

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of Listed Issuer: Data Deposit Box Inc. (the "Issuer").

Trading Symbol: DDB

Date: December 23, 2016

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 Issuance: 48,519,941.

Date of News Release Announcing Private Placement: To be announced

Closing Market Price on Day Preceding the Issuance of the News Release:  
The Issuer has a price reservation of \$0.055

- 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\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Eric Salsberg North York, Ontario	1,414,500	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	2,340,000 Common Shares 465,000 Warrants	December 28, 2016	Non-Related Person
Lesly Reid Espanola, Ontario	75,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	85,000 Common Shares	December 28, 2016	Non-Related Person
David May Maple, Ontario	150,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	215,000 Common Shares 30,000 Warrants	December 28, 2016	Non-Related Person
Barbara Pieters Calgary, Alberta	100,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	100,000 Common Shares 70,000 Warrants	December 28, 2016	Non-Related Person
Alexander Feness Etobicoke, Ontario	100,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	65,000 Common Shares 55,000 Warrants	December 28, 2016	Non-Related Person
Peter L. Martini North York, Ontario	100,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	215,000 Common Shares 130,000 Warrants	December 28, 2016	Non-Related Person
Petco North York, Ontario	200,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	275,000 Common Shares 130,000 Warrants	December 28, 2016	Non-Related Person
Vero Capital Corporation North York, Ontario	100,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	215,000 Common Shares 130,000 Warrants	December 28, 2016	Non-Related Person

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Dr. William A. Gannon Sarnia, Ontario	500,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	550,000 Common Shares 520,000 Warrants	December 28, 2016	Non-Related Person
573690 Ontario Ltd. Etobicoke, Ontario	100,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	50,000 Common Shares	December 28, 2016	Non-Related Person
David Chodikoff Etobicoke, Ontario	80,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	20,000 Common Shares	December 28, 2016	Non-Related Person
Dr. Allan Abramovitch North York, Ontario	150,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	100,000 Common Shares	December 28, 2016	Non-Related Person
Jaqueline Abramovitch North York, Ontario	150,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	100,000 Common Shares	December 28, 2016	Non-Related Person
Angelo Comi Etobicoke, Ontario	160,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	195,000 Common Shares 90,000 W	December 28, 2016	Non-Related Person
Anthony Comi Etobicoke, Ontario	60,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	40,000 Common Shares 40,000 Warrants	December 28, 2016	Non-Related Person
John Comi Etobicoke, Ontario	400,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	533,000 Common Shares	December 28, 2016	Non-Related Person
Christine Comi Etobicoke, Ontario	50,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	533,000 Common Shares	December 28, 2016	Non-Related Person
Scott Lawrence Markham, Ontario	2,727,272	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	Nil	December 28, 2016	Non-Related Person
Andrew Le Feuvre Toronto, Ontario	4,760,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	240,004 Common Shares	December 28, 2016	Non-Related Person
Stephen Nelson Toronto, Ontario	1,820,000	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	Nil	December 28, 2016	Non-Related Person
Roderick McInnes Toronto, Ontario	909,090	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	Nil	December 28, 2016	Non-Related Person
Irwin Lowy LLP Toronto, Ontario	363,636	\$0.055	Warrant exercisable at \$0.07	Section 2.3 of NI 45-106	250,000 Common Shares 250,000 Warrants	December 28, 2016	Non-Related Person

(1) Indicate date each placee 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 been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

<sup>1</sup>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: CDN\$795,822.41.
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. The net proceeds of the offering will be used for marketing, product development, debt reduction and G&A expenses.
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.

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LISTED SECURITIES**

5. Description of securities to be issued:
- (a) Class Units (“Units”) of the Issuer. Each Unit will consist of one common share in the capital of the Issuer (each, a “**Common Share**”) and one Common Share purchase warrant (a “Warrant”). Each Warrant shall entitle the holder thereof to purchase one Common Share at a price of CDN\$0.07 per Common Share for a period of twenty-four (24) months from the closing date.
- (b) Number 14,469,498 Units .
- (c) Price per security \$0.055 per Unit .
- (d) Voting rights 1 vote per Common Share .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 14,469,498 Warrants .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 14,469,498 Common Shares .
- (c) Exercise price \$0.07 .
- (d) Expiry date Twenty-Four (24) months from the closing date (the “Warrant Term”), provided, however, that should the closing price at which the Common Shares trade on the Canadian Securities Exchange (or any such other stock exchange in Canada as the Common Shares may trade at the applicable time) exceed \$0.15 for 20 consecutive trading days at any time following the date that is four months and one day after the closing date, the Issuer may accelerate the Warrant Term (“Reduced Warrant Term”) such that the Warrants shall expire on the date which is 30 calendar days following the date a press release is issued by the Issuer announcing the Reduced Warrant Term.
7. Provide the following information if debt securities are to be issued:
- (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.):

(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):

Eligible persons ("Finders") received commissions in the form of cash, equal to 6% of the gross proceeds raised by such Finders, and compensation warrants entitling the Finders to subscribe for a number of Common Shares equal to 6% of the Units sold by such Finders, at a price of \$0.20 per Common Share for a period of twenty-four (24) months from the date of issuance .

(b) Cash \$12,835.35 .

(c) Securities 233,370 compensation warrants .

(d) Other Not applicable .

(e) Expiry date of any options, warrants etc. Twenty-four (24) months .

(f) Exercise price of any options, warrants etc. \$0.07 .

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

Not applicable .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

Not applicable .

11. State whether the private placement will result in a change of control.

No. .

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. Not applicable .

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 National 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: \_\_\_\_\_ .  
\_\_\_\_\_ .
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: \_\_\_\_\_  
\_\_\_\_\_ .
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:
- (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 <sup>(1)</sup>

(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) 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. \_\_\_\_\_ .
  
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 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 CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: December 23, 2016.

Chris Irwin  
Name of Director or Senior Officer

*“Chris Irwin” (Signed)*  
Signature

Secretary  
Official Capacity