preparation of the financial statements requires management to make estimates and formulate assumptions that affect the amounts recorded in the financial statements and accompanying notes. Actual results could differ from those estimates. In management's opinion, the consolidated financial statements have been properly prepared using careful judgment within reasonable limits of materiality and within the framework of the accounting policies summarized below:

(b) Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, OUBT and Sunmedhead Properties Inc. All intercompany balances and transactions have been eliminated as part of that consolidation of these financial statements.

(c) Financial Instruments

(i) Foreign currency exchange contracts:

The Company enters into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date in exchange for United States dollars. Risks arise upon entering into these contracts from the potential inability of counter parties to meet the terms of the contracts and from unanticipated movements in the value of a foreign currency, relative to the United States dollar. The foreign currency exchange contracts are marked-to-market at the close of business on a daily basis and the resulting unrealized gain or loss is included in the consolidated statement of income and retained earnings.

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004 with comparative figures for 2003

1. Significant Accounting Policies (continued):

(a) Written options:

The Company writes call or put options for which premiums are received. Such premiums are recorded as liabilities, and are subsequently adjusted to the fair value of the options written. Premiums received from writing options, which expire, are treated as realized gains. Premiums received from options which are exercised or are closed, are offset against proceeds or amounts paid on the transaction to determine the realized gain or loss.

The Company, as writer of an option, has no control over whether the underlying securities are subsequently sold (call) or purchased (put) and, as a result, bears the market risk of an unfavourable change in the price of the security underlying the written options. These options, when used, are marked-to-market at the close of business on a daily basis and the resulting unrealized gain or loss is included in the consolidated statement of income and retained earnings.

(ii) Purchased options:

The Company purchases call or put options for which premiums are paid. Such premiums are recorded as an asset and are subsequently adjusted to the fair value of the options purchased. Premiums paid for options, which expire, are treated as realized losses. Premiums paid for options are exercised or are closed, are offset against proceeds or amounts paid on the transaction to determine the realized gain or loss.

(iv) Future contracts:

The Company enters into futures contracts for the delayed delivery of securities, commodities, currency or contracts based on financial indices at a fixed price on a future date. The Company is required to maintain a margin deposit either in cash or securities an amount equal to a certain percentage of the contract amount. Subsequent payments are made or received by the Company each day, depending on the daily fluctuations in the value of the contract. Fluctuations in market value of open positions are recorded for financial statement purposes as unrealized gains or losses. A realized gain or loss is subsequently recorded in the consolidated statement of income (loss) when the trade position is closed.

All realized and unrealized gains and losses are net of transactional brokerage commissions paid as well as net of all fees payable to securities and commodities trading managers (the "Portfolio Managers").

(v) Shares of investment companies:

The Company purchases shares of investment companies who also trade in derivatives. These shares are carried at values reported by the manager/administrator of the investment company.

The sales of these investments are accounted for on a trade date basis and realized gains and losses are calculated on the average cost of the shares sold. Realized and unrealized gain and losses on investments are included in the consolidated statement of income and retained earnings.

(vi) Investment in Tactical Trading Program:

This investment is carried at its estimated market value. The net unrealized gain or loss for the period is reflected in the consolidated statement of income and retained earnings.

(ii) Cash and cash equivalents:

Cash and cash equivalents include cash held in bank accounts and short-term money market instruments. The Company has \$7,417,122 (2003 - \$4,927,251) in bank accounts earning interest from 1 to 2% and \$630,928 (2003 - \$378,193) in money market instruments earning interest at 2.6%.

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004 with comparative figures for 2003

1. Significant accounting policies (continued):

(e) Investment in real estate

The Company owns 100% of Summerland Properties Inc. which in turn owns an office building in Barbados. This investment is carried at its estimated market value at the most recent year end. The net unrealized gain or loss for the year is reflected in the consolidated statement of income and retained earnings. The market value is determined based on an annual appraisal performed by an accredited appraiser.

(f) Foreign currency translation

The financial statements of the Company's self-sustaining Barbadian subsidiaries are translated into Canadian dollars using the current rate method. Under this method, all assets and liabilities are translated into Canadian dollars using year-end exchange rates. Revenues and expenses are translated using average rates for the year. Translation gains or losses are deferred as a separate component of shareholders' equity until there has been a realized reduction in the net investment.

(g) Income taxes

The Company follows the asset and liability method of accounting for income taxes, whereby future tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the year in which the temporary differences are expected to be recovered or settled.

A future tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the unused tax losses and credits can be utilized. Future tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(h) Deferred costs

Deferred sales charges are capitalized as incurred. These amounts are reduced by payments from the Fund Advisor by 0.50% per annum. On the Anniversary Date of the subscription offering, the management fee computation is based on the greater of the then net asset value of the shares to which the deferred sales charges relate and the Deferred Subscription Price of such a share. In the event of premature redemption within nine years of subscription, the subscriber is liable to the Company for the repayment of unamortized deferred sales commission paid on his behalf to the brokers at the time of the subscription offering.

(i) Per share calculations

Income per share has been calculated using the weighted average number of all classes of shares outstanding during the period, excluding the unissued leveraged subscriptions and deferred subscription certificates. Net asset value per share has been calculated using the total number of all classes of shares outstanding at period end, excluding the number of unissued leverage shares and deferred subscription certificates. The income per share, the income per subscription certificate, the Net asset value per share and the Net asset value per subscription certificate, in respect of each class of share, is detailed in the unaudited supplemental schedule to these consolidated financial statements.

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

1. Significant accounting policies (continued):

(i) Hedge policy

The Company enters into short-term hedging contracts ("Canadian dollar hedge") to protect its shareholders from a decrease in the United States versus the Canadian dollar, as the Company's investments are primarily denominated in United States dollars. The effective hedges take the form of forward contracts, which are in the name of the Company with OUBT as nominee. Any gains and losses on these designated forward contracts are allocated to the foreign currency translation adjustment provided the notional amount does not exceed the Company's net investment in the subsidiary. Any excess amount is allocated to realized gains and losses on futures, forwards, and options in the consolidated statement of income and retained earnings.

(j) Equipment

The company's policy is to depreciate computer equipment and office equipment on a straight line basis over their estimated useful life as follows:

Computer Equipment-	3 years
Office Equipment-	4 years

(k) Impairment

A financial asset is impaired if its carrying amount is greater than its estimated recoverable amount. At each balance sheet date the Bank makes an assessment as to whether there is any objective evidence that a financial asset or group of assets may be impaired. If any such evidence exists, the Bank estimates the recoverable amount of that asset or group of assets and recognized any impairment loss in the income statement of the current period.

If in a subsequent period, the fair value or recoverable amount of the financial asset increases and the increase can be objectively related to an event occurring after the loss was recognized in the income statement, the loss is reversed, with the amount of the reversal included in the income statement for the period.

2. Equity with Futures Commission Merchants

The Company maintains accounts with Futures Commission Merchants ("FCM") to conduct its futures, forwards and option trading activities. The futures/forwards and option trading activities are grouped into the five following categories: currency and bond futures, stock index futures, commodity futures, options purchased and options written.

The FCM requires the maintenance of minimum margins. These requirements are met by the Company's equity at the FCM and by U.S. government securities on deposit. The Company had net equity of \$3,984,571 with the FCM (2003 - \$4,690,518).

The realized gains (losses) on futures, forwards and options transactions include brokerage and commission costs in the amount of \$115,897(2003 - \$205,467) paid to a Futures Commissions Merchant. Of this amount, \$60,461 (2003 - \$124,329) was retained by the FCM to cover clearing costs and exchange fees, and \$55,436 (2003 - \$81,143) was allocated to OUBT as introducing broker fees.

3. Derivative Financial Instruments

In the normal course of its investing activities, OUBT regularly trades financial instruments with off-balance-sheet risk. The notional amounts represent the volume of outstanding transactions and are not indicative of the credit or market risk of the contract. The market value may fluctuate as a result of timing of cash flows and changes in interest and foreign exchange rates and commodity prices.

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

3. Derivative Financial Instruments (continued):

Market risk represents the potential loss that can be caused by a change in the market value of the financial instrument. The exposure to market risk is determined by a number of factors, including interest rates, foreign currency exchange rates and market volatility. Credit risk represents the potential loss that the Company would incur if the financial instrument counter parties failed to perform pursuant to the terms of their obligations under the contract.

(a) Credit exposure:

The fair value represents the estimated replacement cost, or credit risk amount (CRA), for all contracts without taking into account any netting or collateral arrangements that have been made. The CRA does not reflect actual or expected losses.

At March 31, 2004, the fair value of the Company's open positions were \$292,000 and negative of \$2,000 (2003 - positive of \$20,000 and negative of \$41,000).

(b) Credit concentration

The banking subsidiary carries its financial instruments accounts with an FCM who is regulated by the U.S. Commodity Futures Trading Commission (CFTC) and is a member of various exchanges. The subsidiary only trades financial instruments which are traded on large, recognized U.S. and European exchanges.

4. Financial Instruments:

(a) Fair values:

The fair values of all financial assets and liabilities, unless otherwise stated, approximate their carrying amounts, given the short-term nature of these instruments.

(b) Interest rate risk:

Interest rate risk is managed by matching portfolio investments with their liability characteristics. Hedging instruments are employed where necessary when there is a lack of suitable permanent investments to minimize loss exposure to interest rate changes.

5. Managed Accounts:

The company invests in specific investment strategies. These investment strategies are managed by professionally qualified investment managers. These strategies may be executed in any public or private market in the United States or internationally. These managed accounts may include all types of securities, derivative financial instruments and exchange traded funds consistent with the investment strategy. Annual management fees are charged at rates between 0% and 2% of net assets and quarterly or annual incentive fees of 10% to 20% of net new trading profits. As of March 31, 2004 the managed accounts comprised of the following:

	Amount	2003
Portfolio investments	97,258	-
Cash	9,359,917	-
	<u>9,457,205</u>	<u>-</u>

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

6. Shares in Investment Companies:

	Number of shares		Amount	
	2004	2003	2004	2003
Class B				
Aggressive PC-12 Fund N.V.	-	1,766	\$ -	\$ 3,040,036
Cost Diversified Fund Ltd.	173	333	8,801,652	17,564,178
Domination Capital Fund Ltd.	370	423	264,361	385,833
Domination Capital Fund Ltd. (2)	30	30	10,786	22,795
101 Convertible Fund	-	488	-	2,745,835
Obama's Market Neutral Fund	-	1,331	-	2,170,276
SCI European Hedge Fund	3,704	6,317	617,240	1,329,183
Spot Offshore Fund Ltd	4,223	16,423	1,044,472	4,165,129
Olympus Unvest Global Fund Ltd - US\$	880	-	1,174,930	-
Olympus Unvest Global Fund Ltd - US\$	107	76	4,277,215	3,297,656
Olympus Unvest Ltd - US\$	4,838	4,635	133,803,421	119,633,743
Olympus Unvest Ltd	93	-	153,887	-
Olympus Unvest Ltd - Euro	897	-	1,150,538	-
Olympus Unvest Global Micro Fund Ltd	350	-	456,882	-
Olympus High Yield Fund	-	-	-	-
Olympus Fixed Income Fund	-	-	2,831,523	-
			<u>\$ 154,590,907</u>	<u>\$ 154,558,644</u>

OUBT, in the execution of its trading activities, invests from time to time in investment companies, which are all registered in offshore jurisdictions, and have as their principal activity, the trading in financial instruments. The shares in the investment companies are carried in these financial statements at their market or net asset values, and are redeemable on the same basis.

The investment companies in which OUBT has invested, are involved in the trading of a diverse group of financial instruments. These instruments would include, but not be limited to, fixed income securities and their related derivatives, U.S. and foreign government bond futures, U.S. foreign government and corporate securities, mortgage-backed securities, foreign currencies, commodity and financial futures, repurchase and reverse repurchase agreements, interest rate swaps and caps, commercial paper, rights and options on any of the foregoing and other investments and assets or property selected by their respective investment advisors. The trading activities of these investment companies may also involve significant leverage as well as certain trading activities.

Derivatives can be volatile in price and such volatility can quickly lead to large losses or gains. Derivatives trading can be highly leveraged and accordingly, trading in specific derivatives could result in losses in excess of the amounts posted as margin or good faith deposit on any given trade or series of trades. The net movement in unrealized (depreciation) appreciation on the portfolio for the period was \$(814,779) (2003 - \$2,729,310).

7. Investment in Real Estate:

The Company's wholly-owned subsidiary, Summeland Properties Inc., holds an investment in real estate. The property is located on the island of Barbados, near Bridgetown, and was acquired on March 26, 1997. The property is leased to a third party until January 31, 2006.

OLYMPUS UNITED FUNDS CORPORATION
 Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

7. Investment in Real Estate (continued):

Sumnerland has also granted an option to the lessee to acquire the property at its most recently appraised value. This option expires on January 31, 2006.

	2004		2003	
Building		\$ 1,002,011	\$ 1,002,011	
Land, at cost		479,850	479,850	
Unrealized gain on investment in real estate, beginning of period		350,628	672,763	
Unrealized (losses) gains during the period		91,138	(162,085)	
		<u>\$ 1,923,627</u>	<u>\$ 1,992,539</u>	

	Opening Cost	Additional/Reductions	Closing	Accumulated Amortization	2004 Total	2003 Total
8. Deferred Costs:						
Class A						
Deferred issue costs	\$ 461,191	\$ -	\$ 461,191	\$ -	\$ 461,191	\$ 461,191
Deferred sales charges	-	(32,958)	-	(32,958)	(32,958)	(32,958)
Class B						
Deferred issue costs	74,409	(28,953)	45,456	(28,953)	16,503	16,503
Deferred sales charges	-	-	-	-	-	-
Class C						
Deferred issue costs	39,667	(16,657)	23,010	(16,657)	6,353	6,353
Deferred sales charges	-	-	-	-	-	-
Class D						
Deferred issue costs	16,428	12,337	28,765	(7,779)	20,986	20,986
Deferred sales charges	-	-	-	-	-	-
Class E						
Deferred issue costs	17,430	29,617	47,047	599	47,646	47,646
Deferred sales charges	-	-	-	-	-	-
Class F						
Deferred issue costs	2,391,183	462,206	2,853,389	(735,139)	2,118,250	2,118,250
Deferred sales charges	-	-	-	-	-	-
Class G						
Deferred issue costs	156,951	22,743	180,694	(9,907)	140,787	140,787
Deferred sales charges	-	-	-	-	-	-
Class H						
Deferred issue costs	39,007	10,834	49,841	(15,850)	33,991	33,991
Deferred sales charges	-	-	-	-	-	-
Class I						
Deferred issue costs	67,243	57,031	124,274	(17,844)	106,430	106,430
Deferred sales charges	-	-	-	-	-	-
Class J						
Deferred issue costs	\$ 3,171,509	517,808	\$ 3,689,309	2,760,202	\$ 6,449,511	\$ 6,449,511
Deferred sales charges	-	-	-	-	-	-
Totals						

OLYMPUS UNITED FUNDS CORPORATION
 Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

9. Related Party Transactions and Balances:

Due from related parties:
 Contrition Strategies (Bahamas) Inc.
 Olympus United Ltd

	2004	2003
	\$ -	\$ 115,533
	<u>\$ 1,006,167</u>	<u>\$ 1,006,167</u>
	\$ -	\$ 115,533

Due to related parties:
 Northfield Asset Management (Canada) Ltd.
 Northfield Investment Partners Inc.

