AMENDED FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities 1)

Please complete the following:				
Name of Listed Issuer: International Cannabrands Inc. (the "Issuer").				
Trading Symbol:				
Date: December 19, 2018 .				
Is this an updating or amending Notice: XYes □No				
If yes provide date(s) of prior Notices: <u>September 21, October 11, November 1, 2018,</u> December 5, 2018, December 12, 2018				
Issued and Outstanding Securities of Issuer Prior to Issuance: 187,486,304 common shares				
Date of News Release Announcing Private Placement: Oct. 11, Nov. 1, Dec 7, Dec 14, 2018				
Closing Market Price on Day Preceding the Issuance of the News Release: \$0.95 (closing price on December 12, 2018)				

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 ⁽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 relations- hip to Issuer (2)
FIRST CLOSING CDS & Co.	7,520,000 Units	\$0.10	\$0.15	2.3	N/A	Dec 7, 2018	None
SECOND CLOSING CDS & Co.	5,500,000 Units	\$0.10	\$0.15	2.3	N/A	Dec 14, 2018	None

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased ⁽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 relations- hip to Issuer (2)
THIRD CLOSING CDS & Co.	3,500,000 Units	\$0.10	\$0.15	2.3	N/A	Dec 21, 2018	None

- (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) Each unit consists of one common share and one warrant which is exercisable to acquire one common share at a price of \$0.15 per share for a period of 36 months from the date of issuance.

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: <u>Up to \$10 million</u>.
- 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. <u>Proposed acquisitions</u> and working capital
- 3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
- 4. 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.
- 5. Description of securities to be issued:
 - (a) Class Common Shares.
 - (b) Number Up to 100,000,000
 - (c) Price per security \$0.10
 - (d) Voting rights <u>Yes</u>

6.	e the following information if Warrants, (options) or other convertible ties are to be issued:	
	(a)	Number <u>Up to 100,000,000</u>
	(b)	Number of securities eligible to be purchased on exercise of Warrants (or options) 100,000,000
	(c)	Exercise price \$0.15
	(d)	Expiry date <u>3 years from date of issue</u> .
7.	Provid	e 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
8.	finder'	e the following information for any agent's fee, commission, bonus or s fee, or other compensation paid or to be paid in connection with the nent (including warrants, options, etc.):
	cor cor	tails of any dealer, agent, broker or other person receiving mpensation in connection with the placement (name, address. If a poration, identify persons owning or exercising voting control over 20% more of the voting shares if known to the Issuer): Gravitas Securities and Canaccord Genuity Corp.
	(b)	Cash 7% .
	(c)	Securities 7% of the securities issued .
	(d)	Other Corporate Finance Fee (395,000 Units) First Closing; (275,000 Units) Second Closing; (175,000 Units) Third Closing .
	(e)	Expiry date of any options, warrants etc. <u>36 months</u> .
	(f)	Exercise price of any options, warrants etc. <u>\$0.10</u> .

9.	compe	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 No.						
10.		Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).						
	N/A							
11.	State	whether the private placement will result in a change of control.						
	No.	·						
12.	issuar	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.						
13.	restric subjec until th	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. Yes						
2.	Acqui	Acquisition						
1.	locatio compl	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:						
2.	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:							
3.	acquis	e the following information in relation to the total consideration for the sition (including details of all cash, securities or other consideration) and quired work commitments:						
	(a)	Total aggregate consideration in Canadian dollars:						
	(b)	Cash:						
	(c)	Securities (including options, warrants etc.) and dollar value:						

	(d)	Other: _	Other:							
	(e)	Expiry of	date of optio	ns, warrants,	etc. if any:					
	(f)	Exercis	e price of op	otions, warran	ts, etc. if any:					
	(g)	Work co	ommitments	:			·			
4.		•	w the purchase or sale price was determined (e.g. arm's-length ion, independent committee of the Board, third party valuation etc).							
5.			details of any appraisal or valuation of the subject of the acquisition management of the Issuer:							
6.		sition and t		_		uer pursuant t ed are describ				
P	Name of Party (If not an Individual, name all nsiders 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)			

(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		
	(e)	Expiry date of any options, warrants etc.		
	(f)	Exercise price of any options, warrants etc		
9.	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.			
10.	If applicable, indicate whether the acquisition is the acquisition of an interes 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.
- 2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
- 3. 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).
- 4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated December 19, 2018	Scott Reeves Name of Director or Senior Officer
	All I
	Signature
	Secretary & Director
	Official Capacity