

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: Drone Delivery Canada Corp. (the "Issuer").

Trading Symbol: FLT.

Date: February 28, 2017.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: February 21, 2017 and February 27, 2017.

Issued and Outstanding Securities of Issuer Prior to Issuance: 90,975,849.

Date of News Release Announcing Private Placement: February 6, February 23 and February 28, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.39.

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) |
|---|---|-------------------------------------|----------------------------------|--|--|-------------------|---------------------------------------|
| See attached schedule | 31,144,000 Special Warrants | \$0.35 | | 2.3 of NI 45-106 and O.S.C. Policy 1.5 | See attached schedule | February 28, 2017 | See attached schedule |

(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.

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Drone Delivery Canada Corp.



Subscriber Breakdown

Issue Price: CAD 0.35
Terms: 1 SP WT = 1 UT = 1 CS + ½ WT
Settlement Type: Electronic via CDS
Settlement Date: Tuesday, February 28, 2017

| # | Name & Address of Purchaser | # of Special Warrants | Total Value (\$) | CURRENT SHR HOLDINGS | RELATED PARTY (YES/NO) |
|----|---|-----------------------|------------------|----------------------|------------------------|
| 1 | CASSIE CHAN 3904-295 ADELAIDE ST W TORONTO ON M5V 0L4 | 1,500 | \$ 525.00 | 4,300 | NO |
| 2 | MEREDITH ASHTON 54 RUMSEY RD EAST YORK ON M4G 1N8 | 71,500 | \$ 25,025.00 | - | NO |
| 3 | OLIVER TURNER 807-560 KING ST W TORONTO ON M5V 1M3 | 70,000 | \$ 24,500.00 | - | NO |
| 4 | TIM WILLIAMS 623 LONSDALE RD TORONTO ON M5P 1R8 | 150,000 | \$ 52,500.00 | - | NO |
| 5 | SHAWN NODDER 9 DUGGAN AVE TORONTO ON M4V 1Y1 | 100,000 | \$ 35,000.00 | - | NO |
| 6 | KENRICK SYLVESTRE 13 HEATHBRIDGE PARK RD TORONTO ON M4G 2Y6 | 75,000 | \$ 26,250.00 | - | NO |
| 7 | MARKO PENCAK 1105 BIRCHVIEW AVE OAKVILLE ON L6J 2C5 | 265,000 | \$ 92,750.00 | - | NO |
| 8 | PICTON MAHONEY ASSET MGMT 33 YONGE ST SUITE 830 TORONTO ON M5E 1G4 | 1,428,500 | \$ 499,975.00 | - | NO |
| 9 | THORNMARK ALPHA FUND 119 SPADINA AVE SUITE 701 TORONTO ON M5V 2L1 | 500,000 | \$ 175,000.00 | - | NO |
| 10 | BAROMETER CAPITAL MANAGEMENT INC. 1 UNIVERSITY AVE SUITE 1800 TORONTO ON M5J 2P1 | 858,000 | \$ 300,300.00 | - | NO |
| 11 | STONE & CO FLAGSHIP STOCK FUND 36 TORONTO ST SUITE 710 TORONTO ON M5C 2C5 | 286,000 | \$ 100,100.00 | - | NO |
| 12 | THE K2 PRINCIPAL FUND LP 2 BLOOR ST W SUITE 801 TORONTO ON M4W 3E2 | 1,142,900 | \$ 400,015.00 | - | NO |
| 13 | HANK SWARTOUT 200 LA CAILLE PL SW SUITE 1003 CALGARY AB T2P 5E2 | 142,500 | \$ 49,875.00 | - | NO |
| 14 | VERTEX ONE ASSET MANAGEMENT ON BEHALF OF VERTEX GROWTH FUND 1021 HASTINGS ST, 32ND FL VANCOUVER BC V6E 0C3 | 1,429,000 | \$ 500,150.00 | - | NO |
| 15 | G3 CAPITAL PARTNERS FUND 67 YONGE ST SUITE 1600 TORONTO ON M5E 1J8 | 575,000 | \$ 201,250.00 | - | NO |

