

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: Kal Minerals Corp. (the "Issuer" or "Kal").

Trading Symbol: KAL .

Date: December 17, 2018.

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: 9,483,000.

Date of News Release Announcing Private Placement: November 29, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.20.

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	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 relationship to Issuer (2)

- (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.

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: _____ .
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. _____ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
_____ .
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 _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .

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7. Provide the following information if debt securities are to be issued:
- (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.):
- (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 _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). _____ .
11. State whether the private placement will result in a 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. _____

_____.

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:

The Issuer proposes to acquire (the “**Acquisition**”) all of the issued and outstanding share capital of Vanadium North Resources Inc. (“**Vanadium North**”) from each of the shareholders of Vanadium North (collectively, the “**Vendors**”). On July 30, 2018, Vanadium North entered into a property option agreement (the “**Option Agreement**”) with Strategic Metals Ltd. (“**Strategic Metals**”) and Archer, Cathro & Associates (1981) Limited whereby Vanadium North has the right to acquire a 100% interest in Strategic Metals’ vanadium project located in the Northwest Territories (the “**Property**”). To acquire a 100% interest in the Property, Vanadium North must: (i) incur minimum exploration expenditures of \$90,000 (complete) on the Property on or before November 1, 2018; (ii) issue 19.9% of its outstanding common shares to Strategic Metals after completing an initial public offering and raising at least \$2,000,000 in working capital on or before July 31, 2019; and (iii) maintain all claims comprising the Property in good standing until December 21, 2019. The Option Agreement further states that Strategic Metals will retain a 2% net smelter return royalty on any commercial production from the Property, one-half of which can be purchased by Vanadium North for a payment of \$1,000,000 any time prior to the commencement of commercial production.

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:

Kal and Vanadium North entered into a letter of intent on November 28, 2018 (the “**LOI**”) pursuant to which they have agreed to negotiate and execute a definitive agreement pursuant to the terms contained in the LOI in order to

complete the Acquisition. Upon completion of the Acquisition, the Vendors shall transfer to Kal 100% of the issued and outstanding shares of Vanadium North (the “Target Shares”), which will hold indirectly 100% of the right, title and interest in the Property. In consideration for the Target Shares, Kal shall issue an aggregate of 13,000,000 common shares in the capital of Kal (the “Consideration Shares”) to the Vendors on a one-for-one basis for their Target Shares. Pursuant to the terms of the Option Agreement, upon completion of the Acquisition, Kal will issue 5,585,000 common shares in the capital of Kal to Strategic Metals, representing approximately 19.9% of Kal’s issued and outstanding common shares post-Acquisition.

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:

See response to Item 6.

- (a) Total aggregate consideration in Canadian dollars: \$3,717,000.
- (b) Cash: Nil.
- (c) Securities (including options, warrants etc.) and dollar value: 18,585,000 common shares of the Issuer.
- (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:

None.

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⁾
Vanadium North Resources Inc.	13,000,000	\$0.20	N/A	s. 2.13 NI 45-106	Nil	Arms-length
Strategic Metals Ltd.	5,585,000	\$0.20	N/A	s. 2.13 NI 45-106	Nil	Arms-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:

Completion of the Acquisition is conditional upon the Issuer receiving: (i) a technical report in respect of the Property, in the form prescribed by National Instrument 43-101 – Standards of Disclosure for Mineral Projects and acceptable to the Canadian Securities Exchange; and (ii) the Issuer being satisfied as to (a) the title to the Property, and (b) the results of its due diligence investigation of the Property.

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 December 17, 2018.

Martin Bajic
Name of Director or Senior
Officer

Signature

Director
Official Capacity