

## 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):
<b>TraceSafe Inc.</b> (the "Issuer").	<b>TSF</b>

Date: **July 21, 2021** 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: **44,806,888**.

#### **Pricing**

Date of news release announcing proposed issuance<sup>(1)</sup>: **July 21, 2021**\_\_\_\_\_ or

Date of confidential request for price protection: **N/A**\_\_\_\_\_

Closing Market Price on Day Preceding the news release: **\$048**\_\_\_\_\_ or

Day preceding request for price protection: **N/A**\_\_\_\_\_

#### Notes:

(1) Pursuant to CSE Policy 7 – *Significant Transaction*, Section 1.6, no news release was made in connection with this issuance as the transaction is not material to the Company. Per Section 1.6, the date provided is the date the Issuer agreed to the transaction.

#### **Closing**

Number of securities to be issued: **up to \$33,600 in secured convertible debentures**

Issued and outstanding securities following issuance: **The number of common shares of the Issuer outstanding following the issuance remains unchanged – the number of common shares outstanding following conversion of the convertible debentures cannot be determined at this time.**

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

Note:

**Table 1B – Related Persons –**

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased(1)	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer (2)

- Total amount of funds to be raised: **C\$33,600.**
- 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 proceeds will be used for the expansion of existing Issuer operations, to pursue strategic growth opportunities and for working capital and general corporate purposes.**
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A**
- 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**
- Description of securities to be issued:
  - Class: **Convertible Debentures.**
  - Number: **1 Convertible Debentures**
  - Price per security: **C\$33,600**

(d) Voting rights: **For securities issuable upon conversion of Convertible Debenture: One vote per Unit Share (as defined below) and one vote per Warrant Share (as defined below)**

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

(a) Number **Undetermined. Non-transferrable share purchase warrants underlying the Issuer Units, such number of share purchase warrants to be determined upon conversion of outstanding amounts under the convertible note, according to its terms.**

(b) Number of securities eligible to be purchased on exercise of warrants (or options) **Undetermined number of Warrant Shares** .

(c) Exercise price **\$1.25 per Warrant** .

(d) Expiry date **two years from date of issuance**

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

(a) Aggregate principal amount **C\$33,600 Debentures** .

(b) Maturity date **One year from date of issuance**

(c) Interest rate **10.5%** .

(d) Conversion terms **The Issuer has issued a secured convertible note ("Convertible Note") to Khione Gateway Inc. (the "Holder") in the principal amount of \$33,600, incurring interest at 10.5% per annum with a one year maturity date, which may be converted, upon the terms of the Convertible Note, into units of the Issuer (the "Issuer Units") at a conversion rate of \$0.65 per Issuer Unit (the "Conversion Price"). Issuer can, with Holder's approval and discretion, without penalty, (i) elect to pay all of the principal and accrued interest thereon at any time outstanding in cash; (ii) elect to pay all or a portion of the principle in cash and convert the remainder of the principle and accrued interest into Issuer Units; or (iii) convert the Note into Issuer Units at any time after the closing price of the Issuer common shares on the Canadian Securities Exchange closes at or above C\$2.00 for a period of ten (10) consecutive trading days. Holder may request conversion of all or a portion of the principal and accrued interest at any time into Issuer Units. Each Issuer Unit will consist of one (1) common share (each a "Unit Share") and one (1) non-transferable common share purchase warrant (each, a "Warrant") for the purchase of one common share in the capital of the Company (a "Warrant Share"), which**

**warrant shall have an exercise price of \$1.25 and have a term of two years.**

- (e) Default provisions N/A .
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
- \_\_\_\_\_ .
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 N/A**

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 <sup>(1)</sup>

(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 **July 21, 2021**\_\_\_\_\_.

**Wayne Lloyd**\_\_\_\_\_  
Name of Director or Senior  
Officer

Signed: "*Wayne Lloyd*"\_\_\_\_\_  
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.