

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;

Brookfield Residential Properties Inc. (the “**Issuer**”)

- the issuer’s website address; and

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

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

4906 Richard Rd. S.W.
Calgary, Alberta T3E 6L1
(403) 231-8900
Attention: Shane Pearson
shane.pearson@brookfieldrp.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.

- | | |
|---|--|
| <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) |

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 \$)
Brookfield Asset Management Inc. (registered holder: 1927726 Ontario Inc.) Ontario, Canada	Directors: <ul style="list-style-type: none"> • Angela F. Braly • Marcel R. Coutu • Maureen Kempston Darkes • Lance Liebman • Frank J. McKenna • Youssef A. Nasr • Seek Ngee Huat • George S. Taylor Named Executive Officers: <ul style="list-style-type: none"> • J. Bruce Flatt • Brian D. Lawson • Jeffrey M. Blidner • George E. Myhal • Samuel J.B. Pollock 	113,900,674 Common Shares	C\$3,505,862,745.72 ¹

¹ Represents the price of Common Shares pursuant to the plan of arrangement that was completed on May 13, 2015 (US\$24.25 per Common Share converted to C\$30.78 using the Bank of Canada noon rate of exchange on March 12, 2015).

Details of distribution

Item 5: Distribution date

May 12, 2015

Item 6: For each security distributed:

- (a) describe the type of security,

6.125% Senior Notes Due 2023 (the “**Canadian dollar notes**”)

6.375% Senior Notes Due 2025 (the “**U.S. dollar notes**”)

- (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

US\$370,500,000 aggregate principal amount of U.S. dollar notes and

C\$250,000,000 aggregate principal amount of Canadian dollar notes

- (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 Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	5	C\$1.1987 (US\$1.00)	C\$16,794,800
Ontario	24	C\$1.1987 (US\$1.00)	C\$228,448,000
Alberta	1	C\$1.1987 (US\$1.00)	C\$500,000
Quebec	3	C\$1.1987 (US\$1.00)	C\$6,000,000
Manitoba	1	C\$1.1987 (US\$1.00)	C\$11,000,000
United States	58	C\$1.1987	C\$428,378,800

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
		(US\$1.00)	
Netherlands	1	C\$1.1987 (US\$1.00)	C\$2,397,400
United Kingdom	1	C\$1.1987 (US\$1.00)	C\$599,350
Total number of Purchasers	94		
Total dollar value of distribution in all jurisdictions (Canadian \$)			C\$694,118,350

Note: Prices were converted from US dollars to Canadian dollars using the Bank of Canada noon rate on May 12, 2015 of \$1.1987.

Note¹: 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)
Cypress Capital Management Ltd. Suite 1700, 1055 West Georgia Street. P.O. Box 11136 Vancouver BC V6E 3P4 604-659-1890	R	\$2,000,000 principal amount of Canadian dollar notes	\$2,000,000	Accredited Investor	2015-05-12
GMP Securities LP 145 King Street West, Suite 300 Toronto, Ontario M5H 1J8 416-941-6769	R	\$8,350,000 principal amount of Canadian dollar notes	\$8,350,000	Accredited Investor	2015-05-12
JC Clark Ltd. 130 Adelaide Street West, Suite 3400 Toronto, Ontario M5H 3P5 416-361-6144	R	\$750,000 principal amount of Canadian dollar notes	\$750,000	Accredited Investor	2015-05-12
PI Financial Corp. 1900-666 Burrard Street, Vancouver, BC, V6C 3N1 604-664-2799	R	\$2,000,000 principal amount of Canadian dollar notes	\$2,000,000	Accredited Investor	2015-05-12
Sentry Select Capital Inc. Commerce Court Post, 199 Bay Street, Suite 4100, PO Box 108, Toronto ON, M5L 1E2 416-861-8729	R	\$18,500,000 principal amount of Canadian dollar notes	\$18,500,000	Accredited Investor	2015-05-12
H/2 Capital Partners LLC 680 Washington Blvd, 7th Floor, Stamford CT 203-569-5110		\$40,000,000 principal amount of Canadian dollar notes	\$40,000,000	Accredited Investor	2015-05-12
Lorne Steinberg Wealth Management 1000 de la Gauchetiere Street West, Suite 3310 Montreal, QC H3B 4W5 514-876-9888	R	\$2,000,000 principal amount of Canadian dollar notes	\$2,000,000	Accredited Investor	2015-05-12
Laurentian Bank Securities Inc. 1981 McGill College Avenue, Suite 100 Montreal, PQ H3A 3K3 514-350-2907	R	\$1,000,000 principal amount of Canadian dollar notes	\$1,000,000	Accredited Investor	2015-05-12

