

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

Name of Listed Issuer:

Symbol(s):

| | |
|---|-------------|
| Hillcrest Energy Technologies Ltd. (the "Issuer"). | HEAT |
|---|-------------|

Date: **March 4, 2024** Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **February 14, 2024**.

Issued and Outstanding Securities of Issuer Prior to Issuance: **66,839,816**

Pricing

Date of news release announcing proposed issuance: **January 17, 2024, February 9, 2024 and March 4, 2024** or

Date of confidential request for price protection: **N/A**.

Closing Market Price on Day Preceding the news release: **\$0.265 (January 16, 2024), \$0.26 (February 8, 2024), and \$0.235 (March 1, 2024)** or

Day preceding request for price protection: **N/A**.

Closing

Number of securities to be issued: **2,267,910 Units each consisting of one Share and one-half of one Warrant, and 1,332,090 Shares. Please see below for a description of the total number of securities issuable pursuant to the Equity Facility.**

Issued and outstanding securities following issuance: **71,728,401 following the Initial Drawdown described below.**

As announced by the Issuer on January 17, 2024, the Issuer has secured a \$5 million (the "Commitment Amount") equity drawdown facility (the "Facility") from a third-party investor (the "Investor").

The Issuer subsequently announced two amendments to the Facility on February 9, 2024 and March 4, 2024 (the Facility, as amended, is referred to as the "Equity Facility" herein).

Pursuant to the Equity Facility, the Issuer shall pay the Investor a commitment fee (the "Commitment Fee") equal to 4.9% of the Commitment, payable in cash or common shares in the capital of the Issuer ("Shares") at a deemed price equal to the greater of (a) the discounted market price permitted under the policies of the Canadian Securities Exchange (the "CSE"), and (b) 90% of the average closing bid price of the Shares on the CSE for the ten (10) consecutive trading days

immediately prior to, but ending on the day before, the proposed payment of the Commitment Fee.

On any drawdown amount, the Issuer shall pay 12% drawdown fee (a "Drawdown Fee"), which may be payable in Shares or by deduction from the funded advance, at the option of the Company. The Issuer and the third-party investor have agreed that the number of Shares issued pursuant to each drawdown, inclusive of the drawdown fee, cannot exceed the number of Shares issuable based on the cash amount of the drawdown divided by the maximum discount price per share allowed by the policies of the Canadian Securities Exchange.

In return for each drawdown funded by the Investor, the Issuer will issue the Investor units (the "Units"), with each Unit consisting of one Share and one-half of one Share purchase warrant (each whole warrant, a "Drawdown Warrant"). The Units will be issued at a price (the "Issue Price") equal to the greater of (a) the discounted market price permitted under the policies of the Canadian Securities Exchange (the "CSE"), and (b) 90% of the average closing bid price of the Shares on the CSE for the ten (10) consecutive trading days immediately prior to, but ending on the day before, the proposed closing date for the applicable drawdown.

All Drawdown Warrants issued as part of the Units will be exercisable for a period of three years from the date of issuance at an exercise price equal to the greater of (a) 125% of the Issue Price, and (b) the minimum exercise price permitted by policies of the CSE.

The Issuer has issued the Investor 316,918 Shares at a deemed price of \$0.25 per Share and will issue 705,912 Shares at a deemed price of \$0.24 per Share in satisfaction of the Commitment Fee.

The Issuer has also completed the first two drawdowns from the Equity Facility in the amount of \$633,352 (the "Initial Drawdown"). In connection with the Initial Drawdown, (a) the Issuer has issued the Investor 1,305,112 Units at a deemed price of \$0.25 with a one-half Warrant included in each Unit at an exercise price of \$0.31 and (b) the Issuer has issued the Investor 962,798 Units at a deemed price of \$0.24 per Unit with a one-half Warrant included in each Unit at an exercise price of \$0.30.

In connection with the Initial Drawdown, (a) the Issuer incurred a Drawdown Fee in the amount of \$39,725 which was satisfied through the issuance of 177,970 Shares at a deemed price of \$0.25 per Share and (b) the Issuer also incurred a Drawdown Fee in the amount of \$28,134 was satisfied through the issuance of 131,291 Shares at a deemed price of \$0.24 per Share.