| | | | | | |
|----|--|-----------|---------------|-----------|----|
| 16 | MR DEREK PEATLING 925 MEYERSIDE DR MISSISSAUGA ON L5T 1R8 | 100,000 | \$ 35,000.00 | 175,500 | NO |
| 17 | MR RODERICK FINLAYSON OR MRS HELEN FINLAYSON JTWROS 41 SNOWSHOE CRES THORNHILL ON L3T 4M7 | 100,000 | \$ 35,000.00 | 150,000 | NO |
| 18 | MR ROLF H HAUCKWITZ 161 MOORE LINE MOORETOWN ON N0N 1M0 | 70,000 | \$ 24,500.00 | 75,000 | NO |
| 19 | ASHRAFF I KHAN PROFESSIONAL CORPORATION 185 COTE CRES NW EDMONTON AB T6V 1L4 | 70,000 | \$ 24,500.00 | 120,000 | NO |
| 20 | MR GARY ARCA 580 HORNBY ST SUITE 750 VANCOUVER BC V6C 3B6 | 70,000 | \$ 24,500.00 | 50,000 | NO |
| 21 | GOLDENARCH INTERNATIONAL LIMITED PO BOX 3639 SHORTLAND STREET AUCKLAND, 1140 NEW ZEALAND | 70,000 | \$ 24,500.00 | - | NO |
| 22 | 2445213 ONTARIO INC. 24-23-6175 7 HWY WOODBIDGE ON L4H 0P6 | 100,000 | \$ 35,000.00 | 1,000,000 | NO |
| 23 | MR HOWARD KERBEL 8 BRIAN CLIFF DR NORTH YORK ON M3B 2G2 | 100,000 | \$ 35,000.00 | 55,000 | NO |
| 24 | MRS SYEDA RIZVI 24517 TWP RD 542 STURGEON COUNTY AB T8T 1L6 | 70,000 | \$ 24,500.00 | 75,000 | NO |
| 25 | CAPITAL EVENT MANAGEMENT 100-736 GRANVILLE ST VANCOUVER BC V6Z 1G3 | 114,285 | \$ 39,999.75 | 287,142 | NO |
| 26 | MR ROMEO D'ANGELA 810 WOODLAND ACRES CRES MAPLE ON L6A 1G2 | 1,000,000 | \$ 350,000.00 | - | NO |
| 27 | MR ENNIO D'ANGELA 33 DENHAM DR RICHMOND HILL ON L4C 6H6 | 2,000,000 | \$ 700,000.00 | - | NO |
| 28 | MR RALPH FRATTAROLI 18 FILTON RD CALEDON EAST ON L7C 1R5 | 70,000 | \$ 24,500.00 | - | NO |
| 29 | MR LUCIANO FIORINI 10-11-830 ROWNTREE DAIRY RD WOODBIDGE ON L4L 5V2 | 200,000 | \$ 70,000.00 | - | NO |
| 30 | DR ROMI RAJPUT 1073 JAMES CRES NW EDMONTON AB T6L 6P6 | 70,000 | \$ 24,500.00 | 138,000 | NO |
| 31 | MR MICHAEL FATTORI 204 LAWRENCE AVE E TORONTO ON M4N 1T2 | 70,000 | \$ 24,500.00 | 167,857 | NO |
| 32 | MR ALAN FRIEDMAN 7 COULSON AVE TORONTO ON M4V 1Y3 | 70,000 | \$ 24,500.00 | 35,000 | NO |

