

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES<sup>1</sup>** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of CNSX Issuer: **AXIOS MOBILE ASSETS CORP.** (the "Issuer").

Trading Symbol: **AXA.**

Date: **December 29, 2014.**

Is this an updating or amending Notice: ☐ Yes

If yes provide date(s) of prior Notices: **September 24, 2014**.

Issued and Outstanding Securities of Issuer Prior to Issuance: **117,030,957.**

Date of News Release Announcing Private Placement: **September 24, 2014**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.07**

**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(1)	Describe relationship to Issuer (2)
Joanne Greenspoon &/or Fern Kochen 6 Poinsetta Dr. Thornhill, ON L3T 2T5	50 Units	\$50,000		NI45-106 s2.03	Nil	12/29/2014	
Irene &/or Martin Kochen 36 Maxwell Court Thornhill, ON, L4G 6X9	30 Units	\$30,000		NI45-106 s2.03	Nil	12/29/2014	
Guenther/Eleanor Manthei 52 Broadfield Dr. Etobicoke, ON, M59 1L7	35 Units	\$35,000		NI45-106 s2.03	Nil	12/29/2014	
Philip C. Ryback 84 Jackson Ave., Etobicoke, ON, M8X 2J8	25 Units	\$25,000		NI45-106 s2.03	Nil	12/29/2014	

KGoldman Engineering Inc. 103 Viewmount Ave. Toronto, ON, M6B 1T5	50 Units	\$50,000		NI45-106 s2.03	Nil	12/29/2014	
Sylwia Partyka 2170 Gordon Dr. Mississauga, ON, L5B 1S6	40 Units	\$40,000		NI45-106 s2.03	Nil	12/29/2014	
Andrew &/or Caroline Kocher 107 Mary Street Milton, ON, L9T 1L8	500 Units	\$500,000		NI45-106 s2.10	Nil	12/29/2014	
1787715 Ontario Inc. 344 Kingsleigh Crt. Milton, ON, L9T 1X7	500 Units	\$500,000		NI45-106 s2.10	Nil	12/29/2014	
Robert Rusnov 33 Glenwood Ave. Toronto, ON, M6P 3C7	20 Units	\$20,000		NI45-106 s2.03	Nil	12/29/2014	
Wendy Lishman 886 Canyon St. Mississauga, ON, L5H 4L6	100 Units	\$100,000		NI45-106 s2.03	Nil	12/29/2014	
Pietr (Peter) Smiechowski 71 Humbervale Blvd Toronto, ON M8Y 3P5	20 Units	\$20,000		NI45-106 s2.03	Nil	12/29/2014	
Joseph M. Fedel 2182 Gordon Drive Mississauga, ON, L5B 1S7	20 Units	\$20,000		NI45-106 s2.03	Nil	12/29/2014	
Keith Trussler 19 Rockford Crescent London, ON, N6K 3B5	25 Units	\$25,000		NI45-106 s2.03	Nil	12/29/2014	
John Asma 1342 Sprucedale Ave. London, ON, N5X 2N8	10 Units	\$10,000		NI45-106 s2.03	Nil	12/29/2014	
Greg LeClair 851 Crestview Cres. London, ON, N6K4W9	5 Units	\$5,000		NI45-106 s2.03	Nil	12/29/2014	
Larry Riffin 292 Victoria St. London, ON, N6A 2C5	15 Units	\$15,000		NI45-106 s2.03	Nil	12/29/2014	
Jack Jung 1174 St. Anthony Road London, ON, N642R1	15 Units	\$15,000		NI45-106 s2.03	Nil	12/29/2014	
Richard Tattersall 2181 Jack Nash Dr. London, ON, N6K 5R1	15 Units	\$15,000		NI45-106 s2.03	Nil	12/29/2014	
Alan MacKinnon 2401 Westdel Bourne London, ON N6K 4R2	25 Units	\$25,000		NI45-106 s2.03	Nil	12/29/2014	
Aaron Co. Investment Inc. 100 Piccadilly St. London, ON, N6A 1RB	50 Units	\$50,000		NI45-106 s2.03	Nil	12/29/2014	
Sharon Betts 32 McMillan Avenue Scarborough, ON, M1E 4B5	75 Units	\$75,000		NI45-106 s2.03	Nil	12/29/2014	

