

**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 2016 Limited Partnership**

702 – 1708 Dolphin Avenue

Kelowna, BC V1Y 9S4

Tel: (778) – 484-5567

Email: [smbutler@highstreetventures.com](mailto:smbutler@highstreetventures.com)

Website: <http://www.highstreetventures.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

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 and President of Highstreet Skyview Ranch Apartments Ltd. (general partner of issuer) (2) Director of Highstreet Ventures Inc. (3) Promoter	54 Class A Units held by Mission Ventures Inc. controlled by Scott Butler	\$540,000.00
Don Bell Calgary, AB Canada	(1) Promoter	6 Class A Units held by Bell Family Trust II controlled by Don Bell  75 Class A Units held by Dawnrocks Ventures Inc. controlled by Don Bell	\$810,000.00

## **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.

**June 17, 2016 to June 24, 2016**

### **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

#### **1038.40 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	70	\$10,000 per Class A Unit	\$5,707,000.00
British Columbia	35	\$10,000 per Class A Unit	\$4,374,000.00
Netherlands	1	\$10,000 per Class A Unit	\$105,000.00
Ontario	3	\$10,000 per Class A Unit	\$132,000.00
Saskatchewan	1	\$10,000 per Class A Unit	\$66,000.00
<b>Total number of Purchasers</b>	<b>110</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$10,384,000.00</b>

## Item 8: Information about purchasers

### I. 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.

<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)
991194 AB Ltd. Contact: Tom Nichols Box 24 Three Hills, AB T0M 2A0 Tel: 403-443-1115	N/A	9 Class A Units	\$90,000.00	Section 2.3 of NI 45-106	2016-06-17
118887 Alberta Ltd. Contact: Ron Henschell 115 McKenzie Lake View SE Calgary, AB T2Z 2T5 Tel: 403-714-1995	N/A	21 Class A Units	\$210,000.00	Section 2.5 of NI 45-106	2016-06-17
677437 Alberta Ltd. Contact: Simon Haehlen Box 84148 RPO Market Mall Calgary, AB T3A 5C4 Tel: 403-795-6344	N/A	15 Class A Units	\$150,000.00	Section 2.5 of NI 45-106	2016-06-17
1297205 Alberta Ltd. Contact: Rosanna Imbrogno 907 – 15 Avenue NE Calgary, AB T2E 1J2 Tel: 403-669-2504	N/A	3.6 Class A Units	\$36,000.00	Section 2.5 of NI 45-106	2016-06-17
1362754 Alberta Ltd. Contact: Shyllo Kofoed 405 – 4901 48 <sup>th</sup> Street Red Deer, AB T4N 6M4 Tel: 403-346-5533	N/A	1.5 Class A Units	\$15,000.00	Section 2.3 of NI 45-106	2016-06-17
759860 AB Ltd. Contact: Lorna Collicutt 4, 28342 TWP Rd. 384 Red Deer, AB T4S 2B6 Tel: 403-304-9244	N/A	30 Class A Units	\$300,000.00	Section 2.3 of NI 45-106	2016-06-17
Aero Enterprises Inc. Contact: Marion Pott 7 Calterra Estates Dr. Rocky View County AB T4B 3P4 Tel: 403-471-9154	N/A	12 Class A Units	\$120,000.00	Section 2.5 of NI 45-106	2016-06-17
1125198 Alberta Ltd. Contact: Patti Prostebby 12848 – 153 Street Edmonton, AB T5V 1A9 Tel: 780-447-1751	N/A	4.5 Class A Units	\$45,000.00	Section 2.5 of NI 45-106	2016-06-17
Heatburg Horizon's Inc. Contact: Murray Sissons Site 17, Comp 1 RR1 Didsbury, AB T0M 0W0 Tel: 403-335-6555	N/A	16.2 Class A Units	\$162,000.00	Section 2.5 of NI 45-106	2016-06-17

