FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of Listed Issuer: Axios Mobile Assets Corp. (the “Issuer”).

Trading Symbol: AXA .

Date: December 23, 2015 .

Is this an updating or amending Notice: ⌧Yes 🞏No

If yes provide date(s) of prior Notices: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Issuance: 23,674,929 .

Date of News Release Announcing Private Placement: November 24, 2015 .

Closing Market Price on Day Preceding the Issuance of the News Release: \_$1.09\_\_\_\_\_\_\_\_

**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 relations-hip to Issuer (2)** |
| Slivka Holdings Ltd.8 Covington RoadApt. 210North York, ON M6A 3E5 | 150,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Timelo Strategic Opportunities Fund372 Hollandview TrailSuite 505Aurora, ON L4G 0A5 | 583,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| JFT Strategies Fund – Timelo Investment Management95 Wellington Street WestSuite 1400Toronto, ON M5J 2N7 | 417,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Gestion S.K. Boyer Management Inc.1 Rothwell DriveOttawa, OntarioK1S 7G3 | 56,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Jeffrey Zicherman#303, 95 Prince Arthur AvenueToronto, OntarioM5R 3P6 | 27,800 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Thomas Hull510 King Street EastSuite 427Toronto, ON M5A 1M1 | 10,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Martin Lavigueur#912, 650 King Street WestToronto, OntarioM5V 0H6 | 11,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| 223015 Ontario Inc.214 – 30 Glen Elm AvenueToronto, OntarioM4T 1T7 | 55,556 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Relay Ventures Fund III L.P.333 Bay Street, Suite 1130Toronto, ON M5H 2R2 | 6,366,367 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Relay Ventures Parallel Fund III L.P.333 Bay Street, Suite 1130Toronto, ON M5H 2R2 | 300,300 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Colonial House Capital Limited17 Prince Arthur Ave., 2nd FloorToronto, ON M5R 1B2 | 2,222,222 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Lou Dale339 Cortleigh Blvd.Toronto, ON M5N 1R2 | 111,111 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Irehold Investments Inc.291 Edgeley Blvd, Suite 1Concord, ON L4K 3Z4 | 555,555 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| David Coriat6 Sirona LaneAurora, ON L4G 7Y7 | 111,111 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| The Slaight Family Foundation22 St. Clair Avenue E.Suite 1100Toronto, ON M4T 2S3 | 722,223 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Gary Slaight112 Buckingham AvenueToronto, ON M4N 1R6 | 277,778 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Anita Rovazzi158 Glen Rd.Toronto, ON M4W 2W6 | 111,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| 3218093 Nova Scotia Company2851 John Street, Suite 1Markham, ON  | 222,222 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Kenneth Albright9 Jane Osler Blvd.Toronto, ON M6A 1W6 | 111,111 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| The Paolo and Anita Rovazzi Family Trust158 Glen RoadToronto, ON M4W 2W6 | 111,111 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Richard Elder 21 Glenallen RoadToronto, OntarioM4N 2G6 | 80,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Antonio (Tony) Cruz 89 Dunloe RoadToronto, OntarioM5P 2T7 | 111,100 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| The K2 Principal Fund L.P.2 Bloor St. W.Suite 801Toronto, ON M4W 3E2 | 1,090,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Christopher C. Hind7 Maple AvenueToronto, OntarioM4W 2T5 | 80,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Mark Attanasio68 Fifeshire RoadNorth York, OntarioM2L 2G8 | 50,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Donato Sferra3 Chieftain CrescentToronto, OntarioM2L 2H3 | 50,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| John Szucs139 Ranleigh AvenueToronto, OntarioM4N 1X2 | 27,800 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Ryan Mathiesen1411 Victor AvenueMississauga, OntarioL5G 3A2 | 50,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Laura Bester203 BayRocP.O. Box CB 13043Nassau, Bahamas | 222,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Jeff Kowal248 Old Forest Hill RoadToronto, Ontario | 125,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Abbas Ali Khan32 Highbourne RoadToronto, Ontario M5P 2J2 | 20,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Roundtable Capital Partners Inc.130 Adelaide Street WestSuite 2102Toronto, ON M5H 3P5 | 50,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| James Clare22 Balmoral AvenueUnit 5Toronto, ON M4V 1J4 | 20,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Stable View Asset Management1200 Bay StreetSuite 403Toronto, ON M5R 2A5 | 333,350 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Innerkip Capital Management Inc.40 Maple Avenue#1Toronto, ON M4W 2T7 | 390,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Lorne Shapiro15 Lynnwood Ave.Toronto, ON M4V 1K3 | 20,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Michael Nininger426 Balliol StreetToronto, ON M4S 1E2 | 290,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Andreas Wichary 4488 – 208A StreetLangley, BC V3A 7R4 | 10,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Benjamin/Jacqueline Sutton401 Musgrave RoadSalt Spring Island, BCV8K 1V5 | 20,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Chris Block 1404 Hamilton StreetNew Westminster, BCV3M 2N6 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Corinne Ellams3815 24 St. NWCalgary, AB T2L 0Y8 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Arleen Agate18 Wimbledon CrescentCalgary, AB T3C 3H9 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Brent Todd 1003 – 3315 Cypress PlaceWest Vancouver, BCV7S 3T7 | 25,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Clayton Ellams 3815 24 Street NWCalgary, AB T2L 0Y8 | 12,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| E. Anne Macdonald Professional Corp. 11667 72 Ave. N.W.Edmonton, ABT6G 0B9 | 10,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Edward Laver 902 Deal StreetVancouver, BC  | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Lance Kadatz 19 Armitage CloseRed Deer, ABT4R 2K5 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Michelle Wendling #2 – 577 Butterworth Way NWEdmonton, ABT6R 2Y2 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| John F. Elliott Professional Corp.11667 72 Avenue NWEdmonton, ABT6G 0B9 | 10,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Maureen Kadatz 19 Armitage CloseRed Deer, AB T4R 2K5 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Robin Laver 902 Deal StreetVictoria, BC V8S 5G3 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Susan Brookes236 E. King Edward AvenueVancouver, BC V5V 2C3 | 15,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |
| Graham Saunders30 Hargrave LaneUnit 12Toronto, ON M4N 0A4 | 50,000 | $0.90 | $1.50 | s.2.3 |  | Dec 21, 2015 |  |

