

PROFIT THROUGH PARTNERSHIP



FAIRFORD PROPERTIES II LIMITED PARTNERSHIP

AN OPPORTUNITY TO INVEST IN HODSMAN GROUP, AN INDUSTRIAL
REAL ESTATE LIMITED PARTNERSHIP LOCATED IN REGINA, SASKATCHEWAN

General Disclaimer

This investment summary (the "Summary") has been prepared by management of Fairford Properties II Limited Partnership (the "Partnership"), and is based on public information and the Partnership's confidential information. This Summary is for information purposes only and is being made available on a confidential basis solely to enable the prospective "accredited" and other qualified investors authorized by the Partnership to evaluate the limited partnership units of the Partnership (the "Securities" or "Units"). This Summary does not constitute an offer to sell to any person, or a general offer to the public of, or the general solicitation from the public of offers to subscribe or purchase, any of the Securities. Any unauthorized use of this Summary is strictly prohibited. Distribution or copying of this Summary, in whole or in part in any medium, to any person other than the prospective investor is prohibited without the prior written consent of the Partnership. The information contained in the Summary, made to you verbally and any other information provided to you (in writing or otherwise) in connection with the Partnership and its business (the "Summary Materials") is subject to updating, completion, revision, verification and amendment without notice which may result in material changes. The Summary Materials are not intended to provide financial, tax, legal or accounting advice and do not purport to contain all the information that a prospective investor may require. Each prospective investor should perform and rely on its own investigation and analysis of the Partnership and the terms of any offering of the Securities, including the merits and risks involved, and are advised to seek their own professional advice on the legal, financial and taxation consequences of making an investment in the Partnership. The Securities are highly speculative. Certain information contained herein includes market and industry data that has been obtained from or is based upon estimates derived from third party sources, including industry publications, reports and websites. Third party sources generally state that the information contained therein has been obtained from sources the Partnership believes can be reasonably relied-on, but there is no assurance or guarantee as to the accuracy or completeness of included data. Although the data is believed to be reasonably reliable, neither the Partnership nor its agents have independently verified the accuracy, currency or completeness of any of the information from third party sources referred to in this Summary or ascertained from the underlying economic assumptions relied upon by such sources. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon the Summary Materials, and any representation to the contrary is an offence. Neither the Partnership nor any agent of the Partnership makes any representation or warranty, express or implied, and assumes no responsibility for the accuracy or completeness of the information contained in the Summary Materials or any other oral or written communication transmitted to prospective investors, and nothing contained in this summary is, or shall be relied upon as, a promise or representation by the Partnership or any agent of the Partnership as to the past or future performance of the Partnership. The Partnership retains the right, at any time, to terminate any discussions or negotiations with prospective investors. In the event of such termination the Partnership will not be under any obligation to disclose the reasons for such termination nor will they have any liability to any recipient hereof for any costs whatsoever incurred in the consideration of the information contained in these Summary Materials.

Forward-Looking Statements

This Summary contains “forward-looking information” within the meaning of applicable Canadian securities laws and “forward-looking statements” within the meaning of applicable securities legislation (collectively, “Forward-Looking Statements”). All statements, other than statements of historical fact, that address activities, events or developments that the Partnership believes, expects or anticipates will, may, could or might occur in the future are Forward-Looking Statements. The words “expect,” “anticipate,” “estimate,” “may,” “could,” “might,” “will,” “would,” “should,” “intend,” “believe,” “target,” “budget,” “plan,” “strategy,” “goals,” “objectives,” “projection” or the negative of any of these words and similar expressions are intended to identify Forward-Looking Statements, although these words may not be present in all Forward-Looking Statements.

Forward-Looking Statements are subject to a number of risks and uncertainties that may cause the actual events or results to differ materially from those discussed in the Forward-Looking Statements, and even if events or results discussed in the Forward Looking Statements are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Partnership.

