

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: RESAAS Services Inc. (the "Issuer")

Trading Symbol: RSS

Date: January 24, 2018

Is this an updating or amending Notice: Yes.

If yes provide date(s) of prior Notices: January 17, 2018

Issued and Outstanding Securities of Issuer Prior to Issuance:

39,264,283 common shares, plus 6,935,700 common shares reserved for issuance upon the exercise of options (as to 5,723,200) and warrants (as to 1,212,500)

Date of News Release Announcing Private Placement: December 21, 2017

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.60

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) (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
Rajeev Bakshi Surrey, BC	140,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Executive Chairman, Director
Ian Kirk North Vancouver, BC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Adrian Barrett Whistler, BC	143,000	0.70	N/A	NI 45-106 s. 2.3	4,008,500 common shares / options to purchase 100,000 common shares	January 25, 2018	Director

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
Albert Gatien Kamloops, BC	40,000	0.70	N/A	NI 45-106 s. 2.3	60,000 common shares	January 25, 2018	Not a Related Person
353305 BC Ltd. Surrey, BC	85,000	0.70	N/A	NI 45-106 s. 2.3	226,000 common shares	January 25, 2018	Not a Related Person
Librico Properties Ltd. Chilliwack, BC	320,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Robbie Cartelier Vancouver, BC	14,000	0.70	N/A	NI 45-106 s. 2.3	52,500 common shares	January 25, 2018	Not a Related Person
Seth Berkowitz Salt Spring Island, BC	10,000	0.70	N/A	NI 45-106 s. 2.3	30,000 common shares	January 25, 2018	Not a Related Person
Terry Coatta Richmond, BC	35,000	0.70	N/A	NI 45-106 s. 2.3	68,000 common shares	January 25, 2018	Not a Related Person
Aileen Lloyd North Vancouver, BC	30,000	0.70	N/A	NI 45-106 s. 2.3	265,000 common shares	January 25, 2018	Not a Related Person
Manfred Krahn Abbotsford, BC	120,000	0.70	N/A	NI 45-106 s. 2.3	1,315,524 common shares	January 25, 2018	Not a Related Person
Kelly J. Abbott New Westminster, BC	7,000	0.70	N/A	NI 45-106 s. 2.5	Nil	January 25, 2018	Not a Related Person

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Ulrich Jordan Whistler, BC	143,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
David Myles Burnaby, BC	21,500	0.70	N/A	NI 45-106 s. 2.5	20,000 common shares	January 25, 2018	Not a Related Person
Gary McDonald Squamish, BC	10,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Dorothy Atkinson Sr. Vancouver, BC	21,500	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Dorothy Atkinson Vancouver, BC	21,500	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Michael Cunningham New Westminster, BC	21,500	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Tom Cunningham Vancouver, BC	28,500	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Norman Allyn Vancouver, BC	35,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Bernie Hensel Vancouver, BC	225,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Grace Hensel Vancouver, BC	45,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person

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Robert Hensel Vancouver, BC	25,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Laurie Hunt Surrey, BC	35,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Anastase Maragos & Costa Maragos Vancouver, BC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Peter Real Calgary, AB	25,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Ari Sussman Toronto, ON	50,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Anthony Alberga Laval, QC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Massimo Mignacca St. Leonard, QC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Meagan Novack Montreal, QC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Vanda Sauda Durante Lachine, QC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Rocco Durante Lachine, QC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person

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Giuseppa Randazzo St. Leonard, QC	15,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Claudio Durante St. Leonard, QC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Claudio Durante St. Leonard, QC	30,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
6188397 Canada Inc. St. Laurent, QC	15,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Antonio del Balso Verdun, QC	10,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Zeina Gedeon Dollard-des-Ormeaux, QC	20,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Antonio Giulione St. Hubert, QC	10,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Charlie Albano Kirkland, QC	10,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Monika Joshi Mont-Royal, QC	5,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Emile Molgat Saint-Donat-de-Montcalm, QC	10,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person

