Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE									
☑ New report									
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)									
ITEM 2 - PARTY CERTIFYING THE REPORT	ITEM 2 - PARTY CERTIFYING THE REPORT								
	Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.								
Investment fund issuer									
☑ Issuer (other than an investment fund)									
ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS	· · · · · · · · · · · · · · · · · · ·								
Provide the following information about the issuer, or if the issuer is an i	· · ·								
Full legal name Adventus Realty Limit	ted Partnership								
Previous full legal name									
If the issuer's name changed in the last 12 months, provide n	most recent previous legal name.								
Website www.adventusrealty.c	com (if applicable)								
If the issuer has a legal entity identifier, provide below. Refer to Part B of	f the Instructions for the definition of "legal entity identifier".								
Legal entity identifier									
ITEM 4 - UNDERWRITER INFORMATION									
If an underwriter is completing the report, provide the underwriter's full l	iegal name and firm National Registration Database (ארט) number.								
Full legal name									
Firm NRD number	(if applicable)								
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.									
Street address									
Municipality	Province/State								
Country	Postal code/Zip code								
Telephone number	Website (if applicable)								

ITEM 5 - ISSUER INFORMATION								
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.								
a) Primary industry								
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool.								
NAICS industry code541619								
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.								
Is the issuer's primary business is to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image:								
b) Number of employees								
Number of employees: 🔽 0 - 49 🗌 50 - 99 🗌 100 - 499 🔲 500 or more								
c) SEDAR profile number								
Does the issuer have a SEDAR profile?								
NoYesIf yes, provide SEDAR profile number00039128								
If the issuer does not have SEDAR profile complete item 5(d) - (h).								
d) Head office address								
Street address Province/State								
Municipality Postal code/Zip code								
Country Telephone number								
e) Date of formation and financial year-end								
Date of formation								
f) Reporting issuer status								
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes								
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.								
g) Public listing status								
If the issuer has a CUSIP number, provide below (first 6 digits only)								
CUSIP number								
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.								
Exchange name(s):								
h) Size of issuer's assets								
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.								
□ \$0 to under \$5M □ \$5M to under \$25M □ \$25M to under \$100M								
\$100M to under \$500M \$500M to under \$1B \$1B or over								

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION							
If the issuer is an investment fund, provide the following information.							
a) Investment fund manager information							
Full legal name							
Firm NRD number	(if applicable)						
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.						
Street address							
Municipality	Province/State						
Country	Postal code/Zip code						
Telephone number	Website (if applicable)						
b) Type of investmen	t fund						
Type of investment fund the	at most accurately identifies the issuer (select only one) .						
Money market	Equity Fixed income						
Balanced	Alternative strategies Other (describe)						
Indicate whether one or bot	h of the following apply to the investment fund .						
Invests primarily in	n other investment fund issuers						
Is a UCITs Fund ¹	ive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU)						
directives that allow collecti	ve investment of transferable securities tands (och's runds) are investment tands regulated by the European onion (EO) ve investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
c) Date of formation a	and financial year-end of the investment fund						
Date of forma	tion Financial year-end MM DD MM DD						
d) Reporting issuer s	tatus of the investment fund						
Is the investment fund a rep	porting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes						
If yes, select the jurisdictions	of Canada in which the investment fund is a reporting issuer. AB BC MB NB NL NT						
	s of the investment fund						
If the investment fund has a CUSIP number, provide below (first 6 digits only)							
CUSIP number							
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.							
Exchange names							
f) Net asset value (NAV) of the investment fund							
-	investment fund as of the date of the most recent NAV calculation (Canadian \$).						
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M						
\$100M to under \$50							
	YYYY MM DD						