	2004	2003
	\$ 69,669	\$ 431,232
	<u>482,289</u>	<u>431,232</u>
	\$ 551,958	\$ 862,464

The balance due from Olympus United Ltd includes amounts due for the rebate of management and incentive fees to the sum of \$1,006,167. All other related party balances are unsecured, non-interest bearing and have no fixed terms of repayment.

During the period, the subsidiary incurred \$6,975,836 (2003 - \$1,624,009) in management and incentive fees, of which \$717,524 (2003 - \$689,915) was paid to dealers as trailer commission, \$232,281 (2003 - \$222,377) was paid to reduce the deferred sales charges and \$5,758,304 (2003 - \$981,622) was paid for advisory services. As of March 31, 2004, the balance due to Northfield Asset Management (Canada) Ltd in respect of the services was \$69,669 (2003 - \$431,232).

The balance due to Northfield Asset Management (Canada) Ltd represents a deposit by them, management and incentive fees earned from Olympus United Ltd and recognition expenses paid on behalf of the Company.

The balance due to Northfield Investment Partners Inc represents management fees earned for advisory services related to the Olympus United Ltd portfolio.

The management and incentive fee expenses include \$1,850,161 (2003 - \$1,169,384) which was paid from the various Fund Classes to the Common Share Class. This amount was used to pay \$982,251 (2003 - \$947,007) as broker order fees and selling agent fees.

Portfolio managers were compensated directly by OUTF based on 20% of the net trading profit they earned. The realized gains on futures, forwards and options are shown net of the portfolio manager compensation.

The subsidiary has negotiated a master agreement with a FCM with respect to brokerage costs. The subsidiary receives a rebate on any trade where the commission paid exceeds USD \$10 where the subsidiary is considered the introducing broker.

These transactions are conducted in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

9. Related Party Transactions and Balances (continued):

There is an inherent conflict of interest among the Investment Manager, the Futures Commission Merchants and the Company as it is potentially in the interests of the Investment Manager and the Futures Commission Merchants that trading commissions be generated through the purchase and sale of derivatives where such purchase and sale may not necessarily be in the interest of the Company and its shareholders.

10. Other Investments:

During 2003, the Company entered into an agreement with First Horizon Capital Corporation (FHCC) to convert the \$2,500,000 loan balance due from FHCC into preferred shares. These shares carry a 6.5% annual cumulative dividend in priority to dividends on FHCC common shares and are redeemable by FHCC at any time in whole or in part. The Company can also retract these shares in the following manner - \$500,000 on or after January 28, 2005 and the remaining \$1,500,000 on or after January 28, 2006. On February 24, 2004, the Company received \$530,497 for retracting \$500,000 along with interest earned.

As described in note 17, OUBT purchased from BICE International Ltd., the right to receive management and incentive fees. Certain factors have made it impracticable to determine the fair purchase price at this time. Nevertheless, OUBT has paid US\$2,000,000 as part-payment on this contract. That amount is included in other investments.

11. Share Capital:

(a) Authorized

An unlimited number of Class A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, redeemable convertible non-voting shares without par value.

1,000 common shares without par value

(b) Issued

	Shares	Value
Class A shares:		
Balance, September 30, 2003	797,921	\$ 7,326,928
Issued for cash	2,220	25,000
Redeemed for cash	(352,914)	(3,240,412)
Balance, March 31, 2004	447,227	\$ 4,111,516
Class F shares:		
Balance, September 30, 2003	194,135	\$ 1,793,673
Issued for cash	(50,619)	(318,440)
Redeemed for cash	143,697	\$ 1,055,033
Balance, March 31, 2004		
Class G shares:		
Balance, September 30, 2003	248,241	\$ 2,807,161
Issued for cash	218,199	2,592,302
Redeemed for cash	(61,071)	(695,389)
Balance, March 31, 2004	405,369	\$ 4,703,975
Class H shares:		
Balance, September 30, 2003	36,866	\$ 353,110
Issued for cash	1,274,227	9,358,932
Redeemed for cash	(21,600)	(157,920)
Balance, March 31, 2004	1,290,084	\$ 9,554,116

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

11. Share Capital (continued):

Class I shares:		
Balance, September 30, 2003	12,015,529	\$ 130,983,329
Issued for cash	1,026,586	11,400,647
Redeemed for cash	(2,049,238)	(18,659,911)
Balance, March 31, 2004	10,992,877	\$ 122,724,065
Class K shares:		
Balance, September 30, 2003	1,279,699	\$ 12,987,375
Issued for cash	87,594	939,040
Redeemed for cash	(228,582)	(2,398,831)
Balance, March 31, 2004	1,140,711	\$ 11,527,594
Class L shares:		
Balance, September 30, 2003	237,835	\$ 3,707,880
Issued for cash	315,906	4,275,218
Redeemed for cash	(60,300)	(687,593)
Balance, March 31, 2004	513,351	\$ 7,495,505
Class O shares:		
Balance, September 30, 2003	-	\$ -
Issued for cash	99,887	911,086
Redeemed for cash	(2,150)	(21,867)
Balance, March 31, 2004	88,731	\$ 889,279
Class Q shares:		
Balance, September 30, 2003	-	\$ -
Issued for cash	42,639	427,016
Redeemed for cash	-	-
Balance, March 31, 2004	42,639	\$ 427,016
Common shares		
Balance, September 30, 2003 and 2002	2	20
Total, March 31, 2004	15,068,668	\$ 162,488,519
Total, March 31, 2003	14,796,149	\$ 159,214,919
(c) Allotments for issuance:		
Deferred subscription certificates:	Shares	Value
Class C:		
Class C shares:	627,514	\$ 6,611,855
Issued for cash	-	-
Redeemed for cash	(44,599)	(469,923)
Balance, March 31, 2004	582,915	\$ 6,141,933
Class M:		
Balance, September 30, 2003	1,406,122	\$ 14,838,862
Issued for cash	186,011	2,035,316
Redeemed for cash	(221,801)	(2,266,006)
Balance, March 31, 2004	1,370,332	\$ 14,598,172

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

11. Share Capital (continued):

Class N:	
Balance, September 30, 2003	440,000 \$ 6,886,000
Issued for cash	
Redeemed for cash	
Balance, March 31, 2004	440,000 \$ 6,886,000
Total, March 31, 2004	2,393,247 \$ 27,626,105
Total, March 31, 2003	2,819,474 \$ 31,455,217
Unissued leverage subscriptions - Class A	
Total, March 31, 2004	7,273 \$ 70,000
Total, March 31, 2003	7,273 \$ 70,000

(d) Unissued leverage subscriptions:

These amounts represent the subscription contracts resulting from leveraged share offerings dated November 20, 1997. An initial payment of 40% of the subscription price was received, with the balance due with interest at 8.5% per annum compounded annually. The term of the payment of the remaining 60% can be deferred up to ten years from the date of acceptance of the initial subscription under certain conditions.

Accounts receivable includes \$ 42,000 (2003 - \$42,000) representing the unpaid amount for these shares and \$24,962 (2003 - \$20,715) representing cumulative accrued interest on the unpaid amounts.

(e) Deferred subscription certificates

During 2003, the Company began offering Class M in addition to N shares on a deferred payment basis. All of the Deferred Payment Plan for shares Classes C, D, E and J were merged into a single fund offering under the Class C shares, as at August 30, 2002. The price of the initial offering of this fund was determined by the closing price of the existing Class C share on the date of the merger.

The deferred payment subscription price was initially \$10.00 per Class Share (this was established unilaterally by the Company's directors) until the minimum Class Fund subscription was reached. Thereafter the deferred payment subscription price is the net asset value per Class Share as at the last valuation date following the date upon which the company receives the subscription for Class Shares (the "Acceptance Date"). "Valuation Date" means the last business day of each week.

An initial payment of 25% of the deferred payment price is payable on the acceptance date (the "Initial Payment"). Payment of 75% of the deferred payment subscription price (the "Balance Owed") may be deferred until December 31, 2010 (the "Deferred Date").

Interest at a rate to be fixed by the Company on the Acceptance Date at the greater of 8% and 1% above the prime Canadian dollar lending rate of the Royal Bank of Canada will be payable on the Balance Owed ("Interest"). The rate of interest may be adjusted by the Company from time to time, subject to the foregoing limit.

The Balance Owed and all accrued but unpaid Interest will be payable on a date selected by the Subscriber but this date must not be after the Deferred Date (the "Closing Date"). Class Shares subscribed for will not be issued until the Closing Date. On the Acceptance Date, the Company will issue a subscription certificate evidencing the right and obligation of the Subscriber to purchase the number of Class Shares subscribed for in the foregoing manner. The Balance Owed is disclosed under assets as Deferred subscription certificates.

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the Period Ended March 31, 2004

11. Share Capital (continued):

The aggregate of the Initial Payment and the Balance Owed is the total paid up amount on the subscription certificates included in shareholders' equity.

12. Statutory Reserve:

Balance at the beginning of the period		2004	2003
Allocation from net income	\$ 4,201,747	\$ 3,449,000	
Balance at the end of the period	<u>\$ 4,201,747</u>	<u>\$ 3,449,000</u>	

The International Financial Services Act, 2002 of Barbados requires OUBT, a registered offshore bank, to maintain a reserve fund and to transfer out of its net income a sum equal to not less than 25% of those profits whenever the amount of the reserve fund is less than the issued and paid-up capital of OUBT. Amounts in this reserve are not generally available for distribution without approval of the Central Bank of Barbados.

The company has used 25% of the Non-Cellular Portfolio of OUBT as the basis for the calculation.

13. Foreign Currency Translation Reserve:

Balance at the beginning of the year	2004	2003
Unrealized foreign exchange (losses) gains	\$ 1,547,211	\$ 3,058,822
Balance at the end of the year	<u>(2,658,917)</u>	<u>(1,075,598)</u>
	<u>\$ (1,111,706)</u>	<u>\$ 1,983,314</u>

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
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For the Period Ended March 31, 2004

14. Maturity of Assets and Liabilities:

Assets	Up to 1 Year	1 Year and Over	No Fixed Maturity	Total
Cash and cash equivalents	\$ 8,048,050	\$ -	\$ -	\$ 8,048,050
Accounts receivable	1,869,788	-	-	1,869,788
Prepaid expenses	20,380	-	-	20,380
Loan receivable	524,127	-	-	524,127
Accrued interest receivable	-	3,057,794	-	3,057,794
Equity with Futures Commission Merchants	3,984,571	-	-	3,984,571
Shares in investment companies	-	-	154,590,907	154,590,907
Investments in real estate	-	-	1,923,627	1,923,627
Property, plant and equipment	-	-	71,459	71,459
Deferred costs	-	2,600,253	-	2,600,253
Deferred subscription certificates	-	19,860,479	-	19,860,479
Other investments	-	4,895,839	-	4,895,839
Due from related parties	-	-	1,006,167	1,006,167
March 31, 2004	\$ 14,446,916	\$ 30,324,365	\$ 157,592,160	\$ 202,363,441
March 31, 2003	\$ 12,375,663	\$ 31,964,346	\$ 156,732,277	\$ 201,072,286
Liabilities				
Accounts payable and accruals	\$ 3,356,332	\$ -	\$ -	\$ 3,356,332
Due to related parties	-	-	551,958	551,958
March 31, 2004	\$ 3,356,332	\$ -	\$ 551,958	\$ 3,908,290
March 31, 2003	\$ 547,695	\$ -	\$ 431,232	\$ 978,927

15. Income Taxes:

The Company uses the asset and liability method for accounting for tax. Under the asset and liability method, losses must be more likely than not of being realized before any potential tax benefits can be accounted for. The Company has incurred losses of approximately \$3,540,000 for Canadian income tax purposes that may be carried forward to reduce taxable income in future years, and will expire at various dates up to September 30, 2009 as follows:

Year lost expires	Amount of loss
2004	\$ 120,000
2005	2,200,000
2006	70,000
2007	620,000
2008	420,000
2009	1,490,000

In addition, the subsidiaries have losses for Barbados income tax purposes of approximately U.S. \$1,504,000 to carry forward and apply against future years' taxable income which expire at various dates up to September 30, 2010 as follows:

OLYMPUS UNITED FUNDS CORPORATION
Unaudited Notes to the Consolidated Financial Statements
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For the Period Ended March 31, 2004

15. Income Taxes (continued):

Year lost expires	Amount of loss
2005	\$ 591,000
2007	374,000
2008	267,000
2010	272,000

Due to the uncertainty of these losses being used, no recognition has been given to these tax benefits in the Company's consolidated financial statements.

16. Contributed Surplus:

	2003	2002
Balance at the beginning of the period	\$ 487,713.0	\$ -
Redemption of shares for amounts less than paid up capital of redeemed shares	45,858	-
	<u>\$ 533,569</u>	<u>\$ -</u>

17. Commitments and Contingencies:

(a) During 2003 OUBT entered into a contract with the owners of Olympus Univers Ltd., whereby OUBT would be entitled to receive management and incentive fees over a five-year period from August 1, 2003 through September 30, 2008. As consideration, OUBT has agreed to pay 85% of the net management and incentive fee revenues received by OUBT, after having made provision for defined costs incurred and defined profits earned by OUBT over the same period. The parties have estimated the amount and timing of these payments. However, the actual amounts and timing of these payments may differ from these estimates.

