

## 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 Listed Issuer: **APAC RESOURCES INC.** (the "Issuer").

Trading Symbol: APG.

Date: September 27, 2016.

Is this an updating or amending Notice:  Yes  No

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

Issued and Outstanding Securities of Issuer Prior to Issuance: 14,132,000.

Date of News Release Announcing Private Placement: August 15, 2016 and September 2, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.065

- 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	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date <sup>(1)</sup>	Describe relationship to Issuer <sup>(2)</sup>
Matalia Investments Ltd. 9285 203B Street Langley, BC V1M 2L9	225,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	Sept. 29/16	I
Robert Coltura 9285 203B Street Langley, BC V1M 2L9	75,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	Sept. 29/16	I

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Earls Cove Financial Corp. 200-551 Howe Street Vancouver, BC V6C 2C2	290,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	1,515,000	Sept. 29/16	I
April Denosta 200-551 Howe Street Vancouver, BC V6C 2C2	10,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.5(1)	10,000	Sept. 29/16	n/a
0780078 B.C. Ltd. 4802 Skyline Dr. North Vancouver, BC V7R 3J1	250,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Robert Mintak 1745 Fell Ave, Unit 8 North Vancouver, BC V7P 3L4	650,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.5(1)	nil	DAP	n/a
Gregory Goernert 4742 Marineview Crescent North Vancouver, BC V7R 3P6	200,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	PRO
Bill Ireland 4600 Wickenden Rd. North Vancouver, BC V7G 1H2	600,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	450,000	DAP	n/a
Alfonso Ergas 6448 Macdonald St. Vancouver, BC V6N 1E6	350,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Stephen Fabbro 806 Rochester Ave. Coquitlam, BC V3K 2W2	100,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	PRO

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Sean Duncan 450 7th Ave W, Apt 384 Vancouver, BC V5Y 3W5	100,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	PRO
Erik M Dekker 2399 Panorama Dr. North Vancouver, BC V7G 1V4	100,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	PRO
Mark E Hewett 1287 McNair St. North Vancouver, BC V7K 0A1	100,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	PRO
Douglas L, Mason 3912 Marine Dr. West Vancouver, BC V7V 1N4	150,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	PRO
Paul Savage 5502 Main St. Osoyoos, BC V0H 1V6	50,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	100,000	DAP	n/a
R. Scott Savage 2121 Orchard Dr. Abbotsford, BC V3G 2B8	50,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	100,000	DAP	n/a
Randall Pow 1771 Nelson St., Suite 403 Vancouver, BC V6G 1M6	75,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	100,000	DAP	n/a
Jeanne Morrison 1771 Nelson St., Suite 403 Vancouver, BC V6G 1M6	50,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.5(1)	nil	DAP	n/a
Julia I Rachev 1475 Fir St., Suite 203 White Rock, BC V4B 4B5	50,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.5(1)	nil	DAP	PRO

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Matt Mackenzie 125 2nd St. W., Unit 603 North Vancouver, BC V7M 1C5	70,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.5(1)	nil	DAP	n/a
Borge Lind-Petersen 1124 Smith Ave Coquitlam, BC V3J 2X8	150,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	150,000	DAP	n/a
Anthony Ricci 7284 Braeside Dr. Burnaby, BC V5A 1E8	200,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Andrzej Kowalski 5050 Bear Lane West Vancouver, BC V7W 1L1	70,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Bernard Jones 2437 Mowat Pl. North Vancouver, BC V7H 2X2	50,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	50,000	DAP	n/a
Creston Capital Corp. 1128 Quebec St. Suite 1901 Vancouver, BC V6A 4E1	300,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.5(1)	nil	DAP	n/a
Richard Lemmon 6508 Ptarmigan Way Nanaimo, BC V9V 1R1	100,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Jon Perrett 2222 Castle Dr. Suite 213 Whistler, BC V0N 1B2	80,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Farshad Shirvani 4107 Bayridge Ave. West Vancouver, BC V7V 3J9	70,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	1,000	DAP	n/a

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Edward Mucha Randugowang Rt 02 Rw 15 Sariharjo Ngaglik Sleman Yogyakarta Yogyakarta Indonesia 55581	70,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	1,000	DAP	n/a
Raymond Martin 3785 Norwood Ave. North Vancouver, BC V7N 3P8	10,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	100,000	DAP	PRO
Ian S. Macpherson 1928 2nd Ave W. Suite 313 Vancouver, BC V6J 1J3	75,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	PRO
Raymond Martin 3785 Norwood Ave. North Vancouver, BC V7N 3P8	200,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	100,000	DAP	PRO
Scott Finley 1797 Draycott Rd. North Vancouver, BC V7J 1W5	150,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Dave Blore 4769 Woodgreen Dr. West Vancouver, BC V7S 2Z9	200,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
R. &/ or B. Macpherson 4419 Patterdale Dr. North Vancouver, BC V7R 4L6	100,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	100,000	DAP	n/a
Gerry Franco 2544 8th Ave E. Vancouver, BC V5M 1W2	200,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	100,000	DAP	n/a

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Carole Franco 2544 8th Ave E. Vancouver, BC V5M 1W2	40,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Brian Watkins 2138 Hixon Crt. North Vancouver, BC V7G 2R6	250,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a
Allan Fabbro 1092 37th Ave W, Vancouver, BC V6M 1L8	140,000	\$0.06 per Unit	Warrants exercisable at \$0.08 per share	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	nil	DAP	n/a

<sup>(1)</sup> 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.

<sup>(2)</sup> Indicate if Related Person.

<sup>1</sup>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: \$360,000.
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 Issuer will use the net proceeds from the sale of the Units for general working capital purposes.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: The placement proceeds will be used to pay (i) outstanding indebtedness owed to third party creditors, (ii) accrued amounts owed to related persons of the Issuer and the remainder will be added to the Issuer's general working capital.
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: 6,000,000 common shares .
  - (b) Number: 6,000,000 common shares .
  - (c) Price per security: \$0.06 .
  - (d) Voting rights: One vote per common share held .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: 6,000,000 warrants .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 6,000,000 common shares .
  - (c) Exercise price: \$0.08 .
  - (d) Expiry date: 12 months from closing date .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: N/A .
  - (b) Maturity date: N/A .
  - (c) Interest rate: N/A .
  - (d) Conversion terms: N/A .
  - (e) Default provisions: 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 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):  
Canaccord Genuity Corp. .
  - (b) Cash: Canaccord Genuity Corp. - \$25,920 (8% of amount placed)
  - (c) Securities: Canaccord Genuity Corp. – 432,000 Finders' Warrants (8% of amount raised) .

- (d) Other: N/A .
- (e) Expiry date of any options, warrants etc.: 12 months from closing date .
- (f) Exercise price of any options, warrants etc.: \$0.08 .
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: N/A
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). None.
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: N/A
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: N/A .
- (b) Cash: N/A .



- (c) Securities (including options, warrants etc.) and dollar value: N/A
- (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).  
N/A
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: N/A

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>

<sup>(1)</sup>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.):
- (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 N/A

- (c) Securities N/A .
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. N/A .
- (f) Exercise price of any options, warrants etc. N/A .
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 September 27, 2016

Robert Coltura

Name of Director or Senior  
Officer

s/ "Robert Coltura"  
Signature

President and CEO  
Official Capacity