

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: APAC Resources Inc. (the "Issuer").

Trading Symbol: APG .

Date: January 5, 2018 .

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: December 11, 2017.

Issued and Outstanding Securities of Issuer Prior to Issuance: 20,382,000

Date of News Release Announcing Private Placement: August 8, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.06

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(1)	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(2)	Describe relationship to Issuer (3)
Thomas Scott Aberg 1888 Bay Shore Road SW, Calgary, AB, T2V 3M1	30,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	472,888 (post-consolidated)	December 20, 2017	N/A
R. Stuart Angus 6581 Hwy. 101, Sechelt, BC, V6N 3A8	400,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	175,000 (post-consolidated)	Delivery Against Payment	N/A
Peter Barnes 579 E. Windsor Road, North Vancouver, BC, V7N 1K4	235,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	488,375 (post-consolidated)	December 19, 2017	N/A
Cato Holding Co. 4364 S. Alston Avenue, Durham, NC, USA, 27713	1,263,208 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	B.C. Instrument 72-503	Nil	January 4, 2018	N/A

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased(1)	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(2)	Describe relationship to Issuer (3)
Green Core Consulting Ltd. 4462 Strathcona Road, North Vancouver, BC, V7G 1G3	50,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.5 [Family, friends and business associates]	39,000 (post-consolidated)	December 20, 2017	N/A
Qi Guo 45 Albert Avenue, Etobicoke, ON, M8V 2L6	30,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	January 3, 2018	N/A
Wayne Hrabok Box 26, Site 7, RR2, Didsbury, AB, T0M 0W0	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	December 18, 2017	N/A
Christiaan ter Keurs #4 - 4323 Arthur Drive, Ladner, BC, V4K 2X1	200,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	375,000 (post-consolidated)	December 20, 2017	N/A
Robert S. Komenda 115 Silvercreek Green NW, Calgary, AB, T3B 4H2	30,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	472,888 (post-consolidated)	December 20, 2017	N/A
Robert Mintak 1147 Ridgewood Drive, North Vancouver, BC, V7R 1J2	50,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.5 [Family, friends and business associates]	150,000 (post-consolidated)	December 20, 2017	N/A
Ronald Prins 3078 Spencer Place, West Vancouver, BC, V7V 3C9	80,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	299,125 (post-consolidated)	December 20, 2017	N/A
Dan Rogness 1051 Parana Dr., Port Coquitlam, BC, V3B 8A8	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	79,500 (post-consolidated)	December 20, 2017	N/A
John Robertshaw 2960 Altamont Cres., West Vancouver, BC, V7V 3C1	235,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	406,500(post-consolidated)	December 20, 2017	N/A
Ryan Walsh 27 yavnel, Tel Aviv, Israel	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	B.C. Instrument 72-503	Nil	Delivery Against Payment	N/A
Oliver Finlay 404 - 2170 West 1st Avenue, Vancouver, BC V6K 1E8	126,532 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	December 22, 2017	N/A
Bruce Auger 11442 Best St, Ste 17 Maple Ridge, BC V2X 7C7	40,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A

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Rick Featherstone 23 67 Street Delta, BC V4L 1L5	10,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
William Radvak 2016 Fullerton Ave, 404 North Vancouver, BC V7P 3E6	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
W. Robert Vance 5398 Sayward Hill Cres. Victoria, BC V8Y 3H8	10,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Brian Richards 590 Barnham Pl West Vancouver, BC V7S 1T7	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Neon Rainbow Holdings Ltd. 21071 43A Ave Langley, BC V3A 8K4	50,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	5,000 (post-consolidated)	Delivery Against Payment	N/A
Robert Bruno 6733 Yeovil Pl Burnaby, BC V5B 2W1	25,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Paul Savage 5502 Main St Osoyoos, BC V0H 1V6	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	37,500 (post-consolidated)	Delivery Against Payment	N/A
Criterion Capital Corporation 2489 Bellevue Ave West Vancouver, BC V7V 1E1	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Richard Lemmon 6508 Ptarmigan Way Nanaimo, BC V9V 1R1	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	50,000 (post-consolidated)	Delivery Against Payment	N/A
Wade Pugh 5272 Clipper Pl Delta, BC V4K 4Z6	10,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	25,000 (post-consolidated)	Delivery Against Payment	N/A
Dave Blore 4769 Woodgreen Dr West Vancouver, BC V7S 2Z9	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	62,500 (post-consolidated)	Delivery Against Payment	N/A

