

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: Kootenay Zinc Corp. (the "Issuer").

Trading Symbol: ZNK

Date: January 3, 2017

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: December 14, 2016 and December 19, 2016.

Issued and Outstanding Securities of Issuer Prior to Issuance: 22,064,294 common shares and 1,225,000 stock options.

Date of News Release in relation to the issuance: Price Protection at \$0.20 approved by the CSE on November 9, 2016; news release initially announces private placement was December 14, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.20 (closing price on day preceding the price protection approval date).

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⁾
Brian Fagan & Claudette Fagan JTEN WA, USA	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A
Irene Schmidt British Columbia	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	150,000 Common Shares 75,000 Warrants	Dec. 28, 2016	N/A

6188397 Canada Inc. Quebec	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Daniel Lacher Switzerland	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Douglas McIlwraith Alberta	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A
Elben Capital Corp. Ontario	250,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	250,000 Common Shares 125,000 Warrants	Dec. 28, 2016	N/A
Fusion Worx Investment Group Ontario	250,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	250,000 Common Shares 125,000 Warrants	Dec. 28, 2016	N/A
Marc McMannis IL, USA	60,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	60,000 Common Shares 30,000 Warrants	Dec. 28, 2016	N/A
George Demakos Alberta	200,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	200,000 Common Shares 100,000 Warrants	Dec. 28, 2016	
Terry Bramhall British Columbia	10,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.24 of NI 45-106	10,000 Common Shares 5,000 Warrants 50,000 Options	Dec. 28, 2016	N/A
Gary Wilson CA, USA	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Anthony Jackson British Columbia	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.24 of NI 45-106	108,333 Common Shares 50,000 Warrants 200,000 Options	Dec. 28, 2016	RP (Director)
HFT Strategies Inc. British Columbia	250,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	250,000 Common Shares 125,000 Warrants	Dec. 28, 2016	N/A

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Paul Ransom British Columbia	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.24 of NI 45-106	75,000 Common Shares 37,500 Warrants 200,000 Options	Dec. 28, 2016	N/A
Stephen Mellows British Columbia	60,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	60,000 Common Shares 30,000 Warrants	Dec. 28, 2016	N/A
Donald Bayley Ontario	500,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	500,000 Common Shares 250,000 Warrants	Dec. 28, 2016	N/A
Evanachan Limited Ontario	1,250,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	1,250,000 Common Shares 625,000 Warrants	Dec. 28, 2016	N/A
Holiday Marketing Ltd. Ontario	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Jim Beqaj Ontario	375,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	375,000 Common Shares 187,500 Warrants	Dec. 28, 2016	N/A
Troy Campbell Ontario	125,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	125,000 Common Shares 62,500 Warrants	Dec. 28, 2016	N/A
Sofilia Logistics Group Ontario	750,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	750,000 Common Shares 375,000 Warrants	Dec. 28, 2016	N/A
Steane Consulting Ltd. Ontario	375,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	375,000 Common Shares 187,500 Warrants	Dec. 28, 2016	N/A
Stephens Lowden Ontario	250,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	250,000 Common Shares 125,000 Warrants	Dec. 28, 2016	N/A
Steve Kaszas Ontario	500,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	500,000 Common Shares 250,000 Warrants	Dec. 28, 2016	N/A
Nicholas Ayling British Columbia	550,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.24 of NI 45-106	1,550,000 Common Shares 275,000 Warrants	Dec. 28, 2016	N/A

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					200,000 Options		
Justin Sangha British Columbia	175,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	175,000 Common Shares 87,500 Warrants	Dec. 28, 2016	N/A
SC Strategy Consult Ag Switzerland	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	150,000 Common Shares 75,000 Warrants	Dec. 28, 2016	N/A
SRC Swiss Resource Capital AG Switzerland	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	150,000 Common Shares 75,000 Warrants	Dec. 28, 2016	N/A
Transcend Capital Inc. British Columbia	750,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	750,000 Common Shares 375,000 Warrants	Dec. 28, 2016	N/A
Accent Capital GMBH Germany	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Robert Swenarchuk British Columbia	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A
Barbara & Robert Atkins Partner Trust British Columbia	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Stuart Bell British Columbia	10,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	10,000 Common Shares 5,000 Warrants	Dec. 28, 2016	N/A
Mike Li-Jen Chang British Columbia	10,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	10,000 Common Shares 5,000 Warrants	Dec. 28, 2016	N/A
Adila Dinani British Columbia	20,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	20,000 Common Shares 10,000 Warrants	Dec. 28, 2016	N/A
Arash Farahmand British Columbia	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A