ITEM 7 - INFOR		ABOUT THE		ON						
purchasers resident	If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.									
a) Currency							<u></u>			·
Select the currency	or currencies i	n which the di	stribution was ma	de. All dol	lar amounts	provided	in the r	report mus	t be in Canadiar	dollars.
🔲 Canadian d	Canadian dollar 🗸 US dollar Euro Other (describe)									
b) Distributior	n date(s)									
as both the start o	State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date Start date 2017 03 14 End date 2017 03 23 YYYY MM DD DD YYYY MM DD									
c) Detailed pu	urchaser info	rmation								
Complete Sched	ule 1 of this	form for ea	ch purchaser a	nd attac	h the sche	dule to t	the co	mpleted	report.	
	ecurities dist									
Instructions for h	ow to indicate nformation inc	the security co	ibutions that take ode. If providing th 7d must reconcile	e CUSIP n	umber, indic	ate the fu	ıll 9-dig	it CUSIP n	umber assigned	to the security being ee our <u>Frequently</u>
Security CUS	SIP number	_			Numbe	er of		ngle or		-
	applicable)	Desc	ription of security		securi			owest price	Highest price	Total amount
LPU	Li	mited Parti	nership Units		71	,110.00)	0.0100		956.76
e) Details of r	ights and co	nvertible/exc	hangeable secu	urities						
			ibuted, provide the and describe any			-		-	-	changeable securities
Security	Underlying security code	Exerci	se price adian \$) Highest	Expi	ry date - MM-DD)	Convers	sion	-	be other items (if a	applicable)
f) Summary o	f the distribu	tion by jurisc	liction and exem	nption				-		
 f) Summary of the distribution by jurisdiction and exemption State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within Canada, state the province or territory, otherwise state the country. 										
	ince or untry		Exemption	n relied on				ber of nasers	Total amou	nt (Canadian \$)
British (Columbia	NI 45-10	6 2.3 [Accredi	ted inve	estor]			21		487.72
Alb	oerta	NI 45-10	6 2.3 [Accredi	ted inve	estor]			4		430.52
Saskat	tchewan	NI 45-10	NI 45-106 2.3 [Accredited investor]			2		38.52		
		1		Total dol	lar amount	of securi	ities di	stributed		956.76
			Total num	ber of un	ique purcha	asers ²		27		

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

ITEM 8 - COMPENSATION INFORMATION					
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.					
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.					
□ No ✓ Yes If yes, indicate number of persons compensated. 3					
a) Name of person compensated and registration status					
Indicate whether the person compensated is a registrant. No Ves					
If the person compensated is an individual, provide the name of the individual.					
Full legal name of individual					
Family name First given name Secondary given names					
If the person compensated is not an individual, provide the following information.					
Full legal name of non-individual CIBC World Markets Inc.					
Firm NRD number 3 8 5 0 (if applicable)					
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. V No Ves					
b) Business contact information					
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.					
Street address					
Municipality Province/State					
Country Postal code/Zip code					
Email address Telephone number					
 c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part 					
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.					
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)					
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager					
✓ None of the above					
d) Compensation details					
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in					
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report					
on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.					
Cash commissions paid 31.56 Security codes Security code 1 Security code 2 Security code 3					
Value of all securities					
distributed as compensation ⁴					
Describe terms of warrants, options or other rights					
Other compensation ⁵ Describe					
Total compensation paid 31.56					
Check box if the person will or may receive any deferred compensation (describe the terms below)					
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire					
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other					
rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.					

a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. 🔲 No 📝 Yes							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual							
Family name First given name Secondary given names							
If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual Cypress Capital Management Ltd.							
Firm NRD number 8 9 9 0 (if applicable)							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	Yes						
b) Business contact information	_						
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.							
Street address							
Municipality Province/State							
Country Postal code/Zip code							
Email address Telephone number							
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Po B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.	irt						
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund	(۲						
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager	ər						
✓ None of the above							
d) Compensation details							
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.							
Cash commissions paid 26.74 Security codes Security code 1 Security codes Security code 2	code 3						
Value of all securities distributed as compensation ⁴							
Describe terms of warrants, options or other rights							
Other compensation ⁵ Describe							
Total compensation paid 26.74							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acqui additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.							

