FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Hi Ho Silver Resources Inc.(the “Issuer”).

Trading Symbol: HHS

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

**General Instructions**

1. Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
2. The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

# There are three schedules which must be attached to this report as follows:

# SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

# SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. **Related party transactions**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

1. A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
2. A description of the transaction(s), including those for which no amount has been recorded.
3. The recorded amount of the transactions classified by financial statement category.
4. The amounts due to or from Related Persons and the terms and conditions relating thereto.
5. Contractual obligations with Related Persons, separate from other contractual obligations.
6. Contingencies involving Related Persons, separate from other contingencies.

***Applicable from (a) to (f):***

* ***During the six months ended January 31, 2019, 960,000 units were issued to officers and management of the Company, and former offices and management of the Company as part of their management and consulting service agreements. The fair value assigned to the shares and warrants was $43,200 and $27,437 respectively.***
* ***As at January 31, 2019, the Company had a total of $53,700 (July 31, 2018 - $53,700) due to related parties which comprised of accrued consulting fees and $4,203 (July 31, 2018 - $4,203) due to related parties for expenses incurred on behalf of the Company. The balances due to related parties are non-interest bearing, unsecured and payable on demand.***
* ***As at January 31, 2019, two officers of the Company have entered into a deferred compensation arrangement in the form of loan agreements with the Company under which the Company loaned each of them $112,500 to be used for the exercise of stock options. Each loan will be forgiven if the borrower continues to be an officer of the Company for two years from the date of the loan. No interest is payable under the loan agreements.***
* ***One officer resigned on July 9, 2018 and as a result, the Company has recorded a loan receivable of $112,500. Furthermore, as the remaining loan includes characteristics of compensation, the Company has recorded compensation expense of $19,237 which represents deferred compensation over the period of the loan forgiveness. As at January 31, 2019, the Company has recorded a deferred compensation balance of $93,263 as a long-term deferred charge which will be wholly settled beyond 12 months from the date of the statement of financial position.***

***Key management compensation***

***The Company considers its directors and officers to be key management personnel and compensation earned by key management for the six months ended January 31, 2019 and 2018 as follows:***

***Consulting fees, salaries and benefits: $160,637; shared based payments $269,479.***

1. **Summary of securities issued and options granted during the period.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

1. summary of securities issued during the period,

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Date of Issue** | **Type of Security (common shares, convertible debentures, etc.)** | **Type of Issue (private placement, public offering, exercise of warrants, etc.)** | Number | **Price** | **Total Proceeds** | **Type of Consideration (cash, property, etc.)** | **Describe relationship of Person with Issuer (indicate if Related Person)** | **Commission Paid** |
| August 31, 2018 | Common shares | Non-brokered private placement | 220,000 | $0.10 (deemed) | 22,000 | Cash | Arm’s length | N/A |
| August 31, 2018 | Common shares and warrants | Shares for services | 200,000 | $0.10 (deemed) |  20,000 | Services | William Jorgenson – CFO & CEO, Chairman, Director | N/A |
| August 31, 2018 | Common shares and warrants | Shares for services | 40,000 | $0.10 (deemed) |  4,000 | Services | Stewart Jackson - Certified Geologist, Tech Advisor | N/A |
| August 31, 2018 | Common shares and warrants | Shares for services | 120,000 | $0.10 (deemed) |  12,000 | Services | Milan Gubash - Director | N/A |
| August 31, 2018 | Common shares and warrants | Shares for services | 40,000 | $0.10 (deemed) |  4,000 | Services | Nicola Soles - Consultant | N/A |
| August 31, 2018 | Common shares and warrants | Shares for services | 160,000 | $0.10 (deemed) | 16,000 | Services | Steve Jorgenson – President Director | N/A |
| August 31, 2018 | Common shares and warrants | Shares for services | 60,000 | $0.10 (deemed) | 6,000 | Services | Kevin Jorgenson – Vice President Director | N/A |
| August 31, 2018 | Common shares and warrants | Shares for services | 140,000 | $0.10 (deemed) | 14,000 | Services | Dennis Jorgenson – Director | N/A |
| November 11, 2018 | Common shares | Issued for property acquisition | 2,500,000 | $0.05 | 125,000 | Mineral property | Arm’s length | N/A |
| January 31, 2019 | Common shares and warrants | Shares for services | 250,000 | $0.10 (deemed) |  25,000 | Services | William Jorgenson – CFO & CEO, Chairman, Director | N/A |
| January 31, 2019 | Common shares and warrants | Shares for services | 250,000 | $0.10 (deemed) | 25,000 | Services | Steve Jorgenson – President Director | N/A |
| January 31, 2019 | Common shares and warrants | Shares for services | 50,000 | $0.10 (deemed) |  5,000 | Services | Nicola Soles - Consultant | N/A |
| January 31, 2019 | Common shares and warrants | Shares for services | 150,000 | $0.10 (deemed) |  15,000 | Services | Milan Gubash - Director | N/A |
| January 31, 2019 | Common shares and warrants | Shares for services | 150,000 | $0.10 (deemed) | 15,000 | Services | Kevin Jorgenson – Vice President Director | N/A |
| January 31, 2019 | Common shares and warrants | Shares for services | 50,000 | $0.10 (deemed) | 5,000 | Services | Dennis Jorgenson – Director | N/A |
| January 31, 2019 | Common shares | Returned to treasury | (4,000,000) | $0.01 | (40,000) | N/A | Arm’s length | N/A |

