

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 4, 2018.

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: 108,934,162

Date of News Release Announcing Private Placement: January 2, 2018

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.05

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 (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 relationship to Issuer (2)
PANGAEA FLOW-THROUGH GP INC. ITF PANGAEA FLOW-THROUGH FUND 2017 LIMITED PARTNERSHIP TORONTO ONTARIO	2,000,000	\$0.06	N/A	NI 45-106 (2.3)		21-Dec-17	Not related
ROBERT KRIEBLE	600,000	\$0.06	N/A	NI 45-106 (2.3)		21-Dec-17	Not related

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WESTMOUNT QUEBEC							
ROBERT DUNN MONTREAL QUEBEC	700,000	\$0.06	N/A	NI 45-106 (2.3)		21-Dec-17	Not related
ERIC BODNAR MONTREAL QUEBEC	100,000	\$0.06	N/A	NI 45-106 (2.3)		21-Dec-17	Not related
GRAVITAS SELECT FLOW THROUGH LP 2017 TORONTO ONTARIO	2,500,000	\$0.06	N/A	NI 45-106 (2.3)		21-Dec-17	Not related
DANIEL DOYON SHERBROOKE QUEBEC	100,000	\$0.06	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
JEAN-LUC GUATHIER VALDOR QUEBEC	100,000	\$0.06	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
JEAN DION NORANDA QUEBEC	300,000	\$0.06	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
DANIEL DROLET SHAWINIGAN QUEBEC	60,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Cathy Tremblay LATUQUE QUEBEC	30,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Nicolas Potvin LATUQUE QUEBEC	200,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Vincent Potvin LATUQUE QUEBEC	50,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Pierre Potvin LATUQUE QUEBEC	50,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Josée Boutet LATUQUE QUEBEC	80,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Jeannie Carrier LATUQUE QUEBEC	50,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Ghyslain Ouellet	50,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related

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LATUQUE QUEBEC							
Benoît Carrier LATUQUE QUEBEC	100,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Francis Carrier LATUQUE QUEBEC	100,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	
Martine Laflamme LATUQUE QUEBEC	100,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Constantin Triantopoulos LATUQUE QUEBEC	80,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Catherine Bergeron DRUMMOND QUEBEC	10,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Patrick Lavertu LATUQUE QUEBEC	10,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
SOCIETE EN COMMANDITE SUPER ACCREDITIVE RESSOURCES MINIERES MARQUEST QUEBEC 2017-17 MARQUEST MINING QUEBEC 2017-I SUPER FLOW THROUGH LP BY ITES GENERAL PARTNER MO QC 2017-I LP BY ITS GENERAL PARTNER MARQUEST FT INC. TORONTO ONTARIO	6,000,000	\$0.06	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Mi3 communications as M. Drolet ST THERESE QUEBEC	200,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Victore Cantore MONTREAL QUEBEC	2,000,000	\$0.05	N/A	NI 45-106 (2.3)		28-Dec-17	Not related
Rolande Ferlatte	100,000	\$0.05	N/A	NI 45-106 (2.3)		31-Dec-17	Not related

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MONTREAL QUEBEC							
Jocelyne Melaneon SHAWINIGAN QUEBEC	40,000	\$0.05	N/A	NI 45-106 (2.3)		31-Dec- 17	Not related
Bernard Gelinat SHAWINIGAN QUEBEC	40,000	\$0.05	N/A	NI 45-106 (2.3)		31-Dec- 17	Not related
Norman Brewster TORONTO ONTARIO	83,000	\$0.06	N/A	NI 45-106 (2.3)		31-Dec- 17	Not related

(1) date 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.

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.

1. Total amount of funds to be raised: \$916,480.
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. 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.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
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.

N/A
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 one half warrant
 - (b) Number: 3,350,000 Units, 12,483,000 FT units

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- (c) Price per security \$0.05 per Unit and \$0.06 per 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 - 3,350,000 from Units, and 6,241,500 from FT units .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 9,591,500.
- (c) Exercise price: (i) 0.10 for warrants from unit (ii) \$0.12 for warrants from FT units
- (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): none
- (b) Cash: TBD.
- (c) Securities: —
- (d) Other: N/A .
- (e) Expiry date of any options, warrants etc.

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(f) Exercise price of any options, warrants etc

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 shares, as part of flow through unit noted above

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 N/A

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: _____

(1) Indicate if Related Person

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. _____
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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 _____

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the last 12 months. _____

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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 4, 2018.

Kyle Appleby

Name of Director or Senior
Officer

"Kyle Appleby"

Signature

CFO

Official Capacity