a) Name of person compensated and registrati	a) Name of person compensated and registration status							
Indicate whether the person compensated is a registr	Indicate whether the person compensated is a registrant. No Ves							
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
Family na	me	First g	iven name	Se	condary given name	S		
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual Med	Full legal name of non-individual Meckelborg Financial Group Ltd.							
Firm NRD number 3 4 4 1 0 (if applicable)								
Indicate whether the person compensated facilitated t	he distribution	hrough a fundir	ng portal c	or an internet-be	ased portal.	🛛 No 🔲 Yes		
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a), prov	vide the busines	s contact inform	nation of t	he person being	compensated.			
Street address								
Municipality		7	F	Province/State	9			
Country		7	Postal	code/Zip code	e 🗌			
Email address		-	Telep	ohone numbe	r			
c) Relationship to issuer or investment fund ma	nager							
Indicate the person's relationship with the issuer or inve		anager (select a	ll that app	ly). Refer to the	meaning of "conn	ected" in Part		
B(2) of the Instructions and the meaning of "control" in	section 1.4 of N	II 45-106 for the	e purposes	of completing t	this section.			
Connect with the issuer or investment fund ma	nager		Insider	of the issuer (other than an inve	stment fund)		
Director or officer of the investment fund or inv	estment fund n	nanager	Emplo	yee of the issue	er or investment fu	nd manager		
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be paid, t								
Canadian dollars. Include cash commissions, securities- services incidental to the distribution, such as clerical, pi								
on, internal allocation arrangements with the directors,	officers or emp	oyees of a non-	individual	compensated b	y the issuer.			
Cash commissions paid 5.66	3	Security codes		Security code 1	Security code 2	Security code 3		
Value of all securities]	,						
distributed as compensation ⁴			L	I				
Describe terms of warrants, options	or other rights							
Other compensation ⁵	Describe							
Total compensation paid 5.68	3							
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of all securities distribut	ed as compens	ation, <u>exclud</u> in <u>d</u>	options,	warrants or oth	er rights exercisat	ole to acquire		
additional securities of the issuer. Indicate the security rights exercisable to acquire additional securities of the		ecurities distrib	uted as co	ompensation, <u>in</u>	n <u>cluding</u> options, w	varrants or other		

rights exercisable to acquire additional se ⁵Do not include deferred compensation.

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER										
lf t	he issuer is an investment fund, o	do not complete l	tem 9. Procced t	o Item 10.						
Ind	Indicate whether the issuer is any of the following (select all that apply).									
Reporting issuer in any jurisdiction of Canada										
Foreign public issuer										
	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶									
	Provide name of reporting issuer									
	Wholly owned subsidiary of a f	oreign public issue	er ⁶							
	Provide name of for	reign public issuer								
[Issuer distributing eligible forei	gn securities only	to permitted clier	nts ⁷						
lf t	the issuer is at least one of the ab	oove, do not comp	lete Item 9(a) –	(c). Proceed to Ite	<i>m 10</i> .					
secu 7 Chi	issuer is a wholly owned subsidiar urities that are required by law to bu eck this box if it applies to the currents. Refer to the definitions of "eligin	e owned by its dire ent distribution eve	ctors, are benefic n if the issuer ma	cially owned by the ade previous distrib	reporting issuer utions of other ty	or the foreig pes of secu	gn publ	ic issue	er, respec	ctively.
	\checkmark If the issuer is none of the ab		-	Item 9(a) - (c).						
a)	Directors, executive officers a	and promoters of	f the issuer							
	rovide the following information for rritory; otherwise state the country.						ıda, stai	te the p	province o	or
	Organization or company name	Family name	First given name	Secondary give names	Business lo non-indivio residen jurisdicti indivio	dual or ntail ion of		ationsh issuer ect all apply)	that	
					Province o	r country	D	0	Р	
		Johnston	Rodney		British Colum	nbia	~	✓		
		LeClair	William		British Colum	nbia	✓			
		Cameron	Gerald	Gregory	Alberta		~			
		Kenning	Brian		British Colum	nbia	~			
		Anderson	Ronald		British Colum	nbia	~			
		lannacone	Michael		British Colum	nbia		✓		
	Brabbins Darcy British Columbia 🗸									
b)	Promoter information									
	the promoter listed above is not an ithin Canada, state the province or i						•			ations
	Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relatio (select one				
	Organization of company name Family name name names	Province or	D		C)				

Residential address of each individual c)

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

country

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	lannacone	Michael			
	Family name	First given name		Secondary given names	
Title	Chief Financial Officer				
Name of issuer/underwriter/ investment fund manager	Adventus Realty Limited Partnership				
Telephone number	6043661226	Email address mi	iannacone	e@adventus	srealty.com
Signature	'Michael lannacone" Date		2017	03	23
			YYYY	MM	DD

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

 \checkmark Same as individual certifying the report

Full legal name				Title
	Family name	First given name	Secondary given names	
Name of company				
Telephone number		E	mail address	

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.