



HARTMAN
the POWER of
PROVEN RESULTS

HARTMAN CAPITAL FUND



The Hartman Capital Fund is offered to provide short-term bridge-financing to Hartman-sponsored Delaware Statutory Trust 1031 exchange programs. The 1031 exchange marketplace is fast-growing, and investment volumes in 1031 products are at all-time highs, showing steady appeal to interested parties.

> 39 yrs

of commercial real estate
investment experience

> \$800 M+

assets under management
as of October 1, 2021

> 8.1 M+ sf

of office, retail, industrial
and warehouse properties

PROGRAM SUMMARY

Program Size	Up to \$12,500,000 ¹
Investment	Hartman Capital Fund; Reg D, preferred equity shares
Broker Dealer Offering Price	\$1,000.00/investment unit
Commission Waived Offering Price	\$967.50/investment unit
Minimum Investment	\$10,000 (qualified or non-qualified)
Holding Period	up to two-year term with an optional one-year extension at the discretion of the advisor ²
Tax Reporting	Form K-1 for holder of Hartman Capital Fund
Investment Types	Credit Facility for 1031 Opportunities
Borrower Property Locations	Texas markets and submarkets with high population density
Upfront Load	5.5% paid by the sponsor 3.25% upfront commission paid by advisor
Interest	8% and paid annually, prorated daily. Commission waived class yield is 8.27%

1) \$2.5 million escrow

2) Hartman expects to have the total amount of the offering capital raised within 12-18 months of the offering date

THERE IS NO ASSURANCE THAT ANY STRATEGY WILL SUCCEED OR THAT THIS PROGRAM WILL MEET ITS INVESTMENT OBJECTIVES.

THIS IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES. AN OFFERING IS MADE ONLY BY OFFERING CIRCULAR AND WHERE PERMITTED BY LAW. CREDIT FUND INVESTMENTS ARE NOT SUITABLE FOR ALL INVESTORS.

Certain statements contained in this document may constitute "forward looking statements". Any such statements, performance projections and results have been based upon assumptions, some of which will vary, perhaps materially, from actual events and do not constitute a prediction or representation as to actual performance. The projections and results are purely hypothetical and for illustration purposes only. Nothing contained herein has been reviewed by nor endorsed by the SEC or any other regulatory agency or trade organization.

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CONSIDER THESE RISK FACTORS BEFORE INVESTING

THIS IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED IN THE PRIVATE PLACEMENT MEMORANDUM ("MEMORANDUM"). THIS LITERATURE MUST BE PRECEDED OR ACCOMPANIED BY A CURRENT MEMORANDUM. OFFERS CAN ONLY BE MADE THROUGH THE MEMORANDUM WHICH CONTAINS VARIOUS AND IMPORTANT RISK DISCLOSURES. ALL THE INFORMATION CONTAINED HEREIN DOES NOT PURPORT TO BE COMPLETE AND SHOULD BE VIEWED IN CONJUNCTION WITH THE MEMORANDUM. AN INVESTMENT OF THIS SORT IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. PROJECTIONS OF FUTURE PERFORMANCE CONTAINED HEREIN ARE BASED ON SPECIFIC ASSUMPTIONS DISCUSSED MORE FULLY IN THE MEMORANDUM AND THERE IS NO GUARANTEE OF FUTURE PERFORMANCE.

The offer and sale of Interests pursuant to the Memorandum is limited to Accredited Investors and other investors who meet the requirements described in the Memorandum and SEC rules and regulations. These securities have not been approved or disapproved by the Securities and Exchange Commission ("SEC"), or the securities regulatory authority of any state, nor has the SEC or any securities regulatory authority of any state passed upon the accuracy or adequacy of the Memorandum.

These securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended ("Act") and applicable state securities laws pursuant to registration or exemption therefrom. Purchasers should be aware that they will be required to bear the financial risks of the investment for an indefinite period of time.

Certain statements included in this document that are not historical facts (including any statements concerning investment objectives, other plans of management or economic performance, or forecasts related thereto) are forward-looking statements. These statements are only predictions. We caution that forward-looking statements are not guarantees. Actual events or our investments and results of operations could differ materially from those expressed or implied in any forward-looking statements.

