

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.

Issuer:

Invico Diversified Income Fund (the "Trust")
3rd Floor, 116 – 8th Avenue S.W.
Calgary, Alberta T2P 1B3
Telephone number: (403) 691-5695
Website: www.invicocapital.com
Email: info@invicocapital.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.

Not Applicable

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.

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.

Item 3: Issuer's industry

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

- | | |
|--|--|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> Mining |
| <input type="checkbox"/> 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 \$)
Jason Brooks Calgary, AB Canada	Officer, Director, Holder of more than 10% of voting securities of Promoter	4,869 Class F Trust Units	\$48,690.00
Allison Taylor Calgary, AB Canada	Officer, Director, Holder of more than 10% of voting securities of Promoter	3,260 Class F Trust Units	\$32,600.00
Spencer Coupland Calgary, AB Canada	Officer, Director Holder of more than 10% of voting securities of Promoter	5,374 Class F Trust Units	\$53,740.00
Invico Capital Corporation	Promoter	Nil	Nil

Calgary, AB Canada			
ATHR Investments Inc. Calgary, AB Canada	Officer, Director	8,000 Class F Trust Units	\$80,000.00
1085382 Alberta Ltd. Calgary, AB Canada	Officer, Director	10,661 Class F Trust Units	\$106,610.00

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.

February 4, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

The Trust has issued Class A Trust Units, Class C Trust Units, Class F Trust Units and Class G Trust Units. The Class A Trust Units, Class C Trust Units, Class F Trust Units and Class G Trust Units are collectively referred to herein as, the “Trust Units”. The Trust Units were issued at a price of \$10 per Trust Unit.

- 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

18,330 Class A Trust Units for gross proceeds of \$183,300.00;

37,740 Class C Trust Units for gross proceeds of \$377,400.00

5,000 Class F Trust Units for gross proceeds of \$50,000.00;

80,022 Class G Trust Units for gross proceeds of \$800,220.00

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.

Class A Trust Units

Each jurisdiction where purchasers reside	Number of Purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	4	\$10.00	\$36,300.00
British Columbia	5	\$10.00	\$70,000.00
Ontario	2	\$10.00	\$67,000.00
Manitoba	1	\$10.00	\$10,000.00
Total number of Purchasers	12		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$183,300.00

Class C Trust Units

Each jurisdiction where purchasers reside	Number of Purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	5	\$10.00	\$264,400.00
New Brunswick	1	\$10.00	\$13,000.00
Ontario	1	\$10.00	\$50,000.00
Quebec	1	\$10.00	\$50,000.00
Total number of Purchasers	8		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$377,400.00

Class F Trust Units

Each jurisdiction where purchasers reside	Number of Purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	1	\$10.00	\$50,000.00
Total number of Purchasers	1		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$50,000.00

Class G Trust Units

Each jurisdiction where purchasers reside	Number of Purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	25	\$10.00	\$269,290.00
Manitoba	16	\$10.00	\$180,370.00
British Columbia	7	\$10.00	\$83,800.00
Saskatchewan	14	\$10.00	\$154,320.00
Quebec	5	\$10.00	\$112,440.00
Total number of Purchasers	67		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$800,220.00

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 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)

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.

Class 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)	
Raintree Financial Solutions ⁽¹⁾⁽⁶⁾ 10243 – 178 Street Edmonton, Alberta T5S 1M3		\$4,698.00	N/A	N/A	N/A	\$4,698.00
Pennant Capital Partners Inc. ⁽²⁾⁽⁶⁾ 3 rd Floor, 116 – 8 th Avenue SW Calgary, AB T2P 1B3		\$1,833.00	N/A	N/A	N/A	\$1,833.00
Pinnacle Wealth Brokers ⁽³⁾⁽⁶⁾ 1716 – 16 Ave NW Calgary, AB T2M 0L7		\$4,200.00	N/A	N/A	N/A	\$4,200.00
Triview Capital Ltd. ⁽⁴⁾⁽⁶⁾ #414, 815 – 1st Street SW Calgary, Alberta, T2P 1N3		\$1,200.00	N/A	N/A	N/A	\$1,200.00
Stevloc Management Inc. ⁽⁵⁾⁽⁶⁾ 930 The East Mall Rd Toronto, ON, M9B6J9		\$900.00	N/A	N/A	N/A	\$900.00

(1) Raintree Financial Solutions received a commission payment of \$4,698.00, representing 6% of the aggregate gross proceeds in respect of the issuance of 7,830 Units.

(2) Pennant Capital Partners Inc. received a commission payment of \$1,833.00, representing 1% of the aggregate gross proceeds in respect of the issuance of 18,330 Units.

(3) Pinnacle Wealth Brokers received a commission payment of \$4,200.00, representing 6% of the aggregate gross proceeds in respect of the issuance of 7,000 Units.

(4) Triview Capital Ltd. received a commission payment of \$1,200.00, representing 6% of the aggregate gross proceeds in respect of the issuance of 2,000 Units.

(5) Stevloc Management Inc. received a commission payment of \$900.00, representing 6% of the aggregate gross proceeds in respect of the issuance of 1,500 Units.

