

# 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: Robix Alternative Fuels, Inc. (the "Issuer").

Trading Symbol: RZX.

Date: January 6, 2016.

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

If yes provide date(s) of prior Notices: December 9, 2015.

Issued and Outstanding Securities of Issuer Prior to Issuance: 20,276,603.

Date of News Release Announcing Private Placement: December 9, 2015.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.25.

**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)
1.	Stephen Simonds 156 Woodvale Road SW, Calgary, AB T2W 3L2	300,000	57,000	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45-106	775,500 common shares 150,000 warrants	January 6, 2016	
2.	Cheryl Christensen 8883 Hidden Springs Road, Sparwood, BC V0B 2G3	42,105	8,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45-106	42,105 common shares 21,053 warrants	January 6, 2016	

3.	Adam Wilkie 2302 77 <sup>th</sup> Street, Coleman, AB, PO Box 267 T0K 0M0	105,263	20,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	105,263 common shares 52,632 warrants	January 6, 2016	
4.	Sherisse Lanser 1713 14 Avenue S, Lethbridge, AB T1K 0T8	26,316	5,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	26,316 common shares 13,158 warrants	January 6, 2016	
5.	Carl Dancek 675 Michel Creek Rd. Sparwood, BC V0B 2G1	26,316	5,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	26,316 common shares 13,158 warrants	January 6, 2016	
6.	Robert B. Smalley 11 Haysboro Cres, SW Calgary, AB T2V 3G1	100,000	19,000	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45- 106	100,000 common shares 50,000 warrants	January 6, 2016	
7.	Marc Vincent 1279 ValleyView PL. Sparwood, BC V0B 2G2	19,737	3,750	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	19,737 common shares 9,868 warrants	January 6, 2016	
8.	Elaine Blayney 1279 ValleyView PL Sparwood, BC V0B 2G2	19,737	3,750	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	19,737 common shares 9,868 warrants	January 6, 2016	
9.	Steve Travis 141 Spruce Ave. Sparwood, BC V0B 2G0	26,316	5,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	26,316 common shares 13,158 warrants	January 6, 2016	
10.	Mary MacNevin 577 Sunridge Cres Lethbridge, AB T1J 0T4	26,316	5,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	26,316 common shares 13,158 warrants	January 6, 2016	
11.	Josh MacNevin 609 Sunridge Cres Lethbridge, AB T1J 0T3	26,316	5,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	26,316 common shares 13,158 warrants	January 6, 2016	

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF  
LISTED SECURITIES**

November 14 2008

Page 2



12.	Robin Ray 76 Fairmont Pt. South Lethbridge, AB T1K 7W9	242,105	46,000	\$0.25 (exercise price of warrants)	s. 2.24 of NI 45-106	1,533,627 common shares 668,553 warrants	January 6, 2016	R
13.	Clayton Hoffer 1816 E 50 <sup>th</sup> Avenue Vancouver, BC V5P 1V2	63,158	12,000	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45- 106	63,158 common shares 31,579 warrants	January 6, 2016	
14.	Russell Graham 118 Springbluff Blvd SW, Calgary, AB T3H 4V3	150,000	28,500	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45- 106	150,000 common shares 75,000 warrants	January 6, 2016	
15.	Garth Moon 9822 91A Avenue Grant Prairie, AB T8V 0G9	157,895	30,000	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45- 106	157,895 common shares 78,947 warrants	January 6, 2016	
16.	Cutler McCarthy Inc. 109 Front Street East, Suite 122, Toronto, ON M5A 4P7	26,316	5,000.04	\$0.25 (exercise price of warrants)	s. 2.24 of NI 45- 106	26,316 common shares 13,158 warrants	January 6, 2016	R
17.	Rachelle Dalmolin 107 - 539 Yates Rd Kelowna BC V1V 2T8	26,316	5,000	\$0.25 (exercise price of warrants)	s. 2.5 of NI 45- 106	26,316 common shares 13,158 warrants	January 6, 2016	
18.	Doug Thomas 23-26553 HW 11 Red Deer County, AB T4E 1A5	210,526	40,000	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45- 106	210,526 common shares 105,263 warrants	January 6, 2016	
19.	Yim Fong Chin 11940 Dewsbury Drive, Richmond, BC V6X 2Z2	105,000	19,950	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45- 106	105,000 common shares 52,500 warrants	January 6, 2016	
20.	Shaun Chin 11971 Dewsbury Drive, Richmond, BC V6X 2Z2	105,000	19,950	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45- 106	105,000 common shares 52,500 warrants	January 6, 2016	