As part of the agreement, OUBT signed a promissory note in the amount of not less than US\$225,000,000 and not more than US\$250,000,000 as security for the payment of the purchase price. However, the amounts payable at agreed scheduled intervals are not fixed since they ultimately depend on the amount of fees received by OUBT. In addition, the agreement provides that in the event that the minimum of US\$225,000,000 is not reached by September 30, 2008, then the agreement will be extended until such time as this consideration has been reached. These factors make it impracticable to quantify the liability due to the sellers as of September 30, 2003, but, in the view of management, no perceived event will be negative to the company.

(b) The subsidiary is expected to incur the following minimum lease payments in respect of operating leases.

	U.S.
Amounts due in less than one year	\$ 60,846
Amounts due after one year but not later than five years	\$ 382,077

18. Reclassification of Comparative Figures:

Certain comparative figures have been reclassified to conform to the financial statement presentation adopted in the current period.

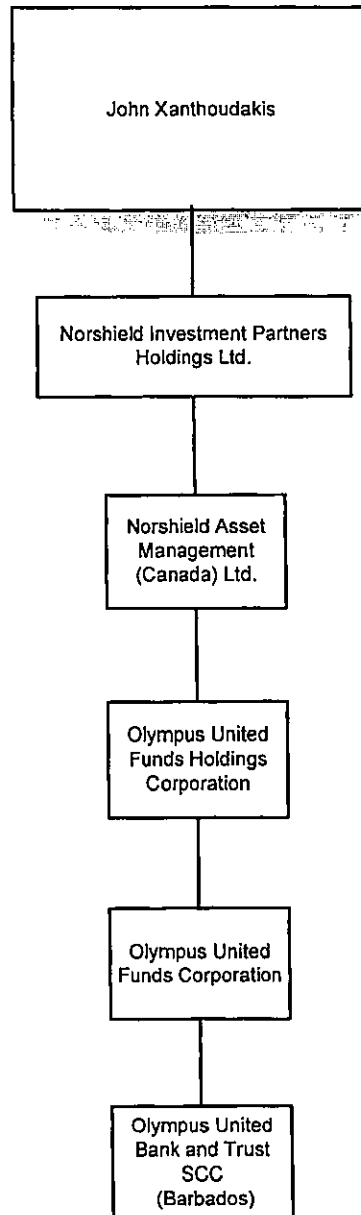
19. Subsequent Event:

On May 31, 2004, Olympus Global DPP (Class C) was merged with Olympus Univers DPP (Class M).

APPENDIX H DIRECTORY

ISSUER	PORTFOLIO MANAGER	INVESTMENT MANAGER
Olympus United Funds Corporation 141 Adelaide St. West Suite 340 Toronto, Ontario, M5H 3L5	Norshield Asset Management (Canada) Ltd. 630 René-Lévesque Blvd. West, Suite 3050 Montréal, Québec H3B 5C7	Olympus United Bank and Trust SCC Enfield House Upper Collymore Rock St. Michael, Barbados
CUSTODIAN	ADMINISTRATOR AND REGISTRAR	
Computershare Trust Company of Canada 100 University Avenue Toronto, ON M5J 2Y1	Unisen Inc. 2920 Matheson Blvd. East Mississauga, ON L4W 5J4 Canada	
AUDITORS	LAWYERS	
KPMG LLP Suite 3300 Commerce Court West 199 Bay Street Toronto, Ontario M5L 1B2 Barbados Office: Hastings Christ Church, Barbados	Lang Michener LLP 1500 – 1055 West Georgia Street Vancouver, B.C. V6E 4N7 BCE Place 2500 - 181 Bay Street Toronto, Ontario M5J 2T7 300 – 50 O'Connor Street Ottawa, Ontario, K1P 6L2 Thorsteinssons 2700 – 595 Burrard Street Vancouver, B.C. V7X 1J2 BCE Place 3300 – 181 Bay Street Toronto, Ontario M5J 2T3	

OLYMPUS UNITED BANK AND TRUST SCC
CORPORATE STRUCTURE





STANDING STRONG

OLYMPUS UNITED FUNDS CORPORATION

REDEMPTION REQUEST FORM

Olympus United Funds Corporation
C/O Administrative Fundamentals Inc.
302 - 106 Front Street East
Toronto, ON
M5A 1E1

Re: Redemption of shares

Dear Sirs:

Please take this as my instruction to redeem \$ _____ (or _____ shares)
from my holdings of Class I shares of Olympus United Funds Corporation (Olympus United Uninvest II
Fund) as of the date indicated below.

Yours truly,

DATE: _____, _____.

(Name of Subscriber or Corporation - Please Print)

(Signature and, if Corporation, title of signatory)

(Address)

(City, Province, Postal Code)

(Social Insurance Number)



MARKING STROKES

(E-mail Address and Telephone Number)



STANDING STRONG

ACCREDITED INVESTOR SUBSCRIPTION AGREEMENT
(FOR RESIDENTS OF BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, NORTHWEST TERRITORIES, NUNAVUT, YUKON,
MANITOBA, NEW BRUNSWICK, PRINCE EDWARD ISLAND, NOVA SCOTIA,
NEWFOUNDLAND AND LABRADOR, ONTARIO OR QUEBEC)

TO: **OLYMPUS UNITED FUNDS CORPORATION**

In consideration of Olympus United Funds Corporation ("Olympus United") accepting the subscription for Redeemable Convertible Non-Voting Shares of Olympus United (the "Class Shares") evidenced hereby ("Subscription"), the undersigned subscriber ("Subscriber") hereby subscribes for that number and class of Class Shares determined in the manner set out in the Subscription Agreement to which this execution page ("Execution Page") is attached and forms part thereof ("Subscription Agreement").

Attached hereto is a summary of the financial terms of the Subscription ("Subscription Summary"). The Subscription Summary is qualified in its entirety by the provisions of the Subscription Agreement, which I **HEREBY CERTIFY THAT I HAVE READ.**

Please check as appropriate: Initial Subscription for Class Shares of Olympus United ☐
Subsequent Subscription for Class Shares of Olympus United ☐

DATE: _____, _____

(Name of Subscriber or Corporation - Please Print)

(Name of Investment Dealer)

(Signature and, if Corporation, title of signatory)

(Name of Salesperson and Dealer-Rep. Number)

(Address)

(Office Address of Salesperson)

(City, Province, Postal Code)

(City, Province)

(Social Insurance Number)

(Postal Code)

(E-mail Address)

(Telephone Number)

Deferred Sales Charge: (please circle YES or NO) YES – see Section 3(b) NO – see Section 3(a) See p.6

Registration Instructions:

(If there are no instructions below, the Class Shares will be registered in the name of the Subscriber as set out above.)

(Name)

(Account Reference)

(Address)

FOR OFFICE USE ONLY -- Acceptance

The Subscription is accepted by Olympus United Funds Corporation

DATED this _____ day of _____, _____

OLYMPUS UNITED FUNDS CORPORATION

Authorized Signatory

SUBSCRIPTION SUMMARY

OLYMPUS UNITED MULTI-ASSET FUND	1. Net Subscription Amount: ⁽¹⁾	\$ _____
Class A Shares (DSC – [OLY006], F/E – [OLY007])	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED MOMENTUM FUND	1. Net Subscription Amount: ⁽¹⁾	\$ _____
Class F Shares (DSC – [OLY604], F/E – [OLY606])	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED GLOBAL TRADING FUND	1. Net Subscription Amount: ⁽¹⁾	\$ _____
Class G Shares (DSC – [OLY204], F/E – [OLY206])	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED TACTICAL TRADING FUND	1. Net Subscription Amount: ⁽¹⁾	\$ _____
Class H Shares (DSC – [OLY304], F/E – [OLY306])	2. Front-End Commission:	% _____
<i>(This fund is not available in Quebec)</i>	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED DIVERSIFIED FUND	1. Net Subscription Amount: ⁽¹⁾	\$ _____
Class K Shares (DSC – [OLY504], F/E – [OLY506])	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED UNIVEST II FUND	1. Net Subscription Amount: ⁽¹⁾	\$ _____
Class I Shares (DSC – [OLY404], F/E – [OLY406])	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED UNIVEST II USD FUND	1. Net Subscription Amount: ⁽¹⁾	\$ _____
Class L Shares (DSC – [OLY412], F/E – [OLY414])	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____

(1) The minimum net subscription amount is Cdn.\$25,000. Please add Front-End Commission if relevant according to the following formula:

Net Subscription Amount ÷ (1 - Front-End Commission Percentage)

Example: A \$25,000 investment with a 5% commission would be: $25,000 \div (1 - 0.05) = 26,315.79$ Total Amount Paid

ACCREDITED INVESTOR CERTIFICATE FORM¹

The Subscriber certifies that the Subscriber is an "accredited investor" as contemplated in Multilateral Instrument 45-103 and/or Ontario Securities Commission Rule 45-501 by virtue of qualifying as one of more of the following. Please insert a checkmark in the bracketed area beside each applicable paragraph:

- ☐ (a) An individual who, either alone or with a spouse,² beneficially owns, financial assets³ having an aggregate realizable value that, before taxes but net of any related liabilities⁴, exceeds \$1,000,000;
- ☐ (b) An individual whose net income before taxes exceeded \$200,000 in each of the two most recent years or whose net income before taxes combined with that of a spouse² exceeded \$300,000 in each of those years and who, in either case, reasonably expects to exceed the same net income level in the current year;
- ☐ (c) An individual who has been granted registration under the securities legislation in a jurisdiction of Canada as a representative of a person or company registered under the securities legislation in a jurisdiction of Canada as an adviser or dealer, other than a limited market dealer under the *Securities Act* (Ontario) or the *Securities Act* (Newfoundland and Labrador), whether or not the individual's registration is still in effect;
- ☐ (d) An individual who, either alone or with a spouse², has net assets of at least \$5,000,000 (**Not available to Subscribers resident in Ontario**);
- ☐ (e) A spouse², parent, brother, sister, grandparent or child of an officer, director or promoter of the issuer (**Ontario Investors only**);
- ☐ (f) A person or company registered under the securities legislation in a jurisdiction of Canada, as an adviser or dealer, other than a limited market dealer under the *Securities Act* (Ontario) or the *Securities Act* (Newfoundland and Labrador);
- ☐ (h) A company, limited liability company, limited partnership, limited liability partnership, trust or estate, other than a mutual fund or non-redeemable investment fund, that had net assets of at least \$5,000,000 as reflected in its most recently prepared financial statements;
- ☐ (i) A person or company in respect of which all of the owners of interests, direct or indirect, legal or beneficial, are persons or companies that are accredited investors (**Ontario Investors only**);
- ☐ (j) A person or company in respect of which all of the owners of interests, direct or indirect, legal or beneficial, except the voting securities required by law to be owned by directors, are persons or companies that are accredited investors (**Not available to Subscribers resident in Ontario**);
- ☐ (k) A trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, trading as a trustee or agent on behalf of a managed account⁵;
- ☐ (l) A person or company trading as agent on behalf of a managed account⁶ if that person or company is registered or authorized to carry on business under the securities legislation of a jurisdiction of Canada or

¹ Terms used herein which are defined in National Instrument 14-101 (the "National Instrument") have the meaning given to them in the National Instrument and terms used herein which are defined in securities legislation have the meaning given to them in such legislation. The National Instrument defines a "person or company" to mean a "person" as defined in Section 1 of the *Securities Act* (British Columbia), which is defined to include "an individual, corporation, partnership, party, trust, fund, association and any other organized group of persons and the personal or other legal representatives of a person to whom the context can apply according to law."

² "spouse" means in relation to an individual, another individual to whom that individual is married, or another individual of the opposite sex or the same sex with whom that individual is living in a conjugal relationship outside marriage.

³ "financial assets" means cash or securities.

⁴ "related liabilities" means liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets or liabilities that are secured by financial assets.

⁵ "managed account" means an account for which a person or company makes the investment decisions if that person or company has full discretion to trade in securities for the account without requiring the client's express consent to a transaction.

a foreign jurisdiction as a portfolio manager or under an equivalent category of adviser or is exempt from registration as a portfolio manager or the equivalent;

Dated _____, _____.

Signature of the Subscriber (Individual) or authorized signatory of the
Subscriber (Non-Individual)

Name of Subscriber

Address of Subscriber

Telephone Number

E-mail Address

SUBSCRIPTION INSTRUCTIONS

THIS SUBSCRIPTION AGREEMENT IS FOR ACCREDITED INVESTORS ONLY.

All subscribers must complete two copies of the attached Accredited Investor Certificate Form. One original copy should be retained by your Dealer and the other original forwarded to Olympus United at the address shown below.

After reviewing the terms and conditions of the Subscription Agreement, please complete and execute two copies of the Subscription Summary and Execution Page (p.1) and forward the original to Olympus United at the address shown below.

Ensure payment is made in an amount equal to the Total Amount Paid as described in the Subscription Agreement under the heading "Subscription Summary". **Payment should be made to the order of Olympus United Funds Corporation.**

If making an initial subscription, the minimum net subscription amount is \$25,000.

If making an additional subscription, all purchasers must invest a minimum of \$5,000. If you made your initial investment after July 30, 2002, you may make an additional investment without completing a new subscription agreement.

Please also provide the additional information requested on the Execution Page (page 1) under the heading "Registration Instructions".

For Corporate Subscribers

Please print the full legal name of the corporation and the name and title of the authorized signatory in the space in each copy of the Subscription Agreement provided for "Name of Subscriber" and "Signature", in addition to signing the Subscription Agreement.

Please forward a copy of the Corporate Resolution with the Subscription agreement.

For further information, please contact Olympus United Group Inc. - Client Services and Administration, c/o Administrative Fundamentals Inc., 302 – 106 Front Street East, Toronto, Ontario, M5A 1E1 Telephone: 416-601-1678 Toll Free: 1-888-601-1678 Fax: 416-601-1695.

ACCREDITED INVESTOR SUBSCRIPTION AGREEMENT

1. Payment

The Subscriber encloses herewith a cheque, bank draft or money order payable in immediately available funds to or to the order of Olympus United Funds Corporation, in an amount equal to the aggregate of the net subscription amount described on the Execution Page on p.1 (the "Net Subscription Amount") and the commission, if any, described on the Subscription Summary (the "Commission"), such aggregate being herein called the "Total Amount Paid".

