

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of Listed Issuer: **Pacific Rim Cobalt Corp.** (the "Issuer").

Trading Symbol: **BOLT**.

Date: **January 2, 2018**.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: **December 11, 2017.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **44,735,419**

Date of News Release Announcing Private Placement: **December 1, 2017**.

Closing Market Price on Day Preceding the Issuance of the News Release: **\$1.22**

**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)
See 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.

<sup>1</sup>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: **\$3,601,201.50**.

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. **The Issuer intends to use the net proceeds from the offering as follows: \$1.5-million for drilling and exploration; \$1.5-million for metallurgy and processing testing; and the remaining amount will be used for general corporate purposes and working capital.**
  
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 **common shares**
  - (b) Number **4,801,602**
  - (c) Price per security **\$0.75**
  - (d) Voting rights **Regular – one vote per common share**
  
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number **4,801,602 warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **4,801,602 common shares**
  - (c) Exercise price **\$1.00**
  - (d) Expiry date **Two years from issuance, subject to acceleration**
  
7. Provide the following information if debt securities are to be issued:
  - (a) Aggregate principal amount **N/A**
  - (b) Maturity date \_\_\_\_\_
  - (c) Interest rate \_\_\_\_\_
  - (d) Conversion terms \_\_\_\_\_
  - (e) Default provisions \_\_\_\_\_

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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):

Name of Finder	Cash	Broker Warrants
Haywood Securities Inc.	\$3,512.25	4,683
Delano Capital Corp.	\$29,522.54	39,363 <sup>(1)</sup>
Sprott Private Wealth	\$11,096.93	14,795
PI Financial Inc.	\$8,741.25	11,655
PowerOne Capital Markets Inc.	\$70,000.04	93,333
Canaccord Genuity Corp.	\$6,212.48	8,283
Mackie Research Capital Corporation	\$17,325.00	23,100
RBC Dominion Securities	\$10,500.00	Nil
Leede Jones Gable Inc.	\$6,562.50	8,750
<b>Total</b>	<b>\$163,472.99</b>	<b>203,962</b>
(1) Received a Broker Warrant exercisable into a unit, consisting of the same terms as units described above but for warrant transferability		

(b) Cash 7%

(c) Securities 7%

(d) Other \_\_\_\_\_

(e) Expiry date of any options, warrants etc. Two years from issuance, subject to acceleration as set out below.

(f) Exercise price of any options, warrants etc. \$1.00

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 N/A

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

**The warrants are subject to an acceleration provision whereby if the closing price of the Issuer's common shares on the CSE is \$1.50 or more for 20**

**consecutive trading days, then the Issuer will earn the right, by providing notice to the warrant holders, to accelerate the expiry date of the Warrants to the date which is 30 days from the date of such notice.**

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

**N/A** \_\_\_\_\_ .

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. \_\_\_\_\_

**N/A** \_\_\_\_\_  
\_\_\_\_\_ .

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**

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: **N/A** \_\_\_\_\_  
\_\_\_\_\_ .

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: \_\_\_\_\_  
**N/A** \_\_\_\_\_

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: \_\_\_\_\_ .

(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). N/A
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
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: N/A

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 <sup>(1)</sup>

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

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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**

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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**

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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 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 2, 2018.

