

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):

Australis Capital Inc. (the "Issuer").	AUSA
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Date: September 8, 2020 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: **170,767,159**

Pricing

Date of news release announcing proposed issuance: September 3, 2020

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: \$0.14 or

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: 5,804,896 Common Shares

Number of securities to be returned to treasury: N/A

Issued and outstanding securities following issuance: **176,572,055**

Part 1. Private Placement – N/A

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
N/A			
Total number of purchasers:	N/A		
Total dollar value of distribution in all jurisdictions:			N/A

Table 1B – Related Persons

Full Name & Municipal ity 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⁾	Description relationship to Issuer (2)
N/A							

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: N/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. N/A .
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 of the debt agreement(s) or and the agreement to exchange the debt for securities. N/A
5. Description of securities to be issued: N/A
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .

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6. Provide the following information if warrants, (options) or other convertible securities are to be issued: N/A
- (a) Number _____ .
- (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____ .
_____ .
- (c) Exercise price _____ .
- (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued: N/A
- (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.): N/A
- (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): _____ .
- (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, 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

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

N/A

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

N/A

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 Resale of Securities.

Part 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 entered into a full and final settlement with Passport Technology Inc. ("Passport") and the Issuer's former CEO, Scott Dowty.

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:

On September 3, 2020, the Issuer entered into the following connected transactions:

- (a) The Issuer entered into a termination and settlement agreement (the "Settlement Agreement") with Passport, Wyvern Capital Inc., Kurt Sullivan and Dean Kajioka (collectively, the "Vendors") in respect of the share purchase agreement (the "Share Purchase Agreement") dated June 25, 2020 among Australis, Passport and the Vendors, pursuant to which Australis would have acquired Passport. Under the terms of the Settlement Agreement all obligations and entitlements of the parties including all claims of any kind relating to the Share Purchase Agreement or its termination are fully and finally settled. No cash payments, including any break fees, will be payable as a result of the termination of the proposed acquisition.
- (b) The Issuer entered into an agreement an agreement (the "Severance Agreement") with Scott Dowty pursuant to which he has resigned from the Board of Directors and has departed from his position as Executive Chairman of the Issuer. Mr. Dowty has agreed to ,among other things, release the Issuer from all claims that Mr. Dowty had, has or may have against the Issuer, forgo all cash severance and to surrender his unvested stock options. Mr. Dowty will retain his 1,554,896 previously awarded restricted share units which will be deemed fully vested and settled through the issuance of 1,554,896 common shares of the Issuer ("Common Shares") and the Issuer will also issue to Mr. Dowty 4,250,000 Common Shares. Australis also agreed to provide medical insurance coverage for Mr. Dowty and his family until the first anniversary of the date of the Severance Agreement (if this is not permitted the Issuer will make a one-time payment to Mr. Dowty in the amount of U.S.\$25,000).
- (c) In connection with the Settlement Agreement, the Issuer entered into an Asset Purchase Agreement (the "Asset Purchase Agreement") with Passport. Pursuant to the Asset Purchase Agreement, Passport will acquire the assets, properties, business and operations relating to Paytron LLC that Australis previously purchased pursuant to an asset purchase agreement dated April 1, 2020.

- (d) In connection with the Settlement Agreement, the Issuer entered into a second amendment (the "Second Amendment") to a License, Development and Services Agreement dated October 29, 2019 with Passport. Pursuant to the Second Amendment, Australis will retain all maintenance fees generated by the self-service kiosks, these fees will remain solely within its subsidiary Cocoon Technology LLC, and in exchange the Issuer agreed to transfer and assign all rights, title and interest to fifteen self-service kiosks to Passport.
- (e) In connection with the Severance Agreement, the Issuer and Scott Dowty entered into a Voting Support Agreement pursuant to which Mr. Dowty agreed to vote his Common Shares at the Company's annual general meeting of shareholders in accordance with management's recommendations as set forth in the information circular in respect of each item of business as set forth therein.
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: N/A (see below)
 - (b) Cash: N/A .
 - (c) Securities (including options, warrants etc.) and dollar value: 5,804,896 Common Shares (valued at \$812,685 based on the closing price of the Common Shares on September 2, 2020), inclusive of 1,554,896 Common Shares issued upon settlement of previously issued restricted stock units.
 - (d) Other: The Issuer will provide medical insurance coverage for Mr. Dowty and his family until the first anniversary of the date of the Agreement (if this is not permitted the Company will make a one-time payment to Mr. Dowty in the amount of U.S.\$25,000).
 - (e) Expiry date of options, warrants, etc. if any: N/A .
 - (f) Exercise price of options, warrants, etc. if any: N/A .
 - (g) Work commitments: N/A .
3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The Settlement Agreement and Severance Agreement were negotiated on behalf of the Issuer by an independent special committee of the Board consisting of Harry Demott and Roger Swainson. Mr. Dowty did not participate in the Board of Director's approval process for the Agreement and abstained from voting on the Agreement.

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4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A

5. 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⁾
Scott Dowty	5,804,896 Common Shares ⁽¹⁾	\$0.14	N/A	Section 2.24 of NI 45-106	3,332,374	Executive Chairman and Director
Total:	5,804,896 Common Shares					

(1) Inclusive of 1,554,896 Common Shares issued upon settlement of previously issued restricted stock units.

Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A

6. 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.): N/A

(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. _____

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

7. 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

8. 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. N/A

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 September 8, 2020.

Cleve Tzung
Name of Director or Senior
Officer

/s/ Cleve Tzung
Signature

CEO
Official Capacity

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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.