

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES<sup>1)</sup>** **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of CNSX Issuer: WEST RED LAKE GOLD MINES INC. (the "Issuer").

Trading Symbol: RLG

Date: January 21, 2013

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: December 31, 2012.

Issued and Outstanding Securities of Issuer Prior to Issuance: 43,819,148 .

Date of News Release Announcing Private Placement: October 12, 2012.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.13  
(Please refer to item 10 below regarding the Company's price reservation and subsequent price adjustment.)

**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)
R. Gregory Laing Oakville, Ontario	212,500	\$0.12	N/A	S 2.3 of NI 45-106	1,004,545 Common Shares	October, 2012	Insider Director
Pavilion Flow Through L.P. 2012-1 Toronto, Ontario	833,750	\$0.12	N/A	S 2.3 of NI 45-106		October 2012	Not related person
Pavilion Flow Through L.P. 2012-2 Toronto, Ontario	4,250,750	\$0.12	N/A	S 2.3 of NI 45-106	4,286,500 Common Shares	Oct. 2012 and Dec. 2012	Not related person

Kumara S. Rachamalla Toronto, Ontario	87,500	\$0.12	N/A	S 2.3 of NI 45-106	10,000 Common Shares	November 2012	Not related person
Jerald B. Thompson Salmon Arm, BC	875,000	\$0.12	N/A	S 2.3 of NI 45-106		November 2012	Not related person
Gus Coolidge Calgary AB	425,000	\$0.12	N/A	S 2.3 of NI 45-106		November 2012	Not related person
Carmen Diges North York, ON	333,000	\$0.12	N/A	S 2.3 of NI 45-106		December 2012	Not related person
Leslie Sorensen Toronto, ON	100,000	\$0.12	N/A	S 2.3 of NI 45-106		December 2012	Not related person
John Kontak Toronto, ON	150,000	\$0.12	N/A	S 2.3 of NI 45-106		December 2012	Not related person
Rose Marie Nero North York, ON	50,000	\$0.12	N/A	S 2.3 of NI 45-106		December 2012	Not related person
Max Berketa Etobicoke ON	50,000	\$0.12	N/A	S 2.3 of NI 45-106		December 2012	Not 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 been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

<sup>1</sup>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: \$899,100.
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. Proceeds will be used for the continued exploration and development of the Company's west Red Lake properties.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: None.

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 Flow Through Common Shares
  - (b) Number 7,492,500
  - (c) Price per security \$0.12
  - (d) Voting rights One vote per Common Share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 7,492,500
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 7,492,500 common shares
  - (c) Exercise price \$0.20
  - (d) Expiry date 18 months from the date of closing
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount Not applicable.
  - (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):

Accient Capital Management, 370 King Street W., Suite 804, Box 67, Toronto, ON M5V 1J9; PI Financial, Suite 3401, 40King Street W. Toronto, ON M5H 3Y2; and Jennings Capital, Suite 320, 33 Yonge Street, Toronto, ON M5E 1G4.

- (b) Cash: 5% of the subscription amount: Accient Capital Management (\$30,507); PI Financial (\$2,550) and Jennings Capital (\$1,998).
- (c) Securities: 8% Compensation Warrants: Accient Capital Management (406,760 Warrants); PI Financial (34,000 Warrants) and Jennings Capital (26,640 Warrants).
- (d) Other: \_\_\_\_\_ .
- (e) Expiry date of any options, warrants etc. 18 months from closing
- (f) Exercise price of any options, warrants etc. \$0.20

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 persons

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

Each Unit of the private placement consists of one flow-through common share and one warrant (as described under item 5 and 6 above). The subscription price was originally set by the Company at \$0.15 per Unit on September 19, 2012 and followed by a price reservation application to the Exchange on the same day. The subscription price was subsequently adjusted by the Company to \$0.12 per Unit on December 31, 2012 (the market closing price for the common shares of the Company was \$0.12 on the trading day preceding the price adjustment). Subscribers of Units on October 5, 2012 (“First Tranche Closing”) paid \$0.15 per Unit and were subsequently issued an aggregate of 500,000 units on a pro rata basis on December 31, 2012 (“Second Tranche Closing”) as a result of the price adjustment.

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

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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: N/A
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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: N/A
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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).
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	Describe relationship to Issuer <sup>(1)</sup>

(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: 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. \_\_\_\_\_
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

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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
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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 January 21, 2013.

Robert Seitz  
Name of Director or Senior  
Officer

\_\_\_\_\_  
Signature

President  
Official Capacity