

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 ("MPX" or the "Issuer").

Trading Symbol: MPX.

Date: January 3, 2019.

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: 409,153,019.

Date of News Release Announcing Private Placement: January 3, 2019.

Closing Market Price on Day Preceding the Issuance of the News Release: CDN\$0.92.

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)

NOT APPLICABLE

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)

(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.

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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 _____ .
 - (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: CGX Life Sciences Inc. (“CGX”), a wholly-owned subsidiary of the Issuer, entered into a definitive limited liability membership interest purchase agreement (the “Purchase Agreement”) dated and effective January 3, 2019 to acquire the remaining 49% interest (the “Remaining Minority Interests”) in each of IMT, LLC (“IMT”) and Fall River Developments, LLC (“FRD”), Massachusetts based companies active in the cannabis industry, for total consideration of US\$4.9 million to be satisfied by the issuance of units of MPX (the “MPX Units”) at a price of CDN\$0.85 per MPX Unit, which is equal to the ten (10) day volume weight average price of the common shares in the capital of MPX (“MPX Share”) on the Canadian Securities Exchange prior to the announcement of the Purchase Agreement. Each MPX Unit shall be comprised of one (1) MPX Share and one-half (1/2) of one common share purchase warrant (each whole warrant, an “MPX Warrant”). Each MPX Warrant shall entitle the holder to purchase one MPX Share (“MPX Warrant Shares”) at an exercise price of CDN\$1.16 per MPX Warrant Share for three (3) years from the date of issuance, subject to accelerated expiry in certain circumstances.

Following the acquisition of 51% of each of IMT and FRD in June 2017 for a purchase price of US\$5.1 million, CGX will own 100% of each of IMT and FRD with the acquisition of the Remaining Minority Interests.

The United States dollar / Canadian dollar currency deemed exchange rate applicable to the issuance of MPX Units shall be the exchange rate posted by the Bank of Canada five (5) days prior to the Closing Date.

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: CDN\$6,664,000 (US\$4,900,000.00) (based on bank of Canada daily exchange rate on December 28, 2018 of 1.36 United States dollars for each 1 Canadian dollar).
 - (b) Cash: None.
 - (c) Securities (including options, warrants etc.) and dollar value: 7,840,000 MPX Units comprised of 7,840,000 MPX Shares and 3,920,000 MPX Warrants with each MPX Warrant exercisable into one (1) MPX Warrant Share at a price of CDN\$1.16 per MPX Warrant Share for a period of three (3) years from the date of issuance.

- (d) Other: None.
- (e) Expiry date of options, warrants, etc. if any: 3 years from the date of issuance.
- (f) Exercise price of options, warrants, etc. if any: CDN\$1.16.
- (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\$)	Exercise price (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
John P. Ferreira, Sr.	2,680,000 Common Shares	\$0.85	-	NI 45-106, s. 2.12	1,741,840 Common Shares	None
	1,340,000 Warrants	-	\$1.16	NI 45-106, s. 2.12		
Jackson D. Gateman	2,520,000 Common Shares	\$0.85	-	NI 45-106, s. 2.12	460,000 Common Shares	None
	1,260,000 Warrants	-	\$1.16	NI 45-106, s. 2.12		
Brian Munro	480,000 Common Shares	\$0.85	-	NI 45-106, s. 2.12	120,000 Common Shares	None
	240,000 Warrants	-	\$1.16	NI 45-106, s. 2.12		
Kevin T. Munro	480,000 Common Shares	\$0.85	-	NI 45-106, s. 2.12	120,000 Common Shares	None
	240,000 Warrants	-	\$1.16	NI 45-106, s. 2.12		
Andrea F. Nuciforo Jr.	800,000 Common Shares	\$0.85	-	NI 45-106, s. 2.12	200,000 Common Shares	None
	400,000 Warrants	-	\$1.16	NI 45-106, s. 2.12		

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\$)	Exercise price (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Dr. Henry D. Crowley, Jr.	840,000 Common Shares	\$0.85	-	NI 45-106, s. 2.12	200,000 Common Shares	None
	420,000 Warrants	-	\$1.16	NI 45-106, s. 2.12		
Joseph Ferreira	40,000 Common Shares	\$0.84	-	NI 45-106, s. 2.12	● Common Shares	None
	20,000 Warrants	-	\$1.15	NI 45-106, s. 2.12		

Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: The Issuer has been managing IMT and FRD since the acquisition of 51% of each of IMT and FRD in June 2017. The Issuer 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 and voting interests of IMT and FRD.

7. 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.): **NONE**
- (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. _____.
8. 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.
9. 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. No.

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 3, 2019.

W. Scott Boyes

Name of Director or Senior Officer

signed "W. Scott Boyes"

Signature

Chairman, President, CEO and a director
Official Capacity