AMENDED FORM 9

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

Please complete the following:

Name of Listed Issuer: True Leaf Medicine International Ltd. (the "**Issuer**").

Trading Symbol: MJ.

Date: January 31, 2018.

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

If yes provide date(s) of prior Notices: Notice previously filed January 22, 2018. This amendment is being filed to reflect an adjustment involving two shareholders and shareholder ownership position of a number of investors.

Issued and Outstanding Securities of Issuer Prior to Issuance: 82,999,026.

Date of News Release Announcing Private Placement: Multiple dates – 11/30/17.

Closing Market Price on Day Preceding the Issuance of the News Release: $0.83

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)
0837693 BC Ltd 11604 Harper Drive Coldstream, BC V1B1B8	7,085	$ 0.70	N/A	NI 45-106 s. 2.9	7,085	1/24/2018	Not a Related Person
Adam William Nordby 1335 Judd Rd W Brackendale, BC V0N1H0	14,177	$ 0.70	N/A	NI 45-106 s. 2.9	14,177	1/24/2018	Not a Related Person

Albert Bennett 16 Bachman Place Gander, NL A1V IR8	9,843	$ 0.70	N/A	NI 45-106 s. 2.3(k)	9,843	1/24/2018	Not a Related Person
Alison Ruks 13232 Shoreline Drive Lake Country, BC V4V2T2	142,023	$ 0.70	N/A	NI 45-106 s. 2.9	142,023	1/24/2018	Not a Related Person
Allan Ungar 54 Alexandra Wood Toronto, ON M5N 2S5	34,348	$ 0.70	N/A	NI 45-106 s. 2.3	34,348	1/24/2018	Not a Related Person
Andrew Gene Forslund 2298 Kingsford Pl Manaimo, BC V9X 1Y3	14,204	$ 0.70	N/A	NI 45-106 s. 2.9	14,204	1/24/2018	Not a Related Person
Andrew Frank Benner 223 7th Avenue North East Calgary, AB T2E 0M8	14,000	$ 0.70	N/A	NI 45-106 s. 2.3(k)	14,000	1/24/2018	Not a Related Person
Andy Marta 4371 Hallam Rd Armstrong, BC V0E1B4	20,029	$ 0.70	N/A	NI 45-106 s. 2.9	20,029	1/24/2018	Not a Related Person
Anne Christine Jane Cookson 7978 Tronson Road Vernon, BC V1H 1C6	88,768	$ 0.70	N/A	NI 45-106 s. 2.9	88,768	1/24/2018	Not a Related Person
Anthony Attwell 9246 Mainwaring Rd North Saanich, BC V8L 1K1	198,460	$ 0.70	N/A	NI 45-106 s. 2.9	198,460	1/24/2018	Not a Related Person
Arthur Lintott PO Box 27 Lumby, BC V0E 2G0	5,375	$ 0.70	N/A	NI 45-106 s. 2.9(k)	5,375	1/24/2018	Not a Related Person

Asha Reeves 1050 Prospect Avenue North Vancouver, BC V7R 2M7	101,176	$ 0.70	N/A	NI 45-106 s. 2.9	101,176	1/24/2018	Not a Related Person
Ashley Marta 4371 Hallam Road Armstrong, BC V0E 1B4	20,046	$ 0.70	N/A	NI 45-106 s. 2.9	20,046	1/24/2018	Not a Related Person
Barry Reid 18 Wright Cresent Gander, NL A1V 2H1	27,784	$ 0.70	N/A	NI 45-106 s. 2.3(j)	27,784	1/24/2018	Not a Related Person
Beverly A Andrus 3915 Okanagan Avenue Vernon, BC V1T 1K8	2,646	$ 0.70	N/A	NI 45-106 s. 2.9	2,646	1/24/2018	Not a Related Person
Blair Bechtold #310-101 Morrissey Rd. Port Moody, BC V3H 0E6	4,202	$ 0.70	N/A	NI 45-106 s. 2.9	10,852	1/24/2018	Not a Related Person
Bob Woodman 3311 28Th Ave Vernon, BC V1T1W7	5,310	$ 0.70	N/A	NI 45-106 s. 2.9	5,310	1/24/2018	Not a Related Person
Brenda Marcotte 118-120 Hartman Road Kelowna, BC V1X 8E6	604	$ 0.70	N/A	NI 45-106 s. 2.9	604	1/24/2018	Not a Related Person
Brent Scherger Box 777 Macklin, SK S0L 2C0	7,027	$ 0.70	N/A	NI 45-106 s. 2.3(j)	7,027	1/24/2018	Not a Related Person
Brian Sarnecki Box 954 Ashcroft, BC V0K 1A0	1,953	$ 0.70	N/A	NI 45-106 s. 2.3(k)	1,953	1/24/2018	Not a Related Person

Brydon Redding 3142 McNaughton Avenue Port Alberni, BC V9Y 7Z7	1,600	$ 0.70	N/A	NI 45-106 s. 2.9	1,600	1/24/2018	Not a Related Person
Byron Zmaeff 5648 Allenby Crescent Vernon, BC V1T 8P8	1,208	$ 0.70	N/A	NI 45-106 s. 2.9	1,208	1/24/2018	Not a Related Person
Carmen P Zieman 129 Crossview Rd Enderby, BC V0E1V3	3,534	$ 0.70	N/A	NI 45-106 s. 2.9	3,534	1/24/2018	Not a Related Person
Caroline MacCallum 2965 Fir Street, Suite 402 Vancouver, BC V6J 5M9	71,400	$ 0.70	N/A	NI 45-106 s. 2.3(k)	71,400	1/24/2018	Not a Related Person
Cassandra Redding 7306 Old Stamp Mill Road Vernon, BC V1H 1N2	1,500	$ 0.70	N/A	NI 45-106 s. 2.9	1,500	1/24/2018	Not a Related Person
Catharine King 37 2155 Horizon Drive West Kelowna, BC V1Z3Z9	8,851	$ 0.70	N/A	NI 45-106 s. 2.9	8,851	1/24/2018	Not a Related Person
Charles Garfield Rowles 2157 W 8Th Ave Vancouver, BC V6K2A5	4,759	$ 0.70	N/A	NI 45-106 s. 2.9	19,759	1/24/2018	Not a Related Person
Chris Bjarnason 310 Desert Cove Vernon, BC V1H1Z1	7,103	$ 0.70	N/A	NI 45-106 s. 2.9	7,103	1/24/2018	Not a Related Person
Chris Kalantzis 3 Hillside Drive Toronto, ON M4K2M1	19,577	$ 0.70	N/A	NI 45-106 s. 2.9	19,577	1/24/2018	Not a Related Person