Factors that could cause actual results or events to differ materially from current expectations include, among other things: the economic outlook for Saskatchewan in general and other factors that may impact on the revenue generating potential of the subject property and/or the financial condition and financial results of the Partnership; fluctuations in interest rates, rental rates and vacancy rates; the ability to obtain and maintain tenants for rental premises; competition in the local area; costs of insurance; adverse tax changes.

This list is not exhaustive of the factors that may affect the Partnership’s Forward-Looking Statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the Forward-Looking Statements. The Partnership’s Forward-Looking Statements are based on beliefs, expectations and opinions of management on the date the statements are made and the Partnership does not assume any obligation to update Forward-Looking Statements whether as a result of new information, future events or otherwise, or if circumstances or management’s beliefs, expectations or opinions change, except as required by law. A number of important facts could cause actual results to differ materially from those indicated by the Forward-Looking Statements, including, but not limited to, the risks described herein. For the reasons set forth above, investors should not place undue reliance on Forward-Looking Statements. The Partnership undertakes no obligation to update its Forward-Looking Statements to reflect events or circumstances after the date of this Summary or to reflect the occurrence of unanticipated events other than as required by law. Accordingly, readers should not place undue reliance on Forward-Looking Statements.

HISTORY

Commercial real estate investments are complex. The need for large capital outlays, mortgage financing, and an understanding of the intricacies of asset and property management present a number of barriers to individual investors. Taken together, these impediments ensure that only specialist developers and large financial organizations benefit from the bulk of the profits, capital gains, and tax advantages available in this highly lucrative field.

The Millennium III Group of Companies was founded 44 years ago to overcome these barriers. By facilitating collective ownership of commercial real estate through a limited partnership structure, we offer investors the opportunity to profit through partnership.

Millennium III acquires and develops commercial properties with minimum individual capital outlay and maximum tax advantages. Investors, as part owners of a property, participate fully in the profit from operations while maintaining limited liability. The directors of Millennium III personally purchase partnership units in each offering, ensuring our commitment to the project's long-term success.

The Millennium III Group is one of the largest commercial landlords in Saskatoon, Saskatchewan, with a proven track record of investment in 94 projects across Western Canada. Along with our more than 1,700 investors, we currently own and manage:

- Over \$450 million in investment property throughout Saskatchewan and Alberta
- 72 commercial properties
- 1.9 million square feet of leasable space with more than 600 industrial, retail, and office tenants

Our limited partners have benefited from tax advantages, capital gains, and long-term income from their real estate investments. Many partners have multiple investments in a number of our projects, returning year after year to participate in our new syndications.

We have been helping investors profit through partnership for 44 years. We welcome you to join us.



John A.W. Kearley

President, The Millennium III Group of Companies

SERVICES

The Millennium III Group offers investors complete asset management. We provide distributions of surplus cash, all required income tax documentation, annual financial statements, and progress reports on leasing activities.

