

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.

Alimentation Couche-Tard Inc.
4204 boul. Industriel
Laval, Québec
H7L 0E3
<http://www.couche-tard.com>
450 662-3272
info@couche-tard.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.

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 a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador.

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 |
| <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 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 checked="" type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | <u>merchandising – food stores</u> |

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 \$)
n/a			

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 2, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

3.60% Series 5 Senior Unsecured Notes Due 2025 ("Notes")

- 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

\$700,000,000 Notes

- 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.

n/a

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 \$)
Alberta	1	\$1,000	\$2,000,000
British Columbia	2	\$1,000	\$50,750,000

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 \$)
New Brunswick	1	\$1,000	\$7,000,000
Ontario	27	\$1,000	\$396,700,000
Québec	15	\$1,000	\$167,550,000
Manitoba	1	\$1,000	\$40,000,000
Saskatchewan	1	\$1,000	\$36,000,000
Total number of Purchasers	48		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$700,000,000

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)
Norges Bank 234 Laurier Ave. West Ottawa, ON K1A 0G9 Malin Norberg 1-917-542-8500	N/A	\$20,000,000 of Notes	\$20,000,000	S. 2.3 of NI 45-106	June 2, 2015
Barometer Capital Management 1 University Avenue, Suite 1910 PO Box 25, Toronto ON M5J 2P1 Cameron Hurst +1-416-775-3092	R	\$1,000,000 of Notes	\$1,000,000	S. 2.3 of NI 45-106	June 2, 2015
Swiss National Bank 234 Laurier Ave. West Ottawa, ON K1A 0G9 Anna-Kathrin Keller +41-446312944	N/A	\$5,000,000 of Notes	\$5,000,000	S. 2.3 of NI 45-106	June 2, 2015
Knights of Columbus 393 Rymal Rd. W. Hamilton, ON L9B 1V2 Michael Prinzivalli 905-388-2731	N/A	\$12,000,000 of Notes	\$12,000,000	S. 2.3 of NI 45-106	June 2, 2015
Pacific Investment 199 Bay St., Suite 2050 Commerce Court Station Toronto, ON M5L 1G2 Michael Kim 212-739-3621	N/A	\$12,000,000 of Notes	\$12,000,000	S. 2.3 of NI 45-106	June 2, 2015
Greystone Managed Investments Inc. 300 Park Centre - 1230 Blackfoot Drive, Regina, Saskatchewan S4S 7G4 Chad Toews 306-779-6400	R	\$36,000,000 of Notes	\$36,000,000	S. 2.3 of NI 45-106	June 2, 2015

Blackrock Inc 161 Bay St. P.O. Box 614, Suite 2500 Toronto, ON M5J 2S1 Shashank Khanna 415-670-6475	N/A	\$10,000,000 of Notes	\$10,000,000	S. 2.3 of NI 45-106	June 2, 2015
Algonquin Capital 1 Young St, Suite 1801, Toronto, ON M5E 1W7 Greg Jeffs 416-214-3648	N/A	\$1,000,000 of Notes	\$1,000,000	S. 2.3 of NI 45-106	June 2, 2015
Marret Asset Management 200 King Street W, Toronto, ON M5H 3T4 Paul Sandhu 416-306-3887	R	\$30,000,000 of Notes	\$30,000,000	S. 2.3 of NI 45-106	June 2, 2015
TD Index 161 Bay St, 32nd Floor, Toronto, ON M5J 2T2 Davide Pagliaro 416-308-8854	N/A	\$2,500,000 of Notes	\$2,500,000	S. 2.3 of NI 45-106	June 2, 2015
Davis-Rea Ltd Suite 3535 - 79 Wellington Street West, Toronto, ON M5K 1J3 Eric Chandler 416-324-2217	R	\$2,000,000 of Notes	\$2,000,000	S. 2.3 of NI 45-106	June 2, 2015
Invesco Trimark 120 Bloor St E, Suite 700, Toronto, ON M4W 1B7 Alex Schwiersch 416-324-6187	N/A	\$44,300,000 of Notes	\$44,300,000	S. 2.3 of NI 45-106	June 2, 2015
MFS Mclean Budden 77 King St. W., 35th Floor, Toronto, ON M5K 1B7 Adam Gregg 416-350-4727	N/A	\$10,000,000 of Notes	\$10,000,000	S. 2.3 of NI 45-106	June 2, 2015
Investors Group 447 Portage Ave. Winnipeg, Manitoba R3B 3H5 Rounak Langhe 416-359-3132	R	\$40,000,000 of Notes	\$40,000,000	S. 2.3 of NI 45-106	June 2, 2015