Chris Parr 107-1516 Burnaby St. Vancouver, BC V6G 1W9	19,846	$ 0.70	N/A	NI 45-106 s. 2.9	19,846	1/24/2018	Not a Related Person
Chris Young 62 Bertrand Ave Scarborough, ON M1K 2S4	1,741	$ 0.70	N/A	NI 45-106 s. 2.9	1,741	1/24/2018	Not a Related Person
Christine Cookson 7978 Tronson Road Vernon, BC V1H1C6	88,767	$ 0.70	N/A	NI 45-106 s. 2.9	88,767	1/24/2018	Not a Related Person
Christopher Murphy 39 Logan Street Fredericton, NB E3B 9L5	3,694	$ 0.70	N/A	NI 45-106 s. 2.9	3,694	1/24/2018	Not a Related Person
Claire Duncombe 28 York Street Haliburton, ON K0M1S0	493	$ 0.70	N/A	NI 45-106 s. 2.9	493	1/24/2018	Not a Related Person
Clare Pollonais 10544 Bonnie Drive Lake Country, BC V4V 1W1	3,516	$ 0.70	N/A	NI 45-106 s. 2.9	3,516	1/24/2018	Not a Related Person
Clayton Tanner Ricketts 10 - 4700 Okanagan Ave Vernon, BC V1T9Y7	720	$ 0.70	N/A	NI 45-106 s. 2.9	720	1/24/2018	Not a Related Person
Clifford Reeves and or Joan Reeves 2551 Lower Rd Roberts Creek, BC V0N 2W4	70,850	$ 0.70	N/A	NI 45-106 s. 2.9	70,850	1/24/2018	Not a Related Person
Craig Kelly 22 Robertson Avenue Gander, NL A1V 1A9	9,943	$ 0.70	N/A	NI 45-106 s. 2.3	9,943	1/24/2018	Not a Related Person

Craig Kelly 22 Robertson Avenue Gander, NL A1V 1A9	19,035	$ 0.70	N/A	NI 45-106 s. 2.3(j)	19,035	1/24/2018	Not a Related Person
Craig Mccarthy S. Mattern Place Gander, NL A1V 2K8	49,320	$ 0.70	N/A	NI 45-106 s. 2.3(j)	49,320	1/24/2018	Not a Related Person
Craig Mccarthy S. Mattern Place Gander, NL A1V 2K8	49,214	$ 0.70	N/A	NI 45-106 s. 2.3(j)	49,214	1/24/2018	Not a Related Person
Craig Murata 2209-6658 Dow Ave Burnaby, BC V5H 0C7	19,101	$ 0.70	N/A	NI 45-106 s. 2.3(j)	19,101	1/24/2018	Not a Related Person
Dale Foote 14 Blair Place Gander, NL A1V 2M5	4,972	$ 0.70	N/A	NI 45-106 s. 2.3(j)	4,972	1/24/2018	Not a Related Person
Dale Foote 14 Blair Place Gander, NL A1V 2M5	4,922	$ 0.70	N/A	NI 45-106 s. 2.3(j)	4,922	1/24/2018	Not a Related Person
Dana Littau 216 Brighton Rd Kelowna, BC V1X6V4	871	$ 0.70	N/A	NI 45-106 s. 2.9	871	1/24/2018	Not a Related Person
Danielle McCaffrey 144-54418 Rr 251 Sturgeon County, AB T8T 0C7	4,555	$ 0.70	N/A	NI 45-106 s. 2.9	4,555	1/24/2018	Not a Related Person
Darren Azizi Toppin 1497 Lynn Valley Road North Vancouver, BC V7J2A7	1,741	$ 0.70	N/A	NI 45-106 s. 2.9	1,741	1/24/2018	Not a Related Person

Darren Smith 2577 Rue Lalonde Quebec, QC G1W 1M8	24,762	$ 0.70	N/A	NI 45-106 s. 2.9	24,762	1/24/2018	Not a Related Person
Dave Hodge 1225 Nanton Avenue Vancouver, BC V6H 2C7	105,000	$ 0.70	N/A	NI 45-106 s. 2.9	105,000	1/24/2018	Not a Related Person
David Hansen #36 - 11067 Barnston View Rd. Pitt Meadows, BC V3Y 2X3	4,202	$ 0.70	N/A	NI 45-106 s. 2.9	4,202	1/24/2018	Not a Related Person
David James Bene 5422 Chute Lake Rd. Kelowna, BC V1W4Y1	8,852	$ 0.70	N/A	NI 45-106 s. 2.9	8,852	1/24/2018	Not a Related Person
David Woods 336 East 46Th Avenue Vancouver, BC V5W 1Z8	97,635	$ 0.70	N/A	NI 45-106 s. 2.9	97,635	1/24/2018	Not a Related Person
Davy Ly 4015 Pl. Albert-Dreux St-Laurent, QC H4R 2Y3	118,858	$ 0.70	N/A	NI 45-106 s. 2.3(j)	118,858	1/24/2018	Not a Related Person
Dean King 20 Teager Street Gander, NL A1V 2T5	19,728	$ 0.70	N/A	NI 45-106 s. 2.3(k)	19,728	1/24/2018	Not a Related Person
Dean Warren Eugene Yawney 851 Mt Grady Place Vernon, BC V1B 2Z2	28,572	$ 0.70	N/A	NI 45-106 s. 2.9	28,572	1/24/2018	Not a Related Person
Derrick Jones 807-120 Ave Se Calgary, AB T2J2K5	12,678	$ 0.70	N/A	NI 45-106 s. 2.9	12,678	1/24/2018	Not a Related Person

