

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of Listed Issuer: Big Wind Capital Inc. (the "Issuer").

Trading Symbol: BWC

Date: July 31, 2017

Is this an updating or amending Notice:           Yes           No

If yes provide date(s) of prior Notices: July 17, 2017 & July 12, 2017

Issued and Outstanding Securities of Issuer Prior to Issuance: 30,439,727 common shares and 3,800,000 common share purchase warrants.

Date of News Release in relation to the issuance: July 4, 2017 and July 17, 2017

Date of Price Reservation in relation to the issuance: N/A

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.155 on June 30, 2017 and \$0.40 on July 17, 2017.

**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	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
To be determined	Minimum 6,666,666 and maximum 13,333,333 common shares	\$0.15 per common share	N/A	To be determined  (cash private placement)	To be determined	To be determined	To be determined
To be determined	maximum 1,250,000 common shares	\$0.40 per common share	N/A	To be determined  (cash private placement)	To be determined	To be determined	To be determined

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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.

1. Total amount of funds to be raised: Minimum \$1,000,000 and maximum \$2,000,000 in cash Private Placement at a price of \$0.15 per common share; and a maximum of \$500,000 in cash Private Placement at \$0.40 per common share.

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 net proceeds from the Private Placement will be used to fund a USD\$660,000 cash payment to Hill Top Security, Inc. ("Hill Top") pursuant to the Transaction (see Part 2 below), with the balance to be used for the development of the business of Hill Top after the completion of the Transaction.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A at this date.

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. N/A

5. Description of securities to be issued:

(a) Class: common shares.

(b) Number: Minimum 6,666,666 and maximum 13,333,333 (\$0.15); and a maximum of 1,250,000 (\$0.40).

(c) Price per security: \$0.15 per common share; and \$0.40 per common share.

(d) Voting rights: One vote per common share.

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.): Unknown at this time.
- (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)
  - (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
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. Unknown at this time.
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 at this time.
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

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 issued a news release dated July 4, 2017 announcing a letter of intent with Hill Top, to acquire, subject to certain conditions, up to 49% of the outstanding securities of Hill Top and its assets (other than the government purposed assets which will remain in Hill Top), including, but not limited to, a unique, military grade, cybersecurity platform for small-to-medium-sized businesses comprising blockchain event validation, cyber tagging, incident response and rapid restoration (the "Transaction"). The Issuer is conducting due diligence on Hill Top, with a view to negotiating the terms of a definitive agreement in order to complete the Transaction. In connection with the proposed Transaction, the Issuer intends to complete the Private Placement as set forth in this Form 9. See the Issuer's July 4, 2017 news release for further details regarding the proposed Transaction and the business of Hill Top.

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: See number 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: aggregate of US\$2,160,000 cash and such number of common shares of the Issuer equal to 45% (post-issuance) of the issued and outstanding common shares of the Issuer. See the Issuer's July 4, 2017 news release for further details.
  - (b) Cash: US\$660,000 for an initial 25% interest in Hill Top and US\$1,500,000 for an additional 24% interest in Hill Top.
  - (c) Securities (including options, warrants etc.) and dollar value: such number of common shares of the Issuer equal to 45% (post-issuance) of the issued and outstanding common shares of the Issuer.
  - (d) Other Expiry date of options, warrants, etc. if any: N/A

(e) Exercise price of options, warrants, etc. if any: N/A

(f) 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:

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 <sup>(1)</sup>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

(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: Ongoing due diligence.

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.): Unknown at this time.

(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)

(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 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 July 31, 2017.

Dev Randhawa  
Name of Director or Senior Officer

/s/ "Dev Randhawa"  
Signature

Director  
Official Capacity