FORM 9

Notice of Issuance or Proposed Issuance of Listed Securities
(or securities convertible or exchangeable into listed securities[1])

Name of Listed Issuer:	Symbol(s):
Talisker Resources Ltd. (the "Issuer")	TSK

Date: April 24, 2019 Is this an updating or amending Notice: ☐Yes X No

Issued and Outstanding Securities of Issuer Prior to Issuance: 23,112,554

Pricing

Date of news release announcing proposed issuance: January 25, 2019

or Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: $0.12 (adjusted to reflect 1-4 consolidation) or Day preceding request for price protection: _____

Closing

Number of securities to be issued: Talisker completed an offering (the "Offering") of 11,730,000 subscription receipts (each, a "Subscription Receipt"), at a price of $0.20 per Subscription Receipt, for gross proceeds of $2,346,000. The gross proceeds from the Offering were released to Talisker, and all of the Subscription Receipts were automatically exchanged for units (each, a "Unit") of Talisker. Each "Unit" is comprised of one post-Consolidation common share of Talisker, and one share purchase warrant of Talisker (each, a "Warrant"). Each "Warrant" entitles the holder to acquire a further post-Consolidation common share of Talisker at a price of $0.30 for a period of twenty-four months, being April 18, 2021, subject to accelerated expiry in the event the closing price of the common shares of Talisker is greater than $0.50 for ten consecutive trading days.

Issued and outstanding securities following issuance: 34,842,554

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.

5. 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 – Notice of Proposed Transaction

6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions.* In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
Ontario	38	$0.20	$1,451,000
British Columbia	15	$0.20	$390,000
Quebec	1	$0.20	$20,000
Arizona	1	$0.20	$100,000
Australia	1	$0.20	$50,000
Bermuda	1	$0.20	$100,000
Chile	1	$0.20	$25,000
Monaco	1	$0.20	$10,000
Total number of purchasers:	59	$0.20	$2,346,000
Total dollar value of distribution in all jurisdictions:			$2,346,000

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable) (CDN$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date[1]	Describe relation-ship to Issuer[2]
Kappa Advisors Ltd. 91 Bernard Avenue Toronto, ON M5R 1R8 (416) 318-1492 *Beneficial Purchaser: Paul Wood*	250,000 Subscription Receipts	$0.20	N/A	NI 45-106 Section 2.3(j)	287,625 common shares	April 22, 2019	Director and Interim President & CEO
Thomas Obradovich 1 Bloor Street East, Suite 7204 Toronto, ON M4W 0A8 (416) 985-7140	500,000 Subscription Receipts	$0.20	N/A	NI 45-106 Section 2.3(j)	Nil	April 22, 2019	Chairman
Brent Gilchrist 982 Augusta Court Kelowna, BC V1Y 7T9 (250) 808 8383	250,000 Subscription Receipts	$0.20	N/A	NI 45-106 Section 2.3(l)	Nil	April 22, 2019	Director
RBC Dominion Securities, ITF Jeffco Holdings Inc. PO Box 50 Royal Bank Plaza Toronto, ON M5J 2W7 (250) 808 8383 *Beneficial Purchaser: Brent Gilchrist*	500,000 Subscription Receipts	$0.20	N/A	NI 45-106 Section 2.3(m)	Nil	April 22, 2019	Director
Cangeroo Capital Corp. 1386 Yonge Street, Suite 506 Toronto, ON M4T 1Y5 (416) 357-0227 *Beneficial Purchaser: Terence Harbort*	500,000 Subscription Receipts	$0.20	N/A	NI 45-106 Section 2.3(j)	Nil	April 22, 2019	President & CEO

[1]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: $2,346,000 (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. The net proceeds of the private placement will be used to fund its initial planned exploration program at the Baker (Toodoggone) Gold/Silver Project and for general working capital purposes.

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 of the debt agreement(s) or and the agreement to exchange the debt for securities: N/A

5. Description of securities to be issued: Class - 11,730,000 subscription receipts (each, a "Subscription Receipt") were issued at a price of $0.20 per Subscription Receipt, for gross proceeds of $2,346,000. The gross proceeds from the Offering were released to Talisker, and all of the Subscription Receipts were automatically exchanged for units (each, a "Unit") of Talisker. Each "Unit" is comprised of one post-Consolidation common share of Talisker, and one share purchase warrant of Talisker (each, a "Warrant"). Each "Warrant" entitles the holder to acquire a further post-Consolidation common share of Talisker at a price of $0.30 for a period of twenty-four months, being April 18, 2021, subject to accelerated expiry in the event the closing price of the common shares of Talisker is greater than $0.50 for ten consecutive trading days.

   (b) Number 11,730,000 subscription receipts

   (c) Price per security $0.20

   (d) Voting rights Not applicable

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

   (a) Number 11,730,000 Warrants (issued)

   (b) Number of securities eligible to be purchased on exercise of warrants (or options) 11,730,000 common shares

   (c) Exercise price $0.30

   (d) Expiry date April 18, 2021, subject to accelerated expiry in the event the closing price of the common shares of Talisker is greater than $0.50 for 10 consecutive trading days.

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, and 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.) Not applicable.

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. _____

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 Resale of Securities. Yes.

Part 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 completed the acquisition of certain mineral properties located in the Province of British Columbia and certain related assets (the "**BC Properties**"), as described in its news release dated April 22, 2019.

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 terms of the transaction, the Issuer acquired the BC Properties by paying to Sable Resources Ltd. ("**Sable"**) the sum of $500,000, issuing to Sable 30,000,000 post-consolidation Common Shares, granting to Sable a 1.0% net smelter return royalty on each of the BC Properties and assuming certain liabilities relating to the BC Properties.

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: $6,500,000

   (b) Cash: $500,000

   (c) Securities (including options, warrants, etc.) and dollar value: 30,000,000 common shares, equal to $6,000,000

   (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:

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	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer(1)
Sable Resources Ltd.	30,000,000 Common Shares	$0.20	Not applicable	NI 45-106 Section 2.12	Nil	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: The Issuer received a title opinion from counsel to Sable.

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, and 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 Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

   (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time.

4. 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).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated April 23, 2019

Paul Wood
Name of Director or Senior Officer

Signed: "Paul Wood"
Signature

Director
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.