Derrick W Elliott 2440 Old Okanagan Hwy W Westbank, BC V4T 3A3	462	$ 0.70	N/A	NI 45-106 s. 2.9	462	1/24/2018	Not a Related Person
Robert Bruce Donald 2601-16th St. Vernon, BC V1T 3W8	21,226	$ 0.70	N/A	NI 45-106 s. 2.9	21,226	1/24/2018	Not a Related Person
Donna Emslie 326 Desert Cove Estates 4140-4th Street Vernon, BC V1H 1Z1	5,328	$ 0.70	N/A	NI 45-106 s. 2.9	5,328	1/24/2018	Not a Related Person
Donna Mccardell 563 Upland Dr. Coldstream, BC V1B 2X8	4,440	$ 0.70	N/A	NI 45-106 s. 2.9	4,440	1/24/2018	Not a Related Person
Douglas Cookson 7978 Tronson Road Vernon, BC V1H 1C6	88,768	$ 0.70	N/A	NI 45-106 s. 2.9	88,768	1/24/2018	Not a Related Person
Douglas Cookson 7978 Tronson Road Vernon, BC V1H1C6	88,767	$ 0.70	N/A	NI 45-106 s. 2.3(k)	88,767	1/24/2018	Not a Related Person
Douglas Edward Laird 6407 Monck Park Road Merritt, BC V1K)A1	5,292	$ 0.70	N/A	NI 45-106 s. 2.9	5,292	1/24/2018	Not a Related Person
Dustin J. Grof 2501 32 Avenue Vernon, BC V1T 2K8	57,143	$ 0.70	N/A	NI 45-106 s. 2.9	57,143	1/24/2018	Not a Related Person
Eric Coll 430 Walnut Avenue Saint Lambert, QC J4P 2T6	8,860	$ 0.70	N/A	NI 45-106 s. 2.3(j)	8,860	1/24/2018	Not a Related Person

Florence A Thomas 51 Goldeneye Place Mount Pearl, NL A1N5E1	17,739	$ 0.70	N/A	NI 45-106 s. 2.9	17,739	1/24/2018	Not a Related Person
Frank Clinton Gration 2924 East Vernon Rd Vernon, BC V1B3H5	17,756	$ 0.70	N/A	NI 45-106 s. 2.9	17,756	1/24/2018	Not a Related Person
Gabriel Delaney 2559 William Street Vancouver, BC V5K2Y4	1,414	$ 0.70	N/A	NI 45-106 s. 2.9	1,414	1/24/2018	Not a Related Person
Gary McCardell 563 Upland Dr. Vernon, BC V1B 2X8	3,374	$ 0.70	N/A	NI 45-106 s. 2.3	3,374	1/24/2018	Not a Related Person
George L. Gough 143 Dure Meadow Road Lumby, BC V0E 2G7	4,848	$ 0.70	N/A	NI 45-106 s. 2.9	4,848	1/24/2018	Not a Related Person
Gerald and Deborah Edwards 648 Dougherty Avenue Kelowna, BC V1W 5B1	35,476	$ 0.70	N/A	NI 45-106 s. 2.9	35,476	1/24/2018	Not a Related Person
Gina Nguyen 521-2900 Highway 7 Vaughan, ON L4K0G3	5,292	$ 0.70	N/A	NI 45-106 s. 2.9	5,292	1/24/2018	Not a Related Person
Glen Yawney 940 Mt. Grady Court Vernon, BC V1B 4B6	14,286	$ 0.70	N/A	NI 45-106 s. 2.3	14,286	1/24/2018	Not a Related Person
Glen Yetman 103 Yeager St. Gander, NL A1V 2W6	9,905	$ 0.70	N/A	NI 45-106 s. 2.3(j)	9,905	1/24/2018	Not a Related Person

Gregory Bowes 913 Quarry Road Carleton Place, ON K7C3P1	18,608	$ 0.70	N/A	NI 45-106 s. 2.3(j)	18,608	1/24/2018	Not a Related Person
Gurbir Rai 8168 151 Street Surrey, BC V3S7B9	6,193	$ 0.70	N/A	NI 45-106 s. 2.9	6,193	1/24/2018	Not a Related Person
Gurcharn Deol 4411 Fisher Drive Richmond, BC V6X 3V6	97,300	$ 0.70	N/A	NI 45-106 s. 2.3(j)	97,300	1/24/2018	Not a Related Person
Heidy A Lackner 750 Seaford Road Kelowna, BC V1X5L4	1,351	$ 0.70	N/A	NI 45-106 s. 2.9	1,351	1/24/2018	Not a Related Person
Howard Kwan 1706-4485 Skyline Drive Burnaby, BC V5C 0J2	1,776	$ 0.70	N/A	NI 45-106 s. 2.9	1,776	1/24/2018	Not a Related Person
Imran Chaudhry 1029 Mt Begbie Dr Vernon, BC V1B4A2	8,860	$ 0.70	N/A	NI 45-106 s. 2.9	8,860	1/24/2018	Not a Related Person
Jacqueline Sullivan 8605 Kalview Drive Coldstream, BC V1B 1X2	4,218	$ 0.70	N/A	NI 45-106 s. 2.3	4,218	1/24/2018	Not a Related Person
Jaebum Lim 32 Saybrook Ave Etobicoke, ON M8Z2V4	71,003	$ 0.70	N/A	NI 45-106 s. 2.9	71,003	1/24/2018	Not a Related Person
James Nigel Charles 208-4630 Ponderosa Dr. Peachland, BC V0H 1X5	4,925	$ 0.70	N/A	NI 45-106 s. 2.9	4,925	1/24/2018	Not a Related Person

