

AMENDED FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: Winston Gold Mining Corp. (the "Issuer").

Trading Symbol: WGC.

Date: November 17, 2016.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance:
73,567,268 Class A Common Shares.

Date of News Release Announcing Private Placement: October 20, 2016 .

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.50 on October 4, 2016. The private placement was priced at discounted market price in the context of the market based on a price reservation made by the Corporation on October 5, 2016.

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)
Refer attached Schedule A							

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- (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: \$ 2,395,500.
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.
For general working capital and to expedite the development of the Corporation's near term US production projects.
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.
5. Description of securities to be issued:
 - (a) Class Class A Common Shares .
 - (b) Number 5,988,750.
 - (c) Price per security \$0.40.
 - (d) Voting rights one voting right per one Class A common share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **NOT APPLICABLE**
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____

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- (c) Exercise price _____ .
- (d) Expiry date _____ .

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 _____ .

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): .

PI Financial Corp. ("PI")
 1900 - 666 Burrard Street
 Vancouver, BC V6C 3N1

Cash \$11,200, being 8% of that portion of the gross proceeds of the Private Placement subscribed for by purchasers introduced to the Issuer by PI .

Securities 28,000 non transferable common share purchase warrants ("Finder's Warrants"), being 8% of that portion of the gross proceeds of the Private Placement subscribed for by purchasers introduced to the Issuer by PI.

Mackie Research Corporation ("Mackie")
Suite 1920 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

Cash \$65,920, being 8% of that portion of the gross proceeds of the Private Placement subscribed for by purchasers introduced to the Issuer by Mackie.

Securities 164,800 non transferable common share purchase warrants ("Finder's Warrants"), being 8% of that portion of the gross proceeds of the Private Placement subscribed for by purchasers introduced to the Issuer by Mackie.

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

Cash \$3,360, being 8% of that portion of the gross proceeds of the Private Placement subscribed for by purchasers introduced to the Issuer by Canaccord.

Securities 8,400 non transferable common share purchase warrants ("Finder's Warrants"), being 8% of that portion of the gross proceeds of the Private Placement subscribed for by purchasers introduced to the Issuer by Canaccord.

- (b) Other N/A.
 - (c) Expiry date of any options, warrants etc. All Finder's Warrants expire 24 months following the closing of the private placement.
 - (d) Exercise price of any options, warrants etc. Exercise price of all Finder's Warrants: \$0.40.
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.). None.
11. State whether the private placement will result in a change of control. No

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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 – 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	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

- (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.
- (3) 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.

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 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) Other N/A_____ .
- (c) Expiry date of any options, warrants etc. _____
- (d) 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. 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. _____

 _____ .

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 17, 2016.

Murray Nye
 Name of Director or Senior
 Officer

(Signed) Murray Nye
 Signature

Chief Executive Officer
 Official Capacity

SCHEDULE "A"

