

ORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of CNSX Issuer: Shoal Point Energy Ltd. (the "Issuer").

Trading Symbol: SHP.

Date: January 30, 2013.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: January 16, 2012

Issued and Outstanding Securities of Issuer Prior to Issuance: 272,709,463

Date of News Release Announcing Private Placement: N/A

Closing Market Price on Day Preceding the Issuance of the News Release: N/A

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)
Wayne Maddever 347 East Hart Cr. Burlington, ON L7N 1P8	283,333 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	347,000 Common Shares	October 1, 2012	Non- related person
Alex Falconer 4261 Price Court Burlington, ON L7M 4X3	316,666 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	944,935 Common Shares 1,185,477 Warrants	October 1, 2012	Non- related person

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Victoria Mason 3080 Yonge St., Suite 6000 Toronto, ON M4N 3N1	416,666 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	October 1, 2012	Non-related person
Paul Fia 38 West Park Place Winnipeg, MB R3R 3L5	666,666 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	October 1, 2012	Non-related person
Peter Robertson 377 Oakwood Ave Winnipeg, MB R3L 1E9	83,333 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	October 1, 2012	Non-related person
3886493 Manitoba Ltd. 174 Fairlane Ave Winnipeg, MB R2Y 0B3	250,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	October 1, 2012	Non-related person
Alex Falconer 4261 Price Court Burlington, ON L7M 4X3	200,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	944,935 Common Shares 1,185,477 Warrants	October 1, 2012	Non-related person
Rob Fia 197 Beech Ave Toronto, ON M4E 3H8	425,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,000,000 Securities	November 19, 2012	Non-related person
Brenda MacDonald 187 Glenrose Ave Toronto, ON M4T 1K7	250,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 19, 2012	Non-related person
Pano Grigoriadis 49 Four Oaks Gate Toronto, ON M4J 2X3	30,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 19, 2012	Non-related person
Pano Grigoriadis 49 Four Oaks Gate Toronto, ON M4J 2X3	40,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 19, 2012	Non-related person

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Gillian Robinette 17585 Mississauga Road Belfountain, ON L7K 0E9	50,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 19, 2012	Non- related person
Hugh Robinette 17585 Mississauga Rd. Belfountain, ON L7K 0E9	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 19, 2012	Non- related person
Bruce Adams 187 Glenrose Ave Toronto Ontario M4T 1K7	84,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 19, 2012	Non- related person
Michael Jura 1781 Mallard Drive Courtenay, BC V9N 8L9	333,333 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	797,666 Common Shares and 188,889 Warrants	November 27, 2012	Non- related person
Lombard Odier & Cie 11, Rue de la Corralerie 1204 Geneva Switzerland	6,600,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	600,000 Common Shares	November 27, 2012	Non- related person
Michael Jura 1781 Mallard Drive Courtenay, BC V9N 8L9	83,333 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	797,666 Common Shares and 188,889 Warrants	November 27, 2012	Non- related person
Dan Smaller 14 Sherwood St. London W1F 7ED	170,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 27, 2012	Non- related person
Patrick Simon O'Connor Tandy Gulf Arc 4 Al-Hanala Beach Resort PO Box 11465 Manama, Bahrain	170,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 27, 2012	Non- related person

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Alan Kitz PO Box 394 Station Central Halifax, NS B3J 2P8	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 30, 2012	Non- related person
Hugh Robinette 17585 Mississauga Rd. Belfountain, ON L7K 0E9	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	100,000 Shares	November 30, 2012	Non- related person
Peter du Auer 17 Bramley St. N. Port Hope, ON L1A 3K7	166,667 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 30, 2012	Non- related person
Elizabeth Ann Osler 25 Tullis Drive Toronto, ON M4S 2E2	416,666 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 30, 2012	Non- related person
Rob Duyvelshoff 549 Lakeshore Road W. Oakville, ON L6K 1G6	800,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	200,000 common shares	November 30, 2012	Non- related person
JP Aube c/o Senator Hotels 14 Mount Joy St. S. Timmins, ON P4N 1S4	205,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	444,806 common shares	November 30, 2012	Non- related person
Richard Messier 26 Shaunavon Heights Toronto, ON M3A 2P4	100,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	450,000 common shares	November 30, 2012	Non- related person
Byron Messier 84 Haddington Ave Toronto, ON M5M 2P3	500,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	500,000 common shares	November 30, 2012	Non- related person
Robin Singh 44 Wellington St. E Toronto, ON M5E 1C7	150,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 30, 2012	Non- related person

