

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

CORE ONE LABS INC. (the "Issuer").

COOL

Date: **February 24, 2021** Is this an updating or amending Notice: Yes ☐ No ☒

If yes provide date(s) of prior Notices: **Not applicable.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **97,736,588**

Pricing

Date of news release announcing proposed issuance: **February 23, 2021** or

Date of confidential request for price protection: **Not applicable.**

Closing Market Price on Day Preceding the news release: **February 22, 2021: \$1.07** or

Day preceding request for price protection: **Not applicable.**

Closing

Number of securities to be issued: **235,200**

Issued and outstanding securities following issuance: **97,971,788**

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.

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Part 1. Private Placement

Not Applicable.

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:

The Issuer entered into definitive agreement to acquire Ketamine Infusion Centers of Texas, LLC (“KICT”)—a U.S. based health and wellness clinic focused on the use of ketamine in the treatment of mental health disorders. Through individualized case and novel approaches, KICT focuses on the management of treatment-resistant depression, bipolar disorder, post-traumatic stress disorder and obsessive-compulsive disorder. KICT combines their medical expertise with their passion to help patients reach optimal levels of health and vitality through intravenous therapy services and wellness programs.

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:

Effective February 18, 2021, the Issuer entered into a definitive purchase agreement (the “Agreement”) with KICT and the KICT membership interest holders. In consideration for the acquisition of all of the outstanding membership interests in KICT (the “Transaction”), the Issuer has agreed issue a total of 210,000 common shares in the capital of the Issuer (the “Consideration Shares”). The Consideration Shares are expected to be issued at a deemed price of CAD\$1.35 per share.

The Issuer is at arms-length from KICT and each of its respective members, and the Transaction will not constitute a fundamental change for the Issuer, nor will it result in a change of control of the Issuer, within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. The Issuer expects to pay fees of 25,200 common shares of the Issuer to consultants who introduced the parties and assisted with the Transaction. These fee shares will be subject to a four month hold in accordance with the policies of the Canadian Securities Exchange.

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: **\$283,500.00 payable in common shares of the Issuer at a deemed price of CAD\$1.35 per share.**
 - (b) Cash: **Nil.**
 - (c) Securities (including options, warrants etc.) and dollar value: **210,000 common shares of the Issuer at a deemed price of \$1.35 per share for a total dollar value of \$283,500.00.**
 - (d) Other: **Nil.**
 - (e) Expiry date of options, warrants, etc. if any: **Not applicable.**
 - (f) Exercise price of options, warrants, etc. if any: **Not applicable.**
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). **The purchase price was determined via arm's length negotiations between the parties.**
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Not applicable.**
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:

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 relations -hip to Issuer (2)
Michael Nguyen	100,800	\$1.35	N/A	Section 2.16 of NI 45-106	Nil	N/A	None
Steve Polakoff	94,500	\$1.35	N/A	Section 2.16 of NI 45-106	Nil	N/A	None

Dante Gravino	14,700	\$1.35	N/A	Section 2.16 of NI 45-106	Nil	N/A	None
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(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: **Due diligence, including the examination of all financial records, obligations, contracts and agreements was undertaken by management of the Issuer.**

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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

As noted below, a total of 25,200 common shares of the Issuer will be issued to three arm's length parties in connection with the Transaction.

(b) Cash: **Nil.**

(c) Securities **25,200 common shares of the Issuer, as noted below:**

Recipient	Type of Fee	No. of Shares
CIFC Capital Corp.	Finder's Fee	21,000
Winchester Advisory Corp.	Administrative Success Fee	2,100
Fiore Management & Advisory Corp.	Administrative Success Fee	2,100
Total		25,200

(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 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. **Not applicable.**
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. **Not applicable.**

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 February 24, 2021.

Joel Shacker
Name of Director or Senior
Officer

s/ "Joel Shacker"
Signature

Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.