

## FORM 9

### NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

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

**Trading Symbol: CROP**

Date: **February 5, 2019**

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

If yes provide date(s) of prior Notices: N/A

Issued & Outstanding Securities of Issuer Prior to Issuance: **132,985,453**

Date of News Release Announcing Private Placement: **February 5, 2019**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.35 on February 4, 2019**

#### 1. Private Placement

| 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 |
|----------------------------------------------------------------------|------------------------------------------------------------|--|-----------------------------------|----------------------------------|---------------------------------|-----------------------------------------------------------------------------------|---------------------------------|
| Neil Ramsay                                                          | 300,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |
| Calvin Rousell                                                       | 1,300,000                                                  |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |
| Gaetan Trudel                                                        | 250,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |
| Donald Biegel                                                        | 35,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |
| Claude Lemire                                                        | 40,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |
| Kristopher Wood                                                      | 200,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |
| Nigel Alexander Horsley                                              | 500,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |
| Steve Mitobe                                                         | 33,500                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor             |

| 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         |
|----------------------------------------------------------------------|------------------------------------------------------------|--|-----------------------------------|----------------------------------|---------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------|
| Peter Jones                                                          | 50,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Nigel Horsley                                                        | 135,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Robert Nicholas Horsley                                              | 600,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Martin Olsson                                                        | 520,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Irene Gusko                                                          | 200,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Stephanie Donay                                                      | 150,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Howe and Bay Financial Corp.                                         | 1,000,000                                                  |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Norman Singhavon                                                     | 350,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| John Anthony Krpan                                                   | 16,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Grand Lodge Capital Inc.                                             | 500,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Michael Yorke Developments                                           | 8,000                                                      |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Gary Yorke Development Ltd.                                          | 63,250                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Daniel Terrett                                                       | 1,000,000                                                  |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Robert Nicholas Horsley                                              | 400,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Julie Catling                                                        | 40,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.5                | <10%                                                                              | Family, Friends and Business Associates |
| Collis International Pty Ltd.                                        | 20,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Kurt Lowen                                                           | 20,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Brody Kissick                                                        | 166,666                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Michael Hicke                                                        | 83,333                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Robina Berdusco                                                      | 50,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |
| Dig Media Inc.                                                       | 183,400                                                    |  | \$0.30                            | \$0.50                           | NI 45-106<br>2.3                | <10%                                                                              | Accredited Investor                     |

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

November 14 2008



| 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         |
|----------------------------------------------------------------------|------------------------------------------------------------|--|-----------------------------------|----------------------------------|---------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------|
| Robert Armstrong                                                     | 20,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Hani El Rayess                                                       | 800,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Roman Daniw                                                          | 20,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| David Manning                                                        | 60,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Mark Jenkins                                                         | 20,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| John McCordic                                                        | 620,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Jose DeAmorim                                                        | 100,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Travis King                                                          | 33,333                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.5                   | <10%                                                                              | Family, Friends and Business Associates |
| DC Tooling Support Inc.                                              | 50,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Samuel Bligh                                                         | 33,333                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Johnny Longphee                                                      | 100,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Allen M. Pinchin                                                     | 33,333                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Kelsie Jones                                                         | 33,333                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Gary Bishop                                                          | 50,000                                                     |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| Jocelyne Bishop                                                      | 100,000                                                    |  | \$0.30                            | \$0.50                           | NI 45-106 2.3                   | <10%                                                                              | Accredited Investor                     |
| <b>TOTALS</b>                                                        | 10,287,480                                                 |  |                                   |                                  |                                 |                                                                                   |                                         |

1. Total amount of funds to be raised: **\$3,086,244**

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 1 Warrant**
  - (b) Number: 10,287,481 **Units**
  - (c) Price per security: **\$0.30**
  - (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 10,287,481 **Warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 5,506,667

#### **Common Shares**

- (c) Exercise price: **\$0.50**
- (d) Expiry date: **24 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**
- (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: **\$38,333.98**
  - (c) Securities: **128,780 warrants**
  - (d) Other: **N/A**
  - (e) Expiry date of any options, warrants etc. **February 5, 2021**
  - (f) Exercise price of any options, warrants etc. **\$0.50**
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: **February 5, 2019**

Abbey Abdiye  
Name of Director or Senior Officer

/s/ "Abbey Abdiye"  
Signature

CFO  
Official Capacity