CIBC Global Asset Management Suite 1400, 18 York Street, Toronto, ON M5J 2T8 Dave Dayaratne 416-364-5622x269	R	\$130,000,000 of Notes	\$130,000,000	S. 2.3 of NI 45-106	June 2, 2015
Polar Securities 401 Bay Street, Suite 1900, P.O. Box 19. Toronto, ON M5H 2Y4 Davie Ellen 416-369-4465	R	\$1,000,000 of Notes	\$1,000,000	S. 2.3 of NI 45-106	June 2, 2015
Ridgewood Capital Asset Management 55 University Ave, Suite 1020, Toronto, ON M5H 3T9 Mark Carpani 416-479-2759	R	\$2,500,000 of Notes	\$2,500,000	S. 2.3 of NI 45-106	June 2, 2015
Lawrence Park Capital Partners 2 Berkeley Street, Suite 304, Toronto, ON M5A 4J5 Jason Crawley 416-646-2179	R	\$3,000,000 of Notes	\$3,000,000	S. 2.3 of NI 45-106	June 2, 2015
CI Investments Inc. 2 Queen Street East 18th Floor, Toronto, ON M5C 3G7 Derek Tucker 416-681-3208	R	\$20,000,000 of Notes	\$20,000,000	S. 2.3 of NI 45-106	June 2, 2015
Fiera Capital Corp 1 Adelaide St E Suit 600, Toronto ON M5C 2V9 Jeff Seaver 416-681-5152	R	\$9,500,000 of Notes	\$9,500,000	S. 2.3 of NI 45-106	June 2, 2015
JOV Investment Management 26 Wellington Street East #920 Toronto, ON M5E 1S2 Stephen Cohen 416-777-5182	N/A	\$1,000,000 of Notes	\$1,000,000	S. 2.3 of NI 45-106	June 2, 2015

GMP Retail 145 King Street W, Suite 300, Toronto, ON M5H 1J8 Joey Mack 416-941-0198	N/A	\$400,000 of Notes	\$400,000	S. 2.3 of NI 45-106	June 2, 2015
Sprott Asset Management Royal Bank Plaza, South Tower, Suite 2700, Toronto, ON M5J 2J1 Mark Wisniewski 416-945-3271	R	\$1,000,000 of Notes	\$1,000,000	S. 2.3 of NI 45-106	June 2, 2015
Fiera Capital Corp. Suite 800 - 1501 McGill College Avenue, Montreal, QC H3A 3M8 Peter Osborne 416-955-4892	R	\$16,000,000 of Notes	\$16,000,000	S. 2.3 of NI 45-106	June 2, 2015
Mackenzie Financial 12th Floor - 180 Queen Street West, Toronto, ON M5V 3K1 Daniel Cooper 416-967-2117	R	\$40,000,000 of Notes	\$40,000,000	S. 2.3 of NI 45-106	June 2, 2015
SSQ 2525 Blvd Laurier, C.P. 10500, Quebec, QC G1V 4H6 Mathieu Lagrenade 418-650-3457,66106	R	\$1,500,000 of Notes	\$1,500,000	S. 2.3 of NI 45-106	June 2, 2015
New Brunswick Inv Mgmt 440 King Street, Fredericton, NB E3B 5H8 James Scott 506-453-2595	N/A	\$7,000,000 of Notes	\$7,000,000	S. 2.3 of NI 45-106	June 2, 2015
Societe de Transport De Montreal (STCUM) 800 rue de la Gauchetiere west, Montreal QC H5A 1J6 Normand Dumont 514-280-8171	N/A	\$2,000,000 of Notes	\$2,000,000	S. 2.3 of NI 45-106	June 2, 2015

Laurentian Bank of Canada - Retail 1981 McGill College Avenue, Montreal, QC H3A 3K3 Dany Ducharme 514-350-2901	N/A	\$400,000 of Notes	\$400,000	S. 2.3 of NI 45-106	June 2, 2015
Desjardins Global Asset Management 1 Complexe Desjardins, South Tower, 25th Floor, Montreal, QC H5B 1J7 Francis Scott 514-350-8686	R	\$50,000,000 of Notes	\$50,000,000	S. 2.3 of NI 45-106	June 2, 2015
Fonds de solidarité FTQ 545 Blvd Cremazie E, Suite 200, Montreal, QC H2M 2W4 Philippe Jacquemot 514-383-2602	R	\$2,000,000 of Notes	\$2,000,000	S. 2.3 of NI 45-106	June 2, 2015
CN Pension 5 Place Ville Marie, P.O. Box 11002, Suite 1100, Montreal, QC H3C 4T2 Carl Dewald 514-399-5301	N/A	\$3,500,000 of Notes	\$3,500,000	S. 2.3 of NI 45-106	June 2, 2015
Standard Life Investments Inc Suite 1000, 1001 de Maisonneuve Blvd West, Montreal, QC H3A 3C8 Jean-François Giroux 514-499-8833	N/A	\$3,450,000 of Notes	\$3,450,000	S. 2.3 of NI 45-106	June 2, 2015
MFC Index 1001 Blvd De Maisonneuve, Suite 1000, Montreal, QC H3A 3C8 Jean-François Giroux 514-499-8833	N/A	\$500,000 of Notes	\$500,000	S. 2.3 of NI 45-106	June 2, 2015
Gestion Sodagep Inc. 2021 Avenue Union, Montréal, QC H3A 2S9 Guy Liebart 514-844-7973	R	\$200,000 of Notes	\$200,000	S. 2.3 of NI 45-106	June 2, 2015