**INVESTING IN WESTERN CANADA
FOR 44 YEARS**



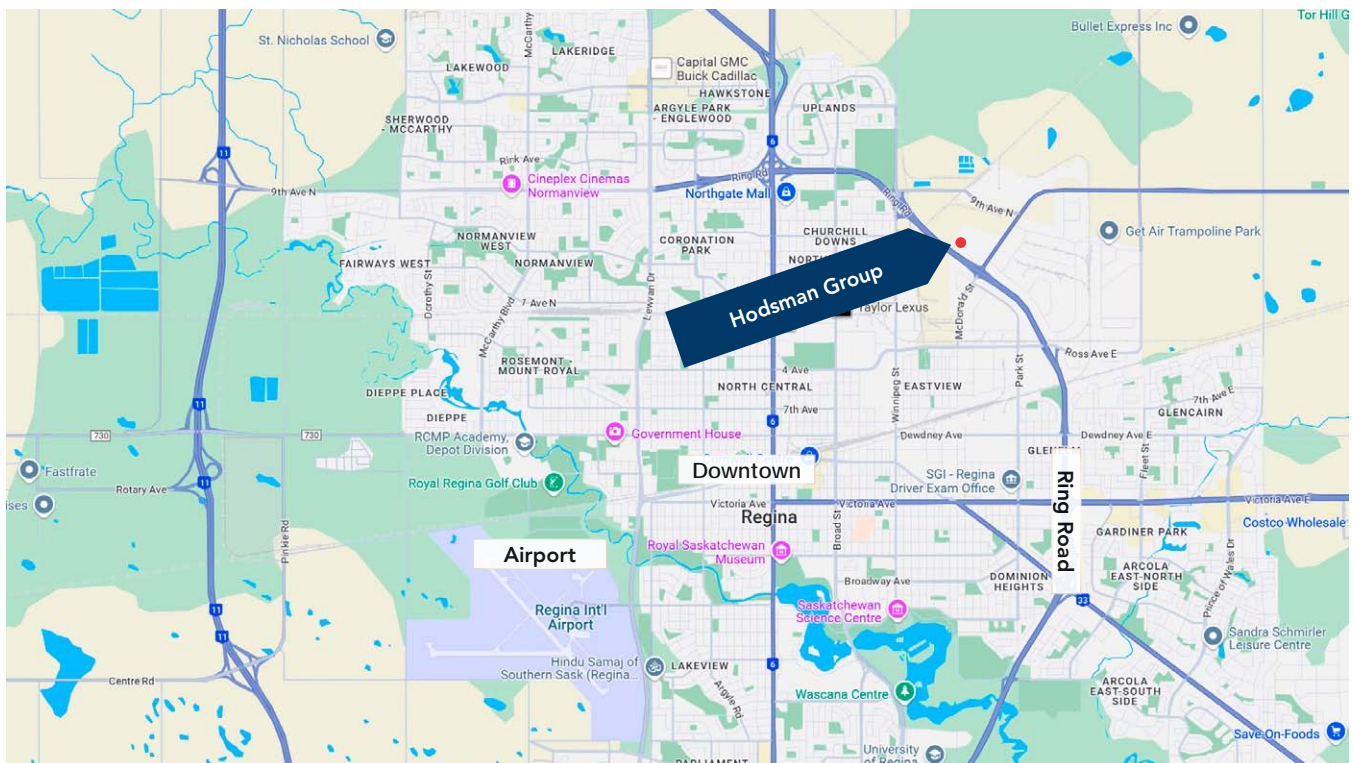
HODSMANGROUP

The Millennium III Group is committed to investing in Western Canada. Hodsman Group is our 54th commercial real estate project in our home province of Saskatchewan.

The project offers:

- Tax advantages from partnership setup and refurbishment expenses
- Long-term income and equity growth potential
- Opportunities for intergenerational wealth transfer and income splitting

Hodsman Group is located at 220 - 230 Hodsman Road, Regina, SK.



Hodsman Group is situated in the Ross Industrial neighbourhood of Regina on Hodsman Road adjacent to Ring Road, the main arterial roadway in the northeast area of the city. According to the Colliers first quarter 2024 Regina Industrial Market Report, Ross Industrial has a vacancy rate of 1.4%.

