

## 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: Hadley Mining Inc. (the "Issuer").

Trading Symbol: HM .

Date: November 6, 2017 .

Is this an updating or amending Notice:  Yes  No

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

Issued and Outstanding Securities of Issuer Prior to Issuance: 7,083,336 .

Date of News Release Announcing Private Placement:  
August 16, 2017 .

Closing Market Price on Day Preceding the Issuance of the News Release: 0.95  
(August 15, 2017)

**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)
Stanley W Steed	50,000	0.50		NI 2.3	<10%		Arms-Length
Carl Macaulay	100,000	0.50		NI 2.3	<10%		Arms-Length
Don Macaulay	80,000	0.50		NI 2.3	<10%		Arms-Length
Jeff Crouse	200,000	0.50		NI 2.3	<10%		Arms-Length
James Atkinson	50,000	0.50		NI 2.3	<10%		Arms-Length
Victoria Johnstone	40,000	0.50		NI 2.3	<10%		Arms-Length
David Howard Geen	20,000	0.50		NI 2.3	<10%		Arms-Length
Eleanor Doreen Geen	20,000	0.50		NI 2.3	<10%		Arms-Length
James E Eccott	50,000	0.50		NI 2.3	<10%		Arms-Length
Jeff Leland	20,000	0.50		NI 2.3	<10%		Arms-Length
Kiri Noel Geen	20,000	0.50		NI 2.3	<10%		Arms-Length

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Thi Bich Van Hoang	50,000	0.50		NI 2.3	<10%		Arms-Length
Vlodko & Mera Barchuk	4,000	0.50		NI 2.3	<10%		Arms-Length
Platinum Capital Corp	100,000	0.50		NI 2.3	<10%		Arms-Length
Dustin Gillanders	50,000	0.50		NI 2.3	<10%		Arms-Length
Roland Schemel	70,000	0.50		NI 2.3	<10%		Arms-Length
Robert A Feely	10,000	0.50		NI 2.3	<10%		Arms-Length
John Prentice	30,000	0.50		NI 2.3	<10%		Arms-Length
Sun Tzu Ventures Inc	30,000	0.50		NI 2.3	<10%		Arms-Length
Amy Wheatley	100,000	0.50		NI 2.3	<10%		Arms-Length
Brent Hahn	100,000	0.50		NI 2.3	<10%		Arms-Length
Angela Bowdring	20,000	0.50		NI 2.3	<10%		Arms-Length
Leslie Durmmon	4,000	0.50		NI 2.3	<10%		Arms-Length
Kevin Houlden	100,000	0.50		NI 2.3	<10%		Arms-Length
Eugene Beukman	20,000	0.50		NI 2.3	<10%		Arms-Length

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Executive Management Solutions Ltd	20,000	0.50		NI 2.3	<10%		Arms-Length
Burton Egger	100,000	0.50		NI 2.3	<10%		Arms-Length
William Pettigrew	20,000	0.50		NI 2.3	<10%		Arms-Length
McMillan Strategies	10,000	0.50		NI 2.3	<10%		Arms-Length
Matthew Shestalo	10,000	0.50		NI 2.3	<10%		Arms-Length
Amanda Condic	40,000	0.50		NI 2.3	<10%		Arms-Length
Wanda Halpert	10,000	0.50		NI 2.3	<10%		Arms-Length
Kameron Kwan	40,000	0.50		NI 2.3	<10%		Arms-Length
Bryce Lang	10,000	0.50		NI 2.3	<10%		Arms-Length
Silvercrest Ventures	130,000	0.50		NI 2.3	<10%		Arms-Length
Donna Lynn Wigen	60,000	0.50		NI 2.3	<10%		Arms-Length
James Robert Wigen	20,000	0.50		NI 2.3	<10%		Arms-Length
SS Investment Group Inc.	70,000	0.50		NI 2.3	<10%		Arms-Length
49th Parallel North Developments Ltd.	100,000	0.50		NI 2.3	<10%		Arms-Length

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Minh Tien Ta	20,000	0.50		NI 2.3	<10%		Arms- Length
Harmander Chowdry	20,000	0.50		NI 2.3	<10%		Arms- Length
Justin Pinkham	40,000	0.50		NI 2.3	<10%		Arms- Length
Daniel Knowles	30,000	0.50		NI 2.3	<10%		Arms- Length
Philip McAlary	20,000	0.50		NI 2.3	<10%		Arms- Length
Jesse Chan	10,000	0.50		NI 2.3	<10%		Arms- Length
Cheyenne Gegenfurtner	10,000	0.50		NI 2.3	<10%		Arms- Length
Richard Grieve	20,000	0.50		NI 2.3	<10%		Arms- Length
William Fair	50,000	0.50		NI 2.3	<10%		Arms- Length
Sean McGrath	75,000	0.50		NI 2.3	<10%		Arms- Length
Tak Tsan Tso	10,000	0.50		NI 2.3	<10%		Arms- Length
George Haddad	10,000	0.50		NI 2.3	<10%		Arms- Length
Arslan Adilkhan	4,000	0.50		NI 2.5	<10%		Close personal friend of Director
Saad Kidwai	20,000	0.50		NI 2.3	<10%		Arms- Length

