

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: EARTH ALIVE CLEAN TECHNOLOGIES INC. (the "Issuer").

Trading Symbol: EAC.

Date: February 24, 2016.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 90,413,501 .

Date of News Release Announcing Private Placement: February 22, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.355.

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)
Placements Healco Inc.	1,000,000	0.35\$	n/a	2.10 NI45-106	n/a	02/23/2016	none
A. Shareck	150,000	0.35\$	n/a	2.3 NI45-106	n/a	02/23/2016	None
P. Lamarre	150,000	0.35\$	n/a	2.3 NI45-106	n/a	02/23/2016	None

PGL Capital Inc.	215,000	0.35\$	n/a	2.3 NI45-106	n/a	02/23/2016	Insider
Gestion Phinic Inc.	215,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
Investissement Qualico Inc.	600,000	0.35\$	n/a	2.10 NI45-106	n/a	TBD	None
Placements Mica3 Inc.	600,000	0.35\$	n/a	2.10 NI45-106	n/a	TBD	Insider
4527054 Canada Inc.	600,000	0.35\$	n/a	2.10 NI45-106	n/a	TBD	None
L. Watier & S. Rouleau	300,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
M. Brunelle	30,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
Placements Stegane Inc.	100,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
M. Gauhtier	30,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
G. Roy	30,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
S. Jarry	25,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
J. Bérubé	100,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
Gestion JY Germain Inc	145,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
Eric Fontaine ASI Inc.	20,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None

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D. Savard	14,000	0.35\$	n/a	2.3 NI45-106	n/a	TBD	None
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(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: CA\$1,513,400 .
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. General development of the business: R&D, sales and administration.
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.
5. Description of securities to be issued:
 - (a) Class: common shares .
 - (b) Number: 4,324,000 .
 - (c) Price per security: \$0.35 .
 - (d) Voting rights: one vote per share .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number : 2,162,000.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 2,162,000 common shares .
 - (c) Exercise price \$0.45 .

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- (d) Expiry date 18 months following closing.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A _____ .
- (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): Various _ .
- (b) Cash 8% of gross proceeds raised _____ .
- (c) Securities N/A _____ .
- (d) Other N/A _____ .
- (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.

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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. 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 National Instrument 45-102..

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 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).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated 02/24/2016.

Anik Gendron
Name of Director or Senior
Officer

(Signed) Anik Gendron

Corporate Secretary
Official Capacity

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