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Zahir Kassom 4014 Twine Cr. Mississauga, ON L4Z 1E5	500,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	2,167,388 common shares	November 30, 2012	Non- related person
Rob Fia 197 Beech Ave Toronto, ON M4E 3H8	375,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,425,000 common shares	November 30, 2012	Non- related person
Bill Nicholls 48 Cowansview Rd. Cambridge, ON N1R 7N3	417,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	628,000 common shares	November 30, 2012	Non- related person
Elvio Del Sorbo 25 Pheasant Lane Etobicoke ON M9A 1T3	500,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	November 30, 2012	Non- related person
VP Bank (Luxembourg) Societe Anonyme Avenue De La Liberte, 26, Boite Postal 923 L-2019 Luxembourg	1,666,667 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,035,400 common shares	December 12, 2012	Non- related person
3087411 Nova Scotia Limited 487 Astral Drive Dartmouth, NS B2V 2W6	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	262,000 Common Shares	December 12, 2012	Non- related person
Clark Kent 166 Kennard Ave, Toronto, ON M3H 4M7	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 12, 2012	Non- related person
El Oro Limited 1 Le Truchot, St. Peter Port, Guernsey, GY1 3SZ	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,000,000 Common Shares and 210,000 Warrants	December 12, 2012	Non- related person

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Al McLellan 10869 Country Road 9 RR4 Roseneath, ON K0K 2X0	150,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 12, 2012	Non-related person
Rob Fia 197 Beech Road, Toronto, ON M4E 3H8	72,500 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,425,000 common shares	December 12, 2012	Non-related person
Marjad Inc. 200 King St. W., Suite 1702, Toronto, ON M5H 3T4	10,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	15,635,666 common shares	December 12, 2012	Non-related person
Anita Tyler 286 Cranbrooke, Toronto, ON M5M 1M7	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	400,000 common shares	December 12, 2012	Non-related person
Dr. Danielle Jobb, 2258 West Taylor Blvd., Winnipeg, MB R3P 2J5	85,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 12, 2012	Non-related person
Paul Keetch Box 153 Lark Harbour, NL A0L 1H0	166,666 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	198,000 common shares	December 12, 2012	Non-related person
Tanya Brothers 377 Oakwood Avenue, Winnipeg, MB R3L 1E9	50,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 12, 2012	Non-related person
Paul Fia 38 West Park Place, Winnipeg, MB R3R 3L5	250,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	800,000 common shares	December 12, 2012	Non-related person
Rob Fia 197 Beech Ave, Toronto, ON M4E 3H8	100,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 12, 2012	Non-related person

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Shaun Ruddy Manulife Centre Suite 2319 44 Charles Street West Toronto, ON M4Y 1R7	150,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non- related person
Maury Schlifer 172 Waterloo Ave North York, ON M3H 3Z1	350,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non- related person
Northland Wealth Management 8965 Woodbine Ave Markham, ON L3R 0J9	1,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non- related person
Donald Wilson 3080 Yonge St., Suite 6000 Toronto, ON M4N 3N1	100,000	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non- related person
3886493 Manitoba Ltd. 174 Fairlane Ave Winnipeg, MB R2Y 0B3	350,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non- related person
Paul Fia 38 West Park Place Winnipeg, MB R3R 3L5	350,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non- related person
Lombard Odier & Cie 11, Rue de la Corralerie 1204 Geneva Switzerland	2,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	7,200,000 Common Shares	December 31, 2012	Non- related person
Alex Falconer 4261 Price Court Burlington, ON L7M 4X3	300,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	557,735 Common Shares, 332,500 warrants	December 31, 2012	Non- related person

