

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of CNSX Issuer: **SYNERGY ACQUISITION CORP.** (the "Issuer").

Trading Symbol: **QMP**

Date: **December 23, 2013.**

Is this an updating or amending Notice: No

If yes provide date(s) of prior Notices: _____

Issued and Outstanding Securities of Issuer Prior to Issuance: **18,056,834**

Date of News Release Announcing Private Placement: **December 23, 2013**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.22**

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 relationship to Issuer (2) |
|---|--|---|---------------------------------------|----------------------|--|------------------|-------------------------------------|
| See attached schedule | 2,545,000 Flow-Through Units (one common share issued as a "flow-through" share+ one common share warrant) AND 21,111 Units (one common share + one common share warrant | \$0.20 per Flow-Through Unit \$0.18 per Unit | Each warrant: \$0.30 per common share | s. 2.3 of NI45-106 | n/a | December 27,2013 | 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.

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.

1. Total amount of funds to be raised: **\$512,800.**

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. **It is intended that the proceeds from the offering will be used to incur qualifying Canadian Exploration Expenses on several properties owned by the Corporation and the non-flow-through proceeds will be used for general corporate purposes.**

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: **Flow-Through Units consisting of one (1) common share issued as a "flow-through share" and one non flow-through common share purchase warrant.**
 - (b) Number: **2,545,000.**
 - (c) Price per security: **\$0.20 per Unit**
 - (d) Voting rights: **One vote per common share.**
 - (a) Class: **Units consisting of one (1) common share and one common share purchase warrant.**
 - (b) Number: **21,111.**
 - (c) Price per security: **\$0.18 per Unit**
 - (d) Voting rights: **One vote per common share.**

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (e) Number : **2,566,111.**
 - (f) Number of securities eligible to be purchased on exercise of Warrants (or options). **2,566,111.**

- (g) Exercise price. **\$0.30.**
- (h) Expiry date. **24 months following the date of issuance.**

7. Provide the following information if debt securities are to be issued:

- (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): **Canaccord Genuity Corp.**
- (b) Cash: **\$47,300.**
- (c) Securities: **236,500 Finder's Warrants.**
- (d) Other _____
- (e) Expiry date of any options, warrants etc. **12 months from closing.**
- (f) Exercise price of any options, warrants etc. **\$0.18 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 **n/a.**

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

The flow-through common shares issued as part of a Flow-Through Unit under the Offering will be issued on a 'flow-through' basis.

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. **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: _____

(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:

| 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) |
|--|--|-----------------------------------|----------------------------------|----------------------|---|-------------------------------------|
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(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 _____
 - (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. _____
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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 27, 2013.

Guy Paul Allard

Signature

Corporate Secretary and Director
Official Capacity

| # | Name of Subscriber & Address | # of Flow-Through Units | \$ Value |
|---|--|-------------------------|----------|
| 1 | JOCELYN ALLAIRE 2240 BOBBY-HACHEY RUE SAINT-HYACINTHE, QC CANADA J2S0C8 | 50 000 | \$10 000 |
| 2 | PIERRE YVES ALLARD 2500 CAP SANTE DUVERNAY, QC CANADA H7E1N5 | 25 000 | \$5 000 |
| 3 | JEAN-LOUIS BELANGER 4210 LAKESHORE DRIVE RUE RAWDON, QC CANADA J0K1S0 | 50 000 | \$10 000 |
| 4 | MANON BOULANGER 535 BOUCHETTE RUE SHERBROOKE, QC CANADA J1J2T2 | 50 000 | \$10 000 |
| 5 | ISABELLE CARON 3117 MONT-ROYAL AVENUE EST MONTREAL, QC CANADA H1Y3M6 | 50 000 | \$10 000 |
| 6 | SERGIO COLETTA 373 DUHAMEL RUE LASALLE, QC CANADA H8P3S6 | 50 000 | \$10 000 |
| 7 | MAXIME DIONNE 3516 ASSELIN RUE LONGUEUIL, QC CANADA J4M2W6 | 50 000 | \$10 000 |
| 8 | DIANE DU CAP 124 HUBERT-AQUIN RUE CHATEAUGUAY, QC CANADA J6J5T5 | 50 000 | \$10 000 |
| 9 | DIANE ENGLAND 416 MONTEE DES TRENTES MONT ST HILAIRE, QC CANADA J3H2R8 | 25 000 | \$5 000 |

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| 10 | MICHEL GIRARD 416 DES TRENTE MONTEE MONT-SAINT-HILAIRE, QC CANADA J3H2R8 | 25 000 | \$5 000 |
| 11 | YAN GIRARD ENGLAND 416 MONTEE DES TRENTE MONT ST-HILAIRE, QC CANADA J3H2R8 | 25 000 | \$5 000 |
| 12 | JULIE CHOQUET 35 56E AV LACHINE, QC CANADA H8T3B8 | 25 000 | \$5 000 |
| 13 | MICHÈLE ALLAIN 280 DES CHUTES-WILSON RUE SAINT-JEROME, QC CANADA J7Y4Z7 | 50 000 | \$10 000 |
| 14 | ROGER ALLARD 116 CARDINAL-LEGER BOUL PINCOURT, QC CANADA J7V3Y5 | 25 000 | \$5 000 |
| 15 | YVES ANDRE 1736 MAURICE-GAUVIN RUE LAVAL, QC CANADA H7S1Z5 | 50 000 | \$10 000 |
| 16 | ERIC ARSENEAULT RR 6 ST-MATHIEU D'HARRICANA, QC CANADA J0Y1M0 | 50 000 | \$10 000 |
| 17 | NORMAND BRAIS 53 GRANDE-COTE RUE ROSEMERE, QC CANADA J7A1G9 | 25 000 | \$5 000 |
| 18 | JACQUES CARON 2161 AVE ROYALE BEAUPORT, QC CANADA G1C1N9 | 30 000 | \$6 000 |