Steve Vanry  
Name of Director or Senior Officer

"Steve Vanry"  
Signature

CFO and Director  
Official Capacity

**SCHEDULE A**

<b>Full Name &amp; Residential Address of Placee</b>	<b>Number of Securities Purchased or to be Purchased (Units)</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price (if Applicable)</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed (*)</b>	<b>Payment Date(1)</b>	<b>Describe relationship to Issuer (2)</b>
Eric Lazer Toronto, ON	50,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Dean Lazer Toronto, ON	50,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Peter Tertzakian Calgary, AB	33,333	\$0.75	\$1.00	NI 45-106 Sec. 2.3	160,713 shares 33,333 convertible securities	December 22, 2017	Not a Related Person
Mark Vanry Vancouver, BC	33,333	\$0.75	\$1.00	NI 45-106 Sec. 2.5	1,200,000 shares 105,000 convertible securities	December 22, 2017	Not a Related Person
Rahoul Sharan West Vancouver, BC	33,333	\$0.75	\$1.00	NI 45-106 Sec. 2.3	3,675,000 common shares	December 22, 2017	Not a Related Person
Blake Morgan Toronto, ON	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
David Lyall Vancouver, BC	100,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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Ryan Matthiesen Mississauga, ON	75,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Andrew P. Williams Vancouver, BC	33,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Patrick J. Elliott Vancouver, BC	16,700	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Stephanie M. Elliott Vancouver, BC	16,700	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Brian Bayley Vancouver, BC	33,333	\$0.75	\$1.00	NI 45-106 Sec. 2.3	341,071 common shares 83,035 convertible securities	December 22, 2017	Not a Related Person
Michael Atkinson Vancouver, BC	33,333	\$0.75	\$1.00	NI 45-106 Sec. 2.3	53,500 common shares 68,000 convertible securities	December 22, 2017	Not a Related Person
Gurinder Sandhu Burnaby, BC	26,666	\$0.75	\$1.00	NI 45-106 Sec. 2.5	100,000 common shares 35,000 convertible securities	December 22, 2017	Not a Related Person
Brent Peters Burlington, ON	60,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Orion Capital Incorporated Toronto, ON	100,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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Richard Pomper Vancouver, BC	50,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	322,500 common shares	December 22, 2017	Not a Related Person
Redline Minerals Inc. Kelowna, BC	25,000	\$0.75	\$1.00	Investment Dealer	-	December 22, 2017	Not a Related Person
Devanha Holdings Ltd. Vancouver, BC	50,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	157,000 common shares	December 22, 2017	Not a Related Person
Frank Waszkun Toronto, ON	66,667	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Fraser Laschinger Toronto, ON	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Gordon McKinnon Toronto, ON	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
R. Kelly Vanry West Vancouver, BC	50,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	607,500 common shares	December 22, 2017	Not a Related Person
2245445 Ontario Inc. Burlington, ON	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Peter Friend Markham, ON	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Patrick Bellmore Etobicoke, ON	6,666	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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Warren Gerow Hampton, NB	12,300	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Jeffrey Fox Etobicoke, ON	53,333	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Winnie H.W. Lok Toronto, ON	2,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Michael Imeson Windsor, ON	5,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Donald Ross Moorefield, ON	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
James Fox Etobicoke, ON	66,666	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
John Fraser Uxbridge, ON	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Doug Dubeau Maple, ON	13,325	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Michael Libourkine Richmond Hill, ON	18,580	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
MLJ Capital Inc. Toronto, ON	100,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	48,000 common shares	December 22, 2017	Not a Related Person

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Jeb A. Handwerger N. Miami Beach, FL	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
RPC Capital Ltd. Toronto, ON	134,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Satwant K. Basran Surrey, BC	65,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	2,500 common shares	December 22, 2017	Not a Related Person
Kirpal S. Basran Surrey, BC	135,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Taylor MacDonald Vancouver, BC	35,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
SC Strategy Consulting AG Switzerland	200,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Joseph Negraeff Vernon, BC	30,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	54,285 common shares 24,643 convertible securities	December 22, 2017	Not a Related Person
Roman Galperin Vancouver, BC	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	45,000 common shares 22,500 convertible securities	December 22, 2017	Not a Related Person
Diane Winters West Vancouver, BC	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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Peter Meredith Vancouver, BC	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Lucas Birdsall Vancouver, BC	14,000	\$0.75	\$1.00	Investment Dealer	-	December 22, 2017	Not a Related Person
Chris Roth Ottawa, ON	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Kayla Roberts North Vancouver, BC	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	441,000 common shares 150,000 convertible securities	December 22, 2017	Not a Related Person
Porfirio Padilla Sonora, Mexico	26,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Don Regan Vancouver, BC	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	150,000 common shares 75,000 convertible securities	December 22, 2017	Not a Related Person
Northfield Capital Corporation Toronto, ON	280,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Kevin Huynh Vancouver, BC	7,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Ragsdale Resources International Inc. Royal Westmoreland, Barbados	100,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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Graham Saunders Toronto, ON	133,334	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
2379388 Ontario Ltd. Sevensoaks, Kent UK	35,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Fountain Asset Corp. Toronto, ON	134,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	267,856 common shares 133,927 convertible securities	December 22, 2017	Not a Related Person
Paul Kelly Oakville, ON	134,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Wayne Wagner Port Coquitlam, BC	13,333	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Clayton Ellams Calgary, AB	12,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Corinne Ellams Calgary, AB	12,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Chris Block New Westminster, BC	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Brent Todd West Vancouver, BC	25,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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MMCAP International Inc. SPC Grand Cayman, Cayman Islands	933,334	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Parkwood Limited Partnership Fund Toronto, ON	200,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Samara Fund Ltd. Toronto, ON	200,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Aleurone Capital Corp. Lethbridge, AB	5,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	30,000 common shares 20,000 convertible securities	December 22, 2017	Not a Related Person
Gregory S. Balderson Calgary, AB	12,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	22,500 common shares 7,500 convertible securities	December 22, 2017	Not a Related Person
Kulvinder Bharya Surrey, BC	5,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Gary Bishop Spanish, ON	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	36,000 common shares 12,000 convertible securities	December 22, 2017	Not a Related Person
James Daniel Bromley Edmonton, AB	13,000	\$0.75	\$1.00	Investment Dealer	43,000 common shares 11,000 convertible securities	December 22, 2017	Not a Related Person
Clive Brookes White Rock, BC	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	30,000 common shares 10,000 convertible	December 22, 2017	Not a Related Person

