

**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.

<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 \$)
Jean-Frédéric Bouchard Montreal, Canada	Secretary-Treasurer	5 383 Class “A” Shares	\$9 908
Skylar Feltis Saskatoon, Canada	Director	349 Class “A” Shares	\$2 666
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	4 514 Class “A” Shares 1 099 Class “E” Shares	\$42 883
Patrice Lacoste TMR, Canada	CEO	Not eligible for shareholding	-----
Yvan Brunelle Lorraine, Canada	CFO	Not eligible for shareholding	-----

**Item 5: Distribution date**November 2, 2015**Item 6: Number and type of securities**

- Type;  
Class “A” shares
- Total number of securities distributed;  
9 507 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	1	\$7.64	\$2 001.68
British Columbia	4	\$7.64	\$11 742.68
Nova Scotia	1	\$7.64	\$1 566.20
Ontario	2	\$7.64	\$1 757.20
Quebec	4	\$7.64	\$47 566.64
Saskatchewan	1	\$7.64	\$7 999.08
Total number of Purchasers			
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$72 633.48

**Item 8:**

<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)
<b>Blink Eyewear Inc.</b> (c/o Alisha Adatia) 1009 - 873, 85th Street South West; Calgary, AB T3H 0J5 403 242-0999	N/A	262 Class "A" shares	\$2 001.68	Section 2.9 of National Instrument 45-106	2015-11-02
<b>Provincial total</b>		<b>262 Class "A" Shares</b>	<b>\$2 001.68</b>		
<b>DEBRA K. KOS O.D. OPT. CORP.</b> (c/o Dr. Debra Kos) 455 McLean Street; Quesnel, BC V2J 2P3 250 992-5417	N/A	100 Class "A" shares	\$764	Section 2.9 of National Instrument 45-106	2015-11-02
<b>DR. E. TAKAHASHI &amp; ASSOCIATES</b> (c/o Dr. Edward T. Takahashi) 202 - 153 Seymour Street Kamloops, BC V2C 2C7 250 372-7910	N/A	100 Class "A" shares	\$764	Section 2.9 of National Instrument 45-106	2015-11-02
<b>DR. HERMAN M. SHEN, OPTOMETRIC CORP.</b> (c/o Dr. Herman Shen) 158-4800 Kingsway; Burnaby, BC V5H 4J2 604 435-8687	N/A	537 Class "A" shares	\$4 102.68	Section 2.9 of National Instrument 45-106	2015-11-02
<b>Provincial total</b>		<b>737 Class "A" Shares</b>	<b>\$5 630.68</b>		
<b>LIDEKA OPTOMETRY SERVICES</b> (c/o Dr. Bruce Lidkea) 221 Scott Street - P.O. Box 356 FortFrances, ON P9A 3M7 807 274-6655	N/A	130 Class "A" Shares	\$993.20	Section 2.3 of National Instrument 45-106	2015-11-02
<b>Provincial total</b>		<b>130 Class "A" Shares</b>	<b>\$993.20</b>		
<b>CENTRE D'OPTOMÉTRIE DE TOURAINÉ</b> (c/o Dr. Réjean Lafleur) 22 avenue Des Flandres Gatineau, Que J8T 4R7 819 561-0305	N/A	300 Class "A" Shares	\$2 292	Section 2.9 of National Instrument 45-106	2015-11-02

<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)
<b>Clin. D'Opt. De Charlesbourg Inc.</b> (c/o Marie-France Rioux) 296 - 8500 boul. Henri-Bourassa Québec, Que G1G 5X1 418 623-5409	N/A	1 308 Class "A" Shares	\$9 993.12	Section 2.9 of National Instrument 45-106	2015-11-02
<b>Gestion Patrick Simard</b> 5460 Ave des Sapins Montreal, Que H1T 2P8 514 255-4160	I	2 000 Class "A" Shares	\$15 280	Section 2.9 of National Instrument 45-106	2015-11-02
<b>Provincial total</b>		<b>3 608 Class "A" Shares</b>	<b>\$18 565.12</b>		
<b>TWA Vision Group</b> 1 – 303 Stoneridge blv. Saskatoon, SK S7T 0G3 306 664-2638	I	1 047 Class "A" Shares	\$7 999.08	Section 2.9 of National Instrument 45-106	2015-11-02
<b>Provincial total</b>		<b>1 047 Class "A" Shares</b>	<b>\$7 999.08</b>		

**Item 9: N/A**

**Certificate**

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

Date: \_\_\_\_November 9, 2015\_\_\_\_\_

Optometric Services (OPT) inc.

Issuer

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

Print name, title and telephone number of person signing

Louis M. Côté

Signature

**Item 10: N/A**

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