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF  
LISTED SECURITIES**

November 14 2008

Page 3

**Cnsx**  
CANADIAN NATIONAL  
STOCK EXCHANGE

21.	Capital Event Management Ltd. 100 - 736 Granville St., Vancouver, BC V6Z 1G3	210,500	39,995	\$0.25 (exercise price of warrants)	s. 2.3 of NI 45-106	210,500 common shares 105,250 warrants	January 6, 2016	
	<b>TOTAL</b>	<b>2,015,238</b>	<b>382,895.04</b>					

(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.

<sup>1</sup>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: \$382,895.04

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 net proceeds from the offering will be used to finance the Issuer's continuing capital program and for general working capital purposes.

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:

(a) Class Units. Each Unit will consist of one (1) Common Share and one-half of one (1/2) Common Share purchase Warrant. Each Warrant will entitle the holder thereof to acquire one-half (1/2) of one Common Share at a price of \$0.25 per share for a period of one year from the date of the issuance of the Units.

(b) Number 2,015,238 Units.

(c) Price per security \$0.19 per Unit.

(d) Voting rights one vote per common share.

6. Provide the following information if Warrants, (options) or other convertible

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**

November 14 2008

Page 4

**Cnsx**  
CANADIAN NATIONAL  
STOCK EXCHANGE

securities are to be issued:

- (a) Number 1,007,619 Warrants.
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,007,619 Common Shares.
- (c) Exercise price \$0.25 per Common Share
- (d) Expiry date One (1) year from the date of issuance of the Units.

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.):

- (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):

PI Financial Corp., 1900 – 666 Burrard Street, Vancouver, BC V6C 3N1.

- (b) Cash 10% of the gross proceeds of the Offering sold.

PI Financial: \$3,990

- (c) Securities Finder's Warrants to purchase Common Shares in the amount of 10% of Units purchased.

PI Financial: 21,000 Finder's Warrants

- (d) Other \_\_\_\_\_.
- (e) Expiry date of any options, warrants etc. one (1) year from the date of the issuance of the Finder's Warrants.

(f) Exercise price of any options, warrants etc. \$0.25.

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.

No.

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:

- 
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: \_\_\_\_\_

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF  
LISTED SECURITIES

November 14 2008  
Page 7

**Cnsx**  
CANADIAN NATIONAL  
STOCK EXCHANGE

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.

### 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).

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF  
LISTED SECURITIES

November 14 2008

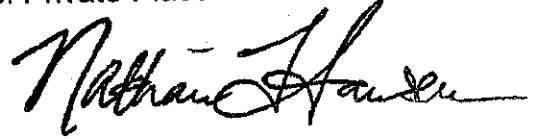
Page 8

**Cnsx**  
CANADIAN NATIONAL  
STOCK EXCHANGE

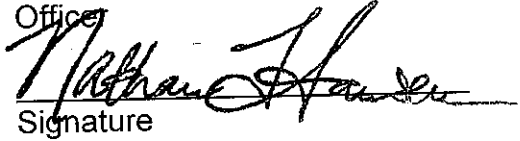


4. All of the information in this Form 9 Notice of Private Placement is true.

Dated January 6, 2016.



Nathan Hansen  
Name of Director or Senior  
Office

  
Signature

President and CEO  
Official Capacity