

## 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: Big Wind Capital Inc. (the "Issuer").

Trading Symbol: BWC

Date: February 13, 2018

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: October 17, 2017, September 28, 2017, September 5, 2017, July 31, 2017, July 17, 2017, July 12, 2017, November 8, 2017, November 29, 2017

Issued and Outstanding Securities of Issuer Prior to Issuance: 44,462,273 common shares and 8,177,299 common share purchase warrants.

Date of News Release in relation to the issuance: July 4, 2017, July 17, 2017, October 16, 2017, November 7, 2017, November 24, 2017, and December 21, 2017.

Date of Price Reservation in relation to the issuance: N/A

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.155 on June 30, 2017 and \$0.40 on July 17, 2017 and \$0.40 on October 16, 2017, \$0.62 on November 7, 2017, \$0.60 on November 23, 2017, and \$0.70 on December 19, 2017.

**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) The Issuer completed its third tranche of the \$0.15 common share private placement, its second tranche of the \$0.35 unit private placement, and its first tranche of the \$0.60 unit private placement.**

Full Name & Jurisdiction of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
David J. Wilding BC, Canada	100,000	\$0.15	N/A	NI 45-106 2.5 [Family, friends and business	100,000 common shares	Dec. 14, 2017	N/A

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				associates]			
Frank Curzio Florida, USA	333,333	\$0.15 per common share	N/A	NI 45-106 2.3 [Accredited investor]	583,333 common shares 250,000 warrants	Dec. 14, 2017	N/A
Garry Henry BC, Canada	100,000	\$0.15 per common share	N/A	NI 45-106 2.3 [Accredited investor]	100,000 common shares	Dec. 12, 2017	N/A
Hard Rock Investment Holdings Inc. BC, Canada	333,333	\$0.15 per common share	N/A	NI 45-106 2.3 [Accredited investor]	333,333 common shares	Dec. 12, 2017	N/A
Soheila Camouei BC, Canada	235,000	\$0.15 per common share	N/A	NI 45-106 2.3 [Accredited investor]	235,000 common shares	Dec. 12, 2017	N/A
Teekachand Tiwari Pennsylvania, USA	333,333	\$0.15 per common share	N/A	NI 45-106 2.3 [Accredited investor]	333,333 common shares	Dec. 14, 2017	N/A
Dale Sawatzky BC, Canada	66,667	\$0.15 per common share	N/A	NI 45-106 2.5 [Family, friends and business associates]	66,667 common shares	Feb. 13, 2018	N/A
RD Capital Inc. BC, Canada	1,060,820	\$0.15 per common share	N/A	NI 45-106 2.3 [Accredited investor]	1,060,820 common shares	Feb. 13, 2018	Insider
Celia Randhawa BC, Canada	4,025,600	\$0.15 per common share	N/A	NI 45-106 2.3 [Accredited investor]	4,025,600 common shares	Feb. 13, 2018	N/A
<b>Total:</b>	<b>6,688,086</b>						
<b>Full Name &amp; Jurisdiction of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed</b>	<b>Payment Date(1)</b>	<b>Describe relations hip to Issuer (2)</b>

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Rockshield Capital Corp. BC, Canada	71,428	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	71,428 common shares 71,428 warrants	Feb. 13, 2018	N/A
David Ward BC, Canada	42,857	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.5 [Family, friends and business associates]	52,857 common shares 42,857 warrants 75,000 options	Jan. 7, 2018	N/A
Dean Taylor BC, Canada	50,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	50,000 common shares 50,000 warrants	Jan. 2, 2018	N/A
Ivano Veschini BC, Canada	14,286	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	133,334 common shares 133,334 warrants	Feb. 13, 2018	N/A
Jeremy Ross BC, Canada	194,598	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	366,046 common shares 313,646 warrants	Feb. 13, 2018	N/A
10823525 BC Ltd BC, Canada	250,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	250,000 common shares 250,000 warrants	Dec. 19, 2017	N/A
Patrick McGuire ON, Canada	100,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	100,000 common shares 100,000 warrants	Feb. 13, 2018	N/A
Claimbank Exploration Inc. BC, Canada	90,640	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	690,640 common shares 90,640 warrants	Feb. 13, 2018	N/A
Paul Pigeon BC, Canada	60,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	60,000 common shares 60,000 warrants	Feb. 13, 2018	N/A

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Tim Williams ON, Canada	71,428	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	71,428 common shares 71,428 warrants	Dec. 19, 2017	N/A
Jason Beales ON, Canada	71,428	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	71,428 common shares 71,428 warrants	Dec. 19, 2017	N/A
Brian Craddock BC, Canada	15,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	15,000 common shares 15,000 warrants	Feb. 13, 2018	N/A
KCO, LLC France	500,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	500,000 common shares 500,000 warrants	Dec. 14, 2017	N/A
Sherman Dahl BC, Canada	100,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	900,000 common shares 100,000 warrants	Dec. 14, 2017	N/A
Frank Curzio Florida, USA	250,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	583,333 common shares 250,000 warrants	Dec. 14, 2017	N/A
Mark Smith BC, Canada	20,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.5 [Family, friends and business associates]	80,000 common shares 20,000 warrants	Dec. 6, 2017	N/A
Klaus Stark Thailand	28,571	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	28,571 common shares 28,571 warrants	Nov. 27, 2017	N/A
Ana Calin BC, Canada	28,570	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.5 [Family, friends and business associates]	28,570 common shares 28,570 warrants	Nov. 30, 2017	N/A