Jamie Rober Goodwill 1473 Thompson Ave R Rossland, BC V0G 1Y0	1,119	$ 0.70	N/A	NI 45-106 s. 2.9	1,119	1/24/2018	Not a Related Person
Jason Laronde 2225 Shuswap Ave Lumby, BC V0E 2G0	1,759	$ 0.70	N/A	NI 45-106 s. 2.9	1,759	1/24/2018	Not a Related Person
Joan L Eichberger 470 Brighton Road Kelowna, BC V1X 5K5	8,861	$ 0.70	N/A	NI 45-106 s. 2.9	8,861	1/24/2018	Not a Related Person
Jodie Winstanley 6842 Old Kamloops Rd Vernon, BC V1H1W1	447	$ 0.70	N/A	NI 45-106 s. 2.9	447	1/24/2018	Not a Related Person
Jody Bellefleur 6162 180A Street Surrey, BC V3S 4L8	14,006	$ 0.70	N/A	NI 45-106 s. 2.9	14,006	1/24/2018	Not a Related Person
John Alexander Costigan 321 2nd St. E North Vancouver, BC V7L 1C6	35,000	$ 0.70	N/A	NI 45-106 s. 2.3(k)	35,000	1/24/2018	Not a Related Person
John Dean Flahr & Yori Lue-Kim 7346 Old Stamp Mill Road Vernon, BC V1H1N2	99,428	$ 0.70	N/A	NI 45-106 s. 2.9	99,428	1/24/2018	Not a Related Person
John Kenney 27 Melville Place Gander, NL A1V 0C3	49,714	$ 0.70	N/A	NI 45-106 s. 2.3(j)	49,714	1/24/2018	Not a Related Person
John Kenney 27 Melville Place Gander, NL A1V 0C3	59,057	$ 0.70	N/A	NI 45-106 s. 2.3(j)	59,057	1/24/2018	Not a Related Person

John Malyjasiak 14 Maple Edge Lane Whitby, ON L1R 2M9	3,534	$ 0.70	N/A	NI 45-106 s. 2.9	3,534	1/24/2018	Not a Related Person
Jonathan & Mandy Frederick #218 4202 Alexis Park Dr. Vernon, BC V1T 6H3	1,360	$ 0.70	N/A	NI 45-106 s. 2.9	1,360	1/24/2018	Not a Related Person
Jonathan Poisson-Rioux 128 Rose Park Dr Toronto, ON M4T 1R5	19,782	$ 0.70	N/A	NI 45-106 s. 2.3(j)	19,782	1/24/2018	Not a Related Person
Joseph Annouza 127 James Govan Drive Whitby, ON L1N0H4	1,776	$ 0.70	N/A	NI 45-106 s. 2.9	1,776	1/24/2018	Not a Related Person
Joseph Leger & Cheryl Kedalo-Leger 904 Lino Road Boudreau Ouest, NB E4P6R3	702	$ 0.70	N/A	NI 45-106 s. 2.9	702	1/24/2018	Not a Related Person
Julia Lee 856 Hewetson Avenue Kelowna, BC V1W 5C9	1,732	$ 0.70	N/A	NI 45-106 s. 2.9	1,732	1/24/2018	Not a Related Person
Julia M. Nienaber 1052 Killarney Streeet Penticton, BC V2A 4P7	533	$ 0.70	N/A	NI 45-106 s. 2.9	533	1/24/2018	Not a Related Person
Julien Demers Raymond 12670 Jacques-Labrecque Mirabel, QC J7N0G8	9,525	$ 0.70	N/A	NI 45-106 s. 2.9	9,525	1/24/2018	Not a Related Person
Justin Allin Ph2-1015 Kingsway Vancouver, BC V5V3C7	3,552	$ 0.70	N/A	NI 45-106 s. 2.9	3,552	1/24/2018	Not a Related Person

Justin Morton 1019-9171 Ferndale Road Richmond, BC V6Y 0A5	8,852	$ 0.70	N/A	NI 45-106 s. 2.9	8,852	1/24/2018	Not a Related Person
Stephen W. Moore 18 Wall Road Niagara On The Lake, ON L0S 1J0	12,412	$ 0.70	N/A	NI 45-106 s. 2.3(j)	12,412	1/24/2018	Not a Related Person
Keith Clarke 4 Williams Place Gander, NL A1V 0A7	38,102	$ 0.70	N/A	NI 45-106 s. 2.3(j)	38,102	1/24/2018	Not a Related Person
Keith Clarke 4 Williams Place Gander, NL A1V 0A7	19,886	$ 0.70	N/A	NI 45-106 s. 2.3(j)	19,886	1/24/2018	Not a Related Person
Keith D Living 139 Stratton Rd Se Medicine Hat, AB T1B0G3	5,597	$ 0.70	N/A	NI 45-106 s. 2.9	5,597	1/24/2018	Not a Related Person
Kelly Lance Loudoun 2440 Old Okanagan Hwy L West Kelowna, BC V4T3A3	472	$ 0.70	N/A	NI 45-106 s. 2.9	472	1/24/2018	Not a Related Person
Kelsey Papero #853 710-20 Crowfoot Cres Nw Calgary, AB T3G2P6	70,985	$ 0.70	N/A	NI 45-106 s. 2.9	70,985	1/24/2018	Not a Related Person
Kernby Chu 211 Durham St New Westminster, BC V3L 1X4	17,719	$ 0.70	N/A	NI 45-106 s. 2.9	17,719	1/24/2018	Not a Related Person
Kersi Sarkari 40 Archwood Crescent Toronto, ON M1R 3L9	2,664	$ 0.70	N/A	NI 45-106 s. 2.3(j)	2,664	1/24/2018	Not a Related Person

Kristen Korberg 2535 Wood Avenue L Armstrong, BC V0E 1B0	490	$ 0.70	N/A	NI 45-106 s. 2.9	490	1/24/2018	Not a Related Person
Larry G Hutchings 216-405 Quebec St Victoria, BC V8V 4Z2	3,552	$ 0.70	N/A	NI 45-106 s. 2.9	3,552	1/24/2018	Not a Related Person
Laylie Woods 1819 West 61St Ave. Vancouver, BC V6P 2C5	35,485	$ 0.70	N/A	NI 45-106 s. 2.9	35,485	1/24/2018	Not a Related Person
Lloyd Manchester 950 Stockwell Avenue Kelowna, BC V1Y6W2	7,635	$ 0.70	N/A	NI 45-106 s. 2.9	7,635	1/24/2018	Not a Related Person
Louis Kyron 31 Gabrielle Cresc Whitby, ON L1R 3M6	1,396	$ 0.70	N/A	NI 45-106 s. 2.9	1,396	1/24/2018	Not a Related Person
Lucette Hade 100 Chemin Du Domaine Beaumont, QC G0R1C0	17,756	$ 0.70	N/A	NI 45-106 s. 2.9	17,756	1/24/2018	Not a Related Person
Marc Simpson 36 Airport Blvd. Gander, NL A1V 2T7	28,337	$ 0.70	N/A	NI 45-106 s. 2.3(j)	28,337	1/24/2018	Not a Related Person
Marc Simpson 36 Airport Blvd. Gander, NL A1V 2T7	19,650	$ 0.70	N/A	NI 45-106 s. 2.3(j)	19,650	1/24/2018	Not a Related Person
Mark Naccache 257 Rue Du Domaine Laval, QC H7X 3R9	117,021	$ 0.70	N/A	NI 45-106 s. 2.3(j)	207,021	1/24/2018	Not a Related Person

