

## 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: Peekaboo Beans Inc. (the "Issuer").

Trading Symbol: CSE: BEAN.

Date: December 19, 2018.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: December 14, 2018.

Issued and Outstanding Securities of Issuer Prior to Issuance: 22,307,695.

Date of News Release Announcing Private Placement: December 14, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.145.

**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 <sup>(3)</sup>	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date <sup>(1)</sup>	Describe relationship to Issuer <sup>(2)</sup>
A Kumar Vancouver, Canada	250,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	375,000	December 21, 2018	
P Saunders North York, Canada	1,000,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	
Nature Cove Holdings Limited Hong Kong, China	1,500,000 Units	\$0.10 per Unit	\$0.15 per Warrant	Other - International Investor Certificate	-	December 21, 2018	
Prodigy Capital Corp. Vancouver, Canada	500,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	

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Impactreneur Capital Corp. West Vancouver, Canada	250,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	
P Hans Delta, Canada	100,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.5 [Family, friends and business associates]	15,000	December 21, 2018	
Break Point Ventures Ltd. Toronto, Canada	500,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	
GIC Merchant Bank Corp. Toronto, Canada	200,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	
Farrell Marketing Inc. Montreal, Canada	100,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	123,000	December 21, 2018	
F Carella Coquitlam, Canada	250,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	
G Holmes Banglamung, Thailand	250,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	
A Chung Vancouver, Canada	250,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	43,000	December 21, 2018	
A Chan Vancouver, Canada	250,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	105,000	December 21, 2018	
Y Chan Vancouver, Canada	250,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	
T Burke Montreal, Canada	100,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	41,000	December 21, 2018	
S Zhao Beijing, China	100,000 Units	\$0.10 per Unit	\$0.15 per Warrant	NI 45-106 2.3 [Accredited investor]	-	December 21, 2018	

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- (1) Private Placement funds received in advance, were placed in trust pending receipt of all necessary approvals required in connection with the Private Placement, all funds will be released to the Issuer in exchange for the securities being issued to the Placees on Payment Date, effective December 21, 2018.
- (2) Related Persons and relationship to Issuer, if any, described.
- (3) Each unit is comprised of one common share and one common share purchase warrant (a "Unit") each warrant exercisable into one common share at \$0.15 until December 21, 2021 (a "Warrant").

<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: \$585,000.
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 proceeds for corporate development and general working capital purposes.

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 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 5,850,000 units ("Units"), with each Unit consisting of one (1) common share in the capital of the Issuer and one (1) common share purchase warrant.
  - (c) Price per security \$0.10.
  - (d) Voting rights Yes.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number 5,850,000, as part of the Units to be issued.
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 5,850,000.

- (c) Exercise price \$0.15.
- (d) Expiry date December 21, 2021.
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.):
- (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):
- Canaccord Genuity Corp., 2200 - 609 Granville Street, Vancouver, B.C., V7Y 1H2
- Haywood Securities Inc., 700 - 200 Burrard Street, Vancouver, B.C., V6C 3L6
- PI Financial Corp., 1900 - 666 Burrard Street, Vancouver, BC V6C 3N1
- BMO Nesbitt Burns, 1 First Canadian Place, 39th Floor, Toronto, Ontario, M5X 1H3
- Gravitas Securities Inc., 333 Bay Street, Bay-Adelaide Centre, Suite 1720, Toronto, Ontario M5H 2R2
- (b) Cash: N/A.
- (c) Securities: 340,000 Common Shares at a price of \$0.10 per common share and 340,000 common share purchase warrants.
- (d) Other: N/A.

- (e) Expiry date of any options, warrants etc.: December 21, 2021.
- (f) Exercise price of any options, warrants etc.: \$0.15.
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.
- 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	No. of Securities, directly or indirectly, 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, address. If a corporation, identify persons owning or exercising voting control over \_\_\_\_\_

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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 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 December 19, 2018.

Traci Costa  
Name of Director or Senior  
Officer

/s/ "Traci Costa"  
Signature

President & CEO  
Official Capacity