

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

ICC International Cannabis Corp. (the "Issuer").

WRLD.U

Date: **March 25, 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: **391,210,604.**

Pricing

Date of news release announcing proposed issuance: **March 25, 2019** or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: **US\$0.34** or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: **6,153,846.**

Issued and outstanding securities following issuance: **397,364,450.**

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 - This item is not applicable to the Issuer.

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 - This item is not applicable to the Issuer.

| 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) |
|---|---|-------------------------------------|--|----------------------|---|-----------------|-------------------------------------|
| | | | | | | | |
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| | | | | | | | |

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: **This item is not applicable to the Issuer.**

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.

This item is not applicable to the Issuer.

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

This item is not applicable to 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.

This item is not applicable to the Issuer.

5. Description of securities to be issued:

This item is not applicable to the Issuer.

- (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:

This item is not applicable to the Issuer.

- (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:

This item is not applicable to the Issuer.

- (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.):

This item is not applicable to the Issuer.

- (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

This item is not applicable to the Issuer.

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

This item is not applicable to the Issuer.

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

This item is not applicable to the Issuer.

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.

This item is not applicable to the Issuer.

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.

The Issuer confirms that each purchaser has been advised of the applicable securities restriction or seasoning period relevant to their purchase and all issued securities will bear the appropriate restrictive legend in accordance with National Instrument 45-102.

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 entered into a licensing agreement with Authentic Brands Group (“ABG”), to market and distribute cannabidiol (“CBD”) derived health and wellness products throughout Europe, under the Marilyn Monroe®, Elvis Presley®, Greg Norman®, Tretorn®, Aéropostale® and Frederick’s of Hollywood® brands.

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:

On March 19, 2019, the Issuer announced that it had entered into a licensing agreement with Authentic Brands Group (“ABG”), to market and distribute cannabidiol (“CBD”) derived health and wellness products throughout Europe, under the Marilyn Monroe®, Elvis Presley®, Greg Norman®, Tretorn®, Aéropostale® and Frederick’s of Hollywood® brands.

The Issuer will leverage these widely recognized and trusted powerhouse brands that are already prominently featured on thousands of store shelves across Europe. This will enhance the Issuer’s opportunity to capture significant share in the following rapidly growing lifestyle and wellness categories:

- **Active/Outdoor: Greg Norman®, Marilyn Monroe®, Tretorn®;**
- **Beauty and Cosmetics: Marilyn Monroe®, Elvis Presley®, Frederick’s of Hollywood®;**
- **Wellness and Supplements: Greg Norman®, Marilyn Monroe®;**

- *Foot Care:* Tretorn®, Greg Norman®;
- *Health and Wellness:* Greg Norman®, Aéropostale®, Tretorn®;
- *Lifestyle:* Elvis Presley®, Aéropostale®, Marilyn Monroe®, Frederick's of Hollywood®;
- *Pet:* Elvis Presley®, Greg Norman®, Marilyn Monroe®, Tretorn®;
- *Remedy:* Greg Norman®, Aéropostale®, Tretorn®; and,
- *Sexual Wellness:* Elvis Presley®, Frederick's of Hollywood®, Marilyn Monroe.

With a population of over 700 million, Europe provides unique opportunity to service a marketplace already familiar with CBD and primed for accelerating growth with superior products and iconic brands.

The relationship with the Issuer's partnership with ABG creates a true "House of Brands" for the Issuer, which compliments its product strategy by delivering unique CBD-based solutions to diverse targeted audiences, that are both known and trusted across our entire potential consumer base, from student to senior citizen to domestic pets.

With operating licenses in 13 countries in Europe, a full-spectrum library of genetics, seeds and strains, a supply of on-hand organic product inventories ready for sale starting in Q2 2019, multiple EU-GMP certified facilities equipped to formulate and produce various product lines and experienced operations, branding, marketing and quality assurance personnel, the Issuer is in pole position to supply its distribution network and the consumer from seed to sale.

What's more, in addition to the Issuers's existing base of 39,000 retail outlets and pharmacies, the ABG partnership provides potential entree to tens of thousands of distribution channels and points of sale where the existing offerings can potentially be augmented by CBD products.

The licensing agreement was executed on March 18, 2019 and extends for a ten-year term from the effective date.

Under the terms of the licensing agreement with ABG, the Issuer will issue common shares with a value of \$2-million (U.S.) to ABG. The Issuer will also issue common shares with a value of \$15-million (U.S.) to CLP. The valuation of the shares will be based upon the five day VWAP of the Issuer's common shares for the five trading sessions prior to the announcement of the licensing agreement.

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: **US\$2,000,000**
 - (b) Cash: **This item is not applicable to the Issuer**
 - (c) Securities (including options, warrants etc.) and dollar value: **6,153,846 common shares at USD\$0.325, which was based upon the five day VWAP of the Issuer's common shares for the five trading days prior to the announcement of the licensing agreement.**
 - (d) Other: **This item is not applicable to the Issuer.**
 - (e) Expiry date of options, warrants, etc. if any: **This item is not applicable to the Issuer.**
 - (f) Exercise price of options, warrants, etc. if any: **This item is not applicable to the Issuer.**
 - (g) Work commitments: **This item is not applicable to the Issuer.**
3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
- The purchase price was determined by an arm's-length negotiation between the Issuer and ABG.**
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:
- The valuation of the subject of the licensing agreement known to management of the Issuer was based on management's due diligence and review of comparative licensing agreements.**
5. 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⁾ |
|--|--|-----------------------------------|----------------------------------|----------------------|---|--|
| | | | | | | |
| | | | | | | |

(1) Indicate if Related Person

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

Customary representation and warranties under the licensing agreement and management due diligence.

7. 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.):

This item is not applicable to the Issuer.

- (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): The licensing agreement between the Issuer and ABG was developed in conjunction with advisory services provided by Cannabis Lifestyle Partners ("CLP").

(b) Cash _____.

(c) Securities 46,153,846 common shares of the Issuer.

(d) Other _____.

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

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

8. 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.

This item is not applicable to the Issuer.

9. 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.

This item is not applicable to the Issuer.

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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 March 25, 2019.

Eugene Beukman

Name of Director or Senior Officer

"Eugene Beukman"

Signature

Director & CEO

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:

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- 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.