

**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.

***Full name of issuer: BC European Capital–Icon Co-Investment LP***

***Address of manager: CIE Management II Limited***

***Heritage Hall, Le Marchant Street***

***St Peter Port***

***Guernsey, Channel Islands***

***Telephone: +44 1481 716000***

**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.***

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Financial Services

☒ ***investment companies and funds***

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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**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 \$)
<i>CIE Management II Limited St Peter Port, Guernsey, Channel Islands</i>	<i>General Partner, promoter</i>	<i>N/A</i>	<i>N/A</i>
<i>Matthew Christopher Elston Guernsey, Channel Islands</i>	<i>Director of General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Laurence Shannon McNairn Guernsey, Channel Islands</i>	<i>Director of General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Mark David Rodliffe Guernsey, Channel Islands</i>	<i>Director of General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Graeme John Dell Surrey, United Kingdom</i>	<i>Director of General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Nikolaos Stathopoulos London, United Kingdom</i>	<i>Director of General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Heritage International Fund Managers Limited St Peter Port, Guernsey, Channel Islands</i>	<i>Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Laurence Shannon McNairn Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Timothy James Davison Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Mark Naylor Huntley Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of</i>	<i>N/A</i>	<i>N/A</i>

	<i>the General Partner</i>		
<i>Mariana Delma Enevoldsen Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Richard John Tee Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Norman Amey Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>James Anderson Christie Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>
<i>Kevin John Smith Guernsey, Channel Islands</i>	<i>Director of the Company Secretary of the General Partner</i>	<i>N/A</i>	<i>N/A</i>

## **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.

*August 7, 2015*

### **Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;

*Limited partnership interests in BC European Capital-Icon Co-Investment LP*

- 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;

*The purchasers have subscribed for commitments in the issuer totalling €5,836,602.00*

- 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 \$)
<b><i>British Columbia</i></b>	<b><i>2</i></b>	<b><i>N/A</i></b>	<b><i>Approximately \$8,390,699.03 (actual total proceeds €5,836,602.00)</i></b>
Total number of Purchasers	<b><i>2</i></b>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b><i>Approximately \$8,390,699.03 (actual total proceeds €5,836,602.00)</i></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*

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 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.

<b>Information about non-individual purchasers</b>					
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>bcIMC Private Placement (2005) Investment Corporation 301-2950 Jutland Road Victoria, BC V8T 5K2 778-410-7269 (Kevin Sarafilovic)</i>	<i>N/A</i>	<i>Limited partnership interests with a total commitment of €4,961,112</i>	<i>Approximately \$7,132,094.61</i>	<i>Section 2.3, NI 45-106</i>	<i>August 7, 2015</i>
<i>bcIMC (WCBAF) Private Placement Investment Corporation 301-2950 Jutland Road Victoria, BC V8T 5K2 778-410-7269 (Kevin Sarafilovic)</i>	<i>N/A</i>	<i>Limited partnership interests with a total commitment of €875,490</i>	<i>Approximately \$1,258,604.42</i>	<i>Section 2.3, NI 45-106</i>	<i>August 7, 2015</i>

## **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)	
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: *August 17, 2015*

*BC European Capital-Icon Co-Investment LP*

Name of issuer (please print)

*Mark Rodliffe and Matthew Elston, Authorized Signatories*

Print name, title and telephone number of person signing

*'Mark Rodliffe' and 'Matthew Elston'*

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.

*Matthew P. Williams*

*Partner*

*Borden Ladner Gervais LLP*

*Telephone: 416-367-6261*

**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