



NEO EXCHANGE INC.

FORM 1 – LISTING APPLICATION

LISTING AGREEMENT FOR ALL LISTED ISSUERS

IN CONSIDERATION for the processing of its application to list and the listing of its securities on Neo Exchange Inc. (the “**Exchange**”), the undersigned (the “**Listed Issuer**”) agrees as follows (the “**Agreement**”):

1. The Listed Issuer will comply with all relevant Exchange Requirements as defined in the Exchange’s Listing Manual applicable to Listed Issuers, including the Exchange policies and procedural requirements which may be in effect from time to time for all securities listed on the Exchange.
2. Without limiting the generality of the preceding section, the Listed Issuer will at the time of application and once listed:
 - a. promptly provide the Exchange and the Market Regulator with all such information or documentation concerning the Listed Issuer as the Exchange or the Market Regulator may require in the format required by the Exchange or the Market Regulator;
 - b. identify, during the application process, if it has applied to any other exchange(s) to list the same securities;
 - c. comply with the Listing Manual in all respects, including without limitation, all disclosure, notification, Filing, posting, suitability and governance requirements;
 - d. maintain transfer and registration facilities in the City of Toronto or elsewhere in Canada (except for certain Foreign Issuers to the extent that such Foreign Issuer’s registrar and transfer agent can settle trades with the Clearing Corporation) where all listed securities are directly transferable and registerable, with no fee for transfer or registration other than government stock transfer taxes;
 - e. comply with Canadian securities laws applicable to issuers that are not “venture issuers” and that are “non-venture issuers” and if the Exchange becomes aware of failure of a Listed Issuer to comply with securities laws applicable to it, the Exchange may take any remedial actions available to it;
 - f. comply with any actions, conditions or restrictions taken or imposed by the Exchange in accordance with Exchange Requirements;
 - g. remove or cause the resignation of any Insider of an Issuer that the Exchange deems unacceptable; and
 - h. pay when due, all applicable fees or charges established by the Exchange, acknowledging that the current fees and charges are set out in the Fee Schedule and may be amended from time to time and that such fees are due upon receipt of an invoice, regardless of whether the application is terminated.
3. The Exchange shall have and may exercise all of the powers set out in the Exchange Requirements, including without limitation, the Exchange’s general discretion in its application of the Exchange Requirements as set out in Section 1.03 of the Listing Manual. The Exchange may take into consideration the public interest, including market integrity issues, and any facts or situations unique to a party or security.
4. Without limiting the generality of the preceding section, the Listed Issuer acknowledges that the Exchange has the right, at any time and without notice, to halt or suspend trading in any of the Listed Issuer’s securities without giving any reason for such action, or to delist the securities provided that the Exchange will not delist the securities without given the Listed Issuer an opportunity to be heard.

LISTING AGREEMENT FOR ALL LISTED ISSUERS (Continued)

5. The Exchange may amend this Agreement by providing the Listed Issuer with 30 days' prior notice of any such changes by way of posting a notice on its website or by circulating a listing notice. The Listed Issuer hereby agrees that use of any of the Exchange's services provided hereunder after a posted change to this Agreement means that the Listed Issuer has accepted the change.