2. Closing Date

The closing of the purchase and sale of the Class Shares subscribed for pursuant to this Subscription Agreement will take place on a date (the "Closing Date") which will be designated by Olympus United.

3. Commission and Deferred Sales Charge

The Subscriber agrees to pay either:

- (a) the Commission charged by the Subscriber's agent/investment dealer/securities dealer ("Dealer") with respect to the sale of the Class Shares herein subscribed for, in an amount to be negotiated between the Subscriber and the Dealer to a maximum of 6% of the Total Amount Paid, or
- (b) a redemption fee calculated in accordance with Section 4 hereof and hereinafter referred to as a "Deferred Sales Charge", payable to Olympus United if any Class Shares acquired by the Subscriber are redeemed for any reason whatsoever, including a redemption by Olympus United, prior to the anniversary dates set out in Section 4.

The election to make the payment set out in Section 3(a) or (b) appears on the Execution Page (p.1).

4. Deferred Sales Charge

The Subscriber acknowledges that an election to pay a Deferred Sales Charge set out in Section 3(b) hereof constitutes an agreement by the Subscriber that if any Class Shares acquired pursuant to this Subscription Agreement are redeemed for any reason whatsoever, including a redemption by Olympus United, prior to the ninth anniversary of the Closing Date, Olympus United will deduct for its own account from the redemption monies payable in respect of each Class Share so redeemed, a Deferred Sales Charge calculated in accordance with the following schedule:

Year after Closing Date in which Class Shares are Redeemed	1	2	3	4	5	6	7	8	9
Deferred Sales Charge (% of the Purchase Price Per Class Share redeemed)	4.5	4.0	3.5	3.0	2.5	2.0	1.5	1.0	0.5

5. Determination of Class Shares Issuable

The Subscriber acknowledges that the number of Class Shares subscribed for herein will be determined by Olympus United in respect of each of Classes A, F, G, H, I, K and L (each a "Class") by dividing the Net Subscription Amount in respect of each Class by an amount equal to the Net Asset Value per Class Share determined by Olympus United in respect of each Class as at the next Valuation Date following the date the Total Amount Paid is received by Olympus United (the "Purchase Price Per Class Share"). "Valuation Date" means such business day or days as the directors of Olympus United may determine.

6. Representations and Warranties of the Subscriber

The Subscriber, knowing that Olympus United intends to rely thereon, represents and certifies to Olympus United that:

- (a) the Subscriber has had an offering memorandum (the "Offering Memorandum") delivered to it by Olympus United disclosing the right of the Subscriber to cancel his or her purchase, and the right of the Subscriber to sue for rescission or damages in the event the Offering Memorandum contains a misrepresentation and the terms of the offering of the Class Shares subscribed for herein and has read and understood its contents;
- (b) if the Subscriber is a resident of Quebec, Alberta, British Columbia, Saskatchewan, Northwest Territories, Yukon Territory, Manitoba, New Brunswick, Prince Edward Island, Nova Scotia or Newfoundland and Labrador, the Subscriber is purchasing as principal or as deemed principal under applicable securities legislation or policy, and is an "accredited investor" as defined in Multilateral Instrument 45-103 ("MI 45-103") and evidenced by the Accredited Investor Certificate Form, a copy of which is completed by the Subscriber and

attached hereto and forms part of this Subscription Agreement. Our policy requires that the Subscriber make a minimum net initial subscription of \$25,000;

- (c) if the Subscriber is a resident of Ontario, the Subscriber is purchasing as principal and is an "accredited investor" as defined in OSC Rule 45-501 and evidenced by the Accredited Investor Certificate Form, a copy of which is completed by the Subscriber and attached hereto and forms part of this Subscription Agreement. Our policy requires that the Subscriber make a minimum net initial subscription of \$25,000;
- (d) the Subscriber, or where the Subscriber is not purchasing as principal, the principal, is resident in the province set out on the Execution Page and is not resident in any other jurisdiction for tax purposes;
- (e) if the Subscriber is purchasing the Class Shares as principal, such purchase is for the Subscriber's own account and not for the benefit of any other person or, if the Subscriber is not purchasing as principal, the Subscriber is purchasing as agent, portfolio manager or trustee pursuant to a statutory exemption or, in either case, pursuant to an exemption order permitting such purchase;
- (f) the Subscriber has the legal capacity and competence to enter into and execute this Subscription Agreement and to take all actions required pursuant hereto and if the Subscriber is a corporation, it is duly incorporated and validly subsisting under the laws of its jurisdiction of incorporation and all necessary approvals by its directors, shareholders and other such approvals as may be required have been obtained to authorize execution of this Subscription Agreement on behalf of the Subscriber;
- (g) the entering into of this Subscription Agreement and the transactions contemplated hereby do not result in the violation of any of the terms and provisions of any law applicable to, or the constating documents of, the Subscriber or of any agreement, written or oral, to which the Subscriber may be a party or by which the Subscriber is or may be bound;
- (h) the Subscriber has duly executed this Subscription Agreement which constitutes a valid and binding agreement of the Subscriber enforceable against the Subscriber;
- (i) the Subscriber, or where the Subscriber is not purchasing as principal, the principal, hereby acknowledges that by signing this Subscription Agreement it is certifying that the statements made in the Accredited Investor Certificate Form are true. The Subscriber agrees to notify Olympus United in writing immediately if circumstances change such that the statements made in the Accredited Investor Certificate Form are no longer accurate. If the Subscriber is acting as nominee, the Subscriber shall inform:
 - (i) the principal of its requirement to notify Olympus United in writing immediately if circumstances change to the extent that the statements made in the Accredited Investor Certificate Form are no longer accurate; and
 - (ii) Olympus United in writing as soon as the Subscriber becomes aware of any change that may cause the statements in the Accredited Investor Certificate Form to no longer be accurate;
- (j) the Subscriber has not agreed to purchase Class Shares with the knowledge of a material fact about Olympus United that has not generally been disclosed;
- (k) the Subscriber is either experienced or knowledgeable with regard to the business of Olympus United, or either alone or with the Subscriber's professional advisors is capable, by reason of knowledge and experience in financial and business matters in general, and investments in particular, of evaluating the merits and risks of an investment in Class Shares and is able to bear the economic risk of losing its entire investment in Class Shares and can otherwise be reasonably assumed to have the capacity to protect the Subscriber's interest in connection with the agreement to purchase Class Shares;
- (l) no person has made to the Subscriber any written or oral representation that:
 - (i) any person will resell or repurchase any Class Shares;
 - (ii) any person will refund the purchase price of any Class Shares or as to the future price or value of any Class Shares;
- (m) the Subscriber understands:
 - (i) the tax consequences of an investment in Class Shares and has obtained all tax advice deemed necessary from qualified independent tax advisors;

- (ii) that it is not purchasing a mutual fund security distributed under a prospectus reviewed by any Securities Commission in Canada;
- (iii) that an investment in the Class Shares is an investment in a mutual fund that is not a reporting issuer in any jurisdiction and as a consequence, the Subscriber may not receive information that would otherwise be required to be provided to the Subscriber under securities legislation;
- (iv) no federal or provincial authority has passed upon the adequacy or accuracy of the information set forth in the Offering Memorandum or made any representation or determination as to the fairness of the investment, or any recommendation or endorsement of the Class Shares as an investment; and
- (v) any Dealer through which it purchases Class Shares is not acting as agent for Olympus United and has no authority to make any representations on behalf of Olympus United;
- (n) the Subscriber will obtain such legal advice as it considers appropriate in connection with the execution and delivery by it of the Subscription Agreement and the performance of its obligations hereunder; and
- (o) the Subscriber will notify Olympus United in writing forthwith in the event of any change in the foregoing representations and warranties.

7. Additional Investments

The Subscriber, in the circumstances described in the Offering Memorandum, may subscribe for additional Class Shares. Please contact Olympus United for instructions for making additional subscriptions. Any such additional subscriptions will be incorporated into and form part of this subscription, and the Subscriber will be deemed to have repeated to Olympus United the acknowledgements, covenants, certifications, and representations contained herein.

8. Acceptance of Subscription

The Subscriber acknowledges that the Subscription is subject to acceptance by Olympus United and will not be accepted by Olympus United under any circumstances unless:

- (a) the Total Amount Paid is in the aggregate equal to or greater than the applicable minimum amount which may be specified in Section 6 or otherwise required by Olympus United; and
- (b) the Execution Page of this Subscription Agreement is duly executed by the Subscriber and is accompanied by:
 - (i) an executed Accredited Investor Certificate Form;
 - (ii) a completed Subscription Summary; and
 - (iii) a cheque, bank draft or money order payable in immediately available funds to or to the order of Olympus United Funds Corporation, in an amount equal to the Total Amount Paid.

The Subscriber further acknowledges that the Subscription is given for valuable consideration and may not be withdrawn or revoked by the Subscriber other than in strict accordance with the applicable rescission, contractual or statutory rights described in the Offering Memorandum which are incorporated herein by reference. Acceptance by Olympus United of the Subscription will be effective on the Closing Date.

9. General

- (a) In this Subscription Agreement, capitalized terms not otherwise defined herein will have the meanings set out in the Offering Memorandum;
- (b) The transfer, sale or other assignment of any rights by the subscriber under this Subscription Agreement is permitted only with the consent of the board of directors of Olympus United;
- (c) The representations, certifications, warranties, covenants and agreements contained herein shall survive the Closing Date;
- (d) Any demand, notice or other communication to be given in connection with this Subscription Agreement may be given in writing and either by personal delivery, by mail or transmittal by facsimile addressed to the parties hereto at their addresses set out on the Execution Page;
- (e) This Subscription Agreement shall be governed by and interpreted and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein;

(f) In this Subscription Agreement, words importing the singular number only include the plural and vice versa and words importing any gender include all genders and the word "including" or "includes" means "including or include" without limitation; and

(g) All references to currency in this Subscription Agreement are to lawful money of Canada unless expressly stated otherwise, and all amounts to be paid or calculated pursuant to this Subscription Agreement are to be paid or calculated in lawful money of Canada, unless expressly stated otherwise.

10. Facsimile Copies

The parties agree that a facsimile copy of this Subscription Agreement executed by all parties hereto in counterpart or otherwise will be deemed to be a valid and binding Subscription Agreement and accepted as an original Subscription Agreement until such time as each of the parties has an originally executed Subscription Agreement in its possession.

11. Counterparts

This Subscription Agreement may be executed in any number of counterparts with the same effect as if all the parties to this Subscription Agreement had signed the same document and all counterparts will be construed together and constitute one and the same instrument.

12. Confidentiality and Privacy

The Subscriber agrees that Olympus United may collect and use information concerning the Subscriber set out herein (the "Subscriber Information") for the following purposes:

- (a) to effect purchases of Class Shares and to provide the Subscriber with ongoing service;
- (b) to administer the Subscriber's investment in the Class Shares **including depositing distributions made by Olympus United directly into the bank account of the Subscriber;**
- (c) to determine the Subscriber's eligibility for investment in the Class Shares and/or other investment products offered by Olympus United from time to time and to approach the Subscriber about those opportunities;
- (d) to meet Olympus United's ongoing legal and regulatory requirements including, without limiting the generality of the foregoing, disclosing Subscriber Information to regulators where such disclosure is required by law; and
- (e) to disclose such Subscriber Information to Administrative Fundamentals Inc. ("AFI"), registrar and transfer agent for the Class Shares, to assist AFI in performing its duties as registrar and transfer agent.

Olympus United agrees that it will not use the Subscriber Information for any purpose except as set out above without the consent of the Subscriber. The Subscriber Information will be maintained at the offices of Olympus United at 1230 – 155 University Avenue, Toronto, Ontario, M5H 3B7 or 3050 – 630 Rene Levesque West, Montreal, Quebec, H3B 5C7 and the offices of AFI at 302 – 106 Front Street East, Toronto, Ontario, M5A 1E1 and the Subscriber shall have the right of access and rectification of the Subscriber Information at any time or from time to time during normal business hours.

Olympus United agrees that at the request of the Subscriber, it will make such information about Olympus United's privacy policies and practices made known to the Subscriber. Such information can be obtained by contacting the Corporate Secretary.

13. Language

It is the express wish of the Subscriber that this Subscription Agreement, the Offering Memorandum and any related documentation be drawn up in English. Il est de la volonté expresse de l'investisseur que la présente Offre de Souscription, la Notice d'Offre et tous les documents s'y rattachant soient rédigés en anglais.



**NON-ACCREDITED INVESTOR SUBSCRIPTION AGREEMENT
(FOR RESIDENTS OF BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, NORTHWEST TERRITORIES, NUNAVUT, YUKON,
MANITOBA, NEW BRUNSWICK, PRINCE EDWARD ISLAND,
NOVA SCOTIA OR NEWFOUNDLAND AND LABRADOR)**

TO: OLYMPUS UNITED FUNDS CORPORATION

In consideration of Olympus United Funds Corporation ("Olympus United") accepting the subscription for Redeemable Convertible Non-Voting Shares of Olympus United (the "Class Shares") evidenced hereby ("Subscription"), the undersigned subscriber ("Subscriber") hereby subscribes for that number and class of Class Shares determined in the manner set out in the Subscription Agreement to which this execution page ("Execution Page") is attached and forms part thereof ("Subscription Agreement").

Attached hereto is a summary of the financial terms of the Subscription ("Subscription Summary"). The Subscription Summary is qualified in its entirety by the provisions of the Subscription Agreement, which I **HEREBY CERTIFY THAT I HAVE READ.**

Please check as appropriate: Initial Subscription for Class Shares of Olympus United ☐
Subsequent Subscription for Class Shares of Olympus United ☐

DATE: _____

(Name of Subscriber or Corporation - Please Print)

(Name of Investment Dealer)

(Signature and, if Corporation, title of signatory)

(Name of Salesperson and Dealer-Rep. Number)

(Address)

(Office Address of Salesperson)

(City, Province, Postal Code)

(City, Province)

(Social Insurance Number)

(Postal Code)

(E-mail Address)

(Telephone Number)

Deferred Sales Charge: (please circle YES or NO) YES – see Section 3(b) NO – see Section 3(a) See p.9

Registration Instructions:

(If there are no instructions below, the Class Shares will be registered in the name of the Subscriber as set out above.)

