

**Amended 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:

**Stream Asset Financial II LP**

- the issuer's website address: **N/A**
- the address, telephone number and email address of the issuer's head office:

**c/o Stream Asset Financial II Corp.  
401, 322 11th Avenue S.W.  
Calgary, Alberta T2R 0C5**

**Telephone: (403) 984-1948  
info@streamasset.ca**

B. If an underwriter is completing this report, state the following: **N/A**

- 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 in Canada or in any province or territory of Canada.**

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.

<input type="checkbox"/> Bio-tech	Mining
Financial Services	<input type="checkbox"/> exploration/development
<input checked="" 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 issuers	<input type="checkbox"/> Real estate
<input type="checkbox"/> Forestry	<input type="checkbox"/> Utilities
<input type="checkbox"/> Hi-tech	<input type="checkbox"/> Other (describe)
<input type="checkbox"/> Industrial	_____

**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 \$)
Ryan Dunfield <i>Calgary, Canada</i>	Officer; holder of more than 10% of voting securities	NIL	NIL
Aaron Bunting <i>Calgary, Canada</i>	Officer; holder of more than 10% of voting securities	NIL	NIL
Arun Chandrasekaran <i>Calgary, Canada</i>	Holder of more than 10% of voting securities	NIL	NIL

## 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.

**October 9, 2015**

### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

#### **Limited partnership units (the "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;

47,545,000 Units.

- 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 \$)
Alberta	28	\$1.00	\$17,000,000
Ontario	14	\$1.00	\$20,250,000
British Columbia	7	\$1.00	\$3,300,000
Quebec	8	\$1.00	\$6,995,000
Total number of Purchasers	57		

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 \$)
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$47,545,000.00

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)
<i>The Sabourin Family Foundation</i> 401 Bay Street, Suite 1900 Toronto, ON M5H 2Y4 416-369-4477 Contact Person: J. Paul Sabourin	N/A	500,000 Limited Partnership Units	\$500,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Trafalgar Partners Inc.</i> 3275 W 23 <sup>rd</sup> Avenue Vancouver, BC V6L 1P9 604-417-8374 Contact Person: Chris Tsoromocos	N/A	1,000,000 Limited Partnership Units	\$1,000,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Iostesso Holdings Inc.</i> 2000 Peel Street, Suite 900 Montreal, QC H3A 2W5 514-842-8636 Contact Person: David Hawrysh	N/A	1,695,000 Limited Partnership Units	\$1,695,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Island Dreams Investments Inc.</i> 54 Fernbrook Pl Kanata, ON K2M 2L8 613-599-6732 Contact Person: Carey Garrett	N/A	1,250,000 Limited Partnership Units	\$1,250,000	S. 2.3 of NI 45-106	October 9, 2015
<i>1436751 Ontario Ltd.</i> 21 Loyal Hill Crescent Kanata, ON K2M 2H3 613-592-4710 Contact Person: Nyuen Chong	N/A	1,000,000 Limited Partnership Units	\$1,000,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Kevin Charlebois Investments Inc.</i> 1418 Bouton d'Or Way Orleans, ON K1E 3M6 613-236-7361 Contact Person: Kevin Charlebois	N/A	500,000 Limited Partnership Units	\$500,000	S. 2.3 of NI 45-106	October 9, 2015

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)
<i>The Davinci Private Opportunities Fund</i> 240 Duncan Mill Road Suite 806 Toronto, ON M3B 3S6 647-260-3388 Contact Person: Mark Irwin	N/A	2,000,000 Limited Partnership Units	\$2,000,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Joshua Gluskin 2014 Family Trust</i> 6 Gordon Road Toronto, ON M2P 1E1 416-222-7577 Contact Person: Josh Gluskin	N/A	250,000 Limited Partnership Units	\$250,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Britannia Capital Ltd.</i> 628 Britannia Dr SW Calgary, AB T2S 1J1 403-619-9587 Contact Person: Susan Anderson	N/A	5,000,000 Limited Partnership Units	\$5,000,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Investissements Coralie Beauchamp Inc.</i> 281 ave McDougall Outremont, QC H2V 3P3 514-972-2672 Contact Person: Coralie Beauchamp	N/A	300,000 Limited Partnership Units	\$300,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Newport Yield Fund</i> 469 King Street West, 4 <sup>th</sup> Floor Toronto, ON M5V 1K4 416-867-7555 Contact Person: Kelly Baird	N/A	6,000,000 Limited Partnership Units	\$6,000,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Newport Strategic Yield Fund</i> 469 King Street West, 4 <sup>th</sup> Floor Toronto, ON M5V 1K4 416-867-7555 Contact Person: Kelly Baird	N/A	4,000,000 Limited Partnership Units	\$4,000,000	S. 2.3 of NI 45-106	October 9, 2015

