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: Abattis Bioceuticals Corp. (the “Issuer”).

Trading Symbol: ATT .

Date: January 10, 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: 352,529,829.

Date of News Release Announcing Private Placement: Not Applicable.

Closing Market Price on Day Preceding the Issuance of the News Release: $0.085 at the closing of the market on January 9, 2019, the day prior to the date of this Form 9.

**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. .

1. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: .
2. 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. .
3. Description of securities to be issued:

(a) Class .

(b) Number .

(c) Price per security: .

(d) Voting rights .

1. 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: .

## 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 .

1. 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):

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(b) Cash .

(c) Securities .

(d) Other .

(e) Expiry date of any options, warrants etc. .

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

1. 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

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1. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

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

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1. 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.

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1. 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 agreed to acquire all of the issued and outstanding common shares of 1157016 B.C. Ltd., dba NutriVida (“**NutriVida**”), a corporation incorporated in British Columbia, from the shareholders of NutriVida. NutriVida has been prominent in the fertilizer and cultivation industry for the past 25 years with vast wealth of knowledge and experience in researching, innovating, manufacturing, and selling all-natural, bio-safe, fertilizers and plant nutrients. NutriVida offers a complete line of plant products as well as a detailed “Feed Schedule” for soil & hydroponic systems to facilitate the harvest of large, healthy crops without sacrificing the environment. NutriVida also has a wide array of proprietary fertilizer brands specifically formulated for cannabis and cannabis cultivation, as well as other horticultural areas. NutriVida’s facilities are located in Langley, BC.
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, NutriVida and the shareholders of NutriVida entered into a share exchange agreement dated January 10, 2018 (the “**Agreement**”). NutriVida and the shareholders of NutriVida are arm’s length to the Issuer.
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:
4. Total aggregate consideration in Canadian dollars: $5,250,000 (deemed).
5. Cash: $250,000.
6. Securities (including options, warrants etc.) and dollar value: Pursuant to the Agreement, 58,823,529 common shares (each, a “**Share**”) at a deemed price of $0.085 per Share and up to an aggregate of $10,000,000 upon the achievement, by NutriVida, of certain performance milestones (each, a “**Performance Milestone**”) as follows: (i) $5,000,000 upon the receipt by NutriVida of all required licenses, permits or similar governmental authorizations in order to sell NutriVida products in a minimum of three States in the United States of America, as applicable; and (ii) $1,000,000 upon the achievement, by NutriVida, of each of $5M, $10M, $20M, $30M, and $50M in cumulative revenue commencing on the entry of the Agreement. Each Performance Milestone is payable in Shares based on the five-day weighted average price of the Shares on the Canadian Securities Exchange on the date prior to issuance.
7. Other: Not Applicable.
8. Expiry date of options, warrants, etc. if any: Not Applicable.
9. Exercise price of options, warrants, etc. if any: Not Applicable.
10. Work commitments: Not Applicable.
11. State how the purchase or sale price was determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc). Arm’s length negotiation.
12. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: Not Applicable.
13. 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:

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| --- | --- | --- | --- | --- | --- | --- |
| **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)** |
| Violet McDoughall  570 – 8328 207A Street Langley, BC V2Y 0K5 | 23,529,411 Shares | Deemed $0.085 per Share | N/A | Section 2.16 of NI 45-106 | 23,529,411 Shares | Arm’s-length |
| Barbara Barltrop 904 Si-Em Heights Lantzville, BC V0R 2H0 | 23,529,411 Shares | Deemed $0.085 per Share | N/A | Section 2.16 of NI 45-106 | 23,529,411 Shares | Arm’s-length |
| Emma Hebert #89-7811 209 Street Langley, BC  V2Y 0P2 | 11,764,707 Shares | Deemed $0.085 per Share | N/A | Section 2.16 of NI 45-106 | 11,764,707 Shares | Arm’s-length |

1. Indicate if Related Person
2. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not Applicable.
3. 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): Not Applicable.

(b) Cash .

(c) Securities .

(d) Other .

1. Expiry date of any options, warrants etc. .
2. Exercise price of any options, warrants etc. .
3. 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. Not Applicable.
4. 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. Not Applicable.

**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.

1. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
2. 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).
3. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated January 10, 2019.

Rob Abenante   
Name of Director or Senior Officer

*“Rob Abenante”*Signature

President, CEO and Director   
Official Capacity