

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: Hi Ho Silver Resources Inc. (the "Issuer").

Trading Symbol: HHS.

Date: April 30, 2018.

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: 44,092,804.

Date of News Release Announcing Private Placement: February 6, 2018.

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

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 (3)	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date (1)	Describe relations -hip to Issuer (2)
Alison Johansen 2534 Palisade Cres. Port Coquitlam, BC V3C 5Y1	100,000 Units	\$0.10	N/A	Sec 2.5 of NI 45-106	0	April 26, 2018	N/A
Judith Nagus 456 - 2330 Butt Road West Kelowna, BC V4T 2L3	100,000 Units	\$0.10	N/A	Sec 2.5 of NI 45-106	0	April 26, 2018	N/A
Saleh Tjandra 902 - 7373 Westminster Hwy	50,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	60,000 common shares; 50,000 warrants	April 26, 2018	N/A

Richmond, BC V6X 0B5							
Yanping Lyu 6780 Victoria Drive Vancouver, BC V5P 3Y3	100,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Jennifer Fang Fang Ding 19524 115A Avenue Pitt Meadows, BC V3Y 1R4	100,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Hoi Ian Chan 220 - 9333 Tomicki Avenue Richmond, BC V6X 0L4	200,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
James Dean Waryk Suite 507 - 1414 Barclay St. Vancouver, BC V6G 1J4	20,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
1157370 B.C. Ltd. 7705 French Street Vancouver, BC V6P 4V5	1,000,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Karan Virk 1398 48th Avenue West Vancouver, BC V6M 2N9	50,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Grace Zhu 7705 French Street Vancouver, BC V6P 4V5	200,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Pearl River Consulting & Development Ltd. 7705 French Street Vancouver, BC V6P 4V5	500,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Feng Yi Xie 6782 Victoria Drive Vancouver, BC V5P 3Y3	400,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A

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Juan Juan Xie 6780 Victoria Drive Vancouver, BC V5P 3Y3	100,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Man Ching Rona Tse 20 - 50th Avenue East Vancouver, BC V5X 1A2	50,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Donna Yangdan Pan 8600 Sidaway Road Richmond, BC V6W 1G8	50,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Andon Mingqiang Pan 8600 Sidaway RoadRichmond, BCV6W 1G8	50,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Shu-Fung Jue 10291 Thirmere Drive Richmond, BC V7A 1R5	50,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Fenny King Fong Ma 1331 - 52nd Ave. West Vancouver, BC V6P 1H8	60,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
R & S Lee Holdings Ltd. 21 - 8080 Bennett Road Richmond, BC V6Y 1N5	200,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Rocha Sandro Matos PO Box 30072 Richmond, BC V7E 1T5	20,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
Angel Li 2255 - 3700 No. 3 Road Richmond, BC V6X 3X2	20,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	April 26, 2018	N/A
William Jorgenson 12954 Mill Street Maple Ridge, BC V4R 2R8	200,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	2,450,000 common shares; 850,000 warrants	April 26, 2018	N/A
Gary Jorgenson 5935 Elgin Place Burnaby, BC V5H 3S1	170,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	1,953,000 common shares; 400,000 warrants	April 26, 2018	N/A

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Steve Jorgenson 24033 128 th Avenue Maple Ridge, BC V4R 2R7	80,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	500,000 options	April 26, 2018	N/A
Nicola Soles 12666 72 nd Avenue Surrey, BC V3W 2M8	40,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	50,000 common shares; 50,000 warrants	April 26, 2018	N/A
Milan Gubash #401-1008 Beach Ave. Vancouver, BC V6E 1T7	90,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	250,000 common shares; 250,000 warrants	April 26, 2018	N/A
Stewart Jackson #1403-822 Homer St. Vancouver, BC V6B 6M3	40,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	unknown	April 26, 2018	N/A

(1) 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.

(2) Indicate if Related Person.

(3) Each Unit consists of one common share of the Issuer and one transferable share purchase warrant ("Warrant"). Each Warrant is exercisable to acquire one common share of the Issuer at an exercise price of \$0.30 per common share for one year from the date of closing.

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.

1. Total amount of funds to be raised: **\$404,000** .

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. **General working capital.**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A** .

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. **The Issuer issued an aggregate of 620,000 Units to settle an aggregate of \$62,000 of debt owed to the Placees with "\$0.10 (deemed)" in the column entitled "Purchase price per Security (CDN\$)" in the table above.**

5. Description of securities to be issued:
- (a) Class **Units consisting of one common share and one warrant**
 - (b) Number **4,040,000 Units** .
 - (c) Price per security **\$0.10 per common share** .
 - (d) Voting rights **One vote for one common share**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number **4,040,000 warrants** .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **4,040,000 common shares**
 - (c) Exercise price **\$0.30** .
 - (d) Expiry date **One year from closing date** .
7. Provide the following information if debt securities are to be issued: **N/A**
- (a) Aggregate principal amount _____ .
 - (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.): **N/A**
- (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): _____ .
 - (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, 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.).
N/A .
11. State whether the private placement will result in a change of control.
No .
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:
100% of the right, title and interest in and to the NIK cobalt/nickel project in the Omineca District of British Columbia comprised of the following mineral claims: 1055820, 1055821, 1055822 and 1056108. .
2. Provide details of the acquisition including the date, parties to and type of agreement (e.g.: 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: _____
Option agreement dated for reference February 28, 2018 between the Issuer and Guy Richard Delorme and Christopher Normand Delorme (collectively, the “Optionor”). The Optionor retains a 2% net smelter royalty. The Issuer has the right to purchaser 1% of the net smelter royalty for \$1,000,000.

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: **\$299,000** .
- (b) Cash: **\$99,000** .
- (c) Securities (including options, warrants etc.) and dollar value: **2,000,000 common shares at a deemed price of \$0.10 per share**
- (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 ⁽¹⁾
Guy Richard Delorme	1,000,000 common shares ⁽²⁾	\$0.10	N/A	S.2.13 of NI 45-106	0	N/A
Christopher Normand Delorme	1,000,000 common shares ⁽³⁾	\$0.10	N/A	S.2.13 of NI 45-106	0	N/A

(1) Indicate if Related Person

(2) 250,000 shares on each of the following dates: Feb. 15, 2018, Feb. 15, 2019, Feb. 15, 2020 and Feb. 15, 2021.

(3) 250,000 shares on each of the following dates: Feb. 15, 2018, Feb. 15, 2019, Feb. 15, 2020 and Feb. 15, 2021

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Title search
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): Kevin Jorgenson of 760 Stuart Road, West Kelowna, BC V1Z 1G7
 - (b) Cash N/A
 - (c) Securities 200,000 common shares
 - (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 **April 30, 2018**.

William Jorgenson _____

Name of Director or Senior
Officer

/s/William Jorgenson _____

Signature

CEO _____

Official Capacity