Slivka Holdings 8 Covington Road, Apt. 210 North York, ON, MGA 3E5	150 Units	\$150,000		NI45-106 s2.10	Nil	12/29/2014	
Quinsam Capital Corp. 390 Bay Street, Suite 801 Toronto, ON, M5M 2Y2	150 Units	\$150,000		NI45-106 s2.10	Nil	12/29/2014	

(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.

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.

1. Total amount of funds to be raised: **\$3,000,000 (\$3,500,000 if overallotment option is exercised) - \$1,925,000 at this closing.**

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. **The proceeds of the financing are intended to be used to fund and launch pooling contracts, to purchase strategic assets, if available, and the remainder, for general working capital purposes.**

Provide particulars of any proceeds, which are to be paid to Related Persons of the Issuer: **N/A**

3. 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**

4. Description of securities to be issued:

(a) Class: **Units – Each Unit comprised of one \$1,000 Convertible Debenture and 5,000 Share Purchase Warrants.**

(b) Number: **up to 3,000 Units , plus overallotment option for up to another 500 Units (1,925 Units at this closing)**

(c) Price per security: **\$1,000.00 per Unit**

(d) Voting rights: **None**

5. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

(a) Number: **up to 15,000,000 Warrants (17,500,000 Warrants if**

**overallotment option is exercised in full) – 9,625,000 Warrants at this closing.**

- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **15,000,000 Common Shares (17,500,000 Common Shares if overallotment option is exercised in full – 9,625,000 Common Shares if all the Warrants issued at this closing are exercised.**
- (c) Exercise price: **\$0.20 per share.**
- (d) Expiry date: **3 years from date of issue.**

**The expiry date of the Warrants may be accelerated by Axios in the event that (the “Acceleration Event”) the closing price of the outstanding Common Shares on the Canadian Securities Exchange, or such other Exchange on which the Common Shares may trade from time to time, is greater than \$0.70 with an average daily volume of 30,000 Common Shares for a period of 60 consecutive trading days at any time after March 31, 2015. If the Acceleration Event occurs Axios may, at its option, accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire at 4 p.m. (Toronto time) on the date which is the earlier of: (i) the 30<sup>th</sup> day after the date on which such notice is given by Axios in accordance with the terms of the Warrants; and (ii) the actual expiry date of the Warrants.**

6. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount **\$3,000,000 (\$3,500,000 if the overallotment option is exercised in full) - \$1,925,000 are to be issued at this closing.**
- (b) Maturity date: **3 years from date of issue.**

**The holders may call for the redemption of the Debentures at any time subsequent to the 18 month anniversary of the Closing Date at a price that is equal to the principal amount of the Debenture.**

**The Corporation may redeem the Debentures at any time subsequent to the one year anniversary of the Closing Date at a price that is 104% of the principal amount of the Debenture upon the provision of 15 days notice to the holders of the Debentures.**

- (c) Interest rate **12% / annum.**

- (d) Conversion terms: Convertible to common shares at \$0.10/share (10,000 Common Shares per \$1,000 Debenture).

If the Axios volume weighted average share price averages \$0.35 or more with an average daily volume of 30,000 Common Shares or more for 60 consecutive trading days on the Canadian Securities Exchange, or such other Exchange on which the Common Shares may trade from time to time, the Corporation may, at its option, require on notice to the holders of the Debentures that the Debentures be converted into Common Shares.

Shares for Interest: Interest is payable quarterly in cash or Axios Common Shares at the option of the Purchaser. The Purchaser's option must be exercised at the time of the original purchase of the Debenture Units. If a purchaser elects to receive interest in Common Shares of the Corporation the number of Common Shares to be issued will be calculated by dividing the interest owing in respect of the purchaser's debentures by the 20 day volume weighted average price of the Axios Common Shares for the 20 trading days preceding the date interest is to be paid.

