

**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:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
  - **Timbercreek UVAF (FEEDER) Limited Partnership (the “Issuer”)**
- the issuer’s website address; and \
  - [www.timbercreek.com](http://www.timbercreek.com)
- the address, telephone number and email address of the issuer’s head office.
  - **1000 Yonge Street, Suite 500, Toronto, ON M4W 2K2**
  - **416-306-9967**
  - [sjunnarkar@timbercreek.com](mailto:sjunnarkar@timbercreek.com),

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 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.

**Item 3: Issuer’s industry**

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

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech                       | 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)        |
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**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.

<b>Information about insiders and promoters</b>			
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 \$)
R. Blair Tamblyn Toronto, Canada	Director, President	22% beneficial owner of Timbercreek Asset Management Inc. ("TAMI") (see below for TAMI's investment.)	22% beneficial owner of Timbercreek Asset Management Inc. ("TAMI") (see below for TAMI's investment.)
Peter Hawkings Toronto, Canada	Director, Vice- President	None	N/A
David Melo Toronto, Canada	Director, Vice- President	None	N/A
Carrie Morris Toronto, Canada	Director	None	N/A
Michael Tsourounis Toronto, Canada	Vice- President	None	N/A
Timbercreek Asset Management Inc. Toronto, Canada	Holder of more than 10%	5,000,000 Units	\$6,638,000.00
Leslie Holdings Inc. Toronto, Canada	Holder of more than 10%	2,000,000 Units	\$2,655,200.00

**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.

**September 11, 2015**

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security; **Limited Partnership Units**  
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;  
and  
**11,335,000 Units**
- if the issuer is an investment fund managed by an investment fund manager registered in a  
jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on,  
state the amount raised using each exemption.

**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 Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	11	\$1.3276	\$12,791,426.00
British Columbia	2	\$1.3276	\$265,520.00
Quebec	4	\$1.3276	\$1,991,400.00
Total number of Purchasers	10		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$15,048,346.00

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>
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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)
Caricola Ltd. 18 Robinwood Ave. Toronto, ON M5P 1X7 Paolo Bizzarri 416-486-6957		1,000,000 Units	\$1,327,600.00	2.3(1)	2015-09-11
Leslie Holdings Inc. 40 Wynford Drive, Suite #220 Toronto, ON M3C 1J5 Shawn Leslie 416-901-5930		2,000,000 Units	\$2,655,200.00	2.3(1)	2015-09-11
831857 Ontario Inc. 65 Cheritan Ave. Toronto, ON M4R 1S7 Gordon Tamblyn 416-484-8573		300,000 Units	\$398,280.00	2.3(1)	2015-09-11
TMDL Properties Inc. 20 Eglinton Ave W., Suite 1003 Toronto, ON M4R 1K8 Ken Lipson 416-300-5590		500,000 Units	\$663,800.00	2.3(1)	2015-09-11
Lynniam Investments Ltd. 70 Roehampton Ave., #2220 Toronto, ON M4R 2E9 Matthew Goldman 416-418-8777		200,000 Units	\$265,520.00	2.3(1)	2015-09-11
Wendy Weber Holdings Inc. 4 Lowther Ave., Suite 502 Toronto, ON M5R 1C6 Wendy Weber 416-785-3223		300,000 Units	\$398,280.00	2.3(1)	2015-09-11
Albert Aziz Investments Inc. 3425 Douglas B. Floreani Montreal, QC H4S 1Y6 Katherine Aziz 514-335-2435		200,000 Units	\$265,520.00	2.3(1)	2015-09-11
3510085 Canada Inc. 3425 Douglas B. Floreani Montreal, QC H4S 1Y6 Katherine Aziz 514-335-2435		600,000 Units	\$796,560.00	2.3(1)	2015-09-11
3510077 Canada Inc. 3425 Douglas B. Floreani Montreal, QC H4S 1Y6 Katherine Aziz 514-335-2435		600,000 Units	\$796,560.00	2.3(1)	2015-09-11
Timbercreek Asset Management Inc. 1000 Yonge Street, Suite 500 Toronto, ON M4W 2K2 Carrie Morris 416-306-9967		5,000,000 Units	\$6,638,000.00	2.3(1)	2015-09-11

## 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)	
N/A						

## Certificate

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

Date: September 21, 2015

Timbercreek UVAF (Feeder) Limited Partnership, by its  
general partner, Timbercreek UVAF G.P. Inc.

Name of [issuer/underwriter] (please print)

Peter Hawkings, Vice President, 416-800-1675

Print name, title and telephone number of person signing

Peter Hawkings

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