FORM 9 (FINAL)

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities[1])

Please complete the following:

Name of CNSX Issuer: **PASINEX RESOURCES LIMITED** (the "Issuer").

Trading Symbol: **PSE** .

Date: **April 4, 2014**.

Is this an updating or amending Notice: √**Yes** ☐ No

If yes provide date(s) of prior Notices: **January 24, 2014.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **60,389,836.**

Date of News Release Announcing Private Placement: **January 24, 2014**.

Closing Market Price on Day Preceding the Issuance of the News Release: **$0.07**

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 relations-hip to Issuer (2)
Zimtu Capital Corp., 1450 – 789 West Pender St., Van. BC V6C 1H2	4,357,142	$0.07	N/A	Sec. 2.3(1) of NI 45-106	10,221,213	Mar 3/14 and Apr 7/14	Related party

Name withheld Muhlbach 5, A—5141, Moosdorf, Austria	**300,000**	**$0.07**	**N/A**	**Sec. 2.3(1) of NI 45-106**		**Feb 11/14**	
Name Withheld Mooweg 1-9073, Viktring, Austria	**40,000**	**$0.07**	**N/A**	**Sec. 2.3(1) of NI 45-106**		**Feb 21/14**	
Name withheld Dove Str. 5a, 10587 Berlin, Germany	**350,000**	**$0.07**	**N/A**	**Sec. 2.3(1) of NI 45-106**		**Apr 3/14**	
Name withheld Fucking 15, AT/5121 Tarsdorf, Austria	**400,000**	**$0.07**	**N/A**	**Sec. 2.3(1) of NI 45-106**		**Apr 1/14**	
Name withheld Ulrich Fust Str 2, 58636 3 sev lohn, Germany	**300,000**	**$0.07**	**N/A**	**Sec. 2.3(1) of NI 45-106**		**Apr 7/14**	
Name withheld Marketgasse 2, 8750 Judenburg, Austria	**150,000**	**$0.07**	**N/A**	**Sec. 2.3(1) of NI 45-106**	**2,150,000**	**Apr 7/14**	
7312067 Canada Ltd., 1441 Murphy Road, Ennismore, ON K0L 1T0	**50,000**	**$0.07**	**N/A**	**Sec. 2.3(1) of NI 45-106**		**Apr 7/14**	**Related Party**

(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.

[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: **up to $416,300**

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. **<u>The proceeds will be used for on-going exploration in Turkey, with particular focus on the Golcuk Cu project and the Horzum regional zinc project, and for general corporate purposes.</u>**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **<u>None</u>**

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. **<u>NOT APPLICABLE.</u>**

5. Description of securities to be issued:

   (a) Class **<u>COMMON SHARES.</u>**

   (b) Number **<u>5,947,142</u>**

   (c) Price per security **<u>$0.07 PER UNIT.</u>**

   (d) Voting rights **<u>ONE SHARE ONE VOTE.</u>**

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

   (a) Number **<u>2,973,571 SHARE PURCHASE WARRANTS.</u>**

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **<u>2,973,571 COMMON SHARES.</u>**

   (c) Exercise price **<u>$0.12 PER COMMON SHARE.</u>**

   (d) Expiry date **<u>THREE YEARS FROM CLOSING.</u>**

7. Provide the following information if debt securities are to be issued: **<u>NOT APPLICABLE.</u>**

   (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):

Mag. Wolfgang Jannach, Geschaftsfuhrer, PENS Investment Management GmbH, BundesstraBe 66, 7740 Zeltweg

(b) Cash **$1,904.00** ______.

(c) Securities ______.

(d) Other **27,200 warrants** ______.

(e) Expiry date of any options, warrants etc. **3 years from closing**.

(f) Exercise price of any options, warrants etc. **$0.12.**

Joachim Rainer, Marketgasse 2, 8750 Judenburg, Austria

(b) Cash **$16,400.00** ______.

(c) Securities ______.

(d) Other ______.

(e) Expiry date of any options, warrants etc.

(f) Exercise price of any options, warrants etc.

Dietmar Schurl, Sierra De La Pila 68, 03680 ASPE, Espana

(b) Cash ______.

(c) Securities **60,000 common shares** ______.

(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.

NOT RELATED

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

NOT APPLICABLE.

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.

NOT APPLICABLE.

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 Multilateral 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:

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:

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: Expiry date of options, warrants, etc. if any: ____________ .

(e) Exercise price of options, warrants, etc. if any: _______________ .

(f) 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:

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)]**

(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:

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 ____ .

(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.

   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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 9 Notice of Private Placement is true.

Dated **April 4, 2014**

Steven Williams
Name of Director or Senior Officer

"Steven Williams"
Signature

President & CEO
Official Capacity