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| 19 | MARC DESORMEAUX 13 DE BLOIS RUE BLAINVILLE, QC CANADA J7B1S8 | 25 000 | \$5 000 |
| 20 | MANON FRECHETTE 3400 CH DU MONT ORFORD MAGOG, QC CANADA J1X3W3 | 50 000 | \$10 000 |
| 21 | STÉPHANIE GAGNON 204 DES MESANGES CH PIEDMONT, QC CANADA J0R1K0 | 25 000 | \$5 000 |
| 22 | YVES GUINDON 64 ALBERT-DUMOUCHEL RUE BLAINVILLE, QC CANADA J7C4L1 | 50 000 | \$10 000 |
| 23 | JOSÉE BÉLISLE 632 WISEMAN AV OUTREMONT, QC CANADA H2V3K3 | 30 000 | \$6 000 |
| 24 | YVES DUCHAINE 2001 RANG 9 ROXTON FALLS, QC CANADA J0H1E0 | 47 500 | \$9 500 |
| 25 | GAETAN BOUCHARD 404 CHEMIN JETTE CH STOKE, QC CANADA J0B3G0 | 50 000 | \$10 000 |
| 26 | JEAN-PIERRE LAITHIER 281 DES EAUX-VIVES RUE SAINT-JEROME, QC CANADA J7Y4P1 | 37 500 | \$7 500 |
| 27 | RICHARD LONGTIN 2945 DE DOSQUET RUE LAVAL, QC CANADA H7E5C1 | 50 000 | \$10 000 |
| 28 | BRUNO MADER 2071 GREY AV MONTREAL, QC CANADA H4A3N3 | 25 000 | \$5 000 |

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| 29 | MICHEL MAHEU 34 DE LINDOSO RUE BLAINVILLE, QC CANADA J7B1Z7 | 25 000 | \$5 000 |
| 30 | LOUIS-MICHEL MALOUIN 815 MUIR RUE, APP. #808 VILLE ST-LAURENT, QC CANADA H4L5H9 | 25 000 | \$5 000 |
| 31 | PIERRE MESSIER 204 DES MESANGES CH PIEDMONT, QC CANADA J0R1K0 | 50 000 | \$10 000 |
| 32 | FRANCOIS MONGRAIN 5052 SAINT-HUBERT RUE MONTREAL, QC CANADA H2J2Y1 | 25 000 | \$5 000 |
| 33 | HELENE MORENCY 2161 AVE ROYALE BEAUPORT, QC CANADA G1C1N9 | 35 000 | \$7 000 |
| 34 | NGOC TUAN LAM 124 HUBERT-AQUIN RUE CHATEAUGUAY, QC CANADA J6J5T5 | 35 000 | \$7 000 |
| 35 | DENIS TOMKIEWICZ 3360 CONCORDE , APP 101 LAVAL, QC CANADA H7E2C2 | 50 000 | \$10 000 |
| 36 | GILBERT TREMBLAY 25 TUNSTALL RUE SENNEVILLE, QC CANADA H9X1T3 | 50 000 | \$10 000 |
| 37 | MARIE VERSAILLES 14 LAMONT RUE DOLLARD-DES-ORMEAUX, QC CANADA H9B2H5 | 25 000 | \$5 000 |
| 38 | MICHEL SAUCIER 44 DU CHENE RUE VAUDREUIL-DORION, QC CANADA J7V8P3 | 500 000 | \$100 000 |

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| 39 | JUDY TAYLOR 1800 PLATEAU OUIMET STE ROSE LAVAL, QC CANADA H7L2X2 | 50 000 | \$10 000 |
| 40 | DENIS AMOROSO 1800 PLATEAU OUIMET STE ROSE LAVAL, QC CANADA H7L2X2 | 250 000 | \$50 000 |
| 41 | GUY AMIREAULT 66 BOUL ST-JOSEPH E, APP 401 MONTREAL, QC CANADA H2T1H1 | 50 000 | \$10 000 |
| 42 | DANIEL DOMINGUE 10854 D'AUTEUIL AV MONTREAL, QC CANADA H3L2K8 | 50 000 | \$10 000 |
| 43 | JOANNE LAFOND 546 DU CHENAL RUE REPENTIGNY, QC CANADA J6A2Z7 | 50 000 | \$10 000 |
| 44 | GILLES GINGRAS 1643, GARNIER QUÉBEC, QC CANADA G1S 2T6 | 40,000 | \$8,000 |
| 45 | MARIO LAVAUTE 4105 DE SABREVOIS TROIS-RIVIÈRES, QC CANADA G9B 2B2 | 40,000 | \$8,000 |
| 46 | MARK FEDOSIEWICH 108 MANORHILL PVT OTTAWA, ON K1H 2J4 | 100,000 | \$20,000 |
| 2 545 000 | | \$509 000 | |

| # | Name of Subscriber & Address | # of Units | \$ Value |
|---|--|------------|----------|
| 1 | GILLES GINGRAS 1643, GARNIER QUÉBEC, QC CANADA G1S 2T6 | 10,000 | \$1 800 |

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|--------|---|--------|---------|
| 2 | MARIO LAVAUTE 4105 DE SABREVOIS TROIS-RIVIÈRES, QC CANADA G9B 2B2 | 11,111 | \$2,000 |
| 21,111 | \$3,800 | | |