<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)
Gregory Alexander Professional Corp. Contact: Greg Alexander 4235 Passchendaele Rd. S.W. Calgary, AB T2T 6E6 Tel: 403-474-5561	N/A	3 Class A Units	\$30,000.00	Section 2.3 of NI 45-106	2016-06-17
Dovinsea Ltd. Contact: Susan Robertson 92 Heritage Lake Shores Dewinton, AB T0L 0X0 Tel: 403-256-4551	N/A	24 Class A Units	\$240,000.00	Section 2.10 of NI 45-106	2016-06-17
Dorothy Alexander Trust Contact: Greg Alexander 4235 Passchendaele Rd. S.W. Calgary, AB T2T 6E6 Tel: 403-474-5561	N/A	12 Class A Units	\$120,000.00	Section 2.5 of NI 45-106	2016-06-17
Aviation Parts Link Ltd. Contact: Mike Borrelli 305 – 4625 Varsity Drive N.W. Suite 340 Calgary, AB T5A 0Z9 Tel: 403-815-2746	N/A	15 Class A Units	\$150,000.00	Section 2.10 of NI 45-106	2016-06-17
Bet Enterprises Inc. Contact: Todd McClonaghan 10314 152 Avenue Grand Prairie, AB T8X 0J5 Tel: 780-933-8638	N/A	6 Class A Units	\$60,000.00	Section 2.3 of NI 45-106	2016-06-17
Bryant Family Trust Contact: Keith Bryant 135 Southland Dr. SE Calgary, AB T2W 3B2 Tel: 403-225-5803	N/A	22.5 Class A Units	\$225,000.00	Section 2.3 of NI 45-106	2016-06-17
Williamson Family Trust Contact: Michael Williamson 3802, 24 Hemlock Cresc. SW Calgary, AB T3C 2Z1 Tel: 403-815-9623	N/A	7.5 Class A Units	\$75,000.00	Section 2.3 of NI 45-106	2016-06-17
Vercatis Consulting Ltd. Contact: Penny Payne 649 Varisty Estates Cres. NW Calgary, AB T3B 3C5 Tel: 403-650-3921	N/A	3 Class A Units	\$30,000.00	Section 2.3 of NI 45-106	2016-06-17
Courtney Corp. Contact: James A. Courtney 6440 Cedar Way, Innisfail, AB T4G 0A5 Tel: 403-312-4706	N/A	15 Class A Units	\$150,000.00	Section 2.10 of NI 45-106	2016-06-17

<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)
1107424 Alberta Ltd. Contact: Audrey Goertan 1141 Coopers Drive Airdrie, AB T4B 028 Tel: 403-813-8175	N/A	9 Class A Units	\$90,000.00	Section 2.10 of NI 45-106	2016-06-17
Neudorf Trenching Ltd. Contact: John Neudorf 10102 -95 Avenue Clairmont, AB T8X 0M6 Tel: 780-814-2332	N/A	7.5 Class A Units	\$75,000.00	Section 2.3 of NI 45-106	2016-06-17
R1850 Holdings Ltd. Contact: Matthew Wallin 1450 Kechika Crt. Kamloops, BC V2E 2T5 Tel: 250-371-3194	N/A	3 Class A Units	\$30,000.00	Section 2.5 of NI 45-106	2016-06-17
Workforce Edge Consulting Inc. Contact: Kevin White 14450 Carrs Landing Road Lake Country, BC V4V 1A7 Tel: 250-766-4995	N/A	30 Class A Units	\$300,000.00	Section 2.3 of NI 45-106	2016-06-17
Wrel Enterprises Ltd. Contact: Julie Koop 200 – 26162 30A Avenue Aldergrove, BC V4W 2W5 Tel: 778-808-8873	N/A	18 Class A Units	\$180,000.00	Section 2.3 of NI 45-106	2016-06-17
Stanjeka Holdings Ltd. Contact: Joe Judge and Luella Judge 1408 Chamberlain Drive Dawson Creek, BC V1G 2S3 Tel: 250-782-7220	N/A	6 Class A Units	\$60,000.00	Section 2.3 of NI 45-106	2016-06-17
Stephen Fort Holdings Ltd. Contact: Stephen Fort 3515 Landie Road Kelowna, BC V1W 3E6 Tel: 778-821-1960	N/A	15 Class A Units	\$150,000.00	Section 2.10 of NI 45-106	2016-06-17
Ron Windle & Company Ltd. Contact: Kim Windle 3781 South Island Hwy. Campbell River, BC V9H 1L6 Tel: 250-202-4754	N/A	15 Class A Units	\$150,000.00	Section 2.10 of NI 45-106	2016-06-17
Regents Park Fine Homes Contact: Nigel Terrett 4091 Bedwell Bay Rd. Belcarra, BC V3H 4P9 Tel: 604-831-0519	N/A	30 Class A Units	\$300,000.00	Section 2.10 of NI 45-106	2016-06-17