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Rodney A Shier 1334 Wellington Drive North Vancouver, BC V7K 1L5	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	41,250 (post-consolidated)	Delivery Against Payment	N/A
R. Scott Savage 2121 Orchard Dr Abbotsford, BC V3G 2B8	20,000 Units(post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	37,500 (post-consolidated)	Delivery Against Payment	N/A
Christopher MacPherson 402 5th St E North Vancouver, BC V7L 1M2	10,000 Units(post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Jason Chen 2386 Cornwall Ave, #201 Vancouver, BC V6K 1B7	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	19,500 (post-consolidated)	Delivery Against Payment	N/A
Jeffrey B Lightfoot 7471 Bassett Pl Richmond, BC V7C 4A8	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	2,750 (post-consolidated)	Delivery Against Payment	N/A
Allan Fabbro 1092 37th Ave W Vancouver, BC V6M 1L8	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	25,000 (post-consolidated)	Delivery Against Payment	N/A
Chris Block 1404 Hamilton Street New Westminster, BC V3M 2N6	30,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Juniper Currie 941 13th Ave W, 301 Vancouver, BC V5Z 1P4	10,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Brent Todd 3315 Cypress Pl, 1003 West Vancouver, BC V7S 3J7	40,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Johnny Markovina 2628 Yew Street, 201 Vancouver, BC V6K 4T4	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Carole Franco 2544 8th Ave E Vancouver, BC V5M 1W2	100,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A

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Bryan K Melhus 1839 Harbour Drive Coquitlam, BC V3J 5W4	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	12,500 (post-consolidated)	Delivery Against Payment	N/A
R &/ OR B Macpherson 4419 Patterdale Drive North Vancouver, BC V7R 4L6	20,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	50,000 (post-consolidated)	Delivery Against Payment	N/A
Nelson Borhus Peak Residence Renaissance Tower, Unit 29C, Jalan Setiabudi Raya 9, Jakarta, 12910 Indonesia	10,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	B.C. Instrument 72-503	Nil	Delivery Against Payment	N/A
Bill Anglin 5152 Dennison Drive, Delta, BC, V4M 1R8	100,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A
Jill Anglin 5152 Dennison Drive, Delta, BC, V4M 1R8	400,000 Units (post-consolidated)	\$0.50/unit	\$0.80 /Warrant	NI 45-106 2.3 [Accredited investor]	Nil	Delivery Against Payment	N/A

- (1) The securities will be issued following the Issuer's change of name to "XORTX Therapeutics Inc." and consolidation its issued and outstanding common shares on the basis of four (4) shares for every one (1) new post-consolidated share.
- (2) 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.
- (3) Indicate if Related Person.

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.

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1. Total amount of funds to be raised: \$1,957,370

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. Focus on completing regulatory, support operations, research and development projects and general working capital .

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 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 common shares without par value _____ .
 - (b) Number 3,914,740 (post-consolidated shares) _____ .
 - (c) Price per security \$0.50 _____ .
 - (d) Voting rights One vote per share _____

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 3,914,740 (post-consolidated) _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 3,914,740 (post-consolidated shares) _____ .
 - (c) Exercise price \$0.80 _____ .
 - (d) Expiry date two (2) years from closing date _____ .

7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount N/A _____ .
 - (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):
- Leede Jones Gable Inc., 1800 - 1140 West Pender Street, Vancouver, B.C., V6E 4G1
- Canaccord Genuity Corp. #2200 - 609 Granville Street, Vancouver, B.C., V7Y 1H2
- (b) Cash: Leede Jones Gable Inc. - \$20,000
- Canaccord Genuity Corp. - \$25,000
- (c) Securities Leede Jones Gable Inc. – 40,000 warrants
- Canaccord Genuity Corp. – 50,000 warrants
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. two (2) years from closing date.
- (f) Exercise price of any options, warrants etc. \$0.80.
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 _____
- None.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- The terms of the warrant will provide that in the event that the Issuer's shares trade on the Canadian Securities Exchange at a closing price of greater than \$1.20 per share for a period of 10 consecutive trading days at any time after four months and one day after the closing date of the financing, the Issuer may accelerate the expiry date of the warrants by giving notice to the holders thereof by way of a news release and, in such case, the warrants will expire on the 30th day after the date of dissemination of such news release.

11. State whether the private placement will result in a change of control.
No 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. N/A

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.

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: N/A
 _____ .
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: ____

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: _____ .
- (b) Cash: _____ .
- (c) Securities (including options, warrants etc.) and dollar value: _____
 _____ .
- (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).
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	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(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: _____
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): _____
_____.
 - (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 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.

Robert Coltura
Name of Director or Senior
Officer

s/ "Robert Coltura"
Signature

President, Chief Executive Officer
and Director
Official Capacity