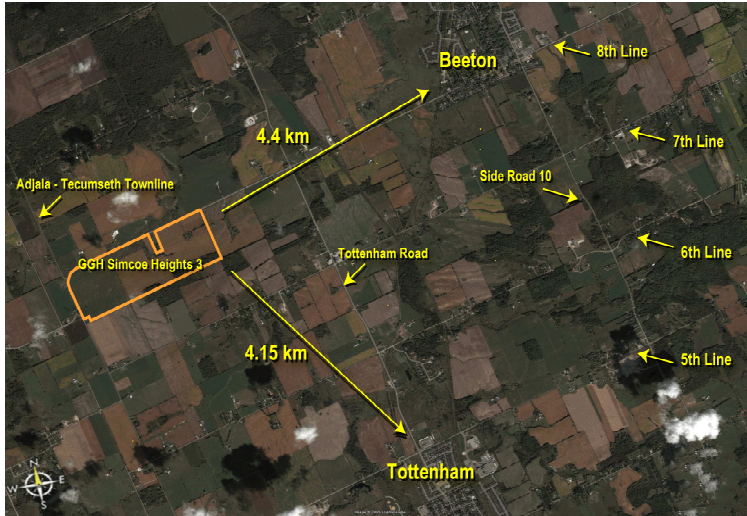


Walton GGH Simcoe Heights 3 Corporation

Summary

This summary does not constitute an offering of securities, and cannot be relied upon for making your investment decision. It is qualified in its entirety by the Offering Memorandum. The information in this summary is not complete and may vary from that contained in the summary within the Offering Memorandum. Please read the Offering Memorandum thoroughly before investing. There may be fees or expenses involved in the RRSP investment. This investment is not guaranteed, or insured, and its value changes depending, among other things, on economic factors and market trends.

Walton GGH Simcoe Heights 3 Corporation (the "Corporation") will be incorporated to issue Shares in order to finance the acquisition of two parcels of land totaling 312.9 acres located in the town of New Tecumseth, Ontario, Canada. Investors, pursuant to the Offering Memorandum will be able to purchase the Shares and hold the same in an RRSP.



Location: The Town of New Tecumseth, Simcoe County, Ontario, Canada

Features of the Project Land:

- The Property is located within the boundaries described in the *Places to Grow Act*, Ontario Provincial Legislation identifying priority growth areas in the Greater Golden Horseshoe ("GGH")
- Simcoe County is the fastest growing county in the GGH
(www.southsimcoeeea.com, Statistics Canada)
- The Property is situated in very close proximity to Hwy 400, which connects to the NAFTA Super-highway (major north-south US International Trade Route)
- Located within 1 hour by car from Toronto City center
- Simcoe County is ranked fifth most desirable municipality for people moving within Canada
(Canada Mortgage and Housing Corporation)

RRSP ELIGIBLE

Proposed Offering:

Shares (Class B Non-Voting Common Shares)
C\$10.00 per Share
Minimum Subscription Amount: C\$2,500 (250 Shares)
Minimum Offering of C\$2,500,000 (250,000 Shares)
Maximum Offering of C\$8,917,800 (891,780 Shares)

Minimum Subscribers: 150 (other than Insiders of the Corporation)

RRSP Eligibility:

The Shares will be a qualified investment for a trust governed by a RRSP, a RRIF, a RESP or a DPSP. While this Offering Memorandum contains a general description of tax consequences, it is not tax advice. Consult your tax advisor with respect to this investment.

Proposed Initial Closing Date:

On or about January 31, 2006, no later than April 30, 2006.

Corporate Objective:

The Corporation's long-term objective is to hold its interest in the Property until such time as residential and/or commercial development in the areas nearby the New Tecumseth Property has reached a point where the Property is attractive to developers seeking to acquire raw land for further residential and/or commercial development. It is the current intention that the Corporation will then sell its interest in the Property (either as a whole or in parcels) to developers or other third parties and to distribute the net proceeds of sale to Shareholders (less applicable taxes and reimbursements under the Funding Agreement, if any).

