

Bragg Creek Income Partnership Inc.

Private Placement of Class A & B Common Voting Shares

7/1/2010

This Term Sheet is intended to summarize the terms, conditions and principal characteristics of the proposed private placement. This Term Sheet is confidential and is for internal use only. This Term Sheet is for information purposes only and does not constitute an offer to sell or a solicitation to buy the securities referred to herein. Please see the detailed provisions of the Subscription Agreement.

TERM SHEET

BRAGG CREEK INCOME PARTNERSHIP INC.

PRIVATE PLACEMENT CLASS A & B COMMON VOTING SHARES

July 2010

The following sets out the terms of an offering (the "Offering") by the BRAGG CREEK INCOME PARTNERSHIP INC. (the "Company") by way of a private placement of class A & class B Common voting shares pursuant to securities law exemptions described in the Subscription Agreement.

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| Issuer | Bragg Creek Income Partnership Inc. (the "Company") |
| The Offering | <p>Non-brokered offering of Class A and Class B Common Voting Shares of the Company ("Shares") to be sold by way of private placement exemption from the Registration and prospectus requirements to "Accredited Investors", as defined in National Instrument 46-106, "Prospectus and Registration Exemptions".</p> <p>Class A shares shall be made available qualifying the investor in the participation of both the planned yield (payable quarterly), and any return on investment upon "exit". Class B shares are available only to the founder, and do not qualify for participation in the quarterly yield, in lieu of its management agreement, but allow for participation in the return on investment upon "exit".</p> |
| Offering Size | Up to \$2,500,000.00 available by special invitation only. |
| Price | Two Dollars and Fifty Cents (\$2.50) per Class A Shares. |
| Selling Jurisdictions | This Offering will be sold to qualifying accredited investors in Alberta, British Columbia, Ontario and other such jurisdictions as are deemed acceptable by the Company. |
| Minimum Subscription Commissions | A minimum subscription of \$100,000.00 is required. There is no maximum Subscription level, subject to availability. The Company may pay commissions to Agents for the sales of Shares pursuant to this Offering of up to 10% of funds raised by an Agent. Commissions may be paid in cash or by Shares at the election of the Agent. |
| Liquidity | The Company is not a reporting issuer in any jurisdiction in Canada and, as such, the Shares may not be traded except pursuant to an exemption from Securities legislation. |
| Closing | A certified cheque or bank draft payable to the Company is due at Noon on Friday, August 31, 2010. |
| Use of Proceeds | To invest in, purchase, manage, finance, refinance and otherwise deal in the land and property municipally described as 20 Whyte Avenue, Bragg Creek, Alberta Canada; To enter into and perform contracts of any kind necessary to, in connection with, or incidental to the operation, refinancing or sale of the Business; and |

To carry on any other activities necessary to, in connection with, or incidental to, the accomplishment of the foregoing purposes of the Company.
To participate in the acquisition of the Pharmacy for its resale, as part of a participation with Apex Pharmacies Ltd.

- Highlights** The Bragg Creek Income Partnership brings with it many benefits to the investors, due to the class of asset, that being:
1. Strong local tenants, with leases fully net to the investment.
 2. Year round businesses supported by the community of Bragg Creek.
 3. Upside on the lease income in the future, yielding on average 7% over five years.
 4. Upside on the appreciation in the commercial real estate market, with projected returns of over 90% in the next five years.
 5. Cash reserves in the investments.
 6. Upside potential in the sale of the pharmacy, on time special event, to the investors.
 7. New construction, 1986 and 1992.

Share Terms Sufficient cash reserves will be retained by the Company to pay for all management administration and operating expenses incurred by the Company in the conduct of its business.

How to Subscribe Investors wishing to subscribe for Shares must:

Complete and execute the subscription agreement document attached and deliver the same to the Company c/o 300, 1032 17th Avenue NW, Calgary, AB.

Deliver to the Company at the address above, a certified cheque or bank draft, made payable to the **Bragg Creek Income Partnership Inc.** Deliver any other items required in accordance with the terms of the Subscription Agreement.

Further Information For further information, please contact the following:

Trevor Skinner
President
TGS Tottle Investments Ltd.
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Enclosure: Marketing information sheet
Financial Proforma