

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: Maricann Group Inc. (the "Issuer").

Trading Symbol: MARI.

Date: December 14, 2017.

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

If yes provide date(s) of prior Notices: December 13, 2017.

Issued and Outstanding Securities of Issuer Prior to Issuance: 98,158,823.

Date of News Release Announcing Private Placement: December 13 and 14, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: \$2.33.

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)

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 relationship to Issuer ⁽²⁾
To be completed.							

(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: Up to \$40,250,000. .

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 net proceeds of the Offering will be used for capex and for working capital and general corporate 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 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 Special Warrants exercisable for Units .

(b) Number Up to 20,125,000 Special Warrants .

(c) Price per security \$2.00 .

(d) Voting rights N/A .

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

(a) Number 20,125,000 Special Warrants

Each Special Warrant shall be automatically exercisable into one unit of the Issuer (each, a "Unit"), upon the date (the "Automatic Exercise Date") that is earliest of: (i) the date that is three business days following the date on which the Company obtains a receipt from the applicable securities authorities for a (final) short form prospectus (a "Qualifying Prospectus") qualifying the distribution of the Units underlying the Special Warrants intended to

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be no later than March 2, 2018; and (ii) the date that is four months and one day after the closing of the offering.

Each Unit shall consist of one common share of the Issuer (each, a “Common Share”) and one-half of one common share purchase warrant (each full warrant, a “Warrant”). Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$2.35 for a period of 36 months from the date of the closing of the Offering.

Notwithstanding with foregoing, in the event the Issuer has not received receipt of a Qualifying Prospectus before February 27, 2018, each unexercised Special Warrant shall thereafter entitle the holder thereof receive upon exercise thereof, at no additional compensation to the Issuer, 1.05 Units (instead of one Unit)(the additional 0.05 Units are collectively referred to as “Penalty Units”).

- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Upon automatic exercise of the Special Warrants into Units and including any Penalty Units to be issued, the aggregate number of Units to be received by subscribers in connection with the Offering is up to 21,131,250.

Up to 10,565,625 Warrants are issuable to subscribers in connection with the Offering.

An aggregate of up to 31,696,875 Common Shares may be issuable to subscribers in connection with the Offering, in the event of a full exercise of all Warrants.

- (c) Exercise price Each Special Warrant shall automatically exercise into one Unit at no further cost to subscribers. Each Warrant underlying the Units shall entitle the holder thereof to acquire one Common Share at a price of \$2.35 per Common Share.
- (d) Expiry date Each Warrant expires 36 months from the date of closing of the Offering.

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

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- (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, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Eight Capital, as lead agent and sole bookrunner, and a syndicate of agents (collectively, the "Agents") to be formed in consultation with the Issuer, shall receive a cash commission (the "Cash Commission") and that number of compensation warrants equal to 5.0% of the number of Special Warrants sold pursuant to the Offering (the "Compensation Warrants")
- (b) Cash: 5.0% of the total gross proceeds from the Offering (excluding the President's List, for which the Agents will receive a cash commission of 1.5%). .
- (c) Securities: 5.0% of the number of Special Warrants sold pursuant to the Offering (excluding Special Warrants sold to the President's List investors, for which the Agents will receive Compensation Warrants equal to 1.5% of the number of Special Warrants sold to President's List investors).
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc.: The Compensation Warrants expire 24 months from the closing of the Offering. .
- (f) Exercise price of any options, warrants etc.: Each Compensation Warrant shall be exercisable into one Unit at, subject to regulatory approval, a price of \$2.00 per Common Share. .
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 .

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11. State whether the private placement will result in a change of control.
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.

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: ____
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 .

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(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).

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⁾
<u>N/A</u>						

(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 .

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, address. 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 .

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(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

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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 December 14, 2017.

Ben Ward
Name of Director or Senior
Officer

"Ben Ward"
Signature

Chief Executive Officer
Official Capacity