LIST OF PLACEEES

Full Name & Residential Address of Placnee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Stuart Lineham Calgary, AB	10,000	\$4,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Maryam Dehghani Sanij Calgary, AB	20,000	\$8,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Hans Longerich Edmonton, AB	30,000	\$12,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Thomas Dewaal Calgary, AB	30,000	\$12,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Eric Stewart Mooloolaba Queensland Australia	40,000	\$16,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Brian McCubbing Superannuation Fund Nedlands, Western Australia	70,000	\$28,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Brent Roberts Timaru, New Zealand	40,000	\$16,000	N/A	Section 2.3 of National Instrument 45-106	40,000	Effective November 18, 2016	n/a
PJ Taylor & RA Rodger Family Trust Dunedin Otago, New Zealand	10,000	\$4,000	N/A	Section 2.3 of National Instrument 45-106	50,000	Effective November 18, 2016	n/a
Kianz Froese Vancouver, BC	12,500	\$5,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
David Garnett Port Coquitlam, BC	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	140,000	Effective November 18, 2016	n/a
David Patriquin Kamloops, BC	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	65,000	Effective November 18, 2016	n/a
Roderick Swenson Delta, BC	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
JCK Trading Ltd. Burnaby, BC	100,000	\$40,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Katherine Dwyer North Vancouver, BC	12,500	\$5,000	N/A	Section 2.3 of National Instrument 45-106	12,500	Effective November 18, 2016	n/a
Michael Carlow Victoria, BC	15,000	\$6,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Douglas Witzel Surrey, BC	40,000	\$16,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Choon Family Holdings Corp. Vancouver, BC	50,000	\$20,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Glenn Southan West Vancouver, BC	12,500	\$5,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Water Street Assets Inc. Vancouver, BC	125,000	\$50,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed⁽¹⁾	Payment Date⁽²⁾	Describe relationship to Issuer⁽³⁾
Bebek Consulting Corp. West Vancouver, BC	125,000	\$50,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Sid Hayek Burnaby, BC	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Just For Us Enterprises Inc. Coquitlam, BC	100,000	\$40,000	N/A	Section 2.3 of National Instrument 45-106	200,000	Effective November 18, 2016	n/a
Charbel Saliba Coquitlam, BC	12,500	\$5,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Stephanie Lukawesky Port Moody, BC	32,000	\$12,800	50,000	Section 2.3 of National Instrument 45-106	50,000	Effective November 18, 2016	n/a
Ryan Simmonds Surrey, BC	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	80,000	Effective November 18, 2016	n/a
Road Warrior Aggregate Management Inc. Burnaby, BC	18,000	\$7,200	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Sharlene Hayek Burnaby, BC	37,500	\$15,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Joan Hsiun Vancouver, BC	12,500	\$5,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Triomphe Holdings Ltd. Nanaimo, BC	100,000	\$40,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Donald Eilers West Vancouver, BC	12,500	\$5,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Naizir Kabani Richmond, BC	12,500	\$5,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Craig Lees West Vancouver, BC	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Raymond Mah Richmond, BC	10,000	\$4,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Eric Spika West Vancouver, BC	75,000	\$30,000	N/A	Section 2.3 of National Instrument 45-106	13,000	Effective November 18, 2016	n/a
Adam Vorberg Vancouver, BC	317,000	\$126,800	N/A	Section 2.3 of National Instrument 45-106	205,000	Effective November 18, 2016	n/a
Ramona Vorberg West Vancouver, BC	100,000	\$40,000	N/A	Section 2.3 of National Instrument 45-106	324,500	Effective November 18, 2016	n/a
Daniel Nicklas Ackerman Nanaimo, BC	15,000	\$6,000	N/A	Section 2.3 of National Instrument 45-106	60,000	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
CSM Consulting Inc. West Vancouver, BC	40,000	\$16,000	N/A	Section 2.3 of National Instrument 45-106	90,000	Effective November 18, 2016	n/a
Woodbury Finance Ltd. Road Town Tortola, BVI	250,000	\$100,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
321 Gold Ltd. Grand Cayman, Cayman Islands	125,000	\$50,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
