

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: Quadron Capital Corporation (the "Issuer").

Trading Symbol: QCC.

Date: March 10, 2017.

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: 45,060,500.

Date of News Release Announcing Private Placement: N/A – Date of News Release
Announcing Acquisition - February 24, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: N/A (listing
date: February 24, 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)

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)
N/A							

- (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: N/A .
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. N/A .
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: N/A
 - (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: N/A
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

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.

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 to acquire 675,000 class "A" voting common shares and 1,153,500 class "B" non-voting common shares (together, the "Cybernetics Shares") representing 100% of the issued and outstanding share capital of Cybernetics Control Systems Inc. ("Cybernetics").
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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: The Issuer, Cybernetics and Cybernetics shareholders entered into an agreement (the "Agreement") on March 8, 2017, whereby the Issuer is to acquire the Cybernetics Shares in consideration for the Issuer issuing 2,700,000 common shares with a deemed value of \$0.25 per share for an aggregate deemed value of \$675,000 and the issuance of 6,150,000 series B preferred shares (together, the "Quadron Shares") to shareholders of Cybernetics. Each series B preferred share will convert into one further common share of the Issuer in the event Cybernetics achieves revenue of not less than \$2,500,000 for the fiscal year ended April 30, 2018. If revenue of Cybernetics is less than \$2,500,000 during that period the number of series B preferred shares convertible into common shares of the Issuer shall be reduced on a pro-rata basis by 4.17 shares for every dollar that revenue is below \$2,500,000. By way of example, no series B preferred shares shall be convertible into common shares of the Issuer in the event that revenues do not exceed \$1,025,000 during said period. Any series B preferred shares not converted will be automatically cancelled for no consideration.

In addition, Cybernetics shall acquire the class "A" voting common shares of Cybernetics held by Odorchem Manufacturing Corp. ("Odorchem") for cancellation, immediately prior to closing the transaction in exchange for a promissory note (the "Note") from Cybernetics to Odorchem in the amount of \$350,000. At closing, the Note shall be retired by Quadron. The parties to the Agreement are arm's length parties.

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: \$675,000 based upon the issuance of 2,700,000 common shares with a deemed value of \$0.25 per share. .
 - (b) Cash: Nil .
 - (c) Securities (including options, warrants etc.) and dollar value: 2,700,000 common shares and 6,150,000 series B preferred shares of the Issuer. .
 - (d) Other: Retirement of a promissory note in the amount of \$350,000 .
 - (e) Expiry date of options, warrants, etc. if any: N/A .
 - (f) Exercise price of options, warrants, etc. if any: N/A .
 - (g) Work commitments: Mike MacDonald, the sole director and officer of Cybernetics, entering into an employment contract with Cybernetics upon closing. .
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:

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⁾
Bradley Vollans	20,000 common shares 30,000 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-106 s.2.12	Nil	N/A
Larry Anderson	20,000 common shares 30,000 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A
Steven Sawers	12,000 common shares 18,000 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A
Leo Chamberland	148,000 common shares 222,000 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Dustin Lander	474,416 common shares 2,811,624 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A
Brian Hogg	320,000 common shares 480,000 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A
Mike MacDonald	726,720 common shares 1,090,080 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A
Tara MacDonald	766,464 common shares 1,149,696 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A
Aaron Johnson	212,400 common shares 318,600 Series B Preferred Shares	\$0.25 per common share	N/A	NI 45-105 s. 2.12	Nil	N/A

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Total:	2,700,000 common shares					
	6,150,000 Series B Preferred Shares					

(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: Customary due diligence and reliance on the representations and warranties of Cybernetics and Cybernetics shareholders with respect to title of Cybernetics Shares, as set forth in the Agreement.

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 March 10, 2017.

Doug McFaul
Name of Director or Senior
Officer



Signature

Director
Official Capacity