Payment Terms:

The subscription price will be payable at the time of Closing by certified cheque or such other manner as may be accepted at Closing by the Corporation in its sole discretion.

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Walton International Group Inc.:

In business for 26 years, Walton International Group Inc. (“Walton”), one of the Promoters of the Corporation, is one of North America’s largest Land Banking companies. Headquartered in Calgary, Alberta, Walton has offices in Edmonton, Vancouver, Saskatoon, Ottawa, Toronto, Hong Kong, Singapore, Kuala Lumpur (Malaysia), Hangzhou (China), Jakarta (Indonesia), and Phoenix (Arizona, USA). Traditionally reserved for large institutions or corporations, Walton, through the structured product offerings it promotes, makes Land Banking available to individuals. Walton manages 14 projects in and around the city of Calgary totaling approximately 5,900 acres, and 14 projects within the city of Edmonton totaling approximately 9,200 acres. Walton manages approximately 17,000 acres on behalf of 21,000 investors in North America and Asia. Walton’s vision is to become one of the world’s largest land products companies with a goal of achieving \$1 billion in annual revenues by 2008. Walton has also now expanded into other new markets in North America. Walton has approximately 1,400 acres in the Simcoe County Area, Ontario, and over 600 acres in the Phoenix – Tucson Arizona Corridor.

Ontario:

The Province of Ontario is situated in central Canada, and is home to over one-third of the total Canadian Population, including over 51% of all new residents to the country. Close proximity to the U.S. offers businesses strategic and valuable trade advantages, making Ontario a natural distribution center for Canada, the U.S. and Mexico.

Greater Toronto Area:

The Greater Toronto Area (the “GTA”) is home to more than five million people and according to the *US Census Bureau*, is the fifth largest urban center in North America. It is the core of Canadian business, and generates more than 20% of the nation’s Gross Domestic Product. Considered to be one of the most multi-cultural urban centers in the world, the GTA offers diverse industry including; automotive, financial services, film and media, biotechnology, information communication technology and food and beverage, notably ranking with the *Institute for Competitiveness and Prosperity 2002* across North America.

Simcoe County Area:

Older than Canada itself, 155 year old Simcoe County is located approximately 1 hour by car from downtown Toronto, and is home to over 400,000 residents. Simcoe County is ranked by the Canada Mortgage and Housing Corp as the fifth most desirable municipality in which to live when moving within Canada. The average housing cost is approximately C\$200,000 versus C\$398,000 in Toronto City providing desirable housing and lifestyle options for people that commute into Toronto and the surrounding areas. With a growing economy, Simcoe County relies on the major north-south provincial highways, rail lines and six airports for transportation and international access. Simcoe County is part of the Province of Ontario’s *Places to Grow Act* outlining directional growth, infrastructure and transportation links.

Directors and Officers of the Corporation:

The directors and officers of the Corporation are:

William Doherty	President, Chief Executive Officer and Director
David Baukol	Chief Operating Officer
Terry Kent	Executive Vice President, Finance and Chief Financial Officer
John Plastiras	Executive Vice President, Planning and Development
Leslie Fryers, Q.C.	Corporate Secretary
Thompson MacDonald	Director
Clifford Fryers	Director
Jack Halpin	Director
Preston Manning	Director

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Concept Planning and Development:

The Corporation's current intention is to participate in the Concept Planning of the New Tecumseth Property prior to its disposition. The Corporation does not currently anticipate that it will engage in the physical development or improvement of the Property. However, if the Corporation, in conjunction with WIGI pursuant to the Co-ownership Agreement, determines to participate in the development beyond the Concept Planning stage, the Corporation shall seek approval of the Shareholders, by way of Extraordinary Resolution. The Corporation is not required to, and will not, obtain the approval of the Shareholders before it commences and carries out all or any portion of the Concept Planning for the Property. It is intended that Concept Planning for the Property will include (i) conducting studies to assess the development potential of the Property; (ii) preparing a master plan for the Property; (iii) pursuing local governmental planning and regulatory approvals necessary to implement the conceptual master plan, including rezoning as applicable or desirable; and (iv) preparing and obtaining local governmental or regulatory approval of subdivision plans and development plans.

