

## 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: **BIRD RIVER RESOURCES INC. (the "Issuer")**

Trading Symbol: **BDR**

Date: **February 16, 2018**

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: **57,900,934**

Date of News Release Announcing Private Placement: **February 12, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.14**

**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 (1)	Describe relationship to Issuer (2)
N/A							

(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: \_\_\_\_\_

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.
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3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:
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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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5. Description of securities to be issued:
- (a) Class: \_\_\_\_\_
  - (b) Number: \_\_\_\_\_
  - (c) Price per security: \_\_\_\_\_
  - (d) Voting rights: \_\_\_\_\_
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: \_\_\_\_\_
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) \_\_\_\_\_
  - (c) Exercise price \_\_\_\_\_
  - (d) Expiry date \_\_\_\_\_
7. 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: \_\_\_\_\_
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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)
- \_\_\_\_\_
- (b) Cash: \_\_\_\_\_
- (c) Securities: \_\_\_\_\_
- (d) Other: \_\_\_\_\_
- (e) Expiry date of any options, warrants etc.: \_\_\_\_\_
- (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
- \_\_\_\_\_
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- \_\_\_\_\_
11. State whether the private placement will result in a change of control.
- \_\_\_\_\_
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 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:

**The Issuer entered into a definitive agreement with the owners of High Point Oil Inc. ("High Point") of Calgary, Alberta to acquire all of the issued capital of High Point by way of a share exchange of common shares (the "Acquisition"). High Point is a private Alberta company specializing in the exploration and development of conventional light oil reserves in an area of focus characterized by extensive infrastructure and product markets. High Point has acquired and interpreted approximately 170 square miles of contiguous 3D seismic in its area of focus. Predicated upon these interpreted results, High Point has acquired prospective lands and mineral leases and will initiate a drilling program in the first quarter of 2018.**

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:

**Pursuant to the share exchange agreement dated February 9, 2018 (the "Share Exchange Agreement") among the Issuer High Point, and the shareholders of High Point, the Issuer shall acquire all of the issued and outstanding shares of High Point (the "Purchased Shares"). In consideration for the Purchased Shares, the Issuer issued to the shareholders of High Point (the "High Point Shareholders") an aggregate of 55,172,124 Common Shares at a deemed value of \$0.10 per Common Share. The Acquisition is an arm's length transaction and upon completion of the Acquisition, High Point would become a wholly-owned subsidiary of the Issuer. The share exchange will not result in a "reverse takeover" of the Issuer, nor will it result in a new controlling shareholder group.**

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: **\$5,517,212**
  - (b) Cash: **N/A**
  - (c) Securities (including options, warrants etc.) and dollar value:

**55,172,124 common shares at a deemed value of \$0.10 per share and 2,958,480 common share purchase warrants.**

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

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

**467,600 warrants expire on November 10, 2019;**

**560,000 warrants expire on December 15, 2019; and**

**1,930,880 warrants expire on June 5, 2019.**

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

**1,027,600 warrants exercisable at \$0.0714 per common share; and 1,930,880 warrants exercisable at \$0.00357 per common share.**

(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:

**Review of third party reserve reports, analysis of data base of seismic data covering a broad area of Alberta, and assessment of High Point well targets to be drilled in 2018.**

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>
See Schedule "A" attached						

(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:

**Customary representation and warranties of title under Share Exchange Agreement and management due diligence.**

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):

**First Republic Capital Corporation**  
**55 University Avenue, Suite 1003**  
**Toronto, ON M5J 2H7**

- (b) Cash: **N/A** .
- (c) Securities: **2,728,776 common shares of the Issuer** .
- (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.

