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: Laguna Blends Inc. (the “Issuer”).

Trading Symbol: LAG .

Date: March 23, 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: 45,648,511 common shares of the Issuer were outstanding as of November 13, 2015, the day prior to the Issuer entering into the investor relations consulting agreement (the “**IR Agreement**”) with Glenn Shand and Associates, LLC (the “**Consultant**”); 19,184,226 common shares of the Issuer (on a post-consolidated basis) were outstanding as of March 1, 2016, the day prior to the Issuer granting the stock options to the Consultant .

Date of News Release Announcing Private Placement: The news release announcing the IR Agreement was disseminated on November 18, 2015 .

Closing Market Price on Day Preceding the Issuance of the News Release: $0.205 on November 17, 2015; $0.155 on March 1, 2016 .

**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** | **Describe relationship to Issuer** |
| N/A |  |  |  |  |  |  |  |

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: N/A .

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 .

1. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A .
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.
3. Description of securities to be issued:

(a) Class N/A .

(b) Number N/A .

(c) Price per security N/A .

(d) Voting rights N/A .

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

(a) Number N/A .

1. Number of securities eligible to be purchased on exercise of Warrants (or options) N/A .

(c) Exercise price N/A .

(d) Expiry date N/A .

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

(a) Aggregate principal amount N/A .

(b) Maturity date N/A .

(c) Interest rate N/A .

(d) Conversion terms N/A .

(e) Default provisions N/A .

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): N/A .

(b) Cash N/A .

(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 .
2. 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.

N/A .

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 .

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: On November 15, 2015, the Issuer entered into the IR Agreement with the Consultant. The term of the IR Agreement commenced on November 15, 2015 and ended on February 29, 2016. Pursuant to the IR Agreement, the Consultant provided various investor relations services to the Issuer in exchange for aggregate consulting fees of US$15,000. The Issuer also granted stock options to the Consultant to acquire 40,000 common shares of the Issuer (on a post-consolidated basis) at an exercise price of CDN$0.28 per share for a period of one year from the date of grant.
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: See the description under Question 1 above with respect to the IR Agreement.
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:
4. Total aggregate consideration in Canadian dollars: Consulting fees of CDN$20,284.50 (based on the Bank of Canada exchange rate of $1.3523 on February 29, 2016) and 40,000 stock options (each stock option entitling the Consultant to purchase one common share of the Issuer at a price of $0.28 per common share until March 2, 2017) .
5. Cash: CDN$20,284.50 (based on the Bank of Canada exchange rate of $1.3523 on February 29, 2016) .
6. Securities (including options, warrants etc.) and dollar value: 40,000 stock options (each stock option entitling the Consultant to purchase one common share of the Issuer at a price of $0.28 per common share until March 2, 2017) .
7. Other: N/A .
8. Expiry date of options, warrants, etc. if any: March 2, 2017 .
9. Exercise price of options, warrants, etc. if any: $0.28 .
10. Work commitments: Term of the IR Agreement was approximately 15 weeks .
11. 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 terms of the IR Agreement were determined through arm’s-length negotiation.

1. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A .
2. 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:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **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** | **Describe relationship to Issuer (1)** |
| Glenn Shand and Associates, LLC Phoenix, Arizona | 40,000 stock options | N/A | $0.28 | Section 2.24 of NI 45-106 | 65,000 | Related Person (by virtue of performing investor relations activities for the Issuer) |

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: N/A .
3. 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): N/A .

(b) Cash N/A .

(c) Securities N/A .

(d) Other N/A .

1. Expiry date of any options, warrants etc. N/A .
2. Exercise price of any options, warrants etc. N/A .
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. N/A .
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. 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.

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 March 23, 2016 .

Negar Adam   
Name of Director or Senior Officer

*"Negar Adam"*  
Signature

Corporate Secretary and Director   
Official Capacity