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Joseph Genest British Columbia	20,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	20,000 Common Shares 10,000 Warrants	Dec. 28, 2016	N/A
Brian D Hester and/or Annette Hester Alberta	20,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	20,000 Common Shares 10,000 Warrants	Dec. 28, 2016	N/A
Lewis Hutchins Dubai, UAE	90,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	90,000 Common Shares 45,000 Warrants	Dec. 28, 2016	N/A
Howard Jones British Columbia	20,500 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	20,500 Common Shares 10,250 Warrants	Dec. 28, 2016	N/A
Kory Koke Alberta	12,500 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	12,500 Common Shares 6,250 Warrants	Dec. 28, 2016	N/A
Michael Konnert British Columbia	12,500 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	12,500 Common Shares 6,250 Warrants	Dec. 28, 2016	N/A
Darcy LaCouvee British Columbia	20,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	20,000 Common Shares 10,000 Warrants	Dec. 28, 2016	N/A
B McCubbing Superannua Australia	250,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	250,000 Common Shares 125,000 Warrants	Dec. 28, 2016	N/A
Sandeep Poonia British Columbia	12,500 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	12,500 Common Shares 6,250 Warrants	Dec. 28, 2016	N/A
Gwendolyn Preston British Columbia	15,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	15,000 Common Shares 7,500 Warrants	Dec. 28, 2016	N/A
Christopher Redcliffe British Columbia	12,500 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	12,500 Common Shares 6,250 Warrants	Dec. 28, 2016	N/A

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S2K Capital Corp. British Columbia	12,500 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	12,500 Common Shares 6,250 Warrants	Dec. 28, 2016	N/A
Ryan Trasolini British Columbia	20,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	20,000 Common Shares 10,000 Warrants	Dec. 28, 2016	N/A
Jordan Trimble British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
0910978 BC Ltd. British Columbia	21,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	4,200 Common Shares 2,100 Warrants	Dec. 28, 2016	N/A
Nav Dhaliwal British Columbia	21,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	4,200 Common Shares 2,100 Warrants	Dec. 28, 2016	N/A
Thomas Humphreys British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Rosemarie Sim British Columbia	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	150,000 Common Shares 75,000 Warrants	Dec. 28, 2016	N/A
Robert Sim British Columbia	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	400,000 Common Shares 75,000 Warrants	Dec. 28, 2016	N/A
Moyen Holdings Ltd. British Columbia	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	75,000 Common Shares 37,500 Warrants	Dec. 28, 2016	N/A
444175 BC Ltd. British Columbia	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	75,000 Common Shares 37,500 Warrants	Dec. 28, 2016	N/A
Rosaire Bondy Ontario	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	75,000 Common Shares 37,500 Warrants	Dec. 28, 2016	N/A
Gilbert Lee British Columbia	70,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	70,000 Common Shares 35,000 Warrants	Dec. 28, 2016	N/A
Trevor Isfeld British Columbia	125,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	125,000 Common Shares 62,500 Warrants	Dec. 28, 2016	N/A

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Graham Saunders Ontario	200,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	400,000 Common Shares 100,000 Warrants	Dec. 28, 2016	N/A
RAS Capital Corp. British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Richard Coglon British Columbia	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	75,000 Common Shares 37,500 Warrants	Dec. 28, 2016	N/A
Elmer Friesen British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Bill Ireland British Columbia	200,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	200,000 Common Shares 100,000 Warrants	Dec. 28, 2016	N/A
Darin Wagner British Columbia	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Brayden Sutton British Columbia	300,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	300,000 Common Shares 150,000 Warrants	Dec. 28, 2016	N/A
Taylor Cumming British Columbia	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A
Lisa Cumming British Columbia	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A
Christian Wirth Panama	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Douglas Mason British Columbia	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Gary Arca British Columbia	35,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	35,000 Common Shares 17,500 Warrants	Dec. 28, 2016	N/A
507784 B.C. Ltd. British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
1007937B.C. Ltd.	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	150,000 Common Shares 75,000 Warrants	Dec. 28, 2016	N/A

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British Columbia							
Carlos Cervantes British Columbia	20,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	20,000 Common Shares 10,000 Warrants	Dec. 28, 2016	N/A
Amber Townsend British Columbia	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Michael Schaefer Barbados	750,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	750,000 Common Shares 375,000 Warrants	Dec. 28, 2016	N/A
Paul Michaud British Columbia	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A
Chris Ferronato British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Piotr Blachut British Columbia	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Bernard Jones British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Kelvin Luk British Columbia	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	75,000 Common Shares 37,500 Warrants	Dec. 28, 2016	N/A
Lucas Tomei Alberta	100,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	100,000 Common Shares 50,000 Warrants	Dec. 28, 2016	N/A
Craig Lees British Columbia	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	75,000 Common Shares 37,500 Warrants	Dec. 28, 2016	N/A
Paul Daly Ontario	75,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	75,000 Common Shares 37,500 Warrants	Dec. 28, 2016	N/A
Naizer Kabani British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Donald McFarlane	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A

