

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of CNSX Issuer: Renforth Resources Inc. (the "Issuer").

Trading Symbol: RFR.

Date: January 7 2019.

Is this an updating or amending Notice: No

If yes provide date(s) of prior Notices: N/A

Issued and Outstanding Securities of Issuer Prior to Issuance: 148,576,163.

Date of News Release Announcing Private Placement: January 7, 2019

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.04

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 Placée	Number of Securities Purchased or to be Purchased (Common shares – from purchase of Flow-Through Units or Units)	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 relations-hip to Issuer (2)
MAPLE LEAF SHORT DURATION 2018 II FLOW THROUGH LP QUEBEC CLASS ONTARIO	4,100,000 FT UNITS	\$0.05	N/A	NI 45-106 (2.3)		DEC 27 2018	NOT RELATED
MAPLE LEAF 2018 FLOW THROUGH LP QUEBEC CLASS ONTARIO	900,000 FT UNITS	\$0.05	N/A	NI 45-106 (2.3)		DEC 27 2018	NOT RELATED
MAPLE LEAF SHORT DURATION 2018 II FLOW THROUGH LP QUEBEC CLASS ONTARIO	1,500,000 FT UNITS	\$0.05	N/A	NI 45-106 (2.3)		DEC 27 2018	NOT RELATED
Gravitas Select Flow Through LP 2018 ONTARIO	4,000,000 FT UNITS	\$0.05	N/A	NI 45-106 (2.3)		DEC 31 2018	NOT RELATED
GARY GEC ONTARIO	100,000 FT UNITS	\$0.05	N/A	NI 45-106 (2.3)		DEC 31 2018	NOT RELATED
PANGAEA FLOW-THROUGH GP INC ITF PANGAEA FLOW THROUGH FUND 2018 LIMITED PARTNERSHIP ONTARIO	1,500,000 FT UNITS	\$0.05	N/A	NI 45-106 (2.3)		DEC 31 2018	NOT RELATED
Dominic Spedaliere ONTARIO	200,000 FT UNITS	\$0.05	N/A	NI 45-106 (2.3)		DEC 31 2018	NOT RELATED

(1) Indicate date each placée 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.

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: \$615,000.
- 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. It is intended that the proceeds from the offering will be used to incur Canadian Exploration Expenses on the Issuer's properties and for working capital purposes.
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A

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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.
5. Description of securities to be issued:
- (a) Class: (i) Units – each unit consists of 1 common shares, and 1 warrants. (ii) FT unit - each unit consists of 1 flow through common shares, and 1/2 warrants
 - (b) Number: 12,300,000 FT units
 - (c) Price per security \$0.05 per Unit and FT unit.
 - (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 - 6,150,000 from FT units
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 6,150,000.
 - (c) Exercise price: (i) \$0.10 on Units, \$0.12 on FT Unit warrants
 - (d) Expiry date 24 months following the date of issuance of unit, 18 months following the date of issuance of FT units.
7. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount.
 - (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): ____ .

(b) Cash: Gravitas Securities Inc. - \$16,000, National Bank Financial Inc., \$800, Windstar Equities Ltd. \$26,000, Masvil Caital Inc. \$2,500

(c) Securities: 336,000 compensation warrants

(d) Other: N/A .

(e) Expiry date of any options, warrants etc. 18 months from date of issuance

(f) Exercise price of any options, warrants etc - \$0.12

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: Not related.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

flow through

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. _____

_____ .

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 Multilateral Instrument 45-102.

2. Acquisition – not applicable

1. Provide details of the assets to be acquired by the Issuer (including the

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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) 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: _____

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:

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

7. 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. _____ .

8. 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. _____

9. 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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated January 7 2019

Kyle Appleby

Name of Director or Senior
Officer

"Kyle Appleby"

Signature

CFO

Official Capacity