

**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.

**Issuer information**

**Item 1:** State the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since the last report was filed; the issuer's website address; and the address, telephone number and email address of the issuer's head office.

**ADVENTUS CAPITAL PARTNERS LTD.**

1660 – 999 West Hastings Street

Vancouver, BC V6C 2W2

Tel: 604-336-1226

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Website: [www.adventusrealty.com](http://www.adventusrealty.com)

**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.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☒ Real estate

☐ Utilities

☐ Other (describe)

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**Item 4: Insider 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 insider and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officers, 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 \$)
Rodney Johnston White Rock, BC Canada	Director, President and Secretary of Adventus Capital Partners Ltd., Director and Officer of Adventus Realty Services Inc.	313 Non-Voting Common Shares (Directly)	\$4,770.12
William R. LeClair Sorrento, BC Canada	Director of Adventus Capital Partners Ltd. and Director of Adventus Realty Services Inc.	1,150 Non-voting Common Shares	\$13,213.50
Gerald Gregory Cameron Edmonton, Alberta, Canada	Director of Adventus Capital Partners Ltd. and Director of Adventus Realty Services Inc.	3,531 Non-Voting Common Shares (Indirectly)	\$50,343.46
Ron Anderson Vancouver, BC Canada	Director of Adventus Capital Partners Ltd., and Director of Adventus Realty Services Inc.	2,680 Non-Voting Common Shares (Indirectly) 1,300 Non-Voting Common Shares (Indirectly)	\$53,285.20

Brian Kenning Vancouver, BC Canada	Director of Adventus Capital Partners Ltd., and Director of Adventus Realty Services Inc.	2,050 Non-Voting Common Shares	\$25,604.50
Michael Iannacone Burnaby, BC Canada	CFO of Adventus Realty Services Inc.	1,107 Non-Voting Common Shares 310 Non-Voting Common Shares (Directly)	\$17,017.23
Darcy Brabbins Delta, BC Canada	COO of Adventus Realty Services Inc.,	105 Non-Voting Common shares (Directly)	\$1,600.20

## Details of distribution

### Item 5: Distribution date

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

**April 27, 2016 and April 28, 2016**

### Item 6: Number and type of security

For each security distributed:

- (a) describe the type of security,

#### **Non-Voting Common Shares**

- (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

**93 non-voting common shares at a purchase price of US\$13.49 per share on April 27, 2016 and 15,991 non-voting common shares at a purchase price of US\$13.49 per share on April 28, 2016 (collectively the “Shares”).**

- (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

**N/A**

### 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 Schedule 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 \$)
Alberta	11	Cdn\$16.92 <sup>(3)</sup> per Share	\$22,895.28
Andorra	3	Cdn\$16.92 <sup>(3)</sup> per Share	\$25,112.04
British Columbia	1	Cdn\$17.04 <sup>(2)</sup> per Share	\$1,585.15
British Columbia	2	Cdn\$16.92 <sup>(3)</sup> per Share	\$18,834.02
Greece	1	Cdn\$16.92 <sup>(3)</sup> per Share	\$6,278.01
Manitoba	1	Cdn\$16.92 <sup>(3)</sup> per Share	\$643.03
Quebec	26	Cdn\$16.92 <sup>(3)</sup> per Share	\$194,635.20
Saskatchewan	1	Cdn\$16.92 <sup>(3)</sup> per Share	\$2,199.84
Total number of Purchasers	46		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$272,182.57</b>

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

**Note 2:** Amount represents the price paid in US dollars of US\$13.49 per Share converted to Canadian dollars using the posted Bank of Canada noon exchange rate for April 27, 2016 of US\$1.00 = Cdn\$1.2635.

**Note 3:** Amount represents the price paid in US dollars of US\$13.49 per Share converted to Canadian dollars using the posted Bank of Canada noon exchange rate for April 28, 2016 of US\$1.00 = Cdn\$1.2544.

**Item 8: Information about purchasers****1. 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.

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 Registrations* 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 Schedule I and II.