OS Media SEZC Ltd. Grand Cayman, Cayman Islands	37,500	\$15,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Michael Stein Trier, Germany	56,250	\$22,500	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Bull markets media GmgH Berlin, Germany	150,000	\$60,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Structured Solutions-Lithium Index Strategie Fund Grand Duchy of Luxembourg	1,000,000	\$400,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Darrell Whyte Winnipeg, MB	20,000	\$8,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Ken Stewin Winnipeg, MB	75,000	\$30,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Bob Mowat Winnipeg, MB	50,000	\$20,000	N/A	Section 2.3 of National Instrument 45-106	25,000	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
James Turnbull Winnipeg, MB	37,500	\$15,000	N/A	Section 2.3 of National Instrument 45-106	150,000	Effective November 18, 2016	n/a
JM Denis Rochon & Sonia Rochon Winnipeg, MB	62,500	\$25,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Sonia Rochon Winnipeg, MB	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	250,000	Effective November 18, 2016	n/a
William Lewis and Catherine Lewis Winnipeg, MB	50,000	\$20,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Venbanc Investment and Management Group Inc. Winnipeg, MB	130,000	\$52,000	N/A	Section 2.5 of National Instrument 45-106	Nil	Effective November 18, 2016	I
2125820 Manitoba Ltd. Winnipeg, MB	45,000	\$18,000	N/A	Section 2.5 of National Instrument 45-106	Nil	Effective November 18, 2016	I
The Adrian and Lynne Balle Family Trust Pukekohe, New Zealand	30,000	\$12,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
David Thomson Kanata, ON	30,000	\$12,000	N/A	Section 2.3 of National Instrument 45-106	62,100	Effective November 18, 2016	n/a
Chris Roth Ottawa, ON	50,000	\$20,000	N/A	Section 2.3 of National Instrument 45-106	69,500	Effective November 18, 2016	n/a
Lee Monteith Etobicoke, ON	50,000	\$20,000	N/A	Section 2.3 of National Instrument 45-106	60,000	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Ron Eaton Alliston, ON	20,000	\$8,000	N/A	Section 2.3 of National Instrument 45-106	50,000	Effective November 18, 2016	n/a
Paul G. Daly Toronto, ON	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Donna Kirsh Toronto, ON	45,000	\$18,000	N/A	Section 2.3 of National Instrument 45-106	526,800	Effective November 18, 2016	n/a
Skybiz Inc. Toronto, ON	40,000	\$16,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Harold Gunsinger Kabeka Falls, ON	1,058,000	\$423,200	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Bank J. Safra Sarasin Geneva, Switzerland	20,000	\$8,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
2379388 Ontario Ltd. Kent, United Kingdom	30,000	\$12,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Richard S. Bebb Los Altos, CA USA	20,000	\$8,000	N/A	Section 2.3 of National Instrument 45-106	20,000	Effective November 18, 2016	n/a
Martin Nance New York, NY USA	20,000	\$8,000	N/A	Section 2.3 of National Instrument 45-106	34,000	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Elbert H. Lewis MD Dallas, TX, USA	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
The Jerald S Shapiro Living Trust dated May 25, 2007 Jerald Shapiro – Trustee Beverly Hills, CA, USA	100,000	\$40,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Mark Mizel Boynton Beach, FL, USA	10,000	\$4,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Arlen Baumhoefner Mounds View, MA USA	10,000	\$4,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Mark Buck Enumclaw, WA USA	30,000	\$12,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Ronald E. Cloud Rancho Palos Verdes, CA USA	25,000	\$10,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Equities.com Inc. Culver City, CA USA	125,000	\$50,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
John T. Riecker Salado, TX USA	30,000	\$12,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Eric Maier Wantage, NJ, USA	10,000	\$4,000	N/A	Section 2.3 of National Instrument 45-106	10,000	Effective November 18, 2016	n/a

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Full Name & Residential Address of Placee	Number of Class A Common Shares Purchased	Total Purchase price of Class A Common Shares (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed ⁽¹⁾	Payment Date ⁽²⁾	Describe relationship to Issuer ⁽³⁾
Martin Nance New York, NY USA	20,000	\$8,000	N/A	Section 2.3 of National Instrument 45-106	34,000	Effective November 18, 2016	n/a
Dylan Smith Kansas City, MO, USA	15,000	\$6,000	N/A	Section 2.3 of National Instrument 45-106	30,000	Effective November 18, 2016	n/a
Graydon Kowal Calgary, AB	250,000	\$100,000	N/A	Section 2.3 of National Instrument 45-106	Nil	Effective November 18, 2016	n/a
Total	5,988,750	\$2,395,500.00					

Notes:

- (1) These are the number of shares held by the places prior to the issuance of securities under this private placement.
- (2) 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.
- (3) 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.

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