

## FORM 9

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

Please complete the following:

Name of CNSX Issuer: FAR RESOURCES LTD. (the "Issuer").

Trading Symbol: FAT

Date: APRIL 28, 2016

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: 25,402,667.

Date of News Release Announcing Private Placement: APRIL 28, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: 0.05

**1. Private Placement N/A**

**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 Company has entered into the Agreement with Top Notch Marketing Ltd., R. Ross Blusson and Double-U-Em Investments Ltd. (collectively, the "Optionors") effective as of the date of this news release. Under the terms of the Agreement the Company can acquire a 100% interest in and to the Zoro I Claim (the "Option") upon meeting the following requirements:

1. upon the execution of the Agreement, Far Resources must pay each of the Optionors \$16,666.66 in cash and issue to each of the Optionors 333,333 Common shares;
2. on the first anniversary of the date of the Agreement, Far Resources must provide the Optionors with aggregate consideration of \$300,000 which, at the election of the Optionors, can be satisfied by either (i) paying each of the Optionors \$50,000 in cash and issuing each of the

Optionors that number of Shares worth \$50,000 at the time of issuance, based on the Average Price (defined below); or (ii) issuing each of the Optionors that number of Shares worth \$100,000 at the time of issuance, based on the Average Price; and

3. on the second anniversary of the date of the Agreement, providing the Optionors with aggregate consideration of \$600,000 which, at the election of the Optionors, can be satisfied by either (i) paying each of the Optionors \$100,000 in cash and issuing each of the Optionors that number of Shares worth \$100,000 at the time of issuance, based on the Average Price; or (ii) issuing each of the Optionors that number of Shares worth \$200,000 at the time of issuance, based on the Average Price.

The Average Price means the average of the Common shares' closing prices for the 10 consecutive trading days immediately before the date in question. Far Resources must satisfy all of the condition above to be deemed to have exercised the Option.

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: This information is included in Item 2.1, above.
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: **\$ 1,000,000.**
  - (b) Cash: minimum CAD \$ 500,000 – maximum CAD \$950,000 (see terms above).
  - (c) Securities (including options, warrants etc.) and dollar value:  
999,999 common shares on execution of the agreement at a deemed price of \$0.05 per share, having an aggregate deemed value of CAD \$50,000.00 and that number of common shares with an aggregate minimum value of \$450,000 and up to a maximum aggregate value of \$900,000 based on the Average Price (as defined above) .
  - (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.

3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The purchase price was determined through arms' length negotiations among the parties.

4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A.

5. 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>
Top Notch Marketing Ltd	333,333	\$0.05 (deemed)	N/A	Section 2.13 of NI 45-106	Nil	Arm's Length
R. Ross Blusson	333,333	\$0.05 (deemed)	N/A	Section 2.13 of NI 45-106	Nil	Arm's Length
Double-U-Em Investments Ltd.	333,333	\$0.05 (deemed)	N/A	Section 2.13 of NI 45-106	Nil	Arm's Length

(1) Indicate if Related Person

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: The Issuer has received full details of the land

**claims and grants from the Optionor and has verified that the claims are all in good standing as follows:**

iMaQs

Manitoba 

Integrated Mining and Quarrying System

You are logged in as: PIKEL

Current time: 28 Apr 2016, 8:46:17 AM

Mining Search

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New Search

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Search Criteria

Search Criteria	Holder Name	Status
	dupasquier	GOOD_STAND

Disposition/Lease List

Download all results as [Excel](#)

Disposition/Lease Number	Disposition/Lease Name	Holder	Disposition/Lease Type	Map Number	Location	Issue Date	Good Standing Date	Expiry Date	Area (ha)	Status	Group N
<a href="#">P1993F</a>	ZORO 1	100% (4886) DALTON BRUCE DUPASQUIER	Mining Claim	63J13SE		1994-03-14	2017-03-14	2017-05-13	52	GOOD STANDING	

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7. 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.):
- 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): To be determined.
  - Cash \_\_\_\_\_ to be determined \_\_\_\_\_ .
  - Securities \_\_\_\_\_ to be determined \_\_\_\_\_ .
  - Other \_\_\_\_\_ .
  - Expiry date of any options, warrants etc. \_\_\_\_\_
  - Exercise price of any options, warrants etc. \_\_\_\_\_ .
8. 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. Arm's length

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9. 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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated April 28, 2016.

Keith Anderson  
Name of Director or Senior  
Officer

*/s/ Keith Anderson*

\_\_\_\_\_  
Signature

CEO  
Official Capacity