

## 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 information

##### Item 1: Issuer name and contact information

A. State the following:

**OK TIRE REAL ESTATE TRUST** (the "Trust")  
19082 – 21st Avenue S.W.  
Surrey, British Columbia V3Z 3M3  
Telephone: (604) 542-7999

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

N/A

##### 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.

**Not a reporting issuer**

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.

N/A

##### Item 3: Issuer's industry

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

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-Tech                       | Mining Mining                                    |
| Financial Services                                      | <input type="checkbox"/> exploration/development |
| <input 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 checked="" type="checkbox"/> Real estate  |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities               |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> 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.

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.

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 \$)
Robert Downs, Surrey , British Columbia	Officer and Trustee (Officer of OK Tire Stores Inc.)	589,700 Units	\$629,025.00
Gurdeep Bains, Surrey, British Columbia	Officer and Trustee (Officer of OK Tire Stores Inc.)	276,350	\$279,606.50
Darryl Croft Mississauga, Ontario	Trustee (Officer of OK Tire Stores Inc.)	24,000 Units	\$24,520.00
Mark Frankland Campbell River, British Columbia	Trustee (Officer of OK Tire Stores Inc.)	399,500 Units	\$405,935.00
Rod Hussey Fredericton, New Brunswick	Trustee (Officer of OK Tire Stores Inc.)	123,450 Units	\$138,198.50
Jonathan A. Stewart Vancouver, British Columbia	Trustee	0	\$0
Boe Iravani Vancouver, British Columbia	Trustee	22,100 Units	\$24,973.00
OK Tire Stores Inc. Surrey, British Columbia	Trust Manager	233,800 Units	\$250,050.00
Shaun Steidel Bassano, Alberta	Director of OK Tire Stores Inc.	18,250 Units	\$19,972.50
Shayne Casey Okotoks, Alberta	Director of OK Tire Stores Inc.	125,000 Units	\$130,850.00
Sterling Arndt Coquitlam, British Columbia	Director of OK Tire Stores Inc.	177,300 Units	\$198,100.00
Tim Togeretz Belwood, Ontario	Director of OK Tire Stores Inc.	1,002,050 Units	\$1,064,846.50
Aline Albert Masouche, Quebec	Director of OK Tire Stores Inc.	19,100 Units	\$20,023.00
Carol Chenel Alma, Quebec	Director of OK Tire Stores Inc.	88,500 Units	\$100,005.00
Colin Hay-Fraser Prince Albert, Saskatchewan	Director of OK Tire Stores Inc.	53,700 Units	\$55,000.00

## 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 22, 2016**

### Item 6: Number and type of securities

**5,937,250 common trust units of the Trust ("Units") at a price of \$1.13 per Unit.**

**2,941,200 of the 5,937,250 Units were issued pursuant to Section 2.24 of NI 45-106 and are not included in Item 7 or Schedule I or II.**

### 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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	12	1.13	1,130,452.00
<b>Total number of Purchasers</b>	<b>12</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>1,130,452.00</b>

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.

<b>Information about non-individual purchasers</b>					
<b>Full name and address of purchaser and name and telephone number of a contact person</b>	<b>Indicate if the Purchase is an Insider (I) of the issuer or a registrant (R)</b>	<b>Number and type of securities purchased</b>	<b>Total purchase Price (Canadian \$)</b>	<b>Exemption relied on</b>	<b>Date of distribution</b>
Cactus Ventures Inc. 5418 Kipp Road Kamloops, BC V2C 4T4 Attn: Cary Petrie Tel: 250-319-4899	N/A	92,450 Units	104,468.50	NI 45-106 Section 2.5	June 22, 2016
OK Tire Stores Inc. 19082 21 Ave Surrey, BC V3Z 3M3 Attn: Gurdeep Bains Tel: 604-542-7982	I	125,000 Units	141,250.00	NI 45-106 Section 2.5	June 22, 2016
Grose Enterprises Ltd. 1655 20 <sup>th</sup> Ave Prince George, BC V2L4B7 Attn: George Grose Tel: 250-964-9445	N/A	44,250 Units	50,002.50	NI 45-106 Section 2.5	June 22, 2016
<b>Total:</b>		<b>261,700 Units</b>	<b>295,721.00</b>		

## **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)				
		Securities				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution	
N/A						
Total:						

### Certificate

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

Date: **June 29, 2016**

### **OK TIRE REAL ESTATE TRUST**

Name of issuer (please print)

### **Gurdeep Bains, Chief Financial Officer (604) 542-7999**

Print name, title and telephone number of person signing

*(signed) "Gurdeep Bains"*

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