(Name)

(Account Reference)

(Address)

FOR OFFICE USE ONLY -- Acceptance

The Subscription is accepted by Olympus United Funds Corporation

DATED this _____ day of _____, _____

OLYMPUS UNITED FUNDS CORPORATION

Authorized Signatory

SUBSCRIPTION SUMMARY

OLYMPUS UNITED MULTI-ASSET FUND Class A Shares (DSC – [OLY006], F/E – [OLY007])	1. Net Subscription Amount: ⁽¹⁾	\$ _____
	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED MOMENTUM FUND Class F Shares (DSC – [OLY604], F/E – [OLY606])	1. Net Subscription Amount: ⁽¹⁾	\$ _____
	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED GLOBAL TRADING FUND Class G Shares (DSC – [OLY204], F/E – [OLY206])	1. Net Subscription Amount: ⁽¹⁾	\$ _____
	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED TACTICAL TRADING FUND Class H Shares (DSC – [OLY304], F/E – [OLY306])	1. Net Subscription Amount: ⁽¹⁾	\$ _____
	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED DIVERSIFIED FUND Class K Shares (DSC – [OLY504], F/E – [OLY506])	1. Net Subscription Amount: ⁽¹⁾	\$ _____
	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED UNIVEST II FUND Class I Shares (DSC – [OLY404], F/E – [OLY406])	1. Net Subscription Amount: ⁽¹⁾	\$ _____
	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____
OLYMPUS UNITED UNIVEST II USD FUND Class L Shares (DSC – [OLY412], F/E – [OLY414])	1. Net Subscription Amount: ⁽¹⁾	\$ _____
	2. Front-End Commission:	% _____
	3. Total Amount Paid:	\$ _____

(1) The minimum net subscription amount is Cdn.\$25,000. Please add Front-End Commission if relevant according to the following formula:

Net Subscription Amount ÷ (1 - Front-End Commission Percentage)

Example: A \$25,000 investment with a 5% commission would be: $25,000 \div (1 - 0.05) = 26,315.79$ Total Amount Paid

SUBSCRIPTION INSTRUCTIONS

THIS SUBSCRIPTION AGREEMENT IS FOR NON-ACCREDITED INVESTORS ONLY. IF YOU ARE AN ACCREDITED INVESTOR, PLEASE OBTAIN AN ACCREDITED INVESTOR SUBSCRIPTION AGREEMENT FROM YOUR DEALER.

Please complete and sign two copies of the attached Form 45-103F3 Risk Acknowledgement and forward one original copy to Olympus United at the address shown below. Please retain a copy of this document for your records.

After reviewing the terms and conditions of the Subscription Agreement, please complete and sign two copies of the Execution Page (p.1) and forward the original to Olympus United at the address shown below.

Ensure payment is made in an amount equal to the Total Amount Paid as described in the Subscription Agreement under the heading "Subscription Summary". **Payment should be made to the order of Olympus United Funds Corporation.**

If making an initial subscription, the minimum net subscription amount is \$25,000.

If you are a resident of Alberta, Manitoba, Northwest Territories, Nunavut, Saskatchewan, New Brunswick, Prince Edward Island, or Newfoundland and Labrador, you must complete and sign two copies of the Eligible Investor Certificate Form (p.7). One copy should be retained by your Dealer and the original copy forwarded to Olympus United at the address shown below.

If making an additional subscription, all purchasers must invest a minimum of \$5,000. If you made your initial investment after July 30, 2002, you may make an additional investment without completing a new subscription form.

Please also provide the additional information requested on the Execution Page (page 1) under the heading "Registration Instructions".

For Corporate Subscribers

Please print the full legal name of the corporation and the name and title of the authorized signatory in the space in each copy of the Subscription Agreement provided for "Name of Subscriber" and "Signature", in addition to signing the Subscription Agreement.

For further information, please contact Olympus United Group Inc. - Client Services and Administration, c/o Administrative Fundamentals Inc., 302 – 106 Front Street East, Toronto, Ontario, M5A 1E1 Telephone: 416-601-1678 Toll Free: 1-888-601-1678 Fax: 416-601-1695.

FORM 45-103F3

WARNING

Risk Acknowledgement

I acknowledge that this is a risky investment:

- I am investing entirely at my own risk.
- No securities regulatory authority has evaluated or endorsed the merits of these securities or the disclosure in the offering memorandum.
- I will not be able to sell these securities except in very limited circumstances. I may never be able to sell these securities.
- I could lose all the money I invest.

I am investing \$_____ [total consideration] in total; this includes any amount I am obliged to pay in future.

Olympus United Funds Corporation will pay %_____ [percentage of DSC fee or commission] of this to _____ [name of person or company selling the securities] as a fee or commission.

I acknowledge that this is a risky investment and that I could lose all the money I invest.

Date

Signature of Purchaser

Print name of Purchaser

Please sign 2 copies of this document. The purchaser and the issuer must each receive a signed original.

You have 2 business days to cancel your purchase

To do so, send a notice to Olympus United Funds Corporation stating that you want to cancel your purchase. You must send the notice before midnight on the 2nd business day after you sign the agreement to purchase the securities. You can send the notice by fax or email or deliver it in person to Olympus United Funds Corporation at its business address. Keep a copy of the notice for your records.

Issuer Name and Address:

Olympus United Funds Corporation
c/o Administrative Fundamentals Inc.
302 – 106 Front Street East
Toronto, Ontario
Canada
M5A 1E1

Telephone: 416-601-1678
Toll Free: 1-888-601-1678
Fax: 416-601-1695

You are buying *Exempt Market Securities*

They are called *exempt market securities* because two parts of securities law do not apply to them. If an issuer wants to sell *exempt market securities* to you:

- the issuer does not have to give you a prospectus (a document that describes the investment in detail and gives you some legal protections), and
- the securities do not have to be sold by an investment dealer registered with a securities commission.

There are restrictions on your ability to resell *exempt market securities*. *Exempt market securities* are riskier than other securities.

You will receive an Offering Memorandum

Read the Offering Memorandum carefully because it has important information about the issuer and its securities. Keep the Offering Memorandum because you have rights based on it. Talk to a lawyer for details about these rights.

The securities you are buying are not listed

The securities you are buying are not listed on any stock exchange, and they may never be listed. You may never be able to sell these securities but you will be able to redeem them under certain circumstances.

The issuer of your securities is a non-reporting issuer

A *non-reporting issuer* does not have to publish financial information or notify the public of changes in its business. You may not receive ongoing information about this issuer.

For more information on the *exempt market*, call your local securities regulatory authority:

British Columbia Securities Commission
Suite 900, 701 West Georgia Street
PO Box 10142, Pacific Centre
Vancouver, B.C.
V7L 1L2
Telephone: (604) 899-6500
Fax: (604) 899-6506
Web Page: www.bcsc.bc.ca

Alberta Securities Commission
Suite 400 – 300, 5th Avenue SW
Calgary, Alberta
Canada
T2P 3C4
Telephone: (403) 297-6156
Fax: (403) 297-4486
Web Page: www.albertasecurities.com

Saskatchewan Securities Commission
800 – 1920 Broad Street
Regina, Saskatchewan
S4P 3V7
Telephone: (306) 787-5645
Fax: (306) 787-5899
Web Page: www.ssc.gov.sk.ca

Manitoba Securities Commission
1130 – 405 Broadway Avenue
Winnipeg, Manitoba
R3C 3L6
Telephone: (204) 945-2548
Fax: (204) 945-0330
Web Page: www.msc.gov.mb.ca

Ontario Securities Commission
Box 55
Suite 1902 – 20 Queen Street West
Toronto, Ontario
M5H 3S8
Telephone: (416) 593-8314
Fax: (416) 593-8122
Web Page: www.osc.gov.on.ca

Québec Securities Commission
800, Square Victoria, 22nd Floor
PO Box 246, Stock Exchange Tower
Montréal, Québec
H4Z 1G3
Telephone: (514) 940-2150
Fax: (514) 873-3090
Web Page: www.cvmq.com

New Brunswick Securities Administration Branch
Suite 606, 133 Prince William Street
PO Box 5001
Saint John, New Brunswick
E2L 4Y9
Telephone: (506) 658-3060
Fax: (506) 658-3059
Web Page: www.gov.nb.ca

Securities Commission of Newfoundland
and Labrador
2nd Floor, West Bank
PO Box 8700
St. John's Newfoundland A1B 4J6
Telephone: (709) 729-4189
Fax: (709) 729-6187
www.gov.nf.ca

Nova Scotia Securities Commission
Joseph Howe Building
2nd Floor, 1690 Hollis Street
PO Box 458
Halifax, Nova Scotia B3J 2P8 (if by courier B3J 3J9)
Telephone: (902) 424-7768
Fax: (902) 424-4625
Web Page: www.gov.ns.ca

Northwest Territories Registrar of Securities
Department of Justice
1st Floor Stuart M. Hodgson Building
5009 – 49th Street
PO Box 1320
Yellowknife, Northwest Territories X1A 2L9
Telephone: (867) 920-3318
Fax: (867) 873-0243

Prince Edward Island
Department of Community Affairs
and Attorney General
95 Rochford Street, PO Box 2000
Charlottetown, Prince Edward Island
C1A 7N8
Telephone: (902) 368-4569
Fax: (902) 368-5283
Web Page: www.gov.pe.ca

Nunavut Registrar of Securities
Legal Registries Division
Department of Justice
Government of Nunavut
1st Floor, Brown Building
PO Box 1000 – Station 570
Iqaluit, Nunavut X0A 0H0
Telephone: (867) 975-6190
Fax: (867) 975-6194

Yukon Registrar of Securities
Government of Yukon
2134 – 2nd Avenue
PO Box 2703
Whitehorse, Yukon
Y1A 2C6 (if by courier Y1A 5H6)
Telephone: (867) 667-5005
Fax: (867) 393-6251

ELIGIBLE INVESTOR CERTIFICATE FORM

The Subscriber certifies that the Subscriber is an "eligible investor" as defined in Multilateral Instrument 45-103¹ (the "Instrument") by virtue of qualifying as one of more of the following. Please insert a checkmark in the bracketed area beside each applicable paragraph:

- ☐ (a) a person or company whose net assets, alone or with a spouse², exceed \$400,000;
- ☐ (b) a person or company whose net income before taxes exceeded \$75,000 in each of the two most recent years and who reasonably expects to exceed that income level in the current year;
- ☐ (c) a person or company whose net income before taxes combined with that of a spouse² exceeded \$125,000 in each of the two most recent years and who reasonably expects to exceed that income level in the current year;
- ☐ (d) a person or company that has obtained advice regarding the suitability of the investment from an "eligibility adviser"³;
- ☐ (e) a person or company of which a majority of the voting securities are beneficially owned by "eligible investors" or a majority of the directors of which are "eligible investors";
- ☐ (f) a general partnership in which all of the partners are "eligible investors";
- ☐ (g) a limited partnership in which the majority of the general partners are "eligible investors";
- ☐ (h) a trust or estate in which all of the beneficiaries or a majority of the trustees are "eligible investors";
- ☐ (i) an "accredited investor"⁴; or
- ☐ (j) a person or company that is
 - (A) a director, senior officer or control person of the issuer, or of an affiliate of the issuer,

¹ Terms used herein which are defined in National Instrument 14-101 (the "National Instrument") have the meaning given to them in the National Instrument. Reference should be made to the Instrument itself for the complete text of the Instrument, including other definitions, and to the Companion Policy to the Instrument for matters of interpretation and application. The National Instrument defines a "person or company" to mean a "person" as defined in Section 1 of the *Securities Act* (British Columbia), which is defined to include "an individual, corporation, partnership, party, trust, fund, association and any other organized group of persons and the personal or other legal representatives of a person to whom the context can apply according to law."

² "spouse" means in relation to an individual, another individual to whom that individual is married, or another individual of the opposite sex or the same sex with whom that individual is living in a conjugal relationship outside marriage.

³ "eligibility adviser" means: (a) an investment dealer or equivalent category of registration, registered under the securities legislation of the jurisdiction of a purchaser and authorized to give advice with respect to the type of security being distributed, and (b) in Saskatchewan or Manitoba, also means a lawyer who is a practising member in good standing with a law society of a jurisdiction of Canada or a public accountant who is a member in good standing of an institute or association of chartered accountants, certified general accountants or management accountants in a jurisdiction of Canada provided that the lawyer or public accountant: (i) does not have a professional, business or personal relationship with the issuer, or any of its directors, senior officers, founders or control persons, and (ii) has not acted for or been retained personally or otherwise as an employee, senior officer, director, associate or partner of a person or company that has acted for or been retained by the issuer or any of its directors, senior officers, founders or control persons within the previous year.

⁴ If an "accredited investor", the Subscriber must also execute the Accredited Investor Certificate Form.

- (B) a spouse², parent, grandparent, brother, sister or child of a director, senior officer or control person of the issuer, or of an affiliate of the issuer,
- (C) a parent, grandparent, brother, sister or child of the spouse² of a director, senior officer or control person of the issuer or of an affiliate of the issuer,
- (D) a close personal friend of a director, senior officer or control person of the issuer, or of an affiliate of the issuer,
- (E) a close business associate of a director, senior officer or control person of the issuer, or of an affiliate of the issuer,
- (F) a founder of the issuer or a spouse², parent, grandparent, brother, sister, child, close personal friend or close business associate of a founder of the issuer,
- (G) a parent, grandparent, brother, sister or child of the spouse² of a founder of the issuer,
- (H) a person or company of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons or companies described in paragraphs (A) to (G), or
- (I) a trust or estate of which all of the beneficiaries or a majority of the trustees are persons or companies described in paragraphs (A) to (G).

Dated _____, _____.

Signature of the Subscriber or authorized signatory of the
Corporation

Name of Subscriber or Corporation

Address of Subscriber

Telephone Number

E-mail Address

¹ If an "accredited investor", the Subscriber must also execute an Accredited Investor Certificate Form.

**NON-ACCREDITED INVESTOR
SUBSCRIPTION AGREEMENT
(FOR RESIDENTS OF BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, NORTHWEST TERRITORIES, NUNAVUT, YUKON,
MANITOBA, NEW BRUNSWICK, PRINCE EDWARD ISLAND,
NOVA SCOTIA OR NEWFOUNDLAND AND LABRADOR)**

1. Payment

The Subscriber encloses herewith a cheque, bank draft or money order payable in immediately available funds to or to the order of Olympus United Funds Corporation, in an amount equal to the aggregate of the net subscription amount described on the Execution Page (the "Net Subscription Amount") and the commission, if any, described on the Subscription Summary (the "Commission"), such aggregate being herein called the "Total Amount Paid".