Ongoing Expenses and Funding Agreement:

The Corporation anticipates that it will need to hold its interest in the Property for approximately five years. The Corporation will set aside an Expense Reserve of \$380,000 out of the Offering proceeds which will be used to pay the ongoing expenses of the Corporation. In addition, the Corporation and WIGI will enter into the Funding Agreement where under WIGI will fund certain ongoing costs of the Corporation, including the costs of any Concept Planning for the Property and the ongoing expenses of the Corporation in excess of the Expense Reserve. The costs of any Concept Planning up to \$180,000 that are paid by WIGI will not be reimbursable by the Corporation to WIGI. However, the costs of Concept Planning that are in excess of \$180,000 and the ongoing costs of the Corporation that are in excess of the Expense Reserve will be reimbursable by the Corporation to WIGI, plus interest thereon, out of any income of the Corporation and out of the Corporation's share of the proceeds of any sale of the property. The maximum amount that WIGI is obligated to fund under the Funding Agreement is \$400,000. In the event the Corporation is in default under the Funding Agreement, WIGI can withhold funding or terminate its obligations thereunder, can declare any amounts owing to it thereunder due and payable and/or enforce its rights under the security granted to it thereunder.

Rights of Shareholders:

Shareholders will be entitled to receive dividends as and when declared by the board of directors of the Corporation, will be entitled to share in the remaining assets of the Corporation on a liquidation or wind-up of the Corporation. Subject to the *Business Corporations Act* (Alberta) and as described in the Offering Memorandum, will not be entitled to vote at or attend any meetings of the shareholders of the Corporation except as provided in the Offering Memorandum. In particular, the Shareholders will not have the right to vote on any sale of the Property. Walton International Holdings Ltd holds all of the voting Class A Shares of the Corporation.

Co-Ownership Agreement:

In conjunction with, or shortly after, the Closing of the Offering, the Corporation will acquire a 22.1% to 95% undivided interest in the Property from WIGI. WIGI will hold the remaining 5% to 77.9% undivided interest. The Corporation and WIGI will enter into the Co-Ownership Agreement shortly after the Closing, which agreement will set out the rights and obligations in connection with the ownership, management and sale of the Property and the participating interests of the Corporation and WIGI. Pursuant to the Co-Ownership Agreement, WIGI will manage and control the Property. The following powers with respect to the Property will only be exercisable by the unanimous consent of the Corporation and WIGI; (i) consenting to the physical development of the Property beyond Concept Planning; (ii) creating or registering and encumbrance of a financial nature against the Property; and (iii) effecting a sale, transfer or other disposition (excluding leases) of any part of the Property (except permitted transfers).

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**Commissions to
Sellers and Finders:**

The Shares will be offered for sale by WIGI, Cordex and other such agents or sub-agents as may be appointed from time to time as agents for the Corporation. WIGI and Cordex will receive a commission equal to 13.25% of the Gross Proceeds from the Shares sold by them, respectively, except in jurisdictions where the payment of commission is prohibited. Such other agents or sub-agents may receive up to an additional 3.25% of the Gross Proceeds from the Shares sold by such other agents or sub-agents with WIGI's or Cordex's assistance, which commission will be in addition to the commission received by such agents or sub-agents. The maximum amount of fees and commissions payable under Minimum Offering will be \$331,250 and under the Maximum Offering will be \$1,181,609

Tax Consequences:

There will be important tax considerations relating to these securities. Prospective purchasers should seek independent professional advice based upon their own particular circumstances.

Risk Factors:

There are risks associated with this investment. Please refer to the Risk Factors section in the Offering Memorandum. You should discuss the risks of this investment with your financial advisor.