FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of Listed Issuer: NanoSphere Health Sciences Inc. (the “Issuer”).

Trading Symbol: NSHS .

Date: February 20, 2019 .

Is this an updating or amending Notice: 🞎 Yes 🗹 No

If yes provide date(s) of prior Notices: .

Issued and Outstanding Securities of Issuer Prior to Issuance: 101,567,332 .

Date of News Release Announcing Private Placement: price protection – Feb 7, 2019  
 news release – Feb 12, 2019 .

Closing Market Price on Day Preceding the Issuance of the News Release: $0.455 .

**1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Full Name &  Residential Address  of Placee** | **Number of Securities Purchased or to be Purchased (units)(3)** | **Purchase price per Security (CDN$)** | **Conversion Price (if applicable)** | **Prospectus Exemption** | **No. of Securities, directly or indirectly, Owned, Controlled or Directed** | **Payment Date (1)** | **Describe relationship to Issuer (2)** |
| M and/or S Iverson Langley, BC | 333,330 | 0.30 | n/a | NI45-106 s. 2.24 | 657,286 | Feb. 19, 2019 | Related Person |
| O Boffo Burnaby, BC | 333,333 | 0.30 | n/a | NI45-106 s. 2.3 | 1,200,000 | Feb. 19, 2019 | n/a |
| R Bosa West Vancouver, BC | 333,333 | 0.30 | n/a | NI45-106 s. 2.5 | 800,000 | Feb. 19, 2019 | n/a |
| 0962321 B.C. Ltd. N. Vancouver, BC | 100,000 | 0.30 | n/a | NI45-106 s. 2.5 | 200,000 | Feb. 19, 2019 | n/a |
| Altari Capital Corp. Vancouver, BC | 900,000 | 0.30 | n/a | NI45-106 s. 2.5 | 2,408,334 | Feb. 19, 2019 | n/a |
| ID Capital Corp. Vancouver, BC | 333,333 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb. 19, 2019 | n/a |
| R Dubrofsky Vancouver, BC | 100,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb. 19, 2019 | n/a |
| A Levy Vancouver, BC | 100,000 | 0.30 | n/a | NI45-106 s. 2.3 | 80,000 | Feb. 19, 2019 | n/a |
| P O'Brien Carmel, IN, USA | 440,000 | 0.30 | n/a | BCI 72-503 | 0 | Feb. 19, 2019 | n/a |
| Nature Cove Holdings Limited Hong Kong | 1,000,000 | 0.30 | n/a | BCI 72-503 | 900,000 | Feb. 19, 2019 | n/a |
| Monarch Properties Ltd. Vancouver, BC | 167,000 | 0.30 | n/a | NI45-106 s. 2.3 | 477,250 | Feb 21, 2019 (DAP) | n/a |
| MARSTEL MORTGAGE PLAN CORP  LANGLEY, BC | 10,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| M AND/OR G CLYNE ABBOTSFORD, BC | 77,400 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| J RYBACHUK ABBOTSFORD, BC | 8,500 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| J CLYNE ABBOTSFORD, BC | 27,500 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| JEMASE HOLDINGS LTD CHILLIWACK, BC | 50,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| A & L CHRISTENSEN LANGLEY, BC | 108,333 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| DR EDWARD TAM PROFESSIONAL CORP VANCOUVER, BC | 66,667 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| S VAANANEN BAJA CALIFORNIA SUR, MEXICO | 50,000 | 0.30 | n/a | BCI 72-503 | 0 | Feb 21, 2019 (DAP) | n/a |
| S MIELTY CHILLIWACK, BC | 66,667 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| R NAYYER NORTH YORK, ON | 16,667 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| Calveston Worldwide Limited Hong Kong | 400,000 | 0.30 | n/a | BCI 72-503 | 158,000 | Feb 21, 2019 (DAP) | n/a |
| M Logel Calgary, AB | 10,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| K Pancoast Medicine Hat, AB | 16,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| K Rayment Calgary, AB | 16,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| B Logel Calgary, AB | 10,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| D Pancoast Medicine Hat, AB | 16,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| G Devries High River, AB | 36,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| R Lambe Calgary, AB | 25,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| S Rayment Calgary, AB | 27,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| R Rayment Calgary, AB | 34,000 | 0.30 | n/a | NI45-106 s. 2.3 | 21,900 | Feb 21, 2019 (DAP) | n/a |
| F Evans Toronto, ON | 50,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| 2379388 Ontario Ltd. Sevenoaks, Kent, UK | 20,000 | 0.30 | n/a | BCI 72-503 | 0 | Feb 21, 2019 (DAP) | n/a |
| S Chanhao Calgary, AB | 855,000 | 0.30 | n/a | NI45-106 s. 2.3 | 0 | Feb 21, 2019 (DAP) | n/a |
| A R Percival Kelowna, BC | 43,333 | 0.30 | n/a | NI45-106 s. 2.5 | 0 | Feb 21, 2019 (DAP) | n/a |
| C Percival Kelowna, BC | 199,999 | 0.30 | n/a | NI45-106 s. 2.5 | 0 | Feb 21, 2019 (DAP) | n/a |
| M J Percival Kelowna, BC | 262,666 | 0.30 | n/a | NI45-106 s. 2.5 | 7,500 | Feb 21, 2019 (DAP) | n/a |
| A G Percival Kelowna, BC | 23,333 | 0.30 | n/a | NI45-106 s. 2.5 | 0 | Feb 21, 2019 (DAP) | n/a |
|  |  |  |  |  |  |  |  |
| TOTAL | 6,666,394 |  |  |  |  |  |  |

1. Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
2. Indicate if Related Person.
3. Units comprised of a common share and a full warrant exercisable at $0.50 for 24 months, subject to acceleration upon certain events.

1An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: $1,999,918

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Evolve Formulas cannabis product market expansion, production, marketing/promotion, further product development, investor relations and general working capital.

1. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: proceeds may be used to pay salaries and expense reimbursements in the ordinary course.
2. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
3. Description of securities to be issued (for cash):

(a) Class: common

(b) Number: 6,666,394

(c) Price per security: $0.30

(d) Voting rights: one vote per share

1. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

(a) Number: 6,666,394

1. Number of securities eligible to be purchased on exercise of Warrants (or options): 6,666,394

(c) Exercise price: $0.50

(d) Expiry date: 24 months after closing date, subject to accelerated expiry if common shares trade at or above $0.75 for 15 consecutive trading days.

## Provide the following information if debt securities are to be issued:

(a) Aggregate principal amount: .

(b) Maturity date: .

(c) Interest rate: .

(d) Conversion terms: .

(e) Default provisions: .

1. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
2. Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Leede Jones Gable Inc. (“Leede”); Ste #1800, 1140 West Pender Street, Vancouver, BC, V6E 4G1

Echelon Wealth Partners (“Echelon”); Ste #2100, 1 Adelaide Street E, Toronto, ON, M5C 2V9

Richardson GMP (“RGMP”); Ste #2000, 525 – 8th Ave SW, Calgary, AB, T2P 1G1

Gravitas Securities Inc. (“Gravitas”); Ste #1720, 333 Bay Street, Toronto, ON, M5H 2R2

Canaccord Genuity Corp. (“Canaccord”); Ste #2200, 609 Granville Street, Vancouver, BC, V7Y 1H2

(b) Cash: $10,116 (Leede); $8,400 (Echelon); $3,990 (RGMP);   
$1,050 (Gravitas); $18,375 (Canaccord) .

(c) Securities: 28,000 warrants (Echelon); 13,300 warrants (RGMP);   
3,500 warrants (Gravitas); 61,250 warrants (Canaccord) .

(d) Other: .

(e) Expiry date of any options, warrants etc.: Feb 21, 2021 .

(f) Exercise price of any options, warrants etc.: $0.50 .

1. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship:

n/a .

1. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.):

n/a .

1. State whether the private placement will result in a change of control:

no .

1. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders: n/a .
2. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

**2. Acquisition**

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

1. Provide details of the acquisition including the date, parties to and type of agreement (eg. sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

1. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
2. Total aggregate consideration in Canadian dollars:
3. Cash:
4. Securities (including options, warrants etc.) and dollar value:

1. Other: .
2. Expiry date of options, warrants, etc. if any: .
3. Exercise price of options, warrants, etc. if any: .
4. Work commitments: .
5. State how the purchase or sale price was determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).

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1. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: .
2. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Name of Party (If not an individual, name all insiders of the Party)** | **Number and Type of Securities to be Issued** | **Dollar value per Security (CDN$)** | **Conversion price (if applicable)** | **Prospectus Exemption** | **No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party** | **Describe relationship to Issuer (1)** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

1. Indicate if Related Person
2. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: .
3. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

(b) Cash: .

(c) Securities: .

(d) Other: .

1. Expiry date of any options, warrants etc.: .
2. Exercise price of any options, warrants etc.: .
3. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. .
4. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months: .

**Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

1. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
2. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
3. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated February 20, 2019 .

Robert Sutton   
Name of Director or Senior Officer

*“Robert Sutton”*   
Signature

CEO   
Official Capacity