

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

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

Trading Symbol: **FAT**

Date: **MARCH 31, 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: **58,671,556.**

Date of News Release Announcing Private Placement: **MARCH 2, 2017.**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.13**

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 Issuer has entered into a binding agreement (the "Purchase Agreement") to acquire a 100% interest in its Winston gold project located in Sierra County, New Mexico (the "Winston Project") from Redline Mineral Inc. and Southwest Land & Exploration Inc. (together the "Vendors").

The Winston Project consists of 16 unpatented mining claims, the "LG Claims", owned directly by the Vendors and the right to acquire an additional 4 unpatented mining claims, the "Little Granite" claims, and 2 patented mining claims, the "Ivanhoe/Emporia claims" located in Sierra County, New Mexico. The Issuer originally acquired an option (the "Option") in October 2014 (as subsequently amended) to earn up to an 80% undivided interest in the Winston Project for cash payments totaling \$430,000 (\$250,000 paid), 4,300,000 common shares of the Issuer (1,800,000 shares issued) and \$1,200,000 in exploration expenditures (see news releases dated October 21, 2014 and June 28, 2016 and the CSE Form 9 dated October 17, 2014).

Under the new Purchase Agreement, the Issuer has agreed to purchase a 100% interest in the Winston Project for \$100,000 cash and 2,500,000 common shares (the "Payment Shares") of the Issuer payable as follows:

- (a) \$10,000, by way of non-refundable deposit, upon execution of the Purchase Agreement (paid);
- (b) an additional \$40,000 and 2,500,000 Payment Shares upon closing; and
- (c) the balance of \$50,000 within 60 days following closing.

The Payment Shares will be subject to a statutory hold period of four months and one day. 500,000 Payment Shares will be subject to an additional voluntary hold period expiring six months after closing and an additional 500,000 Payment shares will be subject to a further voluntary hold period expiring 8 months after closing.

Additional cash payments totaling US\$434,000 and US\$361,375 will be payable to the owners of the Little Granite claims and Ivanhoe/Emporia claims, respectively, in accordance with the terms and conditions of the underlying purchase agreements in order to complete the acquisition of such claims.

The Purchase Agreement is subject to, among other things, a satisfactory due diligence review of the Winston Project by the Issuer and is scheduled to close on or about April 7, 2017.

The Winston Project covers the past producing Little Granite and Ivanhoe-Emporia mines. The Issuer's focus initially will be on the Little Granite mine, where limited drilling in the mid-1980s intersected high grade silver and gold values over approximately 120 metres strike length along a well-defined epithermal vein system. The vein remains open to the north and south, and at depth.

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 paragraph 1 of Item 2 "Acquisition" 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:

Under the new Purchase Agreement, the Issuer has agreed to purchase a 100% interest in the Winston Project for \$100,000 cash and 2,500,000 common shares of the Issuer at a deemed price of \$0.10 per common share (the "Payment Shares") payable as follows:

- I. \$10,000, by way of non-refundable deposit, upon execution of the Purchase Agreement (paid);

- II. an additional \$40,000 and 2,500,000 Payment Shares upon closing; and
- III. the balance of \$50,000 within 60 days following closing.

(b) Cash:

CAD\$100,000 cash payable to Vendors.

Additional cash payments totaling US\$434,000 and US\$361,375 will be payable to the owners of the Little Granite claims and Ivanhoe/Emporia claims, respectively, in accordance with the terms and conditions of the underlying purchase agreements in order to complete the acquisition of such claims.

(c) Securities (including options, warrants etc.) and dollar value:

2,500,000 Payment Shares at a deemed price of \$0.10 per share, for a total deemed value of \$250,000, such share price having been reserved in accordance with the policies of the CSE.

(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).

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

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

The Purchase Agreement is subject to, among other things, a satisfactory due diligence review of the Winston Project by the Issuer and is scheduled to close on or about April 7, 2017

The Issuer has received a copy of a valuation report on the Winston Project dated January 22, 2014 prepared by Stewart A. Jackson, PhD., P. Geo., of Winterhaven, CA, estimating the fair market value of the Winston Project, as at January 20, 2014, to be in the range of C\$1,513,254 to C\$2,163,220, subject to the assumptions and qualifications set out therein.

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⁾
Redline Minerals Inc. and/or Southwest Land & Exploration Inc. Ray Strafehl - President	2,500,000 Common Shares	\$0.10 (deemed)	N/A	Section 2.13 of NI 45-106	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 has received full details of the mineral claims comprising the Winston Project from the Vendors and will be completing its title review of such claims prior to closing of the Purchase Agreement.

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): _____.

(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. **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 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: March 31, 2017.

Keith Anderson
Name of Director or Senior
Officer

/s/ Keith Anderson
Signature

CEO
Official Capacity