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 with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

| Each jurisdiction in which purchasers reside | Number of Purchasers | Price per Security | Total dollar value (CDN\$) raised in the jurisdiction |
|--|----------------------|--------------------------|--|
| British Columbia | 1 | \$0.25 and \$0.24 | \$565,493 (deemed price of 2,267,910 Units issued in connection with the Initial Drawdown of \$565,493). (1,305,112 Units at \$0.25 and 962,798 Units at \$0.24) |
| | | \$0.25 and \$0.24 | \$67,859 (deemed price of 309,260 Shares issued to satisfy the Drawdown Fee payable on the Initial Drawdown). (177,970 Shares at \$0.25 and 131,291 Shares at \$0.24) |
| | | \$0.25 and \$0.24 | \$248,648 (deemed price of 1,022,830 |

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| | | |
|--------------|--|---|
| | | Shares issued to satisfy the Commitment Fee)(316,918 Shares at \$0.25 and 705,912 Shares at \$0.24) |
| Total | | <u>\$882,000</u> |

Table 1B – Related Persons

| Full Name & Municipality of Residence of Placee | Number of Securities Purchased or to be Purchased | Purchase price per Security (CDN\$) | Conversion Price (if Applicable) (CDN\$) | Prospectus Exemption | Total Securities Previously Owned, Controlled or Directed ⁽¹⁾ | Payment Date ⁽¹⁾ | Describe relationship to Issuer |
|---|---|-------------------------------------|--|----------------------|--|-----------------------------|---------------------------------|
| <u>Not Applicable.</u> | | | | | | | |

Note:

- Total amount of funds to be raised: The Equity Facility is for up to \$5,000,000, however, the Issuer's Initial Drawdown totals \$633,351, with \$370,770 advanced in connection with a drawdown on January 9, 2024 and \$262,581 advanced in connection with a drawdown on February 14, 2024.
- 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 of the facility will be used for technology and product development, commercialization, and general working capital.
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.
- If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. N/A
- Description of securities to be issued:

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- (a) Class Shares .
- (b) Number 3,600,000 .
- (c) Price per security (i) 1,305,112 Shares at a deemed price of \$0.25 per Share in connection with the drawdown on January 9, 2024; (ii) 177,970 Shares at a deemed price of \$0.25 per Share to satisfy the Drawdown Fee payable on the drawdown on January 9, 2024; (iii) 962,798 Shares at a deemed price of \$0.24 per Share in connection with the drawdown on February 14, 2024; (iv) 131,291 Shares at a deemed price of \$0.24 per Share to satisfy the Drawdown Fee payable on the drawdown on February 14, 2024; and (v) 316,918 Shares at a deemed price of \$0.25 per Share and 705,912 Shares at a deemed price of \$0.24 per Share to satisfy the Commitment Fee.
- (d) Voting rights Each Share entitles the holder to one vote.
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number: 1,288,585 Warrants.
- (b) Number of securities eligible to be purchased on exercise of warrants (or options): 1,288,585 Shares.
- (c) Exercise price 741,541 at \$0.31 and 547,044 at \$0.30.
- (d) Expiry date February 14, 2027 .
7. Provide the following information if debt securities are to be issued: N/A
- (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.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a

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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, 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**.

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. **N/A**.

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 Resale of Securities. **Confirmed**.

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: _____.
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: _____.
3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc): _____.
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____.
5. 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⁾ |
|--|--|-----------------------------------|----------------------------------|----------------------|---|--|
| | | | | | | |
| | | | | | | |

(1) Indicate if Related Person

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____.
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 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): _____.
 - (b) Cash _____.
 - (c) Securities _____.
 - (d) Other _____.
 - (e) Expiry date of any options, warrants etc. _____.
 - (f) Exercise price of any options, warrants etc. _____.
8. 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. _____.

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9. 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 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
4. 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).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated March 5, 2024.

Jamie Hogue
Name of Director or Senior
Officer

/s/ "Jamie Hogue"
Signature

COO
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:

- 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.