Martin Gallant 307-2478 Welcher Ave. Port Coquitlam, BC V3C0A6	1,421	$ 0.70	N/A	NI 45-106 s. 2.9	1,421	1/24/2018	Not a Related Person
Martin Hermans 875 Glengarry Cres. Nanaimo, BC V9R6P3	1,928	$ 0.70	N/A	NI 45-106 s. 2.9	1,928	1/24/2018	Not a Related Person
Mary-Clare McLaren 3 Sanctuary Court Fall River, NS B2T 1J6	880	$ 0.70	N/A	NI 45-106 s. 2.9	880	1/24/2018	Not a Related Person
Matthew Nixon 22 Byron Ave Toronto, ON M4J 4Z4	8,861	$ 0.70	N/A	NI 45-106 s. 2.9	8,861	1/24/2018	Not a Related Person
Matthew Phillips 778 Jones St Kelowna, BC V1Y 2S5	658	$ 0.70	N/A	NI 45-106 s. 2.9	658	1/24/2018	Not a Related Person
Melissa Vettoretti 2558 Cornerstone Court West Kelowna, BC V4T 2Y3	13,932	$ 0.70	N/A	NI 45-106 s. 2.9	13,932	1/24/2018	Not a Related Person
Michaël Bordeleau-Tassile 143 Av du Parc Laval, QC H7N 3X1	37,783	$ 0.70	N/A	NI 45-106 s. 2.3(j)	37,783	1/24/2018	Not a Related Person
Michael Hodge 4455 Blenheim Street Vancouver, BC V6L 2Z8	40,000	$ 0.70	N/A	NI 45-106 s. 2.9	70,000	1/24/2018	Not a Related Person
Michael Robertson 17 Solace Ct. Ottawa, ON K1K4T5	124,259	$ 0.70	N/A	NI 45-106 s. 2.9	124,259	1/24/2018	Not a Related Person

Michael Robertson 17 Solace Ct. Ottawa, ON K1K4T5	17,738	$ 0.70	N/A	NI 45-106 s. 2.9	17,738	1/24/2018	Not a Related Person
Mike Hoadley #267 2001 Highway 97 South Westbank, BC V1Z3E3	17,720	$ 0.70	N/A	NI 45-106 s. 2.9	17,720	1/24/2018	Not a Related Person
Mirey Faema 55 East 12Th Ave Vancouver, BC V5T4J4	8,878	$ 0.70	N/A	NI 45-106 s. 2.9	8,878	1/24/2018	Not a Related Person
Nathan Miller #1-8860 Jim Bailey Cres Kelowna, BC V4V 2L7	6,746	$ 0.70	N/A	NI 45-106 s. 2.9	6,746	1/24/2018	Not a Related Person
Nathan Tyler Dick 7204 Dunwaters Drive Kelowna, BC V1Z 3W5	1,244	$ 0.70	N/A	NI 45-106 s. 2.9	1,244	1/24/2018	Not a Related Person
Nicholas Chummun 216 Brighton Rd Kelowna, BC V1X6V4	1,199	$ 0.70	N/A	NI 45-106 s. 2.3	1,199	1/24/2018	Not a Related Person
Owen Yawney 7306 Old Stamp Mill Road Vernon, BC V1H 1N2	800	$ 0.70	N/A	NI 45-106 s. 2.9	800	1/24/2018	Not a Related Person
Patricia M Baun 405-128 West 6Th Ave Vancouver, BC V5Y 1K6	3,535	$ 0.70	N/A	NI 45-106 s. 2.9	3,535	1/24/2018	Not a Related Person
Patrick Booney 3101 - 1500 Hornby Street Vancouver, BC V6Z 2R1	142,000	$ 0.70	N/A	NI 45-106 s. 2.9	142,000	1/24/2018	Not a Related Person

Paul Cousins 6226 Silver Star Road Vernon, BC V1B3P3	4,026	$ 0.70	N/A	NI 45-106 s. 2.9	4,026	1/24/2018	Not a Related Person
Paul M. Dante 2124 5Th Ave East Vancouver, BC V5N 1M6	7,103	$ 0.70	N/A	NI 45-106 s. 2.9	7,103	1/24/2018	Not a Related Person
Paula Woodward 203-511 Yates Road Kelowna, BC V1V2X2	3,279	$ 0.70	N/A	NI 45-106 s. 2.9	3,279	1/24/2018	Not a Related Person
Peter Wray 10975 Wilson Street Mission, BC V4S 1B5	49,292	$ 0.70	N/A	NI 45-106 s. 2.9	59,292	1/24/2018	Not a Related Person
Peterson Property Holdings Inc. 1166 Alberni Street, Suite 1701 Vancouver, BC V6E 3Z3	714,286	$ 0.70	N/A	NI 45-106 s.2.10	714,286	1/24/2018	Not a Related Person
Pierre Tambellini 2302B Mckenzie Road Powell River, BC V8A 0K5	46,661	$ 0.70	N/A	NI 45-106 s. 2.9	46,661	1/24/2018	Not a Related Person
Pius Schachtel Box 157 Macklin, SK S0L 2C0	8,878	$ 0.70	N/A	NI 45-106 s. 2.9(j)	8,878	1/24/2018	Not a Related Person
Ralph Bellefleur 13522 62B Ave Surrey, BC V3X 3R6	19,846	$ 0.70	N/A	NI 45-106 s. 2.3(j)	19,846	1/24/2018	Not a Related Person
Raymond Turner #5 Lawrence Lane Vernon, BC V1H2H4	10,637	$ 0.70	N/A	NI 45-106 s. 2.9	10,637	1/24/2018	Not a Related Person