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British Columbia							
You You (Audrey) Zhang British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
IE Ling (Elaine) Yuen British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Asia Asset Management Inc. British Columbia	250,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	250,000 Common Shares 125,000 Warrants	Dec. 28, 2016	N/A
Dirk Lohrisch British Columbia	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Kal Malhi British Columbia	1,000,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	1,000,000 Common Shares 500,000 Warrants	Dec. 28, 2016	N/A
727 Capital Cayman Islands	750,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	750,000 Common Shares 375,000 Warrants	Dec. 28, 2016	N/A
Brad Docherty Alberta	50,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	50,000 Common Shares 25,000 Warrants	Dec. 28, 2016	N/A
Phil Gurat British Columbia	500,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	500,000 Common Shares 250,000 Warrants	Dec. 28, 2016	N/A
Gordon Holmes Thailand	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	250,000 Common Shares 125,000 Warrants	Dec. 28, 2016	N/A
Cedar Point Capital Inc. Alberta	600,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	850,000 Common Shares 300,000 Warrants	Dec. 28, 2016	N/A
Fabrizio/Debbie Carella British Columbia	150,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	150,000 Common Shares 75,000 Warrants	Dec. 28, 2016	N/A

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Capital Ideas Investor Relations Inc. Alberta	375,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	375,000 Common Shares 187,500 Warrants	Dec. 28, 2016	N/A
Chris Parry British Columbia	25,000 Units (Unit: 1 share; ½ warrant)	\$0.20/Unit	Warrant exercise price: \$0.30	s. 2.3 of NI 45-106	25,000 Common Shares 12,500 Warrants	Dec. 28, 2016	N/A

(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.

1. Total amount of funds to be raised: \$3,300,000.
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 net proceeds from the private placement will be used to advance the Company's exploration efforts on the Sully Property, and for general corporate and working capital purposes.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: As part of working capital, part of the proceeds may be used to pay for ordinary course executive officer and director fees.
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. N/A.
5. Description of securities to be issued:
 - (a) Class: Units. Each Unit is comprised of one common share and ½ common share purchase warrant.
 - (b) Number: 16,500,000 common shares.
 - (c) Price per security: \$0.20 per Unit.
 - (d) Voting rights: One common share entitles the holder thereof to one vote.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: 8,250,000 warrants.

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 8,250,000 common shares.
- (c) Exercise: \$0.30/share; however, all warrants are subject to an early acceleration provision which provides for the mandatory exercise or expiry of the warrants in the event the Company's shares trade at \$0.50 or higher for at least 20 consecutive trading days. In such event, the warrants will accelerate and expire 15 days after the Company has given notice of the accelerated conversion to the warrant holders.
- (d) Expiry date: 12 months from the date of issue, being December 24, 2017.
7. Provide the following information if debt securities are to be issued: N/A.
- (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.
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.): In connection with the Units sold under the private placement, the Company paid to eligible finders: an 8% cash commission totalling \$211,920; and issued 1,059,600 common share purchase warrants, having the same terms as the warrants issued in the private placement.
- (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):
- Haywood Securities Inc., 700-200 Burrard Street, Vancouver, B.C., V6C 3L6: \$27,440; 8% of \$315,560 proceeds from the private placement.
- Common share purchase warrants entitling the brokers to purchase up to 8% of the number of Units sold in the private placement; 137,200 common share purchase warrants, having the same terms as the warrants issued in the private placement.

PI Financial Corp., 1900-666 Burrard Street, Vancouver, B.C., V6C 3N1: \$2,800; 8% of \$35,000 proceeds from the private placement.

Common share purchase warrants entitling the brokers to purchase up to 8% of the number of Units sold in the private placement; 14,000 common share purchase warrants, having the same terms as the warrants issued in the private placement.

BMO Nesbitt Burns Inc., 1 First Canadian Place, 39th Floor, P.O. Box 150, Toronto, ON, M5X 1H3: \$67,600; 8% of \$845,000 proceeds from the private placement.

Common share purchase warrants entitling the brokers to purchase up to 8% of the number of Units sold in the private placement; 338,000 common share purchase warrants, having the same terms as the warrants issued in the private placement.

Canaccord Genuity Corp., 2200 – 609 Granville Street, Vancouver, B.C., V7Y 1H2 : \$114,080; 8% of \$1,426,000 proceeds from the private placement.

Common share purchase warrants entitling the brokers to purchase up to 8% of the number of Units sold in the private placement; 570,400 common share purchase warrants, having the same terms as the warrants issued in the private placement.

- (b) Cash: 8% of the proceeds from the private placement.
 - (c) Securities: Common share purchase warrants entitling the brokers to purchase up to 8% of the number of Units sold in the private placement.
 - (d) Other N/A.
 - (e) Expiry date of any options, warrants etc. December 24, 2017.
 - (f) Exercise price of any options, warrants etc. deemed \$0.30.
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. N/A.

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.

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.

Date: January 3, 2017.

Anthony Jackson
Name of Director or Senior
Officer

/s/ "Anthony Jackson"
Signature

Director
Official Capacity