

## FORM 9

### **NOTICE OF ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

<b>55 North Mining Inc. (the "Issuer").</b>	<b>FFF</b>
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Date: October 6, 2023 Is this an updating or amending Notice: ☒ Yes (closing) ☐ No

If yes provide date(s) of prior Notices: N/A

Issued and Outstanding Securities of Issuer Prior to Issuance: **159,067,244**

#### **Pricing**

Date of news release announcing proposed issuance: \_\_\_\_\_ or

Date of confidential request for price protection: **N/A**

Closing Market Price on Day Preceding the news release: **\$0.05** or

Day preceding request for price protection: \_\_\_\_\_

#### **Closing**

Number of securities to be issued: **1,000,000 Common Shares**

Issued and outstanding securities following issuance: **160,067,244 Common Shares**

#### **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](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL placees.

## 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:

**On October 6, 2023, the Issuer announced the amendment to an Option Agreement (the “Third Amendment”) with private individual Peter Dunlop (the “Lessor”) to acquire 100% interest in certain mining claims in Manitoba. According to the Third Amendment, the \$100,000 payment originally due on or before September 5, 2023, has been deferred to on or before June 5, 2024, and in consideration for the amendment, the Issuer is required to issue 1,000,000 common shares to the Lessor.**

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:

**The original Agreement between the Lessor and 55 North Mining Inc. was signed on September 5, 2021. The first amendment to the Option Agreement (“First Amendment”) was signed on November 4, 2019, the Second Amendment was announced on September 6, 2022, and the Third Amendment was announced on October 6, 2023.**

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) The total aggregate consideration is: **Following negotiations with the Lessor, the Issuer deferred the \$100,000 payment by nine months until June 2024 in exchange for 1,000,000 Common Shares.**

(b) Cash: **N/A**

(c) Securities (including options, warrants etc.) and dollar value: **1,000,000 common shares, valued at \$50,000**

(d) Other: **N/A** .

(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). – Arm's length negotiation.
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>
Peter Dunlop	1,000,000 common shares	\$0.05	N/A	2.12 [Asset acquisition]	6,000,000	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: N/A
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): N/A
- (b) Cash \_\_\_\_\_

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- (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 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 October 6, 2023

Julio DiGirolamo  
Name of Senior Officer

"Julio DiGirolamo"  
Signature  
Chief Executive Officer