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Donald Wilson 3080 Yonge St., Suite 6000 Toronto, ON M4N 3N1	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non-related person
Rob Fia 197 Beech Ave Toronto, ON M4E 3H8	450,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	2,217,501 Common Shares	December 31, 2012	Non-related person
Glenn Brown 82 Millennium Dr. Box 219 Chester, NS B0J 1J0	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	200,000 Common Shares	December 31, 2012	Non-related person
Glenn Brown 82 Millennium Dr. Box 219 Chester, NS B0J 1J0	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	200,000 Common Shares	December 31, 2012	Non-related person
Lawrence Jackman 24 Queen St. Corner Brook, NL A2H 2P5	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non-related person
James Chapman 1316 13 Av S Lethbridge, AB T1K 0R5	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	12,000 Common Shares	December 31, 2012	Non-related person
Carmen Diges 106 Banbury Road North York, ON M3B 2L3	665,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non-related person
Domenic Angelicchio 16 Glenshaw Crescent East York, ON M4B 2C9	500,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	20,000 Common Shares, 10,000 Warrants	December 31, 2012	Non-related person
Stall Lake Mines Ltd. 157 Adelaide St. W Suite 516 Toronto, ON M5H 4E7	2,000,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	50,000 Common Shares	December 31, 2012	Non-related person

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Michele Cappuccitti 19 Brimwood Crescent Richmond Hill, ON L4B 4B6	100,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	50,000 Common Shares, 50,000 Warrants	December 31, 2012	Non-related person
Paulette Darcy 2394 Ravensthorpe Cr. Mississauga, ON L5C 2Y5	50,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	10,000 Common Shares	December 31, 2012	Non-related person
John Comi 82 Lyngrove Ave Etobicoke, ON M8X 1N1	150,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	350,250 shares and 95,000 warrants	December 31, 2012	Non-related person
W. David Black 1061 North Shore Blvd. E. Unit 2 Burlington, ON L7T 1X9	50,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non-related person
Tectonics, Inc. 1804 - 505 4th Ave SW Calgary, AB T2P 0J8	1,000,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non-related person
Alex Falconer 4261 Price Court Burlington, ON L7M 4X3	333,333 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	N/A	December 31, 2012	Non-related person
Beatrice E Curry 2753 Cavendish Ave Victoria BC V8R 2G7	216,666 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	100,000 common shares	December 31, 2012	Non-related person
Jack Sieb 4017 Ripple Rd. West Vancouver, BC V7V 3K8	200,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	155,000 common shares	December 31, 2012	Non-related person
Glen Ollers 15 Leith Place Toronto, ON M4N 2R9	300,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	470,000 common shares	January 14, 2013	Non-related person

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Foothills North West Holdings Corp. 95 Mural Street Suite 600 Richmond Hill, ON L4B 3G2	12,500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.10 of NI 45-106	Nil	January 14, 2013	Non-related person
John O'Reilly 113 Richmond Road Drumcondra Ireland	384,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	35,000 common shares	January 14, 2013	Non-related person
Margot Osler Matthews 28 Webster St. Unit 6009 Medlands Western Australia	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 14, 2013	Non-related person
Sheldon Inwentash 130 King St. W. Suite 2500 Toronto, ON M5X 2A2	2,500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,750,000 warrants	January 14, 2013	Non-related person
Frederick Thompson 40 Univeristy Ave. Suite 1300 Toronto, ON M5J 1T1	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	400,000 common shares	January 14, 2013	Non-related person
Joseph and Virginia Howe PO Box 128 Delhi, ON N4B 2W9	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 14, 2013	Non-related person
Raymond Richards 2 Pineview Drive RR#2 Shanty Bay, ON L0L 2L0	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 14, 2013	Non-related person

