

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

Trading Symbol: HHS .

Date: August 29, 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: 54,792,804.

Date of News Release Announcing Private Placement: June 15, 2018 .

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.085 .

**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)
Peng Xue Suite 1709 8068 Westminster Hwy Richmond, BC V6X 0C6	20,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	August 21, 2018	N/A
Jing Song Lui 2840 153A Street Surrey, BC V4P 1G4	100,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	August 21, 2018	N/A
Ronnie Yuen 354 Jones Avenue	100,000 Units	\$0.10	N/A	Sec 2.3 of NI 45-106	0	August 21, 2018	N/A

Toronto, ON M4J 3G3							
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	1,150,000 common shares; 1,050,000 warrants	August 31, 2018 <sup>(4)</sup>	N/A
Gary Jorgenson 5935 Elgin Place Burnaby, BC V5H 3S1	100,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	2,123,000 common shares; 570,000 warrants	August 31, 2018 <sup>(4)</sup>	N/A
Steve Jorgenson 24033 128 <sup>th</sup> Avenue Maple Ridge, BC V4R 2R7	200,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	80,000 common shares; 80,000 warrants; 500,000 options	August 31, 2018 <sup>(4)</sup>	N/A
Nicola Soles 12666 72 <sup>nd</sup> Avenue Surrey, BC V3W 2M8	40,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	90,000 common shares; 90,000 warrants	August 31, 2018 <sup>(4)</sup>	N/A
Milan Gubash #401-1008 Beach Ave. Vancouver, BC V6E 1T7	120,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	385,000 common shares; 385,000 warrants; 750,000 stock options	August 31, 2018 <sup>(4)</sup>	N/A
Kevin Jorgenson 760 Stuart Road West Kelowna, BC V1Z 1G7	60,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	0	August 31, 2018 <sup>(4)</sup>	N/A
Dennis Jorgenson 3-23281 Kanaka Way Maple Ridge, BC V2W 1Z2	40,000 Units	\$0.10 (deemed)	N/A	Sec 2.14 of NI 45-106	511,000 common shares	August 31, 2018 <sup>(4)</sup>	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.

(4) The Issuer will issue these Units to these placees to settle debt owed for the period up to and including August 31, 2018.

<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: **\$98,000** .

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LISTED SECURITIES**

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 will issue an aggregate of 760,000 Units to settle an aggregate of \$76,000 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 **980,000 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 **980,000 warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **980,000 common shares**
  - (c) Exercise price **\$0.30**
  - (d) Expiry date **For 220,000 warrants, one year from closing date; for 760,000 warrants, two years from the 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 - N/A**

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: \_\_\_\_\_
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: \_\_\_\_\_
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:
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 **August 29, 2018**.

**William Jorgenson**

Name of Director or Senior  
Officer

**/s/William Jorgenson**

Signature

**CEO**

Official Capacity