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)
KJ Harrison & Partners Inc. 60 Bedford Road Toronto, ON M5R 2K2 416-867-8577	R	\$2,000,000 principal amount of Canadian dollar notes	\$2,000,000	Accredited Investor	2015-05-12
Mackenzie Financial Corporation 180 Queen Street West, 12th Floor Toronto ON M5V 3K1 416-967-2117	R	\$15,000,000 principal amount of Canadian dollar notes	\$15,000,000	Accredited Investor	2015-05-12
Connor, Clark & Lunn Investment Management Ltd. 2200-1111 West Georgia Street Vancouver BC V6E 4M3 604-643-2013	R	\$7,500,000 principal amount of Canadian dollar notes	\$7,500,000	Accredited Investor	2015-05-12
Davis-Rea Ltd. Investment Counsel 79 Wellington Street West, Suite 3535 PO Box 239, Toronto ON, M5K 1J3 416-324-2209	R	\$5,000,000 principal amount of Canadian dollar notes	\$5,000,000	Accredited Investor	2015-05-12
Barometer Capital Management Inc. 1 University Ave, Suite 1910 P.O. Box 25 Toronto ON M5J 2P1 416-601-0154	R	\$5,000,000 principal amount of Canadian dollar notes	\$5,000,000	Accredited Investor	2015-05-12
CI Investments Inc. 2 Queen Street East, 20th Floor Toronto, ON M5C 3G7 416-364-1145	R	\$35,000,000 principal amount of Canadian dollar notes	\$35,000,000	Accredited Investor	2015-05-12
Hesperian Capital Management 95 Wellington Street west Suite 1704, P. O Box 46 Toronto Ont M5J 2N7 416-640-6715		\$7,000,000 principal amount of Canadian dollar notes	\$7,000,000	Accredited Investor	2015-05-12
Blackrock Inc. 161 Bay Street, Suite 2500, Toronto, Ontario M5J 2S1 416-594-4410		\$2,500,000 principal amount of Canadian dollar notes	\$2,500,000	Accredited Investor	2015-05-12

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)
Dorchester Investment Management 1100 Rene Levesque Blvd, Suite 650, Montreal, Quebec H3B 4N4 514-861-5841	R	\$3,000,000 principal amount of Canadian dollar notes	\$3,000,000	Accredited Investor	2015-05-12
BCV Asset Management 1325 Kenaston Boulevard Winnipeg, MB R3P 2P2 204-284-2583	R	\$11,000,000 principal amount of Canadian dollar notes	\$11,000,000	Accredited Investor	2015-05-12
BMO Money 302 Bay Street - 12th Floor Toronto ON M5X 1A1 416-359-4237		\$2,500,000 principal amount of Canadian dollar notes	\$2,500,000	Accredited Investor	2015-05-12
Rothernberg Capital Management 1712 10th Ave SW, Calgary, Alberta T3C 0J9 403-228-2378		\$500,000 principal amount of Canadian dollar notes	\$500,000	Accredited Investor	2015-05-12
Algonquin Capital 1 Yonge St Suite 1801 Toronto ON M5E 1W7 416-214-3648	R ¹	\$1,500,000 principal amount of Canadian dollar notes	\$1,500,000	Accredited Investor	2015-05-12
CIBC WM Retail 161 Bay Street Brookfield Place, Toronto ON M5J 2S8 416-956-6961		\$1,000,000 principal amount of Canadian dollar notes	\$1,000,000	Accredited Investor	2015-05-12
HGC Investment Management Inc. 366 Adelaide St W, Suite 601, Toronto ON M5V 1R9 647-776-2193	R	\$400,000 principal amount of Canadian dollar notes	\$400,000	Accredited Investor	2015-05-12
IA Clarington Investments Inc. 181 University Ave, Suite 1010, Toronto, ON M5H 3M7 416-860-9880	R	\$30,000,000 principal amount of Canadian dollar notes	\$30,000,000	Accredited Investor	2015-05-12