| | | | | | |
|----|--|---------|--------------|--------|----|
| 33 | DR KENNETH RUTLEDGE 3583 LATIMER RD RR 1 INVERARY ON K0H 1X0 | 70,000 | \$ 24,500.00 | 60,000 | NO |
| 34 | MR RONALD GOGUEN ST 700-105 ENGLEHART RUE DIEPPE NB E1A 8K2 | 100,000 | \$ 35,000.00 | - | NO |
| 35 | GOLDEN CAPITAL CONSULTING ATTN JUOZAS PAPARTIS PLANTA URBANA ALMANCEN 50 INDEPENDENCIA GUIARA 5350 PARAGUAY | 100,000 | \$ 35,000.00 | - | NO |
| 36 | Christine Spencer 720 Hillsdale Ave E Toronto, ON M4S 1V3 | 30,000 | \$ 10,500.00 | none | NO |
| 37 | MATTHEW HAMILTON RR 2 208553 26 HWY CLARKSBURG ON N0H 1J0 | 70,000 | \$ 24,500.00 | - | NO |
| 38 | MOUNIR EL-AYARI 92 GLENVIEW AVE TORONTO ON M4R 1P8 | 100,000 | \$ 35,000.00 | - | NO |
| 39 | DAVID KEGLER 108 4302-48 ST AVE LEDUC AB T9E 8J6 | 20,000 | \$ 7,000.00 | 10,000 | NO |
| 40 | SIMON PARTINGTON 253-30 STADIUM RD TORONTO, ON M5V 3P4 | 14,300 | \$ 5,005.00 | NONE | NO |
| 41 | IRINA KOROLEV 505-246 COSBURN EAST YORK ON M4J 2M1 | 9,993 | \$ 3,497.55 | NONE | NO |
| 42 | FRASER MCEWEN 10 AINLEY TRAIL GLEN WILLIAMS ON L7G 0E6 | 70,000 | \$ 24,500.00 | - | NO |
| 43 | DR. FREDERIK BADENHORST INC. ATTN: DR FREDERIK BADENHORST 196 TATCHELL RD QUESNEL BC V2J 0A3 | 70,000 | \$ 24,500.00 | - | NO |
| 44 | SVEINSON MINERAL SERVICES INC 4655 BRITANNIA DR RICHMOND BC V7E 6B1 | 150,000 | \$ 52,500.00 | - | NO |
| 45 | DR. F.G. JACOBSON INC. 545 FRONT ST QUESNEL BC V2J 2K7 | 75,000 | \$ 26,250.00 | - | NO |
| 46 | DR. DIETRICH FURSTENBURG INC. ATTN: DR. DIETRICH FURSTENBURG 32-665 FRONT ST QUESNEL BC V2J 5J5 | 70,000 | \$ 24,500.00 | - | NO |
| 47 | DR. GIDEON SMIT INC. ATTN: DR GIDEON SMIT 403B-3210 25 AVE VERNON BC V1T 1P1 | 70,000 | \$ 24,500.00 | - | NO |
| 48 | DR. PIETER SLABBERT INC. ATTN: DR. PIETER SLABBERT 3958 QUESNEL-HYDRAULIC RD QUESNEL BC V2J 6G3 | 70,000 | \$ 24,500.00 | - | NO |
| 49 | MR BENJAMIN GELBER ATTN: BENJAMIN GELBER 1949 FIFE RD | 70,000 | \$ 24,500.00 | - | NO |

| | | | | | |
|----|--|-----------|-----------------|---------|----|
| | CHRISTINA LAKE BC V0H 1E3 | | | | |
| 50 | DR ZACHARIAS VAN DEN HEEVER 9529 100A ST NW EDMONTON AB T5K 0V5 | 70,000 | \$ 24,500.00 | - | NO |
| 51 | TERRY SVEINSON PROFESSIONAL CORP ATTN: TERRY SVEINSON 200-6750 75 ST NW EDMONTON AB T6E 6T9 | 70,000 | \$ 24,500.00 | - | NO |
| 52 | DR GALINA STROVSKAIA 1886 128 ST SURREY BC V4A 3V4 | 70,000 | \$ 24,500.00 | | NO |
| 53 | MR ROBERT C BYLER 5499 WALLACE ST VANCOUVER BC V6N 4E9 | 70,000 | \$ 24,500.00 | | NO |
| 54 | ROMICH HOLDINGS INC. ATTN: ROY JACKSON 15157 ROPER AVE WHITE ROCK BC V4B 5C9 | 70,000 | \$ 24,500.00 | | NO |
| 55 | DR SEMION STROVSKI 1886 128 ST SURREY BC V4A 3V4 | 70,000 | \$ 24,500.00 | | NO |
| 56 | BT GLOBAL GROWTH FUND LP 145 ADELAIDE ST W SUITE 300 TORONTO ON M5H 4E5 | 715,000 | \$ 250,250.00 | | NO |
| 57 | Joel Kruzich 34 Thurston Road Toronto, Ontario M4S 2V7 | 70,000 | \$ 24,500.00 | none | NO |
| 58 | Steve Riedel 790 Dunloe Ave Ottawa, Ontario K1K 0K4 | 70,000 | \$ 24,500.00 | none | NO |
| 59 | Lorne Searle 456 Highcliffe Drive Thornhill, ON L4J 7M7 | 30,000 | \$ 10,500.00 | None | NO |
| 60 | MR MICHAEL URLOCKER OR MRS FRANCES MISUTKA JTWROS 1399 ELAINE TRAIL MISSISSAUGA ON L5G 3W9 | 85,000 | \$ 29,750.00 | - | NO |
| 61 | MR BLAIR ROBERT PANES 45 WILLINGDON BLVD ETOBICOKE ON M8X 2H3 | 140,000 | \$ 49,000.00 | 100,000 | NO |
| 62 | MR BLAIR ROBERT PANES 45 WILLINGDON BLVD ETOBICOKE ON M8X 2H3 | 140,000 | \$ 49,000.00 | 100,000 | NO |
| 63 | ALVERNA MARIE PANES OR PATRICIA DECKER OR BLAIR ROBERT PANES 45 WILLINGDON BLVD ETOBICOKE ON M8X 2H3 | 250,000 | \$ 87,500.00 | 100,000 | NO |
| 64 | FIDELITY TRUE NORTH FUND, BY ITS MANAGER FIDELITY INVESTMENTS CANADA ULC 483 BAY ST, NORTH TOWER, SUITE 300 TORONTO, ON M5G 2N7 | 6,700,000 | \$ 2,345,000.00 | - | NO |
| 65 | FIDELITY SPECIAL SITUATIONS FUND, BY ITS MANAGER FIDELITY INVESTMENTS CANADA ULC 483 BAY ST, NORTH TOWER, SUITE 300 TORONTO, ON M5G 2N7 | 5,714,285 | \$ 1,999,999.75 | - | NO |
| 66 | CRAIG A MACHEL 107 DOUGLAS AVE TORONTO ON M5M 1G7 | 70,000 | \$ 24,500.00 | NONE | NO |

