

## 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):

MPX International Corporation (the "Issuer").	MPXI
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Date: April 14, 2021 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: 143,389,650.

#### **Pricing**

Date of news release announcing proposed issuance: April 16, 2021 or

Date of confidential request for price protection: April 5, 2021

Closing Market Price on Day Preceding the news release: \$0.13 or

Day preceding request for price protection: C\$0.13

#### **Closing**

Number of securities to be issued: Principal Amount of \$1,312,500 (US\$1,050,000). The Issuer may raise up to an additional principal amount of approximately \$1,950,000 (US\$2,437,500) under similar terms as set out herein.

Issued and outstanding securities following issuance: 143,389,650

#### **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 places.

## Part 1. Private Placement

**Table 1A – Summary**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (C\$) raised in the jurisdiction
Guernsey	1	N/A	\$ 250,000.00
Malta	1	N/A	\$ 500,000.00
Monaco	1	N/A	\$ 500,000.00
ON	1	N/A	\$ 62,500.00
Total number of purchasers:	4		
Total dollar value of distribution in all jurisdictions: C\$1,312,500			

**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)
W. Scott Boyes, Toronto, Ontario	\$62,500	N/A	N/A	NI 45-106, s. 2.3 (j)	4,655,350 Common Shares and 5,231,250 Convertible Securities	April 14, 2021	Officer / Director
Alastair Crawford, Attard, Malta	\$500,000	N/A	N/A	OSC Rule 72-503	8,147,312 CS / 15,611,289 Converts	April 14, 2021	Director

**Notes:**

- (1) Mr. Boyes is lending funds to the Issuer and receiving a cash origination fee of C\$1,820.39 (US\$1,456.31), 218,447 Bonus Warrants entitling Mr. Boyes to purchase a common share in the capital of the Issuer at a price of \$0.20 per share for a period of 5 years from the date of issuance as well as the opportunity to acquire part of the Issuer's interest in one or more future transactions. The loan will be convertible into the Offering as set out below. Mr. Boyes has a right to participate in a future loan up to his pro rata portion of this advance.
- (2) Mr. Crawford is lending funds to the Issuer and receiving a cash origination fee of \$11,563.11 (US\$11,650.49), 1,747,573 Bonus Warrants entitling Mr. Crawford to purchase a common share in the capital of the Issuer at a price of \$0.20 per share for a period of 5 years from the date of issuance as well as the opportunity to acquire part of the Issuer's interest in one or more future transactions. The loan will be convertible into the Offering as set out below. Mr. Crawford has a right to participate in a future loan up to his pro rata portion of this advance.

<sup>1</sup>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.

- Total amount of funds to be raised: A total Principal Amount of \$1,312,500 (US\$1,050,000). The Issuer may raise up to an approximately \$2,437,500 (US\$1,950,000) under similar terms as set out herein.
- 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 intends to use the proceeds of the private placement to fund product and facility development as well as for working capital and general corporate purposes.

- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:  
None, other than a portion of the Origination Fee as detailed in the notes to Table 1B above and which are being paid to all lenders.

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:

None.

(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:

4,587,379 Bonus Warrants.

(b) Number of securities eligible to be purchased on exercise of warrants (or options):

4,587,379 Common Shares.

(c) Exercise price

C\$0.20.

(d) Expiry date

Five years from the date of issuance.

7. Provide the following information if debt securities are to be issued:

(a) Aggregate principal amount:

\$1,312,500 (US\$1,050,000).

(b) Maturity date:

Three months.

(c) Interest rate:

12.00% per annum.

(d) Conversion terms:

In consideration for loan, the lender shall be entitled to a conversion premium equal to ten percent (10%) of their principal amount concurrently with the closing (the “**Conversion Premium**”).

The principal amount plus the Conversion Premium shall be automatically converted, through no further action of the lenders, into units (the “**Units**”) of the Issuer under the non-brokered private placement offering (the “**Offering**”) whereby the Issuer has raised US\$7,500,000.

Each Unit will be issued at a price of C\$1,360 (US\$1,000) per Unit and shall consist of one 12% secured convertible debenture of the Issuer (an “**SCD**”) in the principal amount of C\$1,360 (US\$1,000) (the “**Principal Amount**”) and 7,000 common share purchase warrants (each, an “**SCD Warrant**”).

Each SCD shall be convertible into common shares at the amended Conversion Price at the option of the holder at any time prior to the earlier of: (i) 6:00 p.m. (Eastern Standard Time) on the maturity date; or (ii) the business day immediately preceding the date specified by MPXI for redemption of the SCDs.

Each SCD Warrant shall entitle the holder thereof to purchase one Common Share (each, an “**SCD Warrant Share**”) at an exercise price of C\$0.20 (the “**Exercise Price**”) until the amended Expiry Date.

(d) Default provisions.

Each of the following events constitutes an event of default:

- the Issuer fails to pay when due, after any applicable grace periods, any outstanding principal amount hereunder or any accrued and unpaid interest on such principal amount;
- the Issuer shall not have complied with its covenants; and
- if any representation or warranty made by the Issuer pursuant to which the loan was issued was false or inaccurate in any material respect when made.

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.

None

Securities:

None

(c) Other: N/A.

(d) Expiry date of any options, warrants etc.:

N/A.

(e) 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

None.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

The Issuer will propose to Debentureholders certain amendments to the debenture indenture dated June 30, 2020 entered into between the Issuer and AST Trust Company (Canada) (the “**Debenture Trustee**”) as amended by the supplemental debenture indenture dated September 16, 2020 and the second supplemental debenture indenture dated December 18, 2020 (as amended, supplemented or otherwise modified from time to time) providing for the issuance of SCDs in the aggregate principal amount of up to US\$7,500,000 and the warrant indenture dated June 30, 2020 entered into between the Issuer and AST Trust Company (Canada) (the “**Warrant Agent**”) as amended by the supplemental warrant indenture dated September 16, 2020 and the second supplemental warrant indenture dated December 18, 2020 (as amended, supplemented or otherwise modified from time to time) providing for the issuance of up to 52,500,000 SCD Warrants.

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 Resale of Securities.

Confirmed.

## **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:

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:

N/A.

<b>Name of Party (If not an individual, name all insiders of the Party)</b>	<b>Number and Type of Securities to be Issued</b>	<b>Dollar value per Security (CDN\$)</b>	<b>Conversion price (if applicable)</b>	<b>Prospectus Exemption</b>	<b>Total Securities, Previously Owned, Controlled or Directed by Party</b>	<b>Describe relationship to Issuer<sup>(1)</sup></b>

(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.):

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): 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

## 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 April 16, 2021.

W. Scott Boyes  
Name of Director or Senior Officer

Signed "W. Scott Boyes"  
Signature

Chairman, President and CEO  
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.