PROPERTY HIGHLIGHTS

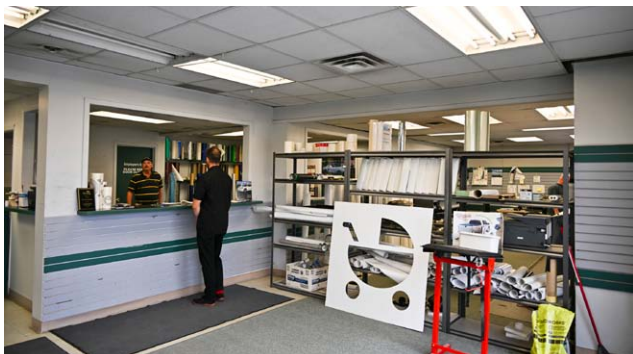
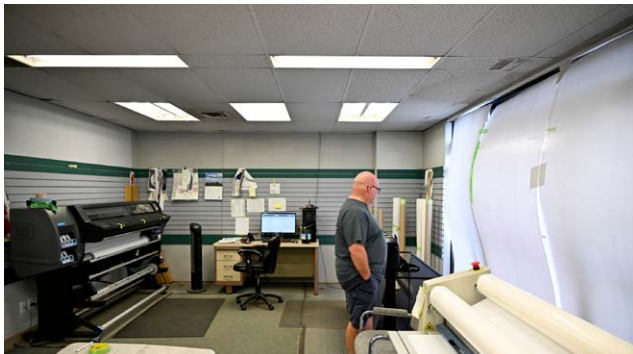
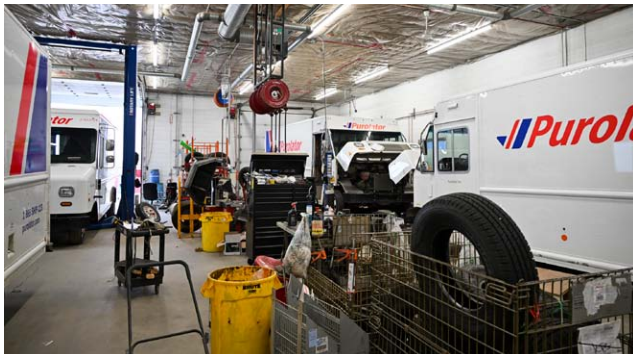
- National tenant
- Low neighbourhood vacancy
- Convenient access
- Desirable grade level bays

TENANTS

AREA (SQ. FT.)

Purolator	6,000
Old Dudes' Cycle	2,500
Pretty Penny Accounting Services	2,500
Accent Striping	5,000
Eagle Electric	2,500
RSS Equipment	6,000

Total **24,500**



OPTIONAL EQUITY LOAN PROGRAM

Investment units can be purchased with a \$5,500 down payment. Financing of the remaining balance of \$19,200 can be arranged through select financial institutions.* Interest on funds borrowed to invest can be written off.

* Investors must qualify

2025	\$5,500
2026	5,000
2027	5,000
2028	5,000
2029	4,200

TOTAL **\$24,700**

PROFIT THROUGH PARTNERSHIP

\$24,700 INVESTMENT PER UNIT

\$12,945*

INITIAL WRITE-OFF

- Initial write-off may be partially offset by any income earned in the first year. In addition, write-offs are available beyond the first year, which may be used within the partnership to offset income that would otherwise be taxable.

CAPITALIZATION OF PROJECT AND EQUITY REQUIREMENT

Total Capitalization:

24 Units @ \$56,695 = \$1,360,680

Equity Requirement:

24 Units @ \$24,700 = \$592,800

- Principals and senior employees of the Project Sponsor purchase up to 2 of these units.
- Equity contribution includes \$1,000 per unit refundable contingency reserve.
- All funds required for the initial refurbishment of the property are covered by this equity injection.
- You may not be able to sell these securities except in very limited circumstances.

* The investment is structured to take advantage of the write off of costs associated with acquisition and takeover of the property, new leasing and enhancement of existing leases, distribution of the partnership units, placement of mortgage financing, and the provision of various financial services. As well, a portion of the funds raised through this offering is dedicated to the costs of tenant leasehold improvements and building exterior and site refurbishing, which are subject to immediate, 100% write off. These write-offs are available to investors in accordance with several provisions of the Income Tax Act (Canada) to set off against their income from other sources, as well as from this partnership, in the early years of the project. Partnership income may also be partially offset throughout the life of the investment from Capital Cost Allowance deductions.

** Estimate based on the business model of Millennium III Capital Corporation and the operation of similar projects and properties. Certain statements contained in this investment summary constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "target", "expect", and similar expressions are intended to identify forward-looking statements. Such statements reflect Fairford Properties II Limited Partnership's current views with respect to future events and are subject to certain risks, uncertainties, and assumptions (known and unknown). Many factors could cause actual results, performance, or achievements to vary from those described. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this document as intended, planned, anticipated, sought, proposed, believed, estimated, targeted, or expected. Fairford Properties II Limited Partnership does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law.

