

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: APAC Resources Inc. (the "Issuer").

Trading Symbol: APG .

Date: December 11, 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: 20,382,000

Date of News Release Announcing Private Placement: August 8, 2017.

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(1)	Describe relationship to Issuer (2)
To be advised		\$0.50/unit (post-consolidation)					

(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.

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: \$2,000,000 to \$5,000,000.

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. Focus on completing regulatory, support operations, research and development projects and general working capital .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not applicable .

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:
 - (a) Class common shares without par value .
 - (b) Number 4,000,000 to 10,000,000 (post-consolidated shares) .
 - (c) Price per security \$0.50 .
 - (d) Voting rights One vote per share .

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 4,000,000 to 10,000,000 (post-consolidated shares) .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 4,000,000 to 10,000,000 .
_____ .
 - (c) Exercise price \$0.80 .
 - (d) Expiry date two (2) years from closing date .

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):
- To be advised.
- (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.).
- The terms of the warrant will provide that in the event that the Issuer's shares trade on the Canadian Securities Exchange at a closing price of greater than \$1.20 per share for a period of 10 consecutive trading days at any time after four months and one day after the closing date of the financing, the Issuer may accelerate the expiry date of the warrants by giving notice to the holders thereof by way of a news release and, in such case, the warrants will expire on the 30th day after the date of dissemination of such news release.
11. State whether the private placement will result in a change of control.
- No change of control _____ .

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 December 11, 2017

Robert Coltura
 Name of Director or Senior
 Officer

s/ "Robert Coltura"
 Signature

President and CEO
 Official Capacity