

**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 information**

**Item 1: Issuer name and contact information**

Conation Capital Corp. ("**Issuer**")

Name of Issuer

Suite 911- 850 West Hastings Street, Vancouver BC V6C 1E1

Address

604-608-2886

www.conation.ca

Website Address

info@conation.ca

E-mail Address

**Item 2: Reporting issuer status**

The Issuer is not a reporting issuer.

**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)

**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 \$)
Neil Branda North Vancouver, BC Canada	Director Vice President, Science	900,000 common shares	\$17,500.00
Derek Lew Vancouver, BC Canada	Director	4,992,978 common shares	\$161,889.29
Jason Moreau Surrey, BC Canada	Director Chief Financial Officer	5,326,667 common shares	\$181,250.05
Paul Woodward Port Moody, BC Canada	Director President	7,148,236 common shares	\$275,615.50
Gregor Hamilton Whistler, BC Canada	Director	1,299,994 common shares	\$91,499.73

## **Details of distribution**

### **Item 5: Distribution date**

June 7, 2016

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

For each security distributed:

- (a) **Describe the type of security:**

Common shares.

- (b) **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 Issuer distributed 13,979,869 common shares (each a “**Share**”) of the Issuer at a price of \$0.015 per Share.

### 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 \$)
British Columbia	16	\$0.015	\$130,451.50
USA	3	\$0.015	\$59,956.55
Ontario	4	\$0.015	\$14,040.00
Portugal	1	\$0.015	\$1,500.00
Chile	1	\$0.015	\$1,500.00
Prince Edward Island	1	\$0.015	\$2,250.00
Total number of Purchasers	26		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$209,698.05

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)
JLHLC Holdings Inc. 803 - 560 Cardero Street Vancouver, BC V6G 3E9 Attn: James Harris Tel: 604-620-1479	N/A	68,000 Shares	\$1,020	NI 45-106 s.2.3	2016-06-07
Camastra Dentistry Professional Corp. 26 Restwell Cr. Toronto, ON M2K 2A3 Attn: Alberta Camastra Tel: 416-222-2257	N/A	160,000 Shares	\$2,400	NI 45-106 s.2.3	2016-06-07
0947334 B.C. Ltd. 20 Fernway Drive Port Moody, BC V3H 5H7 Attn: Paul Woodward Tel: 604-897-8025	I	276,667 Shares	\$4,150.01	NI 45-106 s.2.3	2016-06-07

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

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						

## Certificate

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

Date: June 16, 2016

Conation Capital Corp.

Name of issuer (please print)

Paul Woodward, President 604-608-2886

Print name, title and telephone number of person signing

*"Paul Woodward"*

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.

Mia Basic, Partner, McCullough O'Connor Irwin LLP, 604-646-3319

**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