Name of Listed Issuer

Name of Authorized Person

Position

Signature

Date

LISTING APPLICATION					
<input type="checkbox"/> Initial Listing Application	<input type="checkbox"/> Final Listing Application	Date: _____			
<p>Instructions: Please complete all applicable fields based on the available information. For an Initial Listing Application, complete this form on a pro-forma basis assuming completion of all pre-listing transactions and securities offerings. Sections, 3, 4, 5D may be omitted for the Initial Listing Application, but must be completed for the Final Listing Application.</p>					
1. LISTING CATEGORY					
<p>Please select the listing category:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top; padding-bottom: 10px;"> <p>A. CORPORATE ISSUER</p> <p><input type="checkbox"/> Corporate IPO/Direct Listing</p> <p><input type="checkbox"/> Reverse Take-Over</p> <p><input type="checkbox"/> Migration</p> <p><input type="checkbox"/> SPAC/G-Corp™ IPO</p> <p><input type="checkbox"/> SPAC/G-Corp™ Qualifying Transaction</p> <p><input type="checkbox"/> Supplemental Listing</p> </td> <td style="width: 50%; vertical-align: top; padding-bottom: 10px;"> <p>B. EXCHANGE TRADED PRODUCT</p> <p><input type="checkbox"/> Closed-End Fund</p> <p><input type="checkbox"/> Exchange Traded Fund</p> <p><input type="checkbox"/> Other ETP</p> </td> </tr> </table>			<p>A. CORPORATE ISSUER</p> <p><input type="checkbox"/> Corporate IPO/Direct Listing</p> <p><input type="checkbox"/> Reverse Take-Over</p> <p><input type="checkbox"/> Migration</p> <p><input type="checkbox"/> SPAC/G-Corp™ IPO</p> <p><input type="checkbox"/> SPAC/G-Corp™ Qualifying Transaction</p> <p><input type="checkbox"/> Supplemental Listing</p>	<p>B. EXCHANGE TRADED PRODUCT</p> <p><input type="checkbox"/> Closed-End Fund</p> <p><input type="checkbox"/> Exchange Traded Fund</p> <p><input type="checkbox"/> Other ETP</p>	
<p>A. CORPORATE ISSUER</p> <p><input type="checkbox"/> Corporate IPO/Direct Listing</p> <p><input type="checkbox"/> Reverse Take-Over</p> <p><input type="checkbox"/> Migration</p> <p><input type="checkbox"/> SPAC/G-Corp™ IPO</p> <p><input type="checkbox"/> SPAC/G-Corp™ Qualifying Transaction</p> <p><input type="checkbox"/> Supplemental Listing</p>	<p>B. EXCHANGE TRADED PRODUCT</p> <p><input type="checkbox"/> Closed-End Fund</p> <p><input type="checkbox"/> Exchange Traded Fund</p> <p><input type="checkbox"/> Other ETP</p>				
2. APPLICANT INFORMATION					
<p>A. Legal name of Issuer applying for listing (the “Applicant”)</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <p style="margin-left: 20px;">If applicable, legal name of Fund Manager</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <p style="margin-left: 20px;">Address of registered office</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <p style="margin-left: 20px;">Address of head office (if different from registered office)</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; border-bottom: 1px solid black; padding: 5px 0;">Company Contact Name</td> <td style="width: 33%; border-bottom: 1px solid black; padding: 5px 0;">Business Telephone</td> <td style="width: 34%; border-bottom: 1px solid black; padding: 5px 0;">Business Email Address</td> </tr> </table> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <p style="margin-left: 20px;">Website Address</p>			Company Contact Name	Business Telephone	Business Email Address
Company Contact Name	Business Telephone	Business Email Address			
<p>B. Company Investor Relations Contact Name, Email, and Telephone Number</p>					

2. APPLICANT INFORMATION (CONTINUED)		
C. Jurisdiction of organization		
D. Jurisdiction(s) in which the Applicant is a reporting issuer or equivalent		
E. Applicant Identifiers		
(i) Legal Entity Identifier		
(ii) North American Industry Classification System Code (NAICS) (if applicable)		
F. For Corporate Issuers , provide a brief description of the Applicant's business in the space below:		
G. For Corporate Issuers , check the applicable answers (see Sections 2.10 and 2.11 of the Listing Manual).	YES	NO
(i) Is the Applicant an "Emerging Market Issuer"?	<input type="checkbox"/>	<input type="checkbox"/>
(ii) The offering is not subject to a concurrent due diligence review conducted by an IIROC dealer or other suitable third party.	<input type="checkbox"/>	<input type="checkbox"/>
(iii) The offering does not involve a prospectus reviewed by a Canadian securities regulatory authority.	<input type="checkbox"/>	<input type="checkbox"/>
(iv) If you answer "YES" to any item in Question 2F, provide all relevant details in the space below:		
3. ISSUER CONTACT FOR INQUIRIES FROM THE MARKET REGULATOR		
A. Primary Contact Name	Title / Position	
Telephone	Email	