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)
801420 Ontario Limited 100 University Ave, Suite 700 Toronto, ON M5J 1V6 416-593-2910 Contact Person: Moray Tawse	N/A	3,000,000 Limited Partnership Units	\$3,000,000	S. 2.3 of NI 45-106	October 9, 2015
Epstein Enterprises Inc. 2 Bloor St W, #2606 Toronto, ON M4W 3E2 416-444-0004 Contact Person: Oded Levi	N/A	500,000 Limited Partnership Units	\$500,000	S. 2.3 of NI 45-106	October 9, 2015
Consult Plus Ltée 190 Avenue Pine Saint-Lambert, QC J4P 2N4 450-651-5000 Contact Person: Marc Beauchamp	N/A	3,500,000 Limited Partnership Units	\$3,500,000	S. 2.3 of NI 45-106	October 9, 2015
Dr. Aude Beauchamp Inc. 2637 Carolina St Vancouver, BC V5T 3S9 778-859-1247 Contact Person: Aude Beauchamp	N/A	150,000 Limited Partnership Units	\$150,000	S. 2.3 of NI 45-106	October 9, 2015
Beausoleil Trust 3812 Brantford Dr NW Calgary, AB T2L 1H9 403-862-0980 Contact Person: Chad Larsen	N/A	100,000 Limited Partnership Units	\$100,000	S. 2.3 of NI 45-106	October 9, 2015
DD Acquisitions Partnership 34 Barton Road Toronto, ON M5P 1V2 416-234-8444 Contact Person: Daniel Drummer	N/A	250,000 Limited Partnership Units	\$250,000	S. 2.3 of NI 45-106	October 9, 2015

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)
<i>Kriscott Investments Ltd.</i> 140 Cranbrook View SE Calgary, AB T3M 1W6 403-540-7139 Contact Person: Rod Carpenter	N/A	250,000 Limited Partnership Units	\$250,000	S. 2.3 of NI 45-106	October 9, 2015
<i>May Investment Corp.</i> 103 Springland Manor Crescent Calgary, AB T3Z 3K1 403-298-3291 Contact Person: Blair Yorke-Slader	N/A	100,000 Limited Partnership Units	\$100,000	S. 2.3 of NI 45-106	October 9, 2015
<i>Quantico Capital Corp.</i> 1220, 606 4 St SW Calgary, AB T2P 1T1 403-269-0630 Contact Person: Dwayne Lashny	N/A	1,000,000 Limited Partnership Units	\$1,000,000	Section 2.3 of NI 45-106	October 9, 2015
<i>Edgeco Fitness Inc.</i> 143 35 St NW Calgary, AB T2N 2Z2 403-862-7877 Contact Person: Christina Leach	N/A	500,000 Limited Partnership Units	\$500,000	Section 2.3 of NI 45-106	October 9, 2015
<i>1822365 Alberta Ltd.</i> 805 Ward St Nelson, BC V1L 1T4 403-235-1286 Contact Person: Bruce Ramsay	N/A	125,000 Limited Partnership Units	\$125,000	Section 2.3 of NI 45-106	October 9, 2015
<i>Solowave Investments Ltd.</i> 5- 103 Baver Pl Waterloo, ON N2L 6B5 519-725-5379 Contact Person: Richard Boyer	N/A	750,000 Limited Partnership Units	\$750,000	Section 2.3 of NI 45-106	October 9, 2015



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)
1912379 Alberta Ltd. 604, 505 4 <sup>th</sup> Ave SW Calgary, AB T2Z 3G6 403-615-4321 Contact Person: Randy Cusson	N/A	500,000 Limited Partnership Units	\$500,000	Section 2.3 of NI 45-106	October 9, 2015
Conconi FT Holdings Ltd. 1780, 555 West Hastings Street Vancouver, BC V6B 4N6 778-875-8355 Contact Person: Taylor Little	N/A	1,500,000 Limited Partnership Units	\$1,500,000	Section 2.3 of NI 45-106	October 9, 2015
442287 Canada Inc. 8360 rue Bougainville Montreal, QC H4P 2G1 514-808-7617 Contact Person: Ariel Shlien	N/A	500,000 Limited Partnership Units	\$500,000	Section 2.3 of NI 45-106	October 9, 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.

N/A

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	N/A	N/A	N/A	N/A	N/A	N/A

## Certificate

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

Date: November 5, 2015

Stream Asset Financial II LP

Name of issuer (please print)

Ryan Dunfield, Director and President of Stream Asset Financial II Corp., the general partner of Stream Asset Financial II LP's general partner, Stream Asset Financial II GP LP. Phone: (403) 984-1948

Print name, title and telephone number of person signing

"Ryan Dunfield"

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.

**See contact information above**

**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.
3. 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.
4. **What is a purchaser?** - References to a purchaser in this report are to the beneficial owner of the securities.
5. **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.
6. **Space in tables** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
7. **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.
8. **Fees** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).