

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES**

**(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

Ayurcann Holdings Corp. (the "Issuer").	AYUR
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Date: April 6, 2021 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: 15,862,436

#### **Pricing**

Date of news release announcing proposed issuance: March 26, 2021 or

Date of confidential request for price protection: \_\_\_\_\_

Closing Market Price on Day Preceding the news release: N/A or

Day preceding request for price protection: N/A

#### **Closing**

Number of securities to be issued: 85,111,397

Issued and outstanding securities following issuance: 100,973,833

#### **Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. 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 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL placees.

**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
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

**Table 1B – Related Persons**

Full Name & Municipality 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)	Describe relationship to Issuer (2)

<sup>1</sup>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: \_\_\_\_\_.
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. \_\_\_\_\_.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: \_\_\_\_\_.

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.

5. Description of securities to be issued:

(a) Class \_\_\_\_\_ .

(b) Number \_\_\_\_\_ .

(c) Price per security \_\_\_\_\_ .

(d) Voting rights \_\_\_\_\_ .

6. 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 \_\_\_\_\_ .

7. Provide the following information if debt securities are to be issued:

(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, 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 \_\_\_\_\_ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). \_\_\_\_\_ .
11. State whether the private placement will 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. \_\_\_\_\_ .
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: On March 26, 2021, the Issuer completed an acquisition of Ayurcann Inc. (the “Target”), an arm’s length, private corporation incorporated federally under the *Canada Business Corporations Act*. The transaction was completed pursuant to the terms of the business combination agreement dated November 24, 2020 (the “**Business Combination Agreement**”) by way of a three-cornered amalgamation under the *Business Corporations Act* (Ontario) (the “**Amalgamation**”) completed by the Issuer, 12487772 Canada Inc., a wholly owned subsidiary of the Issuer, incorporated for the purpose of completing the Amalgamation (“**124 Canada**”) and the Target. Pursuant to the terms of the Business Combination Agreement: (i) the Target and 124 Canada amalgamated to combine their corporate existence, with the entity resulting from the amalgamation continuing as a wholly-owned subsidiary of the Issuer under the name “Ayurcann Inc.”, (ii) the Issuer consolidated the issued and outstanding common shares on the basis of one (1) post-consolidation share for every two (2) pre-consolidation shares (the “**Consolidation**”), (iii) the Issuer acquired all the issued and outstanding shares of the Target (the “**Target Shares**”) on the basis of 1.4695 post-Consolidation shares for each one (1) Target Share outstanding immediately prior to the Transaction and (iv) the Issuer changed its name from “Canada Coal Inc.” to “Ayurcann Holdings Corp.”.
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: Please see Part 2, Item 1, above.
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: \$16,096,778.07.
  - (b) Cash: N/A.
  - (c) Securities (including options, warrants etc.) and dollar value: 85,111,397 Common Shares, 14,419,461 Warrants and 783,733 Options.
  - (d) Other: N/A

- (e) Expiry date of options, warrants, etc. if any: 7,071,961 Warrants expiring on May 31, 2022, 1,469,500 Warrants expiring on June 10, 2022, and 5,878,000 Warrants expiring on August 13, 2022.

183,687 Options expiring on September 5, 2022, 489,834 Options expiring on September 16, 2023 and 110,212 Options expiring on November 24, 2023.

- (f) Exercise price of options, warrants, etc. if any: 14,419,461 Warrants at \$0.1361. 673,521 Options at \$0.1021 and 110,212 Warrants at \$0.953

- (g) Work commitments: N/A

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).

Arm's length negotiation

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

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:

**Common Shares**

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 <sup>(1)</sup>
Igal Sudman	13,133,655	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Related Person
Roman Buzaker	12,858,124	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Related Person
Weed Me Inc.	14,930,120	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Related Person
Tetra Oils Inc.	2,724,698	0.189126	N/A	S. 2.11 of NI 45-106	1,000,000 Common Shares <sup>(2)</sup>	Arm's length
2388765 Ontario Inc.	10,286,500	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Related Person
IIPac Inc.	10,286,500	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Related Person
Aaron Buzaker	734,750	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Ariel Cohen	122,459	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Arthur Gelbaum	117,560	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length