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)
Invesco/TRIMARK 120 Bloor St East, Suite 700, Toronto, Ontario M4W 1B7 416-324-7621		\$30,000,000 principal amount of Canadian dollar notes	\$30,000,000	Accredited Investor	2015-05-12
JovInvestment Management Inc. 26 Wellington St. E., Suite 920, Toronto ON M5E 1S2, Canada 416-777-5782		\$2,000,000 principal amount of Canadian dollar notes	\$2,000,000	Accredited Investor	2015-05-12
Lawrence Park Capital Partners 2 Berkeley Street, Suite 304, Toronto ON M5A 4J5 416-646-2179	R	\$4,000,000 principal amount of Canadian dollar notes	\$4,000,000	Accredited Investor	2015-05-12
Leith Wheeler Investment Counsel Ltd. 1500 - 400 Burrard Street, Vancouver, BC V6C 3A6 604-602-8373	R	\$500,000 principal amount of Canadian dollar notes	\$500,000	Accredited Investor	2015-05-12
Murchinson LP 145 Adelaide St W, Toronto ON M5H 1P9 416-845-0666		\$5,000,000 principal amount of Canadian dollar notes	\$5,000,000	Accredited Investor	2015-05-12
Ridgewood Capital Asset Management Inc. 55 University Ave, Suite 1020, Toronto, ON M5J 2H7 416-842-0227	R	\$1,000,000 principal amount of Canadian dollar notes	\$1,000,000	Accredited Investor	2015-05-12
562817 Alberta Ltd. 2019 Briar Crescent NW, Calgary, AB, T2N 3V6	I	\$2,000,000 principal amount of Canadian dollar notes	\$2,000,000	Accredited Investor	2015-05-12
H/2 Capital Partners 680 Washington Blvd, 7th Floor, Stamford CT 06901 212-671-6300		\$65,000,000 principal amount of U.S. dollar notes	\$77,915,500	Accredited Investor	May 12, 2015
Goldman Sachs Asset 200 West St New York NY 10282 917-343-0986	R	\$32,000,000 principal amount of U.S. dollar notes	\$38,358,400	Accredited Investor	May 12, 2015

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)
CI Investment Incorp 2 Queen Street East Toronto ON M5C 3G7 416-681-3583		\$20,000,000 principal amount of U.S. dollar notes	\$23,974,000	Accredited Investor	May 12, 2015
Aegon USA Investment 4515 N River Blvd NE Cedar Rapids IA 52411 319-355-4030		\$17,000,000 principal amount of U.S. dollar notes	\$20,377,900	Accredited Investor	May 12, 2015
Prudential Investment Gateway Center, Prudential Fixed Income Newark NJ 07102 973-802-5102	R	\$17,000,000 principal amount of U.S. dollar notes	\$20,377,900	Accredited Investor	May 12, 2015
Pioneer Investment Management Limited 60 State St Boston MA 02109 617-422-4819	R	\$15,000,000 principal amount of U.S. dollar notes	\$17,980,500	Accredited Investor	May 12, 2015
Mackay Shields LLC 1345 Avenue Of The Americas, 42 & 43 Floors New York NY 10105 212-230-3918	R	\$15,000,000 principal amount of U.S. dollar notes	\$17,980,500	Accredited Investor	May 12, 2015
Capital Group Company 11100 Santa Monica Blvd, 18th Floor Los Angeles CA 90025 310-996-6113		\$15,000,000 principal amount of U.S. dollar notes	\$17,980,500	Accredited Investor	May 12, 2015
Mackenzie Financial Corporation 180 Queen Street West Toronto ON M5V 3K1 416-967-2382	R	\$15,000,000 principal amount of U.S. dollar notes	\$17,980,500	Accredited Investor	May 12, 2015
Providence Equity PA 9 W 57th St, 49th Floor New York NY 10019 212-588-6758		\$10,000,000 principal amount of U.S. dollar notes	\$11,987,000	Accredited Investor	May 12, 2015

