

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Please complete the following:

Name of Listed Issuer: Bunker Hill Mining Corp. (the "Issuer").

Trading Symbol: BNKR

Date: August 21, 2019.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: n/a.

Issued and Outstanding Securities of Issuer Prior to Issuance: 39,580,396.

Date of News Release Announcing Private Placement: July 18, 2019, August 01, 2019

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.06

**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	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date <sup>(1)</sup>	Describe relationship to Issuer <sup>(2)</sup>
Shaun Bunn & Associates City Beach, WA 6015 Australia	200,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	200,000	August 12, 2019	Arm's Length
Bernardo Alvarez Calderon Lima, Peru	1,600,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	1,600,000	August 12, 2019	Arm's Length

Front Street Management Inc. Toronto, ON	300,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	300,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Bluesky FZE Fujairah United Arab Emirates	5,000,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	5,000,000	August 12, 2019	Arm's Length
Credo Capital PLC Liverpool L3 1LL United Kingdom	4,200,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	4,200,000	August 12, 2019	Arm's Length
Julian Siucho Apac Lima, Peru	2,000,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	2,000,000	August 12, 2019	Arm's Length
Anita Bailey Mississauga, ON L5N 2C8	110,000	CAD\$0.05		NI 45-106 2.5 [Friends and Family] e	110,500	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Helga Fairhurst Pickering, ON L1V 3P3	186,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	190,700	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Nickolas Konkin, Toronto, ON	300,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] k	314,533	August 12, 2019	Arm's Length
Jose Alberto Vizquerra Benavides, Toronto, ON	400,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] k	400,000	August 12, 2019	Arm's Length
Greg Kuenzel, Teddington SW1X 8N3 United Kingdom	1,000,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	1,000,000	August 23, 2019	Arm's Length
Richard David Straker-Smith	1,000,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	2,000,000	August 12, 2019	Arm's Length

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London SW1X 8NE United Kingdom							
Clive Roberts  Carmarthenshi re SA198EL, United Kingdom	2,000,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	2,000,000	August 12, 2019	Arm's Length
James Sheehan  London, E2 7SA. United Kingdom	1,000,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	1,000,000	August 12, 2019	Arm's Length
Ashton Clanfield.  Herts SG9 0AZ, United Kingdom	1,000,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	1,000,000	August 12, 2019	Arm's Length
Gunsynd PLC  London, SE1 1HH, United Kingdom	600,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	600,000	August 12, 2019	Arm's Length
Andrew Gutmann  Orpington, BR6 0ED, United Kingdom	600,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	600,000	August 12, 2019	Arm's Length
Sebastien de Montessus London, W8 7NA, United Kingdom	1,333,334	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	1,333,334	August 12, 2019	Arm's Length
Sipaju S.a.r.l. L-2530 Luxembourg	1,333,334	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	1,333,334	August 12, 2019	Arm's Length
Guillaume Clignet United Arab Emirates	1,333,334	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	1,333,334	August 12, 2019	Arm's Length

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Charles Vaughan London W6 0BP, United Kingdom	200,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	200,000	August 12, 2019	Arm's Length
Vera Shymchyk  East St. Paul, MB R2E 0C3	180,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] k	180,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Daniel John Lindsay  Winnipeg, MB R3A 0B3	360,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	390,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Robert John Bell  Toronto, ON M6S 3H9	60,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	100,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Robert Shore  Vancouver, BC V6J 2A1	500,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] k	500,000	August 12, 2019	Arm's Length
Elena Yelizarov  Richmond, BC V7E 2A4	100,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] k	100,000	August 12, 2019	Arm's Length
Harold Roy Shipes Tucson, Arizona	60,000	CAD\$0.05		OSC Rule 72-503 [Distributions Outside Canada]	65,100	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Judd Ekdahl Winnipeg, MB R3M 0J5	20,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	20,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length

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Alka Singh Toronto, ON M5J 1J5	40,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	40,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Ivars Azis Toronto, ON M4V 1N5	25,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	25,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Madlen Reid Toronto, ON M6S 4E9	90,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	100,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Olin Reid Toronto, ON M6S 4E9	90,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor]	100,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
John DiGirolamo Toronto, ON M5V 3W6	22,500	CAD\$0.05		NI 45-106 2.3 [Accredited investor]	22,500	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Julio DiGirolamo Toronto, ON M5E 0A7	22,500	CAD\$0.05		NI 45-106 2.3 [Accredited investor]	155,000	August 12, 2019 (the Common Shares are issued as settlement of indebtedness; See subitem 4 below for details)	Arm's Length
Bruce Reid	420,660	CAD\$0.05		NI 45-106 2.3 [Accredited investor]	6,053,338	August 20, 2019 (the Common Shares are issued	Arm's Length

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Toronto, Ontario M6S 4E9						as settlement of indebtedness; See subitem 4 below for details)	
Shaun Gibson Vancouver, British Columbia V67 1B3	2,000,000	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	2,000,000	August 23, 2019	Arm's Length
Wayne Parsons, London, ON	813,338	CAD\$0.05		NI 45-106 2.3 [Accredited investor] j	2,413,338	August 23, 2019	Insider

(1) Indicate 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.

