

## FORM 8

### NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Drone Delivery Canada Corp. (the "Issuer").

Trading Symbol: FLT

Date: October 24, 2017

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: October 10, 2017.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:  
122,804,412 Common Shares

Date of News Release Announcing Proposed Prospectus Offering: October 5, 2017  
and October 25, 2017

(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

#### 1. Prospectus Offering

1. Description of securities to be issued:

(a) Class Common.

(b) Number 23,100,000 (or 26,565,000 if the Over-Allotment Option is exercised in full).

(c) Price per security \$0.65.

(d) Voting rights 1 vote per common share.

2. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: \$0.611.

(b) Aggregate proceeds: \$14,114,100 (or \$16,231,215 if the Over-Allotment Option is exercised in full), before deducting expenses of the offering, expected to be approximately \$250,000.

3. Provide description of any Warrants (or options) including:
- (a) Number 1,386,000 broker warrants to be issued to the underwriter on closing of the offering (1,593,900 if the Over-Allotment Option is exercised in full), .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,386,000 common shares (1,593,900 if the Over-Allotment Option is exercised in full), .
  - (c) Exercise price \$0.65 .
  - (d) Expiry date 24 months from closing of the offering .
  - (e) Other significant terms Broker warrants granted to the underwriter are non-transferrable. Each Broker Warrant entitles the holder to purchase one Common Share at \$0.65 for a period of 24 months from the closing of the Offering. The terms governing the Broker Warrants include, among other things, customary provisions for the appropriate adjustment of the number of Common Shares issuable pursuant to any exercise of the Broker Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, any capital reorganization of the Company, or any merger, consolidation or amalgamation of the Company with another corporation or entity, as well as customary amendment provisions. The underwriter, as holder of the Broker Warrants, will not as such have any voting right or other right attached to Common Shares until and unless the Broker Warrants are duly exercised as provided for in the certificates representing the Broker Warrants. .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount Not applicable .
  - (b) Maturity date Not applicable .
  - (c) Interest rate Not applicable .
  - (d) Conversion terms Not applicable .
  - (e) Default provisions Not applicable .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 122,804,412 common shares .

6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).

Not applicable

7. Provide details of the use of the proceeds:

Expenditure	Amount
General & Administrative Budget	\$1,000,000
Assessment of Legislative Regimes	\$1,000,000
Marketing and Identification of International Third Parties	\$2,000,000
Product Development	\$3,000,000
Commercial Testing	\$3,000,000
Estimated Offering Costs	\$250,000
Unallocated Funds Added to Working Capital	\$3,864,100
<b>Total Expenditures</b>	<b>\$14,114,100</b>

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: Not applicable

9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: Not applicable

10. 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 offering (including warrants, options, etc.):

(a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) GMP Securities L.P. (the “Underwriter”), 145 King Street West, Suite 300, Toronto, Ontario, M5H 1J8

(b) Cash A cash commission of 6% will be payable to the Underwriter

(c) Securities The Underwriter will receive an over-allotment option (the “Over-Allotment Option”) entitling the Underwriter to purchase up to 3,465,000 additional common shares (the “Additional Shares”) in the capital of the Issuer at a price of \$0.65 per share. The Over-Allotment Option, exercisable in whole or in part, entitles the Underwriter at any time and from time to time to purchase the Additional Shares until the date that is 30 days after the closing date. The Underwriter will also receive the Broker Warrants (please refer to section 3, above).

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

- (e) Expiry date of any options, warrants etc. 30 days from the date of closing for the Over-Allotment Option; for the Broker Warrants, see section 3, above .
  - (f) Exercise price of any options, warrants etc. For the Broker Warrants, see section 3, above.
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: Not a Related Person .
  12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The common shares are being offered on a bought deal basis, pursuant to an underwriting agreement to be entered into between the Underwriter and the Issuer concurrent with the filing of the preliminary prospectus.
  13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

## 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 no 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 CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated October 24, 2017.

Tony Di Benedetto  
Name of Director or Senior  
Officer

"Tony Di Benedetto" (Signed)  
Signature

CEO  
Official Capacity