

AMENDED
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;

Issuer: WF Fund V Limited Partnership

General partner: GP WF Fund V Limited Partnership (the “**General Partner**”)

- the issuer’s website address; and

<http://www.wellingtonfund.com/>

- the address, telephone number and email address of the issuer’s head office.

Bay Adelaide Centre
333 Bay Street, Suite 1620
Toronto, Ontario
M5H 2R2
416-682-6021

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.

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
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)

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,	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities

		including any securities purchased under the distribution	purchased under the distribution (Canadian \$)
Clairvest Group Inc. Toronto, Canada	Holder of more than 10% of the membership interests of the General Partner; holder of more than 10% of the voting securities of the general partner of the General Partner	30,000 limited partnership units	\$30,000,000
Mark McQueen Toronto, Canada	Holder of more than 10% of the membership interests of the General Partner; holder of more than 10% of the voting securities and president and chief executive officer of the general partner of the General Partner	3,000 limited partnership units	\$3,000,000

Details of distribution

Item 5: Distribution date

September 30, 2015

Item 6: For each security distributed:

- (a) describe the type of security,

Limited partnership units

- (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; and

285,150

- (c) 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.

Section 2.3 Accredited Investor

Item 7: Geographical information about purchasers

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$ (per \$1,000 principal amount))	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	18	\$1,000	\$209,650,000
Alberta	2	\$1,000	\$45,000,000
New Brunswick	1	\$1,000	\$25,000,000
British Columbia	2	\$1,000	\$5,500,000
Total number of Purchasers	23		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$285,150,000

Note: 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)
Board of Trustees of the Canadian Commercial Workers Industry Pension Plan Trust Fund 83 Campbell Avenue East Campbellville, Ontario L0P 1B0 905-854-4783	N/A	50,000 limited partnership units	\$50,000,000	s. 2.3	2015-09-30
Trustees of the U.A. Local 787 Pension Trust Fund 45 McIntosh Drive Markham, Ontario L3R 8C7 905-946-2535	N/A	30,000 limited partnership units	\$30,000,000	s. 2.3	2015-09-30
Trustees of the Musicians' Pension Fund of Canada Suite A110 – 2255 Sheppard Avenue East Toronto, Ontario M5J 4Y1 416-497-4702	N/A	40,000 limited partnership units	\$40,000,000	s. 2.3	2015-09-30
Ontario United Food and Commercial Workers Pension Plan Trust Fund Suite 300 – 90 Burnhamthorpe Road West Mississauga, Ontario L5B 3C3 905-821-8329	N/A	4,000 limited partnership units	\$4,000,000	s. 2.3	2015-09-30

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)
The Edmonton Pipe Industry Pension Trust Fund 16214 – 188 Avenue Edmonton, Alberta T5V 1M6 1-800-263-3564 x 258	N/A	40,000 limited partnership units	\$40,000,000	s. 2.3	2015-09-30
UFCW Pension Plan for Canadian Employees 61 International Boulevard, Suite 110 Toronto, Ontario M9W 6K4 416-674-8612	N/A	20,000 limited partnership units	\$20,000,000	s. 2.3	2015-09-30
SJSRP Investment Holding Inc. 15 Market Square, P.O. Box 1971 Saint John, New Brunswick E2L 4L1 506-847-5461	N/A	25,000 limited partnership units	\$25,000,000	s. 2.3	2015-09-30
Alberta Refrigeration Industry Pension Trust Fund 16214 – 118 Avenue Edmonton, Alberta T5V 1M6 780-483-1591	N/A	5,000 limited partnership units	\$5,000,000	s. 2.3	2015-09-30
University of Northern British Columbia 3333 University Way Prince George, British Columbia V2N 4Z9 250-960-5516	N/A	5,000 limited partnership units	\$5,000,000	s. 2.3	2015-09-30
Clairvest Group Inc. 22 St. Clair Avenue East, Suite 1700 Toronto, Ontario M4T 2S3 416-413-6000	I	30,000 limited partnership units	\$30,000,000	s. 2.3	2015-09-30

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)
The Canadian Medical Protective Association 875 Carling Avenue Ottawa, Ontario K1S 5P1 613-725-9965 x 830	N/A	25,000 limited partnership units	\$25,000,000	s. 2.3	2015-09-30
T.R.L. Investment Limited 920 Yonge Street, suite 1000 Toronto, Ontario M4W 3C7 416-964-1800	N/A	500 limited partnership units	\$500,000	s. 2.3	2015-09-30
Hawk Hill Investments Limited 22 St. Clair Avenue East, Suite 1010 Toronto, Ontario M4T 2S3 416-923-7755	N/A	250 limited partnership units	\$250,000	s. 2.3	2015-09-30

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 ⁽¹⁾	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Certificate

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

Date: November 5, 2015

WF Fund V Limited Partnership

Name of issuer (please print)

Amit Rajput, Chief Financial Officer and Secretary, 416-682-6021

Print name, title and telephone number of person signing

Signed "Amit Rajput"

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