FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities[1])

Name of Listed Issuer:	Symbol(s):
Platinex Inc. ("the Issuer" or "Platinex")	**PTX**

Date: **February 14, 2023** Is this an updating or amending Notice: x☐Yes ☐No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 203,585,265.

Pricing

Date of news release announcing proposed issuance: February 6, 2023.

Date of confidential request for price protection: January 27, 2023 which was $0.04

Closing Market Price on Day Preceding the news release: $0.045 or

Day preceding request for price protection: $0.045

Closing

Number of securities to be issued: Up to 59,722,222 common shares.

Issued and outstanding securities following issuance: 263,307,487.

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
Ontario	1	$0.04	$942,000
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

[**Total number of subscribers to be determined**]

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**	**TotalSecurities Previously Owned, Controlled or Directed**	**Payment Date(1)**	**Describe relations-hip to Issuer (2)**

[1]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.

1. Total amount of funds to be raised**: Up to $2,500,000**, **consisting of up to $1,500,000 of non-flow-through units ("Units") and $1,000,000 of flow-through units ("FT Units").**

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**. The gross proceeds of the FT Offering will be used by Platinex to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada) (the "Qualifying Expenditures") related to the gold projects including the Shining Tree Properties and Swayze Properties on or before December 31, 2023. All Qualifying Expenditures will be renounced in favour of the subscribers effective December 31, 2023. The gross proceeds will also be used for general corporate purposes.**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ _____ .

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.

5. Description of securities to be issued: **Platinex will conduct a non-brokered private placement raising up to $1,500,000 of units ("Units") at a price of $0.04 per Unit (the "Non FT Offering"). Each Unit shall be comprised of one common share of the Issuer and one half of one common share purchase warrant, with each whole warrant exercisable into one common share of the Issuer at a price of $0.055 for a period of 60 months from the date of issue.**

   (a) Class: **Common**.

   (b) Number: **Up to 37,500,000 Units**.

   (c) Price per security: **$0.04 per Unit**.

(d) Voting rights: **One vote per common share.**

6. Description of securities to be issued: **Platinex will conduct a non-brokered private placement of flow-through units for up to an additional $1,000,000 (the "FT Offering") at a price of $0.045 per FT Unit (the "FT Units"). Each FT Unit will be comprised of one common share of Platinex to be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) and one half of one common share purchase warrant. and one half of one common share purchase warrant, with each whole warrant exercisable into one common share of the Issuer at a price of $0.055 for a period of 60 months from the date of issue.**

7.

(a) Class: **FT Units**

(b) Number: **22,222,222 FT Units**

(c) Price per security: **$0.045 per FT Unit**.

(d) Voting rights: **One vote per common share.**

8. Provide the following information if warrants, (options) or other convertible securities are to be issued.

(a) Number: **Up to 18,750,000 warrants pursuant to the Non FT Offering and up to 11,111,111 warrants pursuant to the FT Offering.**

(b) Number of securities eligible to be purchased on exercise of warrants (or options**): Up to 29,861,111, consisting of 18,750,000 shares issuable pursuant the exercise of warrants under the Non FT Offering and up to 11,111,111 shares issuable pursuant to the exercise of warrants under the FT Offering.**

(c) Exercise price: **$0.055 per share.**

(d) Expiry date: **At any time on or before the date which is 60 months from the date of issuance.**

9. Expiry date: Provide the following information if debt securities are to be issued:

(a) Aggregate principal amount _____ .

(b) Maturity date _____ .

(c) Interest rate _____ .

(d) Conversion terms _____ .

(e) Default provisions _____ .

10. 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): _____ .

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____ .

(f) Exercise price of any options, warrants etc. _____ .

11. 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

_____ .

12. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

The common shares comprising, in part, the FT Units are "flow-through" shares pursuant to the Income Tax Act (Canada). The Warrants will be subject to an acceleration clause requiring the exercise of the Warrants if the Platinex share price closes on the CSE at $0.15 or greater for 20 consecutive trading days.

13. State whether the private placement will result in a change of control.

No.

14. 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. _____
_____
_____ .

15. 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.

Part 2. Acquisition

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:

(A) On February 26 2023, the Issuer announced that it has entered into a binding heads of agreement dated February 5, 2023 (the "Agreement") with Fancamp Exploration Ltd. ("Fancamp") (TSXV: FNC) with respect to advancing the exploration and development of certain gold mineral properties owned by the parties located in Ontario in the Timmins mining camp (the "Transaction"). The Transaction includes several components, pursuant to which (i) Platinex and Fancamp will transfer certain mining properties which they currently hold to South Timmins Mining Inc. ("Goldco"), currently a 100% wholly owned subsidiary of Platinex; (ii) enter into a shareholders' agreement respecting the operations of Goldco; (iii) Platinex will conduct a non-brokered private placement of flow-through units; and (iv) Platinex will conduct a private placement of non-flow-through units, of which Fancamp will subscribe for 9.5% of the issued and outstanding shares of Platinex, all as more particularly described below.

(B) <u>Details of the Transaction</u>:

(1) <u>Property Transfers</u>

Platinex will transfer its district scale Shining Tree gold mineral project located in the Shining Tree District of Ontario, consisting of 1,136 unpatented mining claims and one mining lease to Goldco in consideration for receiving 75% of the issued and outstanding shares of Goldco. Fancamp will transfer to Goldco (i) its Heenan Mallard gold properties located in the Swayze Greenstone gold belt adjacent to Côté Gold Deposit in Northern Ontario, consisting of 296 unpatented mining claims; and (ii) its Dorothy Gold project located adjacent to Dynasty Gold's Thundercloud Project in NW Ontario, in consideration for receiving 25% of the issued and outstanding shares of Goldco. Fancamp will have an option to increase its shareholding to 50%, as more particularly described in the Press Release dated February 6, 2023 (the "Press Release").

(2) Goldco Operations and Shareholders' Agreement

Platinex and Fancamp will enter into a shareholders' agreement with respect to their ownership interests in Goldco (the "Shareholders' Agreement"). For more information about the Shareholders' Agreement, please see the Press Release.

(3) Platinex Financings

Platinex will conduct a non-brokered private placement of non-flow-through units and a non-brokered private placement of flow-through units, as more particularly described above.

(4) Other Transaction details:

Fancamp will advance an additional sum of $130,000 to Goldco, as more particularly described in the Press Release.

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:

Please see response above.

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: **N/A.**

(b) Cash: **N/A.**

(c) Securities (including options, warrants etc.) and dollar value: **N/A.**

(d) Other: **N/A.**

(e) Expiry date of options, warrants, etc. if any**: N/A.**

(f) Exercise price of options, warrants, etc. if any: **N/A.**

(g) Work commitments: **N/A.**

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): **Arm's length negotiation.**

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Arm's length negotiation.**

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: **See above, Part I – Private Placement.**

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **Arm's length negotiation and due diligence. The Issuer has relied upon representations and warranties as to right, title and interest in the gold mineral properties by Fancamp in the Agreement.**

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**): N/A.**

(b) Cash **N/A.**

(c) Securities **N/A.**

(d) Other **N/A.**

(e) Expiry date of any options, warrants etc. **N/A.**

(f) Exercise price of any options, warrants etc**. N/A.**

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. **N/A.**

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. **N/A.**

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

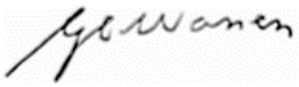
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated February 9th, 2023.

Graham C. Warren

Name of Director or Senior Officer



Signature

Chief Financial officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

-
- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.