

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;

Millennium Stimulation Services Ltd. (the "Issuer")

- the issuer's website address; and

www.millenstim.ca

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

**#500, 444 – 5th Avenue S.W.
Calgary, Alberta T2P 2T8
(403) 234-8144
mheier@millenstim.ca**

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.

N/A

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.

N/A

Item 3: Issuer's industry

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

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input checked="" type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> 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 \$)
Michael E. Heier Cochrane, AB, Canada	Director, President and Chief Executive Officer	1,418,114 Common Shares	1,199,987.75
Murray Montgomery Calgary, AB, Canada	Director	80,000 Common Shares	100,000.00
Kevin Bennett Calgary, AB, Canada	Director	953,621 Common Shares	1,000,002.25
Chris Olfert Moose Jaw, SK, Canada	Director	2,431,250 Common Shares	3,250,000.00

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 \$)
Ronald Dahl Calgary, AB, Canada	Director	296,309 Common Shares	280,001.50
Paul Colborne Calgary, AB, Canada	Director	856,930 Common Shares	870,003.75
Kenneth Stickland Calgary, AB, Canada	Director	587,621 Common Shares	550,002.25
Roy Ma Calgary, AB, Canada	Chief Financial Officer	nil	nil
Dean Hillenga Calgary, AB, Canada	Chief Operating Officer	483,640 Common Shares	400,002.50
Joe Stadlwieser Calgary, AB, Canada	Executive Vice President	690,200 Common Shares	507,218.75
Grant Nevison Calgary, AB, Canada	Vice President, Industrial Gasses	1,769,996 Common Shares	2,654,994.00
Scott W. N. Clarke Calgary, AB, Canada	Corporate Secretary	20,000 Common Shares	25,000.00

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.

May 4, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units of the Issuer (each such Unit consisting of one Common Share of the Issuer and one half of one Common Share Purchase Warrant). Each full Common Share Purchase Warrant is convertible into one Common Share for a period of eighteen months at an exercise price of \$2.00.

- 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

567,860 Units (consisting of 567,860 Common Shares and 283,930 Common Share Purchase Warrants) (the "Offering")

- 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.

Section 2.3 of National Instrument 45-106 ("NI 45-106")

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	17	\$1.65 per Unit	\$892,419
British Columbia	2	\$1.65 per Unit	\$44,550
Total number of Purchasers	19		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$936,969

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)
AB Mitchell and Partners Ltd. 9420 Oakmount Dr SW Calgary, AB T2V 4W1 403-258-3116	N/A	10,000 Units	\$16,500.00	s. 2.3 of NI 45-106	2015-05-04

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)	
Richardson GMP Limited 2200, 440 – 2 nd Avenue S.W. Calgary, AB T2P 5E9	N/A	\$53,875.72	N/A	N/A	N/A	\$53,875.72

Certificate

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

Date: May 13, 2015

Millennium Stimulation Services Ltd.

Name of issuer (please print)

Roy Ma, Chief Financial Officer, 403-234-8144

Print name, title and telephone number of person signing

(signed) "Roy Ma"

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.

N/A

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