2. Closing Date

The closing of the purchase and sale of the Class Shares subscribed for pursuant to this Subscription Agreement will take place on a date (the "Closing Date") which will be designated by Olympus United.

3. Commission and Deferred Sales Charge

The Subscriber agrees to pay either:

- (a) the Commission charged by the Subscriber's agent/investment dealer/securities dealer ("Dealer") with respect to the sale of the Class Shares herein subscribed for, in an amount to be negotiated between the Subscriber and the Dealer to a maximum of 6% of the Total Amount Paid, or
- (b) a redemption fee calculated in accordance with Section 4 hereof and hereinafter referred to as a "Deferred Sales Charge", payable to Olympus United if any Class Shares acquired by the Subscriber are redeemed for any reason whatsoever, including a redemption by Olympus United, prior to the anniversary dates set out in Section 4.

The election to make the payment set out in Section 3(a) or (b) appears on the Execution Page (p.1).

4. Deferred Sales Charge

The Subscriber acknowledges that an election to pay a Deferred Sales Charge set out in Section 3(b) hereof constitutes an agreement by the Subscriber that if any Class Shares acquired pursuant to this Subscription Agreement are redeemed for any reason whatsoever, including a redemption by Olympus United, prior to the ninth anniversary of the Closing Date, Olympus United will deduct for its own account from the redemption monies payable in respect of each Class Share so redeemed, a Deferred Sales Charge calculated in accordance with the following schedule:

Year after Closing Date in which Class Shares are Redeemed	1	2	3	4	5	6	7	8	9
Deferred Sales Charge (% of the Purchase Price Per Class Share redeemed)	4.5	4.0	3.5	3.0	2.5	2.0	1.5	1.0	0.5

5. Determination of Class Shares Issuable

The Subscriber acknowledges that the number of Class Shares subscribed for herein will be determined by Olympus United in respect of each of Classes A, F, G, H, I, K and L (each a "Class") by dividing the Net Subscription Amount in respect of each Class by an amount equal to the Net Asset Value per Class Share determined by Olympus United in respect of each Class as at the next Valuation Date following the date the Total Amount Paid is received by Olympus United (the "Purchase Price Per Class Share"). "Valuation Date" means such business day or days as the directors of Olympus United may determine.

6. Representations and Warranties of the Subscriber

The Subscriber, knowing that Olympus United intends to rely thereon, represents and certifies to Olympus United that:

- (a) the Subscriber has had an offering memorandum (the "Offering Memorandum") delivered to it by Olympus United disclosing the right of the Subscriber to cancel his or her purchase, and the right of the Subscriber to sue for rescission or damages in the event the Offering Memorandum contains a misrepresentation and the terms of the offering of the Class Shares subscribed for herein and has read and understood its contents;
- (b) the Subscriber has read, understood, executed and delivered to Olympus United a Form 45-103F3-Risk Acknowledgement, a copy of which is completed by the Subscriber and attached hereto and forms part of this Subscription Agreement;
- (c) if the Subscriber is a resident of British Columbia, Yukon or Nova Scotia:
 - (i) the Subscriber is purchasing as principal; or
 - (ii) is not purchasing as principal, and the Subscriber is duly authorized to enter into this Subscription Agreement and execute all documentation in connection with the purchase of the Class Shares on behalf of each beneficial purchaser, and
 - (A) is a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada (except for Prince Edward Island) or a foreign jurisdiction, trading as a trustee or agent on behalf of a managed account for which it has full discretion to trade in securities for such account without requiring the client's express consent to a transaction;
 - (B) is a person or company trading as agent on behalf of a managed account for which it has full discretion to trade in securities for such account without requiring the client's express consent to a transaction and is registered or authorized to carry on business under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction as a portfolio manager or under an equivalent category of adviser or is exempt from registration as a portfolio manager or the equivalent category of adviser; or
 - (C) if it is acting as agent for one or more disclosed principals, each principal is purchasing as principal for its own account, not for the benefit of any other person, and not with a view to the resale or distribution of the Class Shares and each such principal complies with this subparagraph 6(c);

Our policy requires that Subscribers residing in British Columbia, Yukon or Nova Scotia must make a minimum net initial subscription of \$25,000.

- (d) if the Subscriber is a resident of Alberta, Manitoba, Northwest Territories, Nunavut, Saskatchewan, New Brunswick, Prince Edward Island or Newfoundland and Labrador:
 - (i) the Subscriber is purchasing as principal a sufficient number of Class Shares so that the aggregate acquisition cost of the Class Shares to the Subscriber is equal to or greater than \$25,000 and the Subscriber is an "eligible investor" as defined in Multilateral Instrument 45-103 and evidenced by the Eligible Investor Certificate Form, a copy of which is completed by the Subscriber and attached hereto and forms part of this Subscription Agreement; and
 - (ii) the Subscriber is purchasing as principal; or
 - (iii) the Subscriber is not purchasing as principal, and the Subscriber is duly authorized to enter into this Subscription Agreement and execute all documentation in connection with the purchase of the Class Shares on behalf of each beneficial purchaser, and
 - (A) is a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada (except for Prince Edward Island) or a foreign jurisdiction, trading as a trustee or agent on behalf of a managed account for which it has full discretion to trade in securities for such account without requiring the client's express consent to a transaction;

- (B) is a person or company trading as agent on behalf of a managed account for which it has full discretion to trade in securities for such account without requiring the client's express consent to a transaction and is registered or authorized to carry on business under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction as a portfolio manager or under an equivalent category of adviser or is exempt from registration as a portfolio manager or the equivalent category of adviser; or
- (C) if it is acting as agent for one or more disclosed principals, each principal is purchasing as principal for its own account, not for the benefit of any other person, and not with a view to the resale or distribution of the Class Shares and each such principal complies with this subparagraph 6(d);
- (e) the Subscriber, or where the Subscriber is not purchasing as principal, the principal, is resident in the province set out on the Execution Page and is not resident in any other jurisdiction for tax purposes;
- (f) if the Subscriber is purchasing the Class Shares as principal, such purchase is for the Subscriber's own account and not for the benefit of any other person;
- (g) the Subscriber has the legal capacity and competence to enter into and execute this Subscription Agreement and to take all actions required pursuant hereto and if the Subscriber is a corporation, it is duly incorporated and validly subsisting under the laws of its jurisdiction of incorporation and all necessary approvals by its directors, shareholders and other such approvals as may be required have been obtained to authorize execution of this Subscription Agreement on behalf of the Subscriber;
- (h) the entering into of this Subscription Agreement and the transactions contemplated hereby do not result in the violation of any of the terms and provisions of any law applicable to, or the constating documents of, the Subscriber or of any agreement, written or oral, to which the Subscriber may be a party or by which the Subscriber is or may be bound;
- (i) the Subscriber has duly executed this Subscription Agreement which constitutes a valid and binding agreement of the Subscriber enforceable against the Subscriber;
- (j) if resident in Alberta, Manitoba, Northwest Territories, Nunavut, Saskatchewan, New Brunswick, Prince Edward Island or Newfoundland and Labrador, the Subscriber, or where the Subscriber is not purchasing as principal, the principal, hereby acknowledges that by signing this Subscription Agreement it is certifying that the statements made in the attached Eligible Investor Certificate Form are true. The Subscriber agrees to notify Olympus United in writing immediately if circumstances change such that the statements made in the attached Eligible Investor Certificate Form are no longer accurate. If the Subscriber is acting as nominee, the Subscriber shall inform:
 - (i) the principal of its requirement to notify Olympus United in writing immediately if circumstances change to the extent that the statements made in the attached Eligible Investor Certificate Form are no longer accurate; and
 - (ii) Olympus United in writing as soon as the Subscriber becomes aware of any change that may cause the statements in the attached Eligible Investor Certificate Form to no longer be accurate;
- (k) the Subscriber has not agreed to purchase Class Shares with the knowledge of a material fact about Olympus United that has not generally been disclosed;
- (l) the Subscriber is either experienced or knowledgeable with regard to the business of Olympus United, or either alone or with the Subscriber's professional advisors is capable, by reason of knowledge and experience in financial and business matters in general, and investments in particular, of evaluating the merits and risks of an investment in Class Shares and is able to bear the economic risk of losing its entire investment in Class Shares and can otherwise be reasonably assumed to have the capacity to protect the Subscriber's interest in connection with the agreement to purchase Class Shares;
- (m) no person has made to the Subscriber any written or oral representation that:
 - (i) any person will resell or repurchase any Class Shares;
 - (ii) any person will refund the purchase price of any Class Shares or as to the future price or value of any Class Shares;

- (n) the Subscriber understands:
- (i) the tax consequences of an investment in Class Shares and has obtained all tax advice deemed necessary from qualified independent tax advisors;
 - (ii) that it is not purchasing a mutual fund security distributed under a prospectus reviewed by any Securities Commission in Canada;
 - (iii) that an investment in the Class Shares is an investment in a mutual fund that is not a reporting issuer in any jurisdiction and as a consequence, the Subscriber may not receive information that would otherwise be required to be provided to the Subscriber under securities legislation;
 - (iv) no federal or provincial authority has passed upon the adequacy or accuracy of the information set forth in the Offering Memorandum or made any representation or determination as to the fairness of the investment, or any recommendation or endorsement of the Class Shares as an investment; and
 - (v) any Dealer through which it purchases Class Shares is not acting as agent for Olympus United and has no authority to make any representations on behalf of Olympus United;
- (o) the Subscriber will obtain such legal advice as it considers appropriate in connection with the execution and delivery by it of the Subscription Agreement and the performance of its obligations hereunder; and
- (p) the Subscriber will notify Olympus United in writing forthwith in the event of any change in the foregoing representations and warranties.

7. Additional Investments

The Subscriber, in the circumstances described in the Offering Memorandum, may subscribe for additional Class Shares. Please contact Olympus United for instructions for making additional subscriptions. Any such additional subscriptions will be incorporated into and form part of this subscription, and the Subscriber will be deemed to have repeated to Olympus United the acknowledgements, covenants, certifications, and representations contained herein.

8. Acceptance of Subscription

The Subscriber acknowledges that the Subscription is subject to acceptance by Olympus United and will not be accepted by Olympus United under any circumstances unless:

- (a) the Total Amount Paid is in the aggregate equal to or greater than the applicable minimum amount which may be specified in Section 6 or otherwise required by Olympus United; and
- (b) the Execution Page of this Subscription Agreement is duly executed by the Subscriber and is accompanied by:
 - (i) an executed Form 45-103F3 – Risk Acknowledgement;
 - (ii) an executed Eligible Investor Certificate Form, if applicable;
 - (iii) an completed Subscription Summary; and
 - (iv) a cheque, bank draft or money order payable in immediately available funds to or to the order of Olympus United Funds Corporation, in an amount equal to the Total Amount Paid.

The Subscriber further acknowledges that the Subscription is given for valuable consideration and may not be withdrawn or revoked by the Subscriber other than in strict accordance with the applicable rescission, contractual or statutory rights described in the Offering Memorandum which are incorporated herein by reference. Acceptance by Olympus United of the Subscription will be effective on the Closing Date.

9. Power of Attorney

Effective upon the acceptance by Olympus United of this Subscription, the Subscriber:

- (a) irrevocably appoints Lang Michener, solicitors for Olympus United (the "Attorney"), as its attorney and agent, with full power of substitution, to complete and/or correct such information in Form

- (d) to meet Olympus United's ongoing legal and regulatory requirements including, without limiting the generality of the foregoing, disclosing Subscriber Information to regulators where such disclosure is required by law; and
- (e) to disclose such Subscriber Information to Administrative Fundamentals Inc. ("AFI"), registrar and transfer agent for the Class Shares, to assist AFI in performing its duties as registrar and transfer agent.

Olympus United agrees that it will not use the Subscriber Information for any purpose except as set out above without the consent of the Subscriber. The Subscriber Information will be maintained at the offices of Olympus United at 1230 – 155 University Avenue, Toronto, Ontario, M5H 3B7 or 3050 – 630 Rene Levesque West, Montreal, Quebec, H3B 5C7 and the offices of AFI at 302 – 106 Front Street East, Toronto, Ontario, M5A 1E1 and the Subscriber shall have the right of access and rectification of the Subscriber Information at any time or from time to time during normal business hours.

Olympus United agrees that at the request of the Subscriber, it will make such information about Olympus United's privacy policies and practices made known to the Subscriber. Such information can be obtained by contacting the Corporate Secretary.

14. Language

It is the express wish of the Subscriber that this Subscription Agreement, the Offering Memorandum and any related documentation be drawn up in English. Il est de la volonté expresse de l'investisseur que la présente Offre de Souscription, la Notice d'Offre et tous les documents s'y rattachant soient rédigés en anglais.

