

AMENDED FORM 9**NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**
(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of CNSX Issuer: Starrex International Ltd. (the "Issuer").Trading Symbol: STX.Date: July 8, 2014.Is this an updating or amending Notice: ☒ Yes ☐ NoIf yes provide date(s) of prior Notices: N/A.Issued and Outstanding Securities of Issuer Prior to Issuance: 8,116,870.Date of News Release Announcing Private Placement: May 29, 2014.Closing Market Price on Day Preceding the Issuance of the News Release: \$0.57.**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⁾
Garfield Last Turks & Caicos Islands	400,000 common shares	\$0.50	N/A	NI 45-106 s. 2.3(k)	N/A	July 9, 2014	Related Person
Charles Burns Ontario	190,000 common shares	\$0.50	N/A	NI 45-106 s. 2.3(j)	443,500 common shares	July 9, 2014	Related Person
Donald Sheldon Ontario	100,000 common shares	\$0.50	N/A	NI 45-106 s. 2.3(j)	N/A	July 9, 2014	Not a Related Person
Sheep Island Investment Corp. Ontario	100,000 common shares	\$0.50	N/A	NI 45-106 s. 2.3(j)	129,500 ⁽³⁾ common shares	July 9, 2014	Related Person ⁽³⁾

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Talent Oil and Gas Ltd. Ontario	100,000 common shares	\$0.50	N/A	NI 45-106 s. 2.3(t)	2,155,861 ⁽⁴⁾ common shares	July 9, 2014	Related Person ⁽⁴⁾
Richard Ramirez, Trustee Texas, USA	244,280 common shares	\$0.50	N/A	N/A	N/A	July 9, 2014	Not a Related Person
American Capital Equity Fund, LLC Texas, USA	424,837 common shares	\$0.50	N/A	N/A	2,133,336 ⁽⁵⁾ common shares	July 9, 2014	Related Person ⁽⁵⁾
Tyrrell L. Garth Texas, USA	424,840 common shares	\$0.50	N/A	N/A	1,066,664 common shares	July 9, 2014	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.

(2) Indicate if Related Person.

(3) Sheep Island Investment Corp. is a corporation over which Ronald Mann, an officer and director of the Issuer, has control or direction. 128,000 common shares are held directly by Sheep Island Investment Corp. and 1,500 common shares are held directly by Ronald Mann.

(4) Talent Oil and Gas Ltd. is a corporation over which Donald Moore, a director of the Issuer, has control or direction. 2,051,951 common shares are held directly by Talent Oil and Gas Ltd. and 103,910 common shares are held directly by Donald Moore.

(5) American Capital Equity Fund, LLC is an entity over which P. Garrett Clayton, an officer and director of the Issuer, has control or direction. 2,133,336 common shares are held directly by Garrett Clayton.

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.

- Total amount of funds to be raised: **\$991,978.74** .
- 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 cash proceeds received by the Issuer from the sale of Common Shares will be used (i) to review and evaluate businesses which are potential acquisitions providing services to the mortgage banking sector; and (ii) for general corporate purposes.** .
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A** .
- 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** .

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5. Description of securities to be issued: **Common Share**
- (a) Class **Common Shares** .
- (b) Number **1,983,957** .
- (c) Price per security **\$0.50** .
- (d) Voting rights **One vote for each Common Share** .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number **N/A** .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **N/A** .
- (c) Exercise price **N/A** .
- (d) Expiry date **N/A** .
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):
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, 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 Multilateral 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:
All of the shares of Olympia Capital Management, Inc., a Florida corporation, all of the units and membership interests of Property Interlink, LLC, a Colorado limited liability company, and all of the shares of One Force Staffing, Inc., a Texas corporation. All of the foregoing entities (the “Targetcos”) are engaged in providing services to the mortgage banking industry. The businesses include appraisal services, personnel recruiting and management consulting.
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: The

Issuer has formed three new, wholly-owned limited liability US subsidiaries, one for each acquisition. For each acquisition, the Issuer, one of its newly-formed US limited liability subsidiaries, one of the Targetcos and the vendors of the Targetco (named in Item 6 below) have entered into an agreement of plan and merger, dated as of July 1, 2014, whereunder the Issuer shall acquire all of the shares or all of the units and membership interests, as the case may be, of the Targetco. The consideration payable for each Targetco is approximately equal. Aggregate consideration for all three acquisitions is CDN \$1,890,000 payable in Common Shares of the Issuer at a deemed price of \$0.50 per share. None of the vendors of the Targetcos are related to the Issuer. The effective date of each of the acquisitions is July 9, 2014.

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: **\$1,890,000**
 - (b) Cash: **N/A**
 - (c) Securities (including options, warrants etc.) and dollar value: **3,780,000 Common Shares with a value of \$1,890,000.**
 - (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). **The purchase price was determined through 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⁾
Olympia Nationwide Investments I, LLC (Richard A. Ramirez, Manager and sole officer; no other insiders)	630,000 common shares	\$0.50 deemed price	N/A	s. 2.11 of NI 45-106	N/A	Not a Related Person
Olympia Nationwide Investments II, LLC (Richard A. Ramirez, Manager and sole officer; no other insiders)	630,000 common shares	\$0.50 deemed price	N/A	s. 2.11 of NI 45-106	N/A	Not a Related Person
Central Force Investments I, LLC (Brandon Armstrong, Manager and sole officer; no other insiders)	630,000 common shares	\$0.50 deemed price	N/A	s. 2.11 of NI 45-106	N/A	Not a Related Person
Central Force Investments II, LLC (Brandon Armstrong, Manager and sole officer; no other insiders)	630,000 common shares	\$0.50 deemed price	N/A	s. 2.11 of NI 45-106	N/A	Not a Related Person
AMC Appraisal Group I, LLC (Richard A. Ramirez, Manager and sole officer; no other insiders)	630,000 common shares	\$0.50 deemed price	N/A	s. 2.11 of NI 45-106	N/A	Not a Related Person
AMC Appraisal Group II, LLC (Richard A. Ramirez, Manager and sole officer; no other insiders)	630,000 common shares	\$0.50 deemed price	N/A	s. 2.11 of NI 45-106	N/A	Not a Related Person

(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: Standard due diligence.

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.): N/A
- (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. 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 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: July 8, 2014

Ronald Mann

Name of Director or Senior Officer

Signed: "Ronald Mann"

Signature

Secretary and Acting Chief Financial Officer

Official Capacity