(6) An Annual fee may be payable to a selling agent in an amount up to 1.25% per annum of the net asset value of the corresponding class of units of Invico Diversified Income LP.

Class C

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)	
Pennant Capital Partners Inc. ⁽¹⁾⁽⁵⁾ 3 rd Floor, 116 – 8 th Avenue SW Calgary, AB T2P 1B3		\$3,774.00	N/A	N/A	N/A	\$3,774.00
Wealthterra Capital Management Inc. ⁽²⁾⁽⁵⁾ PO Box 9 STN MAIN Suite 104 105 - 1st Street W Cochrane, AB, T4C 1A4		\$3,432.00	N/A	N/A	N/A	\$3,432.00
Pinnacle Wealth Brokers ⁽³⁾⁽⁵⁾ 1716 – 16 Ave NW Calgary, AB T2M 0L7		\$5,640.00	N/A	N/A	N/A	\$5,640.00
Raintree Financial Solutions ⁽⁴⁾⁽⁵⁾ 10243 – 178 Street Edmonton, Alberta T5S 1M3		\$2,250.00	N/A	N/A	N/A	\$2,250.00

(1) Pennant Capital Partners Inc. received a commission payment of \$3,774.00, representing 1% of the aggregate gross proceeds in respect of the issuance of 37,740 Units.

(2) Wealthterra Capital Management Inc. received a commission payment of \$3,432.00, representing 3% of the aggregate gross proceeds in respect of the issuance of 11,440 Units.

(3) Pinnacle Wealth Brokers received a commission payment of \$5,640.00, representing 3% of the aggregate gross proceeds in respect of the issuance of 18,800 Units.

(4) Raintree Financial Solutions received a commission payment of \$2,250.00, representing 3% of the aggregate gross proceeds in respect of the issuance of 7,500 Units.

(5) An Annual fee may be payable to a selling agent in an amount up to 1.25% per annum of the net asset value of the corresponding class of units of Inviso Diversified Income LP.

Class F

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)	
Pennant Capital Partners Inc. ⁽¹⁾ 3 rd Floor, 116 – 8 th Avenue SW Calgary, AB T2P 1B3		\$500.00	N/A	N/A	N/A	\$500.00

(1) Pennant Capital Partners received a commission payment of \$500.00 representing 1% of the aggregate gross proceeds in respect of the issuance of 5,000 Units.

Class G

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)	
Raintree Financial Solutions ^{(1) (7)} 10243 – 178 Street Edmonton, Alberta T5S 1M3		\$15,036.00	N/A	N/A	N/A	\$15,036.00
Pennant Capital Partners Inc. ^{(2) (7)} 3 rd Floor, 116 – 8 th Avenue SW Calgary, AB T2P 1B3		\$8,002.20	N/A	N/A	N/A	\$8,002.20
Pinnacle Wealth Brokers ^{(3) (7)} 1716 – 16 Ave NW Calgary, AB T2M 0L7		\$22,506.60	N/A	N/A	N/A	\$22,506.60
Triview Capital Ltd. ^{(4) (7)} #414, 815 – 1st Street SW Calgary, Alberta, T2P 1N3		\$5,581.20	N/A	N/A	N/A	\$5,581.20
Whitehaven Securities Inc. ^{(5) (7)} 5305 Notre-Dame Blvd. Suite 206 Laval QC H7W 4T8		\$780.00	N/A	N/A	N/A	\$780.00
Wealthterra Capital Management Inc. ^{(6) (7)} PO Box 9 STN MAIN Suite 104 105 - 1st Street W Cochrane, AB, T4C 1A4		\$4,109.40	N/A	N/A	N/A	\$4,109.40

(1) Raintree Financial Solutions received a commission payment of \$15,036.00, representing 6% of the aggregate gross proceeds in respect of the issuance of 25,060 Units.

(2) Pennant Capital Partners Inc. received an aggregate commission payment of \$8,002.20, representing 1% of the aggregate gross proceeds in respect of the issuance of 80,022 Units.

(3) Pinnacle Wealth Brokers received a commission payment of \$22,506.60 representing 6% of the aggregate gross proceeds in respect of the issuance of 37,511 Units.

(4) Triview Capital Ltd. received a commission payment of \$5,581.20 representing 6% of the aggregate gross proceeds in respect of the issuance of 9,302 Units.

(5) Whitehaven Securities received a commission payment of \$780.00, representing 6% of the aggregate gross proceeds in respect of the issuance of 1,300 Units.

(6)Wealthterra Capital Management received a commission payment of \$4,109.40, representing 6% of the aggregate gross proceeds in respect of the issuance of 6,849 Units.

(7) An Annual fee may be payable to a selling agent in an amount up to 1.25% per annum of the net asset value of the corresponding class of units of Invico Diversified Income LP.

Certificate

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

Date: February 4, 2016

Invico Diversified Income Fund
by its Manager, Invico Capital Corporation
Name of [issuer/underwriter] (please print)

Name: Spencer Coupland
Title: Corporate Secretary
Telephone: 403-691-5695
Print name, title and telephone number of person signing

Signed "Spencer M. Coupland"
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