15 YEAR**

ANTICIPATED

MORTGAGE PAYOUT

- During the later years of the project, investors may realize capital gains if the property is sold.

\$5,000**

TARGETED NET RENTAL REVENUE AFTER DEBT REPAYMENT

- Annual operating surpluses will be distributed to investors, as available.

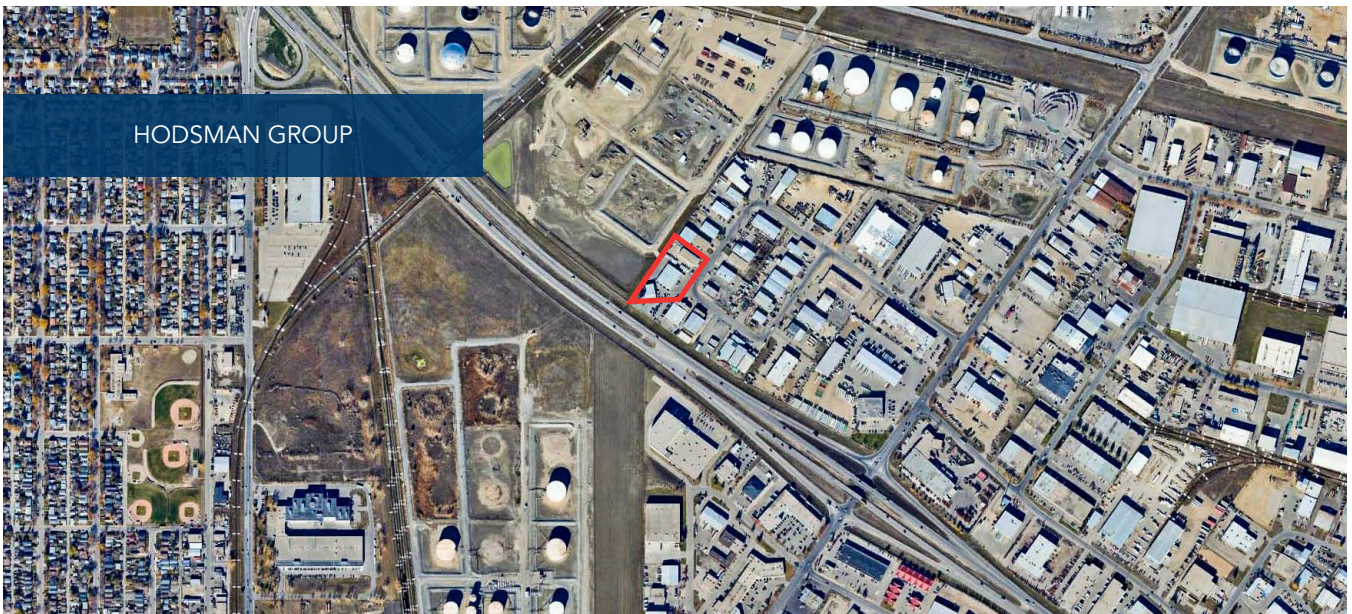
LIMITED LIABILITY

- Ownership is structured through a limited partnership.
- Investors' liability is limited to the amount of their equity investment.
- No recourse to investors by mortgagees.



REGINA

Regina is the capital city of Saskatchewan and the second most populous urban centre in the province. With a metropolitan area population of 268,804 according to 2022 Statistics Canada data, a robust level of public sector employment provides Regina with one of the most stable economies in the province. Home to the largest steel producer in Western Canada as well as head offices of global leaders in the food supply chain, international resource companies, crown corporations, and major manufacturing interests, Regina is a city that reflects the strength and diversity of the Saskatchewan economy.



SASKATCHEWAN



A Wealth of Resources

At the Millennium III Group of Companies, we have long believed in the potential of Saskatchewan. With ongoing development of its world-class natural resource reserves and a focus on economic diversification, the province is well positioned to compete in the global marketplace.

