

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: **Supreme Metals Corp.** (the "Issuer").

Trading Symbol: **ABJ** .

Date: **January 22, 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: **178,824,532**.

Date of News Release Announcing Private Placement: **October 23, 2018** .

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

\$0.025 (being the closing price of the shares on October 19, 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	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)

- (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. 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 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 _____ .
 - (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 _____ .

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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, 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, 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.

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 acquired all of the issued and outstanding shares of Iberian Lithium Corp. (“Iberian Lithium”), a private Ontario company with Projects in both Spain and Portugal. Iberian Lithium holds a 100 percent interest in the Alberta II lithium property (“Alberta II Property”) located in Northwest Iberia, in the Spanish Province of Galicia.

The Alberta II Property is a lithium (with associated tin and tantalum) advanced stage exploration project covering an exploration area of 10 square kilometers (15 Mining Squares of the Spanish Mining Grid). Extensive regional exploration work has included detailed mapping, soil geochemistry using multiple techniques, remote sensing using high-resolution satellite imagery and low altitude flights using UAVs – Unmanned Aerial Vehicles, equipped with high-resolution multispectral cameras, and one 3,075 metre diamond drill program consisting of 10 diamond drill holes. Work to date has defined a lithium bearing pegmatite swarm can be followed along strike for more that 1,300 metres within a corridor of 800m wide.

The Alberta II property is stated, as of June 1, 2012, to have inferred NI 43-101 resources of 12,342,000 tonnes of 2,038 ppm lithium along with 440 ppm of tin and 99 ppm of tantalum. This resource would result in a grade equivalent of 2,245 ppm Li or 0.48% Li₂O. This grade equivalent represents a resource of 25,154 tonnes of lithium, 1,221 tonnes of tantalum and 5,429 tonnes of tin. No other mineral resources or reserves were reported in this report.

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:

The Issuer entered into a share purchase agreement (the “Acquisition Agreement”) with the shareholders of Iberian Lithium (the “Vendors”) providing for the exchange on a one-for-one basis of all of the shares of Iberian Lithium held by the Vendors into common shares and series 1 convertible preferred shares (the “Preferred Shares”) in the capital of the Issuer. Pursuant to the Acquisition Agreement, the Issuer shall issue 35,000,000 common shares and 115,000,000 Preferred Shares to the Vendors.

The terms of the Preferred Shares provide, among other things, that they: (i) are non-voting; (ii) are convertible into common shares of the Company ("Common Shares") on a one for one basis, subject to customary adjustments; (iii) are eligible to participate in dividends if and when declared on the Common Shares; (iv) have priority rights on liquidation; and (v) are subject to a restriction that no holder of the Preferred Shares may convert into a number of Common Shares that would result in such holder beneficially owning greater than 9.99% of the Common Shares.

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: **\$3,000,000.**

(b) Cash: **N/A .**

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

35,000,000 common shares to be issued to the Vendors (each share having a deemed price of \$0.02 per share).

115,000,000 Series 1 Convertible Preferred Shares (the “Preferred Shares”) to be issued to the Vendors (each Preferred Share having a deemed price of \$0.02 per Preferred Share).

The terms of the Preferred Shares provide, among other things, that they: (i) are non-voting; (ii) are convertible into common shares of the Company ("Common Shares") on a one for one basis, subject to customary adjustments; (iii) are eligible to participate in dividends if and when declared on the Common Shares; (iv) have priority rights on liquidation; and (v) are

subject to a restriction that no holder of the Preferred Shares may convert into a number of Common Shares that would result in such holder beneficially owning greater than 9.99% of the Common Shares.

- (d) Other: **N/A** .
- (e) Expiry date of options, warrants, etc. if any: **N/A** .
- (f) Exercise price of options, warrants, etc. if any: **N/A** .
- (g) Work commitments: **N/A**.

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).

The purchase price was determined based on arm’s length negotiation.

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

Valuation was determined based on historical exploration on the property, regional geology, and the market for international lithium exploration projects generally.

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⁾
Horton Holdings Limited	125,000,000	\$0.02	Subject to restriction of 9.9% on conversion	NI 45-106 s. 2.11	0	Arm’s Length
1789666 Ontario Ltd.	10,000,000	\$0.02	N/A	NI 45-106 s. 2.11	10,000,000	Arm’s Length
2661650 Ontario Inc.	10,000,000	\$0.02	N/A	NI 45-106 s. 2.11	0	Arm’s Length
Slash Dam Holdings Ltd.	5,000,000	\$0.02	N/A	NI 45-106 s. 2.11	0	Arm’s Length

Johannes P.M. Van der Linde	5,000,000	\$0.02	N/A	NI 45-106 s. 2.11	1,000,000	Arm's Length
Eugene Beukman	5,000,000	\$0.02	N/A	NI 45-106 s. 2.11	1,000,000	Arm's Length

(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 confirmed the status of the investigation permit “Alberta II n° 5186”, over a surface of 36 mining grids, with Xunta de Galicia, the granting body in Galicia for such mining rights. The Issuer further confirmed that status of the claims with Salamanca Ingenieros, S.L., an independent engineering firm located in Spain. The location map from Salamanca Engineers office was compared with past records of lithium mineralization in the area from Xunta de Galicia and found to be concordant.

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):

A finder's fee of \$250,000 shall be payable on closing to an arm's length party.

- (b) Cash **\$250,000** .
- (c) Securities **N/A** .
- (d) Other **N/A** .
- (e) Expiry date of any options, warrants etc. **N/A** .
- (f) Exercise price of any options, warrants etc. **N/A** .

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. **N/A.**

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. **N/A** .

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 January 22, 2019.

Robert Komarechka
Name of Director or Senior
Officer

/s/ Robert Komarechka
Signature

CEO
Official Capacity