An investment in the Interest involves certain substantial risks, including material tax risks, and is only suitable for persons of substantial financial means who satisfy certain suitability requirements and have no need for liquidity in their investment. All information contained in this material is qualified in its entirety by the terms of the current Memorandum. Investors should consider the investment objectives, risks, charges and expenses before investing. The achievement of any goals is not guaranteed. For more complete information about investing including risks, charges and expenses, refer to our Memorandum. Securities offered through D.H. Hill Securities, LLLP, Member FINRA/SIPC, 1543 Green Oak Place, Suite 100, Kingwood, TX 77339. 800.880.2212.

An investment in the Interests is highly speculative and involves substantial investment and tax risks. Please read the Memorandum in its entirety, before investing, for complete information and to learn more about the risks associated with the Offering such as:

- Shares of our preferred Stock are illiquid. No public market currently exists for our shares, and our Articles do not require us to liquidate our assets or list our shares on an exchange by any specified date, nor do our Articles ever require that we provide a liquidity event for our shareholders. If you purchase shares in this offering, it will be difficult for you to sell your shares, and if you are able to sell your shares, you will likely sell them at a substantial discount.
- We set the initial offering price of our shares arbitrarily. It is unrelated to the book or net value of our assets or to our expected operating income.
- We have a limited operating history, and because we have made a limited number of investments and have not identified all investments to acquire with offering proceeds, we are considered to be a blind pool. You will not have the opportunity to evaluate our investments before they are acquired.
- We are dependent on our Advisor, Hartman Advisors II, LLC and its affiliates, to select investments and conduct our operations and this offering. Adverse changes in the financial condition of our Advisor or our relationship with our Advisor could adversely affect us.
- There are substantial conflicts of interest regarding compensation, investment opportunities and management resources among our Advisor, our affiliates and us. Our agreements with our affiliates were not determined on an arm's-length basis and may require us to pay more than we would if we exclusively dealt with third parties.
- This is a "best efforts" offering with no requirement to raise a minimum amount.
- There are various risks associated with owning, financing, operating, and leasing the Property.
- The Interests do not represent a diversified investment.
- We expect to incur debt, which could adversely impact your investment if the value of the property securing the debt falls or if we are forced to refinance the debt during adverse economic conditions.
- Our Articles permits us to pay distributions from any source, including from offering proceeds, borrowings, sales of assets or waivers and deferrals of fees otherwise owed to our Advisor. As a result, the amount of distributions paid at any time may not reflect the performance of our Properties or our cash flow from operations. Any distributions paid from sources other than cash flow from operations may reduce the amount of capital we can invest in our targeted assets and, accordingly, may negatively impact your investment. We will likely pay distributions from return of capital until we are generating operating cash flow.
- There is no guarantee that we will pay distributions at any particular level, or at all. If distributions are declared and paid, the amount of the distributions paid may decrease or distributions may be eliminated at any time. Due to the risks involved in the ownership of real estate, there is no guarantee of any return on your investment, and you may lose all or a portion of your investment.
- Because Hartman Capital Fund has not yet identified investments that may be made, Hartman Capital Fund is not able to provide the beneficial owners of interest with any information to assist in evaluating the merits of any specific additional properties or other investments that Hartman Total Return Inc may acquire. Hartman Capital Fund will seek to invest substantially all of the offering proceeds available for investment from the primary offering, after the payment of fees and expenses, in the acquisition of or investment in interests in real estate properties and real estate-related assets. However, because the beneficial owners of interest will not be able to evaluate the economic merit of specific real estate assets before Hartman Capital Fund invests in them, the beneficial owners of interest will have to rely entirely on the ability of Hartman Capital Fund, Advisor and Board of Directors to select suitable and successful investment opportunities. These factors increase the risk that your investment may not generate positive returns.
- If we fail to qualify as a REIT, the amount of income available for distributions to be paid to you will be reduced.
- We will pay substantial fees and expenses to our Advisor and its affiliates. These fees were not negotiated at arm's length, may be higher than fees payable to unaffiliated third parties, and may reduce cash available for investment.



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