

# FORM 9

## **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of Listed Issuer: **Global Cannabis Applications Corp. (the "Issuer")**

Trading Symbol: **APP**

Date: **November 26, 2017**

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: **54,000,009**

Date of News Release Announcing Private Placement: **Not applicable – issuer relying on price protection granted November 14, 2017**

Closing Market Price on Day Preceding the Issuance of the News Release: **Not applicable – issuer relying on price protection granted November 14, 2017**

### **Private Placement**

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)
Antanus Guoga Vilnius, Lithuania	1,851,851	\$0.135	\$0.17	NI 45-106 s.2.3	Nil	November 27, 2017	Unrelated Party
ThreeD Capital Inc. Toronto, ON	1,000,000	\$0.135	\$0.17	NI 45-106 s.2.3	3,000,000 common shares & 1,000,000 warrants	November 27, 2017	Unrelated Party
Lynn Factor Toronto, ON	500,000	\$0.135	\$0.17	NI 45-106 s.2.3	1,300,000 common shares & 1,000,000 warrants	November 27, 2017	Unrelated Party
Curtis Roy Edmonton, AB	150,000	\$0.135	\$0.17	NI 45-106 s.2.3	350,000 common shares	November 27, 2017	Unrelated Party
<b>TOTAL PRIVATE PLACEMENT</b>	<b>3,501,851 Units (as defined below)</b>	<b>\$472,750</b>					

- (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.

<sup>1</sup>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: **The private placement has raised \$472,750 in private placement proceeds.**
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 proceeds from the private placement will be used for general working capital and corporate 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: **Units, whereby each Unit consists of one common share and one-half of one common share purchase warrant**
  - (b) Number: **3,501,851 Units**
  - (c) Price per security: **\$0.135 per Unit**
  - (d) Voting rights: **Each common share entitles the holder to one vote**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number: **1,750,925 common share purchase warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **1,750,925 common shares**
  - (c) Exercise price: **\$0.17**
  - (d) Expiry date: **Two (2) years from the date of issuance**
7. Provide the following information if debt securities are to be issued: **Not applicable**
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): **Not applicable**

(b) Cash **Not applicable**

(c) Securities **Not applicable**

(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, 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.

**The private placement will not result in a change of control.**

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:

**Not applicable**

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:

**Not applicable**

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:

**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.).

**Not applicable**

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:

**Not applicable**

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

**Not applicable**

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.):

**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 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 November 26, 2017

Bradley Moore  
Name of Director or Senior Officer

/s/ Bradley Moore  
Signature

Chief Executive Officer/Director  
Official Capacity