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Asaf Halperin	73,475	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Avi Hitelman	14,695	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Avraham Oleg Unger	44,085	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Barry Applebaum	244,917	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Daniel Javitz	88,170	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Eli Javitz	73,475	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Eric Sudman	198,382	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Related Person
Gil Jacob	213,077	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Linda Jacob	22,042	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Noah Sudman	198,382	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Related Person
Ruslan Abramov	73,475	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Sergay Liakhovetsl	1,498,890	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Yevgeni Tsinguaz	1,469,500	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
9320288 Canada Inc.	440,850	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Joseph Fida	293,900	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
HeldStrong Inc.	3,673,750	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
AABAA Holdings Inc.	3,673,750	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Sarah Seale	146,950	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Elizabeth Naumovski	146,950	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Arthur Bazarsky	95,517	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
David Rubin	9,797	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Eliahu Gelbaum	48,493	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Keren Gelbaum	48,493	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Lucy Comisso	88,170	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Yuval Rubin	97,965	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length

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Eva Boctor	1,102,125	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Andrew Matar	918,437	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Michael Matar	1,836,875	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Naji Mejalli	918,437	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Bojan Zlonoga	459,218	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Michael David	183,687	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Andrew Shalaby	91,843	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Amir Bagheri	183,687	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Michael Mak	91,843	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Peter Awad	459,218	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Adam Szwares	459,218	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Olga Nikitovic	116,325	0.189126	N/A	S. 2.11 of NI 45-106	1,000,000 Common Shares <sup>(3)</sup>	Arm's length
Aird & Berlis LLP	39,656	0.189126	N/A	S. 2.11 of NI 45-106	Nil	Arm's length
Edward Richard Klue	39,656	0.189126	N/A	S. 2.11 of NI 45-106	200,000 Common Shares <sup>(4)</sup>	Arm's length
Ian Smith	39,656	0.189126	N/A	S. 2.11 of NI 45-106	<sup>(5)</sup>	Arm's length
<b>TOTAL</b>	<b>85,111,397</b>					

Notes:

1. Indicate if Related Person.
2. Tetra Oils Inc. also owns, controls or directs 150,000 stock options
3. Olga Nikitovic also owns, controls or directs 150,000 stock options.
4. Edward Richard also Klue owns, controls or directs 100,000 stock options.
5. Ian Smith also owns, controls or directs 100,000 stock options.

#### **Warrants**

<b>Name of Party (If not an individual, name all insiders of the Party)</b>	<b>Number and Type of Securities to be Issued</b>	<b>Dollar value per Security (CDN\$)</b>	<b>Conversion price (if applicable)</b>	<b>Prospectus Exemption</b>	<b>Total Securities, Previously Owned, Controlled or Directed by Party</b>	<b>Describe relationship to Issuer<sup>(1)</sup></b>
Heldstrong Inc.	2,939,000	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Weed Me Inc.	1,469,500	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Related Person
AABAA Holdings Inc.	2,939,000	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length



Eva Boctor	1,102,125	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Andrew Matar	918,437	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Michael Matar	1,836,875	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Naji Mejalli	918,436	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Bojan Zlonoga	459,218	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Michael David Awadalla-Shalaby	183,687	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Andrew Shalaby	91,843	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Amir Bagheri	183,687	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Michael Mak	91,843	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Peter Awad	459,218	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Adam Szwares	459,218	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Arm's length
Eric Sudman	183,687	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Related Person
Noah Sudman	183,687	N/A	0.1361	S. 2.11 of NI 45-106	Nil	Related Person
<b>TOTAL</b>	<b>14,419,461</b>					

Note

1. Indicate if Related Person.

#### Options

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 <sup>(1)</sup>
Maor Shayit	146,950	N/A	\$0.1021	S. 2.11 of NI 45-106	Nil	Related Person
Jennie Tabujara	36,737	N/A	\$0.1021	S. 2.11 of NI 45-106	Nil	Arm's length
Victoria Cosico	489,834	N/A	\$0.1021	S. 2.11 of NI 45-106	Nil	Arm's length
Sherpa Partners Inc.	110,212	N/A	\$0.0953	S. 2.11 of NI 45-106	Nil	Arm's length
<b>TOTAL</b>	<b>783,733</b>					

Note

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: Due diligence undertaken by the Issuer.

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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, and 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 \_\_\_\_\_ .
  - (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 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. 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 April 6, 2021

Igal Sudman  
Name of Director or Senior  
Officer

"Igal Sudman"  
Signature

Chief Executive Officer  
Official Capacity

## **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:

- 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.