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Christopher Hill	10,000	0.50		NI 2.3	<10%		Arms-Length
John M Boltz	20,000	0.50		NI 2.3	<10%		Arms-Length
Jeff Martin	20,000	0.50		NI 2.3	<10%		Arms-Length
Altari Capital Corp	200,000	0.50		NI 2.3	<10%		Arms-Length
James Sim	10,000	0.50		NI 2.3	<10%		Arms-Length
0714556 BC Ltd	100,000	0.50		NI 2.3	<10%		Arms-Length
Scott Lower	50,000	0.50		NI 2.3	<10%		Arms-Length
Susan Shillitto	50,000	0.50		NI 2.3	<10%		Arms-Length
Hyun Jung Kim	5,000	0.50		NI 2.3	<10%		Arms-Length
Ian Waddell	40,000	0.50		NI 2.3	<10%		Arms-Length
Harmander Chowdry	14,000	0.50		NI 2.3	<10%		Arms-Length
Jamie Cameron Thompson	20,000	0.50		NI 2.3	<10%		Arms-Length
Usama Chaudhry	10,000	0.50		NI 2.3	<10%		Arms-Length
Hyun Jeong Choi	20,000	0.50		NI 2.3	<10%		Arms-Length

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Kiel Clark	160,000	0.50		NI 2.3	<10%		Arms- Length
Robert Clarke	500,000	0.50		NI 2.3	<10%		Arms- Length
Viktoria Lichtenwald	20,000	0.50		NI 2.3	<10%		Arms- Length
Luke Bromley	200,000	0.50		NI 2.3	<10%		Arms- Length
Josh Bromley	1,000,000	0.50		NI 2.3	<10%		Arms- Length
Northwest Marketing and Management Inc.	250,000	0.50		NI 2.3	<10%		Arms- Length
Northwest Marketing and Management Inc.	712,000	0.50		NI 2.3	<10%		Arms- Length
Denise Trainor	500,000	0.50		NI 2.3	<10%		Arms- Length
Gyo J. Goo	5,000	0.50		NI 2.3	<10%		Arms- Length
Pouyan Ahmadi	4,000	0.50		NI 2.3	<10%		Arms- Length
Water Street Assets Inc.	20,000	0.50		NI 2.3	<10%		Arms- Length
Justin Liu	2,000,000	0.50		NI 2.3	<10%		Arms- Length
Von Torres	5,000	0.50		NI 2.5	<10%		Director of The Company
Anthony Jackson	1,500,000	0.50		NI 2.3	<10%		Arms- Length

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Bridgemark Financial Inc.	500,000	0.50		NI 2.3	<10%		Arms-Length
Rain Communications Inc.	30,000	0.50		NI 2.3	<10%		Arms-Length
0850438 BC Ltd.	40,000	0.50		NI 2.3	<10%		Arms-Length
1046712 BC Ltd.	104,000	0.50		NI 2.3	<10%		Arms-Length
Nichaela Jacob	1,000	0.50		NI 2.3	<10%		Arms-Length
Troy Kraft	10,000	0.50		NI 2.3	<10%		Arms-Length
Preetinder Bhayana	284,000	0.50		NI 2.3	<10%		Arms-Length
Zena Prokosh	5,000	0.50		NI 2.3	<10%		Arms-Length
Andal Lane Management Ltd.	50,000	0.50		NI 2.3	<10%		Arms-Length
514 Finance Inc.	50,000	0.50		NI 2.3	<10%		Arms-Length
Aamir Chaudhary	10,000	0.50		NI 2.3	<10%		Arms-Length
Jackie Au Yeung	500,000	0.50		NI 2.3	<10%		Arms-Length
Lance Nadeau	50,000	0.50		NI 2.3	<10%		Arms-Length
Malcolm Venier	40,000	0.50		NI 2.3	<10%		Arms-Length

