

## FORM 9

### NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Name of CNSX Issuer: **Crop Infrastructure Corp. (the “Issuer”)**

**Trading Symbol: CROP**

Date: **May 1, 2018**

Is this an updating or amending Notice:  **Yes**  **No**

If yes provide date(s) of prior Notices: April 6, 2018

Issued & Outstanding Securities of Issuer Prior to Issuance: 69,898,130

Date of News Release Announcing Private Placement: **April 6, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **Price protection at \$0.40 per Unit requested March 13, 2018, confirmed March 14, 2018 and expiring 45 days thereafter.**

#### 1. Private Placement

N/A

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued (Common Shares)		Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption (NI45-106)	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer
Martin Olsson	50,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Seo Hai Ting	400,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Freda Pui Lan Chang	150,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Johnathon Patrick Poliquin	82,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Johnathon Patrick Poliquin	170,750	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor

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Nicolette Sorzosa	6,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Dylan Cross	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Craig Hayman	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Isadora Maria Alcoforadode Melo	5,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Christine Mah	50,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Capital Event Management	103,125	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Brian Lough	100,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Proactive Investors N.A.	62,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Triomphe Holdings Ltd.	37,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Arthur Konunuk	62,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
John Vieira	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Rahmtin Faridian	37,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Donald Biegal	20,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Parmeet Lamba	12,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Dave Sutherland	10,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates

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Haywood Securities Inc. ITF Kristopher Wood	100,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Haywood Securities Inc. ITF Graham Moore	50,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Howard Jones	31,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Maureen Jones	31,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Geoffrey AP Howell	20,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Sherman Wong	50,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Jennifer Eberman	50,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Henry Wong	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Henry Wong	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Edward Sit	20,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Haywood Securities Inc. ITF Nigel Alexander Horsley	175,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Philip Julian Jacobs	25,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Robert Stevens	10,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Don W. Lee	12,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates

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Kyle Watson	12,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Robert L. Duess	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Jerry Lay	20,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Bhavnish Bilimoria	25,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Kevin O'Neill	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Pamela Smith	3,550	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
John McCordic	250,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Rajeev Malhotra	7,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Nicholas Idris Arrand	12,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Ajay Mali	8,750	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Gilberto Velasquez-Brown	12,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Jeffrey W. Muirhead	10,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates

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Aaron Wolfman	15,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Neil Ramsay	100,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Andrew Cumming	125,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Brandon Frey	6,250	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Andrew Posthumus	37,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Gary Wagner	25,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Andrew Leedham	7,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Lafayette G. Tiarney	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Ivan W. Landego	75,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Lee Downer	12,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Terry T. Allan	100,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Frank Marasco	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Claude Lemire	50,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Clinton Barr	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Roland Schemel	50,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor

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Stephen Stares	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Radical Capital Ltd.	250,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Jason Barylski	25,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Neil Fletcher	12,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Erryl John Sanderman	15,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Wendy Fletcher	25,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Ian Fletcher	25,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Thomas L. Toth	125,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Clara M.E. Toth	125,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Raeann Duro	100,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Kamaljeet Nahal	2,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Kathy Kumpela	62,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Nigel Alexander Horsley	280,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates

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Alessandro Duro	12,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Shane Leedham	2,500	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Confederation Capital Corp.	10,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Ken Andreychuck	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Free Range Fish Ltd.	100,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Tanvir Boppa Khondker	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Claude Leveille	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Ryder L. Holdings Ltd.	2,500,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Shane Chana	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Maria McLean	62,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Tina Trachsel	20,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Cameron Stanfield	14,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Ryan Nash	100,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Sean Dollinger	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Patricia Martin	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Shelley Reid	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Alison Hainc	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor

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Jonas Svenson	15,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Ronald Houle	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Robert Armstrong	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
David Wayne Colmer	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Lara Larsen	22,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Sheldon McKinlay	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Daron A. McKenzie	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Kevin Gullins	125,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
1155089 BC Ltd. - (Stanley Kai Ho Wong)	20,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Oren Vardy	50,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
10571288 Canada Inc. - (Karl Pereira)	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Gina Nguyen	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Inventure Capital Partners Inc.	50,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Bapuji Kondaveti	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Diana Lee	950,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Lenny 170 Holdings Ltd.	125,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Eugenia Leung	13,750	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates

