

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;

- **Issuer:** InvestX SPV 16 – UNCRN Limited Partnership

- the issuer's website address; and

Issuer website: www.investx.com

Dealer website: www.waverleyix.com

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

Address (Head Office):

Suite 1625, 1185 West Georgia Street

Vancouver, BC V6E 4E6

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.

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.

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

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ 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 \$)
InvestX Capital Ltd. (parent company to issuer, InvestX Master GP1 Inc.) - Marcus A. New Vancouver, Canada	Director, Officer, and holder of >10% of voting securities of InvestX Capital Ltd.	Direct or indirect beneficial owner of 5,750,000 shares of InvestX Capital purchaser of 30,000 LP Units of the product, InvestX SPV 16 – UNCRN Limited Partnership Ltd.; and	Holder of 74.5% (valuation of \$5,750,000) shares of InvestX Ltd.; and purchaser of \$37,422 worth of LP Units of the product, InvestX SPV 16 – UNCRN Limited Partnership
InvestX Master GP1 Inc. (GP to InvestX SPV16 - UNCRN LP) - Marcus A. New Vancouver, Canada	Sole Director and Officer	100%	Purchaser of \$37,422 worth LP Units of the product, InvestX SPV 16 – UNCRN Limited Partnership

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.

Distribution date: June 30th, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- **Type of security:** Limited partnership units (LP Units)
- 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

Total number of securities distributed: \$355,499.00

Type of security: InvestX SPV 16 – UNCRN Limited Partnership issues/distributes LP Units to retail accredited investors, aggregating the investor funds and on June 30th, 2015, made a single investment of \$ \$312,449.00 purchasing 2.432 Class A Membership Interests of GSV Ventures III LLC.

Term: InvestX SPV 16 – UNCRN Limited Partnership is a hold entity with a term of 5 years, with 2 1-year extension options. Termination and distribution to LP Unit holders is only at the time of an exit event of an underlying private target company of the GSV Ventures III LLC.

- 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia, Canada	5	\$1.2474	\$249,470
Ontario, Canada	2	\$1.2474	\$56,133
Pennsylvania, USA	2	\$1.2474	\$37,422
Michigan, USA	1	\$1.2474	\$12,474
Total number of Purchasers	10		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$355,499

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Securities price: USD \$1.00 for 1 LP Unit

[Daily noon exchange rate for June 30, 2015: 1 USD > 1.2474 CAD]

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 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)
Soyo Consultants LLC Ritchie Tabachnick 111 Grandview, Pittsburgh PA 15211 USA 412-489-3003		25,000 LP Units	\$31,185.00	s. 2.3	06-30-2015
Sika Investments Fareed Ahamed 65 Laurie Crescent, West Vancouver, BC V7S 1B6 604-605-8303		60,000 LP Units	\$74,844.00	s.2.3	06-30-2015
1629615 Ontario Inc. Mitch Max 105 Elm Ridge, Toronto, ON M6B1A6 416-855-0654		20,000 LP Units	\$24,948.00	s.2.3	06-30-2015
Varshney Capital Corp. Hari Varshney 2050-1055 W. Georgia Street, Vancouver B.C. V6E3P3 604-684-2181		100,000 LP Units	\$124,740.00	s.2.3	06-30-2015

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)	
Nathan Wimmer 140 Yonge Street, Suite 200, Toronto ON M5C 1X6	Registrant	400.00	N/A	N/A	N/A	400.00
Philip Neukom 230 Hickory Circle Oakville, ON L6H4V2	Registrant	1,250	N/A	N/A	N/A	1,250
Norman Light 23 Bobwhite Crescent Toronto, ON M2L2E2	Registrant	1,995.84	N/A	N/A	N/A	1,995.84

Certificate

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

Date: July 17, 2015

InvestX Master GP1 Inc., on behalf of InvestX SPV 16 – UNCRN Limited Partnership

Marcus A New, Director 778-588-7148

Print name, title and telephone number of person signing

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.

Contact: Charlene L. McLaughlin, General Counsel

InvestX Capital Ltd.

Suite 1635, 1185 West Georgia Street

Vancouver, BC V6E 4E6

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

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.
3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).