

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)	951,010 Class A Units	9,510,100

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.

May 4, 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 320,100 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	3	10.00 per unit	260,000
Alberta	6	10.00 per unit	2,550,000
Saskatchewan	1	10.00 per unit	331,000
Manitoba	1	10.00 per unit	60,000
Total number of Purchasers	11		

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 \$)
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,201,000

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)
Oakville Holdings Ltd. 3390 Jingle Pot Road Nanaimo, BC V9R 7A9 Contact: Leah Pile Tel: 250-758-5097	N/A	10,000 Class A Units	\$100,000	Section 2.3 of NI 45-106	2015-05-04

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)
Carlisle Investments Inc. 11826 – 100 Avenue N.W., Suite 902 Edmonton, AB T5K 0K3 Contact: James Gillespie Tel: 780-498-6200	N/A	55,000 Class A Units	\$550,000	Section 2.10 of NI 45-106	2015-05-04
Elmspring Hutterian Brethren Box 300 Warner, AB T0K 2L0 Contact: Andrew Wipf Tel: 403-642-2252	N/A	100,000 Class A Units	\$1,000,000	Section 2.10 of NI 45-106	2015-05-04
B.H. Hoyseth, C.A. Professional Corporation 6114-96 Street Grande Prairie, AB T8W 2C7 Contact: Brent T. Hoyseth Tel: 780-402-6245	R (note: Brent Hoyseth is a registrant)	15,000 Class A Units	\$150,000	Section 2.10 of NI 45-106	2015-05-04
River Road Hutterian Brethren Box 180 Milk River, AB T0K 1M0 Contact: Peter Entz Tel: 403-344-4433	N/A	30,000 Class A Units	\$300,000	Section 2.10 of NI 45-106	2015-05-04
Prairiehome Hutterian Brethren Box 147 Wrentham, AB T0K 2P0 Contact: Jake E. Waldner Tel: 403-222-2388	N/A	50,000 Class A Units	\$500,000	Section 2.10 of NI 45-106	2015-05-04
Meckelborg Financial Group Ltd. (on behalf of managed accounts) #200 – 226 – 20 th Street East Saskatoon, SK S7K 0A6 Contact: Benoit Gaudet Telephone: 306-933-9993	I	33,100 Class A Units	\$331,000	Section 2.3 of NI 45-106	2015-05-04
TOTAL:			\$2,931,000		

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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			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 th Ave SW Calgary, AB T2P 2X6	R	\$135,500	N/A	N/A	N/A	\$135,500
Meckelborg Financial Group Ltd. 200, 226 – 20 th Street East Saskatoon, BC S7K 0A6	R	\$29,790	N/A	N/A	N/A	\$29,790
Brian Williams 5244 11 th Avenue Delta, BC V4M 1Y9	N/A	\$5,000	N/A	N/A	N/A	\$5,000

Certificate

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

Date: May 13, 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