

# FORM 9

## NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities<sup>1</sup>)

Please complete the following:

Name of Listed Issuer:                     Explorex Resources Inc.                     (the "Issuer").

Trading Symbol:     EX                     .

Date:             December 19, 2018                     .

Is this an updating or amending Notice:                       Yes                       No

If yes provide date(s) of prior Notices:             November 7<sup>th</sup>, 2018/November 27, 2018                     .

Issued and Outstanding Securities of Issuer Prior to Issuance:     20,809,919                     .

Date of News Release Announcing Private Placement:     Nov 5, 2018/Nov 27, 2018/Dec 19, 2018                     .

Closing Market Price on Day Preceding the Issuance of the News Release:  
    \$0.29/\$0.33/\$0.32                    

**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)
Jerome Bella Trail, BC	15,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	NI 45-106 2.5 [Family, friends and business associates]	100,000 shares 7,500 warrants	Dec 17, 2018	Director
Ron Birch Vernon, BC	100,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	NI 45-106 2.3 [Accredited investor]	100,000 shares 50,000 warrants	Dec 17, 2018	N/A

William F Espley Vancouver, BC	30,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	Existing security holder exemption	1,802,000 shares 45,000 warrants	Dec 17, 2018	N/A
Carington Lee Coquitlam, BC	20,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	Existing security holder exemption	26,000 shares 7,500 warrants	Dec 17, 2018	N/A
Gabriel Giorgio Delta, BC	15,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	Existing security holder exemption	100,000 shares 30,000 warrants	Dec 17, 2018	N/A
Alex Visser Delta, BC	20,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	NI 45-106 2.5 [Family, friends and business associates]	20,000 shares 10,000 warrants	Dec 17, 2018	N/A
Syd Visser Delta, BC	30,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	NI 45-106 2.5 [Family, friends and business associates]	30,000 shares 15,000 warrants	Dec 17, 2018	N/A
Joyce Visser Delta, BC	30,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	NI 45-106 2.5 [Family, friends and business associates]	30,000 shares 15,000 warrants	Dec 17, 2018	N/A
Gary Bennett Kelowna, BC	30,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	Existing security holder exemption	300,000 shares 45,000 warrants	Dec 17, 2018	N/A
Heather Schellenberg Richmond, BC	45,000 Flow Through Units	\$0.32 per unit	\$0.50 per warrant exercise	NI 45-106 2.5 [Family, friends and business associates]	45,000 shares 22,500 warrants	Dec 17, 2018	N/A
Non Flow Through Offering							

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LISTED SECURITIES**

Heather Schellenberg Richmond, BC	20,000 Non-Flow Through Units	\$0.25 per unit	\$0.50 per warrant exercise	NI 45-106 2.5 [Family, friends and business associates]	20,000 shares 10,000 warrants	Dec 17, 2018	N/A
Rain Communications Vancouver, BC	40,000 Non-Flow Through Units	\$0.25 per unit	\$0.50 per warrant exercise	NI 45-106 2.3 [Accredited investor]	40,000 shares 20,000 warrants	Dec 17, 2018	N/A
Anthony Johnston Miramichi, NB	24,000 Non-Flow Through Units	\$0.25 per unit	\$0.50 per warrant exercise	NI 45-106 2.5 [Family, friends and business associates]	24,000 shares 12,000 warrants	Dec 17, 2018	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.

<sup>1</sup>An 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.

- Total amount of funds to be raised: Closing of second tranche for an aggregate of \$128,200 – Total funds raised on final closing \$241,075 cash and \$151,250 in debt settlement
- 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 funds received from the flow through component of the offering will be applied to the forthcoming drill program at Kagoot Brook and towards exploration at the Company's other Canadian projects.  
  
The funds received from the non-flow through component of the offering will be directed at general operating overhead and towards expanding the Company's international endeavors including the completion of the transaction documents relating to the acquisition of the Hautalampi Ni-Cu-Co deposit in Finland
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
- 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 for Second Tranche
- Description of securities to be issued:

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- (a) Class Non flow through units and flow through units each comprised of one common share and one-half share purchase warrant
- (b) Number 335,000 flow through units at final close.  
84,000 on second tranche with a total of 1,140,500 non-flow through units in total.
- (c) Price per security \$0.32 per flow through unit  
\$0.25 per non-flow through unit
- (d) Voting rights each common share is entitled to one vote

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

- (a) Number 209,500 for the second tranche with a total of 737,750 issued
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Each warrant entitles the holder to one common share, assuming it is properly exercised.
- (c) Exercise price \$0.50
- (d) Expiry date 2 years from the date of closing .

7. 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 .

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 in second Tranche

- (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 \_\_\_\_\_ .
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**

- 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: N/A \_\_\_\_\_ .
- 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: N/A .
  - (b) Cash: N/A .
  - (c) Securities (including options, warrants etc.) and dollar value: N/A .
  - (d) Other: N/A .
  - (e) Expiry date of options, warrants, etc. if any: N/A .
  - (f) Exercise price of options, warrants, etc. if any: N/A .
  - (g) Work commitments: N/A .
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).  
N/A
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
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 <sup>(1)</sup>

(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: 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 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
  - (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 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
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. 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.

Dated December 19, 2018.

Mike Sieb  
Name of Director or Senior Officer

"Mike Sieb"  
Signature

President  
Official Capacity