

Form 45-106F6

British Columbia Report of Exempt Distribution

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

Optometric Services (OPT) Inc.
4 Place du Commerce suite 460
Montreal, QC
H3E 1J4
1-800-363-4096
<http://www.opto.com/>

B. Underwriter

N/A

Item 2: Reporting issuer status

A. OSI is not a reporting issuer.

Item 3: Issuer's industry

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☒ Other (describe)

Optometric centralized billing and related services

Details of distribution

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 \$)
Jean-Frédéric Bouchard Montreal, Canada	Secretary-Treasurer	5 383 Class "A" Shares	\$9 908
Skylar Feltis Saskatoon, Canada	Director	-----	-----
Paul Gray Head of St Margarets Bay, Canada	Director	17 336 Class "A" Shares 17 058 Class "E" Shares	\$108 096
Yves Levesque Bridgewater, Canada	Director	17 339 Class "A" Shares 7 658 Class "E" Shares	\$83 340
Carol Marois Saint-Hyacinthe, Canada	President	4 570 Class "A" Shares	\$22 274
Josée Martineau Ottawa, Canada	Director	3 117 Class "A" Shares	\$10 803
Paul Neumann Victoria, Canada	Vice-President	1 501 Class "A" Shares	\$9 876
Patrick Simard Montreal, Canada	Director	17 337 Class "A" Shares 7 580 Class "E" Shares	\$105 035
Marcel Brin Saint-Lambert, Canada	CEO	Not eligible for shareholding	-----
Patrice Lacoste TMR, Canada	EX VP	Not eligible for shareholding	-----
Yvan Brunelle Lorraine, Canada	CFO	Not eligible for shareholding	-----

Item 5: Distribution dateJuly 15th, 2015**Item 6: Number and type of securities**

- Type;
Class “A” shares
- Total number of securities distributed;
11 496 Class “A” shares, in the event that the subscriber owns more than 2% of Class “A” shares issued or outstanding or that their subscription exceeds as such, shares issued will be class “E” shares

Item 7: Geographical information about purchasers

Jurisdiction where purchasers or subscribers reside	Number of purchasers or subscribers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	2	\$7.26	\$17,823.30
British Columbia	7	\$7.26	\$26,578.86
New Brunswick	1	\$7.26	\$726
Nova Scotia	1	\$7.26	\$2,061.84
Ontario	6	\$7.26	\$16,668.96
Quebec	5	\$7.26	\$12,342
Saskatchewan	1	\$7.26	\$7,260
Total number of Purchasers	23		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$83,460.96

Item 8:

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)
R.A. MOON PROFESSIONAL CORPORATION (c/o Dr. Ronald A. Moon) 2 Real Martin Drive Fort McMurray, Alb T9K 2S1 780-743-1163	N/A	800 Class "A" Shares	\$5 808	Section 2.9 of National Instrument 45-106	2015-07-15
TIMOTHY A. HAY PROF. CORP. (c/o Dr. Timothy A. Hay) 135 - 111 Fifth Avenue South West Calgary, Alb T2P 3Y6 403-233-0405	N/A	1 655 Class "A" Shares	\$12 015.30	Section 2.9 of National Instrument 45-106	2015-07-15
Provincial total	N/A	2 455 Class "A" Shares	\$17 823.30		
DEBRA K. KOS O.D. OPT. CORP. (c/o Dr. Debra Kos) 455 McLean Street; Quesnel, BC V2J 2P3 250-992-5417	N/A	100 Class "A" shares	\$726	Section 2.9 of National Instrument 45-106	2015-07-15
DR. E. TAKAHASHI & ASSOCIATES (c/o Dr. Edward T. Takahashi) 202 - 153 Seymour Street Kamloops, BC V2C 2C7 250-372-7910	N/A	100 Class "A" shares	\$726	Section 2.9 of National Instrument 45-106	2015-07-15
DR. HERMAN M. SHEN, OPTOMETRIC CORP. (c/o Dr. Herman Shen) 158-4800 Kingsway; Burnaby, BC V5H 4J2 604-435-8687	N/A	566 Class "A" shares	\$4 109.16	Section 2.9 of National Instrument 45-106	2015-07-15
DR. S.R. EBATA OPTOMETRIC CORP. (c/o Dr. Russell Ebata) 910 Columbia Street West Kamloops, BC V2C 1L2 250-377-8875	N/A	1 000 Class "A" shares	\$7 260	Section 2.9 of National Instrument 45-106	2015-07-15
Provincial total		1 766 Class "A" Shares	\$12 821.16		

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)
LIDEKA OPTOMETRY SERVICES (c/o Dr. Bruce Lidkea) 221 Scott Street - P.O. Box 356 FortFrances, ON P9A 3M7 807-274-6655	N/A	137 Class "A" Shares	\$994.62	Section 2.3 of National Instrument 45-106	2015-07-15
DRS. EDWARD CHAN & TERRI CHONG OPT.PROF. CORP (c/o Dr. Edward Chan) 220 - 8787 Woodbine Avenue Markham, ON L3R 9S2 905-887-8907	N/A	700 Class "A" Shares	\$5 082	Section 2.3 of National Instrument 45-106	2015-07-15
Provincial total		837 Class "A" Shares	\$6 076.62		
CLINIQUE OPTOMÉTRIQUE STE-THERESE (c/o Dr. Valérie Belisle) 25 rue St-Joseph; Ste-Thérèse, Que J7E 4X5 450-430-2000	N/A	100 Class "A" Shares	\$726	Section 2.9 of National Instrument 45-106	2015-07-15
ESTOPIC INC. (c/o Dr. Marc Bolduc) 2 Principale Sud; Sutton, Que J0E 2K0 450-538-2281	N/A	100 Class "A" Shares	\$726	Section 2.9 of National Instrument 45-106	2015-07-15
CLINIQUE VISUELLE DE LASALLE INC. (c/o Dr. Denis Beaulieu) 7634 rue Centrale; LaSalle, Que. H8P 1L3 514-363-1226	N/A	200 Class "A" Shares	\$1 452	Section 2.9 of National Instrument 45-106	2015-07-15
CENTRE D'OPTOMÉTRIE DE TOURAINE (c/o Dr. Réjean Lafleur) 22 avenue Des Flandres Gatineau, Que J8T 4R7 819-561-0305	N/A	300 Class "A" Shares	\$2 178	Section 2.9 of National Instrument 45-106	2015-07-15

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)
CLINIQUE D'OPTOMÉTRIE CAROLE MARTEL (c/o Dr. Carole Martel) 7687 rue Centrale; LaSalle, Que H8P 1L7 514-366-2020	N/A	1 000 Class "A" Shares	\$7 260	Section 2.9 of National Instrument 45-106	2015-07-15
Provincial total		1 700 Class "A" Shares	\$12 342		
TOWER OPTOMETRIC SERVICES INC. (c/o Dr. Darcy Lukenchuk) 1102 CN Tower, Saskatoon, SK S7K 1J5 306-242-7170	N/A	1 000 Class "A" Shares	\$7 260	Section 2.9 of National Instrument 45-106	2015-07-15
Provincial total		1 000 Class "A" Shares	\$7 260		

Item 9: N/A

Certificate

On behalf of Optometric Services (OPT) inc., I certify that the statements made in this report are true.

Date: _____

Optometric Services (OPT) inc.

Issuer

Louis M. Côté, Administration Manager 514-316-5779

Print name, title and telephone number of person signing

A handwritten signature in black ink, reading "Louis M. Côté". The signature is written in a cursive style with a large initial 'L' and a stylized 'C'.

Signature

Item 10: N/A

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.