SCHEDULE “B”



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

OLYMPUS UNITED FUNDS CORPORATION/

CORPORATION DE FONDS OLYMPUS UNITED

295484-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

a) under section 13 of the *Canada
Business Corporations Act* in
accordance with the attached notice;



a) en vertu de l'article 13 de la *Loi
canadienne sur les sociétés par
actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment
designating a series of shares;



b) en vertu de l'article 27 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;

c) under section 179 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment;



c) en vertu de l'article 179 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;

d) under section 191 of the *Canada
Business Corporations Act* as set out in
the attached articles of reorganization;



d) en vertu de l'article 191 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;

Director - Directeur

May 28, 2004 / le 28 mai 2004

Date of Amendment - Date de modification

Canada



Industry Canada
Canada Business
Corporations Act

Industrie Canada
Loi canadienne sur les
sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 - Name of the Corporation - Dénomination sociale de la société OLYMPUS UNITED FUNDS CORPORATION CORPORATION DE FONDS OLYMPUS UNITED	2 - Corporation No. - N° de la société 295484-2
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3 - The articles of the above named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

By:

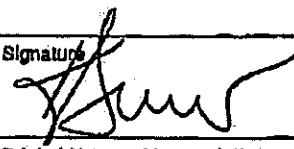

1. Reclassifying the Class C shares, none of which is issued and outstanding, as Class M shares;
2. Removing the rights, privileges, restrictions and conditions in respect of the Class C;
3. Removing all references to Class C shares, so that the rights, privileges, restrictions and conditions attached to the Common shares will be in the form set out in Exhibit 1 to these Articles of Amendment and the rights, privileges, restrictions and conditions attached to the Class A, B, D to ZZ shares will be in the form set out in Exhibit 2 to these Articles of Amendment;
4. amending Article 3 of the Articles of the Corporation to read as follows:

"3. The classes and any maximum number of shares that the Corporation is authorized to issue:

- (a) 1,000 Common shares;
- (b) an unlimited number of Class A shares;
- (c) an unlimited number of Class B shares;
- (d) an unlimited number of Class D shares;
- (e) an unlimited number of Class E shares;
- (f) an unlimited number of Class F shares;
- (g) an unlimited number of Class G shares;
- (h) an unlimited number of Class H shares;
- (i) an unlimited number of Class I shares;
- (j) an unlimited number of Class J shares;
- (k) an unlimited number of Class K shares;
- (l) an unlimited number of Class L shares;
- (m) an unlimited number of Class M shares;
- (n) an unlimited number of Class N shares;
- (o) an unlimited number of Class O shares;
- (p) an unlimited number of Class P shares;
- (q) an unlimited number of Class Q shares;
- (r) an unlimited number of Class R shares;
- (s) an unlimited number of Class S shares;
- (t) an unlimited number of Class T shares;
- (u) an unlimited number of Class U shares;
- (v) an unlimited number of Class V shares;
- (w) an unlimited number of Class W shares;
- (x) an unlimited number of Class X shares;

- (y) an unlimited number of Class Y shares;
- (z) an unlimited number of Class Z shares;
- (aa) an unlimited number of Class AA shares;
- (bb) an unlimited number of Class BB shares;
- (cc) an unlimited number of Class CC shares;
- (dd) an unlimited number of Class DD shares;
- (ee) an unlimited number of Class EE shares;
- (ff) an unlimited number of Class FF shares;
- (gg) an unlimited number of Class GG shares;
- (hh) an unlimited number of Class HH shares;
- (ii) an unlimited number of Class II shares;
- (jj) an unlimited number of Class JJ shares;
- (kk) an unlimited number of Class KK shares;
- (ll) an unlimited number of Class LL shares;
- (mm) an unlimited number of Class MM shares;
- (nn) an unlimited number of Class NN shares;
- (oo) an unlimited number of Class OO shares;
- (pp) an unlimited number of Class PP shares;
- (qq) an unlimited number of Class QQ shares;
- (rr) an unlimited number of Class RR shares;
- (ss) an unlimited number of Class SS shares;
- (tt) an unlimited number of Class TT shares;
- (uu) an unlimited number of Class UU shares;
- (vv) an unlimited number of Class VV shares;
- (ww) an unlimited number of Class WW shares;
- (xx) an unlimited number of Class XX shares;
- (yy) an unlimited number of Class YY shares;
- (zz) an unlimited number of Class ZZ shares.

There are attached to the shares the rights, privileges, restrictions and conditions as set forth in Exhibits 1 and 2 attached.”;

Date May 26 th 2004	Signature 	4 -- Capacity of -- En qualité de Authorized Officer
For Departmental Use Only À l'usage du ministère seulement Filed Déposée	Printed Name -- Nom en lettres moulées > JUN 01 2004 F. SIMOES	

IC 3068 (2001/11)

EXHIBIT 1**OLYMPUS UNITED FUNDS CORPORATION/CORPORATION DE FONDS
OLYMPUS UNITED****RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS****COMMON SHARES****Attachment of Rights, Privileges, Restrictions and Conditions**

1. There are attached to the Common Shares the rights, privileges, restrictions and conditions set forth herein.

Dividends

2. No dividends shall be declared or payable on the Common Shares.

Liquidation Entitlement

3. Subject to the right, privileges, restrictions and conditions attached to the Class A, B, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF, GG, HH, II, JJ, KK, LL, MM, NN, OO, PP, QQ, RR, SS, TT, UU, VV, WW, XX, YY and ZZ shares, in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to receive repayment of the capital paid on each Common Share but will not be entitled, as such, to participate further in the distribution of the remaining assets of the Corporation.

Voting Rights on Common Shares

4. The holders of the Common Shares will, as such, be entitled to receive notice of and attend all meetings of the shareholders of the Corporation and to one vote for each Common Share held in respect of all matters on which shareholders of the Corporation are entitled to vote, except matters on which shareholders, other than holders of Common Shares, are entitled to an exclusive right to vote.

EXHIBIT 2

**OLYMPUS UNITED FUNDS CORPORATION/
CORPORATION DE FONDS OLYMPUS UNITED**

RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS

CLASS A SHARES, CLASS B SHARES, CLASS D SHARES,
CLASS E SHARES, CLASS F SHARES, CLASS G SHARES, CLASS H SHARES,
CLASS I SHARES, CLASS J SHARES, CLASS K SHARES, CLASS L SHARES,
CLASS M SHARES, CLASS N SHARES, CLASS O SHARES, CLASS P SHARES,
CLASS Q SHARES, CLASS R SHARES, CLASS S SHARES, CLASS T SHARES,
CLASS U SHARES, CLASS V SHARES, CLASS W SHARES, CLASS X SHARES,
CLASS Y SHARES, CLASS Z SHARES, CLASS AA SHARES, CLASS BB SHARES,
CLASS CC SHARES, CLASS DD SHARES, CLASS EE SHARES, CLASS FF SHARES,
CLASS GG SHARES, CLASS HH SHARES, CLASS II SHARES, CLASS JJ SHARES,
CLASS KK SHARES, CLASS LL SHARES, CLASS MM SHARES, CLASS NN SHARES,
CLASS OO SHARES, CLASS PP SHARES, CLASS QQ SHARES, CLASS RR SHARES,
CLASS SS SHARES, CLASS TT SHARES, CLASS UU SHARES, CLASS VV SHARES,
CLASS WW SHARES, CLASS XX SHARES, CLASS YY SHARES and CLASS ZZ SHARES

Attachment of Special Rights, Privileges, Restrictions and Conditions

1. There are attached to the Class A shares, the Class B shares, the Class D shares, the Class E shares, the Class F shares, the Class G shares, the Class H shares, the Class I shares, the Class J shares, the Class K shares, the Class L shares, the Class M shares, the Class N shares, the Class O shares, the Class P shares, the Class Q shares, the Class R shares, the Class S shares, the Class T shares, the Class U shares, the Class V shares, the Class W shares, the Class X shares, the Class Y shares, the Class Z shares, the Class AA shares, the Class BB shares, the Class CC shares, the Class DD shares, the Class EE shares, the Class FF shares, the Class GG shares, the Class HH shares, the Class II shares, the Class JJ shares, the Class KK shares, the Class LL shares, the Class MM shares, the Class NN shares, the Class OO shares, the Class PP shares, the Class QQ shares, the Class RR shares, the Class SS shares, the Class TT shares, the Class UU shares, the Class VV shares, the Class WW shares, the Class XX shares, the Class YY shares and the Class ZZ shares the powers, preferences, rights, privileges, qualifications, limitations, restrictions and conditions set forth herein.

2. For the purposes hereof, the Class A shares, the Class B shares, the Class D shares, the Class E shares, the Class F shares, the Class G shares, the Class H shares, the Class I shares, the Class J shares, the Class K shares, the Class L shares, the Class M shares, the Class N shares, the Class O shares, the Class P shares, the Class Q shares, the Class R shares, the Class S shares, the Class T shares, the Class U shares, the Class V shares, the Class W shares, the Class X shares, the Class Y shares, the Class Z shares, the Class AA shares, the Class BB shares, the Class CC shares, the Class DD shares, the Class EE shares, the Class FF shares, the Class GG shares, the Class HH shares, the Class II shares, the Class JJ shares, the Class KK shares, the Class LL

shares, the Class MM shares, the Class NN shares, the Class OO shares, the Class PP shares, the Class QQ shares, the Class RR shares, the Class SS shares, the Class TT shares, the Class UU shares, the Class VV shares, the Class WW shares, the Class XX shares, the Class YY shares and the Class ZZ shares are herein sometimes referred to, both collectively and as an individual Class, as the "Shares".

Definitions

3. In this Part,

"Associated Assets" means

- (a) with respect to the Class A shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class A shares;
- (b) with respect to the Class B shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class B shares;
- (c) with respect to the Class D shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class D shares;
- (d) with respect to the Class E shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class E shares;
- (e) with respect to the Class F shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class F shares;

(f) with respect to the Class G shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class G shares;

(g) with respect to the Class H shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class H shares;

(h) with respect to the Class I shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class I shares;

(i) with respect to the Class J shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class J shares;

(j) with respect to the Class K shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class K shares;

(k) with respect to the Class L shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class L shares;

(l) with respect to the Class M shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class M shares;

(m) with respect to the Class N shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class N shares;

(n) with respect to the Class O shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class O shares;

(o) with respect to the Class P shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class P shares;

(p) with respect to the Class Q shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class Q shares;

(q) with respect to the Class R shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class R shares;

(r) with respect to the Class S shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class S shares;

(s) with respect to the Class T shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class T shares;

(t) with respect to the Class U shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class U shares;

(u) with respect to the Class V shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class V shares;

(v) with respect to the Class W shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class W shares;

(w) with respect to the Class X shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class X shares;

(x) with respect to the Class Y shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class Y shares;

(y) with respect to the Class Z shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class Z shares;

(z) with respect to the Class AA shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class AA shares;

(aa) with respect to the Class BB shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class BB shares;

(bb) with respect to the Class CC shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class CC shares;

(cc) with respect to the Class DD shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class DD shares;

(dd) with respect to the Class EE shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class EE shares;

(ee) with respect to the Class FF shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class FF shares;

(ff) with respect to the Class GG shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class GG shares;

(gg) with respect to the Class HH shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class HH shares;

(hh) with respect to the Class II shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class II shares;

(ii) with respect to the Class JJ shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class JJ shares;

(jj) with respect to the Class KK shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class KK shares;

(kk) with respect to the Class LL shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class LL shares;

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(ll) with respect to the Class MM shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class MM shares;

(mm) with respect to the Class NN shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class NN shares;

(nn) with respect to the Class OO shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class OO shares;

(oo) with respect to the Class PP shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class PP shares;

(pp) with respect to the Class QQ shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class QQ shares;

(qq) with respect to the Class RR shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class RR shares;

(rr) with respect to the Class SS shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class SS shares;

(ss) with respect to the Class TT shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class TT shares;

(tt) with respect to the Class UU shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class UU shares;

(uu) with respect to the Class VV shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class VV shares;

(vv) with respect to the Class WW shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class WW shares;

(ww) with respect to the Class XX shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class XX shares;

(xx) with respect to the Class YY shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class YY shares;

(yy) with respect to the Class ZZ shares, those Cell Assets of the Barbados Subsidiary established as a segregated cell and acquired and designated as such pursuant to one or more Investment Contracts to which such segregated cell relates, together with such assets of the Corporation as the Board may determine are properly attributable to or associated with the Class ZZ shares;

"Barbados Subsidiary" means Olympus United Bank and Trust SCC., a subsidiary of the Corporation incorporated on September 29, 1993 under the Companies Act of Barbados (Inc. No. 8864);

"Board" means the board of directors of the Corporation;

"Business Day" means a day other than a Saturday, a Sunday, a statutory holiday in the United States of America or a day on which

(a) any futures or stock exchange, board of trade or other interdealer market or contract market on which more than 50% of the Barbados Subsidiary's investments are traded, is closed, or during which dealings are substantially restricted or suspended,

(b) any state of affairs exists as a result of which in the opinion of the Board, disposal of investments by the Barbados Subsidiary is not practical,

(c) any breakdown has occurred in the means of communication normally employed in transacting, processing and determining the price of any of the Barbados Subsidiary's investments or current prices on any futures or stock exchange on which more than 50% of the Barbados Subsidiary's investments are traded, or

(d) the transfer of funds involved in the realization or acquisition of any investments cannot, in the opinion of the Board, be effected at normal rates of exchange;

"Cell" means the structure by which Cell Assets of the Barbados Subsidiary are segregated and protected in the manner as provided for in the *Companies Act*;

"Cell Assets" in respect of a particular cell means those assets of the Barbados Subsidiary which are designated by the directors from time to time of the Barbados Subsidiary to be attributable to that segregated cell pursuant to Section 356.28(4)(b) of the *Companies Act*;

"Companies Act" means the Companies Act, Chapter 308 of the Laws of Barbados;

"Elected Share Value", at any time, means the Net Asset Value Per Share of an Elected Share calculated, as at the Exchange Date;

"Elected Shares" has the meaning ascribed thereto in §10 and "Elected Share" means any one of them;

"Exchange Date" means the first Business Day following the day on which the Corporation receives a Notice of Exchange pursuant to §12;

"Exchange Share" has the meaning ascribed thereto in §10 and "Exchange Shares" means one or more of them and includes a fraction thereof;

"Exchange Share Value", at any time, means the Net Asset Value Per Share of an Exchange Share, as at the Exchange Date;

"Investment Contract", at any time, means an agreement between the Corporation and the Barbados Subsidiary pursuant to the terms of which the Corporation subscribes for capital in the Barbados Subsidiary, to enable the Barbados Subsidiary to make investments into investment funds which are owned, managed and controlled (directly or indirectly) by the Barbados Subsidiary;

"Net Asset Value Per Share", at any time, means, in respect of each Share of a Special Class, the net asset value of such Share determined primarily on the basis of the net value of the applicable Associated Assets and as determined by the Board in accordance with such method of valuation as the Board may deem proper, provided that such method is in accordance with generally accepted accounting principles applicable thereto. In determining the Net Asset Value Per Share in respect of each Share of a Special Class,

the Board may make the determination based on the total number of Shares of that Special Class which are issued or subscribed for regardless of whether the consideration for the subscription for Shares of that Special Class has been paid or not;

"Offering Document" means a document which describes, inter alia, the terms pursuant to which Shares of a Special Class may be offered for sale;

"Special Class" means any class of Shares; and

"Valuation Date" means such Business Day or Business Days as the Board may determine.

