

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of Listed Issuer: SpeakEasy Cannabis Club Ltd. (the "Issuer").

Trading Symbol: EASY

Issued and Outstanding Securities of the Issuer Prior to Transaction: 100,554,138

Date of News Release Fully Disclosing the Transaction: March 23, 2020 and April 22, 2020.

#### **1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. 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 convertible loan agreement (the "Loan Agreement") dated April 21, 2020 with 10161233 Canada Limited (the "Guarantor"), 1244726 B.C. Ltd. (the "Lender"), Bhayana Ventures Ltd. and 1193213 B.C. Ltd. (the "Finder").**

**The parties have agreed to a senior secured convertible loan in the aggregate principal amount of \$2,000,000 (the "Loan"). The Loan will accrue interest at a rate of 55% per annum and will be repayable as to \$1,810,000 (inclusive of interest) on the first anniversary of the closing date and as to \$1,999,500 (inclusive of interest) on the second anniversary date of the closing date (the "Maturity Date"). The Guarantor has guaranteed the Issuer's obligations under the Loan Agreement. In connection with the Loan, the Issuer has agreed to pay the Finder a fee of \$190,000 (the "Finder's Fee"). The Finder's Fee is payable on the first anniversary of the closing date.**

**The principal amount of the Loan, accrued interest thereon and the Finder's Fee will be convertible into common shares of the Issuer at the option of the Lender**

<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

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and the Finder, respectively, at any time prior to the Maturity Date at a conversion price of \$1.00 per share, subject to adjustment on the terms and conditions set forth in the Loan Agreement.

As security for the Loan, the Issuer will cause the grant to the Lender of a first mortgage over the Guarantor's property in Rock Creek, British Columbia and a first-ranking general security agreement over all of the present and after-acquired personal property of the Issuer and the Guarantor.

Under the terms of the Loan Agreement, the Lender has agreed to advance \$250,000 to the Issuer upon the execution and delivery of the Loan Agreement and certain ancillary documentation. It is anticipated that this initial advance will occur on or about April 27, 2020, with the balance of the principal amount being advanced on or before April 30, 2020.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: \_\_\_\_\_ .
- (b) Cash: \_\_\_\_\_ .
- (c) Other: \_\_\_\_\_ .
- (d) Work commitments: \_\_\_\_\_ .

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). In each case, the loan terms were a result of an arm's length negotiation between parties and was approved by the Issuer's Board of Directors.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A

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6. 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 transaction (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (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):

The Finder, a private British Columbia company having an office at 17 E 47<sup>th</sup> Avenue, Vancouver, BC V5W 2A4, will be paid the Finder's Fee. The Finder is wholly-owned by Allan Lee

(b) Cash \$190,00 payable on the first anniversary date of the closing of the Loan.

(c) Other \_\_\_\_\_

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. None

8. If applicable, indicate whether the transaction 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

**2. Development**

Provide details of the development. 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

### 3. 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.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
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 CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated: April 27, 2020.

**Bin Huang**

Name of Director or Senior  
Officer

*Bin Huang*

Signature

**Chief Executive Officer and  
Director**

Official Capacity