

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

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

Date: March 29, 2019 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: 34,233,589 Common Shares and 14,918,596 Warrants, as at March 28, 2019.

Pricing

Date of news release announcing proposed issuance: March 25, 2019.

Closing Market Price on Day Preceding the news release: \$0.47.

Closing

Number of securities to be issued: 1,400 debenture units (the "Debenture Units").

Issued and outstanding securities following issuance: 34,233,589 Common Shares and 17,886,596 Warrants and aggregate value of \$1,400,000 Debentures, such number does not include Debenture Units which may be issued pursuant to the concurrent public offering of Debenture Units and does include warrants which may be issued pursuant to the finder's compensation detailed below.

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 with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
United States	2	\$1,000	\$1,200,000
British Columbia	4	\$1,000	\$200,000
Total number of purchasers:	6	\$1,000	\$1,400,000
Total dollar value of distribution in all jurisdictions:			\$1,400,000

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)
Madjak Management Ltd. P.O. Box 10322, 810-609 Granville St., Pacific Centre, Vancouver, BC VY7 1G5	50 Debenture Units	\$1,000 per Debenture Unit	See above.	Accredited Investor	338,000 Common Shares 320,000 securities convertible into Common Shares	March 29, 2019	Under the control or direction of Karl Kottmeier a director of the Issuer
Pacific Equity Management Corp. P.O. Box 10322, 810-609	50 Debenture Units	\$1,000 per Debenture Unit	See above.	Accredited Investor	560,833 Common Shares	March 29, 2019	Under the control or direction of Douglas E. Ford a director of the Issuer

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Granville St., Pacific Centre, Vancouver, BC VY7 1G5							
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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: \$1,400,000. .
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 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 Issuer's final short-form prospectus (the "Prospectus") dated March 25, 2019, pursuant to which the Issuer is completing a concurrent public offering of Debenture Units, for full details. .
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.
5. Description of securities to be issued:
 - (a) Class Each Debenture Unit consists 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 at an exercise price of \$0.70 per Warrant Share. Please refer to the "Description of the Securities being Distributed" heading in the Prospectus, for full details.
 - (b) Number 1,400 Debenture Units. .
 - (c) Price per security \$1,000 per Debenture Unit. .

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- (d) Voting rights One vote per Common Share.
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number 2,800,000 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.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount \$1,400,000 Debentures.
- (b) Maturity date March 29, 2022.
- (c) Interest rate 10%.
- (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.
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): Hatchette Holdings Ltd. (the "Finder")

- (b) Cash \$70,000. .
- (c) Securities 140,000 non-transferable broker warrants (the “Broker Warrants”) to purchase 140,000 units of the Company (the “Broker Units”) exercisable at the Conversion Price. Each Broker Unit will consist of one Common 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 will entitle 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 N/A. .
- (e) Expiry date of any options, warrants etc. March 29, 2022. .
- (f) Exercise price of any options, warrants etc. \$0.70. .
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.
No. .
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: _____
_____ .
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: _____
_____ .
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: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
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: _____
_____ .
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	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(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: _____
_____ .

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): _____
_____ .
 - (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. _____

_____ .

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. _____

_____.

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 March 29, 2019.

Douglas E. Ford
Name of Director or Senior
Officer

(signed) "Douglas E. Ford"
Signature

Chief Financial 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:

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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.