

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Red Light Holland Corp. (the "Issuer").

Trading Symbol: TRIP

Date: February 25, 2021

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: February 4, 2021.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:
305,563,624.

Date of News Release Announcing Proposed Prospectus Offering: February 2, 2021.
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

(a) Class Unit (comprising of one common share in the capital of the Issuer (a "Common Share") and one Common Share purchase warrant (a "Warrant"), with each Warrant entitling the holder thereof to acquire one further Common Share at a price of \$0.70 per Common Share.

(b) Number 26,450,000 (inclusive of a 15% over-allotment).

(c) Price per security \$0.44.

(d) Voting rights One Vote per Common Share.

2. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: \$0.44.

(b) Aggregate proceeds: \$11,638,000 (inclusive of a 15% over-allotment).

3. Provide description of any Warrants (or options) including:
- (a) Number 26,450,000 (inclusive of a 15% over-allotment).
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 26,450,000 (inclusive of a 15% over-allotment).
 - (c) Exercise price \$0.70.
 - (d) Expiry date 36 months following the closing of the Offering.
 - (e) Other significant terms: If the daily volume weighted average trading price of the Common Shares on the Canadian Securities Exchange for any 10 consecutive days equals or exceeds \$1.52, the Issuer may, upon providing written notice to the holders of the Warrants, accelerate the expiry date of the Warrants to the date that is 30 days following the date of such written notice.
4. 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 .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer:

Common Shares: Holders of Common Shares are entitled to one (1) vote for each Common Share held at all meetings of the shareholders of the Issuer, to receive dividends if, as and when declared by the board of directors of the Issuer (the “**Board**”) at its discretion from funds legally available for the payment of dividends, and, upon the liquidation, dissolution or winding up of the Issuer, to participate rateably in any distribution of the remaining property or assets of the Issuer, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares of the Issuer ranking senior in priority to, or on a pro rata basis with, the holders of Common Shares with respect to dividends or liquidation.

The Common Shares do not carry any pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase rights, nor do they contain any sinking fund or purchase fund provisions. There are no provisions requiring a holder of Common Shares to contribute additional capital, and there are no restrictions on the issuance of additional Common Shares by the Issuer.

Preference Shares: Holders of Preference Shares are entitled to one (1) vote for each Preference Share held at all meetings of the shareholders of the Issuer, and to receive dividends if, as and when declared by the Board at its discretion from funds legally available for the payment of dividends. Upon the liquidation, dissolution or winding up of the Issuer, holders of the Preference Shares are entitled to receive, out of the assets and property of the Issuer and before any amount is paid or any of its property or assets are distributed to holders of Common Shares, an amount equal to the amount paid up on the Preference Shares together with all declared and unpaid preferential non-cumulative cash dividend thereon. Following such payment, holders of Preference Shares are not entitled to share in any further distribution of property or assets of the Issuer.

6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).

N/A .

7. Provide details of the use of the proceeds: The Issuer intends to use the proceeds from the offering for potential merger and acquisition opportunities and the net proceeds from the over-allotment option for working capital and general corporate purposes.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A .

9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering:

N/A.

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10. 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 offering (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable)

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100 Adelaide Street West, Suite 2900

Toronto, Ontario

M5H 1S3 .

- (b) Cash \$794,070
- (c) Securities 1,804,705 compensation options (the "**Compensation Options**"). Each Compensation Option may be exercised to acquire one Unit at \$0.44 for a period of 36 months following the closing of the Offering.
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. 36 months .
- (f) Exercise price of any options, warrants etc. \$0.44 .

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A.
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings:
The securities are being issued pursuant to an underwriting agreement between the Issuer and the Underwriter, entered into on February 9, 2021, a copy of which has been posted on SEDAR.
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. See Item 12 and the preliminary and final prospectuses for the Offering, a copy of which has been posted on SEDAR.

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 no 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 CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated: February 25, 2021.

Shimmy Posen
Name

"Shimmy Posen"
Signature

Corporate Secretary
Position