FORM 9 - FINAL

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities[1])

Please complete the following:

Name of Listed Issuer: Tower One Wireless Corp. (the "**Issuer**").

Trading Symbol: TO.

Date: November 27, 2018.

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

If yes provide date(s) of prior Notices: August 23, 2018 and October 2, 2018.

Issued and Outstanding Securities of Issuer Prior to Issuance: 93,339,446.

Date of News Release Announcing Private Placement: N/A.

Closing Market Price on Day Preceding the Issuance of the News Release: N/A.

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)
Scott Dean Alexander Mackenzie, B.C.	285	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Sydney Jane Nickel Prince George, B.C.	300	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Hardy Herbert Nickel Prince George, B.C.	260	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A

0878595 B.C. Ltd. Vanderhoof, B.C.	200	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Steven Edward Jefferson Prince George, B.C.	112	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Lynette Marie Jefferson Prince George, B.C.	131	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Kathleen Joy Burdeniuk Fort St. James, B.C.	157	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Leon Morris Burdeniuk Fort St. James, B.C.	81	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Joseph Louis Antoine Boivin Fort St. James, B.C.	56	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Brian Peter Dunn Oliver, B.C.	301	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Wesley Joel Zapotichny Prince George, B.C.	157	$100.00	N/A	s 2.9 of NI 45-106	0	October 12, 2018	N/A
Marilyn Joan Byers Mackenzie, B.C.	311	$100.00	N/A	s 2.9 of NI 45-106	0	October 25, 2018	N/A
Crystal Ruth Sampson Fort St. James, B.C.	50	$100.00	N/A	s 2.9 of NI 45-106	0	October 25, 2018	N/A
Dianne Zapotichny Prince George, B.C.	72	$100.00	N/A	s 2.9 of NI 45-106	0	October 25, 2018	N/A

Steven Scott Loerke Prince Groge, B.C.	100	$100.00	N/A	s 2.9 of NI 45-106	0	November 2, 2018	N/A
Jaron Richard Sucholotosky Prince George, B.C.	151	$100.00	N/A	s 2.9 of NI 45-106	0	November 2, 2018	N/A
Winona Ann Wiens Vanderhoof, B.C.	80	$100.00	N/A	s 2.9 of NI 45-106	0	November 2, 2018	N/A
Gaye Linn Sache Prince George, B.C.	205	$100.00	N/A	s 2.9 of NI 45-106	0	November 26, 2018	N/A
Joyce Isabelle May Gerow Burns Lake, B.C.	70	$100.00	N/A	s 2.9 of NI 45-106	0	November 26, 2018	N/A
Ruby Marlene Matsko Burns Lake, B.C.	152	$100.00	N/A	s 2.9 of NI 45-106	0	November 26, 2018	N/A
Donald Harvey Matsko Burns Lake, B.C.	160	$100.00	N/A	s 2.9 of NI 45-106	0	November 26, 2018	N/A
Norm Bessette Fort St. James, B.C.	196	$100.00	N/A	s 2.9 of NI 45-106	0	November 26, 2018	N/A
Debra Alsen Calgary, AB	100	$100.00	N/A	s 2.9 of NI 45-106	0	November 26, 2018	N/A
Dale D.S. Duffy Calgary, AB	75	$100.00	N/A	s 2.9 of NI 45-106	0	November 26, 2018	N/A

1. Total amount of funds to be raised: CAD$376,200.00.

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 purchase of towers and infrastructure development, including all aspects of site acquisition, permitting and payments of licenses and applicable state taxes.

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

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. N/A

5. Description of securities to be issued:

   (a) Class: Secured, subordinated bonds of the Issuer (the "**Bonds**") bearing simple interest at a fixed rate of 10% per annum payable monthly on the last day of each month. The maturity date of the Bonds is three years from the date of Closing.

   (b) Number: 3,762

   (c) Price per security: $100.00CAD per Bond.

   (d) Voting rights: N/A.

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

   (a) Number: N/A

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options): N/A.

   (c) Exercise price: N/A

   (d) Expiry date: N/A

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount: CAD$376,200.00.

   (b) Maturity date: 3 years following the date of issue.

   (c) Interest rate: Simple interest at a fixed rate of 10% per annum payable monthly on the last day of each month.

   (d) Conversion terms: N/A.

   (e) Default provisions: N/A.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other 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):

Ascenta Finance Corp.
900 – 580 Hornby Street, Vancouver, British Columbia V6E 3B6.

(b) Cash: Eight percent (8%) of the gross proceeds realized on the sale of the Bonds, equal to $30,096.00.

(c) Securities: Warrants of the Issuer ("**Agent Warrants**") allowing Ascenta Finance Corp. to purchase that number of common shares of the Issuer ("**Common Shares**") that is equal to eight percent (8%) of the gross proceeds realized on the sale of Bonds divided by a deemed price equal to the market price per Common Share on the closing date, equal to 287,419 Agent Warrants.

Each Agent Warrant shall be non-transferable and shall entitle the holder to purchase one Common Share at an exercise price equal to the market price of the Issuer's Common Shares on each closing date, with each Agent Warrant being exercisable for a period of 24 months from the closing date.

(d) Other: N/A.

(e) Expiry date of any options, warrants etc.: 24 months from each closing date.

(f) Exercise price of any options, warrants etc.: Equal to the market price of the Issuer's Common Shares on the closing date, equal to: (i) $0.115 (141,913 Agent Warrants), (ii) $0.115 (30,122 Agent Warrants), (iii) $0.105 (25,219 Agent Warrants) and (iv) $0.085 (90,165 Agent 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: N/A.

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

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.

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: N/A.

   (b) Cash: N/A.

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

   (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).: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:

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]
N/A						

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.):

   (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: N/A.

   (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: November 27, 2018.

Alejandro Ochoa
Name of Director or Senior Officer

"*Alejandro Ochoa*"
Signature

President, Chief Executive Officer and Director
Official Capacity