<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)
Peter MacPherson Law Corporation Contact: Peter MacPherson 302 Clear Pond Place Kelowna, BC V1V 2X6 Tel: 250-869-3881	N/A	1.5 Class A Units	\$15,000.00	Section 2.3 of NI 45-106	2016-06-17
MCP Ventures Ltd. Contact: Mack Adams 1255 Tattersoll Dr. Victoria, BC V3P 1Z2 Tel: 250-886-4273	N/A	10.5 Class A Units	\$105,000.00	Section 2.5 of NI 45-106	2016-06-17
Gallant Trucking Ltd. Contact: Boyd Gallant 409 Nueva Wynd Kamloops, BC V2H 1S1 Tel: 250-573-5889	N/A	18 Class A Units	\$180,000.00	Section 2.3 of NI 45-106	2016-06-17
Five Eighty Holdings Ltd. Contact: James Rogers 4550 Lancaster Court Kelowna, BC V1W 4C2 Tel: 250-764-8541	N/A	7.5 Class A Units	\$75,000.00	Section 2.3 of NI 45-106	2016-06-17
Champagne Properties Contact: Jim Deis 4774 Carmel Cres. Kelowna, BC V1W 5B9 Tel: 403-352-0164	N/A	15 Class A Units	\$150,000.00	Section 2.10 of NI 45-106	2016-06-17
Blackfon Consulting Inc. Contact: David Spence 319 Vancouver Street Victoria, BC V8V 3T2 Tel: 778-677-3722	N/A	12 Class A Units	\$120,000.00	Section 2.5 of NI 45-106	2016-06-17
Begbie Ventures Ltd. Contact: Scott Renaud Box 320 Revelstoke, BC V0E 2S0 Tel: 250-837-8886	N/A	7.5 Class A Units	\$75,000.00	Section 2.3 of NI 45-106	2016-06-17
Beck Construction Ltd. Contact: Gordon Beck Box 272 Campbell River, BC V9W 5B1 Tel: 250-203-2864	N/A	12 Class A Units	\$120,000.00	Section 2.3 of NI 45-106	2016-06-17
Beachcomber Holdings Ltd. Contact: Brett Renaud Box 320 Revelstoke, BC V0E 2S0 Tel: 250-837-8646	N/A	7.5 Class A Units	\$75,000.00	Section 2.3 of NI 45-106	2016-06-17



<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)
Baumann Holdings Ltd. Contact: Adam Baumann 201 – 95 Winnipeg Street Penticton, BC V2A 5L9 Tel: 250-492-3777	N/A	18 Class A Units	\$180,000.00	Section 2.3 of NI 45-106	2016-06-17
Bartron Consulting Inc. Contact: Derek Johnson 1236 Timothy Place West Kelowna, BC V1Z 3N2 Tel: 250-575-5702	N/A	6 Class A Units	\$60,000.00	Section 2.5 of NI 45-106	2016-06-17
102141 Holdings Ltd. Contact: Kenneth Paul Wallin 141 Connaught Rd Kelowna, BC V2C 1G5 Tel: 250-828-1551	N/A	2.4 Class A Units	\$24,000.00	Section 2.5 of NI 45-106	2016-06-17
0726575 B.C. Ltd. Contact: Lloyd Callahan 4850 Frost Road Kelowna, BC V1W 4M3 Tel: 250-717-3000	N/A	9 Class A Units	\$90,000.00	Section 2.3 of NI 45-106	2016-06-17
0913625 BC Ltd. Contact: Mathew Phillips 540 Discovery St. Victoria, BC V8T 4P1 Tel: 250-890-1912	N/A	30 Class A Units	\$300,000.00	Section 2.3 of NI 45-106	2016-06-17
RIMA Holdings Ltd. Contact: Richard Gibbons 5350 Ptarmigan Street Kelowna, BC V1W 5A4 Tel: 250-764-7091	N/A	75 Class A Units	\$750,000.00	Section 2.10 of NI 45-106	2016-06-17
Altumn Holdings Inc. Contact: Jason Knutson 11621 – 7 <sup>th</sup> Street Dawson Creek, BC V1G 4S4 Tel: 250-784-8163	N/A	9 Class A Units	\$90,000.00	Section 2.3 of NI 45-106	2016-06-17
Snow Powder Ridge Ltd. Contact: Stephen Cole 333 Bay Street, 14 <sup>th</sup> Floor Toronto, ON M5H 2R2 Tel: 416-364-9701	N/A	4.5 Class A Units	\$45,000.00	Section 2.3 of NI 45-106	2016-06-17
Pasutto Holdings Inc. Contact: Paul Pasutto 200 – 3505 14 <sup>th</sup> Street S.W. Calgary, AB T2T 3W2 Tel: 403-540-3463	N/A	3 Class A Units	\$30,000.00	Section 2.5 of NI 45-106	2016-06-23

**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: June 27, 2016

### Highstreet 2016 Limited Partnership

by its General Partner, Highstreet 2016 General Partner Inc. \_\_\_\_\_

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