

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES¹ **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of Listed Issuer: Sharc International Systems Inc. (the "Issuer").

Trading Symbol: SHRC .

Date: May 10, 2018 .

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: 28,919,258.

Date of News Release Announcing Private Placement: April 19, 2018 .

Closing Market Price on Day Preceding the Issuance of the News Release: 0.50

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	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)
Please see the attached Schedule A.							

(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.

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: \$2,332,598
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. Proceeds will be used for the advancement of the Company's projects that are currently in the pipeline and will also be evaluating new project opportunities as part of its business model.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not applicable .
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. Not applicable.
5. Description of securities to be issued:
 - (a) Class common shares .
 - (b) Number 5,831,495.
 - (c) Price per security \$0.40 .
 - (d) Voting rights each common share entitles the holder to one vote.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 5,831,495.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Up to 5,831,495.
 - (c) Exercise price \$0.60 per Warrant .
 - (d) Expiry date 24 months from the date of issuance. The Company may accelerate the expiry date should the closing price on the CSE be greater than \$1.00 per share for a period of 10 consecutive trading days at any time after the closing date by giving notice to the warrant holders of such accelerated expiry. In such case, the warrants will expire 30 days after the date that notice of such accelerated expiry is given.
7. Provide the following information if debt securities are to be issued: N/A.
 - (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .

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- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. 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.):
- (a) 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):
Please see the table below. .
- (b) Cash Please see the table below. .
- (c) Securities Finder's Warrants .
- (d) Other Not applicable. .
- (e) Expiry date of any options, warrants etc. 24 months from the date of issuance .
- (f) Exercise price of any options, warrants etc. \$0.60 per Finder's Warrant. .
- | Name and Address of Finder | 8% Finder's Fee | 8% Finder's Warrants |
|--|-----------------|---------------------------|
| Echelon Wealth Partners Inc.
130 King Street West,
Suite 2500
Toronto, ON M5X 2A2 | \$53,200 | 133,000 Finder's Warrants |
9. 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 _____
None. .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

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Not applicable.

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

No. .

12. 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. Not applicable.

_____ .

13. 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. Acquisition Not applicable.

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: _____

_____ .

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. 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:

(a) Total aggregate consideration in Canadian dollars: _____ .

(b) Cash: _____ .

(c) Securities (including options, warrants etc.) and dollar value: _____

_____ .

(d) Other: _____ .

(e) Expiry date of options, warrants, etc. if any: _____ .

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- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____ .
6. 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

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____ .
8. 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 _____ .

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- (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 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.
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 May 10, 2018 .

Lynn Mueller
Name of Director or Senior
Officer

"Lynn Mueller"
Signature

CEO
Official Capacity

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**SCHEDULE A TO FORM 9 OF
SHARC INTERNATIONAL SYSTEMS INC.**

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Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(2)	Describe relations- hip to Issuer (3)
0797515 BC Ltd Coquitlam BC, Canada	50,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Bruno Thielmann Burnaby BC, Canada	101,665	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	100,000	May 11, 2018	N/A
Bruno Thielmann Burnaby, BC Canada	3,665	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	100,000	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
Sharon Thielmann Burnaby, BC Canada	4,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Brianna Thielmann Burnaby, BC Canada	15,665	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Bruno Thielmann Burnaby, BC Canada	6,250	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	100,000	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
George Lea Okanagan Falls, BC Canada	150,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Radical Capital Ltd Vancouver BC, Canada	304,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Michael Thomas West Linn Oregon, USA	32,500	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) ⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Puran Sihota Victoria, BC Canada	165,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	75,000	May 11, 2018	N/A
Harjit Sihota North Vancouver, BC Canada	25,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Harvinder Sihota Victoria, BC Canada	150,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	150,000	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) ⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
David Hatherton Waterloo, ON Canada	87,500	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
11402858 BC Ltd North Vancouver, BC Canada	250,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
William Crossman Calgary, AB Canada	50,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) ⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Eric Visers North Vancouver BC, Canada	55,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Peter Krause Surrey, BC Canada	25,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	100,000	May 11, 2018	N/A
Eva Marie Ikica Zanotta Burnaby, BC Canada	25,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) ⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Alfred Ng Vancouver, BC Canada	25,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
1138715 BC Ltd Richmond BC, Canada	175,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Trevor Funk Coquitlam, BC Canada	100,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
Kyle Wellwood Vancouver, BC Canada	1,000,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	400,000	May 11, 2018	N/A
Marc Andre Turcotte Brossard, QC Canada	12,500	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Dean Anson Bellingham, WA USA	12,500	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
Dan Hintz Surrey, BC Canada	20,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Tim Worthern Surrey, BC Canada	25,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Lorne Torhjelm Surrey, BC Canada	6,250	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	300,000	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
Lorne Torhjem Surrey, BC Canada	93,750	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	300,000	May 11, 2018	N/A
Robert Fair White Rock, BC Canada	50,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	60,000	May 11, 2018	N/A
Rick Lawlor Hamilton, ON Canada	68,750	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	20,000	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
Mark Joe Vancouver, BC Canada	12,500	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Michael Yen Delta, BC Canada	10,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Shaun Ludwar Surrey BC, Canada	7,500	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
Two Ravens Capital Inc Calgary, AB Canada	250,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Jamie Mackie Calgary, AB Canada	250,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Jeffrey Mackie Calgary, AB Canada	250,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date⁽²⁾	Describe relationship to Issuer ⁽³⁾
Brenda Mackie Calgary, AB Canada	250,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	39,500	May 11, 2018	N/A
Matthew Campbell Pointe-Claire, QC Canada	50,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Christine Young Oakville, ON Canada	50,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) ⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Palos Management Inc Montreal, QC Canada	750,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Luigi Barbati Toronto ON, Canada	25,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Orca Capital GmbH Pffaffenhofen Germany	150,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A

Full Name & Residential Address of Placee	Number of Units Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) ⁽¹⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
KT Harrison + Partners Inc Toronto ON, Canada	625,000	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Deborah E. Thompson Toronto, ON Canada	62,500	\$0.40	N/A	NI 45-106 2.3 [Accredited investor]	0	May 11, 2018	N/A
Total:	5,831,495						

(1) The warrants forming part of the Units have an exercise price of \$0.60 per Share.

(2) These are the numbers of shares held by the placees prior to the issuance of shares under this private placement.

(3) 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.

(4) Indicate if Related Person.