- (e) Default provisions: See below

Each of the following events is hereinafter referred to as an "Event of Default":

- (a) if any payment on account of the Principal Amount or interest owing thereon pursuant to this Debenture is not made when due under any provision this Debenture and such payment (in the case of interest) is not made for a period of thirty days after such payment was due;
- (b) if the Company makes default in observing or performing any covenant of or breaches any other provision of this Debenture and such default continues for a period of 30 days after notice in writing has been given to the Company by the Holder or if any representation, warranty or statement of fact made by the Company to the Holder in this Agreement shall when made or deemed made be false or misleading in any material respect;
- (c) if an order shall be made or an effective resolution passed for the winding-up, liquidation or dissolution of the Company, except in the course of carrying out or pursuant to a transaction which is permitted by Section 7.1;
- (d) if the Company ceases or threatens to cease to carry on its business or any material part thereof or if the Company commits or threatens to commit an act of bankruptcy or becomes insolvent or makes a sale of the whole or a part of its assets in bulk out of the ordinary course of business without providing in full for payment to its creditors, if the Company shall make a general assignment for the benefit of its creditors or a proposal under the *Bankruptcy and Insolvency Act* (Canada), or if bankruptcy or insolvency proceedings are instituted in respect of the Company under any bankruptcy, insolvency or analogous laws (including, without limitation, the *Bankruptcy and Insolvency Act* (Canada) and the *Companies Creditors Arrangement Act* (Canada)) and either such proceeding shall remain undismissed or unstayed for a period of 30 days or any of the actions sought in such proceeding shall occur or if the Company takes any corporate action to institute such proceeding or shall be declared bankrupt, or if a custodian or a sequestrator or a receiver and manager or any other Person with similar powers shall be appointed in respect of the Company or of the property of the Company or any material part thereof; or
- (e) if an encumbrancer shall take possession of all of the Property of the Company or any material part thereof or if a distress or execution in a material amount or any similar process for a material amount

shall be levied or enforced against the Company or its property.

7. 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):  
  
**Jacob Securities Inc. (lead agent), and such other registrants as may be involved in the offering**
  - (b) Cash: \$164,00  
  
**Up to 6% in cash of the aggregate gross proceeds raised. (other than through President's List orders with Jacob Securities Inc. – for such sales, Jacob Securities Inc. shall be paid 1% in cash).**
  - (c) Securities: Broker Options to purchase 148 Units  
  
**Broker Options to acquire up to 8% of the number of Units sold; each Unit being one \$1,000 Convertible Debenture and 5,000 Share Purchase Warrants. (other than through President's List orders with Jacob Securities Inc. – for such sales, Jacob Securities Inc. is entitled to Broker Warrants to acquire 4% of the number of Units sold).**
  - (d) Other: **Overallotment option – to increase the offering from 3,000 Units to 3,500 Units .**
  - (e) Expiry date of any options, warrants etc.: **3 years from date of issue.**
  - (f) Exercise price of any options, warrants etc. **\$1,000 per Broker Option exercised. Each Broker Option entitles the holder to purchase 1 Unit [1 \$1,000 Debenture (convertible to Common Shares at \$0.10 per share) and 5,000 Warrants (each Warrant exercisable to purchase 1 Common Share for \$0.20)].**
8. 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.  
**NONE**
9. Describe any unusual particulars of the transaction (i.e. tax "flow through")

shares, etc.). **NONE**

10. State whether the private placement will result in a change of control. **NO**
11. 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**
12. 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:
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:
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:
  - (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).
5. Provide details of any appraisal or valuation of the subject of the acquisition

known to management of the Issuer: \_\_\_\_\_ .

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: \_\_\_\_\_ .
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): \_\_\_\_\_ .
  - (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: December 29, 2014.

Richard MacDonald

\_\_\_\_\_  
Name of Director or Senior  
Officer

“Richard MacDonald” (signed)

\_\_\_\_\_  
Signature

President

\_\_\_\_\_  
Official Capacity