# FORM 9

## NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

## (or securities convertible or exchangeable into listed securities[1])

| Name of Listed Issuer: | Symbol(s): |
|---|---|
| Softlab9 Software Solutions Inc. (the "Issuer"). | SOFT |

Date: October 22, 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: 7,629,079

**Pricing**

Date of news release announcing proposed issuance: October 22, 2019

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: $0.135

Day preceding request for price protection: N/A

**Closing**

Number of securities to be issued: 1,008,333 common shares

Issued and outstanding securities following issuance: 8,637,412 common shares & 482,051 stock options.

**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 placees.

## 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 |
|---|---|---|---|
| British Columbia | 2 | $0.12 | $121,000(1) |
| | | | |
| Total number of purchasers: | 2 | $0.12 | |
| Total dollar value of distribution in all jurisdictions: | | | $121,000 |

Note (1): common shares issued pursuant to a debt settlement agreement.

### Table 1B – Related Persons

| Full Name &Municipality 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 relationship to Issuer |
|---|---|---|---|---|---|---|---|
| N/A | **N/A** | **N/A** | N/A | N/A | N/A | **N/A** | **N/A** |
| | | | | | | | |

[1]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.

1. Total amount of funds to be raised: $121,000.00 in a debt settlement.

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. Repayment of debt by issuing shares.

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 of the debt agreement(s) or and the agreement to exchange the debt for securities.

5. Description of securities to be issued:

   (a) Class Common Shares.

   (b) Number 1,008,333.

   (c) Price per security $0.12.

   (d) Voting rights one vote per common share.

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

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, 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. _____ .

**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 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: **N/A**.

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: **N/A**

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: **N/A**

   (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). **N/A**

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: **N/A**

| 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 | Total Securities, Previously 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: **N/A**.

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, andif 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 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 October 21, 2019.

Rahim Mohamed
Name of Director or Senior Officer

/s/ "*Rahim Mohamed*"
Signature

CEO & Director
Official Capacity