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|----|---|-----------|---------------|---------|----|
| 67 | Hayley Avruskin 137 Rosedale Heights Drive Toronto, ON M4T 1C7 | 15,000 | \$ 5,250.00 | 15000 | NO |
| 68 | Philip Richmond 137 Rosedale Heights Drive Toronto, ON M4T 1C7 | 15,000 | \$ 5,250.00 | 15000 | NO |
| 69 | DOUGLAS GOODMAN 198 CRAIGHURST AVE TORONTO ON M4R 1K2 | 15,000 | \$ 5,250.00 | 0 | NO |
| 70 | VICTORIA ROSS C/O 110 YONGE ST, SUITE 1000 TORONTO ON M5C 1T4 | 600,000 | \$ 210,000.00 | - | NO |
| 71 | K.J. HARRISON & PARTNERS INC 60 BEDFORD RD TORONTO ON M5R 2K2 | 1,642,900 | \$ 575,015.00 | - | NO |
| 72 | Silvestro Tavone 6 MYLESVIEW PL NORTH YORK ON M2N 2M6 | 100,000 | \$ 35,000.00 | \$ - | NO |
| 73 | THOMAS GRIFFIS 55 UNIVERSITY AVE SUITE 704 TORONTO ON M5J 2H7 | 100,000 | \$ 35,000.00 | \$ - | NO |
| 74 | Elia Crespo 100 KING ST, W., SUITE #5600 PO BOX 270 STN 1ST CAN PLACE TORONTO ON M5X 1C9 | 100,000 | \$ 35,000.00 | 199,500 | NO |
| 75 | MR FABIAN MONACO 142 SELLERS AVE YORK ON M6E 3V2 | 50,000 | \$ 17,500.00 | - | NO |
| 76 | PEERAGE INVESTMENTS LIMITED 220 ISLAND LANE LD TOWNE SANDY PORT, NASSAU BAHAMAS | 70,000 | \$ 24,500.00 | - | NO |
| 77 | MR HAROLD V. PEDERSEN 51 SCHILLER CRES NW CALGARY AB T3L 1W7 | 70,000 | \$ 24,500.00 | NONE | NO |
| 78 | DR DARRYL GILLINGS 19 MANDALAY DR CORMAN PARK SK S7T 1E3 | 70,000 | \$ 24,500.00 | NONE | NO |
| 79 | SCOTT HARKNESS 71 SOUTHAMPTON DR SW CALGARY, AB T2W 0T7 | 80,000 | \$ 28,000.00 | - | NO |
| 80 | ALNOOR NATHOO 219 ASPEN RIDGE PL SW CALGARY, AB T3H 0J6 | 200,000 | \$ 70,000.00 | - | NO |
| 81 | GORAV SETH 252 WORTH BLVD THORNHILL ON L4J 7W1 | 42,900 | \$ 15,015.00 | - | NO |
| 82 | MR CRAIG A MILLS 23 GLEN MANOR DR TORONTO ON M4E 2X3 | 28,600 | \$ 10,010.00 | - | NO |
| 83 | 2290398 ONTARIO LTD 2 QUEEN ST E SUITE 1500 TORONTO ON M5C 3G5 | 50,000 | \$ 17,500.00 | - | NO |

