

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Innovative Properties Inc. (the "Issuer").

NAB

Date: April 3, 2019

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: January 31, 2019.

Issued and Outstanding Securities of Issuer Prior to Issuance: 95,425,716

Pricing

Date of news release announcing proposed issuance: January 30, 2019, February 28, 2019 and March 7, 2019 or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the January 30, 2019 news release: \$0.93 or

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: 35,088 Debenture Units

Issued and outstanding securities following issuance: 95,425,716

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 placees.

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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	25	\$1,000.00	\$3,544,000.00
Alberta	67	\$1,000.00	\$4,988,000.00
Saskatchewan	2	\$1,000.00	\$150,000.00
Ontario	104	\$1,000.00	\$14,639,000.00
Québec	30	\$1,000.00	\$1,475,000.00
Australia	1	\$1,000.00	\$30,000.00
Bahamas	1	\$1,000.00	\$9,000,000.00
Cayman Islands	2	\$1,000.00	\$775,000.00
Guernsey	1	\$1,000.00	\$50,000.00
India	1	\$1,000.00	\$40,000.00
Ireland	1	\$1,000.00	\$75,000.00
Israel	1	\$1,000.00	\$35,000.00
Paraguay	1	\$1,000.00	\$250,000.00
Saudi Arabia	1	\$1,000.00	\$5,000.00
United States of America	2	\$1,000.00	\$32,000.00
Total number of purchasers:	240		
Total dollar value of distribution in all jurisdictions:			\$35,088,000.00

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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	Payment Date(1)	Describe relationship to Issuer (2)
Shay Shnet Toronto, ON	125 Debenture Units	\$1,000.00	\$0.90 per Debenture Shares \$1.10 per Warrant Share	Section 2.3 of NI 45-106	10,250,000 common shares	March 26, 2019	CEO and Director
Liran Kandinov	20 Debenture Units	\$1,000.00	0.90 per Debenture Shares \$1.10 per Warrant Share	Section 2.3 of NI 45-106	266,667 common shares and 350,000 options	March 26, 2019	Director

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: \$35,088,000.
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 Issuer will use the net proceeds of the Offering to fund investments in the U.S. cannabis industry and for general working capital 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 of the debt agreement(s) or and the agreement to exchange the debt for securities. N/A
5. Description of securities to be issued:
 - (a) Class: Debenture Units. Each Debenture Unit consists of \$1,000 principal amount of 8% convertible unsecured debenture (each a "Debenture") and 1,111 share purchase warrants (each a "Warrant")
 - (b) Number: 35,088 Debenture Units

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- (c) Price per security: \$1,000 per Debenture Unit
- (d) Voting rights: None
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number: 38,982,768 Warrants
- (b) Number of securities eligible to be purchased on exercise of warrants (or options): 38,982,768 common shares of the Issuer (the "Common Shares")
- (c) Exercise price: \$1.10 per Common Share
- (d) Expiry date: March 26, 2022
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: \$35,088,000 Debentures
- (b) Maturity date: March 26, 2022
- (c) Interest rate: 8% per annum (the "Interest")
- (d) Conversion terms: The Debentures are convertible into Common Shares at the option of the holder at any time prior to the close of business on the earlier of: (i) the last business day immediately preceding the maturity date, and (ii) the last business day immediately preceding the date fixed for redemption, at a conversion price of \$0.90 per Common Share subject to adjustment in certain events. If, at any time following the date that is four months and one day following the closing date, the daily volume weighted average trading price of the Common Shares on the Canadian Securities Exchange is greater than \$1.65 for the preceding 10 consecutive trading days, the Issuer shall, at its option, convert the Debentures and any accrued and unpaid interest thereon into Common Shares with not more than 60 and not less than 30 days' prior written notice.
- (e) Default provisions: 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 placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (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):

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Name of Agent	Cash	Number of Broker Warrants
Canaccord Genuity Corp 2200 - 609 Granville Street Vancouver, BC V7Y 1H2	\$432,867	859,327
Eventus Capital Corp. 181 Bay Street, Suite 320 Toronto, ON M5J 2T3	\$405,614	597,993
Desjardins Securities Inc. 25 York Street, Suite 1000 Toronto, ON M5J 2V5	\$42,696	62,947
Zelos Capital Ltd. Suite 2000, 530 – 8th Avenue SW Calgary, AB T2P 3S8	Nil	31,000
First Republic Capital Corp. 55 University Ave, Suite 1003 Toronto, ON M5J 2H7	Nil	66,667
Leede Jones Gable Inc. Suite 1800, 1140 West Pender Street Vancouver, BC V6C 4G1	Nil	1,200
Mackie Research Capital Corporation 199 Bay Street, Suite 4500 Commerce Court West, Box 368 Toronto, ON M5L 1G2	Nil	22,200
GMP Securities LP 145 King Street West, Suite 300 Toronto, ON M5H 1J8	Nil	21,667
Echelon Wealth Partners Inc. 1 Adelaide Street E Toronto, ON M5C 2V9	Nil	33,333
PI Financial Corp. 1900-666 Burrard Street Vancouver, BC V6C 3N1	Nil	130,000

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- (b) Cash: See above .
- (c) Securities: See above .
- (d) Other: N/A .
- (e) Expiry date of any options, warrants etc.: March 26, 2022 .
- (f) Exercise price of any options, warrants etc.: \$0.90 per Unit .
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.):
The Debentures will be subject to redemption by the Issuer at any time following one year from the closing date upon giving notice less than 30 and not more than 60 days’ prior written notice .
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.

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:
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:

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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:

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

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A .

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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, and 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

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

Innovative Properties Inc. (the “**Listed Issuer**”) hereby certifies to CSE 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 Policy 1).

Date: April 3, 2019

Signed: 
(Signature)

Emmery Wang
(Print Name)

Chief Financial Officer
(Print Office)

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.