**First Republic Capital Corporation is arm's length to the Issuer.**

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 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: February 16, 2018

John V Tokarsky  
Name of Director or Senior Officer

(signed) John V Tokarsky  
Signature

Chief Financial Officer  
Official Capacity



**BIRD RIVER RESOURCES INC.**  
**CSE – FORM 9 – FEBRUARY 13, 2018**

<b>Full Name &amp; Residential Address of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price (if Applicable)</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed</b>	<b>Payment Date(1)</b>	<b>Describe relationship to Issuer (2)</b>
Richfield Oils Inc. AB, Canada	9,800,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Ty Pfeifer AB, Canada	12,833,324	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Accretive Capital Corp. ON, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	300,000	February 9, 2017	N/A
Brent Todd BC, Canada	1,190,000	\$0.10		Sec. 2.3 of NI 45-106	200,000	February 9, 2017	N/A
David Stadnyk BC, Canada	1,400,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Gordon Holmes Thailand	1,400,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Ixatog Investments Inc. ON, Canada	1,400,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Margaret Barron ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	150,000	February 9, 2017	N/A
Scott Kelly ON, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
2411763 Ontario Inc. ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Barry M. Polisuk Professional Corporation ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A

<b>Full Name &amp; Residential Address of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price (if Applicable)</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed</b>	<b>Payment Date(1)</b>	<b>Describe relationship to Issuer (2)</b>
Chung Ming Leung ON, Canada	140,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Danny Deadlock AB, Canada	420,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
First Republic Holdings Corporation ON, Canada	560,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
George Tsafalas BC, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Darren Carrigan QC, Canada	980,000	\$0.10		Sec. 2.3 of NI 45-106	100,000	February 9, 2017	N/A
Donal Carroll ON, Canada	2,800,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	(I)
Mary Anne Alton QC, Canada	896,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Masha Posen ON, Canada	420,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Plazacorp Investments Limited ON, Canada	1,400,000	\$0.10		Sec. 2.3 of NI 45-106	1,000,000	February 9, 2017	N/A
Richard Buzbuzian ON, Canada	1,120,000	\$0.10		Sec. 2.3 of NI 45-106	400,000	February 9, 2017	N/A
SCM Investment LP ON, Canada	1,400,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Wade Brillon AB, Canada	2,335,200	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A

<b>Full Name &amp; Residential Address of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price (if Applicable)</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed</b>	<b>Payment Date(1)</b>	<b>Describe relationship to Issuer (2)</b>
Zeeshan Saeed ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Boswell Projects Inc. ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Andrew and Gloria Durkacz ON, Canada	560,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Jeff Renwick ON, Canada	140,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Sheldon Inwentash ON, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	500,000	February 9, 2017	N/A
Fortius Research and Trading Corp. ON, Canada	980,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Songlee Lee ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	100,000	February 9, 2017	N/A
Mario Vetro BC, Canada	560,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Dr. Kalpesh Kotecha ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
W. Howard Blacker AB, Canada	747,600	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Anthony Durkacz ON, Canada	714,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Deborah Chamitoff BC, Canada	140,000	\$0.10		Sec. 2.3 of NI 45-106	100,000	February 9, 2017	N/A

<b>Full Name &amp; Residential Address of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price (if Applicable)</b>	<b>Prospectus Exemption</b>	<b>No. of Securities, directly or indirectly, Owned, Controlled or Directed</b>	<b>Payment Date(1)</b>	<b>Describe relationship to Issuer (2)</b>
Gurdass Singh ON, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Johnny Markovina BC, Canada	140,000	\$0.10		Sec. 2.3 of NI 45-106	75,000	February 9, 2017	N/A
Juniper Currie BC, Canada	70,000	\$0.10		Sec. 2.3 of NI 45-106	50,000	February 9, 2017	N/A
Eric Weiss ON, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Hongxia Sun ON, Canada	336,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Jesse Kaplan ON, Canada	350,000	\$0.10		Sec. 2.3 of NI 45-106	200,000	February 9, 2017	N/A
Erick Underwood ON, Canada	280,000	\$0.10		Sec. 2.3 of NI 45-106	300,000	February 9, 2017	N/A
Jason Gold ON, Canada	210,000	\$0.10		Sec. 2.3 of NI 45-106	200,000	February 9, 2017	N/A
Karim Chagan ON, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	200,000	February 9, 2017	N/A
Phillip Patterson ON, Canada	840,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Richard Goldstein ON, Canada	700,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Robert Beliak ON, Canada	350,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
Yisrael Dov Meyer ON, Canada	350,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A

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(1)	Describe relationship to Issuer (2)
Zeke Kaplan ON, Canada	350,000	\$0.10		Sec. 2.3 of NI 45-106	0	February 9, 2017	N/A
	<b>55,172,124</b>						