

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;

VWR Capital Corp.

- the issuer's website address; and

www.vwrcapital.com

- the address, telephone number and email address of the issuer's head office.

**Suite 111, 20434 – 64th Avenue
Langley, BC V2Y 1N4**

Telephone: **604-530-7430**

email: **info@vwrcapital.com**

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;

Not applicable

- the underwriter's website address; and

Not applicable

- 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.

Non-reporting: X

Reporting: _____ Jurisdictions: **N/A**

- 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.

Not applicable

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

<input type="checkbox"/>	Bio-tech	<input type="checkbox"/>	Mining
<input type="checkbox"/>	Financial Services	<input type="checkbox"/>	exploration / development
<input type="checkbox"/>	investment companies and funds	<input type="checkbox"/>	production
<input checked="" type="checkbox"/>	mortgage investment companies	<input type="checkbox"/>	Oil and gas
<input type="checkbox"/>	securitised 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): N/A
<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 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 \$)
BRETT, Evan A. Langley, BC Canada	Director	1 common share 20,287 preferred shares	\$ 20,288

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and 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 \$)
CHADNEY, Arnold P. Langley, BC Canada	Director	1 common share 1,294,383 preferred shares	\$ 1,294,384
DUNNIGAN, James H. West Vancouver, BC Canada	Director	1 common share 2,014,526 preferred shares	\$ 2,014,527
EDEN, Cary W. Abbotsford, BC Canada	Director	3 common share 1,288,765 preferred shares	\$ 1,288,768
KOSTUROS, Dimitri Langley, BC Canada	Vice-President	1 common share 67,952 preferred shares	\$ 67,953
McPHERSON, Kenneth C. Mission, BC Canada	Secretary & Director	4 common shares 1,702,307 preferred shares	\$ 1,702,311
SHEWAN, D. (Dougal) B. Langley, BC Canada	President & Director	3 common shares 9,991,978 preferred shares	\$ 9,991,981
STUEHMER, Marni L. Surrey, BC Canada	Controller	1 common share 207,217 preferred shares	\$ 207,218
ZACHER, Gordon J. Langley, BC Canada	Director	1 common share 750,000 preferred shares	\$ 750,001

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 1, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Preferred Shares
Common Shares

- 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

15,903,725 Preferred Shares
62 Common Shares

- 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.

Not applicable

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, 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 ⁽¹⁾	Number of purchasers	Price per security ⁽²⁾ (Canadian\$)	Total dollar value raised from purchasers in the jurisdiction (Canadian\$)
British Columbia	129	\$1.00	\$15,853,786
USA	1	\$1.00	\$50,001
Totals	130	—	\$15,903,787

(1) If the Issuer is from another Canadian jurisdiction or a foreign jurisdiction and does not have a significant connection to British Columbia, only the purchasers residing in British Columbia are listed.

(2) 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 the 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 \$)	Exemptions relied on	Date of the distribution (yyyy-mm-dd)
0851282 B.C. Ltd. 21941 – 44 th Avenue Langley, BC V3A 3E7 Cheryl Bosch, Secretary 604-534-7257	–	350,000 Preferred Shares	\$ 350,000	2.10 of NI 45-106	2016-06-01
347981 B.C. Ltd. 25012 - 80 th Avenue Langley, BC V1M 3P2 Stuart Bucholtz, President 604-888-1236	–	223,869 Preferred Shares 1 Common Share	\$ 223,870	2.10 of NI 45-106	2016-06-01
0503021 B.C. Ltd. 110 – 174 Wilson Street, #333 Victoria, BC V9A 7N7 Robert B. McDonald, Director 250-380-2557	–	50,000 Preferred Shares	\$ 50,000	2.9 of NI 45-106	2016-06-01
596466 B.C. Ltd. #111, 20434 – 64 th Avenue Langley, BC V2Y 1N4 Douglas Shewan, President 604-530-7430	I	300,000 Preferred Shares	\$ 300,000	2.5 of NI 45-106	2016-06-01
Agra Holdings Ltd. 7141 Maple Street Vancouver, BC V6P 5P5 Graeme Yip, President 604-261-4612	–	75,000 Preferred Shares 1 Common Share	\$ 75,001	2.9 of NI 45-106	2016-06-01

