

FORM 9

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

Name of Listed Issuer: LOTUS VENTURES INC. (the "Issuer").

Trading Symbol: J

Date: December 14, 2023

Is this an updating or amending Notice: Yes x No

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

Issued and Outstanding Securities of Issuer Prior to Issuance: 89,969,790 Shares

Date of filing of confidential filing of price protection November 9, 2023.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.025

1. Debt Settlement (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 Unit (CDN\$)	Conversion Price per full warrant	Prospectus Exemption	No. of Securities, Owned, Controlled or Directed creating insider or control position	Payment Date(1)	Describe relationship to Issuer (2)
Jason Brown, 4861 South Granville Flats Road, Armstrong, BC, V0E 1B5	4,000,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No
Terra Housing Consultants B.C. Ltd., 2750 Rupert St. Vancouver, BC, V5M 3T7	3,000,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No
Crezo Construction, 2750 Rupert St. Vancouver, BC, V5M 3T7	3,000,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No
Carl Correia, 6880 Bryden Rd. Vernon, BC V1B 3T3	4,000,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	Yes

Stephen K. Winters Law Corporation , 1010-1030 West Georgia St, Vancouver BC V6E 2Y3	3,000,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No
Dale McClanaghan 708-1445 Marpole Ave, Vancouver, BC, V6H 1S5	2,000,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	Yes
McClanaghan & Associates Consulting Ltd , 708-1445 Marpole Ave, Vancouver, BC, V6H 1S5	2,000,000	\$0.025	\$0.05	NI45-106 2.5	N/A	Yes	No
Stephen Phillips 1010-1030 Georgia St, Vancouver BC V6E 2Y3	1,191,640	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No
William Spratt , 1010-1030 Georgia St, Vancouver BC V6E 2Y3	2,400,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No
Ross DeMello ; 4895 12A Ave., Delta, BC, V4M 2B6	275,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No
Anita Huang , 3796 Price St., Burnaby, BC, V5G 2K8	275,000	\$0.025	\$0.05	NI45-106 2.5	N/A	N/A	No

(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 debt settled \$ 628,538.50.
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 gross proceeds received by the Issuer from the sale of the units will reduce the Issuer's working capital deficiency and improve the financial position of the Issuer.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: —
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. The Units are being issued

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pursuant to Subscription Agreements made between the Issuer and each creditor as repayment of cash loans or as payment for services provided to the Issuer.

5. Description of securities to be issued:

- (a) Class: common.
- (b) Number 25,141,640
- (c) Price per security \$0.25.
- (d) Voting rights: full rights

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

- (a) Number 25,141,640
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options)
- (c) Exercise price \$0.05.
- (d) Expiry date January December 5, 2028.

7. Provide the following information if debt securities are to be issued: **Not applicable**

- (a) Aggregate Principal Amount _____
- (b) Maturity date : On demand
- (c) Interest rate: 9.775 % per annum
- (d) N/A
- (e) N/A

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 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.
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
- Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). Not applicable
- N/A .
10. State whether the private placement will result in a change of control.
- No
11. 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
- _____
- _____ .
12. 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. Yes

2. **Acquisition – N/A**

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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.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

No

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 August December 14, 2023.

Dale McClanaghan
Name of Director or Senior Officer



Signature

President and CEO
Official Capacity

