

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: Lifestyle Delivery Systems Inc. (the "Issuer").

Trading Symbol: LDS.

Date: January 10, 2018

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: 99,852,884

Date of News Release Announcing Private Placement: None. Confidential price reservation requested on December 15, 2017

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.53 on December 14, 2017, the day preceding the confidential price preservation request

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(2) | Describe relations -hip to Issuer (3) |
|---|---|-------------------------------------|----------------------------------|----------------------|--|-----------------|---------------------------------------|
| See Appendix A | | | | | | | |

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.

- Total amount of funds to be raised: \$2,750,000.
- 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. Net proceeds from the Offering will be used as general working capital.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
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. N/A.
5. Description of securities to be issued:
- (a) Class: common shares
 - (b) Number 5,500,000
 - (c) Price per security \$0.50 per Unit
 - (d) Voting rights One voting right per one share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 5,500,000
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 5,500,000 common shares
 - (c) Exercise price \$0.75 per common share
 - (d) Expiry date One year from the date of issuance, subject to acceleration if the volume weighted average trading price of the Issuer's common shares is greater than or equal to \$1.50 for 10 consecutive trading days.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A
 - (b) Maturity date N/A
 - (c) Interest rate N/A
 - (d) Conversion terms N/A
 - (e) Default provisions N/A
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):

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.**

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 _____

N/A _____ .

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

No _____ .

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. **N/A** _____

_____ .

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 – N/A

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: January 10, 2018

Yanika Silina
Name of Director or Senior
Officer

"Yanika Silina"
Signature

CFO
Official Capacity

Appendix A

| Full Name & Residential Address of Placee | Number of Securities Purchased or to be Purchased (Common Shares) | Purchase price per Security (CDN\$) | Conversion Price (if Applicable) | Prospectus Exemption | No. of Securities, directly or indirectly, Owned, Controlled or Directed | Payment Date | Describe relationship to Issuer |
|---|---|-------------------------------------|----------------------------------|-------------------------------------|--|--------------|---------------------------------|
| Andrew Yeoman ON | 400,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/22/2017 | None |
| Robert David McFarlane BC | 20,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 266,400 | 12/22/2017 | None |
| KBM Construction Ltd. AB | 100,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 217,500 | 12/27/2017 | None |
| Claude La Pointe AB | 300,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 611,000 | 12/27/2017 | None |
| Dharmesh Sisodraker BC | 50,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 170,000 | 12/27/2017 | None |
| Chadwick Friesen BC | 200,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/27/2017 | None |
| Min Kyi BC | 40,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 50,400 | 12/21/2017 | None |
| Doug Chew BC | 40,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 60,800 | 12/22/2017 | None |
| Preetpal Singh Dhillon BC | 150,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 326,000 | 12/27/2017 | None |
| Robert Dean Csada SK | 60,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/27/2017 | None |
| David Eaton BC | 200,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/22/2017 | None |
| H. Sangha Enterprises Ltd. BC | 100,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 59,000 | 12/22/2017 | None |

| | | | | | | | |
|---------------------------------|---------|--------|-----|-------------------------------------|---------|------------|------|
| Derek Balthazar Christiansen BC | 20,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 25,000 | 12/27/2017 | None |
| 3828476 Canada Inc BC | 300,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/28/2017 | None |
| Michelle Hackett BC | 500,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/29/2017 | None |
| Sylvia Eva Gietl BC | 200,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/28/2017 | None |
| Frances Hackett BC | 20,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/29/2017 | None |
| 582225 Alberta, Ltd. AB | 400,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 1/2/2018 | None |
| Market IQ Media Group Inc. BC | 320,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 1/9/2018 | None |
| Lisa Marie Swain BC | 20,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/29/2017 | None |
| Hutton Capital Corporation BC | 200,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/28/2017 | None |
| David Parry BC | 250,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/28/2017 | None |
| Antony Alvaro BC | 150,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/28/2017 | None |
| Chris Jackson BC | 60,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/28/2017 | None |
| Mohit Mathur BC | 90,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 60,000 | 1/3/2017 | None |
| Danny Brody BC | 150,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 500,500 | 1/9/2017 | None |

| | | | | | | | |
|-------------------------------------|---------|--------|-----|--|-----------|---------------------|---------------------------------|
| Trevor Kearnes AB | 150,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 505,000 | 1/3/2017 | None |
| Fevzi Ogelman UK | 300,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 1,172,500 | Upon Final Close | None |
| Maude Poirier BC | 70,000 | \$0.50 | n/a | NI 45-106 2.5 [Family, friends and business associates] | - | 12/28/2017 | None |
| Arni Johansson BC | 300,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 1/2/2018 | Consultant |
| Ousamah Abulail BC | 30,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 1/5/2018 | None |
| Michel Duprat BC | 20,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | 120,000 | 12/28/2017 | None |
| Thomas Apostolos Pappas US | 100,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/29/2017 | None |
| Brent H. Coeur- Barron US | 20,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 1/5/2018 | None |
| Margo Lynn Coeur-Barron US | 20,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 1/5/2018 | None |
| Tanya Nicole Romanuk BC | 10,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | 12/29/2017 | None |
| Ashley Eckenweiler US | 100,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | Upon Final Close | Related to CEO of the Issuer |
| Kyle de Jong BC | 40,000 | \$0.50 | n/a | NI 45-106 2.3 [Accredited investor] | - | Upon Final Close | None |