

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):
SLANG Worldwide Inc. (the "Issuer").	SLNG

Date: **April 19, 2022 (closing occurred April 12, 2022)**

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

If yes provide date(s) of prior Notices: **June 30, 2021.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **95,788,436**

(common shares: 70,436,219)

(restricted voting shares: 25,352,217)

Pricing

Date of news release announcing proposed issuance: **April 12, 2022** or

Date of confidential request for price protection: **N/A**

Closing Market Price on Day Preceding the news release: **CAD\$0.23**

Day preceding request for price protection: **N/A**

Closing

Number of securities to be issued: **708,326 common shares and 1,062,490 restricted voting shares**

Issued and outstanding securities following issuance: **97,559,252**

(common shares: 71,144,545)

(restricted voting shares: 26,414,707)

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 placees.

Part 1. Private Placement - N/A

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

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)

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.

- Total amount of funds to be raised: _____.
- 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. _____.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
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.
5. Description of securities to be issued:
- (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
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): _____ .

- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
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 _____ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). _____ .
11. State whether the private placement will result in a change of control. _____ .
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. _____ .
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.

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:

On June 8, 2021, the Issuer entered into an agreement and plan of merger (the “Merger Agreement”) with NS Holdings Inc. (“NSH”), TC Colorado Holdings, LLC and Slang Oregon Holdings Inc. with respect to a proposed acquisition of NSH (the “NSH Acquisition”). Pursuant to the terms of the Merger Agreement, the Issuer is to issue to the shareholders of NSH a total of 15,937,514 shares as consideration, 6,375,006 as common shares and the remaining 9,562,508 as restricted voting shares, at a deemed price per share set as the volume-weighted average price of the common shares on the Exchange, for the 30 trading days

prior to the signing of the Merger Agreement, being \$0.265, distributed as follows (i) 5,312,499 shares (2,124,999 common shares and 3,187,500 restricted voting shares) within ten days of signing the Merger Agreement as a deposit (the "Deposit Shares"); (ii) 4,754,692 shares (2,125,002 common shares and 2,629,690 restricted voting shares) on closing (the "Closing Shares"); (iii) 5,312,504 shares (2,125,002 common shares and 3,187,502 restricted voting shares) upon the achievement of certain performance milestones (the "Earnout Shares"); and (iv) 557,813 restricted voting shares in escrow to secure potential indemnification claims (the "Indemnification Escrow Shares"). Completion of the NSH Acquisition and the issuance of the Closing Shares and any available Earnout Shares in connection therewith, remains subject to the satisfaction or waiver of all conditions set forth in the NSH Merger Agreement, including the approval of the Oregon Liquor Control Commission. The Deposit Shares were issued upon receipt of letters of transmittal from each of the shareholders of NSH.

After the execution of the Merger Agreement, the Issuer implemented a consolidation of its outstanding common shares and restricted voting shares, on the basis of one new share for every six shares outstanding prior to February 28, 2022, the effective date of such consolidation, with any fractional shares rounded down to the next nearest whole number (the "Consolidation"). As a result, the parties agreed to amend the Merger Agreement to clarify the effect of the Consolidation on the Merger Agreement (the "Amending Agreement").

The parties now wish to close the transaction contemplated by the Merger Agreement as amended by the Amending Agreement, and accordingly, the Issuer shall issue to the eligible shareholders of NSH the following shares, taking into account the Consolidation: 708,326 common shares, which consists of the common shares that comprise a portion of the Closing Date Shares and the Earnout Shares, and 1,062,490 restricted voting shares, which consists of the restricted voting shares that comprise a portion of the Closing Date Shares, the Earnout Shares and the Indemnification Escrow Shares, which Odyssey Trust Company, the escrow agent appointed pursuant to the Merger Agreement, will hold in escrow for the benefit of the shareholders of NSH.

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:

Please see response above.

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: **\$4,223,441.21**
- (b) Cash: **N/A.**
- (c) Securities (including options, warrants etc.) and dollar value: **2,656,252 shares (1,062,501 as common shares and 1,593,751 as restricted voting shares, reflective of the Consolidation).**

- (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). **Arm's length negotiation and Independent committee of the Board.**
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Independent committee of the Board.**
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	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Robert Verdun	31,378 common shares 42,949 restricted voting shares 4,118 restricted voting shares to be held in escrow	\$0.23	N/A	Section 2.11 of NI 45-106 BCSC [Business combination and reorganization]	698,951 common shares 3,345,919 restricted voting shares	Former director
Christopher Driessen	155,194 common shares 212,423 restricted voting shares 20,369 restricted voting shares to be held in escrow	\$0.23	N/A	Section 2.11 of NI 45-106 BCSC [Business combination and reorganization]	4,537,392 common shares 1,388,916 restricted voting shares	Former director and officer
John Moynan	31,024 common shares 42,464 restricted voting shares 4,072 restricted voting shares to be held in escrow	\$0.23	N/A	Section 2.11 of NI 45-106 BCSC [Business combination and reorganization]	547,892 common shares 46,286 restricted voting shares	Officer
Steven Berg	40,728 common shares 55,747 restricted voting shares 5,345 restricted voting shares to be held in escrow	\$0.23	N/A	Section 2.11 of NI 45-106 BCSC [Business combination and reorganization]	1,418,926 common shares 516,021 restricted voting shares	Arm's Length
M&H Specialty Finance, LLC (Jeff Hutcheson, Manager Partner)	16,928 common shares 23,170 restricted voting shares 2,221 restricted voting shares to be held in escrow	\$0.23	N/A	Section 2.11 of NI 45-106 BCSC [Business combination and reorganization]	50,787 common shares 214,288 restricted voting shares	Arm's Length

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⁾
TC Colorado Holdings, LLC (Al Foreman, Manager)	433,074 common shares 592,771 restricted voting shares 56,841 restricted voting shares to be held in escrow	\$0.23	N/A	Section 2.11 of NI 45-106 BCSC [Business combination and reorganization]	2,362,655 common shares 1,948,839 restricted voting shares	Arm's Length

(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: **Arm's length negotiation and due diligence.**
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. **On February 6, 2020, the Issuer entered into a purchase option agreement (the "ACG Option Agreement") with Allied Concessions Group Inc. ("ACG") and each of the holders of the issued and outstanding shares in the capital of ACG (the "ACG Holders"). On February 27, 2020, the Issuer delivered notice to the ACG Holders of its intent to exercise its option under the ACG Option Agreement, to purchase ACG from the ACG Holders. On December 31, 2020, the Issuer entered into an agreement and plan of merger with ACG, Shareholder Representative Services LLC, and Slang Colorado Manufacturing Inc., a wholly owned subsidiary of the Issuer ("Merger Sub"), formalizing the**

ACG Option pursuant to which ACG merged with and into Merger Sub, with Merger Sub being the surviving entity. Both ACG and NSH are components of the Issuer's supply chain for Organa Brands products.

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 19, 2022.

Mikel Rutherford
Name of Director or Senior Officer

(signed) "Mikel Rutherford"
Signature

Chief Financial Officer
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:

- 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.