

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):
Atlas Blockchain Group Inc. (the "Issuer").	AKE

Date: May 22, 2019

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: December 7, 2018; January 14, 2019.

Issued and Outstanding Securities of Issuer Prior to Issuance: 114,944,923.

Pricing

Date of news release announcing proposed issuance: November 16, 2018; January 14, 2019; March 18, 2019 or

Date of confidential request for price protection: Not applicable

Closing Market Price on Day Preceding the news release: \$0.125 or

Day preceding request for price protection: Not applicable

Closing

Number of securities to be issued: 30,588,236 subscription receipts under Tranche 1 and 28,883,596 under Tranche 2

Issued and outstanding securities following issuance: 114,944,923 Common Shares

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

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listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

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Part 1. Private Placement

Table 1A – Summary

Tranche 1

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Australia	1		\$8,474.67
Belgium	1		\$5,100.00
Alberta	33		\$592,263
British Columbia	220		\$3,355,324
Ontario	22		\$348,103.73
Quebec	1		\$5,100.00
Saskatchewan	2		\$27,200.00
China	1		\$7,650.00
Dominica	1		\$75,140.00
New Zealand	1		\$5,100.00
Singapore	1		\$34,000.00
United Kingdom	1		\$7,395.00
USA	61		\$729,149.72
Total number of purchasers:	346		
Total dollar value of distribution in all jurisdictions:			\$5,200,000.12

Tranche 2

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Barbados	1	\$0.17	\$15,300
Alberta	18	\$0.17	\$384,279.39
British Columbia	128	\$0.17	\$2,048,414.66
Manitoba	2	\$0.17	\$10,200
New Brunswick	2	\$0.17	\$25,500
Ontario	76	\$0.17	\$1,344,415.25
Quebec	2	\$0.17	\$10,200
Denmark	2	\$0.17	\$119,952
Germany	1	\$0.17	\$153,000
Greece	1	\$0.17	\$11,220
Hong Kong	1	\$0.17	\$14,960
Israel	3	\$0.17	\$172,419.95
Japan	1	\$0.17	\$20,400
United Kingdom	1	\$0.17	\$51,000
United States	26	\$0.17	\$528,950.07
Total number of purchasers:	265		
Total dollar value of distribution in all jurisdictions:			\$4,910,211.32

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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)
Yana Popova BC, Canada	60,000 subscription receipts	\$0.17	N/A	Section 2.3 of NI 45-106	500,000 options	January 11, 2019 (Tranche 1)	CFO and Director
Sean Bromley BC, Canada	300,000 Subscription Receipts	\$0.17	N/A	Section 2.3 of NI 45-106	140,000 shares 140,000 warrants 500,000 options	January 11, 2019 (Tranche 1)	Director
1129925 BC Ltd. (Sean Bromley) BC, Canada	300,000 Subscription Receipts	\$0.17	N/A	Section 2.3 of NI 45-106	140,000 shares 140,000 warrants 500,000 options	January 11, 2019 (Tranche 1)	Director
John Veltheer BC, Canada	30,000 Subscription Receipts	\$0.17	N/A	Section 2.3 of NI 45-106	92,000 shares 400,000 options	January 11, 2019 (Tranche 1)	Director

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.

- Total amount of funds to be raised: \$10,110,211.44 (comprised of \$5,200,000.12 raised under first tranche and \$4,910,211.32 raised under second tranche.)
- 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 proceeds from the Offering for general corporate and its business combination transaction with Isracann Biosciences Inc.

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3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not applicable
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. Not applicable
5. Description of securities to be issued: Subscription Receipts at \$0.17 per Subscription Receipt. Each Subscription Receipt is exercisable into units (comprised of one common share and one common share purchase warrant) without payment of additional consideration, upon satisfaction of certain escrow release conditions ("Escrow Release").
- (a) Class Common Shares
- (b) Number 59,471,832 (comprised of 30,588,236 issued under first tranche and 28,883,596 issued under second tranche)
- (c) Price per security \$0.17
- (d) Voting rights Yes, one vote per share held
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number 59,471,832
- (b) Number of securities eligible to be purchased on exercise of warrants (or options) 59,471,832 Warrant Shares
- (c) Exercise price \$0.34 per Warrant Share
- (d) Expiry date Two years from date of issuance
7. Provide the following information if debt securities are to be issued: Not applicable
- (a) Aggregate principal amount _____
- (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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Tranche 1:

Chippingham Financial Group Limited – 1 St. Clair Ave. W., Suite 501, Toronto, ON M4V 1K7

PI Financial Corp. – 1900 – 666 Burrard Street, Vancouver, BC V6C 3N1

Raymond James Ltd. – 400 – 925 West Georgia Street, Vancouver, BC V6C 3L2

Mackie Research Capital Corporation – 1920 – 1075 W Georgia Street, Vancouver, BC V6E 3C9

Canaccord Genuity Corp. – 2200 – 609 Granville Street, Vancouver, BC V7Y 1H2 .