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					securities		
Tom Chiu Vancouver, BC	5,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	22,500 common shares 7,500 convertible securities	December 22, 2017	Not a Related Person
Ronald Chong Burnaby, BC	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	15,000 common shares 50,000 convertible securities	December 22, 2017	Not a Related Person
Steven B. Chong Coquitlam, BC	4,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	15,000 common shares 5,000 convertible securities	December 22, 2017	Not a Related Person
Taylor Duncan-Barr Vancouver, BC	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	90,000 common shares 25,000 convertible securities	December 22, 2017	Not a Related Person
Donald Eadie Rimbey, AB	5,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	15,000 common shares 5,000 convertible securities	December 22, 2017	Not a Related Person
Financial Services Aurelio Palermo Inc. Saint-Leonard, QC	30,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Alvinder Jawanda Delta, BC	4,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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Lake Breeze Capital Corporation Squamish, BC	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	30,000 common shares 10,000 convertible securities	December 22, 2017	Not a Related Person
Johnny Mo Calgary, AB	25,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Johnny Mo Jr. Whistler, BC	15,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Robbin Bruce Park Calgary, AB	12,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	22,500 common shares 7,500 convertible securities	December 22, 2017	Not a Related Person
Vishal Patel Surrey, BC	13,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Adam Phillips Vancouver, BC	6,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Ajmail Prewal North Vancouver, BC	6,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Jaspal S. Rai Delta, BC	6,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Gursher S. Randhawa Richmond, BC	10,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person

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Peter Randhawa Surrey, BC	5,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Harjit Sandu Surrey, BC	6,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Paul Sanghera Delta, BC	13,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	-	December 22, 2017	Not a Related Person
Paul Saulnier Sherwood Park, AB	15,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	30,000 common shares 10,000 convertible securities	December 22, 2017	Not a Related Person
Frank Xiao Vancouver, BC V5X1A7	20,000	\$0.75	\$1.00	NI 45-106 Sec. 2.3	7,000 common shares 100,000 convertible securities	December 22, 2017	Not a Related Person
Li Wei Xiao Vancouver, BC	21,500	\$0.75	\$1.00	NI 45-106 Sec. 2.3	60,000 common shares 20,000 convertible securities	December 22, 2017	Not a Related Person
Laura and Gregory Rice Oakville, ON	3,500	\$0.75	\$1.00	Investment Dealer	-	December 22, 2017	Not a Related Person
Delano Capital Corp. Toronto, ON	133,333	\$0.75	\$1.00	NI 45-106 Sec. 2.3	780,500 common shares 580,500 convertible securities	December 22, 2017	Not a Related Person
	4,801,602						

\*Indicates prior holdings

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