

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: Hello Pal International Inc. (the "Issuer").

Trading Symbol: HP.

Date: April 23, 2018

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: 30,730,405.

Date of News Release Announcing Private Placement: April 16, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.105

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)
Eleferios Aligizakis, BC, Canada	\$175,000 convertible note	\$175,000	\$0.115	NI 45-106 2.3	1,840,166	April 16, 2018	n/a
New Margin North America Enterprises Ltd., BC, Canada	\$50,000 convertible note	\$50,000	\$0.115	NI 45-106 2.3	Nil	April 16, 2018	n/a
Chunbo Zhang, BC, Canada	\$150,000 convertible note	\$150,000	\$0.115	NI 45-106 2.3	Nil	April 16, 2018	n/a
Skyledger Tech Corp. BC, Canada	\$50,000 convertible note	\$50,000	\$0.115	NI 45-106 2.3	Nil	April 16, 2018	n/a

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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: \$425,000
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. Proceeds of the financing will be used for developments to the Hello Pal Platform and general corporate purposes.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not applicable
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: Convertible Notes
- (b) Number: \$425,000
- (c) Price per security: Not applicable
- (d) Voting rights: Not applicable
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: \$425,000

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- (b) Maturity date: April 16, 2023
- (c) Interest rate: 15% per annum
- (d) Conversion terms: Each convertible note will be convertible into units at a price of \$0.115 per unit and each unit will consist of one common share of the Company and one share purchase warrant. Each warrant will entitle the holder to purchase an additional common share of the Company at a price of \$0.115 per share for a period of five years expiring April 16, 2023.
- (e) Default provisions Not applicable
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):
Not applicable
- (b) Cash Not applicable
- (c) Securities Not applicable
- (d) Other Not applicable
- (e) Expiry date of any options, warrants etc. Not applicable
- (f) Exercise price of any options, warrants etc. Not applicable
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 _____
Not applicable
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
Convertible Note private placement
11. State whether the private placement will result in a change of control.
No

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. Not applicable
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: Not applicable
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.):
- (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. _____

The undersigned hereby certifies that:

- Dated April 23, 2018.

January 2015
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