Caisse de Dépôt 1000 Place Jean Paul Riopelle, Montreal, QC H2Z 2B3 Réjeanne Caron 514-847-5966	N/A	\$61,000,000 of Notes	\$61,000,000	S. 2.3 of NI 45-106	June 2, 2015
Alphafixe Capital Inc. 1800 Ave McGill College, Suite 2420, Montreal, QC H3A 3J6 Sébastien Rhéaume 514-861-3493	R	\$3,000,000 of Notes	\$3,000,000	S. 2.3 of NI 45-106	June 2, 2015
Dorchester Investment Management 1100 Blvd Rene Levesque W, Suite 650, Montreal, QC H3B 4N4 Eric Gibouleau 514-861-5841	R	\$1,000,000 of Notes	\$1,000,000	S. 2.3 of NI 45-106	June 2, 2015
1832 Asset Management 1200 McGill College Ave, Bureau 2300, Montreal, QC H3B 4G7 Oliver Marquis 514-908-3219	R	\$15,000,000 of Notes	\$15,000,000	S. 2.3 of NI 45-106	June 2, 2015
Public Service Pension Investment Board 1250 Rene Levesque Boulevard West, Montreal, QC H3B 4W8 Mark Perin 514-939-5340	N/A	\$8,000,000 of Notes	\$8,000,000	S. 2.3 of NI 45-106	June 2, 2015
Fidelity 483 Bay St., Suite 300 Toronto, ON M5G 2N7 Lee Ormiston 603-791-7950	N/A	\$24,000,000 of Notes	\$24,000,000	S. 2.3 of NI 45-106	June 2, 2015
PI Financial Corp. 666 Burrard Street, Suite 1900, Vancouver BC V6C 2X8 Brian Parker 604-664-2799	R	\$750,000 of Notes	\$750,000	S. 2.3 of NI 45-106	June 2, 2015

CBC Pension Suite 1204 - 99 Metcalfe Street, Ottawa, ON K1P 6L7 Tim Cairns 613-688-3942	N/A	\$2,000,000 of Notes	\$2,000,000	S. 2.3 of NI 45-106	June 2, 2015
Canada Mortgage and Housing Corporation 700 Montreal Road, Ottawa, ON K1A 0P7 Louise Stevens 613-748-5142	N/A	\$500,000 of Notes	\$500,000	S. 2.3 of NI 45-106	June 2, 2015
State Street Global Advisors 30 Adelaide St. East Suite 1100 Toronto, ON M5C 3G6 Chris Hoffmann 416-362-1100	R	\$2,000,000 of Notes	\$2,000,000	S. 2.3 of NI 45-106	June 2, 2015
British Columbia Investment Management Corporation 2950 Jutland Rd, Victoria, BC V8T 5K2 Hardeep Bamara 778-410-7245	N/A	\$50,000,000 of Notes	\$50,000,000	S. 2.3 of NI 45-106	June 2, 2015
Telus Corporation Pension Plan 100200 - 100 Street. NW, Edmonton, AB T5J 0N5 Barb Cook 780-493-3629	N/A	\$2,000,000 of Notes	\$2,000,000	S. 2.3 of NI 45-106	June 2, 2015
RBC Insurance 6880 Financial Dr, West Tower, 9th Floor, Mississauga, ON L5N 7Y5 Jeff Collins 905-606-1675	N/A	\$10,000,000 of Notes	\$10,000,000	S. 2.3 of NI 45-106	June 2, 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)	
HSBC Securities (Canada) Inc. 70 York Street 8 th Floor Toronto, ON M5J 1S9	R	854,000.00				854,000.00
Desjardins Securities Inc. 1170 Peel Street, Suite 300 Montréal, QC H3B 0A9	R	854,000.00				854,000.00
Laurentian Bank Securities Inc. 301-130 Adelaide Street W. Toronto, ON M5H 3P5	R	196,000.00				196,000.00
Wells Fargo Securities Canada, Ltd. 40 King Street West, Suite 3200 Toronto, ON M5H 3Y3	R	196,000.00				196,000.00

Certificate

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

Date: June 10, 2015

Alimentation Couche-Tard Inc.

Name of issuer (please print)

"Sylvain Aubry"

Print name, title and telephone number of person signing

Corporate Secretary

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