

## 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: Supreme Pharmaceuticals Inc. (the "Issuer").

Trading Symbol: SL.

Date: September 1, 2016.

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: 125,070,178.

Date of News Release Announcing Private Placement: June 20<sup>th</sup>, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.67

**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	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 relations -hip to Issuer (2)
Paul Kennedy	300,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Catherin Bagchi	63,588	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Jason Berall	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related

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Andrew Gordon	37,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	50,000 common shares	2016-08-29	Not Related
Jacob Rumph	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Constantine Arniotis	37,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	30,050 common shares	2016-08-29	Not Related
Rick Borris	12,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	109,601 common shares	2016-08-29	Not Related
Rob Mclennahan	17,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	56,000 common shares	2016-08-29	Not Related
Ryan Mclennahan	12,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	1,420 common shares	2016-08-29	Not Related
Kyle Reid	37,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	16,500 common shares	2016-08-29	Not Related
Brian Blackburn	87,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Jason Kooner	750,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
John Bingham	1,125,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Keith Sequeira	25,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related

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Chris Stewart	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Travis Creegan	20,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	7,500 common shares	2016-08-29	Not Related
Manav Investments Ltd.	250,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Manav Investments Ltd.	250,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Canaccord Genuity Corp.	2,163,143	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106 Section 2.5 NI 45-106 Section 2.9 OSC Rule 45-501		2016-08-29	Not Related
Sutton Ventures	25,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	25,000 common shares	2016-08-29	Not Related
Christopher Masanto	750,000	\$0.40	\$0.50 on warrants	foreign		2016-08-29	Not Related
Kyle Boyko	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
1031592 B.C. LTD	25,000	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-08-29	Not Related

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Iqbal Deol	37,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Paul Barton	550,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Aaron Sonshine	15,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Rajdeep Kalsi	25,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Zach Stadnyk	50,000	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-08-29	Employee of Issuer
Rose Witteveen	25,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	12,000 common shares	2016-08-29	Not Related
Mandeep Bal	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Travis Bain	200,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	162,500 common shares	2016-08-29	Not Related
Todd Waddell	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Michael Eizenga	75,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Layth Ashoo	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related

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Sally Krane	12,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Paul Mountjoy	37,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	90,895 common shares	2016-08-29	Not Related
Chuck Rifici	2,000,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Hugo Alves	175,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Hugo Alves	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Nevila Muho Alves	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Michael Lickver	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Hunters Glen Investments Inc.	2,500,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Related – Chairman and Director
Ramana Davloor	750,000	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-08-29	Employee of Subsidiary (8528934 Canada Ltd.)
Keith Cleveland	50,000	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-08-29	Employee of Subsidiary (8528934 Canada Ltd.)

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Cindy Weidelich	75,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	62,500 common shares	2016-08-29	Employee of Subsidiary (8528934 Canada Ltd.)
David Stadnyk	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Cara Turcotte	12,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Marie Kosterewa	37,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	5,000 common shares	2016-08-29	Not Related
John Di Girolamo	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Dan Fryday	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
George Degennaro	30,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Don Thede	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Nora Ennis	28,750	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	39,973 common shares	2016-08-29	Not Related
Barinder S. Bhullar	50,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related

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Kirandeep Bains	75,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Randeep Dhaliwal	50,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Vimaldeep Dhaliwal	50,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Suzanne Frick	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Albrecht Weller	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Nathalie Bourque	125,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Anthony Atkinson	30,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Trevor Wallace	1,000,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Donna Snyder	20,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Shanna Thompson	137,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Konstantinos Taxopoulos	125,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related

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Anu Nijhawan	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Ronald Fichter	6,250	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Harold Davidson	25,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
John Baird	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Peter Westcott	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Blair Yorke-Slader	100,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Frank D. Merkel	1,250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Blake Syrnyk	12,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	15,640 common shares	2016-08-29	Not Related
Paul Rosen	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Gorav Seth	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Visum 2011 November Trust	125,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related

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Jeffrey Tung	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
David Blinick	12,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Joseph Blinick	5,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Ian Mckay	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Gavin Finlayson	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Robert Nelson	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Leslie Sussman	105,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Ian McElgunn	100,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Opdeep Sidhu	62,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Connor Cruise	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Nathan Loepky	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related

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Kerstin Essmann	200,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Gary Jackson	25,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Robert Jackson	25,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
George Callahan	37,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
The Estate of Margit Herberger	250,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
The Estate of Nancy Thompson	37,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Judith Sussman	115,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Fraser James Feddema	12,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Brad Remigis	18,750	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Dmitri Kovalev	50,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	20,000 common shares, 110,000 warrants	2016-08-29	Not Related
Zlata Hecimovic La Delfa	12,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	170,000 common shares	2016-08-29	Not Related

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Michael La Delfa	12,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	43,000 common shares	2016-08-29	Not Related
Vladimir Klacar	5,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Elizabeth Marija Scriven	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
979254 Ontario Inc.	400,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Gordon Johnson	37,500	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-08-29	Not Related
George Tsafalas	100,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Philip Rolo	37,500	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	15,000 common shares	2016-08-29	Not Related
Lorne Gertner	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Andrew Bordin	625,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Milt Hohol	562,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Sundeep Gokhale	37,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related