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: $14,232,345.30 .

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. Proceeds from the financing will be used primarily to help the Company meet rising demand for its proprietary pallet-based logistics system from food producers in the United States and for general working capital purposes. .

1. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not applicable .
2. 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. Not applicable
3. Description of securities to be issued:

 (a) Class Common shares .

 (b) Number 15,813,717 .

 (c) Price per security $0.90 per Unit .

 (d) Voting rights One vote per share

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

 (a) Number 15,813,717 .

1. Number of securities eligible to be purchased on exercise of Warrants (or options) 15,813,717

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 (c) Exercise price $1.50 per share .

 (d) Expiry date 36 months following the date of issue .

## 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 .

1. 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):

 Primary Capital Inc. (80%), Exchange Tower, 130 King Street West, Suite 2110, Toronto, ON, M5X 1B1 and Jacob Securities Inc. (20%) 199 Bay St, Toronto, ON M5L 1G1.

(b) Cash 6% of the gross proceeds raised in the Financing (other than from President's List subscribers in respect of which the fee will be 1%), together with all applicable taxes. .

(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 .

1. 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 .

1. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

 N/A .

1. State whether the private placement will result in a change of control.

No change of control .

1. 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

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1. 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:

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1. 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:

1. 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:
2. Total aggregate consideration in Canadian dollars: .
3. Cash: .
4. Securities (including options, warrants etc.) and dollar value:

 .

1. Other: .
2. Expiry date of options, warrants, etc. if any: .
3. Exercise price of options, warrants, etc. if any: .
4. Work commitments: .
5. State how the purchase or sale price was determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).
6. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

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1. 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)** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

1. Indicate if Related Person
2. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

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1. 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 .

1. Expiry date of any options, warrants etc.
2. Exercise price of any options, warrants etc. .
3. 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.
4. 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.

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**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.

1. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
2. 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).
3. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated December 23, 2015 .

 Richard MacDonald
Name of Director or Senior Officer

 "Richard MacDonald"
Signature

 President
Official Capacity