

**FORM 8**

**NOTICE OF PROPOSED PROSPECTUS OFFERING**

Please complete the following:

Name of CNSX Issuer: \_\_\_\_\_ (the "Issuer").

Trading Symbol: \_\_\_\_\_

Date: \_\_\_\_\_

Is this an updating or amending Notice:            Yes            No

If yes provide date(s) of prior Notices: \_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: \_\_\_\_\_  
\_\_\_\_\_.

Date of News Release Announcing Proposed Prospectus Offering: \_\_\_\_\_ .  
(or provide explanation if news release not disseminated yet and expected date or  
circumstances that are expected to trigger news release dissemination)

**1. Prospectus Offering**

1. Description of securities to be issued:

- (a) Class \_\_\_\_\_ .
- (b) Number \_\_\_\_\_ .
- (c) Price per security \_\_\_\_\_ .
- (d) Voting rights \_\_\_\_\_ .

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: \_\_\_\_\_ .
- (b) Aggregate proceeds: \_\_\_\_\_ .

3. Provide description of any Warrants (or options) including:
- (a) Number \_\_\_\_\_ .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) \_\_\_\_\_ .
  - (c) Exercise price \_\_\_\_\_ .
  - (d) Expiry date \_\_\_\_\_ .
  - (e) Other significant terms \_\_\_\_\_ .
4. 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 \_\_\_\_\_ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).  
\_\_\_\_\_  
\_\_\_\_\_ .
7. Provide details of the use of the proceeds: \_\_\_\_\_  
\_\_\_\_\_ .

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: \_\_\_\_\_  
\_\_\_\_\_ .
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ .
10. 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 offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) \_\_\_\_\_ .
  - (b) Cash \_\_\_\_\_ .
  - (c) Securities \_\_\_\_\_ .
  - (d) Other \_\_\_\_\_ .
  - (e) Expiry date of any options, warrants etc. \_\_\_\_\_ .
  - (f) Exercise price of any options, warrants etc. \_\_\_\_\_ .
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ .
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ .
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

## 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 no 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 8 Notice of Proposed Prospectus Offering is true.

Dated \_\_\_\_\_.

\_\_\_\_\_  
Name of Director or Senior  
Officer

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Official Capacity