FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities)

Name of Listed Issuer: Symbol(s):

|  |  |
| --- | --- |
| **Global Health Clinics Ltd.** (the “**Issuer**”). | **MJRX** |

Date: **January 20, 2021**  Is this an updating or amending Notice: Yes ⌧No

If yes provide date(s) of prior Notices: **Not Applicable**

Issued and Outstanding Securities of Issuer Prior to Issuance: **33,631,630**

**Pricing**

Date of news release announcing proposed issuance: **December 11, 2020** or

Date of confidential request for price protection: **Not Applicable**

Closing Market Price on Day Preceding the news release: **$0.23** or

Day preceding request for price protection: **Not Applicable**

**Closing**

Number of securities to be issued: **28,100,000**

Issued and outstanding securities following issuance: ­­­­­­ **61,731,630**

**Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. 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 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions.* In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL placees.

**Part 1. Private Placement – Not Applicable**

**Part 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:

**On December 10, 2020, the Issuer entered into a definitive share purchase agreement (the “Agreement”) with 2756407 Ontario Ltd. (“Wonder Scientific”) and each of the shareholders of Wonder Scientific (the “Vendors”) to acquire all of the issued and outstanding shares of Wonder Scientific (the “Transaction”). Wonder Scientific is a development-stage plant medicine company focused on the mental health and natural health & wellness marketplace—and in particular research related to psilocybin. Wonder Scientific’s mission is to unlock the healing properties of new plant medicines sourced from unique locations around the world; transforming them into regulated and safe pharmaceutical products for global commercialization and sales. Wonder Scientific’s researchers and product development experts are seeking to create custom, naturally derived, active pharmaceutical ingredients (APIs) to supply the growing global clinical and commercial demand for psychedelics.**

**The Transaction closed on January 20, 2021. Pursuant to the Agreement, the Issuer issued 26,000,000 common shares (the “Consideration Shares”) in exchange for all of the issued and outstanding common shares of Wonder Scientific. The Consideration Shares are subject to a voluntary pooling arrangement and (a) 3,979,132 of the Consideration Shares are subject to a 12-month pooling arrangement, whereby 50% of such shares will be released six months from the closing of the Transaction (the “Closing”) and the remaining 50% of such shares will be released six months after that; and (b) 22,020,868 of the Consideration Shares will be subject to a four-month and one day pooling arrangement, whereby 33% of such shares will be released on Closing, 33% will be released two months after Closing and the remaining 34% will be released four months and one day after Closing.**

**All outstanding debentures of Wonder Scientific were converted into equity of Wonder prior to Closing and form part of the purchase price. In connection with the Transaction, a nominee of Wonder Scientific is expected to join the board of the Issuer.**

**The Issuer is at arms-length from Wonder Scientific and each of its shareholders. The Transaction did not constitute a fundamental change for the Issuer, nor did it result in a change of control of the Issuer, within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange.**

**In connection with the completion of the Transaction, the Issuer also issued 2,100,000 common shares to arm’s length parties who assisted with the Transaction.**

1. 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:

**See Item 1 of Part 2 above.**

1. 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:
2. Total aggregate consideration in Canadian dollars:

**In consideration for the Transaction, the Issuer issued 26,000,000 Consideration Shares to the Vendors at a deemed price of $0.1725 per Consideration Share based on the discounted closing price of the Issuer’s common shares on December 10, 2020, with an aggregate value of $4,485,000.**

1. Cash: **None**
2. Securities (including options, warrants etc.) and dollar value:

**The Consideration Shares were issued at a deemed price of $0.1725 per Consideration Share based on the discounted closing price of the Issuer’s common shares on December 10, 2020, with an aggregate value of $4,485,000.**

1. Other:

**In connection with the completion of the Transaction, the Issuer also issued 2,100,000 common shares to arm’s length parties who assisted with the Transaction.**

1. Expiry date of options, warrants, etc. if any: **Not Applicable**
2. Exercise price of options, warrants, etc. if any: **Not Applicable**
3. Work commitments: **Not Applicable**
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).