Ribeiro, Abimael 915 Garthland Place East Victoria, BC V9A 4J4	99,048	$ 0.70	N/A	NI 45-106 s. 2.9	99,048	1/24/2018	Not a Related Person
Richard Deering 217 Brighton Rd Kelowna, BC T6V 6V5	837	$ 0.70	N/A	NI 45-106 s. 2.9	837	1/24/2018	Not a Related Person
Richard Tyler Weins 6768 Dixon Dam Rd Vernon, BC V1B 3J9	1,048	$ 0.70	N/A	NI 45-106 s. 2.9	1,048	1/24/2018	Not a Related Person
Richie Smallwood 19866 - 70Th Ave Langley, BC V2Y3A8	44,371	$ 0.70	N/A	NI 45-106 s. 2.9	44,371	1/24/2018	Not a Related Person
Robby Roy 371027 Range Rd 5-0 Stauffer, AB T0M1W0	13,809	$ 0.70	N/A	NI 45-106 s. 2.9	13,809	1/24/2018	Not a Related Person
Robert A. Rozankoski 750 Seaford Road Kelowna, BC V1X5L4	649	$ 0.70	N/A	NI 45-106 s. 2.9	649	1/24/2018	Not a Related Person
Robert Monteith 10182 Chase Road Lake Country, BC V4V 1P3	516	$ 0.70	N/A	NI 45-106 s. 2.9	516	1/24/2018	Not a Related Person
Robin Jeffrey L Learmont #214 585 South Dogwood Street Campbell River, BC V9W 6T6	1,226	$ 0.70	N/A	NI 45-106 s. 2.9	1,226	1/24/2018	Not a Related Person
Robin Saldanha 563 Yates Road Kelowna, BC V1V 2V3	2,113	$ 0.70	N/A	NI 45-106 s. 2.9	2,113	1/24/2018	Not a Related Person

Roger Leschuk #305-170 West 4th Street North Vancouver, BC V7M 1H5	39,257	$ 0.70	N/A	NI 45-106 s. 2.9	39,257	1/24/2018	Not a Related Person
Ron Gilchrist 108 222 West 4th Street North Vancouver, BC V7M 1H7	19,620	$ 0.70	N/A	NI 45-106 s. 2.9	39,620	1/24/2018	Not a Related Person
Ronald Smallwood 4325 - 192Nd Street Surrey, BC V3Z0 L6	88,749	$ 0.70	N/A	NI 45-106 s. 2.9	88,749	1/24/2018	Not a Related Person
Ronald Smallwood 4325 - 192Nd Street Surrey, BC V3Z0L6	124,259	$ 0.70	N/A	NI 45-106 s. 2.9	124,259	1/24/2018	Not a Related Person
Rosemarie C Papp 11930 Burnett St Maple Ridge, BC V2X6P5	1,776	$ 0.70	N/A	NI 45-106 s. 2.9	1,776	1/24/2018	Not a Related Person
Russell Gosse 30 Forester St. Gander, NL A1V 2T2	19,686	$ 0.70	N/A	NI 45-106 s. 2.3(k)	19,686	1/24/2018	Not a Related Person
Ryan Zacharias 12 Stony Creek Point Stony Plain, AB T7Z2Z8	1,741	$ 0.70	N/A	NI 45-106 s. 2.9	1,741	1/24/2018	Not a Related Person
Sameerah Mohammed 12480 72Nd Ave Surrey, BC V3W 2M6	694	$ 0.70	N/A	NI 45-106 s. 2.9	694	1/24/2018	Not a Related Person
Sameh Ghobrial 280 Ruhl Drive Milton, ON L9T8J7	140,763	$ 0.70	N/A	NI 45-106 s. 2.3(j)	140,763	1/24/2018	Not a Related Person

Shaun Ledding Suite 3306, 1128 Aberni St. Vancouver, BC V6E 4R6	28,337	$ 0.70	N/A	NI 45-106 s. 2.3(k)	28,337	1/24/2018	Not a Related Person
Shayne Stanley 4664-192Nd Street Surrey, BC V3Z 1B1	2,783	$ 0.70	N/A	NI 45-106 s. 2.9	2,783	1/24/2018	Not a Related Person
Shirley M. Gamble 190 Barber Rd Kelowna, BC V1X 3V4	534	$ 0.70	N/A	NI 45-106 s. 2.9	534	1/24/2018	Not a Related Person
Shirley Roach 11211 Kendale Way Delta, BC 4VC3P7	35,493	$ 0.70	N/A	NI 45-106 s. 2.9	35,493	1/24/2018	Not a Related Person
Shirley Roach 11211 Kendaleway North Delta, BC 4VC3P7	19,513	$ 0.70	N/A	NI 45-106 s. 2.9	19,513	1/24/2018	Not a Related Person
Spiro Sertsis 23 Dodge Drive Brooklin, ON L1M1J5	2,149	$ 0.70	N/A	NI 45-106 s. 2.9	2,149	1/24/2018	Not a Related Person
Stacey Meadahl 2449 Hwy 6 Lumby, BC V0E 2G1	650	$ 0.70	N/A	NI 45-106 s. 2.9	650	1/24/2018	Not a Related Person
Stephen Fleiszer 262 Rambler Court Oakville, ON L6H3A6	1,759	$ 0.70	N/A	NI 45-106 s. 2.9	1,759	1/24/2018	Not a Related Person
Steve Elms 35 Melvill Place Gander, NL A1V 0C3	14,156	$ 0.70	N/A	NI 45-106 s. 2.9	14,156	1/24/2018	Not a Related Person

