

**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;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

*AP Capital Mortgage Investment Corporation*

*www.apcapital.ca*

*128 West Pender Street Suite 1601*

*Vancouver BC V6B 1R8*

*Telephone: 778-328-7401*

*info@apcapital.ca*

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.

*The issuer is not an investment funds manager.*

**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 checked="" 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, 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 \$)
Steve Froese Edmonton, AB Canada	Director and holder of more than 10% of voting securities	400 Class "A" Voting Common Shares and 10 Class "B" Non-Voting Common Shares	\$41,000
Brad Unrau Vancouver, BC Canada	Director and holder of more than 10% of voting securities	400 Class "A" Voting Common Shares and 10 Class "B" Non-Voting Common Shares	\$41,000

Ches Hagen Vancouver, BC Canada	Director and holder of more than 10% of voting securities	400 Class "A" Voting Common Shares and 1166.95 Class "B" Non- Voting Common Shares	\$140,069
Dan Weiss Edmonton, AB Canada	Director and holder of more than 10% of voting securities	400 Class "A" Voting Common Shares and 1719.93 Class "B" Non- Voting Common Shares	\$187,157

### **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 30, 2015***

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

For each security distributed:

- describe the type of security; *Class "B" Non-Voting Common Shares*
- state the total number of securities distributed: 28,050 *Class "B" Non-Voting Common Shares*
- 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 \$)
British Columbia	9	\$100.00	\$3,440,000.00
Alberta	5	\$100.00	\$765,000.00
Total number of Purchasers	14		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$4,205,000.00

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>					
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)
0991923 BC Ltd. 837 E. 10th Avenue Vancouver BC Linda Thanh-thanh Vo 778 558 7002	N/A	1,100 Class "B" Non-Voting Common Shares	\$110,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
0991923 BC Ltd. 837 E. 10th Avenue Vancouver BC Linda Thanh-thanh Vo 778 558 7002	N/A	4,000 Class "B" Non-Voting Common Shares	\$400,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
Bakerview Farms Ltd. R.R. #2 Stn. Main Leduc AB Steve Froese 778 328 7401	N/A	1,150 Class "B" Non-Voting Common Shares	\$115,000.0	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
Neuroc Holdings Box 21 Mt. Lehman Stn Abbotsford BC Bettyanne Neufeld 780 918 7928	N/A	10,000 Class "B" Non-Voting Common Shares	\$1,000,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
Larry Rice Alter Ego Trust 601-2260 W39th Ave Vancouver BC Larry Rice 604 720 1446	N/A	1,000 Class "B" Non-Voting Common Shares	\$100,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
Urban Land Holdings Ltd. 33456 South Fraser Way Abbotsford BC Terri Sidhu 604 897 3049	N/A	1,500 Class "B" Non-Voting Common Shares	\$150,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
Urban Land Holdings Ltd. 33456 South Fraser Way Abbotsford BC Terri Sidhu 604 897 3049	N/A	3,500 Class "B" Non-Voting Common Shares	\$350,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
Karana Properties Inc. 200 - 1060 7th Street SW Calgary AB T2R 0C4 Harvey Thal 403 238 3361	N/A	1,000 Class "B" Non-Voting Common Shares	\$100,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30

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)
Stanford Realty Advisors Inc. 10532 Maple Ridge Calgary AB T2S 1Y7 Melvin G. Foht 403 698 8510	N/A	500 Class "B" Non-Voting Common Shares	\$50,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30
541461 Alberta Ltd. #301 10324 82 Avenue Edmonton AB T6E 1Z8 Dan Weiss 780-970-7908	N/A	4,000 Class "B" Non-Voting Common Shares	\$400,000.00	S.2.9(2) of NI 45-106 – Eligible	2015-06-30

## 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	Price per security (Canadian \$)	
				Exemption relied on and date of distribution (yyyy-mm-dd)	

Profplan Exempt Market Ltd 1201 – 1199 Marinaside Crescent Vancouver, BC V6Z 2YL	(R)	\$8,000.00	N/A	N/A	N/A	\$8,000.00
Kathy Ghag 2203 – 8 Smithe Mews Vancouver, BC V6B 0A5	N/A	\$25,500.00	N/A	N/A	N/A	\$25,500.00

## **Certificate**

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

Date: June 30, 2015

AP Capital Mortgage Investment Corp

Name of [issuer] (please print)

Ches Hagen, Director 778-328-7401

Print name, title and telephone number of person signing

Ches Hagen

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.

*Same as above*

**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