

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Nine Mile Metals Ltd. (the "Issuer").

NINE

Date: **June 6, 2023**

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **May 31, 2023**

Issued and Outstanding Securities of Issuer Prior to Issuance: **59,656,840**

Pricing

Date of news release announcing proposed issuance: **June 6, 2023** or

Date of confidential request for price protection: **Not applicable**

Closing Market Price on Day Preceding the news release: **\$0.10** or

Day preceding request for price protection: **Not applicable**

Closing

Number of securities to be issued: **Up to 4,000,000 units (each, a "Unit") at a price of \$0.10 per Unit, with each Unit consisting of one Common Share and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "Warrant"), with each Warrant exercisable by the holder thereof to purchase one Common Share at a price of \$0.15 for a period of 24 months.**

Issued and outstanding securities following issuance: **63,656,840**

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 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 |
|--|----------------------|--------------------|---|
| | | | |
| | | | |
| Total number of purchasers: | | | |
| Total dollar value of distribution in all jurisdictions: | | | |

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 ⁽¹⁾ | Describe relationship to Issuer ⁽²⁾ |
|---|---|-------------------------------------|--|----------------------|---|-----------------------------|--|
| | | | | | | | |
| | | | | | | | |

¹An 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: **Up to \$400,000**
- 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 proceeds will be used for operating expenses, including legal and audit fees and general working capital.**
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **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 **4,000,000**
 - (c) Price per security **\$0.10**
 - (d) Voting rights **One vote per Common Share**
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number **2,000,000 Warrants**
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) **2,000,000 Common Shares**
 - (c) Exercise price **\$0.15**
 - (d) Expiry date **24 months from date of issuance**
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount **Not applicable**
 - (b) Maturity date **Not applicable**
 - (c) Interest rate **Not applicable**
 - (d) Conversion terms **Not applicable**
 - (e) Default provisions **Not applicable**
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): **Not applicable**
 - (b) Cash **7%**

- (c) Securities **7% Warrants**
 - (d) Other **Not applicable**
 - (e) Expiry date of any options, warrants etc. **24 months from date of issuance**
 - (f) Exercise price of any options, warrants etc. **\$0.15**
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.). **Not applicable**
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. **Not applicable**
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. **Yes**

Part 2. Acquisition – NOT APPLICABLE

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 ⁽¹⁾ |
|--|--|-----------------------------------|----------------------------------|----------------------|---|--|
| | | | | | | |
| | | | | | | |

(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 **June 6, 2023**

Charles MaLette
Name of Director or Senior
Officer


Signature

President, Director and Corporate
Secretary
Official Capacity