

FORM 9**NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: SpeakEasy Cannabis Club Ltd. (the "Issuer").Trading Symbol: EASY.Date: April 23, 2019.

Is this an updating or amending Notice: Yes No X

If yes provide date(s) of prior Notices: N/A.Issued and Outstanding Securities of Issuer Prior to Issuance: 75,382,900.Date of News Release Announcing Private Placement: March 14, 2019Closing Market Price on Day Preceding the Issuance of the News Release:
\$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 ⁽³⁾	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
British Columbia	6,153,847	\$0.65/Unit	N/A	S. 2.3 of 45-106	9,700,000 Common Shares 4,850,000 Warrants	April 24, 2019	Insider (10% shareholder)
British Columbia	76,923	\$0.65/Unit	N/A	S. 2.5 of 45-106	609,255 Common Shares	April 24, 2019	N/A
British Columbia	1,932,309	\$0.65/Unit	N/A	S. 2.3 of 45-106	23,598 Common Shares	April 24, 2019	N/A

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Bermuda	1,538,461	\$0.65/Unit	N/A	S. 2.14 of 45-106	Nil	April 24, 2019	N/A
United States	76,923	\$0.65/Unit	N/A	S. 2.3 of 45-106	110,000	April 24, 2019	N/A

- (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.
- (3) Prior to this Private Placement

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: \$6,356,000.95 in this first tranche closing. Up to an aggregate of approximately \$7,490,501 under the offering.
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. Working Capital and General Corporate Purposes
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
4. Description of securities to be issued:
 - (a) Class
Units consisting of one common share and one warrant.
 - (b) Number
9,778,463 units in this first tranche closing. Up to an aggregate of approximately 11,523,488 units under the offering .
 - (c) Price per security **\$0.65.**
 - (d) Voting rights
common shares have the right to one vote per share

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

(a) Number

9,778,463 warrants in this first tranche closing. Up to an aggregate of approximately 11,523,488 warrants under the offering

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

9,778,463 shares in this first tranche closing. Up to an aggregate of approximately 11,523,488 shares under the offering

(c) Exercise price \$1.00 .

(d) Expiry date 24 months from issuance .

6. 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 _____ .

7. 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):

- **Mackie Research Capital Corporation, 1075 W. Georgia Street, Vancouver, BC V6E 3C9**
- **Haywood Securities Inc., 700 – 200 Burrard Street, Vancouver, BC V6C 3L6**

- (b) Cash \$9,425
- (c) Securities 14,500 Broker Warrants
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. 24 months from issuance .
- (f) Exercise price of any options, warrants etc. \$1.00 .

8. 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 .

9. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
N/A .

10. 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

 _____ .

12. 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: 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) 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 April 23, 2019.

Brian Peery

Name of Director or Senior
Officer

DocuSigned by:
Brian Peery
31069C2C3F1C4C7...

/s/ Brian Peery
Signature

President
Official Capacity