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)
Guggenheim Investment 330 Madison Ave New York NY 10017 212-518-9724	R ¹	\$10,000,000 principal amount of U.S. dollar notes	\$11,987,000	Accredited Investor	May 12, 2015
Nomura Corporate RES 309 W 49th St, Worldwide Plaza New York NY 10019 212-667-1899		\$10,000,000 principal amount of U.S. dollar notes	\$11,987,000	Accredited Investor	May 12, 2015
JPM Pacholder 8044 Montgomery Rd Cincinnati OH 45236 513-699-4386		\$10,000,000 principal amount of U.S. dollar notes	\$11,987,000	Accredited Investor	May 12, 2015
The Northwestern MUT 720 E Wisconsin Ave 414-665-5918		\$7,000,000 principal amount of U.S. dollar notes	\$8,390,900	Accredited Investor	May 12, 2015
Crescent Capital Corp 11100 Santa Monica Blvd Los Angeles CA 90025 310-235-5958		\$7,000,000 principal amount of U.S. dollar notes	\$8,390,900	Accredited Investor	May 12, 2015
Blackrock Financial 55 E 52nd St, 6th Floor New York NY 10022 212-810-8997	R	\$6,500,000 principal amount of U.S. dollar notes	\$7,791,550	Accredited Investor	May 12, 2015
Babson Capital Management LLC 550 S Tryon St, 3300 Charlotte NC 28202 704-805-7215	R	\$6,000,000 principal amount of U.S. dollar notes	\$7,192,200	Accredited Investor	May 12, 2015
UBS O'Connor LLC 299 Park Ave, 25th Floor New York NY 10171 212-713-9769		\$5,000,000 principal amount of U.S. dollar notes	\$5,993,500	Accredited Investor	May 12, 2015
AESIR Credit Master 53 Forest Avenue, Suite 106 Old Greenwich CT 06870 203-344-3077		\$5,000,000 principal amount of U.S. dollar notes	\$5,993,500	Accredited Investor	May 12, 2015

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)
IA Clarington Invest 26 Wellington St E, Suite 500 Toronto ON M5E 1S2 416-304-8224		\$5,000,000 principal amount of U.S. dollar notes	\$5,993,500	Accredited Investor	May 12, 2015
Penn Capital Management 3 Crescent Dr, 4th Floor Philadelphia PA 19112 215-302-1550	R ¹	\$5,000,000 principal amount of U.S. dollar notes	\$5,993,500	Accredited Investor	May 12, 2015
Standish Mellon Asset 1 Boston Pl Boston MA 02108 617-248-6288		\$5,000,000 principal amount of U.S. dollar notes	\$5,993,500	Accredited Investor	May 12, 2015
Midocean Capital Inv 320 Park Avenue, Suite 1600 New York NY 10022 212-895-8945		\$4,000,000 principal amount of U.S. dollar notes	\$4,794,800	Accredited Investor	May 12, 2015
Thrivent Financial F 625 4th Ave S, Ms 1010 - Trade Adm. Minneapolis MN 55415 612-340-8361		\$4,000,000 principal amount of U.S. dollar notes	\$4,794,800	Accredited Investor	May 12, 2015
Phillips, Hager & NO 200 Burrard Street, Suite 200 Vancouver BC V6C 3N5 604-408-6233	R	\$4,000,000 principal amount of U.S. dollar notes	\$4,794,800	Accredited Investor	May 12, 2015
Employees Retirement 200 E 18th St Austin TX 78701 512-867-7679		\$4,000,000 principal amount of U.S. dollar notes	\$4,794,800	Accredited Investor	May 12, 2015
Fidelity Management 245 Summer St Boston MA 02210 617-563-7370		\$4,000,000 principal amount of U.S. dollar notes	\$4,794,800	Accredited Investor	May 12, 2015
Payden & Rygel 333 South Grand Avenue, Suite 3200 Los Angeles CA 90071 213-625-1900		\$3,000,000 principal amount of U.S. dollar notes	\$3,596,100	Accredited Investor	May 12, 2015

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)
Manning & Napier Adv 290 Woodcliff Dr Fairport NY 14450 585-325-6880		\$3,000,000 principal amount of U.S. dollar notes	\$3,596,100	Accredited Investor	May 12, 2015
USAA Investment Mana 9800 Fredericksburg Rd San Antonio TX 78288 210-498-7575		\$3,000,000 principal amount of U.S. dollar notes	\$3,596,100	Accredited Investor	May 12, 2015
Reich And Tang AC SE 12 East 49th Street, 33th Floor New York NY 10017 212-893-7825		\$3,000,000 principal amount of U.S. dollar notes	\$3,596,100	Accredited Investor	May 12, 2015
Smith Breeden Associates 280 S Mangum St, Diamond View Ii, Suite 301 Durham NC 27701 919-328-4920		\$3,000,000 principal amount of U.S. dollar notes	\$3,596,100	Accredited Investor	May 12, 2015
Calpers 400 Q St Sacramento CA 95811 916-795-3425		\$3,000,000 principal amount of U.S. dollar notes	\$3,596,100	Accredited Investor	May 12, 2015
Calamos Asset Manager 2020 Calamos Ct, Naperville IL 60563 630-245-7206		\$2,000,000 principal amount of U.S. dollar notes	\$2,397,400	Accredited Investor	May 12, 2015
Empyrean Capital PAR 10250 Constellation Blvd, Suite 2950 Los Angeles CA 90067 310-843-3047		\$2,000,000 principal amount of U.S. dollar notes	\$2,397,400	Accredited Investor	May 12, 2015
Pine River Capital Management LP 590 Madison Ave, 37th Floor New York NY 10022 212-364-3216	R ¹	\$2,000,000 principal amount of U.S. dollar notes	\$2,397,400	Accredited Investor	May 12, 2015

