

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: Legion Metals Corp. (the "Issuer").

Trading Symbol: LEGN.

Date: January 9, 2018.

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 11,764,600.

Date of News Release Announcing Private Placement: January 9, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.11

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form) – N/A

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

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: _____ .
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. _____ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .

7. Provide the following information if debt securities are to be issued:
- (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.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. 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, 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 _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). _____ .
11. State whether the private placement will result in a change of control. _____ .
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. _____ .

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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.

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 assets being acquired are: two high speed computer systems or “rigs” (the “Purchased Rigs”) used to mine cryptocurrencies by verifying code for transactions on different blockchains through the application of blockchain technology (the first rig is an 8GB computer with twelve AMD RX580 graphics cards, and the second rig is an 11GB Computer with twelve nVidia 1080 TI graphics cards); ten high speed computer systems or “rigs” (the “Additional Rigs”) used to mine cryptocurrencies by verifying code for transactions on different blockchains through the application of blockchain technology, to be built by the Vendors for the Issuer using components sourced by the Vendors and purchased by the Issuer from suppliers introduced to the Issuer by the Vendors; all intellectual property rights and goodwill with respect to the Purchased Rigs and the Additional Rigs; and all ancillary equipment, components, wiring and technology used to set up the Purchased Rigs and to build and set up the Additional Rigs.

In addition, for one year from the Closing Date, upon reasonable request from the Issuer, each of the Vendors shall provide, on an exclusive basis, all required, necessary or advisable support and maintenance for the Purchased Rigs and the Additional Rigs. Also, for one year from the Closing Date, the Vendors shall lease operational space at a suitable location to the Issuer for the operation of the Purchased Rigs and the Additional Rigs at a cost of no more than \$1,000 per month.

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: The Issuer is acquiring the assets pursuant to an asset purchase agreement dated January 8, 2018 between Austin Spencer and Aaron Smith-Hayes (collectively, the “Vendors”) and the Issuer. See item 2.1 for further details.

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: \$94,500.
 - (b) Cash: Lease of operational space for one year at a cost of no more than \$1,000 per month.
 - (c) Securities (including options, warrants etc.) and dollar value: An aggregate of 1,000,000 common shares, each share to be issued for \$0.0825 and to be held in escrow until the Purchased Rigs and the Additional Rigs have been operational for 30 days. An aggregate of 400,000 stock options, vesting when the Purchased Rigs and the Additional Rigs have been operational for 30 days.
 - (d) Other: As additional consideration for ongoing support and maintenance, the Issuer shall pay to the Vendors, at the end of each calendar month, 25% of the net proceeds from each of the Purchased Rigs and Additional Rigs.
 - (e) Expiry date of options, warrants, etc. if any: 5 years from the date of issue.
 - (f) Exercise price of options, warrants, etc. if any: \$0.11
 - (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 by arm's length negotiation between the Issuer and the Vendors.
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	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer (1)
Austin Spencer	500,000 common shares	\$0.0825	N/A	NI 45-106, s.2.5	Nil	Arm's length
	200,000 stock options	Nil	\$0.11			
Aaron Smith-Hayes	500,000 common shares	\$0.0825	N/A	NI 45-106, s.2.5	Nil	Arm's length
	200,000 stock options	Nil	\$0.11			

(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: Representations and warranties provided by the Vendors in the asset purchase agreement.
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, address. 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. _____.

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(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. N/A

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

Dated January 9, 2018.

Peter Smith
Name of Director or Senior
Officer

"Peter Smith"
Signature

CEO
Official Capacity