

CONFIDENTIAL FORM 9

**NOTICE OF ISSUANCE OR PROPOSED  
ISSUANCE OF LISTED SECURITIES**  
**(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

**Lynx Global Digital Finance Corporation** (formerly,  
CannaOne Technologies Inc.) (the “**Issuer**” or “**LYNX**”).

**LYNX**

Date: **May 3, 2021** Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **April 26, 2021.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **72,332,020.**

**Pricing**

Date of news release announcing proposed issuance: **March 8, 2021.**

Date of confidential request for price protection: **Not applicable.**

Closing Market Price on Day Preceding the news release: **\$0.72.**

Day preceding request for price protection: **Not applicable.**

**Closing**

Number of securities to be issued: **1,197,941 common shares and 250,000 common share purchase warrants of the Issuer.**

Issued and outstanding securities following issuance: **73,529,961 common shares.**

**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:

**Effective April 23, 2021 (the “Effective Date”), the Issuer entered into a definitive share purchase agreement (the “Agreement”) with Arkin Technologies Pty Ltd. (“Arkin”) and the shareholder of Arkin (the “Vendor”) to acquire a 51% equity interest of the issued and outstanding shares of Arkin (the “Transaction”).**

**Arkin is an AUSTRAC registered owner of a Digital Currency Exchange and Remittance License in Australia. This Transaction will enable LYNX to operate as a licensed digital currency exchange provider for the transactional fulfillment of the buying and selling of digital (crypto) currency back for crypto, and/or digital (crypto) currency for cash (FIAT)s. The licensing of this Australian-based entity represents a significant piece of leverage to be integrated directly into the international remittance and cryptocurrency trading network infrastructure ‘rails’ of the LYNX pan-global digital financial ecosystem.**

**The Transaction closed on April 30, 2021 (the “Closing Date”) and the Issuer acquired a 51% equity interest in the issued and outstanding common shares of Arkin in exchange for 1,114,364 common shares of the Issuer (“Consideration Shares”) and 250,000 common share purchase warrants of the Issuer (the “Consideration Warrants”) entitling the holder thereof to acquire an additional 250,000 common shares of the issuer (“Shares”) at a price of \$1.17 per Share, being the closing price of the Shares on the Canadian Securities Exchange on last trading day prior to the Closing Date. The Consideration Warrants are exercisable until 4:00 pm (Pacific Time) on April 30, 2023.**

**The Consideration Shares and any Shares issued upon exercise of the Consideration Warrants are subject to regulatory and voluntary pooling restrictions on resale in the following aggregate amounts until the following dates: (a) 70% of the Consideration Shares and any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until the date which is four months plus one day from the Closing Date; (b) an additional 10% of the Consideration Shares and an additional 10% of any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until the date which is one-hundred fifty (150) days from the Closing Date; (c) an additional 10% of the Consideration Shares and an additional 10% of any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until the date which is one-hundred eighty (180) days from the Closing Date; and (d) an additional 10% of the Consideration Shares and an additional 10% of any Shares issued upon exercise of the Consideration Warrants, shall be subject to restrictions on resale until the date which is two-hundred ten (210) days from the Closing Date. 100% of the Consideration Shares**

**and any Shares issued upon exercise of the Consideration Warrants will also be subject to a statutory hold period of four months and one day.**

**The Issuer also issued 83,577 Shares, equaling to 7.5% of the Consideration Shares, to a third-party who assisted with the Transaction (the “Finder’s Fee”). All Shares issued as part of the Finder’s Fee are subject to the same resale restrictions as the Consideration Shares as set out above.**

**The Acquisition will not constitute a fundamental change for the Issuer and will not result in a change of control of the Issuer (within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange).**

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 Item 1 of Part 2 above.**

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:

**The total aggregate consideration for the Transaction is approximately CAD\$1,132,194, based on a 20% discount to the closing price of the Shares on the Canadian Securities Exchange on the trading day prior to the Effective Date.**

- (b) Cash: **None.**

- (c) Securities (including options, warrants etc.) and dollar value:

**1,114,364 Consideration Shares and 250,000 Consideration Warrants with and aggregate dollar value of \$1,132,194.**

- (d) Other: **Not applicable.**

- (e) Expiry date of options, warrants, etc. if any: **The 250,000 Consideration Warrants expire two (2) years from the Closing Date.**

- (f) 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 via arm’s length negotiations of the parties.**

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: **Filed on a confidential basis with the Canadian Securities Exchange.**
7. 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 Arkin to verify ownership of the share capital of the Vendors and obtained contractual representations from the Vendors.**
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): **The Finder's Fee will be issued to 6330 Investment & Consulting GmbH (Ivo Martin Eigenmann).**
  - (b) Cash: **Not Applicable.**
  - (c) Securities: **At the Closing Date, in connection with the Transaction, the Issuer will issue 83,577 Shares, equaling 7.5% of the Consideration Shares, to 6330 Investment & Consulting GmbH (the "Finder's Fee"). All Shares issued as part of the Finder's Fee shall be subject to the same resale restrictions as the Consideration Shares as set out above.**
  - (d) Other: **Not Applicable.**
  - (e) Expiry date of any options, warrants etc. **Not Applicable.**
  - (f) Exercise price of any options, warrants etc. **Not Applicable.**
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. **6330 Investment & Consulting GmbH is not a Related Person or has any other relationship with the Issuer.**
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. **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.
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: May 3, 2021

Mike Penner  
Name of Director or Senior Officer

/s/ "Mike Penner"  
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.