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Marco Zaino Montreal, QC	50,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 25, 2018	Not a Related Person
Marc Bellerive West Kelowna, BC	7,200	0.70	N/A	NI 45-106 s. 2.3	300,000 common shares	January 25, 2018	Not a Related Person
Marc Bellerive West Kelowna, BC	20,000	0.70	N/A	NI 45-106 s. 2.3	300,000 common shares	January 25, 2018	Not a Related Person
Christine Hortley West Kelowna, BC	7,200	0.70	N/A	NI 45-106 s. 2.3	300,000 common shares	January 25, 2018	Not a Related Person
Christine Hortley West Kelowna, BC	15,000	0.70	N/A	NI 45-106 s. 2.3	300,000 common shares	January 25, 2018	Not a Related Person
2427123 Ontario Inc. Toronto, ON	50,000	0.70	N/A	NI 45-106 s. 2.3	25,000 common shares / options to purchase 750,000 common shares	January 2018	Not a Related Person
Randy Ayers Surrey, BC	35,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 2018	Not a Related Person
Capital Event Management Ltd. Vancouver, BC	57,500	0.70	N/A	NI 45-106 s. 2.3	Nil	January 2018	Not a Related Person
Peter T. Coolican Collingwood, ON	50,000	0.70	N/A	NI 45-106 s. 2.3	225,000 common shares	January 2018	Not a Related Person

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Dig Media Inc. Vancouver, BC	51,500	0.70	N/A	NI 45-106 s. 2.3	Nil	January 2018	Not a Related Person
Gestion Pierre Chadi Inc. Montreal, QC	100,000	0.70	N/A	NI 45-106 s. 2.5	200,000 common shares / options to purchase 100,000 common shares	January 2018	Company controlled by a Director
Joshua Gorges Kelowna, BC	100,000	0.70	N/A	NI 45-106 s. 2.3	90,000 common shares	January 2018	Not a Related Person
Jaguar Holdings (1998) Inc. Barrie, ON	60,000	0.70	N/A	NI 45-106 s. 2.3	10,000 common shares	January 2018	Not a Related Person
Proactive Investors North America Vancouver, BC	35,714	0.70	N/A	NI 45-106 s. 2.3	Nil	January 2018	Not a Related Person
Structural Evolution Inc. Kitchener, ON	35,000	0.70	N/A	NI 45-106 s. 2.3	Nil	January 2018	Not a Related Person
Leo Beskar River Falls, WI	100,000	0.70	N/A	NI 45-106 s. 2.3	1,000,000 common shares (approx.)	January 2018	Not a Related Person
Barry Hager Ellsworth, WI	100,000	0.70	N/A	NI 45-106 s. 2.3	240,000 common shares	January 2018	Not a Related Person

⁽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 have been placed in trust pending receipt of all necessary approvals.

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(2) Indicate if Related Person.

¹ 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: \$2,033,930
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 plans to use the proceeds of the Private Placement for the continued development of its technology platform, investor relations activities, increasing its sales team, general working capital and research and development in emerging technologies.

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. N/A

5. Description of securities to be issued:

- (a) Class: Units, with each unit consisting of one common share of the Issuer and one common share purchase warrant
- (b) Number: 2,905,614
- (c) Price per security: \$0.70
- (d) Voting rights: Yes

6. Provide the following information if warrants, options or other convertible securities are to be issued:

- (a) Number: 2,905,614
- (b) Number of securities eligible to be purchased on exercise of warrants or options: 2,905,614
- (c) Exercise price: \$0.90 per common share
- (d) Expiry date: 12 months from the date of issuance

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): The Issuer has agreed to pay Haywood Securities Inc., Echelon Wealth Partners Inc. and TD Waterhouse Inc. the fees described below.
 - (b) Cash: \$124,930.40, representing 8% of the gross proceeds of the Private Placement received from investors introduced to the Issuer by those finders
 - (c) Securities: 178,472 warrants, representing 8% of the number of units issued in the Private Placement to investors introduced to the Issuer by those finders
 - (d) Other: N/A
 - (e) Expiry date of any options, warrants, etc.: January 25, 2019
 - (f) Exercise price of any options, warrants, etc.: \$0.90 per common share
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. No.
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. The Private Placement will not 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. 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. Yes.

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

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- (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:

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⁾
N/A						

(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: 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: January 24, 2018.

Cameron Shippit
Name of Director or Senior Officer

/s/ "Cameron Shippit"
Signature

CFO and Secretary
Official Capacity