Steve Elms 35 Melvill Place Gander, NL A1V 0C3	14,765	$ 0.70	N/A	NI 45-106 s. 2.3(j)	14,765	1/24/2018	Not a Related Person
Steve Shallhorn 76 Pape Ave Toronto, ON M4M 2V6	6,934	$ 0.70	N/A	NI 45-106 s. 2.3(j)	6,934	1/24/2018	Not a Related Person
Tallack, Robert 720 King Street West, Unit 334 Toronto, ON M5V 2S5	44,388	$ 0.70	N/A	NI 45-106 s. 2.3(k)	44,388	1/24/2018	Not a Related Person
Tanner Cumming 8731 Transcanada Hwy Ne Salmon Arm, BC V0E 1K0	17,739	$ 0.70	N/A	NI 45-106 s. 2.9	17,739	1/24/2018	Not a Related Person
Tenzin Khangsar 1619 Dempsey Road North Vancouver, BC V7K 1T2	150,000	$ 0.70	N/A	NI 45-106 s. 2.9	210,000	1/24/2018	Not a Related Person
Terri Anne Welyki 902-1188 West Pender Street Vancouver, BC V6E 0A2	30,149	$ 0.70	N/A	NI 45-106 s. 2.9	30,149	1/24/2018	Not a Related Person
Terri Perepolkin 13706 Watson Drive Coldstream, BC V1B 1X7	7,076	$ 0.70	N/A	NI 45-106 s. 2.9	7,076	1/24/2018	Not a Related Person
Timothy Lang #18 - 7501 Cumberland St J Burnaby, BC V3N4Y6	19,868	$ 0.70	N/A	NI 45-106 s. 2.9	19,868	1/24/2018	Not a Related Person
Tom Manh Nguyen 54 Gaydon Avenue Toronto, ON M9M1G7	17,721	$ 0.70	N/A	NI 45-106 s. 2.9	17,721	1/24/2018	Not a Related Person

Trevor Macrae 601 - 1238 Richards Street Vancouver, BC V6B 6M6	2,114	$ 0.70	N/A	NI 45-106 s. 2.9	2,114	1/24/2018	Not a Related Person
Trevor Perepolkin 13706 Watson Drive Coldstream, BC V1B 1X7	9,739	$ 0.70	N/A	NI 45-106 s. 2.9	9,739	1/24/2018	Not a Related Person
Trio Mulli 167 River Heights Green Cochrane, AB T4C 0Y4	3,562	$ 0.70	N/A	NI 45-106 s. 2.9	3,562	1/24/2018	Not a Related Person
Varshney Capital Corp. 1055 West Georgia Street, Suite 2050 Vancouver, BC V6E 3P3	70,000	$ 0.70	N/A	NI 45-106 s. 2.3(t)	70,000	1/24/2018	Not a Related Person
Verna Chernoff #109 - 489 Hwy 33, West Kelowna, BC V1X 1Y2	3,179	$ 0.70	N/A	NI 45-106 s. 2.9	3,179	1/24/2018	Not a Related Person
Vicki l Toebosch 273 West Windsor Road North Vancouver, BC V7N2N2	596	$ 0.70	N/A	NI 45-106 s. 2.9	596	1/24/2018	Not a Related Person
Victor Iwanow 11523 Bonson Road Pitt Meadows, BC V3Y1P7	49,524	$ 0.70	N/A	NI 45-106 s. 2.9	49,524	1/24/2018	Not a Related Person
Viet Ha 3230 Matisse #201 Laval, QC H7E0C4	649	$ 0.70	N/A	NI 45-106 s. 2.3(j)	649	1/24/2018	Not a Related Person
W Daniel Toback Box 1663, 8 Ernie Webb Bay Stonewall, MB R0C 2Z0	489	$ 0.70	N/A	NI 45-106 s. 2.9	489	1/24/2018	Not a Related Person

Wanda Manchester 950 Stockwell Avenue Kelowna, BC V1Y6W2	5,327	$ 0.70	N/A	NI 45-106 s. 2.9	5,327	1/24/2018	Not a Related Person
Warren Attwell 9246 Mainwaring Rd North Saanich, BC V8L 1K1	99,048	$ 0.70	N/A	NI 45-106 s. 2.3(j)	99,048	1/24/2018	Not a Related Person
Wendy Omnest 2 Renaissance Square, Suite 401 New Westminster, BC V3M 6K3	1,758	$ 0.70	N/A	NI 45-106 s. 2.3(l)	1,758	1/24/2018	Not a Related Person
William Birige 1675 Yale Street Victoria, BC V8R 5N5	99,048	$ 0.70	N/A	NI 45-106 s. 2.3(k)	99,048	1/24/2018	Not a Related Person
Zeid Mohamedali 1251 Pintail Drive Qualicum Beach, BC V9K 1C7	200,000	$ 0.70	N/A	NI 45-106 s. 2.3(l)	200,000	1/24/2018	Not a Related Person

(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.

[1]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.

1. Total amount of funds to be raised: $4,000,000 - $4,051,654.60 in this Canadian concurrent offering with offering outside of Canada under Regulation A .

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 estimated use of the net proceeds of this offering is as follows:

USE OF PROCEEDS	25% of Offering Raised	50% of Offering Raised	75% of Offering Raised	100% of Offering Raised
Offering Expenses				
Marketing and Other Expenses (1)	$ 25,000	$ 31,250	$ 37,500	$ 43,750
Commissions, Agency Fee, and Underwriter Costs (2)	$ 377,885	$ 673,510	$ 969,135	$ 1,264,760
Legal and Accounting	$ 60,000	$ 60,000	$ 60,000	$ 60,000
TL Pet Business				
Increase marketing, advertising and consumer acquisition (3)	$ 200,000	$ 200,000	$ 400,000	$ 600,000
European production run	$ 40,000	$ 40,000	$ 60,000	$ 300,000
Further develop True Leaf Pet Europe sales and distribution	$ 50,000	$ 50,000	$ 150,000	$ 300,000
Perform analysis of future markets in the Asia and Pacific regions	$ 0	$ 0	$ 20,000	$ 30,000
Perform feasibility study on direct-to-consumer hemp-based pet products	$ 0	$ 0	$ 75,000	$ 75,000
Increase North American production & distribution	$ 25,000	$ 25,000	$ 200,000	$ 500,000
Launch TL Pet branded product based on the OregaPet® formulations	$ 100,000	$ 100,000	$ 100,000	$ 100,000
Research and Development (TL Pet)				
New Product Development	$ 20,000	$ 40,000	$ 330,000	$ 530,000
Formulation Development	$ 0	$ 0	$ 60,000	$ 60,000
Contract Research	$ 0	$ 0	$ 125,000	$ 125,000
TL Medicine Business				
Land Purchase (4)	$ 1,679,375	$ 3,300,000	$ 3,300,000	$ 3,300,000
Design	$ 10,000	$ 10,000	$ 50,000	$ 45,000
Build	$ 0	$ 2,308,750	$ 3,100,000	$ 3,100,000
General Business Development	$ 0	$ 0	$ 550,000	$ 2,887,500
Legal	$ 10,000	$ 10,000	$ 150,000	$ 150,000
Research and Development (TL Medicine)				
Pilot Trials	$ 0	$ 0	$ 10,000	$ 75,000