1. summary of options granted during the period,

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Date | **Number** | **Name of Optionee****if Related Person****and relationship** | **Generic description of other Optionees** | **Exercise Price** | **Expiry Date** | **Market Price on date of Grant** |
| November 1, 2018 | 2,500,000 | William Jorgenson – CFO & CEO, Chairman, Director | Directors, officers, and consultants | $0.06 | November 1, 2023 | $0.06 |
| November 1, 2018 | 1,000,000 | Steve Jorgenson – President Director | Directors, officers, and consultants | $0.06 | November 1, 2023 | $0.06 |
| November 1, 2018 | 1,000,000 | Kevin Jorgenson – Vice President Director | Directors, officers, and consultants | $0.06 | November 1, 2023 | $0.06 |
| November 1, 2018 | 300,000 | ACM Management Inc. - Consultant | Directors, officers, and consultants | $0.06 | November 1, 2023 | $0.06 |
| November 1, 2018 | 400,000 | Gary Reid - Consultant | Directors, officers, and consultants | $0.06 | November 1, 2023 | $0.06 |

1. **Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

1. description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

|  |  |
| --- | --- |
| **Description** | **Number Authorized** |
| Common Shares | Unlimited |

1. number and recorded value for shares issued and outstanding,

|  |  |  |
| --- | --- | --- |
| **Description** | **Number Issued and Outstanding** | **Value** |
| Common Shares | 55,172,804 | $13,728,658 |

1. description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

***Summary of Options:***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Grant Date** | **Number of options outstanding** | **Expiry date** | **Exercise price** | **Fair Value recorded at Grant Date** |
| July 28, 2017 | 1,000,000 | July 28, 2022 | $ | 0.075 | $ 75,000 |
| October 30, 2017 | 525,000 | October 31, 2022 | $ | 0.040 | $ 21,000 |
| March 28, 2018 | 500,000 | March 19, 2023 | $ | 0.050 | $ 26,943 |
| November 1, 2018 | 5,200,000 | November 1, 2023 | $ | 0.060 | $ 311,398 |
| **Total** | **7,225,000** |  |  |  |  |

***Summary of Warrants:***



1. number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

***There were no shares issued subject to escrow or pooling agreements or any other restriction on transfer.***

1. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

***Directors: William Jorgenson, Milan Gubash, Steven Jorgenson, Dennis Jorgenson***

***Officers: William Jorgenson (CEO CFO, Chairman), Steve Jorgenson (President), Stewart Jackson (Certified Geologist, Tech Advisor) and Kevin Jorgenson (Vice President).***

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.

**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 Quarterly Listing Statement.
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 CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated April 1, 2019 .

 William Jorgenson
Name of Director or Senior Officer

 *“William Jorgenson”*
Signature

Director and CEO
Official Capacity

***Issuer Details***

|  |  |  |
| --- | --- | --- |
| Name of Issuer:Hi Ho Silver Resources Inc. | For Quarter Ended:January 31, 2019 | Date of Report: (YY/MM/DD) 19/04/01 |
| Issuer Address:PO Box 21199, Maple Ridge Square |
| City/Province/Postal Code:Maple Ridge, British Columbia, V2X 1P7 | Issuer Fax No.: | Issuer Telephone No.:(778) 989-0770 |
| Contact Name:William Jorgenson | Contact Position:CEO | Contact Telephone No.:(778) 989-0770 |
| Contact Email Address:bcsprinterimports@gmail.com  | Web Site Address:<http://www.hihoresources.com/>  |