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of contact person	Indicate if 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)
Garth A D Comba Professional Corporation Attention: Garth Comba 340 Twin Brooks Drive Edmonton, AB T6J 6S5 Tel: 780-435-0192		186 Shares	\$3,147.47 <sup>(1)</sup>	Section 2.3 of NI 45-106	2016-04-28
1168241 Alberta Ltd. Attention: Gary Dickieson 108 Hawkstone Landing Sherwood Park, AB T8A 6M9 Tel: 780-436-1930		371 Shares	\$6,278.01 <sup>(1)</sup>	Section 2.3 of NI 45-106	2016-04-28
Alexandria Investments Company Attention: Kleio Alexandra Anthanasiadou Apt A1 5F Baixada Del Moli 007-009-011 Andorra La Vella AD500 Andorra Tel: 30210 363 2808		927 Shares	\$15,686.56 <sup>(1)</sup>	Section 2.3 of NI 45-106	2016-04-28

Amlek Ltd. Attention: Michail Katzourakis Planta 2/Porta A5 Baixada Del Moli 7-9-11 Andorra La Vella AD500 Andorra Tel: 30210 671 3045		371 Shares	\$6,278.01 <sup>(1)</sup>	Section 2.3 of NI 45-106	2016-04-28
0851282 BC Ltd Attention: Tracey Bosch 21941 44 Avenue Langley, BC V3A 3E7 Tel: 604-649-0659		649 Shares	\$10,982.28 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
J. Lorenzen Holdings Inc. Attention: Jurgen Lorenzen Suite 2300 800 Rene Levesque W Montreal, QC H3B 1X9 Tel: 514-296-8664		1854 Shares	\$31,373.12 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
Gestion Soplajoey Inc. Attention: Joey Saputo 800 – 8000 Langelier Montreal, QC H1P 3K2 Tel: 514-328-3442		556 Shares	\$9,408.55 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
Gestion Soplajoey Inc. Attention: Joey Saputo 800 – 8000 Langelier Montreal, QC H1P 3K2 Tel: 514-328-3442		742 Shares	\$12,556.02 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
Knud Jensen Holdings Inc. Attention: Knud Jensen 2300 – 800 Rene Levesque Blvd W Montreal, QC H3B 1X9 Tel: 514-284-9193		556 Shares	\$9,408.55 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
2789817 Canada Inc. Attention: Rob Antonyk 212 Evergreen Dr. Beaconsfield, QC H9W 2A9 Tel: 514-697-8307		371 Shares	\$6,278.01 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
172110 Canada Inc. Attention: Miriam Ellbogen 6030 Boul Cavendish Suite 608 Cote Saint Luc, QC H4W 3K1 Tel: 514-482-6944		186 Shares	\$3,147.47 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28

Les Agences Angelo D'Anello Inc. Attention: Angelo D'Anello 6760 Rue Marie-Victorin Montreal-Nord, QC H1G 2J4 Tel: 514-326-6375		149 Shares	\$2,521.36 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
Fiducie Daniel Robichaud Attention: Daniel Robichaud 160 Rue De Rouville Bromont, QC J2L 2B9 Tel: 514-999-9028		1,854 Shares	\$31,373.12 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28
Convent Communications Attention: Doug Richardson 901 University Dr. Saskatoon, SK S7N 0J9 Tel: 306-664-7338		130 Shares	\$2,199.84 <sup>(1)</sup>	Section 2.3 of NI 45	2016-04-28

(1) Amount represents the total purchase price paid in US dollars converted to Canadian dollars using the posted Bank of Canada noon exchange rate for April 28, 2016 of US\$1.00 = Cdn\$1.2544.

## 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.

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 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)	
M Partners Inc. 100 Wellington Street West Suite 2201 Toronto, ON M5K 1K2	R	\$70.93 <sup>(1)</sup>				\$70.93
Industrial Alliance Securities Inc. 224 – 4 <sup>th</sup> Avenue S., Suite 600 Saskatoon, SK S7K 5M5	R	\$14,882.85 <sup>(2)</sup>				\$14,882.85

(1) Amount represents the total cash commission paid in US dollars converted to Canadian dollars using the posted Bank of Canada noon exchange rate for April 27, 2016 of US\$1.00 = Cdn\$1.2635.

(2) Amount represents the total cash commission paid in US dollars converted to Canadian dollars using the posted Bank of Canada noon exchange rate for April 28, 2016 of US\$1.00 = Cdn\$1.2544.



## Certificate

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

Date: May 6, 2016

Adventus Capital Partners Ltd.

Name of issuer (please print)

Michael Iannacone, CFO (604) 336-1226

Print name, title and telephone number of person signing

"Michael Iannacone"

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.

N/A

## 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