

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.

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.

Highstreet Chappelle (2015) Limited Partnership

702 – 1708 Dolphin Avenue

Kelowna, BC V1Y 9S4

Tel: (778) – 484-5567

Email: smbutler@highstreetventures.com

Website: <http://www.highstreetliving.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)

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

Information about insider and promoters			
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 \$)
Scott Butler Kelowna, BC Canada	(1) Director of Highstreet Chappelle Apartments Ltd. (general partner of issuer) (2) Director of Highstreet Ventures Inc. (3) Promoter	11.6825 Class A Units held by Highstreet Ventures Inc. controlled by Scott Butler 41.6 Class A Units held by Mission Ventures Inc. controlled by Scott Butler 45 Class B Units held by Mission Ventures Inc. controlled by Scott Butler	\$532,865.00
Don Bell Calgary, AB Canada	(1) Promoter	25 Class B Units held by Dawnrocks Ventures Inc. controlled by Don Bell 48 Class A Units held by Dawnrocks Ventures Inc. controlled by Don Bell	\$480,025.00
Matt Butler Kelowna, AB Canada	(1) Promoter	24.3750 Class A Units held by Traine Management Ltd. controlled by Matt Butler 30 Class B Units held by Traine Management Ltd. controlled by Matt Butler	\$243,780.00

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.

September 2, 2015

Item 6:

For each security distributed:

- (a) describe the type of security,

Class A 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

182 Class A Units

- (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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	35	\$10,000 per Class A Unit	\$1,184,000.00
British Columbia	18	\$10,000 per Class A Unit	\$604,000.00
Ontario	1	\$10,000 per Class A Unit	\$8,000.00
Saskatchewan	1	\$10,000 per Class A Unit	\$24,000.00
Total number of Purchasers	55		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,820,000.00

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.

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 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.

Information about non-individual purchasers					
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)
118887 Alberta Ltd. Attn: Ron Henschell 115 McKenzie Lake View SE Calgary, AB T2Z 2T5 Tel: 403-714-1995	N/A	0.4 Class A Units	\$4,000.00	Section 2.5 of NI 45-106	2015-09-02

Information about non-individual purchasers					
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)
Amethyst Capital Ltd. Attn: Scott Seatter 404 – 8125 110 th Street Edmonton, AB T6G 2P3 Tel: 3-364-758-3006	N/A	4 Class A Units	\$40,000.00	Section 2.3 of NI 45-106	2015-09-02
Aviation Parts Link Ltd. Attn: Mike Borrelli Suite 340 – 305 4625 Varsity Dr. N.W. Calgary, AB T3A 0Z9 Tel: 403-815-2746	N/A	4 Class A Units	\$40,000.00	Section 2.3 of NI 45-106	2015-09-02
Heatburg Horizons Attn: Murray or Henrietta Sissons Site 17, Comp 1, RR 1 Didsbury, AB T0M 0W0 Tel: 403-335-6555	N/A	6 Class A Units	\$60,000.00	Section 2.3 of NI 45-106	2015-09-02
IBEX Enterprises Ltd. Attn: Simon Haehlen 208 – 2835 23 rd Street Calgary, AB T2E 7A4 Tel: 403-305-1418	N/A	2 Class A Units	\$20,000.0	Section 2.5 of NI 45-106	2015-09-02
Philco Investments Ltd. Attn: Janet Weening 240106 Range Rd. 32 Calgary, AB T3Z 1M3 403-818-5769	N/A	1 Class A Units	\$10,000.00	Section 2.3 of NI 45-106	2015-09-02
R1850 Holdings Ltd. Attn: Matthew Wallin 1450 Kechika Crt. Kamloops, BC V2E 2T5 Tel: 250-371-3194	N/A	1 Class A Units	\$10,000.00	Section 2.5 of NI 45-106	2015-09-02
Baumann Holdings Ltd. Attn: Adam Baumann 201 – 95 Winnipeg Street Penticton, BC V2A 5L9 Tel: 250-492-3777	N/A	4 Class A Units	\$40,000.00	Section 2.3 of NI 45-106	2015-09-02
Gallant Trucking Ltd. Attn: Boyd Gallant 409 Nueva Wynd Kamloops, BC V2H 1S1 Tel: 250-573-5889	N/A	6 Class A Units	\$60,000.00	Section 2.3 of NI 45-106	2015-09-02
MCP Ventures Ltd. Attn: Mack Adams 1255 Tattersall Drive Victoria, BC V8P 1Z2 Tel: 250-886-4273	N/A	3 Class A Units	\$30,000.00	Section 2.5 of NI 45-106	2015-09-02

Information about non-individual purchasers					
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)
Rima Holdings Ltd. Attn: Richard Gibbons 5350 Ptarmigan Street Kelowna, BC V1W 5A4 Tel: 250-860-4525	N/A	2 Class A Units	\$20,000.00	Section 2.3 of NI 45-106	2015-09-02
Stephen Fort Holdings Ltd. Attn: Stephen Fort 5131 Cedar Creek Court Kelowna, BC V1W 4J2 Tel: 1-250-762-9830	N/A	6 Class A Units	\$60,000.00	Section 2.5 of NI 45-106	2015-09-02
Workforce Edge Consulting Attn: Kevin White 14450 Carrs Landing Road Lake Country, BC V4V 1A7 Tel: 250-766-4994	N/A	8 Class A Units	\$80,000.00	Section 2.3 of NI 45-1-6	2015-09-02

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, 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)	
N/A						

Certificate

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

Date: September 15, 2015

Highstreet Chappelle (2015) Limited Partnership

by its General Partner, Highstreet Chappelle Apartments Ltd. _____

Name of issuer (please print)

Scott Butler, Director, (778) 484-5567

Print name, title and telephone number of person signing

"Scott Butler"

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