FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities[I])

Please complete the following:

Name of CNSX Issuer: Micromem Technologies Inc. (the "Issuer")

Trading Symbol: MRM

Date: October 4, 2018.

Is this an updating or amending Notice: X Yes No

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

Issued and Outstanding Securities of Issuer Prior to Issuance: 247,521,938

Date of News Release Announcing Private Placement: N/A

Closing Market Price on Day Preceding the Issuance of the News Release: CAD $0.065

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$/USD$)	Conversion Price (if Applicable) (CDN$/ USD$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe Relationship to Issuer (2)
T. Lappe	1 debt security, the principal and interest of which are convertible at the option of the lender into common shares @ $0.065 CDN per share	The Principal of the debt security is $80,000 CDN	Debt Security: $0.065 CDN per common share	2.3 Accredited Investor	Conv Debs: total$80,000 Common Shares: 297,628	January, 2017	N/A

(1) Indicate date each place advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds have been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: convertible debentures are being issued in replacement of existing convertible debentures

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. Convertible debentures are being issued in replacement of existing convertible debentures.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.

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 N/A

   (b) Number N/A

   (c) Price per security N/A

   (d) Voting rights N/A.

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

   (a) Number N/A

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options) N/A

   (c) Exercise Price N/A

   (d) Expiry date N/A.

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount $80,000CDN

   (b) Maturity date November 5, 2018

   (c) Interest rate 1 % per month, calculated daily _____.

   (d) Conversion terms: Up to the entire amount of principal and interest owing is convertible at the option of the lender into common shares of the Issuer at a conversion price of CDN $0.065 per common share.

   (e) Default provisions The outstanding balance becomes immediately due and payable if the issuer fails to effect the conversion or make payment when due, or upon insolvency or winding up of the issuer.

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.):

   (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): N/A

   (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, dealer or other person receiving compensation in connection with the placement is Related Person or has anyother 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. The private placement will not result in a change of control.

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).

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:_____.

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:

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'(1)

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:_____
_____.

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.):

(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) Securities _____

(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._____
_____

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._____

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: October 4, 2018

Joseph Fuda
Name of Director or Senior Officer

/s/
Signature

President & CEO
Official Capacity