AMENDED FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of Listed Issuer: **NetCents Technology Inc.**  (the “I**ssuer**”).

Trading Symbol: **NC** .

Date: **October 11, 2018**  .

Is this an updating or amending Notice: **√**Yes No

If yes provide date(s) of prior Notices: \_\_\_\_**September 7, 2018 and August 27, 2018.**

Issued and Outstanding Securities of Issuer Prior to Issuance:  **44,501,462 Common Shares.**

Date of News Release Announcing Private Placement: **September 7, 2018 and August 28, 2018.**

Closing Market Price on Day Preceding the Issuance of the News Release: **$1.08.**

**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 (1)** | **Purchase price per Security (CDN$) (2)** | **Conversion****Price (if****Applicable)** | **Prospectus Exemption** | **No. of Securities, directly or indirectly, Owned, Controlled or Directed** | **Payment Date (3)** | **Related Person** |
| Juan Turruellas, Naples, FL  | Convertible Debenture in the amount of $76,483 | $65,011 | $1.08 per Unit | s.2.3 of NI 45-106 [Accredited Investor] | N/A | Aug 27, 2018 | No. |
| Delmar W. Bergen, Montgomery, TX | Convertible Debenture in the amount of $76,177 | $64,751 | $1.08 per Unit | s.2.3 of NI 45-106 [Accredited Investor] | N/A | Sept 19, 2018 | No. |
| Jeffrey Forbes, Marblehead, MA | Convertible Debenture in the amount of $38,241 | $32,505 | $1.08 per Unit | s.2.3 of NI 45-106 [Accredited Investor] | N/A | Sept 13, 2018 | No. |
| Chris Gauquie, Greenville, NC | Convertible Debenture in the amount of $77,254 | $65,666 | $1.08 per Unit | s.2.3 of NI 45-106 [Accredited Investor] | N/A | Sept 11, 2018 | No. |
| Walter Artuso, Guelph, ON | Convertible Debenture in the amount of $37,500 | $31,875 | $1.08 per Unit | s.2.3 of NI 45-106 [Accredited Investor] | 28,620 common shares | Sept 12, 2018 | No. |
| D&D Reesor Family Holdings | Convertible Debenture in the amount of $187,500 | $159,375 | $1.08 per Unit | s.2.3 of NI 45-106 [Accredited Investor] | 1,112,500 common shares | Aug 29, 2018 | No. |

1 The Debentures will bear interest on the original principal amount at an interest rate of 10% per annum, maturing six months from the closing date. The total principal amount is convertible at any time before maturity, into Units at the rate of $1.08 per Unit, at the holder’s option. Each Unit consists of one Common Share and one Warrant, each Warrant entitling the holder to purchase a further Common Share at the conversion price of $1.08 per Unit, for a period expiring 24 months from the issue date of the Warrants, in accordance with the terms of the Warrant Certificate.

2 Debentures are issued at a 15% discount to the face value of the debentures.

3 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.

1. Total amount of funds to be raised: **$419,182** .

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. **General Working Capital.**

1. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A** .
2. 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.
3. Description of securities to be issued:

 (a) Class: **N/A.**

 (b) Number: .

 (c) Price per security: .

 (d) Voting rights:

1. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

 (a) Number: **456,625 Warrants upon conversion of Debenture.**

1. Number of securities eligible to be purchased on exercise of Warrants (or options): **456,625 Common Shares.**

 (c) Exercise price **$1.08 per Common Share**

 (d) Expiry date **October 12, 2020.**

## Provide the following information if debt securities are to be issued:

 (a) Aggregate principal amount:  **Convertible debenture in the principal amount of $493,155 (issued at a 15% discount to the face value of the debentures, purchase price being $419,182).**

 (b) Maturity date: **The earlier of (i) six months after the closing date and (ii) the date the Company or holder elects to convert.**

 (c) Interest rate: **10% per annum, calculated daily payable on the Maturity Date** .

 (d) Conversion terms: **The total principal amount is convertible into one Unit (one Common Share and one Warrant) at the rate of $1.08 per Unit, at any time prior to the Maturity Date, at the holder’s option, on at least 10 days prior written notice to the issuer .**

 (e) Default provisions Non Payment: **If the issuer defaults in payment of any principal and interest the holder will be entitled to demand immediate repayment of the debt. Other default provisions are to be settled with the purchasers of the debentures. .**

1. 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.):
2. 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): **N/A .**

(b) Cash **N/A.**

(c) Securities **N/A.**

(d) Other **N/A**

(e) Expiry date of any options, warrants etc. **N/A**

(f) Exercise price of any options, warrants etc.:**N/A.**

1. 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.**
2. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

**The Offering consists of convertible debentures being sold at a 15% discount to the face value of the debentures.**  .

1. State whether the private placement will result in a change of control. **No.**
2. 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**
3. 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.. **Confirmed.**

**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: .
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:
4. Total aggregate consideration in Canadian dollars: .
5. Cash: .
6. Securities (including options, warrants etc.) and dollar value:

 .

1. Other: .
2. Expiry date of options, warrants, etc. if any: .
3. Exercise price of options, warrants, etc. if any: .
4. Work commitments: .
5. State how the purchase or sale price was determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).
6. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: .
7. 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
2. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: .
3. 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 .

1. Expiry date of any options, warrants etc.
2. Exercise price of any options, warrants etc. .
3. 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.
4. 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.

1. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
2. 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).
3. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 11, 2018

 Gord Jessop
Name of Director or Senior Officer

 
Signature

 President / COO
Official Capacity