FINAL FORM 9

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

Please complete the following:

Name of CNSX Issuer: **Hi Ho Silver Resources Inc.** (the "Issuer").

Trading Symbol: **HHS**.

Date: **December 10, 2014**.

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: **112,267,647**.

Date of News Release Announcing Private Placement: **October 20, 2014**.

Closing Market Price on Day Preceding the Issuance of the News Release: **$0.02 on October 17, 2014**.

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$)	Conver-sion Price (if Applicable)	Prospec-tus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relation-ship to Issuer (2)
Knight-Castle Mercantile Inc. #266 – 255 Newport Dr. Port Moody, BC V3H 5H1	5,306,260 Units	$265,313	$0.10 per common share	s. 2.24 of 45-106	14,905,512 common shares 12,862,520 warrants	On closing	Related Person
Janet R. Villemaire 1403 – 822 Homer St. Vancouver, BC V6B 6M3	4,516,320 Units	$225,816		s. 2.5 of NI 45-106, s. 2.10 of 45-106	4,516,320 Common Shares 4,516,320 warrants		N/A

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conver-sion Price (if Applicable)	Prospec-tus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relation-ship to Issuer (2)
Keith Margetson 331 East 5th Avenue North Vancouver, BC V6L 1M1	901,000 Units	$45,050		s. 2.24 of NI 45-106	1,101,000 common shares 1,101,000 warrants		Related Person
Laara Shaffer 2005 – 4390 Grange St. Burnaby, BC V5H 1P6	572,500 Units	$28,625		s. 2.24 of NI 45-106	772,500 common shares 872,500 warrants		Related Person
Timeline Filing Services Ltd. 2005 – 4390 Grange St. Burnaby, BC V5H 1P6	572,000 Units	$28,600		s. 2.24 of NI 45-106	572,000 common shares 872,000 warrants		Related Person
William McKinney 11751 Shell Rd. Richmond, BC 5664 Patrick Street	374,000 Units	$18,700		s. 2.5 of NI 45-106	2,574,000 common shares 534,000 warrants		N/A
Vineyard Ventures Inc. 5664 Patrick Street Burnaby, BC V5J 3B3	840,000 Units	$42,000		s. 2.5 of NI 45-106	2,045,500 common shares 840,000 warrants		N/A
LL&S Holdings Ltd. Suite 200 – 435 4th Ave SW Calgary, AB T2P 3A8	1,000,000 Units	$50,000		s. 2.3 of NI 45-106	9,000,000 common shares 1,800,000 warrants		N/A
Daniela Marcoux 3149 West 11th Ave Vancouver, BC V6K 2M8	160,000 Units	$8,000		s. 2.5 of NI 45-106	160,000 common shares 160,000 warrants		N/A
Haeim Choi 206 – 1640 Alberni St. Vancouver, BC V6G 1A7	400,000 Units	$20,000		s. 2.5 of NI 45-106	400,000 common shares 400,000 warrants		N/A

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conver-sion Price (if Applicable)	Prospec-tus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relation-ship to Issuer (2)
Hai Zhuo Ge 62 – 16233 83 Ave Surrey, BC V4N 0Z3	26,000 Units	$1,300		s. 2.5 of NI 45-106	426,000 common shares 26,000 warrants		N/A
Luigi Gino Crudo 2595 Napier St. Vancouver, BC V5K 2W4	100,000 Units	$5,000		s. 2.5 of NI 45-106	100,000 common shares 100,000 warrants		N/A
Peter Trenchy Box 150 Mayerthorpe, AB T0E 1N0	300,000 Units	$15,000		s. 2.5 of NI 45-106	2,300,000 common shares 1,000,000 warrants		N/A
Dexter McKnight #266 – 255 Newport Dr. Port Moody, BC V3H 5H1	360,000 Units	$18,000		s. 2.5 of NI 45-106	391,500 common shares 391,500 warrants		Related Person
Susan McKnight 18 Widgeon St. Kitimat, BC V8C 1L3	100,000 Units	$5,000		s. 2.5 of NI 45-106	800,000 common shares 100,000 warrants		N/A
Michael Paul Chursinoff 496 Midvale St. Coquitlam, BC V3K 5H6	32,000 Units	$1,600		s.2.5 of NI 45-106	32,000 common shares 32,000 warrants		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.

[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: **Total gross proceeds of $778,004 were raised pursuant to the private placement .**

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. **$5,000 was used to fund work on the San Bernardino property in California and the balance for general office and working capital.** .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

To pay outstanding compensation for past services provided to the Issuer by the following:

Dexter McKnight - $18,000.00
Knight Castle Mercantile Inc. - $265,313.00
Timeline Filing Services Ltd. - $28,600.00
Laara Shaffer - $28,625.00
Keith Margetson - $45,000.00

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 **Units, with each unit (a "Unit") consisting of one common share and one common share purchase warrant** .

(b) Number **A total of 15,560,080 Units, including 15,560,080 common shares were issued under the private placement.**

(c) Price per security **$0.05 per Unit** .

(d) Voting rights **Standard – one vote per common share.**

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

(a) Number **A total of 15,560,080 warrants were issued pursuant to the private placement** .

(b) Number of securities eligible to be purchased on exercise of Warrants (or options) **15,560,080 common shares are to be issued on exercise of the warrants** .

(c) Exercise price **$0.10 per common share** .

(d) Expiry date **2 years following the date of issuance** .

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. **N/A**

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. **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 (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: **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**

   (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: **N/A**

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 (1)	Describe relationship to Issuer (2)

(1) The amount of shares held by each Vendor is to the best of the Issuer's knowledge.
(2) 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 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: **December 9, 2014**.

Dennis McKnight
Name of Director or Senior Officer

"***Dennis McKnight***"
Signature

President and Director
Official Capacity