Tranche 2:

PI Financial Corp. – 1900 – 666 Burrard Street, Vancouver, BC V6C 3N1

Canaccord Genuity Corp. – 2200 – 609 Granville Street, Vancouver, BC V7Y 1H2 .

Echelon Wealth Partners Inc. – 1 Adelaide Street East, Suite 2100, Toronto, ON M5C 2V9

National Bank Financial Inc. - M100-1010 de la Gauchetiere St., W. Montreal QC H3B 5J2

Haywood Securities Inc. – 700 – 200 Burrard Street, Vancouver, BC V6C 3L6

BMO Nesbitt Burns Inc., 1 First Canadian Place, 40th Floor, Toronto ON M5X 1A3

Mackie Research Capital Corporation – 1920 – 1075 W Georgia Street, Vancouver, BC V6E 3C9

(b) Cash

Tranche 1

Chippingham Financial Group Limited –\$1,904 (paid on closing)

PI Financial Corp. – 14,118.99 (paid on closing)

Raymond James Ltd. –\$714 (paid on closing)

Mackie Research Capital Corporation – 182,071.19 (payable upon Escrow Release)

Canaccord Genuity Corp. – \$22,586.47 (payable on Escrow Release)

Tranche 2

PI Financial Corp. – \$13,141.09

Canaccord Genuity Corp. – \$29,101.45

Echelon Wealth Partners Inc. – \$3,570

National Bank Financial Inc. - \$8,087.84

Haywood Securities Inc. – \$1,397.19

BMO Nesbitt Burns Inc. - \$8,616.99

Mackie Research Capital Corporation –\$73,908.03

(c) Securities

Chippingham Financial Group Limited – 11,200 finder warrants (issued on closing)

PI Financial Corp. – 83,053 finder warrants (issued on closing)

Raymond James Ltd. – 4,200 finder warrants (issued on closing)

Mackie Research Capital Corporation – 1,071,007 finder warrants (issuable upon Escrow Release)

Canaccord Genuity Corp. – 132,861 finder warrants (issuable on Escrow Release)

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Tranche 2

PI Financial Corp. – 77,301 finder warrants (issuable on Escrow Release)

Canaccord Genuity Corp. – 171,185 finder warrants (issuable on Escrow Release)

Echelon Wealth Partners Inc. – 21,000 finder warrants (issuable on Escrow Release)

National Bank Financial Inc. – 47,576 finder warrants (issuable on Escrow Release)

Haywood Securities Inc. – 8,219 finder warrants (issuable on Escrow Release)

Mackie Research Capital Corporation – 434,753 finder warrants (issuable on Escrow Release)

Each Finder's Warrant is exercisable into a common share (a "Finder's Warrant Share") at \$0.34 per Finder's Warrant Share for a period of two years from the date of issuance.

- (d) Other Not applicable .
- (e) Expiry date of any options, warrants etc. two years from the date of issuance. .
- (f) Exercise price of any options, warrants etc. \$0.34 per Finder's Warrant Share .

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 Not applicable .

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

The Offering is in connection with the Issuer's proposed business combination transaction with Isracann Biosciences Inc. pursuant to which the Issuer will acquire all of the issued and outstanding common shares of Isracann in exchange for common shares of the Issuer. The Acquisition is an arm's length transaction and is expected to constitute a fundamental change under the policies of the CSE .

11. State whether the private placement will result in a change of control.
No. _____ .
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. Not applicable. _____

_____ .
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. Confirmed

Part 2. Acquisition Not applicable

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

(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: _____
_____ .

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, 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. _____
_____ .

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. _____ .

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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 May 22, 2019.

Yana Popova
Name of Director or Senior
Officer

"Yana Popova"
Signature

CFO
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.