

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Chemistree Technology Inc. (the "Issuer").

Trading Symbol: CHM

Date: March 29, 2019

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: February 5, 2019 and March 25, 2019.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 34,233,589 Common Shares and 14,918,596 Warrants, as at March 28, 2019.

Date of News Release Announcing Proposed Prospectus Offering: February 5, 2019 (or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class: Debenture units (the "Debenture Units") consisting of one 10% unsecured convertible debenture of the Issuer in the principal amount of \$1,000 (each, a "Debenture") with interest payable semi-annually in arrears on June 30 and December 31 of each year, commencing June 30, 2019 (each, an "Interest Payment Date") and maturing March 29, 2022 (the "Maturity Date"), and 2,000 common share purchase warrants of the Issuer (each, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share (each, a "Warrant Share") until March 29, 2022 an exercise price of \$0.70 per Warrant Share. Please refer to the "Description of the Securities being Distributed" heading in the Issuer's final short-form prospectus (the "Prospectus"), for full details.
- (b) Number: 9,430 Debenture Units.
- (c) Price per security: \$1,000 per Debenture Unit.
- (d) Voting rights: One vote per Common Share.

2. Provide details of the net proceeds to the Issuer as follows:
- (a) Per security: \$1,000 per Debenture Unit. .
 - (b) Aggregate proceeds: \$9,430,000. .
3. Provide description of any Warrants (or options) including:
- (a) Number: 18,860,000 Warrants. .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): Each Warrant shall be exercisable into one Common Share. .
 - (c) Exercise price: \$0.70. .
 - (d) Expiry date: March 29, 2022. .
 - (e) Other significant terms: N/A. .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: \$9,430,000. .
 - (b) Maturity date: March 29, 2022. .
 - (d) Conversion terms: Each Debenture is convertible at the option of the holder of the Debenture (each, a “Debentureholder”) into Common Shares (the “Debenture Shares”) at any time prior to the earlier of: (i) the last business day immediately preceding the Maturity Date; and (ii) the business day immediately preceding the date specified for redemption of the Debentures upon a change of control, at a conversion price of \$0.50 per Debenture Share (the “Conversion Price”), subject to adjustment in certain events. Upon conversion, Debentureholders will receive accrued and unpaid interest thereon for the period from and including the date of the latest Interest Payment Date to, and including, the date of conversion. Please refer to the “Description of the Securities being Distributed” heading in the Prospectus, for full details. .
 - (e) Default provisions: Please refer to the “Description of the Securities being Distributed” heading in the Prospectus, for full details. .

5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 34,233,589 Common Shares and 14,918,596 Warrants, as at March 28, 2019.
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6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.):
- N/A.
7. Provide details of the use of the proceeds: The Issuer intends to use the net proceeds of the Offering to (i) finance its Washington facilities expansion; (ii) expand its California brands; (iii) complete Phase 1 of its DHS Land development; (iv) fund Phase 2 of its DHS Land development; and (v) working capital and general corporate purposes, general corporate purposes. Please refer to the “Use of Proceeds” heading in the Prospectus, for full details.
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8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A.
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9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: The Issuer has concurrently with the closing of the Offering close a private placement of 1,400 Debenture Units for aggregate gross proceeds of \$1,400,000.
10. 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 offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable): Canaccord Genuity Corp. (the “Agent”) acting as sole book-runner.
- (b) Cash: \$660,100. Please refer to the “Plan of Distribution” heading in Prospectus, for full details.
- (c) Securities: The Issuer has issued to the Agent 1,320,200 non-transferable broker warrants (the “Broker Warrants”) to purchase 1,320,200 units of the Company (the “Broker Units”) at the Conversion Price. Each Broker Unit will consist of one Common
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Share (a “**Broker Unit Share**”) and one-half of a Common Share purchase warrant (each whole warrant, a “**Broker Unit Warrant**”). Each Broker Unit Warrant entitles the holder thereof the right to purchase one Common Share (each, a “**Broker Warrant Share**”) at the Warrant Exercise Price, at any time up to March 29, 2022. Please refer to the “*Plan of Distribution*” heading in Prospectus, for full details.

(d) Other: As additional consideration for the services rendered in connection with the Offering, the Company has agreed to: (a) has paid the Agent a corporate finance fee of \$150,000, of which \$75,000 has been paid in cash and \$75,000 has been paid through the issuance of Common Shares issued at the Conversion Price; (b) has paid the Agent a fiscal advisory fee of \$14,000; and (c) has issued the Agent 14,000 Broker Warrants in consideration fo certain fiscal advisory services. Please refer to the “*Plan of Distribution*” heading in Prospectus, for full details.

(e) Expiry date of any options, warrants etc.: March 29, 2022

(f) Exercise price of any options, warrants etc.: \$0.70.

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A.

12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The Debenture Units issued under the offering will be issued pursuant to the terms of an agency agreement between the Issuer and the Agent dated March 25, 2019. Please refer to the “*Plan of Distribution*” heading in Prospectus, for full details.

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

Please refer to the Prospectus, for full details of the Offering.

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 no 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 CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated March 29, 2019.

Douglas Ford
Name of Director or Senior Officer

(signed) "Douglas E. Ford"
Signature

Chief Financial Officer
Official Capacity