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|----|--|-------------------|-------------------------|---|----|
| | MAILING ADDRESS: PO BOX 790, ORPINGOTON LONDON UK, BR6 1EX | | | | |
| 84 | STEVEN D OTTAWAY 22 NEVILLE PARK BLVD TORONTO ON M4E 3P6 | 338,937 | \$ 118,627.95 | - | NO |
| 85 | MR VIMALESAN THASAN 39 GEORGE HENRY BLVD NORTH YORK ON M2J 1E4 | 70,000 | \$ 24,500.00 | 0 | NO |
| 86 | BRENT & JACQUELINE REYNOLDS 399 MANOR RD E TORONTO ON M4S 1S9 | 70,000 | \$ 24,500.00 | - | NO |
| 87 | HARRISON KEENAN 158 MONARCH PARK AVE TORONTO ON M4J 4R6 | 70,000 | \$ 24,500.00 | - | NO |
| 88 | EVA SALEM 115 ROXBOROUGH DR TORONTO ON M4W 1X5 | 28,600 | \$ 10,010.00 | - | NO |
| 89 | LEEANNE WELD 17 KILLARNEY RD TORONTO ON M5P 1L7 | 71,400 | \$ 24,990.00 | - | NO |
| 90 | BLAIR SCHULTZ INVESTCO INC ATTN:BLAIR SCHULTZ 37 COLIN AVE TORONTO ON M5P 2B8 | 142,900 | \$ 50,015.00 | | NO |
| 91 | HEINZ & PARTHENA PRACHTER 14158 HWY 48 STOUFFVILLE ON L4A 7X3 | 70,000 | \$ 24,500.00 | | NO |
| 92 | DONALD DARROCH 1100 - 20 BAY ST. TORONTO, ON M5J 2N8 | 30,000 | \$ 10,500.00 | | NO |
| | | 31,144,000 | \$ 10,900,400.00 | | |
| | | 31,144,000 | \$ 10,900,400.00 | | |

1. Total amount of funds to be raised: \$10,900,400 .
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 Company intends to use the net proceeds of the offering for the acceleration of technical development and commercialization of the Company's products and general corporate purposes .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
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 Special warrants ("Special Warrants"), each Special Warrant is automatically exercisable, without additional payment or further action on the part of the holder, into one (1) unit of the Issuer (each a "Unit"), consisting of one (1) common share (each a "Unit Share") and one-half of one (0.5) common share purchase warrant (each whole common share purchase warrant a "Warrant"), subject to the additional Penalty Units described in section 10 below.
 - (b) Number 31,144,000 Special Warrants .
 - (c) Price per security \$0.35 .
 - (d) Voting rights One vote per special warrant at meetings of special warrant holders.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number Up to 18,112,500 Warrants partially comprising the Units (including the Penalty Units defined in section 10 below) .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Up to 18,112,500 common shares .
 - (c) Exercise price \$0.45 .
 - (d) Expiry date 2 years .

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):

GMP Securities L.P. (the "Agent"), 145 King Street West, Suite 300, Toronto, Ontario, M5H 1J8 .
 - (b) Cash 7% of the gross proceeds from Special Warrants sold .
 - (c) Securities Compensation warrants to purchase 2,180,080 common shares (being 7% of the aggregate number of Special Warrants sold under the offering) .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. 2 years .
 - (f) Exercise price of any options, warrants etc. \$0.35 .
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

_____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

The Company has agreed to use its best efforts to obtain a receipt for a final short form prospectus qualifying the distribution of the Units upon exercise of the Special Warrants (the "Qualification Condition") on or before the date that is 90 days following closing of the offering (the "Qualification Deadline"). If the

Qualification Condition is not satisfied before the Qualification Deadline, each holder shall be entitled to receive, without payment of additional consideration, 1.05 Units (the "Penalty Units") per Special Warrant in lieu of one Unit per Special Warrant.

If the volume weighted average price of the common shares in the capital of the Company on the Canadian Securities Exchange is equal to or greater than \$1.00 for a period of ten (10) consecutive trading days then the Company may at any time thereafter accelerate the expiry date of the Warrants to the date that is thirty (30) days following the date on which the Company issues notice to all the Warrant holders of the new expiry date.

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: _____

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 February 28, 2017.

Chris Irwin
Name of Director or Senior
Officer

"Chris Irwin" (Signed)
Signature

Director
Official Capacity