

## FORM 13

### **NOTICE OF AMENDMENT OF WARRANT TERMS**

Name of Listed Issuer: **Hi Ho Silver Resources Inc.** (the "Issuer").

Trading Symbol: **HHS**

Date: **September 20, 2017**

Date of Press Release announcing amendment: **September 13, 2017 and September 20, 2017**

Closing price of underlying shares on the day prior to the announcement: **\$0.06**

Closing price of underlying shares at the time of issuance:

- **Date of issuance of warrants: September 27, 2016**  
**Closing price on issuance date: \$0.08**
- **Date of issuance of warrants: November 8, 2016**  
**Closing price on issuance date: \$0.08**
- **Date of issuance of warrants: January 17, 2017**  
**Closing price on issuance date: \$0.08**
- **Date of issuance of warrants: February 13, 2017**  
**Closing price on issuance date: \$0.08**
- **Date of issuance of warrants: June 12, 2017**  
**Closing price on issuance date: \$0.08**
- **Date of issuance of warrants: July 28, 2017**  
**Closing price on issuance date: \$0.08**

1. Current terms of warrants to be amended:

Date Issued	Issue Price	Exercise Price	Market Price of underlying shares	Number of Warrants	Expiry Date	Percentage of Warrant class held by Insiders
Sept. 27, 2016	\$0.10	\$0.30	\$0.06	3,420,026	Sept. 27, 2017	1.5%
Nov. 9, 2016	\$0.10	\$0.30	\$0.06	2,930,000	Nov. 9, 2017	0%
Jan. 17, 2017	\$0.10	\$0.30	\$0.06	545,000	Jan. 17, 2018	45.9%
Feb. 13, 2017	\$0.10	\$0.30	\$0.06	1,295,000	Feb. 13, 2018	23.2%
Jun. 12, 2017	\$0.10	\$0.30	\$0.06	500,000	Jun. 12, 2018	30.0%
Jul. 28, 2017	\$0.10	\$0.30	\$0.06	750,000	Jul. 28, 2018	60.26%
<b>TOTAL:</b>				<b>9,440,026</b>		

Pursuant to Policy 6, Section 7.4, Amendments are permitted provided that:

- a) The warrants are not listed for trading;
- b) The exercise price is higher than the current market price;
- c) No warrants have been exercised in the last 6 months;
- d) At least 10 trading days remain before expiry.

2. Amendment(s)

- a) Extension – amended expiry date: **One full year from the date of each issuance.**

*The term of a warrant may not extend past the date that would have been allowed on the date of issuance.*

- b) Repricing – amended exercise price: **\$0.20**

*If the amended price is below the market price of the underlying security at the time the warrants were issued, and following the amendment the exercise price is below the closing price of the underlying security for any\_10*

---

**FORM 13 – NOTICE OF AMENDMENT  
OF WARRANT TERMS**

January 2015  
Page 2

AC/5714998.2  
AC/5725000.2

*consecutive trading days by more than the permitted private placement discount, the term of the warrants must be amended to 30 days. The amended term must be announced by press release and Form 13 and the 30 day term will commence 7 days from the end of the 10 day period. See Policy 6 section 7.4 for details.*

**3. Amended terms of warrants:**

Date Issued	Issue Price	Exercise Price	Market Price of underlying shares	Number of Amended Warrants	Expiry Date	Percentage of Warrant class held by Insiders <sup>(1)</sup>
Sept. 27, 2016	\$0.10	\$0.20	\$0.06	3,420,026	Sept. 27, 2018	1.5%
Nov. 9, 2016	\$0.10	\$0.20	\$0.06	2,930,000	Nov. 9, 2018	0%
Jan. 17, 2017	\$0.10	\$0.20	\$0.06	545,000	Jan. 17, 2018	45.9%
Feb. 13, 2017	\$0.10	\$0.20	\$0.06	1,295,000	Feb. 13, 2019	23.2%
Jun. 12, 2017	\$0.10	\$0.20	\$0.06	500,000	Jun. 12, 2019	30.0%
Jul. 28, 2017	\$0.10	\$0.20	\$0.06	750,000	Jul. 28, 2019	60.26%
<b>TOTAL:</b>				<b>9,440,026</b>		

**(1) The current insiders of the Issuer hold more than 10% of the total number of warrants to be amended. Policy 6 of the Canadian Securities Exchange limits the number of warrants held by insiders permitted to amended to 10% of the total warrants to be amended, only a maximum of 10% of their warrants will be amended**

Listed Issuers must obtain appropriate corporate approvals prior to any change, modification or amendment of outstanding warrants or other convertible securities (including non-listed securities). The amendment of the terms of a warrant (or other security) may be considered to be the distribution of a new security under securities laws and require exemptions from legislative requirements. Furthermore, the amendment of the terms of a security held by an insider or a related party may be considered to be a related party transaction under Multilateral Instrument 61-101 and require exemptions from provisions of that rule. Issuers should consult legal counsel before amending the terms of a security.

#### 4. 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.
2. As of the date hereof there is no 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 Policy 1).
4. All of the information in this Form 13 Notice of Amendment of Warrant Terms is true.

Dated September 22, 2017

**Gary W. Jorgenson** \_\_\_\_\_

Name of Director or Senior  
Officer

*"Gary Jorgenson"* \_\_\_\_\_

Signature

**Director** \_\_\_\_\_

Official Capacity