

In conjunction with the Proposed Transaction, Mincom intends to raise capital through a non-brokered private placement for aggregate total proceeds of a maximum of US\$3,000,000 (the “Financing”). The Financing will consist of issuing a maximum of 30,000,000 units at a price of US\$0.10 (the “Mincom Units”). Each Mincom Unit will consist of one (1) Common Share and one (1) Common Share purchase warrant (a “Mincom Warrant”). Each Mincom Warrant shall be exercisable into one (1) Common Share for an exercise price of CAD\$0.18. Notwithstanding the foregoing, if at any time after four (4) months and one (1) day following the Closing, the trading price of the Common Shares on the TSX Venture Exchange is equal to or exceeds \$0.30 for 10 consecutive trading days, as evidenced by the price at the close of market, Mincom shall be entitled to notify the holders of Warrants of its intention to force the exercise of the Warrants. Upon receipt of such notice, the holders of Warrants shall have 30 days to exercise the Warrants, failing which the Warrants will automatically expire.

The Proposed Transaction is a Related Party Transaction pursuant to the policies of the Exchange. As such, the Transaction must be approved by a majority of the minority shareholders of the Issuer. Mincom, BHI, Braille Battery, and the Vendor share common management. Focus Graphite Inc., a public company listed on the Exchange holds 13.88% of the Common Shares of Mincom and 18.17% of the Common Shares of the Vendor. The related parties and their position within each party to the Proposed Transaction are set out below:

Name	Position with				
	Mincom	Vendor	BHI	Braille Battery	Focus Graphite Inc.
Gary Economo	Director, President & CEO	Director, CEO	Director, President	Director, President	Director, CEO
Lindsay Weatherdon	Director	Director	N/A	N/A	
Jeffrey York	Director, Chairman of the Board	Director, Chairman of the Board	N/A	N/A	Director, Chairman of the Board
Chester Burt	Director	N/A	N/A	N/A	Director
Marc-Andre Bernier	Director	N/A	N/A	N/A	Director
Judith Mazvihwa-MacLean	CFO	CFO	CFO	CFO	CFO

The Proposed Transaction does not constitute an arm’s length transaction and will be subject to shareholder approval. The date of the shareholders’ meeting has not been set.

The Corporation will seek to rely on an exemption from the valuation requirements set out in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The securities of the Corporation are not inter-listed on other stock markets.

Items 6 and 7. **Reliance on Subsection 7.1(2) of National Instrument 51-102 and Omitted Information**

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report nor is any information being omitted in reliance thereon.

Item 8. **Executive Officers**

For further information, please contact Gary Economo, President of the Issuer, at 613-581-4040.

Item 9. **Date of Report**

Dated this 22nd day of March, 2017.