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Aldo Venier	40,000	0.50		NI 2.3	<10%		Arms- Length
Ryan Venier	40,000	0.50		NI 2.3	<10%		Arms- Length
Patrick Elliot	84,000	0.50		NI 2.3	<10%		Arms- Length
Pamela Storie	30,000	0.50		NI 2.3	<10%		Arms- Length
Leede Jones Gable ITF Tristram Coffin	200,000	0.50		NI 2.3	<10%		Arms- Length
RBC Dominion Securities Inc. ITF Satwant K. Basran TFSA A/C 791-80149-16	80,000	0.50		NI 2.3	<10%		Arms- Length
RBC Dominion Securities Inc. ITF Kirpal S. Basran TFSA A/C 791-80151- 11	120,000	0.50		NI 2.3	<10%		Arms- Length
Canaccord Genuity Corp	1,699,400	0.50		NI 2.3	<10%		Arms- Length
Canaccord Genuity Corp	2,735,950	0.50		NI 2.3	<10%		Arms- Length
Haywood Securities Inc.	2,822,000	0.50		NI 2.3	<10%		Arms- Length
BMO Nesbitt Burns Inc ITF Scott Lower ACCT #806- 1895713 #1301 - 885 West Georgia St.	100,000	0.50		NI 2.3	<10%		Arms- Length

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Vancouver, BC V6C 3E8							
National Bank Financial Inc. ITF Suzanne MacLeod 4XBWHDW	40,000	0.50		NI 2.3	<10%		Arms- Length
NBIN INC. ITF Jason Baibokas AC # 5DP679E	200,000	0.50		NI 2.3	<10%		Arms- Length
Fidelity Clearing Canada ULC ITF David Schmidt RSP E2L ASH0 T	1,200,000	0.50		NI 2.3	<10%		Arms- Length
Fidelity Clearing Canada ULC ITF Lowell Schmidt E12 DH40 A	300,000	0.50		NI 2.3	<10%		Arms- Length
PI Financial Corp.	1,500,000	0.50		NI 2.3	<10%		Arms- Length

(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: \$11,271,675 in cash Private Placement .
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 proceeds of the Private Placement will be used for general working capital purposes and the development and operation of the business of Speak Easy. after completion of the Transaction .

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3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
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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.
5. Description of securities to be issued: The Private Placement will consist of the issuance of Subscription Receipts, each exchangeable concurrently with the completion of the Transaction, without further action or payment) into Units, as well as units. Each Unit will comprise one Common Share and one half of one share purchase warrant.
- (a) Class Common Shares and Subscription receipts
- (b) Number 19,805,350 cs and 2,822,000 sr
- (c) Price per security \$0.50
- (d) Voting rights One vote per common share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 11,313,675 common share purchase warrants
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 11,313,675 common shares
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- (c) Exercise price \$1.00 per share
- (d) Expiry date 12 months from the issuance date, provided that in the event that the closing price of the Issuer's common shares is at or above \$1.50 per share for a period of 10 consecutive trading dates, the Issuer will have the option to provide notice to the warrant holders in writing or via press release to accelerate the expiry date of the warrants to a date that is 30 days following the date such notice is provided.
7. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount \_\_\_\_\_
- (b) Maturity date \_\_\_\_\_
- (c) Interest rate \_\_\_\_\_

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- (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): See table below \_\_\_\_\_ .
- (b) Cash 7% of gross proceeds raised \_\_\_\_\_ .
- (c) Securities 7% of number of units sold issuable in compensation warrants exercisable to acquire Shares \_\_\_\_\_ .
- (d) Other \_\_\_\_\_ .
- (e) Expiry date of any options, warrants etc. 12 months \_\_\_\_\_ .
- (f) Exercise price of any options, warrants etc. \$1 per warrant \_\_\_\_\_ .

Name of Finder	Amount of Warrants	Cash amount
Bridgemark Financial Corp.	898,940	\$449,470.00
Haywood Securities Inc.	200,340	\$100,170.00
PI Financial Corp.	105,000	\$52,500.00
RBC Dominion	14,000	\$7,000.00
Fidelity Clearing	105,000	\$52,500.00
Canaccord Genuity Corp.	240,754	\$120,377
Leede Jones Gable	14,000	\$7,000.00

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 N/A

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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

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. No

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: \_\_\_\_\_

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: \_\_\_\_\_

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: \_\_\_\_\_

(b) Cash: \_\_\_\_\_

(c) Securities (including options, warrants etc.) and dollar value: \_\_\_\_\_

(d) Other: \_\_\_\_\_

- (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). The purchase price was determined through arm's length negotiations between the parties.
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: \_\_\_\_\_ .
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.): N/A
- (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): \_\_\_\_\_ .
- (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 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 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 November 6, 2017 .

Von Torres  
Name of Director or Senior  
Officer



\_\_\_\_\_  
Signature

Director  
Official Capacity

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