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Gotta Live Ventures Inc. ON, Canada	71,428	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	71,428 common shares 71,428 warrants	Feb. 13, 2018	N/A
Ian Fisher Australia	55,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	55,000 common shares 55,000 warrants	Feb. 13, 2018	N/A
John Szucs ON, Canada	75,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	75,000 common shares 75,000 warrants	Feb. 13, 2018	N/A
Keith Watson United Kingdom	57,143	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	57,143 common shares 57,143 warrants	Feb. 13, 2018	N/A
Marc Sontrop ON, Canada	28,751	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	28,751 common shares 28,751 warrants	Feb. 13, 2018	N/A
Mark Lewis Australia	57,143	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	57,143 common shares 57,143 warrants	Feb. 13, 2018	N/A
Richard Newbury BC, Canada	15,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	60,500 common shares 100,000 restricted shares	Feb. 13, 2018	N/A
Ryan Matthiesen ON, Canada	143,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	143,000 commons shares 143,000 warrants	Feb. 13, 2018	N/A
T.A.B. Mills Isle of Man	100,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	100,000 common shares 100,000 warrants	Feb. 13, 2018	N/A

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Peter Rockandel ON, Canada	57,143	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	57,143 common shares 57,143 warrants	Feb. 13, 2018	N/A
James Donahue Colorado, USA	90,000	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	90,000 common shares 90,000 warrants	Dec. 14, 2017	N/A
Michael McGuin ON, Canada	57,142	\$0.35 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.40	NI 45-106 2.3 [Accredited investor]	57,142 common shares 57,142 warrants	Feb. 13, 2018	N/A
<b>Total:</b>	2,765,556						
<b>Full Name &amp; Jurisdiction of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed</b>	<b>Payment Date(1)</b>	<b>Describe relationship to Issuer (2)</b>
727 Capital Cayman Islands	1,000,000	\$0.60 per unit (1 share; 1 warrant)	Each warrant is exercisable at \$0.70	NI 45-106 2.3 [Accredited investor]	1,787,000 common shares	Feb 2, 2018	N/A
<b>Total:</b>	1,000,000						

(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.

- Total amount of funds to be raised: Aggregate total of \$2,000,000.05 including first tranche of \$503,250.40 and second tranche of \$493,537.30. The third tranche raised \$1,003,212.95 through the issuance of 6,688,086 common shares at \$0.15 per share. The \$0.35 placement raised \$967,945 through the issuance of 2,765,556 common shares and 2,765,556 share purchase warrants. The \$0.60 placement raised \$600,000 through the issuance of 1,000,000 common shares and 1,000,000 share purchase warrants.

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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 net proceeds from the Private Placement will be used to fund cash payments to Hill Top Security, Inc. ("Hill Top") pursuant to the Transaction (see Part 2 below), with the balance to be used for the development of the business of Hill Top and general working capital after the completion of the Transaction.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A at this date.
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 and units of bundled securities.
  - (b) Number: A total of 13,333,333 common shares for three tranches of the \$0.15 private placement combined. A total of 2,765,556 common shares for the \$0.35 unit private placement, and a total of 1,000,000 common shares for the \$0.60 unit private placement.
  - (c) Price per security: \$0.15 per common share; \$0.35 per common share; and \$0.60 per common share.
  - (d) Voting rights: One vote per common share.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: A total of 2,765,556 share purchase warrants for the \$0.35 unit private placement, and a total 1,000,000 share purchase warrants for the \$0.60 unit private placement.
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): A total of 3,765,556 common shares
  - (c) Exercise price: 2,765,556 at \$0.40 per common share, and \$1,000,000 at \$0.70 per common share.
  - (d) Expiry date: Two years from date of issue for the \$0.40 warrants, and 18 months from date of issue for the \$0.70 warrants.

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.): N/A.
- (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
  - (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: 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. The hold period on



the \$0.15 common share private placements is 8 months, as voluntarily agreed to by the parties.

## 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 issued a news release dated July 4, 2017 announcing a letter of intent with Hill Top, to acquire, subject to certain conditions, up to 49% of the outstanding securities of Hill Top and its assets (other than the government purposed assets which will remain in Hill Top), including, but not limited to, a unique, military grade, cybersecurity platform for small-to-medium-sized businesses comprising blockchain event validation, cyber tagging, incident response and rapid restoration (the "Transaction"). The Issuer is negotiating the terms of a definitive agreement in order to complete the Transaction and waiting for audit to be completed. In connection with the proposed Transaction, the Issuer intends to complete the Private Placements as set forth in this Form 9. See the Issuer's July 4, 2017 news release for further details regarding the proposed Transaction and the business of Hill Top. See the Issuer's news release dated November 24, 2017 for further details. See the Issuer's latest news release dated December 21, 2017 for further details.

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: See number 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: aggregate of US\$2,160,000 cash and such number of common shares of the Issuer equal to 45% (post-issuance) of the issued and outstanding common shares of the Issuer. See the Issuer's July 4, 2017 news release for further details. See the Issuer's news release dated November 24, 2017 for further details. See the Issuer's latest news release dated December 21, 2017 for further details.
  - (b) Cash: US\$660,000 for an initial 25% interest in Hill Top and US\$1,500,000 for an additional 24% interest in Hill Top.

- (c) Securities (including options, warrants etc.) and dollar value: such number of common shares of the Issuer equal to 45% (post-issuance) of the issued and outstanding common shares of the Issuer.
- (d) Other Expiry date of options, warrants, etc. if any: N/A
- (e) Exercise price of options, warrants, etc. if any: N/A
- (f) Work commitments: N/A
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.). Arm's-length negotiation.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
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: To be determined if definitive agreement with Hill Top is entered into.

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>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

(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: due diligence and contracts.
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.): N/A.

- (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. N/A
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. N/A

### **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 February 13, 2018.

Dev Randhawa  
Name of Director or Senior Officer

/s/ "Dev Randhawa"  
Signature

CEO  
Official Capacity