

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES**

**(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

EGF Theramed Health Corp. (the "Issuer").	TMED
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Date: **June 8, 2021** Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **June 2, 2021.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **22,906,948**

#### **Pricing**

Date of news release announcing proposed issuance: **December 14, 2020** or

Date of confidential request for price protection: **Not applicable.**

Closing Market Price on Day Preceding the news release: **\$0.15** or

Day preceding request for price protection: **Not applicable.**

#### **Closing**

Number of securities to be issued: **16,500,000**

Issued and outstanding securities following issuance: **39,406,948**

#### **Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. 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 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL places.

**Part 1. Private Placement - Not Applicable.**

**Part 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 definitive share purchase agreement (the "Agreement") dated May 31, 2021, with Seedadelic Health Services Corp. ("Seedadelic") and the shareholders of Seedadelic (the "Vendors") to acquire a 100% interest in Seedadelic. Seedadelic is a private, Ontario-based company, that plans to operate a web-based and mobile application, allowing users to register and purchase certain plant seed products online. The seeds are expected to be sold in a dispensary that carries a variety of plant seeds and will be distributed online through e-commerce as well as through brick-and-mortar retailers. The Seedadelic business model anticipates deploying its mobile application ("app"), which can be used as a platform for sellers of Morning Glory and Hawaiian Baby Woodrose seeds to purchasers in locations where such sales are legal. Initially, products are expected to be supplied on the app by Seedadelic, with the expectation that the app will eventually facilitate a dropshipping method of sales, where third-parties sell their legal products on the app. Seedadelic's current assets are made up of intellectual property and approximately \$450,000 in working capital.**

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:

**Pursuant to the Agreement, the Issuer issued 15,000,000 common shares (the "Consideration Shares") to the Vendors in order to acquire all of the issued and outstanding capital of Seedadelic (the "Transaction"). The Consideration Shares are subject to the terms of an escrow agreement entered into among the Issuer, the Vendors, the Finder (as defined below) and Endeavor Trust Corporation (as escrow agent) (the "Escrow Agreement"). Pursuant to the terms of the Escrow Agreement, the Vendors and the Finder may not transfer the Consideration Shares or the Fee Shares (as defined below), as applicable, until a date that is four months after the date that the Issuer files a Form 51-102F4 Business Acquisition Report on SEDAR in compliance with National Instrument 51-102 – Continuous Disclosure Obligations. At the closing of the Transaction Seedadelic had \$450,000 in positive working capital. In connection with the completion of the Transaction, the Issuer also issued**

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**1,500,000 common shares (the “Fee Shares”) to 1281617 B.C. Ltd. (the “Finder”) for introducing the parties.**

**The Transaction is an arm’s-length transaction as the Issuer is not a related party to Seedadelic or any of its shareholders. The Transaction did not constitute a fundamental change for the Issuer, nor did it result in a change of control of the Issuer within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. The Transaction was approved by a majority of the Issuer’s disinterested shareholders at the Issuer’s annual general and special meeting of its shareholders held on April 28, 2021.**

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:

**In consideration for the Transaction, the Issuer issued 15,000,000 Consideration Shares at a deemed price of CAD\$0.115 per share, with an aggregate value of CAD\$1,725,000.**

- (b) Cash: **None.**

- (c) Securities (including options, warrants etc.) and dollar value:

**15,000,000 Consideration Shares at a deemed price of CAD\$0.115 per share with an aggregate value of CAD\$1,725,000.**

- (d) Other: **None.**

- (e) Expiry date of options, warrants, etc. if any: **Not Applicable.**

- (f) Exercise price of options, warrants, etc. if any: **Not Applicable.**

- (g) Work commitments: **None.**

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 purchase price for the Transaction was determined based on arms’-length negotiations by the parties.**

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:

<b>Name of Party (If not an individual, name all insiders of the Party)</b>	<b>Number and Type of Securities to be Issued</b>	<b>Dollar value per Security (CDN\$)</b>	<b>Conversion price (if applicable)</b>	<b>Prospectus Exemption</b>	<b>Total Securities, Previously Owned, Controlled or Directed by Party</b>	<b>Describe relationship to Issuer<sup>(1)</sup></b>
Becher Family Holding Corp.  (Campbell Becher)	3,000,000 common shares	\$0.115	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	Arm's length
1242404 B.C. Ltd.  (Cassidy McCord)	3,500,000 common shares	\$0.115	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	Arm's length
Mercantile Holdings Ltd.  (Wilson Su)	3,500,000 common shares	\$0.115	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	482,133 common shares	Arm's length
1263141 B.C. Ltd.  (Andy Chu)	1,000,000 common shares	\$0.115	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	Arm's length

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	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>
Cabazon Capital Corp.  (Craig Bridgman)	3,000,000 common shares	\$0.115	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	Arm's length
2478659 Ontario Ltd.  (Robert Marchioni)	1,000,000 common shares	\$0.115	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	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:

**The Issuer conducted a review of the corporate records of Seedadelic to verify ownership of the share capital of Seedadelic and obtained contractual representations from the Vendors.**

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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

**The Issuer has paid fees to the Finder (Amin Lahijani) consisting of 1,500,000 common shares.**

- (b) Cash: **Not Applicable.**

- (c) Securities: **1,500,000 common shares of the Issuer.**

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- (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 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 Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated June 8, 2021

Jay Dhaliwal  
Name of Director or Senior  
Officer

s/ "Jay Dhaliwal"  
Signature

Director  
Official Capacity

## **Appendix A**

### **PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9**

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.