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Our File: 34968-0002

March 19, 2019

Canadian Securities Exchange  
9<sup>th</sup> Floor – 220 Bay Street  
Toronto, Ontario M5J 2W4

**Attention: Mark Faulkner, Vice President - Listings and Regulation**

Dear Sirs:

**Re: AX1 Capital Corp. (the “Company”)  
Final Prospectus  
Listing on the Canadian Securities Exchange**

We are legal counsel for the Company. By this letter, the Company seeks conditional acceptance to the listing of its common shares on the Canadian Securities Exchange (“Exchange”) in conjunction with the filing of its initial prospectus (“Prospectus”). The Prospectus qualifies an intended distribution of the Company’s common shares to residents in British Columbia, Alberta, Nova Scotia and Ontario. Documentation has been filed with the Securities Commissions of those jurisdictions in accordance with National Policy 11-202.

Pursuant to Part B of Appendix A of Exchange Policy 2:

- a. Please consider this letter as the Company’s Form 1A – Listing Application letter.
- b. Enclosed please find Exchange Form 1B – Listing Application.
- c. Enclosed please find a copy of the Company’s final prospectus dated March 18, 2019. We confirm that an Exchange Form 2A – Listing Statement will be prepared based on the Company’s final prospectus.
- d. Enclosed please find PIFs for the directors and officers. PIFs in accordance with the CSE format will follow.
- e. No insider reports are available, as the Company is not yet a reporting issuer.
- f. Enclosed please find the standard form of escrow agreement.

g. Enclosed please find the initial portion of the listing fee of \$3,500 plus applicable taxes.

We trust that you find the above and enclosed to be in order.

Yours truly,

OWEN BIRD LAW CORPORATION

*Jeff Lightfoot*

Jeffrey B. Lightfoot

JBL/ew  
/encls.