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Tom Obradovich RR#1 - 25 Valleycrest Dr. Shanty Bay, ON L0L 2L0	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 14, 2013	Non- related person
Cameron Prange 2316 Bow Valley Court Oakville, ON 6J 6H2	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 14, 2013	Non- related person
J. Nicholas Ross c/o Rover Capital Corporation 1700-200 King St. W. Slot 55 Toronto, ON M5H 3Y4	400,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	103,000 common shares	January 14, 2013	Non- related person
J. Nicholas Ross c/o Rover Capital Corporation 1700-200 King St. W. Slot 55 Toronto, ON M5H 3Y4	500,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	103,000 common shares	January 14, 2013	Non- related person
AlphaNorth Asset Management 333 Bay Street, Suite 630 Toronto, ON M5H 2R2	1,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	785,000 common shares	January 17, 2013	Non- related person
AlphaNorth Asset Management 333 Bay Street, Suite 630 Toronto, ON M5H 2R2	4,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	785,000 common shares	January 17, 2013	Non- related person
Michael Grace 13631 – 100 Ave Edmonton, AB T5N 0J1	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	8,000 common shares	January 17, 2013	Non- related person

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Aberdon International Inc. PO Box 210 CH-8834 Schindellegi Switzerland	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Coutts & Co. Ltd. Switzerland Staufferstrasse 1 PO Box 8022 Zurich, Switzerland	1,500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Khaled M. Mattar PO Box 5254 Manama, Bahrain	88,888 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
6679021 Canada Inc. PO Box 92521 160 Main St. S. Brampton, ON L6V 1B9	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Deshan Goonewardene 15 Barrarn Place Castle Hill, NSW 2154 Australia	2,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
3886493 Manitoba Ltd. 174 Fairlane Ave Winnipeg, MB R2Y 0B3	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Pinetree Resource Partnership 2500-130 King Street W Toronto, ON M5X 2A2	2,500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	8,750,000 shares and 2,500,000 warrants	January 31, 2013	Non-related person
John Wright 36 Main Street South Brook, NL A0J 1S0	300,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person

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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)
Rosalyn Roberts 36 Main Street South Brook, NL A0J 1S0	1,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Crouch Energy Consulting Ltd. Wychehazel, Fernhill Park Woking, Surrey, UK GU2200L	62,500 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Rob Fia 197 Beech Ave Toronto, ON M4E 3H8	63,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Paul Fia 38 West Park Place Winnipeg, MB R3R 3L5	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Rob Fia 197 Beech Ave Toronto, ON M4E 3H8	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Anita Tyler 286 Cranbrooke Toronto, ON M5M 1M7	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Don Zurkan 306 Meadowbrook Bay SE Airdrie, AB T4A 2B2	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Louis MacEachern Ste 3, 215-39 Ave NE Calgary, AB T2E 2V3	300,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Clare Bowie 48 Coach Manor Rise SW Calgary, AB T3H 1C4	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person

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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)
Dave Rossiter 116 Silvercreek Cres. N.W. Calgary, AB T3B 4H7	1,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Darel Clayton Ocean Club Estates 52 PO Box SS-6046 Nassau, Bahamas	1,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
The Jacob and Sandra Ulrich 2010 Trust, David G. Morning, Attorney at Law, Trustee 3700 Buffalo Speedway, Suite 420 Houston, TX USA 77098	1,650,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Foothills North West Holdings Corp. 95 Mural Street Suite 600 Richmond Hill, ON L4B 3G2	18,575,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.10 of NI 45-106	12,500,000 common shares and 12,500,000 warrants	January 31, 2013	Non-related person
Thaddeus Ciupa Box 150 South Brook Newfoundland A0J 1S0	750,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.5 of NI 45-106	159,950 common shares	January 31, 2013	Non-related person
Richard A. Murray 128 Joshua Road Orangeville, ON L9W 4W2	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.7 of NI 45-106	600,000 common shares	January 31, 2013	Non-related person
Stephan Reize 24122 Township Rd. 241 Calgary, AB T3Z 2Y2	200,000	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	156,250 common shares	January 31, 2013	Non-related person

