

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES**

**(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

Getchell Gold Corp. (the "Issuer").

GTCH

Date: December 23, 2019 Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: November 22, 2019

Issued and Outstanding Securities of Issuer Prior to Issuance: 37,340,464

#### **Pricing**

Date of news release announcing proposed issuance: November 5, 2019 or

Date of confidential request for price protection: November 5, 2019 and November 26, 2019

Closing Market Price on Day Preceding the news release: \$0.125 or

Day preceding request for price protection: \$0.125

#### **Closing**

Number of securities to be issued: Up to 16,500,000 units (includes 10,008,333 units in the first tranche)

Issued and outstanding securities following issuance: Up to 53,840,464 (47,348,797 shares following the first tranche closing on December 20, 2019)

#### **Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. 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 – Notice of Proposed Transaction

6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL placees.

**Part 1. Private Placement**

**Table 1A – Summary**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	13	\$0.10	240,500
Alberta	2	\$0.10	20,000
Ontario	17	\$0.10	565,000
USA	1	\$0.10	51,333.33
Czech Republic	1	\$0.10	10,000
United Kingdom	2	\$0.10	24,000
Bangladesh	1	\$0.10	30,000
Grand Cayman	1	\$0.10	60,000
Total number of purchasers:	38		
Total dollar value of distribution in all jurisdictions:			1,000,833.33 (first tranche)

**Table 1B – Related Persons**

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date <sup>(1)</sup>	Describe relationship to Issuer <sup>(2)</sup>
Stephen Goodman Ottawa, ON	100,000 common shares 100,000 warrants	\$0.10	N/A	National Instrument 45-106, section 2.24	625,000 Options	Dec 20, 2019	Director/ Officer

<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.

1. Total amount of funds to be raised: Up to 1,650,000 (includes \$1,000,833.30 in the first tranche).
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 financing will be used for: the initial US\$100,000 payment to Canarc Resources Corp. ("Canarc") and first year work commitment, due under the binding letter agreement that gives Getchell the option to acquire the advanced stage gold exploration assets, the Fondaway Canyon and Dixie Comstock properties (the "Properties") located in Nevada, from Canarc (see news release dated October 17, 2019), further exploration of the Properties and the Star Point and Hot Springs Peak properties, and general working capital.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: None - not applicable.
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. Not applicable.
5. Description of securities to be issued:

- (a) Class Common shares
- (b) Number Up to 16,500,000 (includes 10,008,333 in the first tranche)
- (c) Price per security \$0.10
- (d) Voting rights One vote per share

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

- (a) Number Up to 16,500,000 (includes 10,008,333 in the first tranche)
- (b) Number of securities eligible to be purchased on exercise of warrants (or options) Up to 16,500,000 (includes 10,008,333 in the first tranche)
- (c) Exercise price \$0.14 .
- (d) Expiry date Two years from the date of closing. If over a period of ten (10) consecutive trading days between the date that is four months following the closing date and the expiry of the Warrants, the closing price of the common shares of the Issuer exceeds \$0.25, the Issuer may, within 30 days of such an occurrence, give written notice (via news release) to the holders of the Warrants that the Warrants will expire at 5:00 p.m. (Eastern time) on the 30th day following the giving of notice (the "Accelerated Exercise Period") unless exercised by the holders prior to such date. Upon receipt of such notice, the holders of the Warrants will have 30 days to exercise their Warrants. Any Warrants which remain unexercised at the end of the Accelerated Exercise Period will automatically expire at that time. Any insiders who are unable to exercise their Warrants due to any 'blackout period' being in effect during the term of their Warrants will automatically have their Accelerated Exercise Period extended by the aggregate time of the blackout period(s).

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount Not applicable .
- (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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

PI Financial Corp., 1900-666 Burrard Street, Vancouver, BC V6C 3N1

Raymond James Ltd., Suite 2100-925 West Georgia Street, Vancouver, BC V6C 3L2

Glen Castle Capital Inc., 938 Yonge Street, Unit 202, Toronto, Ontario M4W 2J2

Bonaventure Explorations Ltd., 280 Portview Road, Port Perry, Ontario L9L 1B4

Alexander Costa, 2851 20th Side Road, Beeton, Ontario, L0G 1A0

James Adessky, 196 Coldstream Avenue, Toronto, Ontario, M5N 1X9

- (b) Cash

\$14,315 to PI Financial Corp.

\$3,250 to Raymond James Ltd.

\$49,635 to Glen Castle Capital Inc.

\$7,500 to Bonaventure Explorations Ltd.

\$3,500 to Alexander Costa

\$15,750 to James Adessky

- (c) Securities

143,150 Finder's Warrants to PI Financial Corp.

32,500 Finder's Warrants to Raymond James Ltd.

496,350 Compensation Options to Glen Castle Capital Inc.

75,000 Compensation Options to Bonaventure Explorations Ltd.

35,000 Compensation Options to Alexander Costa

157,500 Compensation Options to James Adessky

Each Compensation Option entitles the holder to acquire one compensation option unit (“**Compensation Option Unit**”) at a price of \$0.10 per Compensation Option Unit for a period of five years from the closing date. Each Compensation Option Unit will, upon exercise and receipt of payment therefor, entitle the holder to receive: (a) one common share of the Company (a “**Compensation Option Share**”) and one non-transferable common share purchase warrant (a “**Compensation Option Warrant**”) until the date that is two years from the closing date; and (b) thereafter, one Compensation Option Share. Each Compensation Option Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.14 per share for a period of two years from the closing date. Each non-transferable Finder’s Warrant entitles the holder to acquire one common share of the Issuer at a price of \$0.14 per share for a period of two years from the date of issuance.

(d) Other N/A .

(e) Expiry date of any options, warrants etc. Each Compensation Option Unit expires five years from the closing date. Each Compensation Option Warrant and each Finder’s Warrant expires two years from the date of closing.

(f) Exercise price of any options, warrants etc. \$0.10 for Compensation Options and \$0.14 for warrants.

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

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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 Resale of Securities.

## Part 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: \_\_\_\_\_ .  
\_\_\_\_\_ .
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: \_\_\_\_  
\_\_\_\_\_ .
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	Total Securities, Previously 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: \_\_\_\_\_ .
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, and 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 Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated December 23, 2019.

William S. Wagener  
Name of Director or Senior  
Officer

"William S. Wagener"  
Signature

CEO  
Official Capacity

## **Appendix A**

### **PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9**

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.