

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

Western Wealth Capital XIII Limited Partnership (“Issuer”)
2728 Violet Street
North Vancouver, BC V7H 1H1
Phone: 604-980-8460

Item 2: Reporting issuer status

Non-reporting

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, 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 \$)
David Steele North Vancouver Canada	David Steele is a director and officer of the general partner and shares control of the voting shareholder of the general partner of the Issuer	N/A	N/A
Janet LePage North Vancouver Canada	Janet LePage is a director and officer of the general partner and shares control of the voting shareholder of the general partner of the Issuer	N/A	N/A

Details of distribution

Item 5: Distribution date

December 21, 2015

Item 6: Number and type of securities

For each security distributed:

- (a) describe the type of security,

Units of the Issuer (“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

3,325,263,000 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

NI 45-106 section 2.3 Accredited Investor

. ☐

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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	33	1.398547	\$3,636,590.24
Alberta	6	1.398547	\$699,273.50
Nova Scotia	1	1.398547	\$34,963.68
Ontario	2	1.398547	\$209,782.05
Saskatchewan	1	1.398547	\$69,927.35
Total number of Purchasers	43		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$4,650,536.82

NOTE 1: The Units were sold at a price of US\$1.00 each (converted at US\$1.00 = CDN \$1.398547 as per x-rates.com)

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)
1938382 ALBERTA LTD #200, 2107 Sirocco Drive SW Calgary, AB T3H 5P1 (403) 229-0947 Jennifer Carroll	(N/A)	100,000 Units	\$139,854.70	NI 45-106 section 2.3 Accredited Investor	2015-12-21
Nightingale Holdings 233 - 11121 Horseshoe Way, Richmond, BC V7A 5G7 604-754-3703 Doug Nightingale	(N/A)	100,000 Units	\$139,854.70	NI 45-106 section 2.3 Accredited Investor	2015-12-21
SINMORE HOLDINGS LIMITED 4 Hampton Way, Truro, NS, B2N 6P5 Jason Jollimore	(N/A)	25,000 Units	\$34,963.68	NI 45-106 section 2.3 Accredited Investor	2015-12-21
Hyatt Family Trust c/o Innes, Robinson - 2005 Sheppard Ave. East, Suite 100, Toronto ON M2J 5B4 416-662-6539 Michael Hyatt	(N/A)	100,000 Units	\$139,854.70	NI 45-106 section 2.3 Accredited Investor	2015-12-21
2309375 Ontario Inc. c/o Innes, Robinson - 2005 Sheppard Ave. East, Suite 100, Toronto ON M2J 5B4 416-662-6539 Michael Hyatt	(N/A)	50,000 Units	\$69,927.35	NI 45-106 section 2.3 Accredited Investor	2015-12-21
SCREPCO INVESTMENTS CORP 1400 PREMIER WAY SW, CALGARY AB T2T 1S9 403-455-3610 Kevin Screpchenuk	(N/A)	125,000 Units	\$174,818.38	NI 45-106 section 2.3 Accredited Investor	2015-12-21
Lower Mainland Bailiff 400 - 525 Seymour St, Vancouver, BC, V6B 3H9 604-681-6444 Richard Hayward	(N/A)	50,000 Units	\$69,927.35	NI 45-106 section 2.3 Accredited Investor	2015-12-21
MCR INVESTMENTS LTD 13465 KING GEORGE BLVD SURREY, BC V3T 2T8 604-634-3345 Mark McColman	(N/A)	100,000 Units	\$139,854.70	NI 45-106 section 2.3 Accredited Investor	2015-12-21

MAINRA HOLDING CORP 217 - 1433 Lonsdale Ave, North Vancouver, V7M 2H9 604-884-8480 Raj Mainra	(N/A)	50,000 Units	\$69,927.35	NI 45-106 section 2.3 Accredited Investor	2015-12-21
---	-------	--------------	-------------	--	------------

NOTE 1: The Units were sold at a price of US\$1.00 each (converted at US\$1.00 = CDN \$1.398547 as per x-rates.com)

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)	
O.M. Management Ltd. 2050-1055 West Georgia Street PO Box 11121, Royal Centre Vancouver, BC, Canada V6E 3P3	(R)	\$13,985.47	n/a	n/a	n/a	\$13,985.47
Erin Stockwell 650 - 1500 W. Georgia St. Vancouver, B.C. V6G 2Z6	(R)	\$8,740.92	n/a	n/a	n/a	\$8,740.92
Kema Management (USA) Inc. 3111 Del Rio Drive North Vancouver, BC V7N 4C3	(R)	\$89,157.37	n/a	n/a	n/a	\$89,157.37

Brent Roberts 9965 - 152 STREET, STE 6 SURREY, BC V3R 4G5	(R)	\$43,354.96	n/a	n/a	n/a	\$43,354.96
David Niebuhr 1106 - 1438 RICHARDS STREET VANCOUVER, BC V6Z 3B8	(R)	\$27,639.71	n/a	n/a	n/a	\$27,639.71
Justin Smith 54 - 15788 104 Ave, Surrey BC V4N 6M6	(R)	\$14,335.11	n/a	n/a	n/a	\$14,335.11
Jodi Vetterl 503 - 3606 Aldercrest Dr., Vancouver BC V7G 2S5	(R)	\$10,489.10	n/a	n/a	n/a	\$10,489.10
Pacifica Consulting Inc. 2728 Violet Street North Vancouver, BC V7H 1H1	(R)	\$6,992.74	n/a	n/a	n/a	\$6,992.74
Jurock Publishing Ltd. 253, 970 Burrard Street Vancouver, BC V6Z 2R4	(R)	\$8,915.74	n/a	n/a	n/a	\$8,915.74
Greenwich Holdings Ltd. 100 West 13 th Avenue Vancouver, BC V5Y 1V7	(R)	\$8,915.74	n/a	n/a	n/a	\$8,915.74

NOTE 1: Commissions were paid in USD (amounts shown are converted at US\$1.00 = \$1.398547)

Certificate

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

Date: December 30, 2015

Western Wealth Capital XI Limited Partnership, by its general partner
Western Wealth Capital Management Ltd.

Name of issuer (please print):

Dave Steele, President of Western Wealth Capital Management Ltd., General Partner
604-980-8407

<David Steele>

Signature

Instruction

{4464-008/00663462.DOCX.3}

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.