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Beacon Securities Ltd.	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Adam MacGregor	5,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	12,215 common shares	2016-08-29	Not Related
Kim O'Rourke-Nelson	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Robert Havlik	50,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	40,000 common shares, 20,000 warrants	2016-08-29	Not Related
Sharnjeet Dhillon	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Devinder Singh	12,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Christopher Travascio	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Martin Haefele	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Schwaben Financial Counsel Inc.	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Katherine Reid	25,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	38,000 common shares	2016-08-29	Not Related
Allan John Roberston	100,000	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106	5,000 common shares	2016-08-29	Not Related

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Myrna Queen	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Kenneth Macpherson	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Miro Oballa	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Scott Robertson	30,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
802175 Ontario Inc.	125,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Ramon Nissan	87,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Susan Levinsky	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Joshua Nissan	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Daniel Nissan	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Satinder Sondhi	6,250	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Jeremy Campbell	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related

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NAS Holdings Inc.	400,000	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Scott Lower	75,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	300,000 common shares	2016-08-29	Not Related
Elisabeth McConaghy	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Jamieson Bondarenko	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Charles and Margaret Juravinski	100,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Matt Rogge	31,250	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-08-29	Employee of Subsidiary (8528934 Canada Ltd.)
Philip Caporrella	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Richard Livesley	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Thomas Hull	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Mark Attanasio	487,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related

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Andrew Gillin	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Donato Sferra	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Arpi Amajian	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Iostesso Holdings	1,250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	1,875,000 common shares	2016-08-29	Not Related
Ruben Becker Medical Services	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
James Price	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Peter Slater	100,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Aaron Salz	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Don Scott	37,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Dan Mcfadden	62,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Noela Sequeira-Fowler	25,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	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)
Daniel Petrov	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
David Miller	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
The Salz Corporation	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Sydney Alana Murcar-Evans	15,000	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	10,000 common shares	2016-08-29	Not Related
Rocky Carcasole	16,083	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	13,130 common shares	2016-08-29	Not Related
Brian Sylvester	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Parmjit Singh Sandhu	312,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Loria Capital Corporation	100,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Harpal Bal	12,500	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-08-29	Not Related
Andrew Masanto	250,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
Belmont Capital Corp.	217,500	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	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 relations -hip to Issuer (2)
Brady Rak	50,000	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-08-29	Not Related
PI Financial Corp.	22,750 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Canaccord Genuity Corp.	108,157 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
GMP	76,875 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Anik Nagpal	3,179 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Gobal Holdings Ltd.	50,000 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
John Bingham	27,500 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Paul Barton	19,875 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Shwaben Capital Group Ltd.	88,813 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
1031592 B.C. Ltd.	77,500 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Sutton Ventures Ltd.	3,125 Broker / Finders	N/A	\$0.50	Not Applicable		N/A	Not Related

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	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)
	Warrants						
Kartik Ganatra	3,125 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Liberty North Capital Corp.	34,375 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
George Callahan	24,375 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Chuck Rifici Holdings Inc.	28,125 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Zindagi Marketing Consulting	20,000 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
David Stadnyk	5,000 Broker / Finders Warrants	N/A	\$0.50	Not Applicable		N/A	Not Related

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

<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.

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**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

1. Total amount of funds to be raised:

**In the Third Tranche, the company raised \$10,610,625.20. Combined with the First and Second Tranches, the company has raised an aggregate total of \$14,949,755.20 with an over-allotment of \$1,949,755.20**

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 undertook a non-brokered private placement by way of a unit offering for gross proceeds of \$10,610,625.20. Upon closing of the Third Tranche, the Company issued 26,526,564 units (each a "Unit") at a price of \$0.40 per Unit. Each Unit consists of one common share ("Common Share") and one Common Share purchase warrant ("Warrant"). Each Warrant is exercisable for one Common Share at a price of \$0.50 for a period of three years from closing. The issuer will use the net proceeds from the financing to fund the expansion of the company's Kincardine facility and for 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.

5. Description of securities to be issued:

- (a) Class **Units** \_\_\_\_\_ .
- (b) Number **26,526,564** \_\_\_\_\_ .
- (c) Price per security **\$0.40** \_\_\_\_\_ .
- (d) Voting rights **Yes** \_\_\_\_\_ .

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

- (a) Number **26,526,564** \_\_\_\_\_ .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **26,526,564** \_\_\_\_\_ .

- (c) Exercise price **\$0.50** \_\_\_\_\_ .
- (d) Expiry date **August 30, 2019** \_\_\_\_\_ .
7. Provide the following information if debt securities are to be issued:
- (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): \_\_\_\_\_ .
- (b) Cash **\$252,509.60** \_\_\_\_\_ .
- (c) Securities **631,274** \_\_\_\_\_ .
- (d) Other \_\_\_\_\_ .
- (e) Expiry date of any options, warrants etc. **August 30, 2019** \_\_\_\_\_ .
- (f) Exercise price of any options, warrants etc. **\$0.50** \_\_\_\_\_ .
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**

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 \_\_\_\_\_ .

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

- (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 **September 1, 2016** \_\_\_\_\_.

**John Fowler** \_\_\_\_\_  
Name of Director or Senior  
Officer

**“Signed”** \_\_\_\_\_  
Signature

**CEO**  
Official Capacity

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