FORM 9

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

Name of Listed Issuer:	Symbol(s):
Taal Distributed Information Technologies Inc. (the "Issuer")	**TAAL**

Date: **April 30, 2020.**

Is this an updating or amending Notice: X Yes ☐ No

If yes provide date(s) of prior Notices: **April 30, 2019**

Issued and Outstanding Securities of Issuer Prior to Issuance: **13,822,998 + 2,279,215 NVPS**

Pricing

Date of news release announcing proposed issuance: **March 25, 2019** and **April 28, 2020**

Date of confidential request for price protection: **Not applicable.**

Closing Market Price on Day Preceding the news release: **$3.00 (March 25, 2019) and $2.35 (April 28, 2020)**

Day preceding request for price protection: **Not applicable.**

Closing

Number of securities to be issued:

9, 256,763 common shares of the Issuer to be issued on May 1, 2020 in satisfaction of the convertible note dated May 1, 2019.

Issued and outstanding securities following issuance:

23,079,761 + 2,279,215 Non-Voting Participating Shares ("NVPS")

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An 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 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions.* In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable) (CDN$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

[1]An 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. 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. _____ .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
_____ .

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

5. Description of securities to be issued:

   (a) Class _____ .

   (b) Number _____ .

   (c) Price per security _____ .

   (d) Voting rights _____

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

   (a) Number _____ .

   (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____

   _____ .

   (c) Exercise price_____ .

   (d) Expiry date _____ .

7. 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 _____ .

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, and 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, 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 ____

_____ .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

_____ .

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

_____ .

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. _____

_____

_____ .

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 Resale of Securities.

Part 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:

   The Issuer has agreed to acquire all of the issued and outstanding shares of Freschette Limited (the "Company"), an Antigua and Barbuda company. The Company owns cloud-computing assets located in Kazakhstan, including those operated under hosting agreements with third parties, machinery, furniture, accessories and supplies, accounts receivable and pre-paids, certain authorizations and contracts binding on the Company.

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:

   Pursuant to a share purchase agreement dated March 22, 2019 (the "Share Purchase Agreement") between the Issuer, the sole shareholder of the Company (the "Seller") and the Company, the Issuer will pay C$24,148,077.01 (the "Purchase Price") to the Seller to acquire 100% of the issued and outstanding shares of the Company. The Issuer shall satisfy the Purchase Price in full by issuing to the Seller the Convertible Note, which will bear interest at the rate of 15.0% per annum, accruing daily. The Convertible Note is convertible into common shares of the Issuer in principal amount equal to the Purchase Price, and any accrued interest thereon.

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:

   $27,770,289 ($24,148,077.01 + 15% interest)

   (b) Cash:

   None.

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

   Unsecured convertible debenture exchangeable for 9,256,763 common shares at a price of $3.00 per share.

(d) Other:

Not applicable.

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

May 1, 2020.

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

Conversion price of $3.00 per common share of the Issuer.

(g) Work commitments:

Not applicable.

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).

Arm's length negotiation approved by the board of directors of the Issuer in consultation with its advisors, based on third party advice on valuation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

Not applicable.

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	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer(1)
Calvin Ayre	**9,256,763 common shares**	$3.00	----	2.3 under NI 45-106	● 1,162,500 Common Shares ● 2,279,215 NVPS	Related Person

(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:

The Issuer has arranged for customary documentation for a transaction of this kind in the relevant jurisdictions to be provided to it, including comfort letters from parties holding the assets and securities of the Company.

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.):

Not applicable

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and 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.

Not applicable.

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.

Not applicable.

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 Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

   (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

4. 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).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated **April 30, 2020**.

Jerry Chan
Name of Director or Senior Officer

(signed) Jerry Chan
Signature

President and Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.