3. ISSUER CONTACT FOR INQUIRIES FROM THE MARKET REGULATOR (CONTINUED)					
B. Alternative Contact Name			Title / Position		
Telephone			Email		
4. TRANSFER AGENT AND REGISTRAR INFORMATION					
A. Transfer Agent and Registrar Name					
B. Address (Provide: Street Address, City, Province/State, Postal/Zip Code, & Country)					
C. Cities in which transfer facilities are maintained					
5. INFORMATION CONCERNING SECURITIES TO BE LISTED					
A. Please submit with this Form a copy of the Listing Document(s) filed or to be filed with the applicable regulator or regulatory authority and on SEDAR in respect of the securities to be listed. For IPOs , provide a copy of the receipt issued by the regulator or regulatory authority for the preliminary prospectus in connection with the securities to be listed.					<input type="checkbox"/>
B. Provide a brief description of material features of the securities to be listed in the space below:					
C. If not yet reserved, please provide desired symbols in the order of preference					
(i)	(ii)	(iii)			
D. Provide the following information for each security to be listed, or in case of migrating securities provide existing security details:					
(i) SECURITIES TO BE LISTED (fill the most appropriate table)					
#	Symbol	Security (for Exchange Traded Products)	CUSIP	Total Authorized	To be listed
1.					
2.					

5. INFORMATION CONCERNING SECURITIES TO BE LISTED (CONTINUED)

(i)

#	Symbol	Security (for Exchange Traded Products)	CUSIP	Total Authorized	To be listed
3.					
4.					
5.					

#	Class (for Corporate Issuers)	CUSIP	Total Authorized	Total Issued & Outstanding (A)	Total Reserved for Issuance* (B)	Total (A+B)
1.						
2.						
3.						
4.						
5.						

*Include securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance.

(ii) **DETAILS OF SECURITIES RESERVED FOR ISSUANCE (B)** (disclose securities reserved for issuance under any options, convertible securities, over-allotment options and any other securities reserved for issuance)

#	Security or Instrument Name	Number and Class of Securities Reserved	Exercise or Conversion Price (if applicable)	Expiry Date (if applicable)
1.				
2.				
3.				
4.				
5.				

(iii) **INFORMATION CONCERNING SECURITIES WITH TRANSFER RESTRICTIONS**

#	Security or Instrument Name	Total Restricted	Type of Restriction**	Release Schedule
1.				

5. INFORMATION CONCERNING SECURITIES TO BE LISTED (CONTINUED)

(iii)

#	Security or Instrument Name	Total Restricted	Type of Restriction**	Release Schedule
2.				
3.				
4.				
5.				

**Provide details of the transfer restriction, ex: restriction due to an escrow agreement, pooling agreement, legend or any other restrictions on transfer.

(iv) **SECURITIES LISTED ON ANY OTHER EXCHANGE OR QUOTED ON ANY BOARD (complete the table if applicable, for each listing and quotation)**

#	Listing or Quotation Venue	Class	CUSIP	Total Issued & Outstanding
1.				
2.				
3.				
4.				
5.				

E. Provide additional details in relation to securities with transfer restrictions. In the absence of restrictions, confirm that the securities will be freely tradable in Canada in the space below:

F. Describe any shareholder rights plan of the Applicant (if applicable) in the space below:

6. CORPORATE ISSUERS ONLY			
6A. MINIMUM LISTING STANDARDS			
A. Please complete the following (refer to Part II of the Listing Manual for guidance):			
• Number of Public Float			
• Number of Public Security Holders holding at least a Board Lot			
• Price per Security			
B. Please select the appropriate listing category (refer to Part II of the Listing Manual for guidance):			
<input type="checkbox"/> Equity <input type="checkbox"/> Net Income <input type="checkbox"/> Market Value <input type="checkbox"/> Assets and Revenue <input type="checkbox"/> SPAC/G-Corp™			
C. Please complete the following (refer to Part II of the Listing Manual for guidance):			
• Expected Market Value of Public Float			
• Shareholders' Equity			
• Operating History	YEARS		
• Net Income from Continuing Operations			
• Market Value of Other Listed Securities (if applicable)			
• Market Value of Securities to Be Listed on the Exchange			
• Working Capital			
• Total Assets in the Last Fiscal Year			
• Total Revenues in the Last Fiscal Year			
• Investor Relations Budget			
6B. CORPORATE GOVERNANCE INFORMATION			
A. (i) Provide the name of each board member and indicate the board member's committee participation and whether the member is "independent" within the meaning of National Instrument 52-110 - Audit Committees.			
#	Name of Board Member	Committee Membership	Independent Director (Yes/No)
1.			
2.			
3.			

