

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: **SUPREME PHARMACEUTICALS INC.** (the "Issuer").

Trading Symbol: **SL**

Date: **June 22nd, 2016.**

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: **108,875,218.**

Date of News Release Announcing Private Placement: **June 20th, 2016**
(<http://www.supreme.ca/news/company-news-releases/press-release-details/2016/Supreme-Closes-36-Million-Private-Placement/default.aspx>).

Closing Market Price on Day Preceding the Issuance of the News Release: **\$ 0.36**
(Friday June 17th, 2016)

- 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 relationship to Issuer (2)
Nevila Muho Alves Ontario	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related

¹ An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as

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Hugo Alves Ontario	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Rose Austin Ontario	62,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Bennett Jones LLP Ontario	250,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
2 Hans Birker and/or Terri Birker British Columbia	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	25,00 common shares and 12,500 warrants	2016-06-20	Not Related
David Bradley Ontario	10,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Munroop Chahal British Columbia	50,000 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-06-20	Not Related
Capital Event Management Ltd. British Columbia	100,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106 Schedule B		2016-06-20	Not Related
Lauri H. Cunningham Ontario	62,500 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-06-20	Not Related
Palvir Deol	25,000 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106	47,800 common shares	2016-06-20	Not Related

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Ontario							
Michael A. Eizenga Ontario	75,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Mark Ferguson-Davie British Columbia	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Gavin Finlayson Ontario	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Blayne Fisher Ontario	100,000 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-06-20	Not Related
Barbara Fisher Ontario	114,700 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	257,832 common shares	2016-06-20	Not Related
Dale Flood Ontario	87,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
John Fowler Ontario	50,000 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106	2,287,620 Common Shares and 450,000 Stock options	2016-06-20	Related – Executive Officer and Director
John Brian Gallagher Ontario	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related

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Alan P. Gardner Ontario	125,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Sonny Goldstein Ontario	115,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Sonny Goldstein Ontario	72,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Sonny Goldstein Ontario	62,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Hunters Glen Investments Inc. Ontario	2,500,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	600,000 common shares	2016-06-20	Related – Director
Iotesso Holdings Inc. Ontario	1,875,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106 Schedule B		2016-06-20	Not Related
Sharon Jackson Ontario	12,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Robert Jackson Ontario	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Ken Jackson Ontario	250,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related

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Don Jackson Ontario	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	N/A	2016-06-20	Not Related
Harminder Kailay British Columbia	12,500 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106	N/A	2016-06-20	Not Related
Jonathan Kristman Ontario	1,000 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-06-20	Not Related
Vladimir Klacar Ontario	5,000 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-06-20	Not Related
Jason Kooner British Columbia	500,000 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-06-20	Not Related
Robert Kossman British Columbia	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Diedre La Brier Texas, US	500,000 units	\$0.40	\$0.50 on warrants	Schedule D (for US Subscribers)		2016-06-20	Not Related
Alan Levien British Columbia	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related

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Michael Lickver Ontario	12,500 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-06-20	Not Related
James Robert McAuley Ontario	100,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Ian McElgunn Ontario	100,000 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-06-20	Not Related
Thomas McInerney Ontario	125,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Lorne Muhlig Ontario	62,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Anu Nijhawan Alberta	12,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Frank j. Provenzano Ontario	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Terry William Rainong Ontario	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Kimika Reeves Ontario	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related

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Siobhan Rondeau Ontario	10,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Gurjapaul Sahota British Columbia	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related

Graham Saunders British Columbia	100,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	639,939 Warrants	2016-06-20	Not Related
Noela-Sequiera-Fowler Ontario	20,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Noela-Sequiera-Fowler Ontario	25,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Gurinder (Gary) Sooch British Columbia	42,500 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-06-20	Not Related
Dorothy Stapleton Ontario	151,500 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-06-20	Not Related
Tomaini Holdings Inc.	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106	100,000 common shares	2016-06-20	Not Related

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Ontario							
Christopher Travascio Ontario	12,500 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-06-20	Not Related
William Vass Ontario	2,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Cindy Weidelich Ontario	62,500 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106	80,983 Common Shares & 20,000 stock options	2016-06-20	Not Related
Peter Wescott Ontario	62,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Mathew Whalen Ontario	47,500 units	\$0.40	\$0.50 on warrants	Section 2.24 NI 45-106		2016-06-20	Not Related
Amelian Yorke-Slader Quebec	60,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Kevin Zych Professional Corporation Ontario	125,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related
Denis Clement Ontario	25,000 units	\$0.40	\$0.50 on warrants	Section 2.5 NI 45-106		2016-06-20	Not Related
Deepa Ganatra Ontario	187,500 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106		2016-06-20	Not Related

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Sandhar Investments Ltd. British Columbia	50,000 units	\$0.40	\$0.50 on warrants	Section 2.3 NI 45-106 Schedule B		2016-06-20	Not Related
Canaccord Genuity Corp.	13,750 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
GMP Ltd.	93,750 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Barbara Fisher	60,575 Broker / Finders warrants	N/A	\$0.50	Not Applicable	257,832 common shares	N/A	Not Related
1031592 B.C. LTD	30,875 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
Zindagi Marketing Consulting Inc.	9,375 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related
George Callahan	42,375 Broker / Finders warrants	N/A	\$0.50	Not Applicable		N/A	Not Related

(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) Indicated if Related Person.

1. Total amount of funds to be raised:

\$3,615,880.00 in the first tranche. The company is currently undertaking a second tranche whereby more funds will be raised under the same purchase terms.

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 Issuer undertook a non-brokered private placement by way of a unit offering for gross proceeds of \$3,615,880. Upon closing, the Company issued 9,039,700 units (each a "Unit") at a price of \$0.40 per Unit. Each Unit consists of one common share ("Common Share") and one Common Share purchase warrant ("Warrant"). Each Warrant is exercisable for one Common Share at a price of \$0.50 for a period of three years from closing. The issuer will use the net proceeds from the financing to fund the expansion of the company's Kincardine facility and for general working capital purposes.

Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

N/A

3. 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.
4. Description of securities to be issued:
 - (a) Class **Units**.
 - (b) Number: **9,039,700**
 - (c) Price per security **\$0.40**
 - (d) Voting rights **Yes**
5. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: **9,039,700**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **9,039,700**
 - (c) Exercise price: **\$0.50**
 - (d) Expiry date: **June 20, 2019**
6. 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 _____ .
7. 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): _____ .
- (b) Cash **\$100,280.00** _____ .
- (c) Securities **250,700 finders / brokers warrants** _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. **June 20, 2019** _____ .
- (f) Exercise price of any options, warrants etc. **\$0.50** _____ .
8. 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**
9. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- N/A**
10. State whether the private placement will result in a change of control.
- N/A**
11. 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**

12. 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: _____

_____ .

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. _____

3. 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 **June 22nd, 2016**

John Fowler (*signed*) _____
Name of Director or Senior
Officer

[Signed] _____
Signature

Director _____
Official Capacity