

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:

Graphene 3D Lab Inc.

- the issuer's website address:

www.graphene3Dlab.com

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

Address: 4603 Middle Country Rd., Suite 111, Calverton, NY, 11933

Tel.: (631) 405-5116

Email: not applicable

B. If an underwriter is completing this report, state the following: **Not applicable**

- 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.

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: **Yes, the issuer is a reporting issuer in British Columbia and Alberta.**

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 below.

- ☐ 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)
-

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 \$)
Not applicable.			

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 8, 2014.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security:

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:

7,200,000 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 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	0.25 per Share	100,000
British Columbia	4	0.25 per Share	325,000
Newfoundland & Labrador	1	0.25 per Share	25,000
Nova Scotia	5	0.25 per Share	225,000
Ontario	6	0.25 per Share	500,000
International – Panama	1	0.25 per Share	600,000
International – United Kingdom	1	0.25 per Share	25,000
Total number of Purchasers	<u>19</u>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<u>1,800,000</u>

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 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 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)
Lomiko Technologies Inc. #439 7184 120th Street Surrey, BC V3W 0M6 Contact: A. Paul Gill Tel.: (604) 729-5312	I	1,200,000 Shares	300,000.00	NI 45-106, Part 2, Division 1, Section 2.3(1)	2014-08-08

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)
Riverdale Contractors Ltd. P.O. Box 17072 Stn. Kelligrews Conception Bay South, NL A1X 3H1 Contact: Kevin Dawe Tel.: (709) 744-2964	N/A	100,000 Shares	25,000.00	NI 45-106, Part 2, Division 1, Section 2.3(1)	2014-08-08
Dr. A. Neil Smith Inc. 71 Ridgemark Ln. Halifax, NS B3N 3J2 Contact: A. Neil Smith Tel.: (902) 492-0763	N/A	400,000 Shares	100,000.00	NI 45-106, Part 2, Division 1, Section 2.3(1)	2014-08-08
Aconi Investments Corp. Ltd. Purdy's Wharf Tower 2 Suite 2108 1969 Upper Water Street Halifax, NS B3J 3R7 Contact: Glenn Jessome Tel.: (902) 499-9000	N/A	100,000 Shares	25,000.00	NI 45-106, Part 2, Division 1, Section 2.3(1)	2014-08-08
TSCG Capital Inc. 81 Highland Ave. Toronto, ON M4W 1V9 Contact: Tim Sorensen Tel.: (416) 509-9638	N/A	200,000 Shares	50,000.00	NI 45-106, Part 2, Division 1, Section 2.3(1)	2014-08-08
Teraz Holdings Inc. 27 Fairview Blvd. Toronto, ON M4K 1L8 Contact: Mark Zaret Tel.: (416) 690-5411	N/A	400,000 Shares	100,000.00	NI 45-106, Part 2, Division 1, Section 2.3(1)	2014-08-08
3408256 Canada Inc. PH-6 77 Avenue Road Toronto, ON M5R 3R8 Contact: Philip Armstrong Tel.: (416) 560-0842	N/A	300,000 Shares	75,000.00	NI 45-106, Part 2, Division 1, Section 2.3(1)	2014-08-08
VC Group Investments, S.A. Sucre, Arias & Reyes Bld. Ricardo Arango Avenue and 61st Street Obarrio Panama City Panama Contact: Julieta G. Jurado B. Tel.: 507 301 9000	N/A	2,400,000 Shares	600,000.00	BC Instrument 72-503	2014-08-08

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)	
Canaccord Genuity Corp. 2200 – 609 Granville St. Vancouver, BC V7Y 1H2	R	350.00	N/A	N/A	N/A	350.00
Numus Financial Inc. 2001 – 1969 Upper Water St. Halifax, NS B3J 3R7	R	124,250.00	N/A	N/A	N/A	124,250.00

Certificate

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

Date: August 12, 2014

Graphene 3D Lab Inc.

Name of issuer (please print)

Ian Klassen, Director, Tel.: (604) 899-0106

Print name, title and telephone number of person signing

"Ian Klassen"

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