6B. CORPORATE GOVERNANCE INFORMATION (CONTINUED)

(i)	#	Name of Board Member	Committee Membership	Independent Director (Yes/No)
	4.			
	5.			
	6.			
	7.			
	8.			
	9.			
	10.			
	11.			
	12.			

	INDEP.	TOTAL
(ii) Number of Directors		
(iii) Number of Directors on the Audit Committee		
(iv) Number of Directors on the Compensation Committee (if applicable)		
(v) Number of Directors on the Nominating and Corporate Governance Committee (if applicable)		

B. Please review the Exchange's corporate governance requirements set out in Sections 10.02, 10.03, 10.04 and 10.05 of the Listing Manual. Explain how the corporate governance requirements are or will be met in the space below:

(i) Sections 10.01

(ii) Sections 10.02

(iii) Sections 10.03

6B. CORPORATE GOVERNANCE INFORMATION (CONTINUED)								
<div style="margin-bottom: 20px;"> <p>(iv) Sections 10.04</p> </div> <hr/> <div> <p>(v) Sections 10.05</p> </div>								
<p>D. Provide the quorum requirement for a meeting of security holders set out in Section 10.07 of the Listing Manual in the space below:</p>								
7. EXCHANGE-TRADED PRODUCTS ONLY								
7A. MINIMUM LISTING STANDARDS								
<p>A. When applicable, please complete the following (refer to Part II of the Listing Manual for guidance):</p>								
<div style="margin-bottom: 10px;"> <input type="checkbox"/> CLOSED-END FUND: </div> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%; padding: 5px;">• Minimum Distribution</td> <td style="width: 40%;"></td> </tr> <tr> <td style="padding: 5px;">• Number of Public Security Holders holding at least a Board Lot</td> <td></td> </tr> <tr> <td style="padding: 5px;">• Net Asset Value</td> <td></td> </tr> </table>	• Minimum Distribution		• Number of Public Security Holders holding at least a Board Lot		• Net Asset Value			
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<div style="margin-bottom: 10px;"> <input type="checkbox"/> EXCHANGE TRADED FUND/CANADIAN DEPOSITORY RECEIPTS: </div> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%; padding: 5px;">• Net Asset Value***</td> <td style="width: 40%;"></td> </tr> </table>	• Net Asset Value***							
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<div style="margin-bottom: 10px;"> <input type="checkbox"/> STRUCTURED PRODUCT: </div> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%; padding: 5px;">• Minimum Distribution</td> <td style="width: 40%;"></td> </tr> <tr> <td style="padding: 5px;">• Minimum Public Float Value</td> <td></td> </tr> <tr> <td style="padding: 5px;">• Assets of the Structured Product Issuer</td> <td></td> </tr> <tr> <td style="padding: 5px;">• Term (for Debt-Based Structured Products <u>only</u>)</td> <td style="text-align: center; vertical-align: bottom;">YEARS</td> </tr> </table>	• Minimum Distribution		• Minimum Public Float Value		• Assets of the Structured Product Issuer		• Term (for Debt-Based Structured Products <u>only</u>)	YEARS
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• Minimum Public Float Value								
• Assets of the Structured Product Issuer								
• Term (for Debt-Based Structured Products <u>only</u>)	YEARS							