Northern Saskatchewan holds what are currently considered to be the largest high-grade uranium deposits in the world, the source of almost a quarter of the global supply for electrical generation. This, along with recent developments in rare earth exploration and secondary processing, has led the Fraser Institute to repeatedly rank Saskatchewan as one of the most attractive jurisdictions in Canada for mining investment.

The central belt of the province is home to the largest potash industry in the world, as well as nearly half of known global reserves. Both Nutrien and Mosaic have long focused on this resource, investing billions into the development and expansion of large mining operations. More recently, K+S Group opened the province's first new potash mine in over 45 years and global mining giant BHP Billiton has announced a further investment of \$6.4 billion towards the construction of the second stage of its Jansen mine. Upon completion, the Jansen mine will be one of the largest in the world with a total investment of over \$18 billion. With massive capital expenditures such as these, the long-term commitment to development of these industries in the province cannot be underestimated.

Southern Saskatchewan contains large and attainable resources of both conventional oil and natural gas.

The province is the second largest oil-producing jurisdiction in Canada and ranks as number five in onshore production in North America.

Not all of Saskatchewan's resources are below ground, however. The province produces over a billion dollars of forestry products annually, and has more than a century of commitment to intensive agricultural development. Saskatchewan's production of durum wheat, peas, and oats each comprise approximately a third of the global export market. In addition, half of the world's lentils are grown in the province. Beyond traditional agriculture, the agri-food sector continues to grow, making Saskatchewan Canada's largest exporter of agri-food products.

In recent years, the province has encouraged innovative pursuits as a means of diversifying the economy. The development of Canadian Light Source, Canada's largest science research initiative in the last 30 years, has attracted scientists from around the globe, fostering significant tertiary investment. The University of Saskatchewan's VIDO-InterVac, Canada's largest CL3-AG facility, is home to some of the most advanced biocontainment and research infrastructure in the world. Currently, a new manufacturing facility to support vaccine production is being developed, establishing it as Canada's center for pandemic research.

At Millennium III, we believe in the continued and sustainable growth of our home province, and we see commercial real estate as the pre-eminent opportunity to invest in its future.

Statutory and Contractual Rights of Action

Securities legislation in certain of the provinces of Canada may deem this Summary to be an offering memorandum and accordingly provide purchasers with statutory rights of rescission or damages, or both, in the event this Summary contains a misrepresentation. A “misrepresentation” is 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 any statement not misleading or false in the light of the circumstances in which it was made. These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Purchasers should refer to the applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or damages, or both, under securities legislation in certain of the provinces of Canada where that is required to be disclosed under the relevant securities legislation, and as such, is subject to the express provisions of the legislation and the related regulations and rules. The rights described below are in addition to, and without derogation from, any other right or remedy available at law to purchasers of the Securities.

British Columbia, Alberta, Manitoba, or Newfoundland and Labrador: If the purchaser is resident of British Columbia, Alberta, Manitoba, or Newfoundland and Labrador, and if there is a misrepresentation in an offering memorandum, the purchaser has a statutory right to sue:

- (a) the Partnership to cancel the agreement to buy the Securities, or
- (b) for damages against the Partnership, every person who was a director of the Partnership at the date of the offering memorandum and every other person who signed the offering memorandum.

Prince Edward Island, the Northwest Territories, Nunavut, and Yukon: If the purchaser is a resident of Prince Edward Island, the Northwest Territories, Nunavut, or Yukon, and there is a misrepresentation in this offering memorandum, the purchaser has a statutory right to sue:

- (a) the Partnership to cancel the agreement to buy the Securities, or
- (b) for damages against the Partnership, the selling security holder on whose behalf the distribution is made, every person who was a director of the Partnership at the date of the offering memorandum and every other person who signed the offering memorandum.