Information about non-individual purchasers					
Full name and address of the 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 \$)	Exemptions relied on	Date of the distribution (yyyy-mm-dd)
Amstel Investments Ltd. 17111 – 104A Avenue Surrey, BC V4N 4W5 Lorrene Crowe, Director 604-585-4111	—	50,000 Preferred Shares 1 Common Share	\$ 50,001	2.9 of NI 45-106	2016-06-01
Attica Ventures Ltd. 25021 – 80 th Avenue Langley, BC V1M 3P2 Stuart Bucholtz, President 604-888-1236	—	253,426 Preferred Shares 1 Common Share	\$ 253,427	2.10 of NI 45-106	2016-06-01
Chartwell Asset Management Inc. Suite 303, 15957 – 84 th Avenue Surrey, BC V4N 0W7 Matthew Cameron, Vice-President 604-593-8943	—	25,000 Preferred Shares	\$ 25,000	2.9 of NI 45-106	2016-06-01
County Galway Investments Inc. 19912 – 44 th Avenue Langley, BC V3A 3E2 Donald P. Killeen, President 604-308-0591	—	5,000 Preferred Shares	\$ 5,000	2.9 of NI 45-106	2016-06-01
D. Gurney Family Holdings Ltd. 101 Queens Avenue New Westminster, BC V3L 1J4 Deane Gurney, President 604-789-9595	—	250,000 Preferred Shares	\$ 250,000	2.10 of NI 45-106	2016-06-01
Ference Investments Ltd. 550 – 475 West Georgia Street Vancouver, BC V6B 4M9 Don Ference, President 604-319-6159	—	300,000 Preferred Shares 1 Common Share	\$ 300,001	2.10 of NI 45-106	2016-06-01
Garratt & Associates Consulting Ltd. 21740 – 47B Avenue Langley, BC V3A 8T2 John Garratt, President 604-488-4043	—	100,000 Preferred Shares	\$ 100,000	2.9 of NI 45-106	2016-06-01

Information about non-individual purchasers					
Full name and address of the 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 \$)	Exemptions relied on	Date of the distribution (yyyy-mm-dd)
Lockiel Holdings Ltd. #4, 17917 – 68 th Avenue Surrey, BC V3S 9C8 Gwen Brassington, Secretary 604-574-0039	–	1,000,000 Preferred Shares 1 Common Share	\$1,000,001	2.10 of NI 45-106	2016-06-01
LOL Investment Club 20376 – 40A Avenue Langley, BC V3A 2Y8 Leona Sabbadin, Treasurer 604-512-5993	–	500 Preferred Shares	\$ 500	2.9 of NI 45-106	2016-06-01
Lorac Holdings Ltd. PO Box 10093 Aldergrove, BC V4W 3Z5 Dan Howe, President 604-250-0895	–	250,000 Preferred Shares	\$ 250,000	2.10 of NI 45-106	2016-06-01
PDM Enterprises Ltd. #4, 32540 Logan Avenue Mission, BC V2V 6G3 Brad Meeker, President 604-826-6335	–	80,000 Preferred Shares	\$ 80,000	2.9 of NI 45-106	2016-06-01
R28 Holdings Ltd. 3353 – 223 rd Street Aldergrove, BC V4W 4A7 Praven Sorensen, President 604-857-0165	–	200,000 Preferred Shares 1 Common Share	\$ 200,001	2.10 of NI 45-106	2016-06-01
Robert B. Jones Inc. 825 Colorado BLVD. #219 Los Angeles, CA 90041 USA Robert B. Jones 323-550-8400	–	50,000 Preferred Shares 1 Common Share	\$ 50,001	2.9 of NI 45-106	2016-06-01
Southface Contracting Ltd. 36185 Cassandra Drive Abbotsford, BC V3G 2M6 Joel Charlebois, President 604-690-3991	–	50,000 Preferred Shares 1 Common Share	\$ 50,001	2.9 of NI 45-106	2016-06-01

Information about non-individual purchasers					
Full name and address of the 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 \$)	Exemptions relied on	Date of the distribution (yyyy-mm-dd)
Terra Landscaping and Bobcat Services Ltd. 2127 Long Street Kelowna, BC V1Y 9E6 Reynold Epp, President 250-862-6818	–	300,000 Preferred Shares 1 Common Share	\$ 300,001	2.10 of NI 45-106	2016-06-01
Yorkdale Ventures Ltd. 3288 Mason Avenue Coquitlam, BC V3B 2X6 Allan Pearce, President 604-240-0574	–	200,000 Preferred Shares	\$ 200,000	2.10 of NI 45-106	2016-06-01
Totals	–	4,112,795 Preferred Shares 10 Common Shares	\$4,112,805	–	–

Commissions and finder's fees

Item 9: Commissions and finder's fees

- 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 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 securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemptions relied on and date of distribution (yyyy-mm-dd)	
–	–	–	–	–	–	–

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 securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemptions relied on and date of distribution (yyyy-mm-dd)	
Totals	—	\$0	—	—	—	\$0.00

Certificate

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

Date: **June 1, 2016**

VWR CAPITAL CORP.

Name of Issuer (*please print*)

Marni L. Stuehmer, Controller **604-530-7430**

Print Name, Title and Telephone Number of person signing

(signed) Marni Stuehmer

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.

Michael F. Provenzano
Principal
Northwest Law Group

Tel: 604-687-5792

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: 604-899-6506