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)
Pax World Management 30 Penhallow Street, Suite 400 Portsmouth NH 03801 603-501-7341		\$2,000,000 principal amount of U.S. dollar notes	\$2,397,400	Accredited Investor	May 12, 2015
Credit Suisse Asset Management, LLC 11 Madison Ave New York NY 10010 212-325-7331	R	\$2,000,000 principal amount of U.S. dollar notes	\$2,397,400	Accredited Investor	May 12, 2015
GE Asset Management 1600 Summer St, Stamford CT 06905 203-326-4155	R	\$2,000,000 principal amount of U.S. dollar notes	\$2,397,400	Accredited Investor	May 12, 2015
Shell Asset Management Sir Winston Churchillaan 366h, Rijkswijk, 2285 SJ The Hague, Netherlands +31-70 3199 296	R ¹	\$2,000,000 principal amount of U.S. dollar notes	\$2,397,400	Accredited Investor	May 12, 2015
Conning AM 1 Financial Plz Hartford CT 06103 860-299-2256		\$1,250,000 principal amount of U.S. dollar notes	\$1,498,375	Accredited Investor	May 12, 2015
KLS Diversified Assets 452 5th Avenue, 22nd Floor New York NY 10018 212-905-0840		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
Advent Capital Management 1271 Ave Of The Americas, 45th Floor New York NY 10020 212-482-1606		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
BTG Pactual Cap Partners 601 Lexington Ave, 57th Floor New York NY 10022 212-293-4654		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015

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)
Guardian Life Insurance 7 Hanover Sq, 20th Floor New York NY 10004 212-598-8092		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
Millennium Management 666 5th Ave, 8th Floor New York NY 10103 212-708-4051	R ¹	\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
Arena Capital Advisors 12121 Wilshire Blvd, Suite 1010 Los Angeles CA 90025 310-806-6700		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
Jane Street Capital 1 New York Plz New York NY 10004 212-651-5856		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
Aristeia Capital LLC 136 Madison Ave, 3rd Floor New York NY 10016 212-842-1942	R	\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
Peritus Global Oppor 1216 Satte Street, 4th Floor Santa Barbara CA 93101 805-895-8148		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
First Western Century 1900 Ave Of The Stars, Suite 900 Los Angeles CA 90067 310-229-2978		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
Cedar Lane Capital 55 Regent St. Bergenfield, NJ 07621-3908 415-940-6731		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015
MPAM Credit Trading 600 Superior Ave E, 25th Floor Cleveland OH 44114 216-767-4848		\$1,000,000 principal amount of U.S. dollar notes	\$1,198,700	Accredited Investor	May 12, 2015

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)
LCF Edmond De Rothschild 4 Carlton Gardens London SW1Y 5AA +020 7845 5938		\$500,000 principal amount of U.S. dollar notes	\$599,350	Accredited Investor	May 12, 2015
Golub Capital Management 666 5th Ave, 18th Flr New York NY 10103 212-642-0459		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015
Sound Point Capital 375 Park Ave, 25th Floor New York NY 10022 212-895-2261		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015
Kamunting Street MAS 325 Greenwich Ave, 3rd Floor Greenwich CT 06830 203-541-4254		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015
Wexford Capital LLC 777 S Flagler Drive, Suite 602 West Palm Beach FL 33401 561-273-8612		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015
Anandar Capital Mana 444 Madison Ave, 7th Floor New York NY 10022 212-901-3402		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015
Artesian Capital Man Office 601 136 Madison Avenue, Level 6 New York NY 10016 646-495-6018		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015
DRW Holdings LLC 540 W Madison St, 25fl Chicago IL 60661 312-542-3193		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015
CKC Capital LLC 1345 Avenue of The Americas, 3rd Floor New York NY 10105 212-893-1154		\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015

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)
Mid Atlantic Capital Suite N-641 800 Westchester Avenue Rye Brook NY 10573 914-630-5520	R ¹	\$250,000 principal amount of U.S. dollar notes	\$299,675	Accredited Investor	May 12, 2015

¹ Registered in certain of the Canadian provinces, but not in British Columbia.

