

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: **Atlas Cloud Enterprises Inc.** (the "Issuer").

Trading Symbol: **AKE**

Date: **October 30, 2017**

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: **16,908,833**

Date of News Release Announcing Issuance: **October 26, 2017**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.30**

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) **The Issuer will be issuing 4,217,647 common shares upon conversion of an aggregate of \$1,054,412 of 9% secured convertible debentures including accrued interest.**

Full Name & Residential Address of Placee	Number of Shares to be Received	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed(2)	Payment Date(1)	Describe relationship to Issuer (3)
John Wolfe #1502 – 140 Keith Rd. N. Vancouver, BC V7L 4M9	49,479	\$0.25	n/a	Section 2.42 of NI 45-106	49,479	Oct 31/17	N/A
Daniel Perrin 6785 Greig Court Brentwood, BC V8M 2G4	61,849	\$0.25	n/a	Section 2.42 of NI 45-106	61,849	Oct 31/17	N/A
Michael Manson 5449 Blueberry Lane N. Vancouver, BC V7R 4N5	32,986	\$0.25	n/a	Section 2.42 of NI 45-106	32,986	Oct 31/17	N/A

Candice Nelson 2303 Georgia Street East Vancouver, BC V5L 2C1	86,340	\$0.25	n/a	Section 2.42 of NI 45-106	86,340	Oct 31/17	N/A
Glenn Warkentin Site 2, Box 14 Station Main, Airdrie Alberta T4B 2A3	102,855	\$0.25	n/a	Section 2.42 of NI 45-106	102,855	Oct 31/17	N/A
Reno Redenbach 54 Sienna Ridge LDG S.W. Calgary, AB T3H 3T1	206,164	\$0.25	n/a	Section 2.42 of NI 45-106	206,164	Oct 31/17	N/A
Randy Butchard 13811 32 nd Avenue Surrey, BC V4P 2B6	824,658	\$0.25	n/a	Section 2.42 of NI 45-106	824,658	Oct 31/17	N/A
Janice Butchard 13811 32 nd Avenue Surrey, BC V4P 2B6	412,329	\$0.25	n/a	Section 2.42 of NI 45-106	412,329	Oct 31/17	N/A
Daryl Carter 102 – 208 Ellis Street Penticton, BC V2A 4L6	206,164	\$0.25	n/a	Section 2.42 of NI 45-106	206,164	Oct 31/17	N/A
Tracy Clark 23675 Tamarack Lane Maple Ridge, BC V2W 1B4	61,849	\$0.25	n/a	Section 2.42 of NI 45-106	61,849	Oct 31/17	N/A
Gert Knudsen 15067 Royal Avenue White Rock, BC V4B 1M1	82,466	\$0.25	n/a	Section 2.42 of NI 45-106	82,466	Oct 31/17	N/A
Dave McCue 5841 Alma Street Vancouver, BC V6N 1Y3	103,082	\$0.25	n/a	Section 2.42 of NI 45-106	103,082	Oct 31/17	N/A
Bron Fieldwalker 1069 15 th Avenue E. Vancouver, BC V5T 2S4	123,699	\$0.25	n/a	Section 2.42 of NI 45-106	123,699	Oct 31/17	N/A
Nicholas Glass 1376 Laburnum Street Vancouver, BC V6J 3W3	82,466	\$0.25	n/a	Section 2.42 of NI 45-106	82,466	Oct 31/17	Insider
Don Byers 17732 92 Street Edmonton, AB T5Z 2L5	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A
Martin Gagel 518 28 th Avenue E. Vancouver, BC V5V 2N5	61,849	\$0.25	n/a	Section 2.42 of NI 45-106	61,849	Oct 31/17	N/A
Victor Guinet 46349 Hope River Rd., Chilliwack, BC V2P 3P4	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A

Gwen Seifert 2877 Bellevue Avenue W. Vancouver, BC V7V 1E7	268,014	\$0.25	n/a	Section 2.42 of NI 45-106	268,014	Oct 31/17	N/A
Mark Vanny 5025 Angus Drive Vancouver, BC V6M 3M6	82,466	\$0.25	n/a	Section 2.42 of NI 45-106	82,466	Oct 31/17	N/A
Pathfinder Asset Management Ltd. #1320 – 885 W. Georgia St. Vancouver, BC V6C 3E8	824,658	\$0.25	n/a	Section 2.42 of NI 45-106	824,658	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (A. Bradley Jones)	20,616	\$0.25	n/a	Section 2.42 of NI 45-106	20,616	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Chela Cannon)	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (The Mildred & Merritt Chisholm JST)	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Corinne MacCosham)	20,616	\$0.25	n/a	Section 2.42 of NI 45-106	20,616	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Covista Value Fund LP)	164,932	\$0.25	n/a	Section 2.42 of NI 45-106	164,932	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Ala Holdings Ltd.)	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Maplewood Holdings Ltd.)	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Miles Merryfield)	8,247	\$0.25	n/a	Section 2.42 of NI 45-106	8,247	Oct 31/17	N/A
Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Rann Cannon)	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A

Covista Capital Corp. 1612 – 675 W. Hastings Street Vancouver, BC V6B 1N2 (Jeff Madu)	41,233	\$0.25	n/a	Section 2.42 of NI 45-106	41,233	Oct 31/17	N/A
TOTAL:	4,217,647						

(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) Not known to the Issuer.

(3) Indicate if Related Person.

1. Total amount of funds to be raised: **\$nil**

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**

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. **In 2016 the Issuer sold an aggregate of \$1,023,000 of 9% secured convertible debentures. Those debentures are convertible at \$0.25 per share.**

5. Description of securities to be issued:

(a) Class **Common Shares**

(b) Number **4,217,647**

(c) Price per security **\$0.25**

(d) Voting rights **full**

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **N/A**

(a) Number

(b) Number of common shares eligible to be issued

(c) Exercise price

(d) Expiry date

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):
N/A
 - (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, 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. **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.

2. Acquisition – N/A

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:
N/A
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 ⁽¹⁾

(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. _____

_____.

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 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 **October 30, 2017**.

Laurie W. Sadler

Name of Director or Senior Officer

"Laurie W. Sadler"

Signature

Chief Financial Officer

Official Capacity