

FORM 9

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

Please complete the following:

Name of Listed Issuer: Supreme Pharmaceuticals Inc. (the "Issuer").

Trading Symbol: SL.

Date: July 15, 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: 118,407,565.

Date of News Release Announcing Private Placement: June 20th, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release:
\$0.41

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)
Manav Investments Ltd.	250,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106 F9		2016-07-15	Not Related
Ronald A. Factor	125,000 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-07-15	Not Related
Ivedha Group Holdings Inc.	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related

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Darin William Zomar	12,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	31,333 common shares	2016-07-15	Not Related
Brent Kostesewa	37,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	10,000 common shares	2016-07-15	Not Related
Elvis Viskovic	37,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	228,200 common shares	2016-07-15	Not Related
Gary Jackson	25,000 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-07-15	Not Related
Rob McLennaghan	20,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	56,000 common shares	2016-07-15	Not Related
Donna M. Perry	37,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	40,000 common shares	2016-07-15	Not Related
Rande K. Perry	37,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	382,000 common shares	2016-07-15	Not Related
CONSTANTINE TSOKAS	62,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	556,090 common shares	2016-07-15	Not Related
Trevor Wallace	200,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related
Norman Singhavon	200,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related
Sutton Ventures Ltd.	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related

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Aaron Blanchette	25,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	7,000 common shares	2016-07-15	Not Related
Mark Brown	12,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	20,000 common shares	2016-07-15	Not Related
Charles Pisano	12,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	650 Common Shares	2016-07-15	Not Related
Linda Kemp	37,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	83,200 common shares	2016-07-15	Not Related
Nicholas LaDelfa	12,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	35,000 common shares	2016-07-15	Not Related
Michael LaDelfa	25,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	43,000 common shares	2016-07-15	Not Related
Paul Jeffrey Hisson	12,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	52,000 common shares	2016-07-15	Not Related
Michael Kozina	25,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	107,200 common shares	2016-07-15	Not Related
Kenny Liu	25,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	47,998 common shares	2016-07-15	Not Related
John R. Baird	125,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related
Adam L. Kalbfleisch	37,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related
Joseph Neil Blinick	12,500 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-07-15	Not Related
Ronald Fichter	12,500 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-07-15	Not Related

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Paul Morgan	37,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	175,000 common shares	2016-07-15	Not Related
Peter Kornelsen	75,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related
Jeff Griffin	13,125 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	30,725 common shares	2016-07-15	Not Related
Zlata Hecinovic-LaDelfa	25,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	170,000 common shares	2016-07-15	Not Related
Adam Mountjoy	37,500 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	364,750 common shares	2016-07-15	Not Related
STEPHEN PARSONS	72,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	100,000 common shares	2016-07-15	Not Related
STEPHEN PARSONS	53,000 units	\$0.40	\$0.50 on warrants	Section 2.9 OSC Rule 45-501	100,000 common shares	2016-07-15	Not Related
TAYLOR CUMMING	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-07-15	Not Related
Canaccord Genuity Corp.	13,750 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
PI Financial Corp.	1,250 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
1031592 B.C. LTD	12,500 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related

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- (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.

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:

In the second Tranche, the company raised \$723,250. Combined with the First Tranche, the company has raised an aggregate total of \$4,339,130 and plans to undertake a third tranche.

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 \$4,339,130 to date. Upon closing of the second tranche, the Company issued 1,808,125 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 1,808,125 | _____ . |
| (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 1,808,125
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,808,125
- (c) Exercise price \$0.50
- (d) Expiry date July 15, 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 \$12,750.00
- (c) Securities 24,375 finders / brokers warrants
- (d) Other _____
- (e) Expiry date of any options, warrants etc. July 15, 2016
- (f) Exercise price of any options, warrants etc. \$0.50

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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**

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 ⁽¹⁾

(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.):

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- (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. _____.

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 July 15, 2016.

John Fowler _____

Name of Director or Senior
Officer

"Signed" _____

Signature

CEO _____

Official Capacity