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)
Douglas Brown #6, 14812 - 45 Av Edmonton, AB T6H 5M5	400,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	300,000 common shares	January 31, 2013	Non- related person
Stanley Case 9803-209 Street Edmonton, AB T5T 5X9	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	3,600,000 common shares	January 31, 2013	Non- related person
Skafar Investments Ltd. 15632 - 98 St. Edmonton, AB T5X 4C6	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,150,000 common shares and 250,000 warrants	January 31, 2013	Non- related person
J. David Prescod 72 Quesnell Rd. Edmonton, AB T5R 5N2	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	400,000 common shares and 500,000 warrants	January 31, 2013	Non- related person
Chris Gray 4997 4th Ave Delta, BC V4M 1G5	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	600,000 common shares	January 31, 2013	Non- related person
Chris Gray 4997 4th Ave Delta, BC V4M 1G5	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	600,000 common shares	January 31, 2013	Non- related person
Julius Liptak 9779 Princess Drive Surrey, BC V3V 2T5	50,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,000,000 common shares	January 31, 2013	Non- related person
Julius Liptak 9779 Princess Drive Surrey, BC V3V 2T5	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,000,000 common shares	January 31, 2013	Non- related person
Suzanne Liptak 9779 Princess Drive Surrey, BC V3V 2T5	50,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	175,000 common shares	January 31, 2013	Non- related person

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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)
Alan Stein 3 Riley Rd. Perth 6010 Australia	1,500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Irwin Professional Corporation, In Trust 130 Adelaide St. W. Suite 1010 Toronto, ON M5H 3P5	1,000,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Dr. William Gannon 1790 Lakeshore Road Sarnia, ON N7X 1C3	50,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	50,000 Warrants	January 31, 2013	Non- related person
Dr. William Gannon 1790 Lakeshore Road Sarnia, ON N7X 1C3	50,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	50,000 warrants	January 31, 2013	Non- related person
The Roy Steed Personal Trust 43 De Vere Gardens North York, ON M5M 3E6	145,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	55,000 common shares and 15,000 warrants	January 31, 2013	Non- related person
Tanda Pieters 2212 7th Street NE Calgary, AB T2E 4C8	90,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	61,500 common shares and 20,000 warrants	January 31, 2013	Non- related person
Penarth Limited Fernandes Bay Village Cat Island, Bahamas	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	50,000 common shares	January 31, 2013	Non- related person

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)
Alex Falconer 4261 Price Court Burlington, ON L7M 4X3	50,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,500,000 common shares and 1,000,000 warrants	January 31, 2013	Non- related person
Alex Falconer 4261 Price Court Burlington, ON L7M 4X3	447,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	1,500,000 common shares and 1,000,000 warrants	January 31, 2013	Non- related person
Andrew Timothy Peterson 1400 Dixie Road, Suite 307 Mississauga, ON L5E 3E1	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Angela Comi 3 Rossmore Road Toronto, ON M6G 2M6	120,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	80,000 Common Shares	January 31, 2013	Non- related person
John Comi 82 Lynngrove Ave Etobicoke, ON M8X 1N1	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	500,250 Common Shares and 170,000 Warrants	January 31, 2013	Non- related person
Cal Bruner 30 Westlake Ave Toronto, ON M4C 4T6	800,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
Carlo Esposito 4 Selkirk St. Toronto, ON M4J 1T4	50,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non- related person
JP Aube c/o Senator Hotels 14 Mount Joy St. S. Timmins, ON P4N 1S4	300,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	444,806 common shares	January 31, 2013	Non- related person