7A. MINIMUM LISTING STANDARDS (CONTINUED)						
<ul style="list-style-type: none"> The Structured Product Issuer is [check one]: 						
(i) a Listed Issuer, Other Listed Issuer or Foreign Issuer	<input type="checkbox"/>					
(ii) an affiliate of a Listed Issuer, Other Listed Issuer or Foreign Issuer	<input type="checkbox"/>					
(iii) a trust company, asset manager or financial institution with substantial capital, surplus and experience	<input type="checkbox"/>					
B. Confirm that the Net Asset Value*** of the listing will be made publicly available each business day.		<table border="1"> <tr> <th>YES</th> <th>NO</th> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO					
<input type="checkbox"/>	<input type="checkbox"/>					
C. Where the Net Asset Value*** is not made publicly available each business day, please provide an explanation in the space below:						
*** (or similar value in the case of Canadian Depository Receipts)						
7B. GOVERNANCE INFORMATION		YES	NO			
A. Is each member of the Independent Review Committee “independent” within the meaning of National Instrument 81-107 <i>Independent Review Committee for Investment Funds</i> ?		<input type="checkbox"/>	<input type="checkbox"/>			
B. If any member is <u>NOT</u> independent, provide an explanation in the space below:						
8. HISTORICAL INFORMATION		YES	NO			
If you answer “YES” to any item in Question 8, you <u>must</u> provide details in an attachment.						
A. Has the Applicant (or its investment fund manager, as applicable) or any of its predecessors ever applied to have its securities traded on another market and been denied? If “YES”, provide the name of the market(s), the date(s) and the reason(s).		<input type="checkbox"/>	<input type="checkbox"/>			
B. Has the Applicant (or its investment fund manager, as applicable) or any predecessor ever had trading in its securities halted by a marketplace or been suspended from trading or delisted by a marketplace? If “YES”, state whether the halt or suspension was remedied. If the delisting was at the issuer’s request, state if the reason was to avoid compliance with a marketplace requirement (e.g. to issue securities at a price the marketplace would not accept). Do not include routine halts for dissemination of information, halts due to system problems in the marketplace or market-wide halts not specific to the issuer (e.g. circuit breakers).		<input type="checkbox"/>	<input type="checkbox"/>			

8. HISTORICAL INFORMATION (CONTINUED)	YES	NO
C. Has the Applicant (or its investment fund manager, as applicable) or any predecessor ever been in default of its obligations as a reporting issuer or equivalent in any jurisdiction? If “YES”, provide details, including details of any cease trade orders or management cease trade orders issued.	<input type="checkbox"/>	<input type="checkbox"/>
9. OTHER INFORMATION		
Attach copies of the documents listed in Schedule A to this Application and sections 2.13 and 2.14 of the Listing Manual, as applicable.	<input type="checkbox"/>	

10. CERTIFICATE

After having received approval from its board of directors (or the board of directors of its investment fund manager, as applicable), the Applicant applies to list the securities designated in this application on the Exchange.

AUTHORIZATION AND CONSENT: THE APPLICANT HEREBY AUTHORIZES AND CONSENTS TO THE COLLECTION BY NEO EXCHANGE INC., ITS SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS OF ANY INFORMATION WHATSOEVER (WHICH MAY INCLUDE PERSONAL, CREDIT OR OTHER INFORMATION) FROM ANY SOURCE, INCLUDING WITHOUT LIMITATION AN INVESTIGATIVE AGENCY OR RETAIL CREDIT AGENCY, AS PERMITTED BY LAW IN ANY JURISDICTION IN CANADA OR ELSEWHERE. THE APPLICANT ACKNOWLEDGES AND AGREES THAT ANY SUCH INFORMATION MAY BE SHARED BY NEO EXCHANGE INC., ITS SUBSIDIARIES, AFFILIATES, REGULATORS AND AGENTS INDEFINITELY.

Name of Authorized Person

Position

Signature

Date

SCHEDULE A

For Corporate Listings:

1. Copies of the Applicant's executed constating documents (e.g. articles of incorporation, articles of amendment, articles of continuance, articles of amalgamation, by-laws, partnership agreement, trust indenture, declaration of trust, limited partnership agreement or equivalent documents, as applicable);
2. Copies, or a list, of each document identified in the Listing Document as a "material contract". If submitting a list, please include the full name of each document as identified in the Listing Document and the date of filing on SEDAR;
3. Copies of all stock option or Security Based Compensation Arrangements and of any other agreement pursuant to which listed or voting securities may be issued;
4. Copies of any agreements under which securities are held in escrow, pooled, or under a similar arrangement; and
5. A list of all directors and officers for the past three years, including office held and dates of tenure.

For Exchange-Traded Product Listings:

1. Draft copies of the Applicant's constating documents (e.g. articles of incorporation, articles of amendment, articles of continuance, articles of amalgamation, by-laws, partnership agreement, trust indenture, declaration of trust, trust agreement, limited partnership agreement or equivalent documents, as applicable) with the (initial) Listing Application. Executed copies to be submitted prior to final approval; and
2. Copies, or a list, of each document identified in the Listing Document as a "material contract". If submitting a list, please include the full name of each document as identified in the Listing Document and the date of filing on SEDAR.