<sup>1</sup>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: \$1,500,000 (the "Offering").
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. Lease and other payments required to keep the Issuer's option interest in Bunker Hill Mine in good standing, for further development of the Bunker Hill Mine, debt reduction and for general corporate and 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.

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the Issuer has reached an agreement with following of its creditors in respect of settling indebtedness to each, as indicated below through the issuance of Common Shares pursuant to the Offering, in satisfaction of the indebtedness as indicated in each case:

- Front Street Management Inc., in respect of \$ 15,000.00 owed in connection with fees for legal services previously provided to the Issuer;
- Anita Bailey in respect of \$5,500.00 owed in connection with fees for legal services previously provided to the Issuer and in connection with indebtedness acquired by Anita Bailey from a creditor of the Issuer.
- Helga Fairhurst in respect of \$ 9,300.00 owed in connection with fees for legal services previously provided to the Issuer and in connection with indebtedness acquired by Helga Fairhurst from a creditor of the Issuer.
- Nick Konkin in respect of \$15,000 owed in connection with fees for legal services previously provided to the Issuer;
- Vera Shymchyk in respect of \$9,000.00 indebtedness acquired by Vera Shymchyk form a creditor of the Issuer;
- Daniel John Lindsay in respect of \$18,000.000 indebtedness acquired by Daniel John Lindsay form a creditor of the Issuer;
- Robert John Bell in respect of \$ 3,000.00 indebtedness acquired by Robert John Bell form a creditor of the Issuer;
- Harold Roy Shipes in respect of \$3,000.00 indebtedness acquired by Harold Roy Shipes form a creditor of the Issuer;
- Judd Ekdahl in respect of \$1,000.00 indebtedness acquired by Judd Ekdahl form a creditor of the Issuer;
- Alka Singh in respect of \$2,000.00 indebtedness acquired by Alka Singh form a creditor of the Issuer;
- Ivars Azis in respect of \$1,250.00 indebtedness acquired by Ivars Azis form a creditor of the Issuer;
- Madlen Reid in respect of \$4,500.00 indebtedness acquired by Madlen Reid form a creditor of the Issuer;
- Olin Reid in respect of \$4,500.00 indebtedness acquired by Olin Reid form a creditor of the Issuer;

- John DiGirolamo in respect of \$1,250.00 indebtedness acquired by John DiGirolamo form a creditor of the Issuer;
- Julio DiGirolamo in respect of \$1,250.00 indebtedness acquired by Julio DiGirolamo form a creditor of the Issuer;
- Bruce Reid in respect of \$ 21,033.00 owed in connection with fees for legal services previously provided to the Issuer;

The settlement agreements in respect of these indebtedness are attached to this form as schedule "A"

5. Description of securities to be issued:

- (a) Class: Common shares ("**Common Share**") \_\_\_\_\_ .
- (b) Number: 30,000,000 \_\_\_\_\_ .
- (c) Price per security \$0.05 \_\_\_\_\_ .
- (d) Voting rights one vote per Common Share: one vote per common share \_\_\_\_\_ .

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

- (a) Number: N/A \_\_\_\_\_ .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): N/A \_\_\_\_\_ .  
\_\_\_\_\_ .
- (c) Exercise price: N/A \_\_\_\_\_ .
- (d) Expiry date: N/A \_\_\_\_\_ .

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount N/A \_\_\_\_\_ .
- (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): in connection with the Offering advisory compensation being paid to Sebastian Marr a resident in United Kingdom through the issuance of 1,912,000 compensation units ("Compensation Units").

(b) Cash \$N/A.

(c) Securities 1,912,000 Compensation Units, with each Compensation Units consisting of one common share and one non-transferable compensation warrant. Each compensation warrant is exercisable into a common share at an exercise price of \$0.05 for 24 months.

(d) Other N/A.

(e) Expiry date of any options, warrants etc. 24 months from the date of issuance.

(f) Exercise price of any options, warrants etc. \$0.05.

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 Sebastian Marr is a related person to the Corporation, as prior to the completion of the Offering Sebastian Marr held 8,763,200 common shares and 8,763,200 warrants exercisable into common shares or approximately 36.25% of the then issued and outstanding common shares of the Company calculated on the partially diluted basis.

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

N/A.

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

NO.

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. N/A

12.

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 National Instrument 45-102.

## 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: N/A

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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: N/A

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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: \_\_\_\_\_

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: N/A

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:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A

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, address. 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

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

Dated August 21, 2019

John Ryan  
Name of Director or Senior  
Officer

/signed: "John Ryan"/  
Signature

Chief Financial Officer  
Official Capacity

**Schedule "A"**

Set-off agreements in respect of debt settled through the issuance of common shares of  
Bunker Hill Mining Corp.

[see attached]