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)
Brittany Gardhouse 1832 32 SW Ave Calgary, AB T2T 1W2	250,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Catherine Prange 184 Lydia St. Kitchener, ON N2H 1W1	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Dorothy Fraser D406-71 BayBerry Drive Guelph, ON N1G 5K9	200,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	Nil	January 31, 2013	Non-related person
Allen James Mitchell 23 Oakhill Court Moncton, NB E1G 3T9	1,200,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	476,376 shares	January 31, 2013	Non-related person
Stall Lake Mines Ltd. 157 Adelaide St. W Suite 516 Toronto, ON M5H 4E7	200,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	2,050,000 common shares and 1,025,000 warrants	January 31, 2013	Non-related person
Eric Salsberg 1 Carnwath Crescent North York, ON M2P 1J4	200,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	2,304,000 common shares and 250,000 warrants	January 31, 2013	Non-related person
Richard Quance 280 Simcoe Street, Suite 806 Toronto, ON M5T 2Y5	165,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	131,500 common shares and 50,000 warrants	January 31, 2013	Non-related person
David J. McDonald 138 Holmes Ave North York, ON M2N 4M6	100,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	20,000 shares and 10,000 warrants	January 31, 2013	Non-related person

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)
John Comi 82 Lyngrove Ave Etobicoke, ON M8X 1N1	200,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	500,250 shares and 170,000 warrants	January 31, 2013	Non-related person
Michele Cappuccitti 19 Brimwood Crescent Richmond Hill, ON L4B 4B6	200,000 FT Units	\$0.06	Warrant exercisable at \$0.15	s.2.3(1) of NI 45-106	150,000 Shares and 115,000 warrants	January 31, 2013	Non-related person
Hayley Clift 21 Grand Magazine Street Toronto, ON M5V 1B5	100,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.7 of NI 45-106	Nil	January 31, 2013	Non-related person
Bonnie Sheldon 2604 Bellevue Ave West Vancouver, BC V7V 1E4	500,000 Units	\$0.06	Warrant exercisable at \$0.15	s.2.7 of NI 45-106	250,000 common shares	January 31, 2013	Non-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.

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: up to \$5,000,000 with the option to increase by 50%
- 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 of the offering will be used for general operating expenses and incurring Canada exploration expenditures (within the meaning of the *Income Tax Act (Canada)*).
- 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 units ("Units") and flow-through units (FT Units). Each Unit consists of one common share (a "Common Share") in the capital of the Company and one common share purchase warrant (a "Warrant"). Each FT Unit consists of one flow-through Common Share (a "FT Share") to be issued on a "flow-through" basis for the purposes of the *Income Tax Act* and one-half of one Warrant.

(b) Number up to 83,333,333 Units and FT Units (for aggregate gross proceeds of up to \$5,000,000)

(c) Price per security \$0.06 per Unit; \$0.06 per FT 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:

(a) Number up to 83,333,333 Warrants

(b) Number of securities eligible to be purchased on exercise of Warrants (or options) up to 50,000,000 Common Shares

(c) Exercise price \$0.15

(d) Expiry date 18 months from closing of offering

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):

Kingsdale Capital Markets Inc., Jimmy Couldrey, Canaccord Genuity Corp., Leede Financial Markets Inc., Jennings Capital Corp., Roche Securities Ltd., and Foothills Capital Corp.

(b) Cash 6%

(c) Securities 6% broker warrants ("Broker Warrants"). Each Broker Warrant entitles the holder thereof to purchase one Common Share.

(d) Other _____

(e) Expiry date of any options, warrants etc. 12 months from closing of offering

(f) Exercise price of any options, warrants etc. \$0.10

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 _____

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

FT Units are comprised of one "flow through" Common Share and one-half of one Warrant. (see response to question #5).

11. State whether the private placement will result in a change of control.

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. _____

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:

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⁾

(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. _____.

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 30, 2013.

Brian Murray
Name of Director or Senior
Officer

"Brian Murray" (signed)
Signature

Chief Financial Officer
Official Capacity