

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):

Mota Ventures Corp. (the "Issuer").	MOTA
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Date: **June 2, 2020** Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: **Not Applicable**

Issued and Outstanding Securities of Issuer Prior to Issuance: **146,321,392**

Pricing

Date of news release announcing proposed issuance: **May 19, 2020 and June 1, 2020** or

Date of confidential request for price protection: **Not Applicable**

Closing Market Price on Day Preceding the news release: **\$0.38 and \$0.46** or

Day preceding request for price protection: **Not Applicable**

Closing

Number of securities to be issued: **60,869,566**

Issued and outstanding securities following issuance: **207,190,958**

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 with an appendix that includes the information in Table 1B for ALL places.

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:

The Issuer has completed an acquisition of the outstanding share capital of Verrian Ontario Ltd. (“Verrian”) pursuant to the terms of a share purchase agreement entered into with each of the shareholders of Verrian, and dated effective June 1, 2020 (the “Transaction”). Verrian is an arms’-length privately-held company that is focused on delivering and developing products related to addiction reduction, with a focus on alcohol and opiates.

Verrian owns and operates an EU-GMP, ISO 14001 compliant 110,000 square foot pharmaceutical manufacturing facility in Radebuel, Germany. Operations within this pharmaceutical manufacturing site include analytical laboratory and finished dose manufacturing, which exceed all international quality standards.

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 at arms-length from Verrian, and each of its shareholders. The Transaction does not constitute a fundamental change for the Issuer, nor has it resulted in a change of control of the Issuer, within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange.

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:

In consideration for the Transaction, the Issuer has issued 54,347,826 common shares (the “Consideration Shares”) to the existing shareholders of Verrian at a deemed price of \$0.36791 per Consideration Share. 50,543,479 of the Consideration Shares are subject to terms of a thirty-six month time release pooling arrangement, during which time they may not be transferred, assigned, pledged or otherwise traded. The

Consideration Shares will be released from the pooling arrangement in tranches, of which ten-percent will be released after four months, fifteen percent after six months, and the balance in five equal tranches every six months thereafter. In addition to the Consideration Shares, upon closing of the Transaction, the Issuer has arranged for repayment of \$150,000 of existing shareholder loans of Verrian, and will arrange for repayment of the balance of \$950,000 within sixty days of closing.

(b) Cash: **\$1,100,000**

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

The Consideration Shares will be issued at a deemed price of \$0.36791 per share with an aggregate value of approximately \$20,000,000.

Other:

In connection with completion of the Transaction, Fiore Management & Advisory Corporation is entitled to 1,086,957 common shares of the Issuer as an administration fee.

(d) Expiry date of options, warrants, etc. if any: **Not Applicable**

(e) Exercise price of options, warrants, etc. if any: **Not Applicable**

(f) Work commitments: **Not Applicable**

3. 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 based on arms'-length negotiations.**
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Not Applicable**
5. 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	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer⁽¹⁾
2478061 Ontario Inc.	3,307,112 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Suvest UG	239,646 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Kanbos Investments AG	2,516,281 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Capri Mercantile Ltd.	1,150,300 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Hoja Inc.	239,646 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
1815618 Ontario Inc.	3,384,997 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None

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NT Investments ApS	13,851,526 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
WDS Partners LLC	269,601 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
2155798 Ontario Inc.	4,145,872 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Dorian Prosdocimi	2,899,714 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Magmotion Investments Inc.	5,943,215 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
10185493 Canada Corp.	117,427 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
IMM Vermögensverwaltung UG	131,805 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None

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September 2018

Kosar, David	1,330,034 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
V Fitness Clothing Co.	491,274 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Marc Renemuth	119,823 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Nicholas Hornung	119,823 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Anthony Tennyson	694,973 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
John Story	29,956 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Crimson Capital Fund 1, LLC	1,797,343 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None

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September 2018

Roger Clinton	93,462 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Dino Micacchi	2,935,660 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Singh, Jason	479,291 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Southshore Capital Partners	2,636,103 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Dirk de Lint	503,256 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Mackie Research Capital Corp	4,739,954 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None
Gundyco ITF Dyer Boyne	179,734 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	Nil	None

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September 2018

2155798 Ontario Ltd. (paid as Finder's Fee)	2,500,000 Common Shares	\$0.36791	Not Applicable	Section 2.3 of National Instrument 45-106 (Accredited Investor)	Nil	None
Amirkia Taeb (paid as Finder's Fee)	2,934,783 Common Shares	\$0.36791	Not Applicable	Section 2.3 of National Instrument 45-106 (Accredited Investor)	Nil	None
Fiore Management & Advisory Corp. (Administration Fee)	1,086,957 Common Shares	\$0.36791	Not Applicable	Section 2.16 of National Instrument 45-106 (Takeover Bid)	860,357	None

(1) Indicate if Related Person

6. 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 Verrian to verify ownership of the share capital of Verrian and obtained contractual representations from the Vendors.

7. 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):

(b) Cash **Not Applicable**

(c) Securities: **Common Shares**

Recipient	No. of Shares
2155798 Ontario Ltd.	2,500,000
Amirkia Taeb	2,934,783
Fiore Management & Advisory Corporation	1,086,957

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Total	6,521,740
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- (d) Other **Not Applicable**
 - (e) Expiry date of any options, warrants etc. **Not Applicable**
 - (f) Exercise price of any options, warrants etc. **Not Applicable**
8. 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. **No relationship.**
9. 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.

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: June 2, 2020

Joel Shacker
Name of Director or Senior
Officer

/signed/ "Joel Shacker"
Signature

President & Director
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.