USE OF PROCEEDS	25% of Offering Raised	50% of Offering Raised	75% of Offering Raised	100% of Offering Raised
New Product Development	$ 0	$ 0	$ 150,000	$ 150,000
General				
Government Permits	$ 0	$ 0	$ 50,0000	$ 50,000
Sales and Marketing (5)	$ 10,000	$ 10,000	$ 50,000	$ 50,000
Office Employees and Other Consultants (6)	$ 100,000	$ 100,000	$ 100,000	$ 100,000
Legal and Accounting	$ 10,000	$ 10,000	$ 10,000	$ 10,000
Leases	$ 30,000	$ 30,000	$ 30,000	$ 30,000
Working Capital	$ 500,000	$ 40,000	$ 100,000	$ 175,000
Contingency Capital (6)	$ 377,740	$ 211,490	$ 188,365	$ 388,990
Total	$ 3,625,000	$ 7,250,000	$ 10,875,000	$ 14,500,000

Notes:

(1) These amounts are the offering expenses we expect to pay from funds in this offering. Marketing and other expenses include: (a) blue sky compliance and filing fees, and (b) fees to WhoYouKnow LLC and FlashFunders. We have engaged WhoYouKnow LLC (d/b/a CrowdfundX, to assist us with marketing for a flat fee of US$260,000 (approximately C$335,504). We have engaged FlashFunders, Inc. as the technology platform in connection with the offering and have agreed to pay a listing fee of US$10,000 (approximately C$12,904) plus a technology fee equal to 0.25% of the gross offering proceeds. We have paid $361,736 of these expenses through other funds available to us. All amounts are estimates only by management.

(2) We have engaged Boustead Securities, LLC, as the underwriter (the "**Underwriter**") to offer the shares to prospective investors in the United States on a best efforts basis, and our Underwriter will have the right to engage such other broker-dealers or agents as it determines to assist in such offering. We have agreed to pay the Underwriter selling commissions of eight percent (8.0%) of the gross offering proceeds; provided, however, the selling commission shall be reduced to zero percent (0%) with respect to that amount of gross offering proceeds received from investors who have a pre-existing relationship with us. We have also agreed to issue warrants to the Underwriter on the closing of this offering, which warrants shall be exercisable at any time, and from time to time, in whole or in part, during the three-year period from issuance, representing 6% of the securities issued in this offering (the "**underwriters' warrants**"). The underwriters' warrants are exercisable at an exercise price equal to 150% of the public offering price. In addition, the Underwriter will receive an advisory fee of US $25,000 (C$ and be reimbursed for expenses incurred in connection with this offering. Expenses are not to exceed 0.5% of the aggregate dollar amount of the securities issued in the offering. We have estimated reimbursement expense of $50,000. See "**Plan of Distribution**."

(3) These funds will be used for sales and marketing services from outside professional firms, independent consultants, and our employees to market and promote the company and all of its business segments. Our chief executive officer will lead this campaign and may be paid compensation for his service, expertise, and leadership.

(4) We intend to purchase the Lumby Property if we are successful in raising the necessary capital through this offering or other capital or debt raising efforts. We have an option to purchase the Lumby Property for cash consideration of $3,300,000.

(5) A portion of the funds allocated to "**Office Employees and Other Consultants**" will be used for officers' salaries.

(6) Contingency capital may be used to advance our medical marijuana business or other business purposes.

The forgoing information is an estimate based on our current business plan. We may find it necessary or advisable to re-allocate portions of the net

proceeds reserved for one category to another, and we will have broad discretion in doing so. Pending these uses, we intend to invest the net proceeds of this offering in short-term, interest-bearing securities. We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

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 and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. Not Applicable.

5. Description of securities to be issued:

   (a) Class Common Shares .

   (b) Number 5,788,078 in this tranche .

   (c) Price per security $0.70 .

   (d) Voting rights Yes.

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

   (a) Number Not Applicable .

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Not Applicable .

   (c) Exercise price Not Applicable .

   (d) Expiry date Not Applicable .

7. 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 .

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): 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, 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 No person receiving compensation in connection with the placement is a Related Person of the Issuer.

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.

The placement will not result in a change of control .

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. Yes .

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: Not Applicable .

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: Not Applicable

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: Not Applicable .

   (b) Cash: Not Applicable .

   (c) Securities (including options, warrants etc.) and dollar value: Not Applicable .

   (d) Other: Not Applicable .

   (e) Expiry date of options, warrants, etc. if any: Not Applicable .

   (f) Exercise price of options, warrants, etc. if any: Not Applicable .

   (g) Work commitments: Not Applicable .

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: Not Applicable .

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						

(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: Not Applicable _____ .

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): Not Applicable _____.

   (b) Cash Not Applicable _____ .

   (c) Securities Not Applicable _____ .

   (d) Other Not Applicable _____ .

   (e) Expiry date of any options, warrants etc. Not Applicable _____

   (f) Exercise price of any options, warrants etc. Not Applicable _____ .

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.

   Not Applicable _____

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. 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.

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 January 31, 2018.

Darcy Bomford
Name of Director or Senior Officer

"Darcy Bomford"
Signature

Chief Executive Officer
Official Capacity