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 DISCOUNT (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)	

Scotia Capital Inc. 40 King Street, 68 th Floor Toronto, Ontario M5H 1H1	R	C\$49,100,000	N/A	N/A	N/A	C\$49,100,000
CIBC World Markets Inc. Brookfield Place 161 Bay Street, 7th Floor Toronto, ON, M5J 2S8	R	C\$49,100,000	N/A	N/A	N/A	C\$49,100,000
TD Securities Inc. 66 Wellington St. West, 9th Floor, TD Bank Tower Toronto, Ontario M5K 1A2	R	C\$49,100,000	N/A	N/A	N/A	C\$49,100,000
J.P. Morgan Securities Canada Inc. 200 Bay Street Toronto, ON	R ¹	C\$24,550,000	N/A	N/A	N/A	C\$24,550,000
RBC Dominion Securities Inc. 200 Bay Street Toronto, Ontario, M5J 2W7	R	C\$36,825,000	N/A	N/A	N/A	C\$36,825,000
HSBC Securities (Canada) Inc. 70 York Street Toronto, ON M5J 1S9	R	C\$36,825,000	N/A	N/A	N/A	C\$36,825,000
J.P. Morgan Securities LLC 383 Madison Avenue New York, New York 10179	R	C\$57,679,046.60 (US\$48,118,000)	N/A	N/A	N/A	C\$57,679,046.60 (US\$48,118,000)

Citigroup Global Markets Inc. 388 Greenwich Street New York, NY 10013	R	C\$57,679,046.60 (US\$48,118,000)	N/A	N/A	N/A	C\$57,679,046.60 (US\$48,118,000)
Credit Suisse Securities (USA) LLC 11 Madison Avenue New York, NY 10010	R	C\$57,679,046.60 (US\$48,118,000)	N/A	N/A	N/A	C\$57,679,046.60 (US\$48,118,000)
Deutsche Bank Securities Inc. 60 Wall Street New York, NY 10005	R	C\$57,679,046.60 (US\$48,118,000)	N/A	N/A	N/A	C\$57,679,046.60 (US\$48,118,000)
Wells Fargo Securities, LLC 550 South Tryon Street, 3rd Floor Charlotte, NC 28202	R	C\$57,679,046.60 (US\$48,118,000)	N/A	N/A	N/A	C\$57,679,046.60 (US\$48,118,000)
RBC Capital Markets, LLC 200 Vesey Street - 10th Floor New York, NY 10281-8098	R	C\$24,719,591.40 (US\$20,622,000)	N/A	N/A	N/A	C\$24,719,591.40 (US\$20,622,000)
HSBC Securities (USA) Inc. 70 York Street Toronto, ON M5J 1S9	R	C\$24,719,591.40 (US\$20,622,000)	N/A	N/A	N/A	C\$24,719,591.40 (US\$20,622,000)
TD Securities (USA) LLC 31 West 52nd Street, 19th Floor New York, NY 10019	R	C\$24,719,591.40 (US\$20,622,000)	N/A	N/A	N/A	C\$24,719,591.40 (US\$20,622,000)

CIBC World Markets Corp. 300 Madison Avenue, 5th Floor New York, NY 10017	R [†]	C\$24,719,591.40 (US\$20,622,000)	N/A	N/A	N/A	C\$24,719,591.40 (US\$20,622,000)
Scotia Capital (USA) Inc. 250 Vesey Street, 24th Floor New York, NY 10281	R	C\$24,719,591.40 (US\$20,622,000)	N/A	N/A	N/A	C\$24,719,591.40 (US\$20,622,000)

[†]Registered in certain of the Canadian provinces, but not in British Columbia.

Note: Prices were converted from US dollars to Canadian dollars using the Bank of Canada noon rate on May 12, 2015 of \$1.1987.

Certificate

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

Date: May 29, 2015

Brookfield Residential Properties Inc.
Name of issuer (please print)

Shane Pearson, EVP & Corporate Counsel, (403) 231-8947
Print name, title and telephone number of person signing



"Shane Pearson"

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