

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Name of Listed Issuer: The Delma Group Inc. (the “Issuer”, “Delma” or the “Corporation”).

Trading Symbol: CSE:DLMA

Date: May 7, 2018.

Is this an updating or amending Notice: No

Issued and Outstanding Securities of Issuer Prior to Issuance: 5,414,698 class A common shares.

Date of News Release Announcing Private Placement: May 7, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: 4.750\$

1. Private Placement

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relations -hip to Issuer
Les Consultants Luric Inc. 640, Orly Avenue, Suite 160, Dorval (Quebec) H9P 1E9	184,924	6\$	2.12 NI 45-106	0	May 7, 2018.	Arm's lenght
Les Consultants Crona Inc. 640, Orly Avenue, Suite 160, Dorval (Quebec) H9P 1E9	325,951	6\$	2.12 NI 45-106	0	May 7, 2018.	Arm's lenght
Robert Miron 640, Orly Avenue, Suite 160, Dorval (Quebec) H9P 1E9	123,015	6\$	2.12 NI 45-106	0	May 7, 2018.	Arm's lenght

1. Total amount of funds to be raised:
N/A.
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.
See section 2.
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 **A**.
 - (b) Number **ISIN CA24703Y1051** .
 - (c) Price per security **6\$**.
 - (d) Voting rights **common shares**.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
N/A
7. Provide the following information if debt securities are to be issued:
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.):
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.).

See section 2 for more information about the transaction.

11. State whether the private placement will result in a change of control.

This 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.

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

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:*

Delma Real Estate Corporation (“DREC”), a wholly-owned subsidiary of The Delma Group Inc. (CSE:DLMA) will acquire \$3,803,339.19 (the “Purchase Price”) worth of Lupa Investments Inc. (“Lupa”) shares, a real estate holding company with immovable properties assets in Montreal and Longueuil.

Those assets are located at the following locations :

- **9700-9720 Saint-Laurent Boulevard., Montreal (Quebec) H3L 2N3/ 11 Port-Royal Street West, Montreal (Quebec) H3L 2N3**
- **505-531 Le Breton Street, Longueuil (Quebec) J4G 1R9**
- **475-489 Le Breton Street, Longueuil (Quebec) J4G 1R9**

- 1221-1225 Saint-Jean-Baptiste Boulevard, Montreal (Quebec) H1B 4A2/ H1B 4A0.

It is intended that following this acquisition of Lupa shares by DREC, Delma will purchase 100% of the DREC shares in a roll-over transaction under section 85.1 of the *Income Tax Act* (Canada) and the equivalent section of the *Taxation Act* (Quebec).

For more information about the transaction, please see subsection 2.

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:*

The full price of the acquisition is to be paid with the issuance of 3,803,339 class A preferred shares in the capital of DREC (the “DREC shares”) to three different shareholders :

Les Consultants Luric Inc. (1,401,299 DREC shares)

Les Consultants Crona Inc. (1,701,484 DREC shares)

and Robert Miron (700,556 DREC shares) (collectively, the “Sellers”).

The Sellers own 100% of the issued and outstanding shares of Lupa and it is intended that DREC purchases 100% those shares.

Following this acquisition, Delma intends to purchase 100% of the DREC shares held by the Sellers in consideration of the issuance of 634,199 class A common shares in the capital of the Delma.

The transaction was structured as a roll-over transaction for tax purposes.

The Sellers are all acting at arm’s length with the DREC and with the Corporation. No finder’s fee will be paid in this private placement.

This operation is governed by a share purchase and rollover agreement dated May 7, 2018 between the Sellers and DREC as well as a share purchase and rollover agreement dated May 7, 2018 between Delma and the Sellers.

The parties have agreed that, subject to regulatory procedures and approvals, the closing will be held on or before May 7, 2018 (the “Date of Closing”).

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: **\$3,803,339.19***

(b) *Cash: **\$0.***

(c) *Securities (including options, warrants etc.) and dollar value :
\$3,803,339.19*

(d) *Other: **N/A.***

(e) *Expiry date of options, warrants, etc. if any: **N/A.***

(f) *Exercise price of options, warrants, etc. if any: **N/A.***

(g) *Work commitments: **N/A.***

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 transaction is made at fair market value, supported by independent appraisals.

5. *Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:*

Independent appraisal has been obtained prior to the transaction.

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\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Les Consultants Luric Inc. (Insiders : Giampiero Ricciardi)	184,924	6	2.12 NI 45-106	0	Arm's length
Les Consultants Crona Inc. (Insiders : Giampiero Ricciardi and Carmelina Ricciardi)	325,951	6	2.12 NI 45-106	0	Arm's length
Robert Miron	123,015	6	2.12 NI 45-106	0	Arm's length

(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 has been conducted 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: **N/A**.

(b) Cash : **N/A**.

(c) Securities **N/A**.

(d) Other **N/A** .

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- (e) Expiry date of any options, warrants etc. **N/A.**
 - (f) Exercise price of any options, warrants etc. **N/A.**
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- 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. **N/A.**
 - 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. **N/A.**

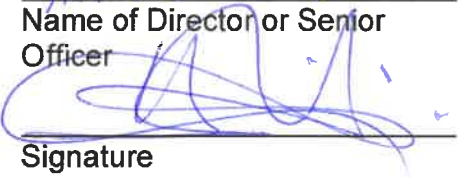
Certificate Of Compliance

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 : May 7, 2018.

HENRI PETIT
Name of Director or Senior
Officer


Signature

SECRETARY
Official Capacity