

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Name of Listed Issuer:

Symbol(s):

Hercules Resources Corp.(the "Issuer").	HERC
---	------

Date: April 25, 2024 Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: March 27, 2024, April 10, 2024.

Issued and Outstanding Securities of Issuer Prior to Issuance: 25,112,462.

Pricing

Date of news release announcing proposed issuance: February 14, 2024, April 10, 2024 and April 23, 2024 or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: 0.28 (initial release) or

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: 1,152,381 common shares plus such number of units (each comprising one common share and one share purchase warrant) as is equal to \$5,000,000 multiplied by the Set Price⁽¹⁾

Issued and outstanding securities following issuance: 26,264,843 common shares plus such number of units (each comprising one common share and one share purchase warrant) as is equal to \$5,000,000 multiplied by the Set Price⁽¹⁾

(1) "Set Price" means the price that is equal to 85% of the average closing bid price of the common shares on the Canadian Securities Exchange during the Pricing Period⁽²⁾ calculated by dividing the sum of the closing bid prices on each of the trading days during the Pricing Period by the number of trading days in that Pricing Period.

(2) "Pricing Period" means the ten (10) consecutive trading days immediately following the date of the relevant Drawdown Notice (as defined below).

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.

5. 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 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
United Arab Emirates	1	\$0.2625	\$302,500
Total number of purchasers:	1		
Total dollar value of distribution in all jurisdictions:			302,500

Table 1B – Related Persons -N/A

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Not applicable							

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: Not applicable. No proceeds are being raised.
See Section 10 below for further details. .
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. Not applicable. No proceeds are being raised. See Section 10 below for further details. .
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 of the debt agreement(s) or and the agreement to exchange the debt for securities. Not applicable. .
5. Description of securities to be issued:
 - (a) Class Common .
 - (b) Number 1,152,381 .
 - (c) Price per security \$0.2625 .
 - (d) Voting rights One vote per common share .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued: **N/A**
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
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, and 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 Not applicable.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

The Issuer entered into letter agreement dated February 8, 2024 which was superseded by an investment and advisory agreement dated April 8, 2024 and then further superseded by an amended and restated investment and advisory agreement dated April 23, 2024 (the "Agreement") with Crescita Capital LLC ("Crescita") pursuant to which Crescita will provide certain advisory services (the "Services") to the Issuer and provide a strategic investment through a non-revolving equity drawdown facility in the aggregate amount of up to CDN\$5,000,000 (the "Commitment"). The Issuer will have three years from the date of the Agreement to utilize the Commitment.

As consideration for making the Commitment available to the Issuer, there is a \$300,000 commitment fee payable to Crescita upon execution of the Agreement which the Issuer intends to satisfy through the issuance of 1,142,857 common shares of the Issuer at a deemed issue price of \$0.2625.

In addition there is a \$2,500 initial consulting fee payable to Crescita upon execution of the Agreement which the Issuer intends to satisfy through the issuance of 9,524 common shares at a deemed price of \$0.2625 per share.

Under the terms of the Agreement, the Issuer can draw down funds from the Commitment from time to time during the three-year term at its discretion by providing a notice to Crescita ("Drawdown Notice"), and in return for each Drawdown Notice funded by Crescita, the Issuer will allot and issue units (each a "Unit") of the Issuer (to Crescita (each, a "Private Placement"). The Units will comprise of one common share and one half of a share purchase warrant (each whole warrant, a "Warrant"). The Units issued in connection with any Private Placement will be priced at the higher of (the "Issue Price"): (i) 85% of the average closing bid price resulting from the following ten days of trading after the Drawdown Notice ("Pricing Period") and (ii) minimum price permitted by the policies of the Exchange on the date of the applicable Drawdown Notice, provided that the Issuer may set a minimum acceptable price for any Drawdown Notice indicating the price below which the Issuer does not wish to issue the Units. The Drawdown Notice amount requested by the Issuer cannot exceed 500% of the average daily trading volume of the Pricing Period. The Warrants will be exercisable for a period of three years from their date of issuance at an exercise price equal to the greater of 125% of the Issuance and the minimum price permitted by the policies of the Exchange on the date of the applicable Drawdown Notice, subject to adjustment in certain events, including where the VWAP of the Issuer's common shares in 40 trading days immediately prior to the first anniversary of the applicable Warrant issuance date (the "Adjustment Period") is less than 80% of the exercise price (in which case the exercise price of the applicable Warrants will be reduced to the greater of the VWAP of the common shares during the Adjustment Period and the minimum price permitted by the policies of the Exchange. At no time may the issuance of Units result in Crescita holding in excess of 9.9% of the outstanding common shares of the Company on a partially diluted basis, and any Drawdown Notice which could result in same, will be adjusted downward to result in Crescita holding a maximum of 9.9% of the outstanding common shares of the Company on a partially diluted basis. The Issuer may be required to issue additional common shares as a 'top up payment' relative to a Drawdown Notice in the event that in the six months following any draw down issuance (the "Top Up Period", the VWAP of the Issuer's common shares is less than 80% of the applicable subscription price applicable to a Drawdown Notice. The Issuer will file a separate CSE Form 9 - Notice of Issuance or Proposed Issuance of Listed Securities in connection with each Private Placement.. The securities issuable under the Agreement are to be issued without resale restrictions and the Issuer has applied for and obtained from the Exchange a waiver of the application of section 6.1(4) of Policy 6 of the CSE Policy Manual in connection with each Private Placement. A copy of the Agreement will be filed under the Issuer's profile on SEDAR+ at www.sedarplus.ca.

The completion of the transactions contemplated by the Agreement is expected to require the approval of the Issuer's shareholders in accordance with Section 4.6(2)(a) of Policy 4 of the CSE Policy Manual, which the Issuer has obtained via written consent from holders of more than 50% of the Issuer's voting common shares as permitted by Section 4.6(1)(b) of Policy 4 of the CSE Policy Manual.

11. State whether the private placement will result in a change of control or if the issuance will materially affect control of the Issuer.

Not applicable

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.
Not applicable.

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 National Instrument 45-102 Resale of Securities. Confirmed. The securities issuable pursuant to the Agreement, including under the Private Placement are intended to be issued pursuant to the prospectus exemption in Section 2.24 of National Instrument 45-106 *Prospectus Exemptions*, which does not require a restricted period. The Issuer intends to apply to the Exchange for a waiver of the application of section 6.1(4) of Policy 6 of the CSE Policy Manual in connection with the Agreement and each applicable Private Placement.

Part 2. Acquisition – NOT APPLICABLE

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 Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

(b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

4. The undersigned hereby certifies to the Exchange 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 Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated April 25, 2024.

Michael Smith
Name of Director or Senior Officer

"Michael Smith"
Signature

CEO
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

-
- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.