

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: BIRD RIVER RESOURCES INC. (the "Issuer")

Trading Symbol: BDR

Date: January 8, 2018

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: December 21, 2017

Issued and Outstanding Securities of Issuer Prior to Issuance: 12,878,934

Date of News Release Announcing Private Placement: December 29, 2017

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.31

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)
(filed separately)	35,055,000 Units (a)	\$0.10 per Unit	-	NI 45-106 sec. 2.3	nil	Dec. 22 and 29, 2017	Arms-length
(filed separately)	8,067,000 Flow Through Shares (b)	\$0.13 per Flow Through Share	-	NI 45-106 sec. 2.3	nil	Dec. 22 and 29, 2017	Arms-length
(filed separately)	3,154,950 Broker Unit Warrants (c)	(e)	\$0.10	NI 45-106 sec. 2.3	nil	Dec. 22 and 29, 2017	Arms-length
(filed separately)	726,030 Broker Share Warrants (d)	(e)	\$0.13	NI 45-106 sec. 2.3	Nil	Dec. 22 and 29, 2017	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.

- (a) Issued at \$0.10 per Unit; each Unit consists of 1 common share and 1/2 common share purchase warrant, with each whole warrant being exercisable to acquire one common share of the company at a price of \$0.20 for a period of 24 months following the closing date of the Offering
- (b) Issued at \$0.13 per Flow Through Share
- (c) Exercisable to purchase Units at \$0.10 for two years from closing of the Offering
- (d) Exercisable to purchase common shares at \$0.13 for two years from closing of the Offering
- (e) Issued as compensation in connection with the Offering

¹An 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:

\$4,554,210.

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.

Net proceeds from the private placement will be utilized for exploration and general working capital.

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.

N/A

5. Description of securities to be issued:

(a) Class:

Units and Flow Through Shares

(b) Number:

35,055,000 Units and 8,067,000 Flow Through Shares

(c) Price per security:

\$0.10 per Unit and \$0.13 per Flow Through Share

(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:
17,527,500 warrants (as part of the Units)
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options)
17,527,500 Common Shares
 - (c) Exercise price
\$0.20 per Common Share
 - (d) Expiry date
December 22, 2019 and December 29, 2017
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:
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):

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

Canaccord Genuity Corp.
609 Granville Street, Suite 2200
Vancouver, BC V7Y 1H2

PI Financial Corp.
666 Burrard Street, Suite 1900
Vancouver, BC V6C 3N1

GMP Securities
145 King Street West, Suite 300
Toronto, ON M5H 1J8

Dominick Capital Corporation
133 Richmond Street West, Suite 602
Toronto, ON M5H 2L3

Gravitas Securities Inc.
333 Bay Street, Suite 1720
Toronto, ON M5H 2R2

Leede Jones Gable
1140 West Pender Street, Suite 1800
Vancouver, BC V6E 4G1

Leede Jones Gable
110 Yonge Street, Suite 1000
Toronto, ON M6C 1T4

Mackie Research Capital Corporation
199 Bay Street, Suite 4500
Commerce Court West, Box 368
Toronto, ON M5L 1G2

Foster & Associates Financial Services
372 Bay Street, Suite 1100
Toronto, ON M5H 2W9

(b) Cash:

\$409,878.90

(c) Securities:

3,154,950 Broker Unit Warrants and 726,030 Broker Share Warrants

(d) Other:

None

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

December 22 and 29, 2019

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

\$0.10 per Broker Unit Warrant and \$0.13 per Broker Share Warrant

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

All are at arm's length

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

The 8,067,000 Flow Through Shares are "flow through" Common Shares which qualify as "flow through shares" for purposes of the Income Tax Act (Canada). The Issuer's expenditures will qualify as "Canadian exploration expenses" and "flow-through mining expenditures" (within the meaning of the Income Tax Act (Canada)) and will be renounced to investors for the 2017 taxation year.

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.

N/A

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.

Yes

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

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 ⁽¹⁾

(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.):
- (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.
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.

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: January 9, 2018

Jon Bridgman

Name of Director or Senior Officer

/s/ "Jon Bridgman"

Signature

Chief Executive Officer and Director
Official Capacity