

**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.

**WIP (III) Investment Limited Partnership (the "Issuer")**

**Suite 3502**

**1128 Alberni Street**

**Vancouver, BC V6E 4R6**

**Telephone: 604 488 0095**

**E-mail: admin@wipinvestmentcorp.com**

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.

**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 type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas             |
| <input type="checkbox"/> securitized products issuer    | <input checked="" type="checkbox"/> Real estate  |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Utilities               |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Industrial              |
| <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 \$)
E. Ward Jones, Vancouver, BC Canada	President and Director of the General Partner	N/A	N/A
Ernie Hee Vancouver, BC Canada	Secretary of the General Partner	N/A	N/A
Shivtej Nat Vancouver, BC Canada	CFO and VP Operations of the General Partner	N/A	N/A
Meckelborg Financial Group Ltd. (on behalf of managed accounts) Saskatoon, SK, Canada	Insider (10% + units)	1,065,090 Class A Units	10,650,900

**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;

**Limited Partnership Units – Class A 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

**A total of 544,080 Class A units at a price of \$10.00 per unit**

- 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	13	10.00 per unit	2,725,000
Alberta	5	10.00 per unit	1,245,000
Saskatchewan	5	10.00 per unit	1,440,800
Manitoba	1	10.00 per unit	30,000
<b>Total number of Purchasers</b>	<b>24</b>		

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 \$)
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$5,440,800</b>

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.

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)
Dr. Lynette Thurber Inc. 3689 Cartier Street Vancouver, BC V6H 3C4 Contact: Lynette Thurber Tel: 604-732-8909	N/A	25,000 Class A Units	\$250,000	Section 2.10 of NI 45-106	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)
S. King Holdings Ltd. 16317 10B Avenue Surrey, BC V4A 8E1 Contact: Shane King Tel: 604-542-6715	N/A	20,000 Class A Units	\$200,000	Section 2.10 of NI 45-106	2015-06-30
M. Anderson Investments Ltd. 13298 19A Avenue Surrey, BC V4A 7B2 Contact: Michael Anderson Tel: 604-838-1473	N/A	2,500 Class A Units	\$25,000	Section 2.3 of NI 45-106	2015-06-30
Cole Resources Ltd. 731 Belgrave Way Delta, BC V3M 5R8 Contact: Doug Lunde Tel: 604-202-1001	N/A	20,000 Class A Units	\$200,000	Section 2.10 of NI 45-106	2015-06-30
Wesco Management Ltd. 200 - 15300 Croydon Drive Surrey, BC V1Z 0Z5 Contact: Rob Wesley Tel: 604-536-7614	N/A	20,000 Class A Units	\$200,000	Section 2.10 of NI 45-106	2015-06-30
Hanbo Holdings Inc. 15845 39A Avenue Surrey, BC V3Z 0L1 Contact: Jay L.E. Bouchey Tel: 604-536-7614	N/A	30,000 Class A Units	\$300,000	Section 2.10 of NI 45-106	2015-06-30
Dr. G. Hirsch Inc. 6577 Balsam Street Vancouver, BC V6P 5W8 Contact: Dr. Gabriel Hirsch Tel: 604-733-2222	N/A	50,000 Class A Units	\$500,000	Section 2.10 of NI 45-106	2015-06-30
Crescent Moon Holdings Ltd. 4162 West 11th Avenue Vancouver, BC V6R 2L6 Contact: Hubert A. Anton Tel: 604-733-5659	N/A	15,000 Class A Units	\$150,000	Section 2.10 of NI 45-106	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)
Andrew Travlos M.B.B. CH., Inc. 4838 Vista Place West Vancouver, BC V7W 3E7 Contact: Andrew Travlos Tel: 604-506-2070	N/A	50,000 Class A Units	\$500,000	Section 2.10 of NI 45-106	2015-06-30
Prairiehome Hutterian Brethren Box 147 Wrentham, AB T0K 2P0 Contact: Jake E. Waldner Tel: 403-222-2385	N/A	2,000 Class A Units	\$20,000	Section 2.3 of NI 45-106	2015-06-30
798421 Alberta Ltd. 159 Strathbury Circle SW Calgary, AB T3H 1P6 Contact: Kathryn A. Carry Tel: 403-249-2649	N/A	5,000 Class A Units	\$50,000	Section 2.3 of NI 45-106	2015-06-30
Hutterian Brethren of Brant Box 107 Brant, AB T0L 0L0 Contact: Andrew L .Gross Tel: 403-684-3649	N/A	100,000 Class A Units	\$1,000,000	Section 2.10 of NI 45-106	2015-06-30
Meckelborg Financial Group Ltd. (on behalf of managed accounts) #200 – 226 – 20 <sup>th</sup> Street East Saskatoon, SK S7K 0A6 Contact: Benoit Gaudet Tel: 306-933-9993	I	114,080 Class A Units	\$1,140,800	Section 2.3 of NI 45-106	2015-06-30
101224478 Saskatchewan Ltd. PO Box 606 Swift Current, SK S9H 3W4 Contact: Tim Heinrichs Tel: 306-773-8084	N/A	10,000 Class A Units	\$100,000	Section 2.3 of NI 45-106	2015-06-30
MT Streetside Ventures Inc. 606 Highland Place Swift Current, SK S9H 4Z4 Contact: David Peters Tel: 3056-773-4274	N/A	10,000 Class A Units	\$100,000	Section 2.3 of NI 45-106	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)
Thierman Consulting Inc. 1 - 210 15th Street East Prince Albert, SK S6V 1G2 Contact: Clinton S. Thierman Tel: 306-922-2577	N/A	5,000 Class A Units	\$50,000	Section 2.3 of NI 45-106	2015-06-30
RCS Investments (2003) Ltd. 200 28th Street E. Prince Albert, SK S6V 1X2 Contact: Byron Guy Tel: 306-922-3663	N/A	5,000 Class A Units	\$50,000	Section 2.3 of NI 45-106	2015-06-30
<b>TOTAL:</b>		483,580 Class A Units	<b>\$4,835,800</b>		

## 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)	
MNP Corporate Finance Inc. 700 – 515 5 <sup>th</sup> Ave SW Calgary, AB T2P 2X6	R	\$174,000	N/A	N/A	N/A	\$174,000
Meckelborg Financial Group Ltd. 200, 226 – 20 <sup>th</sup> Street East Saskatoon, SK S7K 0A6	R	\$129,672	N/A	N/A	N/A	\$129,672

### Certificate

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

Date: July 9, 2015

**WIP (III) MANAGEMENT CORP. AS THE GENERAL  
PARTNER OF WIP (III) INVESTMENT LIMITED PARTNERSHIP**

Name of Issuer (please print)

**Shiv Nat, CFO and VP Operations 604.488.0095**

Print name, title and telephone number of person signing

“Shiv Nat”

\_\_\_\_\_  
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.

**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