

## AMENDED FORM 9

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

Please complete the following:

Name of Listed Issuer: Marapharm Ventures Inc.(the "Issuer").

Trading Symbol: MDM

Date: *April 16, 2018*

Is this an updating or amending Notice: *YES*

If yes provide date(s) of prior Notices:

Issued and Outstanding Securities of Issuer Prior to Issuance: *108,502,958*

Date of News Release Announcing Private Placement: *March 16, 2018*

Closing Market Price on Day Preceding the Issuance of the News Release: *March 15, 2018 @ \$0.80*

- 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)
Leede Jones Gable Inc. ITF Bullvestor Medien GMBH Vancouver, BC	50,000	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 16, 2018	None

IR_World.com Buchkirchen, Austria	19,884	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	January 2, 2018	None
Barry Sookarookoff Beaumont, AB	17,399	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	January 15, 2018	None
1015991 BC Ltd. North Vancouver, BC	115,607	\$0.865		NI 45-106 2.5 [Family, friends and business associates]	N/A	December 27, 2017	None
Tanvir Bappa Khondker Laval, QC	5,816	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	January 5, 2018	None
George C. Shen Professional Corporation Edmonton, AB	69,595	\$0.865		NI 45-106 2.3 [Accredited investor]	NA	January 17, 2018	None
Garrett R. Scott Red Deer, AB	57,803	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	January 18, 2018	None
Gordon Roy Scott Red Deer, AB	115,607	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	January 18, 2018	None
Ashley Webster Calgary, AB	57,804	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	January 29, 2018	None

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Daniel B. Normand Calgary, AB	11,931	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	January 31, 2018	None
Brent McCrea Lake Country, BC	29,826	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	February 7, 2018	None
GMP Securities ITF 41GN6YOA Toronto, ON	115,607	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	February 7, 2018	None
Maverick Products Inc. Calgary, AB	347,977	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	February 7, 2018	None
Cara Ruppe Strathmore, AB	52,023	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	February 5, 2018	None
Rhys Wolfe Kelowna, BC	5,780	\$0.865		NI 45-106 2.5 [Family, friends and business associates]	N/A	February 6, 2018	None
Peter Hasapes Calgary, AB	50,000	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	February 23, 2018	None
Angela Falagaris Calgary, AB	79,537	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	February 12, 2018	None
Steven D. Gibson Las Vegas, NV	14,856	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 1, 2018	None

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Mary Garrison Las Vegas, NV	44,708	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 2, 2018	None
GMP Securities L.P. ITF 610-ETP0-R Toronto, ON	29,000	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 16, 2018	None
GMP Securities L.P. ITF 62F-0QU0-E Toronto, ON	57,000	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 16, 2018	None
GMP Securities L.P. ITF 610-F470-S Toronto, ON	86,000	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 16, 2018	None
GMP Securities L.P. ITF 610-EW41-R Toronto, ON	29,000	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 16, 2018	None
GMP Securities L.P. ITF 610-F450-R Toronto, ON	86,000	\$0.865		NI 45-106 2.3 [Accredited investor]	N/A	March 16, 2018	None

(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

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7, in which case it is to be reported on Form 10.

1. Total amount of funds raised: *CAD \$1,339,680.40*

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 proceeds from the private placement will be used for the development of the Nevada, Washington and California projects and for general corporate purposes.*

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) Share purchase warrant issued at a deemed price of \$0.865 per share will be convertible into common shares of the Issuer at a conversion price of CDN\$0.87 per share for up to 1 year from the date of closing. The warrants have an expiry date of March 16, 2019. The Finders Warrants have an expiry date of May 16, 2019.*

*(b) 1,548,760 Warrants  
97,528 Finders Warrants*

*(c) Each warrant has a par value of CDN \$0.87*

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

*(a) Share purchase warrant issued at a deemed price of \$0.865 per share will be convertible into common shares of the Issuer at a conversion price of CDN\$0.87 per share for up to 1 year from the date of closing. The warrants have an expiry date of March 16, 2019.*

*(b) Number of securities eligible to be purchased on exercise of Warrants (or options):  
Assuming the conversion of all warrants outstanding are converted into common shares within 12 months and 14 months of the closing date, the maximum number of common shares issuable upon conversion is 1,640,756 common shares.*

7. Provide the following information if debt securities are to be issued: *N/A*

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or

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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):

Lambros Tsaprailis  
93 Evercreek Bluffs Crescent SW  
Calgary, AB  
T2Y 4P2

HERC Holdings Inc.  
15 Banting Place  
St. Albert, AB  
T8N 2K1

Linda Hasapes  
6222 Sierra Morena Boulevard SW  
Calgary, AB  
T3H 2X8

Ingrid Tsaprailis  
93 Evercreek Bluffs Crescent SW  
Calgary, AB  
T2Y 4P2

- (b) Cash:

HERC Holdings Inc. 15 Banting Place St. Albert, AB T8N 2K1	\$7,525.00
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Linda Hasapes 6222 Sierra Morena Boulevard SW Calgary, AB T3H 2X8	\$11,205.00
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- (c) Securities:  
Common shares deemed at a price of \$0.865 per share
- |   |        |
|---|--------|
| Lambros Tsaprailis<br>93 Evercreek Bluffs Crescent SW<br>Calgary, AB<br>T2Y 4P2 | 64,314 |
| Ingrid Tsaprailis<br>93 Evercreek Bluffs Crescent SW<br>Calgary, AB<br>T2Y 4P2  | 11,561 |
- (d) Other: Finders Warrants  
Warrants deemed at a price of \$0.87 per warrant
- |                    |        |
|--------------------|--------|
| Lambros Tsaprailis | 64,315 |
| HERC Holdings Inc. | 8,699  |
| Linda Hasapes      | 12,953 |
| Ingrid Tsaprailis  | 11,561 |
- (e) Expiry date of any options, warrants etc. Warrant Expiry Date: March 16, 2019, Finders Warrants expire May 16, 2019
- (f) Exercise price of any options, warrants etc. \$0.87
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*  
State whether the private placement will result in a change of control. *No*
11. 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*

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 45-106 2.3. *YES*

## 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:
  - (a) Total aggregate consideration in Canadian dollars: *N/A*
  - (b) Cash: *N/A*
  - (c) Securities (including options, warrants etc.) and dollar value: *N/A*
  - (d) Other: *N/A*
  - (e) Expiry date of options, warrants, etc. if any: *N/A*
  - (f) Exercise price of options, warrants, etc. if any: *N/A*
  - (g) Work commitments: *N/A*
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 <sup>(1)</sup>
N/A	N/A	N/A	N/A	N/A	N/A	N/A

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): *N/A*
  - (b) Cash *N/A*
  - (c) Securities *N/A*
  - (d) Other *N/A*
  - (e) Expiry date of any options, warrants etc. *N/A*
  - (f) Exercise price of any options, warrants etc. *N/A*
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

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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: April 16, 2018

"Linda Sampson"  
Name of Director or Senior Officer

CEO  
Official Capacity