

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: **E Play Digital Inc.** (the "Issuer").

Trading Symbol: **NOI**

Date: November 16, 2016

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: Jun 7, 2016, August 2, 2016, August 31, 2016 and September 22, 2016

Issued and Outstanding Securities of Issuer Prior to Issuance: **21,162,814**

Date of News Release in relation to the issuance: June 7, 2016, November 4, 2016

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.28

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)
AFRASIA BANK LTD., Bowen S, 10 Dr Femiere SF, Port-Louis, Mauritius	500,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	500,000	Oct 31, 2016	NA
David Smith, 1141 Sturdies Bay Rd., Galiano, BC V0N 1P0	25,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	50,000	Oct 31, 2016	NA
Sergey Lee Boulevard Georges-Favon 19, 1204 Geneva, Switzerland	350,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	700,000	Oct 31, 2016	NA

A.M.C. Ltd. Yaldhurst, Lymington Hampshire UK SO41 8HE	100,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	200,000	Oct 31, 2016	NA
Asty Capital AG 25 BarenGasse, Zurich, 8001 Switzerland	100,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	100,000	Oct 31, 2016	NA
Darren Kershaw, 64 Colleen Cres SW, Calgary, Alberta T2V 2R3	200,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	300,000	Oct 28, 2016	NA
Owen Vos, 140-162 Ave. NE, Edmonton, AB, T5Y 3K6	500,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.5 of NI 45-106	500,000	Oct 28, 2016	NA
Ed Moroz 13758 ValleyView Dr. NW, Edmonton, AB T5R 5T8	500,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	542,000	Oct 28, 2016	NA
Martin Gullan 77 Clanton Park Rd., North York, ON M2H 2C9	10,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	10,000	Oct 31, 2016	NA
Joshua Sturm 32 Silverton Ave., Toronto, ON M3H 3E6	15,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	15,000	Oct 31, 2016	NA
Bonn Smith 111-108 Esplanade W. North Vancouver, BC V7M 3M8	25,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.5 of NI 45-106	50,000	Oct 31, 2016	NA
David Smith 1007-168 Chadwick Court, North Vancouver, BC V7M 3L4	25,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.5 of NI 45-106	25,000	Oct 31, 2016	NA
Henk Van Alphen 2300-1177 W. Hastings, Vancouver, BC V6E 2K3	50,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	100,000	Oct 31, 2016	NA
Jerry Friedman, 2622 Emma Stone Drive Marriottsville, MD, 21104 USA	16,500	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	16,500	Oct 31, 2016	NA

(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.

1. Total amount of funds to be raised: \$483,300, on closing of partial tranche for an aggregate of \$889,814 completed to date of a total proposed funding of up to \$2,000,000.
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 proceeds of the private placement will be used for general and administrative expenses, repayment of debt, working capital, and for business acquisitions.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A at this date.
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. N/A
5. Description of securities to be issued:
 - (a) Class: 2,416,500 Units on closing of current tranche for an aggregate of 4,424,070 total issued to date.
 - (b) Number: 2,416,500 common share and warrant units on current tranche for a total of 4,424,070 units issued in total to date of up to a proposed 10,000,000 total subscriber units and finders warrants
 - (c) Price per security: \$0.20 per unit .
 - (d) Voting rights: One vote per common share .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: 2,416,500 share purchase warrants issued on current tranche for a total of 4,424,070 share purchase warrants issued to date,
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 2,416,500 for current tranche
 - (c) Exercise price: Each warrant is exercisable into one common share at an exercise price of \$0.40 per share .
 - (d) Expiry date Warrants expire 12 months after date of issuance.
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 .
- (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):

1) Industrial Alliance Securities Inc. 900-26 wellington street East Toronto ON M5E 1S2

\$16,800 cash – 84,000 Finders Warrants

2) Rex Thompson - 1900 - 666 Burrard Street, Vancouver, BC V6C 3N1

\$1,400 cash - 7,000 Finders Warrants

3) Josh Sturm - 32 Silverton Ave, Toronto, ON M3H 3E6

\$350 cash - 700 Finders Warrants

4) RAMPartners Ltd. - 19 blvd Georges-Favon, CH-1204 Geneva Switzerland

\$21,000 Cash – 105,000 Finders Warrants

(b) Cash \$Total \$39,550 .

(c) Securities TOTAL 196,700 broker warrants on the same terms and conditions as the private placement unit warrants in the offering .

(d) Other N/A .

(e) Expiry date of any options, warrants etc. 12 months from the issue date.

(f) Exercise price of any options, warrants etc. \$0.40

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 .

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. Not known at present

_____ .

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 .
- (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:

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>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<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.): 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): 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 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 - November 18th, 2016.

Bill Thomas
Name of Director or Senior Officer

/s/ "Bill Thomas"
Signature

Director
Official Capacity