

## 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: September 26, 2018.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: September 13, 2018 and September 20, 2018.

Issued and Outstanding Securities of Issuer Prior to Issuance: 17,646,533 .

Date of News Release Announcing Private Placement: September 13, 2018 and September 20, 2018 .

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.20.

**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 (3)	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
C Watt Vancouver, British Columbia	62,500 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
K Thindal Langley, British Columbia	100,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
Y Homs Vancouver, British Columbia	100,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased (3)	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
R Gooding Toronto, Ontario	50,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
M Vetro Vancouver, British Columbia	100,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
A Kumar Vancouver, British Columbia	250,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
Kin Communications Inc. A Hansen Vancouver, British Columbia	337,500 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
S Chin Richmond, British Columbia	50,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
Cedarpoint Capital Inc. T Elsaghir Calgary, Alberta	500,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
Nimble Capital Inc. F Taylor Edmonton, Alberta	500,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
G Saunders Toronto, Ontario	500,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	1,364,834	September 26, 2018	
J Quarin North York, Ontario	150,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
J F Elliot Edmonton, Alberta	65,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
E A Macdonald Edmonton, Alberta	65,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
G Gorecki Vancouver, British Columbia	30,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	

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Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased (3)	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
A Loo Haliburton, Ontario	40,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
G Stewart Calgary, Alberta	40,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
N Stewart Calgary, Alberta	40,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
A Wichary Surrey, British Columbia	45,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	
A Agate Calgary, Alberta	45,000 Units	\$0.20 per Unit	\$0.30 per Warrant	NI 45-106 2.3 [Accredited investor]	-	September 26, 2018	

- (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 were released to the Issuer in exchange for the securities being issued to the Placees on Payment Date, effective September 26, 2018.
- (2) Related Persons and relationship to Issuer, if any, described.
- (3) Each unit is comprised of one common share and one-half of one common share purchase warrant (a "Unit") each whole warrant exercisable into one common share at \$0.30 until September 26, 2020 (a "Warrant") provided, however, that that if at any time during the term of the warrants the Issuer has achieved revenues of greater than or equal to \$900,000 in any quarterly period as evidenced by the Issuer's quarterly financial statements then, subject to the Issuer issuing a press release announcing the acceleration, the Issuer may give notice to the holders of such warrants that the warrants will expire on the date that is 30 days from the date of such notice, provided, however, that that the Issuer will not be permitted to accelerate the expiry of such warrants if the acceleration occurs during any applicable four month hold period prescribed by applicable securities laws.

<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: \$642,000 .
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.

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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 Units, with each unit consisting of one (1) common share in the capital of the Issuer and one-half of one (1/2) common share purchase warrant.

(b) Number 3,210,000

(c) Price per security \$0.20 per Unit

(d) Voting rights Yes

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

(a) Number 1,605,000, as part of the Units issued.

(b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,605,000.

(c) Exercise price \$0.30.

(d) Expiry date September 26, 2020, provided, however, that that if at any time during the term of the warrants the Issuer has achieved revenues of greater than or equal to \$900,000 in any quarterly period as evidenced by the Issuer's quarterly financial statements then, subject to the Issuer issuing a press release announcing the acceleration, the Issuer may give notice to the holders of such warrants that the warrants will expire on the date that is 30 days from the date of such notice, provided, however, that that the Issuer will not be permitted to accelerate the expiry of such warrants if the acceleration occurs during any applicable four month hold period prescribed by applicable securities laws.

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

(a) Aggregate principal amount N/A

- (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., 19th Floor - 609 Granville Street, Vancouver, B.C., V7Y 1H2.
- (b) Cash \$16,240.
- (c) Securities 81,200 common share purchase warrants.
- (d) Other N/A.
- (e) Expiry date of any options, warrants etc. September 26, 2020, provided, however, that that if at any time during the term of the warrants the Issuer has achieved revenues of greater than or equal to \$900,000 in any quarterly period as evidenced by the Issuer's quarterly financial statements then, subject to the Issuer issuing a press release announcing the acceleration, the Issuer may give notice to the holders of such warrants that the warrants will expire on the date that is 30 days from the date of such notice, provided, however, that that the Issuer will not be permitted to accelerate the expiry of such warrants if the acceleration occurs during any applicable four month hold period prescribed by applicable securities laws.
- (f) Exercise price of any options, warrants etc. \$0.30.
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 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. \_\_\_\_\_ .

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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 September 26, 2018 \_\_\_\_\_.

Traci Costa  
Name of Director or Senior  
Officer

/s/ "Traci Costa"  
Signature

President & CEO  
Official Capacity