

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

Alpha Peak Leisure Inc. (the "Issuer")
160 - 6751 Graybar Road
Richmond, British Columbia V6W 1H3
Email: dennis.tam@alphapeak.ca
Phone: (852) 9212-1666
Website: Not Applicable

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

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

The issuer is a reporting issuer in British Columbia and Alberta.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Not Applicable

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- ☐ Bio-tech
☐ Financial Services
☐ investment companies and funds
☐ mortgage investment companies
☐ securitized products issuers
☐ Forestry
☐ Hi-tech
☒ Industrial

- Mining
☐ exploration/development
☐ production
☐ Oil and gas
☐ Real estate
☐ Utilities
☐ Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

Not Applicable

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Not Applicable

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)

Details of distribution**Item 5: Distribution date**

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

June 19, 2015

Item 6: Number and type of securities

For each security distributed:

8,355,334 subscription receipts (each, a "Subscription Receipt") at \$1.80 per subscription receipt. Each Subscription Receipt entitles the holder thereof to receive, upon satisfaction of the escrow release conditions pursuant to the terms of a subscription receipt agreement (the "Subscription Receipt Agreement"), and without payment of additional consideration or further action, one common share of the Issuer. If the escrow release conditions pursuant to the Subscription Receipt Agreement are not satisfied, the Issuer will return the subscription funds to the subscribers on a pro rata basis.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	24	\$1.80	\$23,400.00
Ontario	4	\$1.80	\$4,500.00
Alberta	2	\$1.80	\$2,700.00
British Virgin Islands	2	\$1.80	\$12,000,000.60
Hong Kong	10	\$1.80	\$3,009,000.60
Total number of Purchasers	42		
Total dollar value of distribution in all jurisdictions			\$15,039,601.20

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

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Business Infinity Limited P.O. Box 957 Offshore Incorporation Centre Road Town, Tortola British Virgin Islands Tel: Unavailable Contact: Baihan Zong	N/A	5,555,556 Subscription Receipts	\$10,000,000.80	BCI 72-503	2015-06-19
Spring Stream Limited P.O. Box 957 Offshore Incorporation Centre Road Town, Tortola British Virgin Islands Tel: (852) 2545-5033 Contact: Cheuk Wai Alvin Chan	N/A	1,111,111 Subscription Receipts	\$1,999,999.80	BCI 72-503	2015-06-19
Grand Rock Capital Inc. Suite 2803 - 1028 Barclay Street Vancouver, BC V6E 0B1 Tel: (778) 997-6228 Contact: Kim Oishi	N/A	500 Subscription Receipts	\$900.00	Section 2.3 of NI 45-106	2015-06-19
496001 Alberta Ltd. 53 Ravine Drive Whitecourt, AB T7S 1H5 Tel: (780) 779-8688 Contact: Adrian Makowecki	N/A	1,000 Subscription Receipts	\$1,800.00	Section 2.3 of NI 45-106	2015-06-19
0969665 BC Ltd. 1104 - 1189 Melville Street Vancouver, BC V6E 4T8 Tel: (604) 716-8997 Contact: Jialin Qian	N/A	500 Subscription Receipts	\$900.00	Section 2.5 of NI 45-106	2015-06-19
Gulfstream Capital Corp. 281 Wedgewood Drive Oakville, ON L6J 4R6 Tel: (416) 846-5580 Contact: Charles Shin	N/A	500 Subscription Receipts	\$900.00	Section 2.3 of NI 45-106	2015-06-19
Total		6,669,167 Subscription Receipts	\$12,004,500.60		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. 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 payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, 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 the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Citigroup Global Markets Asia Ltd. 50/F, Citibank Tower Citibank Plaza 3 Garden Road Central, Hong Kong	N/A	\$700,000	N/A	N/A	N/A	\$700,000
Total		\$700,000.00				\$700,000.00

Certificate

On behalf of Alpha Peak Leisure Inc., I certify that the statements made in this report are true.

Date: June 29, 2015

Alpha Peak Leisure Inc.
Name of issuer (please print)

Kenneth Poon, Director, +852-2364-2349
Print name, title and telephone number of person signing

"Kenneth Poon"
Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

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

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

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581

Guidance for completing and filing Form 45-106F6

1. **Required form in British Columbia** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. **What is a distribution?** - In British Columbia, "distribution" includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, "distribution" also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.
3. **What is a purchaser?** - References to a purchaser in this report are to the beneficial owner of the securities.
4. **What is an individual?** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. **Space in tables** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. **Multiple distributions** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. **Fees** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).