

(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.

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.

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

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. _____
_____ .

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 and attach the debt agreement(s) or other documentation evidencing the debt 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 _____ .

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015

Page 2

- (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, address. 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. _____ .

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

January 2015
Page 3

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:

The Issuer entered into a letter of intent dated April 24, 2018 (the "Letter of Intent") with 420 Realty, LLC, a limited liability company existing under the laws of the State of California ("**420 Realty**") for the proposed acquisition of 100% membership interests of 420 Realty (the "**Acquisition**") for an aggregate purchase price of US\$6,550,000 (the "**Purchase Price**").

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:

In consideration for the Purchase Price, the Issuer shall, as at the time of closing of the Acquisition (the "**Closing Date**"), issue and pay to the Members in accordance with the terms of the Share Purchase Agreement, (i) the number of common shares of the Issuer (the "**Payment Shares**"), at a deemed price of C\$1.00 per Payment Share, for an aggregate value of US\$6,050,000; and (ii) a cash consideration of US\$500,000 (the "**Cash Consideration**"). The US value of the Payment Shares will be determined based on the daily exchange rate posted on the Bank of Canada on the date prior to the Closing Date.

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:

**Bank of Canada exchange rate on June 20, 2018: US\$1.00 = C\$1.3301*

- (a) Total aggregate consideration in Canadian dollars:
C\$8,047,105* (US\$6,550,000).
- (b) Cash: C\$665,050* (US\$500,000).

- (c) Securities (including options, warrants etc.) and dollar value: 8,047,099 Common Shares at deemed price of C\$1.00 per Common Share, for aggregate deemed price of C\$8,047,105* (US\$6,050,000).
- (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).

David Argudo, a director and the Chief Executive Officer of the Issuer, has a material interest in 420 Realty wherein Mr. Argudo is the ultimate beneficiary of a trust that is a member of Prometheus Holdings, LLC. Mr. Argudo has abstained from voting on the resolutions of the board of directors of the Issuer approving the Acquisition.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: An independent appraisal of the leasehold interest in the industrial warehouse located at 4311 Santa Ana Street, Cudahy, CA 90201 was completed.

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⁾
Prometheus Holdings, LLC 204 E 3rd Ave No.1 Cheyenne, WY 82001 USA	3,428,066	\$1.00		s.2.16	Nil*	Related Person

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

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⁾
Laura Argudo 16335 Bamboo St. La Puente, CA 91744 USA	965,652	\$1.00		s.2.16	Nil	Arm's length
Lupe Santana 225 Second St. La Puente CA 91744 USA	965,652	\$1.00		s.2.16	Nil	Arm's length
Gunstig Equity, LLC 204 E 3rd Ave No.1 Cheyenne, WY 82001 USA	724,239	\$1.00		s.2.16	Nil	Arm's length
Zeta Ceti 2610 11th Ave Oakland, CA 94606 USA	337,978	\$1.00		s.2.16	266,000 shares	Arm's length
Dove Byrne 1682 Holly Dr. McKinleyville, CA 95519 USA	337,978	\$1.00		s.2.16	70,000 shares	Arm's length
Michael Blady 1851 Diamondview Dr. West Kelowna, BC V1Z 4B7 Canada	281,648	\$1.00		s.2.16	224,000 shares 50,000 warrants	Arm's length
Peter Cunningham Grand Tower 17C Tower B Punts Pacifica Panama City, Panama	281,648	\$1.00		s.2.16	500,000 shares	Arm's length
Dragon Family Holdings, LLC 9741 Bolsa Avenue, #217 Westminster, CA 92683 USA	241,413	\$1.00		s.2.16	Nil	Arm's length
Ray Abassi 320 S Royal Ridge Dr. Anaheim Hills, CA 92807 USA	140,824	\$1.00		s.2.16	531,938 shares	Arm's length
Emmanuel Leal 3929 Live Oak St.	120,706	\$1.00		s.2.16	Nil	Arm's length

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015

Page 6

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⁾
Cudahy, CA 90201 USA						
Sid Mousavi 4235 Cerro Villa Dr. Orange, CA 92867 USA	140,824	\$1.00		s.2.16	531,938 shares	Arm's length
Jazmin Lopez 3783 Mayland Ave Baldwin Park, CA 91706 USA	80,471	\$1.00		s.2.16	Nil	Arm's length

*David Argudo, CEO and director of High Hampton, owns 1,600,000 shares of High Hampton and is the beneficiary of the trust that is a member of Prometheus Holdings, LLC

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: The Issuer completed 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.):
 - (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 _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____ .

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

January 2015
Page 7

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 June 20, 2018.

Fiona Fitzmaurice, CFO & Director

Name of Director or Senior
Officer



Signature