

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Name of CNSX Issuer: **Highmark Marketing Inc. (the "Issuer")**

Trading Symbol: **HMK**

Date: **August 5, 2014**

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

If yes provide date(s) of prior Notices:

Issued & Outstanding Securities of Issuer Prior to Issuance: **13,024,607**

Date of News Release Announcing Private Placement: **N/A**

Closing Market Price on Day Preceding the Issuance of the News Release: **N/A**

1. Private Placement

N/A

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued (Common Shares)	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption (NI45-106)	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer
TOTALS						

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.
N/A
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
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. **N/A**
5. Description of securities to be issued: **N/A**
- (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: **N/A**
- (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: **N/A**.
- (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.): **N/A**
- (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 **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. **N/A** _____
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:

The Issuer has entered into a non-binding letter of intent for the acquisition of 51% of the authorized share capital a corporation.

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:

The letter of intent was entered into on July 18, 2014 between a corporation, whose name is being withheld pursuant to a standstill provision (the "Corporation"), and the Issuer. The letter of intent concerns the acquisition by the Issuer of 51% of the authorized share capital of the Corporation. The Corporation has a 16,000 square feet facility and has submitted an application to Health Canada under the Marijuana for Medical Purposes Regulations to become a licensed producer of marijuana. The Corporation has also received a Ready to Build letter from Health Canada.

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: **\$9,900**
- (b) Cash: **N/A**
- (c) Securities (including options, warrants etc.) and dollar value: **30,000 common shares at a deemed price of \$0.33 per common share. Total dollar value is \$9,900.**
- (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).
The purchase price has yet to be decided. The 30,000 common shares are to be issued as consideration for a 90 day standstill provision. The figure was determined through arms-length negotiations with the Corporation and was based upon the level of interest in purchasing the Corporation by other potential purchasers.
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
Not required ⁽¹⁾	30,000	\$0.33	N/A	Section 2.16 of NI 45-106 (Take-over bid)	30,000	The Issuer has entered into a non-binding letter of intent with the party receiving securities

⁽¹⁾ Name of Party is being withheld pursuant to a standstill agreement with the Issuer

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:
Discussions with the directors and officers of the Corporation, physical inspection of the Corporation's facility by a director of the Issuer and review of several newspaper articles discussing the facility and the Corporation. Due diligence will be conducted before a final agreement is reached.
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): .

(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: **August 5, 2014**

Marc Branson

Name of Director or Senior Officer



Signature

CEO and Director

Official Capacity