

**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:

**RESERVE ROYALTY INCOME TRUST** (the "Issuer")  
Suite 1000, 639 – 5 Avenue S.W.  
Calgary, Alberta, T2P 0M9  
Telephone: 587-349-1055  
E-Mail: [Info@reserveroyalty.ca](mailto:Info@reserveroyalty.ca)

B. If an underwriter is completing this report, state the following:

N/A

**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                       | <input type="checkbox"/> Mining                  |
| <input type="checkbox"/> 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 checked="" 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.

<b>Information about insiders and promoters</b>			
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 \$)
Rick F. Braund Calgary, Alberta, Canada	Chairman & CEO	454,800 Trust Units on January 3, 2014;  604,800 Trust Units on March 20, 2014;  2,004,800 Trust Units on April 25, 2014;  3,046,466 Trust Units on August 1, 2014;  3,796,466 Trust Units on September 23, 2014;  4,554,042 Trust Units on December 10, 2014;  4,584,345 Trust Units on January 31, 2015;  4,934,345 Trust Units on June 11, 2015.	\$27,320,897.20
Randy Best Calgary, Alberta, Canada	President & COO	690,000 Trust Units on January 2, 2014;  1,190,000 Trust Units on September 23, 2014.	\$1,210,000.00
Harry Jung Calgary, Alberta, Canada	Independent Director	300,000 Trust Units on April 25, 2014;  400,000 Trust Units on September 2, 2014;  450,000 Trust Units on June 11, 2015.	\$957,500.00

Ken Rowan Calgary, Alberta, Canada	Independent Director	400,000 Trust Units on May 6, 2014;  480,000 Trust Units on August 1, 2014;  545,000 Trust Units on June 25, 2015.	\$1,492,750.00
David Ross Calgary, Alberta, Canada	Independent Director	100,000 Trust Units on February 18, 2014;  300,000 Trust Units on April 25, 2014;  400,000 Trust Units on August 1, 2014;  475,000 Trust Units on September 30, 2014.	\$1,345,000.00
JCA Management	Unitholder	10,000,000 Trust Units on July 1, 2014;  17,000,000 Trust Units on September 2, 2014.	\$33,800,000.00
JAYVEE & Col	Unitholder	4,200,000 Trust Units on August 1, 2014;  9,900,000 Trust Units on September 2, 2014;  10,509,848 Trust Units on December 15, 2014.	\$32,086,250.00
<b>Total</b>		<b>57,339,848 Trust Units</b>	<b>\$98,212,397.20</b>

## 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.

**February 18, 2014; March 20, 2014; April 25, 2014; May 6, 2014; July 28, 2014; August 1, 2014; August 14, 2014; September 2, 2014; September 11, 2014; December 15, 2014; June 11, 2015; and June 25, 2015**

### Item 6: Number and type of securities

**2,602,539 units of the Issuer ("Trust Units") at a price of \$1.00 per Unit.**

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 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>British Columbia</b>	26	\$1.65 (high) and \$1.00 (low)	\$3,028,679.00
<b>Total number of Purchasers</b>	<b>26</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$3,028,679.00</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

- C. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.
- D. 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.

- E. 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 Purchase 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
Cypress Capital Management 1700, 1055 W Georgia Street, Vancouver, BC Attn: Greg Bay Tel: 604-659-1877	R	400,000 Trust Units	\$400,000.00	NI 45-106 Section 2.3	April 25, 2014

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the Purchase 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
CCC Management Ltd 4521 Durling Place, Victoria, BC Attn: Donald Copeland Tel: 250-382-1090	R	50,000 Trust Units	\$60,000.00	NI 45-106 Section 2.3	August 1, 2014
649055 B.C. Ltd. 1114 Chilcotin Court, Kelowna, BC Attn: Robert Monaghan Tel: 250-712-9378	R	17,900 Trust Units	\$25,060.00	NI 45-106 Section 2.3	September 2, 2014
Cypress Capital Management 1700, 1055 W Georgia Street, Vancouver, BC Attn: Greg Bay Tel: 604-659-1877	R	712,000 Trust Units	\$996,800.00	NI 45-106 Section 2.3	September 2, 2014
<b>Total:</b>		<b>1,179,900 Units</b>	<b>\$1,481,860.00</b>		

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

#### Instructions

- F. 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.
- G. 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	
Richardson GMP Ltd. 2200, 440 - 2 Ave SW Calgary, AB T2P 5E9	R	\$5,595	N/A	N/A	N/A	\$5,595
Richardson GMP Ltd. 2200, 440 - 2 Ave SW Calgary, AB T2P 5E9	R	\$2,511.12	N/A	N/A	N/A	\$2,511.12
Richardson GMP Ltd. 2200, 440 - 2 Ave SW Calgary, AB T2P 5E9	R	\$792.00	N/A	N/A	N/A	\$792.00
Richardson GMP Ltd. 2200, 440 - 2 Ave SW Calgary, AB T2P 5E9	R	\$53,400.00	N/A	N/A	N/A	\$53,400.00
FirstEnergy Capital Corp. 1100, 311 - 6 Ave SW Calgary, AB T2P 3H2	R	\$3,808.72	N/A	N/A	N/A	\$3,808.72
Richardson GMP Ltd. 2200, 440 - 2 Ave SW Calgary, AB T2P 5E9	R	\$1,619.94	N/A	N/A	N/A	\$1,619.94
Richardson GMP Ltd. 2200, 440 - 2 Ave SW Calgary, AB T2P 5E9	R	\$4,030.00	N/A	N/A	N/A	\$4,030.00
<b>Total:</b>		<b>\$71,757</b>				<b>\$71,757</b>

## Certificate

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

Date: August 14, 2015

### RESERVE ROYALTY INCOME TRUST

Name of issuer (please print)

Janice Woodward, Chief Financial Officer, 587-349-1052  
Print name, title and telephone number of person signing

Janice Woodward  
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.

**Sue Nash**  
**Administrator**  
**587-349-1055**

**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