

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: MPX Bioceutical Corporation (the "Issuer")

Trading Symbol: MPX

Date: October 22, 2018

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes, provide date(s) of prior Notices: N/A

Issued and Outstanding Securities of Issuer Prior to Issuance: 387,014,942

Date of News Release Announcing Private Placement: September 19, 2018

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.94

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 relationship to Issuer (2)

(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.

1. Total amount of funds to be raised: _____ .
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. _____ .
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 _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
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 _____ .

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

- (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 _____ .
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
_____ .
11. State whether the private placement will 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. _____
_____ .
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: The Issuer entered into a share purchase agreement (the “Share Purchase Agreement”) made as of September 17, 2018 with Ninth Square Capital Corporation (“Ninth Square”) and Veteran Grown Corporation (“Veteran Grown”, together with Ninth Square, the “Sellers”) to acquire, as an arm’s length transaction, 100% of the issued and outstanding shares in the capital of Spartan Wellness Corporation (“Spartan”). As part of the acquisition, the Issuer along with the Sellers will create the Veteran Growth Fund (the “Fund”) as an additional effort to assist veterans in need.
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: See Section (2)1 above.
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: Up to \$6,000,000.
 - (b) Cash: None.
 - (c) Securities (including options, warrants etc.) and dollar value: Up to 4,687,500 common shares (\$4,500,000) in the capital of the Issuer and up to 1,3034,308 common share purchase warrants to acquire common shares exercisable at a price of \$1.15 per common share for a period of three (3) years from the date of issuance according to the milestones set out below during the period beginning on the Closing Date and ending on the date that is twenty-four (24) months following the date on which Canveda is fully licensed to produce, distribute and sell Cannabis products under Health Canada’s Access to Cannabis for Medical Purposes Regulations (the “ACMPR”) (the “Sales Period”):

Milestone	Sales of Cannabis Sales Units		Sellers		Fund	
	Aggregate	Through Canveda	MPX Shares	Warrants	MPX Shares	Warrants
Closing	N/A	N/A	781,250	108,696	130,209	108,696
1	200,000	N/A	585,938	86,957	130,208	108,696
2	485,000	90,000	585,937	86,957	130,208	108,696
3	885,000	315,000	585,938	86,956	130,208	108,696
4	1,290,000	570,000	<u>585,937</u>	<u>65,217</u>	<u>1,041,667</u>	<u>434,783</u>
Totals			3,125,000	434,783	1,562,500	869,565

A “Cannabis Sales Unit” is deemed to be 1 gram of dried cannabis or equivalent amount of a class of cannabis specified in Schedule 3, “Equivalent Amounts”, of the *Cannabis Act* (Canada), being: (a) 1 gram of dried cannabis; (b) 5 grams of fresh cannabis; (c) 15 grams of solids containing cannabis; (d) 70 grams of non-solids containing cannabis; (e) 0.25 grams of solid or non-solid concentrates; or (f) 1 cannabis plant seed; however, notwithstanding the equivalence formula in the *Cannabis Act* (Canada), for the purposes of determining the milestones for the purchase price and cannabis oils shall be converted to grams of dried cannabis according to the equivalency supplied by the selling licensed producer as indicated on their website and the label on each product as required by the ACMPR.

- (d) Other: Not applicable
- (e) Expiry date of options, warrants, etc. if any: Three (3) years from the date of issuance.
- (f) Exercise price of options, warrants, etc. if any: \$1.15.
- (g) 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): The aggregate consideration was determined as a result of arm’s length negotiation between the Issuer and the Sellers and approved by the Board of Directors of the Issuer.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: None.
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⁾
Ninth Square Capital Corporation	Up to 1,562,500 Common Shares	\$0.96	-	NI 45-106, s. 2.16	Nil	None
	Up to 434,783 Warrants	-	\$1.15			
Veteran Grown Corporation	Up to 1,562,500 Common Shares	\$0.96	-	NI 45-106, s. 2.16	Nil	None
	Up to 434,783 Warrants	-	\$1.15			

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

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⁾
Veteran Growth Fund	Up to 1,562,500 Common Shares	\$0.96	-	NI 45-106, s. 2.16	Nil	None
	869,565 Warrants	-	\$1.15			

(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: The Issuer has performed due diligence customary with a transaction of this type. In addition, the option agreements contain representations and warranties with respect to the capitalization, ownership and title of the equity of Canveda.
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): Michael Yosher
 - (b) Cash _____ .
 - (c) Securities Mr. Yosher will be issued up to 156,200 MPX Shares, with 39,062 MPX Shares issued upon closing and an additional 29,297 MPX Shares issued upon the achievement of each of the above milestones within the Sales Period.
 - (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. No 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. Not Applicable.

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015
Page 6

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 22, 2018.

W. Scott Boyes
Name of Director or Senior Officer

signed "W. Scott Boyes"
Signature

Chairman, President, CEO and a director
Official Capacity