Saskatchewan: If the purchaser is a resident of Saskatchewan and if there is a misrepresentation in the offering memorandum, the purchaser has a statutory right to sue:

- (a) the Partnership to cancel the agreement to buy the Securities, or
- (b) for damages against the Partnership, every promoter of the Partnership, every person who was a director of the Partnership at the date of this offering memorandum and every other person who signed the offering memorandum, every person whose consent has been filed in respect of the offering memorandum, but only with respect to reports, opinions or statements made by them, and every person or company that sells these securities on behalf of the Partnership.

New Brunswick: If the purchaser is a resident of New Brunswick and if there is a misrepresentation in the offering memorandum, the purchaser has a statutory right to sue the Partnership:

- (a) to cancel the agreement to buy the Securities, or
- (b) for damages against the Partnership, the selling security holder on whose behalf the distribution is made, every person who was a director of the Partnership at the date of the offering memorandum, and every person who signed the offering memorandum.

Nova Scotia: If the purchaser is a resident of Nova Scotia and if there is a misrepresentation in the offering memorandum, the purchaser has a statutory right to sue:

- (a) the seller to cancel the agreement to buy the Securities, or
- (b) for damages against the seller, every person who was a director of the seller at the date of the offering memorandum and every other person who signed this offering memorandum.

Ontario: If the purchaser is a resident of Ontario and if there is a misrepresentation in the offering memorandum, the purchaser has a statutory right to:

- (a) sue for damages against the Partnership and a selling security holder on whose behalf the distribution is made; or
- (b) sue the Partnership or the selling security holder on whose behalf the distribution is made to cancel the agreement to buy the Securities.

Quebec: If the purchaser is a resident of Quebec and if there is a misrepresentation in the offering memorandum, the purchaser has a statutory right to:

- (a) rescind the agreement to buy the Securities; or
- (b) apply to have the price paid revised; or
- (c) damages from the Partnership or holder of the Securities, as the case may be, or against the officers and directors of the Partnership, or against the dealer under contract to the Partnership or holder whose Securities were distributed, or against any person who is required to sign an attestation in the offering memorandum, or against any expert whose opinion, containing a misrepresentation, appeared in the offering memorandum with his consent.

These statutory rights to sue are available to the purchaser whether or not the purchaser relied on the misrepresentation. However, there are various defences available to the persons or companies that the purchaser has a right to sue. In particular, they have a defence if the purchaser knew of the misrepresentation when the purchaser purchased the Securities.

If the purchaser intends to rely on the rights described above, they must do so within strict time limitations. The purchaser must commence their action to cancel the agreement within 180 days after the date that the Securities were purchased. In British Columbia, Alberta, Prince Edward Island, Newfoundland and Labrador, Ontario, the Northwest Territories, Nunavut or Yukon, the action for damages must be commenced within the earlier of 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action and three years after the date the purchaser purchased the Securities. In Saskatchewan and New Brunswick, the purchaser must commence their action for damages within the earlier of one year after they first had knowledge of the facts giving rise to the cause of action and six years after the date they purchased the Securities. In Manitoba, the purchaser must commence their action for damages within the earlier of 180 days after they first had knowledge of the facts giving rise to the cause of action and two years after the date they purchased the Securities. In Nova Scotia, the purchaser must commence their action for damages within 180 days after the date payment was made for the Securities (or after the date on which initial payment was made for the Securities where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment). In Quebec, the purchaser must commence any action for rescission or for revision of the price, three years from the date of the transaction. For an action for damages, the purchaser must commence their action within 5 years from the date of filing the offering memorandum with the Autorité des marchés financiers. Provided however that Subsection 236(3) of the Securities Act (Quebec) overrides the above limitation periods and limits the right of action to six months from the publication of any press release announcing that authorization has been granted by the court to bring an action regarding misrepresentation.



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These securities are not available for investment except in jurisdictions where applicable securities laws permit them to be sold pursuant to an exemption from prospectus requirements of applicable securities laws. Readers who are interested in learning more or investing in the project should contact Millennium III to determine whether the jurisdiction in which they reside permits a sale of securities to them and, if so, request complete information about the project.

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