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Elbert Wong	13,750	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Nancy Chow	5,000	Units	\$0.40	\$0.55	NI 45-106 2.5	<10%	Family, Friends and Business Associates
Ricky Wing Yu Louie	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Masahiko Kobuchi	18,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
2319358 Ontario Ltd.	10,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Christopher Port	5,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Yu-Pin Wang	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Kim Bellavance	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Jason Minarto	15,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Sin Lok Sunny Chiu	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Simranjit Arora	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Leigh Bateher	25,000	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
Michael Yorke	53,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Patricia Gullins	12,500	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
Louis Garoz-Ferguson	10,000	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates

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Christian Tulloch	12,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Geoge Georgopoulos	15,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
James Georgopoulos	20,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Abbey Abdiye	89,250	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
Michael Vincent Morrisette	15,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Nancy Margaret Mossip	7,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Fernando G. Montelpare	40,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Daniel Szetela	5,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Chee-Ken Tam	25,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Brendan Mossip-Balkwill	17,500	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
Abbey Abdiye	50,000	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
Avarice Investments PTE Ltd.	150,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Avarice Investments PTE Ltd.	281,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Avarice Investments PTE Ltd.	281,250	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Dig Media Inc.	137,500	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
558396 BC Ltd.	250,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor

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CFN Global	80,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Water Street Assets Inc.	200,000	Units	\$0.40	\$0.55	NI 45-106 2.3	<10%	Accredited Investor
Spencer Coulter	112,500	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
Spencer Coulter	37,500	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
Spencer Coulter	75,000	Units	\$0.40	\$0.55	NI 45-106, s.2.5	<10%	Family, Friends and Business Associates
<b>TOTALS</b>	<b>10,873,175</b>						

1. Total amount of funds to be raised: **\$4,349,270**

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. Management anticipates that the Company will allocate the net proceeds of the Offering as follows: 25% for production facility payments, 60% for property upgrades, construction and automation, 5% for salaries and 10% for unallocated working capital 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. **N/A**
5. Description of securities to be issued:
  - (a) Class: **Units, each Unit comprised of 1 Common Share and ½ Warrant**
  - (b) Number: **10,873,175 Units**
  - (c) Price per security: **\$0.40**
  - (d) Voting rights: **Yes, but only as to Common Shares comprising the Units and Common Shares issuable upon exercise of the Warrants**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number **5,436,588 Warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **5,436,588 Common Shares**
  - (c) Exercise price: **\$0.55**
  - (d) Expiry date: **18 month from the date of issuance of the Warrants.**

7. Provide the following information if debt securities are to be issued: **N/A**.
- (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.): **Broker's fee, potential finder's fees (on terms to be announced)**
- (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: **\$11,450**
  - (c) Securities: **26,250 Broker Warrants exercisable to purchase an aggregate of up to 26,250 common shares**
  - (d) Other: **N/A**
  - (e) Expiry date of any options, warrants etc. **18 month from issuance.**
  - (f) Exercise price of any options, warrants etc. **\$0.55 per warrant**
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.). **N/A**
11. State whether the private placement will result in a change of control.
- N/A**
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 Multilateral 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: **N/A**
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: **N/A**
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: **N/A**
  - (a) Total aggregate consideration in Canadian dollars:
  - (b) Cash:
  - (c) Securities (including options, warrants etc.) and dollar value:
  - (d) Other:
  - (e) Expiry date of options, warrants, etc. if any:
  - (f) Exercise price of options, warrants, etc. if any:
  - (g) Work commitments:
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).  
**N/A**
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A**

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: **N/A**

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

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **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 acquisition (including warrants, options, etc.): **N/A**

(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. \_\_\_\_\_ .

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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated: **May 1, 2018**

Michael Yorke  
Name of Director or Senior Officer

/s/ "Michael Yorke"  
Signature

CEO  
Official Capacity