FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities[1])

Please complete the following:

Name of Listed Issuer: **Kontrol Energy Corp.** (the "Issuer").

Trading Symbol: **KNR**

Date: **October 31, 2019**

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: **29,514,673**

Date of News Release Announcing Private Placement: **October 31, 2019**

Closing Market Price on Day Preceding the Issuance of the News Release: **$0.45**
(Closing price as of October 30, 2019)

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):

The Issuer has completed a $3 Million secured loan financing (the "Loan") on October 30th, 2019. The indicative terms of the loan were initially announced on August 9th, 2019.The Loan refinances existing debt, providing incremental increased funding capacity and converts approximately $3,000,000 of Kontrol's existing short-term debt into a long-term obligation. The Loan has a three-year term, Bankers' Acceptance rate plus 8% interest, a facility fee, and will be interest only over the first 18 months, with monthly principal repayment beginning thereafter. The Lender will be granted 590,293 common share purchase warrants ("Lender Warrants") with an exercise price of 0.72 cents and a term of five years.

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 (Common Shares), directly or indirectly, Owned,	Payment Date(1)	Describe relations-hip to Issuer (2)

					Controlled or Directed		
FP Gap Debt LP Toronto, ON	317,430 Common Share Purchase Warrants	$0.70 exercise price per Common Share Purchase Warrant	N/A	NI 45-106 2.3 (1) Accredited Investor	-	October 30, 2019	N/A
EG Gap Debt LP Toronto, ON	125,290 Common Share Purchase Warrants	$0.70 exercise price per Common Share Purchase Warrant	N/A	NI 45-106 2.3 (1) Accredited Investor	-	October 30, 2019	N/A
C Capital Investments Toronto, ON	14,757 Common Share Purchase Warrants	$0.70 exercise price per Common Share Purchase Warrant	N/A	NI 45-106 2.3 (1) Accredited Investor	-	October 30, 2019	N/A
J. Cohen Toronto, ON	19,676 Common Share Purchase Warrants	$0.70 exercise price per Common Share Purchase Warrant	N/A	NI 45-106 2.3 (1) Accredited Investor	-	October 30, 2019	N/A
E. Dale Toronto, ON	19,676 Common Share Purchase Warrants	$0.70 exercise price per Common Share Purchase Warrant	N/A	NI 45-106 2.3 (1) Accredited Investor	-	October 30, 2019 "	N/A

H. Capital LLC Toronto, ON	**19,676 Common Share Purchase Warrants**	**$0.70 exercise price per Common Share Purchase Warrant**	**N/A**	**NI 45-106 2.3 (1) Accredited Investor**	**-**	**October 30, 2019**	**N/A**
A. Soberano Toronto, ON	**Common Share Purchase Warrants**	**$0.70 exercise price per Common Share Purchase Warrant**	**N/A**	**NI 45-106 2.3 (1) Accredited Investor**	**-**	**October 30, 2019**	**N/A**

(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.

[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: **$3,000,000**

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.

Kontrol is proceeding with this Offering with the intention to use the net proceeds for future acquisitions of Operating Businesses and Intellectual Property ("IP") and Patent technology in the energy efficiency sector, organic growth and general corporate purposes. Additionally, Kontrol intends to use a portion of the proceeds of the Offering to repay outstanding loans and accumulated interest associated with the previous completed acquisitions of Operating Businesses, IP and Patent technology, and for general working capital 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. **Not applicable**

5. Description of securities to be issued:

(a) Class: **Common Share Purchase Warrants**

(b) Number up to: **See section 6**

(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: **Not applicable**

(a) Number: **590,293**

(b) Number of securities eligible to be purchased on exercise of Warrants (or options): **590,293**

(c) Exercise price: **0.72**

(d) Expiry date: **October 30, 2024**

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

(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.):

(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:

(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

Not applicable.

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). **Not applicable.**

11. State whether the private placement will result in a change of control. **Not applicable**

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.

Yes.

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. _____ _____ _____ .

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: **October 31, 2019**

Paul Ghezzi
Name of Director or Senior Officer

Signature

CEO, Director
Official Capacity