

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

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

Trading Symbol: **EPY**

Date: November 24, 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, November 16, 2016

Issued and Outstanding Securities of Issuer Prior to Issuance: **38,554,314**

Date of News Release in relation to the issuance: June 7, 2016, November 4, 2016 and November 24, 2016

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.65

**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)
Shawna L Olsen 3614-63 Avenue Close Loydminster AB T4V2W1	11,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.3 of NI 45-106	11,000 undiluted and diluted	November 23, 2016	NA
Brent Szafron 327 Mustang House Airdrive Alberta T4B 2A4	50,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.5 of NI 45-106	50,000 undiluted and diluted	November 23, 2016	NA
2002646 AB Ltd. PO Box 92509 Nottingham Sherwood Park AB T8A3X4	20,000	\$0.20 per unit	\$0.40 per warrant exercise	Section 2.5 of NI 45-106	20,000 undiluted and diluted	November 23, 2016	NA

Edward Karr 19 Boulevard Georges, Fayon 1204, Geneva, Switzerland	300,000	Debt owed to placee converted to common shares of Issuer at \$0.20/share.	NA	s. 2.14 of NI 45-106 (Debt Settlement)	300,000 undiluted and diluted	November 23, 2016	NA
Erenik Yzeiraj 19 Boulevard Georges, Fayon 1204, Geneva, Switzerland	100,000	Debt owed to placee converted to common shares of Issuer at \$0.20/share.	NA	s. 2.14 of NI 45-106 (Debt Settlement)	100,000 undiluted and diluted	November 23, 2016	NA
AIFOS LLC 874 Walker Road, Suite C, Dover, DE USA 1990 4	100,000	Debt owed to placee converted to common shares of Issuer at \$0.20/share.	NA	s. 2.14 of NI 45-106 (Debt Settlement)	100,000 undiluted and diluted	November 23, 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: \$16,200 in cash on closing for an aggregate of \$896,014 completed to date of a total proposed funding of up to \$2,000,000. \$100,000 in debt was exchanged for 500,000 shares at \$0.20/share.
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.

Pursuant to debt settlement agreements between the Issuer and each of the following, each of the following is settling debts owed to them by the Issuer for common shares of the Issuer at a rate of \$0.20/share:

<i>Name</i>	<i>Debt Owed (\$ CAD)</i>	<i>Common shares to be issued at \$0.20 per share</i>
Edward Karr	\$60,000	300,000
Erenik Yzeiraj	\$20,000	100,000
AIFOS LLC	\$20,000	100,000

5. Description of securities to be issued:
- (a) Class: Common shares (see next section for information on warrants being issued as part of the units in the private placement) . Note: for the private placement units, with each unit comprised of one common share and one common share purchase warrant while the debt settlements are only for common shares.
  - (b) Number: 81,000 common share and warrant units for the cash private placement and 500,000 common shares for the debt settlement.
  - (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: 81,000 share purchase warrants issued on current tranche.
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 81,000 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):

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

- (b) Cash \$ 154.00 .
- (c) Securities N/A .
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc..
- (f) 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 \_\_\_\_

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

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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: 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 <sup>(1)</sup>
<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

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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 - November 29, 2016.

Trevor Doerksen  
Name of Director or Senior Officer

/s/ "Trevor Doerksen"  
Signature

Director and CEO  
Official Capacity