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: **HI HO SILVER RESOURCES INC.** (the "Issuer").

Trading Symbol: **HHS**

Date: **MAY 24, 2013**

Is this an updating or amending Notice: **YES**

If yes provide date(s) of prior Notices: **AUGUST 29, 2013**

Issued and Outstanding Securities of Issuer Prior to Issuance: **87,663,647**

Date of News Release Announcing Private Placement: **AUGUST 29, 2012**

Closing Market Price on Day Preceding the Issuance of the News Release: **$0.04**

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 relation-ship to Issuer([2])
Attached as Schedule "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 have 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: **$370,200**

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 proceeds of the Private Placement will be used for exploration of Hi Ho's Canadian mineral properties and for general working capital**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Not applicable**

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 **COMMON SHARES**

   (b) Number **7,404,000**

   (c) Price per security **$0.05 COMMON SHARE**

   (d) Voting rights one vote per share

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

   (a) Number **7,404,000**

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **7,404,000**

   (c) Exercise price **$0.10**

   (d) Expiry date **MAY 21, 2015**

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

   (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): **N/A.**

(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: **Not Applicable**

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.

PART 2. Acquisition - Not applicable

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: _____

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

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

   (g) 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:

   SEE ATTACHED SCHEDULE '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	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) _____

   (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. _____

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. _____

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 **MAY 24, 2013**

Dennis McKnight
Name of Director or Senior Officer

"SIGNED"
Signature

President and Director
Official Capacity

SCHEDULE 'A'

HI HO SILVER RESOURCES INC.

Full Name and Residential Address of Placee	Number of Securities 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	Describe Relationship to Issuer
LL & S Holdings Ltd	1,600,000	$0.05	**n/a**	NI 45-106, 3.5	390,000	Nov. 15/12	Accredited Inv.
Calgary, AB T2P 3A8							
765438 Alberta Ltd.	200,000	$0.05		NI 45-106, 3.5	Nil	Nov. 18/12	Accredited Inv.
Calgary, AB, T2Z 2M5							
Plural Investments Ltd	100,000	$0.05		NI 45-106, 3.5	1,000,000	Nov. 30/12	Accredited Inv.
Calgary, AB, T2N 2H9							
Doug Simons	100,000	$0.05		NI 45-106, 2.7	57,857	Jan. 15/12	Friend
Port Moody, BC, V3H 5C7							
Laara Shaffer	300,000	$0.05		NI 45-106, 2.3	Nil	Feb. 8/13	Officer
Burnaby, B.C. V5H 1P6							
Timeline Filing Services Ltd. (Laara Shaffer) Burnaby, B.C. V5H 1P6	300,000	$0.05		NI 45-106, 2.3	Nil	Feb. 8/13	Officer

Knight-Castle Mercantile Inc.	2,000,000	$0.05	NI 45-106, 2.3	1,022,992	Feb. 15/13	Officer
Port Moody, BC, V3H 5H1 Dennis McKnight						
Stewart Jackson	1,620,000	$0.05	NI 45-106, 2.8	60,000	Dec. 20/12	Business Assoc.
Winterhaven, CA USA 92283-1085						
Vineyard Ventures Inc.	672,000	$0.05	NI 45-106, 2.7	59,000	Mar. 28/13	Friend
Evanagelios Gnissios Vancouver, BC V6S 1H4						
Chris Knudsen	160,000	$0.05	NI 45-106, 2.7	1,100,000	Feb. 27/13	Friend
Kamloops, BC V2B SE4						
William McKinney	152,000	$0.05	NI 45-106, 2.7	3,300,000	Mar. 28/13	Friend
. Richmond, BC V7A 3W7						
Keith Margetson	200,000	$0.05	NI 45-106, 2.3	Nil	Mar. 28/13	Officer
North Vancouver, BC V7L 1M1						