

# 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 CNSX Issuer: Brisio Innovations Inc. (the "Issuer").

Trading Symbol: BZI.

Date: April 9, 2014.

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

If yes provide date(s) of prior Notices: February 28, 2014

Issued and Outstanding Securities of Issuer Prior to Issuance: 18,734,978

Date of News Release Announcing Private Placement: February 28, 2014

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.29

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	Describe relationship to Issuer
Peter Dranchuk 1173 Long Ridge Drive Kelowna, BC V1V 2W9	166,000 units	\$0.30	N/A	Section 2.3 of NI 45-106	76,000 common shares	Funds have been received and are being held in trust.	Arms Length
James Jacob 35409 Vista Real Rancho Mirage, CA, USA 92270	16,666 units	\$0.30	N/A	Section 2.3 of NI 45-106	N/A	Funds have been received and are being held in trust.	Arms Length

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	Describe relationship to Issuer
Steve Leclerc 3580 Avenue Saint-Samuel, QC G1C 8A6	165,000 units	\$0.30	N/A	Section 2.3 of NI 45-106	N/A	Funds have been received and are being held in trust.	Arms Length
Gerry Franco 2544 East 8th Avenue Vancouver, BC V5M 1W2	66,666 units	\$0.30	N/A	Section 2.3 of NI 45-106	300,000 common shares	Funds have been received and are being held in trust.	Arms Length
Eric Bourquin 1755 Cedar Hill Crossroad Victoria, BC V8P 2R2	20,000 units	\$0.30	N/A	Section 2.5 of NI 45-106	110,000 common shares	Funds have been received and are being held in trust.	Arms Length
Tom Fedichin 1030 Tuxedo Drive Port Moody, BC V3H 1L4	126,666 units	\$0.30	N/A	Section 2.3 of NI 45-106	710,000 common shares	Funds have been received and are being held in trust.	Arms Length
Richard Coglon 5548 Parthenon Place West Vancouver, BC V7W 2V7	66,667 units	\$0.30	N/A	Section 2.3 of NI 45-106	N/A	Funds to be received tomorrow upon delivery of share certificate.	Arms Length
Brent Axelson 2138 Madison Avenue Burnaby, BC V5C 6T6	100,000 units	\$0.30	N/A	Section 2.3 of NI 45-106		Funds to be received tomorrow upon delivery of share certificate.	Arms Length

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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	Describe relationship to Issuer
Hazel Lew 579 West 22nd Avenue Vancouver, BC V5Z 1Z4	33,333 units	\$0.30	N/A	Section 2.3 of NI 45-106	133,334 common shares	Funds to be received tomorrow upon delivery of share certificate.	Arms Length
Transmar Holdings Ltd. 24697 48B Avenue Langley, BC V2Z 1J1	50,000 units	\$0.30	N/A	Section 2.3 of NI 45-106	N/A	Funds to be received tomorrow upon delivery of share certificate.	Arms Length
Ronald Chong 7451 Stanley Street Burnaby, BC V5E 3Z6	40,000 units	\$0.30	N/A	Section 2.3 of NI 45-106	197,666 common shares	Funds to be received tomorrow upon delivery of share certificate.	Arms Length
Tom Cox 3258 Camelback Lane Coquitlam, BC V3E 3R1	100,000 units	\$0.30	N/A	Section 2.3 of NI 45-106	133,332 common shares	Funds to be received tomorrow upon delivery of share certificate.	Arms Length
Esther Sweatman 4738 55B Street Delta, BC V4K 3B7	10,000 units	\$0.30	N/A	Section 2.3 of NI 45-106	N/A	Funds to be received tomorrow upon delivery of share certificate.	Arms Length
<b>Total</b>	<b>960,998 units</b>						

1. Total amount of funds to be raised: \$288,299
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. For general working capital
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: NA.

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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 Common shares
  - (b) Number 960,998
  - (c) Price per security \$0.30
  - (d) Voting rights 100%
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: N/A
- (a) Number 480,499
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 480,499
  - (c) Exercise price \$0.45
  - (d) Expiry date One year from closing, subject to an acceleration provision whereby, in the event that the Shares trade above \$0.60 per Share for a period of ten consecutive trading days, the Issuer may accelerate the expiry date of the Warrants, to a date that is thirty days after the completion of such period.
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, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Canaccord Genuity Corp. of 2200 - 609 Granville Street, Vancouver, BC V7Y 1H2.

- (b) Cash \$9,600 (8%) \_\_\_\_\_ .
- (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, 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. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ .
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 Multilateral 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: N/A
- (a) Total aggregate consideration in Canadian dollars: \_\_\_\_\_ .

- (b) Cash: \_\_\_\_\_.
- (c) Securities (including options, warrants etc.) and dollar value: \_\_\_\_\_.
- (d) Other: \_\_\_\_\_.
- (e) Expiry date of options, warrants, etc. if any: \_\_\_\_\_.
- (f) Exercise price of options, warrants, etc. if any: \_\_\_\_\_.
- (g) Work commitments: \_\_\_\_\_.
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>

(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): \_\_\_\_\_

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- \_\_\_\_\_.
- (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 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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated April 9, 2014.

Paul Andreola  
Name of Director or Senior Officer

  
Signature

\_\_\_\_\_  
President and CEO  
Official Capacity