Redemption at Request of Holder

4. If a holder of one or more Shares delivers to the Corporation a written request ("Notice of Redemption") that the Corporation redeem in accordance with §9 all or some specified number less than all of such Shares held by him, the Corporation will, unless it is prohibited by law from effecting the requested redemption, redeem every Share it is so requested to redeem, on or before the day (the "Redemption Date") which is such number of days prescribed from time to time by the Board after the Corporation has received the Notice of Redemption, provided that the Redemption Date will be no later than the time prescribed for redemption set out in the Offering Document pursuant to which the Share was issued.

Redemption Price

5. The redemption price (the "Redemption Price") for each Share redeemed at the request of the holder will be the Net Asset Value Per Share of such Share as at the first Valuation Date following the day on which the Corporation receives the Notice of Redemption.

Right of Corporation to Redeem Shares

6. The Corporation may, by delivering written notice (the "Corporation Notice") to a holder, redeem at the Redemption Price each such Share held by the holder in accordance with §9 on or before the day (the "Redemption Date") which is such number of days prescribed from time to time by the Board, provided that the Redemption Date will be no later than the time prescribed for redemption set out in the Offering Document pursuant to which the Share was issued.

Adjustment of Redemption Price

7. If it is at any time asserted by the holder of a Share that is the subject of either a Notice of Redemption under §4 or a Corporation Notice under §6 that the Redemption Price for such Share is greater than the Redemption Price determined by the Board as the Net Asset Value Per Share of such Share on the applicable Valuation Date, the Corporation and every such holder of a Share will attempt to agree on such Redemption Price, and if they are unable so to agree any of them may submit the matter for determination by arbitration proceedings to which the Corporation and every such holder are parties. In no event shall the Redemption Price be greater than a price which, if paid to a holder of Shares of a Special Class, would contravene §36(2) of the Canada Business Corporations Act.

Arbitration

8. Any matter submitted for determination by arbitration pursuant §7 will be determined by the auditor from time to time of the Corporation. If the auditor of the Corporation is unable or unwilling to act as an arbitrator, then a single arbitrator will be appointed and will act pursuant to the laws prevailing in British Columbia governing the arbitration of commercial disputes.

Rules and Procedures for Redemptions

9. All redemptions of Shares will be in accordance with the following rules and procedures:

(a) if there is more than one holder of Shares of that class, the Corporation will not be obligated to redeem such Shares pro rata according to the number of such Shares held by each such holder, but may, as the Board sees fit, but subject to the stipulations of any lawful agreement or joint direction of the holders of the Shares of that class of which the Board is aware, redeem such Shares disproportionately and to the entire exclusion of one or more such holders;

(b) on the Redemption Date the Corporation will, on presentation and surrender of the certificate (if any) representing a Share to be redeemed, at the principal business office of the Corporation or at the office of the Corporation's registrar and transfer agent, pay or cause to be paid, to or to the order of the registered holder of the Share, the Redemption Price therefor less any redemption fee ("Redemption Fee") which the Board may at any time and from time to time prescribe;

(c) if less than all the Shares evidenced by a certificate are redeemed, a new certificate for the balance will be issued at the request of the holder and at the expense of the Corporation;

(d) after the Redemption Date, the holder of a Share called for redemption will not be entitled to exercise any of the rights of a holder thereof unless payment of the redemption price less the Redemption Fee, if any, is not made in accordance with the provisions of the Articles, in which case the rights of the holder will thereupon be restored;

(e) If a Share to be redeemed is represented by a certificate and the holder thereof fails to present and surrender such certificate before the expiration of 15 days after the Redemption Date for such Share, the Corporation may deposit the Redemption Price less the Redemption Fee, if any, for such Share in a special account at any commercial bank in the City of Vancouver selected by the Board to be paid without interest to or to the order of the holder upon presentation and surrender to such bank of the certificate, and upon the making of such deposit every Share in respect of which the deposit is made will be deemed to be redeemed and the rights of the holder thereof after such deposit will be limited to receiving without interest the Redemption Price therefor less the Redemption Fee, if any, so deposited against presentation and surrender of the certificate;

(f) the Corporation may postpone or suspend a Redemption Date

- (i) during any period when any futures or stock exchange, board of trade or other interdealer market or contract market on which more than 50% of the Barbados Subsidiary's investments are traded, is closed, or during which dealings are substantially restricted or suspended;
- (ii) during the existence of any state of affairs as a result of which, in the opinion of the Board, disposal of investments by the Barbados Subsidiary is not practical;
- (iii) during any breakdown in the means of communication normally employed in transacting, processing and determining the price of any of the Barbados Subsidiary's investments or current prices on any futures or stock exchange; or
- (iv) during any period when the transfer of funds involved in the realization or acquisition of any investments cannot, in the opinion of the Board, be effected at normal rates of exchange.

Holders of Shares having requested redemption of their Shares will promptly be notified in writing of any such postponement or suspension and will be promptly notified upon termination of such postponement or suspension. During any period of suspension, a holder who previously submitted a written notice requesting redemption may withdraw the notice.

Share Exchange

10. Each Share or fraction thereof of a Special Class (an "Exchange Share") may be exchanged for Shares (or fractions thereof) of a different Special Class (the "Elected Shares") at any time in accordance with the procedures, and on the conditions, set out in §11 to §14 inclusive.

Exchange Calculation

11. The number of Elected Shares for which an Exchange Share may be exchanged will equal the result obtained when

- (a) the Exchange Share Value as at the Exchange Date

is divided by

- (b) the Elected Share Value as at the Exchange Date.

Exchange Procedure

12. In order to effect a Share exchange, the holder of one or more Exchange Shares to be exchanged must

- (a) deliver to the registered office of the Corporation in Canada or such other location as the Corporation may, from time to time, specify by written notice delivered to the holders of Shares,

(i) a written notice ("Notice of Exchange") signed by the holder directed to the Corporation requesting the exchange and specifying the number of Exchange Shares to be exchanged and the Special Class of Shares for which such Exchange Shares are to be exchanged, and

(ii) one or more certificates registered in the name of the holder evidencing not less than the number of Exchange Shares requested to be exchanged, not endorsed for transfer to any specified transferee, and

(b) pay to the Corporation any charge that the Corporation is or may be obligated to pay to any governmental authority by reason of the exchange.

When Effective

13. An exchange will be deemed to be effected on compliance by the holder with the provisions of §12 and the Corporation will issue to the holder, at the holder's request

(a) one or more certificates registered in the name of the holder evidencing the Elected Shares for which Exchange Shares evidenced by the certificate or certificates so delivered are exchanged, and

(b) one or more certificates registered in the name of the holder evidencing any shares evidenced by a certificate so delivered that are not Exchange Shares.

Stated Capital Account

14. Upon an exchange of Exchange Shares for Elected Shares, the Corporation will deduct from the stated capital account of the Special Class of the Exchange Shares (the "Exchange Class") an amount equal to that proportion of the stated capital account of the Exchange Class, immediately prior to the exchange, that the number of Exchange Shares is of the total number of Shares of the Exchange Class that are issued and outstanding immediately prior to the exchange, and the Corporation will add a similar amount to the stated capital account of the Special Class of the Elected Shares.

Exchange Notice to Barbados Subsidiary

15. Immediately upon receipt of a Notice of Exchange in accordance with §12, the Corporation will deliver to the Barbados Subsidiary a written direction to liquidate sufficient of the Associated Assets of the Special Class of Exchange Shares as would be necessary to pay the Exchange Share Value for each Special Share being exchanged. The Corporation will also direct the Barbados Subsidiary to reinvest the proceeds from the liquidation of these assets into Associated Assets of the Special Class of Elected Shares.

Adjustment of Exchange Share Value or Elected Share Value

16. If it is at any time asserted by the holder of an Exchange Share that is the subject of a Notice of Exchange under §12 that either the Exchange Share Value or the Elected Share Value, as the case may be, is different than the Exchange Share Value or the Elected Share Value, as the

case may be, as determined by the Board, the Corporation and every such holder of an Exchange Share will attempt to agree on such Exchange Share Value or Elected Share Value, as the case may be, and if they are unable so to agree any of them may submit the matter for determination by arbitration proceedings to which the Corporation and every such holder are parties.

Arbitration

17. Any matter submitted for determination by arbitration pursuant to §16 will be determined by the auditor from time to time of the Corporation. If the auditor of the Corporation is unable or unwilling to act as an arbitrator, then a single arbitrator will be appointed and will act pursuant to the laws prevailing in British Columbia governing the arbitration of commercial disputes.

Restrictions on Voting and Participation

18. Except as otherwise provided herein or required by law, a holder of a Share will not as such be entitled to

- (a) receive notice of, attend or vote at any meeting of the shareholders of the Corporation or on any resolutions to be submitted to a vote of such shareholders while any share other than a Share is outstanding, or
- (b) subscribe for or purchase any part of any issue of shares, bonds, debentures or other securities of the Corporation, except as required by law, while any share other than a Share is outstanding.

Restriction on Class Voting

19. The holders of Shares of any Special Class are not entitled to vote separately as a class upon a proposal to amend the Articles of the Corporation to

- (a) increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class,
- (b) effect an exchange, reclassification or cancellation of all or part of the shares of such class, or
- (c) create a new class of shares equal or superior to the shares of such class.

Cancellation on Redemption

20. A Share that is redeemed, exchanged or purchased by the Corporation will be cancelled and returned to the authorized and unissued capital of the Corporation of the same Special Class and shall be eligible for re-issue.

Dividends

21. The Board may from time to time in its absolute discretion declare and authorize the payment of a dividend on any Special Class of Shares to the exclusion of any other Special Class of Shares and in such manner as the Board may in its absolute discretion determine, provided that any such dividend will be declared and paid rateably in respect of all of the Shares of the Special Class in respect of which such dividend is declared and paid.

Liquidation Entitlement

22. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs

(a) there will be paid to each holder of Class A shares, in respect of each such Share held by such holder:

(i) any dividends declared but unpaid in respect of such Share; and

(ii) the amount that would be the Redemption Price therefor if the time of payment had been the Valuation Date,

(b) the provisions of §22(a) will apply mutatis mutandis to the other Special Classes of Shares, respectively.

Share Certificates

23. The Corporation will, upon receipt of a written request from a holder of Shares but not otherwise, deliver to the holder a share certificate representing the Shares held. Each share certificate so issued shall be registered in the name of the party who is at the date of issuance, shown on the register of shareholders of the Corporation as the holder of the Shares represented by such certificate.

Valuation

24. The Corporation will, as soon as is practicable on or after each Valuation Date, determine the Net Asset Value Per Share for a Share of each Special Class, and will provide such determination to a holder of a Share upon receipt of a request therefor.

Fractional Shares Generally

25. Shares may be issued or exchanged in fractions and a fractional share shall have the same corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a whole Share of the same class or series of shares.

ONTARIO SECURITIES COMMISSION

Applicant

and

**GESTON DE PLACEMENTS NORSHIELD (CANADA)
LTÉE/NORSHIELD ASSET MANAGEMENT (CANADA)
LTD. ET AL.**

Respondents

Court File No.:05-CL-5965

ONTARIO

SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced in Toronto

**SIXTEENTH REPORT OF THE
RECEIVER (Dated August 19, 2011)**

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Toronto-Dominion Centre
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Lawyers for RSM Richter Inc., in its capacity as
Receiver of Respondent Olympus United Funds
Corporation/Corporation de Fonds Unis
Olympus

TAB 3

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.)	Monday, THE 22nd
)	
JUSTICE COLIN CAMPBELL)	DAY OF AUGUST, 2011

IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, c. S.5, AS AMENDED

B E T W E E N:

ONTARIO SECURITIES COMMISSION

Applicant

- and -

GESTION DE PLACEMENTS NORSHIELD (CANADA) LTÉE /
NORSHIELD ASSET MANAGEMENT (CANADA) LTD., NORSHIELD INVESTMENT
PARTNERS HOLDINGS LTD. / GESTION DES PARTENAIRES D'INVESTISSEMENT
NORSHIELD LTÉE, OLYMPUS UNITED FUNDS HOLDINGS CORPORATION,
OLYMPUS UNITED FUNDS CORPORATION / CORPORATION DE FONDS UNIS
OLYMPUS, OLYMPUS UNITED BANK AND TRUST SCC, GROUPE OLYMPUS
UNITED INC. / OLYMPUS UNITED GROUP INC.

Respondents

MINUTES OF SETTLEMENT APPROVAL ORDER

THIS MOTION brought jointly by RSM Richter Inc. ("**Richter**"), the court appointed receiver ("**Receiver**") of, *inter alia*, the respondent Olympus United Funds Corporation/Corporation de Fonds Unis Olympus ("**Olympus Funds**") and KPMG LLP ("**KPMG**") for an Order authorizing the Receiver's execution of the Minutes of Settlement attached to this Order as

Schedule "A" and an Order approving the Minutes of Settlement was read this day at 330 University Avenue, Toronto, Ontario.

ON READING the Minutes of Settlement and the Sixteenth Report of the Receiver dated August 19, 2011 (the "**Sixteenth Report**"), and on hearing the submissions of counsel for the Receiver and KPMG;

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT AUTHORIZES** the Receiver's execution of the Minutes of Settlement.
3. **THIS COURT DECLARES** that the Minutes of Settlement are fair and reasonable and hereby approves same.
4. **THIS COURT DIRECTS** that the Minutes of Settlement be sealed from the public record until further Order of this Court;
5. **THIS COURT ORDERS** that the Sixteenth Report of the Receiver, and the activities and conduct of the Receiver described therein, are hereby approved; and
6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, Barbados, The Bahamas, the Cayman Islands or any other nation or state, to give effect to this Order and to assist the Receiver, and its respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative

bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its respective agents in carrying out the terms of this Order.

The Honourable Mr. Justice Colin Campbell

ONTARIO SECURITIES COMMISSION
Applicant

and

GESTON DE PLACEMENTS NORSHIELD (CANADA)
LTÉE/NORSHIELD ASSET MANAGEMENT (CANADA)
LTD. ET AL.

Respondents

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ONTARIO
SUPERIOR COURT OF JUSTICE
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**MINUTES OF SETTLEMENT
APPROVAL ORDER**

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ONTARIO SECURITIES COMMISSION
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Court File No.:05-CL-5965

ONTARIO
SUPERIOR COURT OF JUSTICE
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MOTION RECORD

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