

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of CNSX Issuer: **UpSnap, Inc.** (the "Issuer").

Trading Symbol: **UP**

Date: **March 29, 2017**

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

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

Issued and Outstanding Securities of Issuer Prior to Issuance: **235,642,191**

Date of News Release Announcing Private Placement: **March 29, 2017**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.015**

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⁾
UFPB VoodooVox LLC, Delaware, USA	7,148,750	\$0.02	N/A	Ni 41-106 (s. 2.3)	Nil	March 29, 2017	Owns 43% of common shares

(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.

¹An 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: **\$142,975**
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: **Proceeds will be used to convert an outstanding debenture plus accrued interest totalling \$142,975 that matured on February 6, 2017, into common shares of the Issuer at \$0.02 per share**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Shares will be issued to UFPB VoodooVox LLC, the holder of the outstanding debenture and a related company that currently holds 43% of the Issuer's issued and outstanding common shares**
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: **See attached debenture agreement**
5. Description of securities to be issued:
 - (a) Class: **Common Shares**
 - (b) Number: **7,148,750**
 - (c) Price per security: **\$0.02 per share**
 - (d) Voting rights: **One vote per share**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **Not applicable**
7. Provide the following information if debt securities are to be issued: **Not applicable**
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.): **Not applicable**
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.): **There are no unusual particulars**
 11. State whether the private placement will result in a change of control: **There is no change in 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. **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 Multilateral Instrument 45-102.
2. **Acquisition: Not applicable**

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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 **March 29, 2017**

Alex Pekurar

Name of Director or Senior
Officer

/s/ "Alex Pekurar"

Signature

Chief Financial Officer

Official Capacity