**The purchase price for the Transaction was determined based on arms’-length negotiations of the parties.**

1. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Not Applicable**
2. 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** | **Total Securities, Previously Owned, Controlled or Directed by Party** | **Describe relationship**  **to Issuer(1)** |
| --- | --- | --- | --- | --- | --- | --- |
| Robert Halpern | 3,979,126  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Shih Holdings Inc.  (William Kelly - 100% pref share; Adrienne Kelly, Scott Kelly - 50% each, common shares) | 2,260,870  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Tegan Adams | 2,893,914  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| 2757447 Ontario Inc.  (Elliott Chun) | 4,160,001  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Laura Archer | 1,808,696  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Hoja Inc.  (Craig Bridgman) | 2,617,391  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Becher Family Holdings Ltd.  (Campbell Becher) | 808,697  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | 340,000 | None |
| Cabrana Capital Advisors Inc.  (Scott Kelly) | 452,174  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| 2686905 Ontario Corp.  (Scott Kelly, Paul Simmelgard Brown - 50% each) | 180,870  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Istok Nahtigal | 361,739  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Liam Scott | 361,739 Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Dyneq Consulting Inc.  (Brian Jahns - 100% class A; Renee Bubel - 10 Class B shares; Lauren Jahns - 10 Class D shares (non-voting); Rene Buble ITF Alec Jahns - 10 shares Class E, non-voting) | 361,739  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Andrew Riseman | 180,870  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Angela Caruk | 180,870  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Entheon Biomedical Corp.  (CSE : ENBI) | 2,260,870  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Colin Campbell | 141,304  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Harrison Keenan | 141,304  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Lowell Kamin | 141,304  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Trimar International Inc.  (Howard Kerbel) | 141,304  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Cabrana Capital Corp.  (Scott Kelly) | 565,218  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| 1249908 BC Ltd.  (Stephanie Rodrigue) | 2,000,000  Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Majd Kitmitto | 250,000 Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| 1253540 BC LTD.  (Charles Truong) | 575,000 Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| 685733 BC LTD.  (Doug McFaul) | 200,000 Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| Elise Coppens | 250,000 Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |
| KM19 Advisors Inc.  (David Tomlin) | 250,000 Common Shares | 0.1725 | Not Applicable | Section 2.16 of National Instrument 45-106 (Takeover Bid) | Nil | None |

1. Indicate if Related Person
2. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

**The Issuer conducted a review of the corporate records of Wonder Scientific to verify ownership of the share capital of Wonder Scientific and obtained contractual representations from the Vendors.**

1. 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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **See Item 8(c) below.**

(b) Cash: **Not Applicable**

(c) Securities: **Common Shares**

|  |  |
| --- | --- |
| **Recipient** | **No. of Shares** |
| Majd Kitmitto | 250,000 |
| 1253540 BC LTD. (Charles Truong) | 575,000 |
| 685733 BC LTD. (Doug McFaul) | 200,000 |
| Elise Coppens | 250,000 |
| KM19 Advisors Inc. (David Tomlin) | 250,000 |
| MJM Markets and Consulting Ltd. (Mike Morrison) | 250,000 |
| HBS Holdings Ltd. (Ron McKenna) | 325,000 |
| **Total** | **2,100,000** |

(d) Other: **Not Applicable**

1. Expiry date of any options, warrants etc.: **Not Applicable**
2. Exercise price of any options, warrants etc.: **Not Applicable**
3. 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. **No relationship.**
4. 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. **Not Applicable**

**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.

1. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
2. the Issuer has obtained the express written consent of each applicable individual to:

(a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

(b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

1. 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).
2. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: January 20, 2021

Jatinder Dhaliwal   
Name of Director or Senior Officer

*/signed/ “Jatinder Dhaliwal”*   
Signature

Chief Executive Officer   
Official Capacity

**Appendix A**

**PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9**

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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• To determine whether an individual is suitable to be associated with a Listed Issuer;

• To determine whether an issuer is suitable for listing;

• To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;

• To conduct enforcement proceedings;

• To ensure compliance with Exchange Requirements and applicable securities legislation; and

• To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.