

**Form 45-106F1  
Report of Exempt Distribution**

**Issuer information**

1. State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager.

Newport Yield Fund – Class L  
469 King Street West, 4Th Floor  
Toronto, ON M5V 1K4  
(416) 867 7555

Manager:  
Newport Private Wealth Inc.  
469 King Street West, 4Th Floor  
Toronto, ON M5V 1K4  
(416) 867 7555

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Not a reporting issuer

3. Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- |  |  |
|--|--|
| <input type="checkbox"/> Bio-tech                                  | <input type="checkbox"/> Mining                  |
| <input type="checkbox"/> Financial Services                        | <input type="checkbox"/> Exploration/development |
| <input checked="" type="checkbox"/> Investment companies and funds | <input type="checkbox"/> Production              |
| <input type="checkbox"/> Mortgage investment companies             | <input type="checkbox"/> Oil and gas             |
| <input type="checkbox"/> Forestry                                  | <input type="checkbox"/> Real Estate             |
| <input type="checkbox"/> Hi-tech                                   | <input type="checkbox"/> Utilities               |
| <input type="checkbox"/> Industrial                                | <input type="checkbox"/> Other (describe)        |

**Details of distribution**

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4. Complete Schedule 1 to this report. Schedule 1 is designed to assist in completing the remainder of this report.

5. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

December 14, 2015 - December 23, 2015

6. For each security distributed:

- (a) describe the type of security,
- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date
- (c) state the exemption(s) relied on.

Trust Unit, 3,948.272 trust units issued,

Section 2.3(1) of National Instrument 45-106  
Prospectus and Registration Exemption  
("NI 45-106")

7. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Cdn\$)	Total dollar value raised from purchasers in the jurisdiction
			(Canadian \$)
Alberta	15	118.12	\$189,250
British Columbia	10	118.89	\$55,220
Manitoba	2	116.15 / 116.15	\$23,000
New Brunswick			
Newfoundland			
Nova Scotia			
Northwest Territories			
Nunavut			
Ontario	25	118.02	\$124,885.33
Prince Edward Island			
Quebec	1	118.12	\$10.5
Saskatchewan	3	118.12 / 118.12	\$69,000
Yukon			
Total Number of Purchasers	56		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$461,365.83

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

### Commissions and finder's fees

8. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payment of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian\$)	Securities Number and type of securities issued	Price per security	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
N/A					

9. If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

### Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date January 7, 2016

Newport Yield Fund – Class L

Name of Issuer (please print)

Kelly Baird, COO & CFO 416-867-8579

Print name, title and telephone number of person signing

Signature

10. State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the content of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- a) has been notified by the issuer
  - i. of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I.
  - ii. That this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
  - iii. That this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
  - iv. Of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
  
- b) Has authorized the indirect collection of the information by the Ontario Securities Commission.