

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):

Ionic Brands Corp. (the "Issuer").	IONC
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Date: June 14, 2019 Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 119,000,542.

Pricing

Date of news release announcing proposed issuance: June 14, 2019 .

Closing Market Price on Day Preceding the news release: \$0.38

Closing

Number of securities to be issued: 32,171,480 Common Shares.

Issued and outstanding securities following issuance: 151,172,022 Common Shares

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
N/A			
Total dollar value of distribution in all jurisdictions:			

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)
N/A							

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: N/A .
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. N/A .
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 N/A.
 - (b) Number N/A.
 - (c) Price per security N/A.
 - (d) Voting rights N/A
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
 - (a) Number N/A .

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018
Page 2

- (b) Number of securities eligible to be purchased on exercise of warrants (or options) N/A .
- (c) Exercise price N/A .
- (d) Expiry date N/A .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: N/A .
- (b) Maturity date: N/A .
- (c) Interest rate N/A .
- (d) Conversion terms N/A .
- (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): 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, 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.

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018
Page 3

N/A

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: The Company acquired all the issued and outstanding shares of Vegas Valley Capital Corporation from the shareholders of Vegas Valley Capital Corporation pursuant to a share exchange agreement dated May 13, 2019. The transaction is an arm's length transaction.
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: See response to Item 2.1.
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: \$21,233,176.80.
 - (b) Cash: N/A
 - (c) Securities (including options, warrants etc.) and dollar value: 32,171,480 Common Shares at \$0.66 per share (\$21,233,176.80).
 - (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). The purchase price was determined through arm's length negotiation.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: None
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:

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018
Page 5

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⁾
0989169 B.C. Ltd.	567,226 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
1033120 B.C. Ltd.	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
1916241 Ontario Limited	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
1999611 Ontario Inc.	38,287 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Accretive Capital Corp.	153,151 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Andrew Lindzon	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Ari Zinberg	3,834,456 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Asmina Hirji	76,575 Common Shares	\$0.66	N/A	2.16	33,325 common share purchase warrants	Arm's length
Bedford Park Opportunities Fund	709,034 Common Shares	\$0.66	N/A	2.16	666,500 common share purchase warrants	Arm's length
Franmar Properties Limited	153,151 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Brad White	709,033 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Quinsam Capital Corporation	612,605 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Dana Gilman	283,330 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 6

David Bogart	1,623,404 Common Shares	\$0.66	N/A	2.16	500,000 shares	Arm's length
David Grisby	38,287 Common Shares	\$0.66	N/A	2.16	260,000 shares	Arm's length
David Testani	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Darryl Yea	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Fifth Avenue Research Corp.	283,613 Common Shares	\$0.66	N/A	2.16	50,654 common share purchase warrants	Arm's length
Fiona Hanson	114,863 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Frank Hoegel	141,806 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
James Meloche	141,665 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Jayne Gordon	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Jencorp Inc.	153,151 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Jonathan Glowacki	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Kenneth Cotiamco	1,015,529 Common Shares	\$0.66	N/A	2.16	500,000 shares	Arm's length
Lionhead Capital Limited Partnership	229,727 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Longheel Interests, LLC	371,477 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Mackie Research	2,410,335 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length

**FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF
LISTED SECURITIES**

September 2018

Page 7

Mario Boscarino	1,570,354 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Mark Durigon	153,151 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Medical Investment Fund A Limited Partnership	5,711,978 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Michael Leskovec	38,287 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Mike Riccardi	153,151 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Mohit Matur	154,682 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
MWS Holdings Inc.	141,806 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Michael Frank	114,863 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
NewGen Asset Management Ltd.	5,743,175 Common Shares	\$0.66	N/A	2.16	14,933,333 shares	Arm's length
NewGen Capital Ltd.	765,756 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Origin Resources	141,665 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Peter Roden	114,863 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Ramitrath Tak	76,575 Common Shares	\$0.66	N/A	2.16	1,333 common share purchase warrants	Arm's length

**FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF
LISTED SECURITIES**

September 2018

Page 8

Shane Arnold Horne	153,151 Common Shares	\$0.66	N/A	2.16	25,800 common shares and 99,975 common share purchase warrants	Arm's length
Skanderbeg Capital Advisors Inc.	1,582,053 Common Shares	\$0.66	N/A	2.16	604,631 shares, 200,100 convertible securities and 19,995 common share purchase warrants	Arm's length
Sprott Asset Management LP as sub-advisor for Ninepoint 2017 Flow-Through LP	354,162 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Sprott Asset Management LP as sub-advisor for Ninepoint 2017-II Flow-Through LP	354,162 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Steve Stathakis	153,151 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
The Richard Goldstein Family Trust	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Urban Lane Homes Inc.	229,727 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Vaios Petsis	38,287 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 9

Valerie Nicholson	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
William Bradford White	76,575 Common Shares	\$0.66	N/A	2.16	Nil	Arm's length
Total	32,171,454					

(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: The Issuer perform due diligence review of Vegas Valley Capital Corporation.
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, 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. _____
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. The acquisition is in connection to the acquisition of all the membership units of Vegas Valley Growers North, LLC from the members of Vegas Valley Growers North, LLC.

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 10

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 _____.

John Gorst

Name of Director or Senior
Officer



Signature

CEO

Official Capacity

**FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF
LISTED SECURITIES**

September 2018

Page 11

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.