

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

| | |
|--|-------------|
| MPX INTERNATIONAL CORPORATION (“MPXI” or the “Issuer”). | MPXI |
|--|-------------|

Date: **December 3, 2019**

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: **135,144,487**

Pricing

Date of news release announcing proposed issuance: **December 3, 2019** or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: **\$0.41** or

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: **3,224,247**

Issued and outstanding securities following issuance: **138,368,734**

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 |
| | | | |
| | | | |
| Total number of purchasers: | | | |
| Total dollar value of distribution in all jurisdictions: | | | |

Table 1B – Related Persons

| Full Name & Municipal ity 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 relations -hip to Issuer (2) |
|---|---|--|---|-------------------------|---|--------------------|---|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

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: _____ .
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. _____ .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
_____.
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 _____ .
- (b) Number _____ .
- (c) Price per security _____ .
- (d) Voting rights _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number _____ .
- (b) Number of securities eligible to be purchased on exercise of warrants (or options)
- (c) Exercise price _____ .
- (d) Expiry date _____ .
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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
- (b) Cash _____ .

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- (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 _____
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
_____ .
11. State whether the private placement will result in a change of control.
_____ .
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. _____

_____ .
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:

The Issuer is acquiring the remaining 80% equity interest in 2702148 Ontario Inc. dba Kaajenga Cannabis (“Kaajenga Cannabis”) that it currently does not own from Kaajenga Inc. (“Kaajenga”) and certain other minority shareholders (the “Transaction”). Following completion of the Transaction, Kaajenga Cannabis will be a direct, wholly owned, subsidiary of the Issuer.

Kaajenga initially formed Kaajenga Cannabis for the purposes of developing and commercializing a turnkey video learning and engagement platform for the medical cannabis industry delivered within a kiosk delivery channel (the “CKS”), that will engage and educate patients and provide a process to fulfil product orders for medical cannabis all in a manner compliant with the Cannabis Act (Canada).

The Issuer previously acquired a 20% interest in Kaajenga Cannabis on July 16, 2019 (the “Initial Transaction”).

At the time of closing of the Initial Transaction, Kaajenga granted an exclusive, worldwide, perpetual, royalty-free license to Kaajenga Cannabis to use Kaajenga’s technology for purposes of developing and commercializing the CKS. Also at the time of closing of the Initial Transaction, the Issuer entered into agreements (the “Buy-Sell Agreements”) with each of the shareholders of Kaajenga Cannabis (the “K.C. Shareholders”) that required the Issuer to acquire the remaining 80% equity interest of Kaajenga Cannabis upon achievement of certain milestones related to the development and launch of the CKS. The Buy-Sell Agreements also provided the Issuer with the right, at any time, and from time to time, to accelerate its acquisition of some or all of the remaining Kaajenga Cannabis shares it did not own by delivering a call notice to a K.C. Shareholder.

Following the successful launch of the CKS platform, the Issuer has decided to exercise its acceleration right to acquire the remaining 80% interest in Kaajenga Cannabis from the K.C. Shareholders. The purchase price for the remaining 80% interest of Kaajenga Cannabis will be satisfied through the issuance of 3,224,247 units (“Units”) at an issue price of \$0.51 per Unit (for 2,696,078 Units) and \$0.71 per Unit (for 528,169 Units) (the “Purchase Price”). Each Unit will be comprised of one common share (a “Common Share”) of the Issuer and one warrant (a “Warrant”). Each Warrant will be exercisable into one Common Share at a price of \$0.61.

The Purchase Price was determined between the Issuer and the K.C. Shareholders following arm’s length negotiations with reference to the rights and obligations of the Issuer as set out in the milestone schedule of the Buy-Sell Agreements.

2. Provide details of the acquisition including the date, parties to and type of agreement (e.g.: 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: **See Section 2(1) above.**

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: N/A.
 - (b) Cash: N/A.
 - (c) Securities (including options, warrants etc.) and dollar value: **2,696,078 Units issued at a price of \$0.51 per Unit and 528,169 Units issued at a price of \$0.71 per Unit for an aggregate value of approximately \$1,750,000.00.**
 - (d) Other: N/A
 - (e) Expiry date of options, warrants, etc. if any: **Five (5) years from the date of issuance.**
 - (f) Exercise price of options, warrants, etc. if any: **\$0.61**
 - (g) Work commitments: **None.**
3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). **The aggregate consideration was determined as a result of arm's length negotiations between the Issuer and Kaajenga and approved by the Board of Directors of the Issuer.**
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **None.**
5. 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 ⁽¹⁾ |
|--|--|------------------------------------|----------------------------------|-----------------------|---|--|
| Kaajenga Inc. | 2,082,721 Common Shares | \$0.51 | - | NI 45-106, s. 2.12 | 294,117 | None |
| | 408,010 Common Shares | \$0.71 | - | | | |
| | 2,490,731 Warrants | - | \$0.61 | | | |

| 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 ⁽¹⁾ |
|--|--|------------------------------------|----------------------------------|----------------------|---|--|
| Professional Media Inc. | 259,498 Common Shares | \$0.51 | - | NI 45-106, s. 2.12 | Nil | None |
| | 50,836 Common Shares | \$0.71 | - | | | |
| | 310,334 Warrants | - | \$0.61 | | | |
| 2591167 Ontario Inc. | 259,498 Common Shares | \$0.51 | - | NI 45-106, s. 2.12 | Nil | None |
| | 50,836 Common Shares | \$0.71 | - | | | |
| | 310,334 Warrants | - | \$0.61 | | | |
| 2072981 Ontario Ltd. | 43,811 Common Shares | \$0.51 | - | NI 45-106, s. 2.12 | Nil | None |
| | 8,583 Common Shares | \$0.71 | - | | | |
| | 52,394 Warrants | - | \$0.61 | | | |
| Number 14 Advisory Group Inc. | 25,276 Common Shares | \$0.51 | - | NI 45-106, s. 2.12 | Nil | None |
| | 4,951 Common Shares | \$0.71 | - | | | |
| | 30,227 Warrants | - | \$0.61 | | | |
| 24 Global Equity Inc. | 25,276 Common Shares | \$0.51 | - | NI 45-106, s. 2.12 | Nil | None |
| | 4,951 Common Shares | \$0.71 | - | | | |
| | 30,227 Warrants | - | \$0.61 | | | |

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(1) Indicate if Related Person

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **The Issuer has performed due diligence customary with a transaction of this type. In addition, the agreement in place for the acquisition of the remaining equity interests in Kaajenga Cannabis contain representations and warranties with respect to the capitalization, ownership and title of the equity of Kaajenga Cannabis.**
7. 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.): **N/A.**
- (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.: _____.
8. 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. **N/A**
9. 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. **No.**

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 December 3, 2019.

Jeremy S. Budd
Name of Director or Senior Officer

"Jeremy S. Budd"
Signature

Executive Vice President, General
Counsel and Corporate Secretary
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.