

## 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: Appia Energy Corp. (the "Issuer").

Trading Symbol: API.

Date: January 18, 2017.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: January 9, 2017.

Issued and Outstanding Securities of Issuer Prior to Issuance: 45,092,078.

Date of News Release Announcing Private Placement: January 9, 2017, January 23, 2017 and January 27, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.25  
(Confidential Price Reservation request filed on January 11, 2017)

**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)
Robert Giardina Staten Island, NY	250,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (l)	Nil	Jan. 9, 2017	N/A
2450291 Ontario Inc. Thornhill, ON	150,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (k)	Nil	Jan. 9, 2017	N/A

Anthony McCourt Brimingham, UK	150,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A
Palisade Global Investments Ltd	1,300,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (m)	1,250,000 Common 1,250,000 Warrants	Jan.20, 2017	N/A
David Zook Gap, PA	500,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A
Gena Lofton Windsor Hill, LA	150,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (k)	Nil	Jan.17, 2017	N/A
Michael Wieczorek Calgary, AB	50,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.11, 2017	N/A
Robert Hirschberg Maple, ON	250,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.13, 2017	N/A
Ruthless Industries Ltd. Calgary, AB	100,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (t)	Nil	Jan.20, 2017	N/A
Kasi Raman Toronto, ON	150,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.12, 2017	N/A
Sam Wolanyk Perto Rico	35,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A
Coquitlam Family Chiropractic Coquitlam, B.C.	100,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (t)	Nil	Jan.20, 2017	N/A
Matthew Wilson Huntsville, ON	125,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (k)	Nil	Jan.20, 2017	N/A
Ryan Bignold NSW, Australia	35,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A
Elizabeth Falconer Aurora, ON	100,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A

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William Godson Aurora, ON	100,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (e.1)	Nil	Jan.20, 2017	N/A
Olga Stevens Concord, ON	15,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.5 (1)	3,500 Common	Jan.12/17	Corporate accountant
Dreketi Resources Ltd. Surrey, BC	75,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (t)	Nil	Jan.20, 2017	N/A
Fred Gruel Hornby, ON	315,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	1,250,000 Common 375,000 Warrants	Jan.11, 2017	N/A
Julie Lahmani CH, Switzerland	150,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.18, 2017	N/A
Darcy Higgs Vancouver, B.C.	100,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A
MJG Capital Fund, LP South San Francisco, CA	250,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (t)	Nil	Jan.20, 2017	N/A
Michael Bernardo Santa Clara, CA	100,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (k)	Nil	Jan.20, 2017	N/A
Palisade Productions, LLC Eureka Springs, AR	100,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (t)	Nil	Jan.20, 2017	N/A
George Miller Plano, TX	200,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A
Eric Muschinski Miami Beach, FL	150,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.20, 2017	N/A
SMP Uranium Fund Vadz, Liechtenstein	250,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (u)	Nil	Jan.27, 2017	N/A

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Crystal Wealth Enlightened Hedge Fund Burlington, ON	125,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (n)	Nil	Jan.26, 2017	N/A
Lars Georg Weber Singapore	30,000 WC Units	\$0.20	\$0.30	NI 45-106F1 S.2.3 (j)	Nil	Jan.30, 2017	N/A
	5,405,000 WC Units						

(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.

1. Total amount of funds to be raised: \$1,081,000 working capital .

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. working capital and exploration. .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: None .

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. Not applicable.

5. Description of securities to be issued:

(a) Class Common .

(b) Number 5,405,000 working capital units (WC Units) .

(c) Price per security \$0.20 per WC Unit .

(d) Voting rights All shares being issued are common shares with standard voting rights .

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 5,405,000 Warrants .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 5,405,000 common shares .  
\_\_\_\_\_ .
  - (c) Exercise price \$0.30 .
  - (d) Expiry date (i) January 20, 2022 (January 30, 2022) and (ii) in the event that the closing price of the Common Shares on the Canadian Securities Exchange is at least \$0.60 for twenty (20) consecutive trading days, and the 20<sup>th</sup> trading day (the "Final Trading Day") is at least four (4) months from the Closing Date, the date which is thirty (30) days from the Final Trading Day (the "Trigger Date"). .
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, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): (i) Haywood Securities Inc.; (ii) Gravitas Securities Inc.; and (iii) Tamas Bakacs (iv) General Research GmbH.
  - (b) Cash (i) \$3,500 to Haywood Securities Inc.; (ii) \$4,000 to Gravitas Securities Inc.; (iii) \$50,000 to Tamas Bakacs; (iv) \$5,000 to General Research GmbH .
  - (c) Securities N/A .

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- (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 No .
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.  
No. .
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. No. .
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. Yes. .

**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	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: \_\_\_\_\_ .

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): \_\_\_\_\_  
\_\_\_\_\_.
  - (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 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 January 27, 2017.

William R. Johnstone  
Name of Director or Senior  
Officer

"William R. Johnstone"  
Signature

Assistant Secretary  
Official Capacity