

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: Gorilla Minerals Corp. (the "Issuer").

Trading Symbol: GOCO.

Date: January 5, 2018.

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: 17,185,258.

Date of News Release Announcing Private Placement: January 2, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.24

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) ⁽³⁾	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

- (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: Funds received from all placees and will be released to the Issuer on closing of the private placement.
- (2) Indicate if Related Person.
- (3) Securities issued are units, each unit consisting of a common share and a share purchase warrant.

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. 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. _____
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
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 _____
 - (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 _____ .
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

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

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 an acquisition agreement (the “**Agreement**”) to acquire a 100% interest in a cobalt indicated resource exploration property located in the Yukon (the “**Monster Property**”). The terms of the Agreement call for a onetime payment of \$45,000 and the issuance of 800,000 shares.

The Monster Property consists of one block of 212 mineral claims totaling a surface area of 43.3 km². The property is west of the Peel Watershed Planning Region in the Dawson Mining District within the traditional territory of the Tr’ondëk Hwëch’in First Nation.

The Yukon hosts targets with the potential for significant cobalt endowment. The Yukon hosts the 1.6 Ga Wernecke Breccia, a breccia belt that has been correlated to the Olympic Dam deposit and may be related to other IOCG deposits in Australia such as Ernest Henry, Mt. Isa and CuDECO-Rocklands. The Monster Property encompasses part of the Wernecke Breccia. The breccias on the Monster Property are endowed with copper, cobalt, gold and sporadic silver, lead and zinc (Jones, 1999).

The property encompasses several previous claim blocks that have been intermittently explored since the 1970s. Zones of elevated copper and cobalt concentrations occur across the entire 17 km length of the property and have been identified by historical soil sampling, surface mapping, and geophysical surveys (Baknes, 1995; Falls and Baknes, 1995; Williams, 1997; Jones, 1999).

The Monster Property mineralization is hosted within and directly adjacent to the Wernecke Breccia. Cobalt occurs on the property as cobaltite and erythrite, in veins and disseminations. Copper occurs on the property as chalcopyrite and bornite, in veins, veinlets, blebs and disseminations.

Fourteen mineralized zones have been described from the Monster Property during historical work. Two of these zones are the South Co Zone (Baknes, 1995), and the Goblin Showing (Jones, 1999). The South Co Zone is a 50 x 70 m poorly exposed zone of carbonate altered and silicified dolostone, mineralized with cobaltite and chalcopyrite. One grab sample reported in Baknes (1995) contained 2.80% Co and 1.70% Cu. The Goblin Showing is a

zone of concretionary shale and dolomite with abundant quartz-carbonate veins, that hosts chalcopyrite, bornite, and minor cobaltite. Seven contiguous representative grab samples reported in Jones (1999) contained 0.56% Cu over 35 metres. None of the historical data has been verified by the company.

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:
Acquisition (100% purchase) Agreement dated December 21, 2017 with 1141717 B.C. Ltd. (Kosta Tsoutsis, sole shareholder) as arm's length vendor ("Vendor"). Purchase consideration \$45,000 cash and 800,000 common shares at a deemed price of \$0.18 per share for total consideration of \$189,000.
-

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: \$189,000 deemed.
 - (b) Cash: \$45,000 .
 - (c) Securities (including options, warrants etc.) and dollar value: 800,000 common shares.
 - (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).

Arm's length negotiation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

Management reviewed all of the characteristics of the Monster Property including size, location, geology, and exploration data.

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

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

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⁾
1141717 B.C. Ltd. (Kosta Tsoutsis)	800,000 common shares	\$0.18 (deemed)		45-106 2.13	628,000	Arm's length

(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: Title was/is being searched.
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 _____.
 - (c) Securities _____.
 - (d) Other _____.
 - (e) Expiry date of any options, warrants etc. _____.
 - (f) Exercise price of any options, warrants etc. _____.

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

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. 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 January 5, 2018.

Scott Sheldon
Name of Director or Senior
Officer

Signed: “Scott Sheldon”
Signature

CEO & Director
Official Capacity