

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: CB2 Insights Inc. (the "Issuer").

Trading Symbol: CBII

Date: November 3, 2020

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:
147,695,366

Date of News Release Announcing Proposed Prospectus Offering: October 29, 2020 .
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

(a) Class Common .

(b) Number 10,640,000 plus 1,596,000 if the Over-Allotment Option is exercised .

(c) Price per security \$0.47 .

(d) Voting rights standard .

2. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: \$0.4324 except for President's list where it is \$0.4559 .

(b) Aggregate proceeds: Gross Proceeds of \$5,000,800 (\$5,750,920 if Over-allotment option is exercised. After deducting Underwriting Fee it is \$4,650,744 (\$5,340,854 if Over-allotment option is exercised). .

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: In September of 2020 the Issuer completed a private placement for net proceeds of just under \$5M.
10. 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 offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) Syndicate consists of Echelon Wealth Partners Inc., Beacon Securities Limited, Canaccord Genuity Inc., Mackie Research Corp., Leede Jones Gable Inc. and PI Financial Corp.
 - (b) Cash 8% except for President's List estimated to be \$1,000,160 on which commission will be 3%
 - (c) Securities 8% broker warrants except on President's List on which it will be 3% broker warrants.
 - (d) Other _____
 - (e) Expiry date of any options, warrants etc. 24 months
 - (f) Exercise price of any options, warrants etc. \$0.47
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future

offerings: This is a bought deal being done through an underwriting agreement with the syndicate. Echelon Wealth Partners Inc. has a participation right for 50% of future financings until August of 2021.

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

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 no 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 CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated November 3, 2020.

Kash Qureshi
Name of Director or Senior
Officer

"signed"
Signature

CTO
Official Capacity