



NEO EXCHANGE INC.

Listing Forms – Form 22

NOTICE OF SIGNIFICANT TRANSACTION

Name of Listed Issuer:

Trading symbol:

Date:

If this is updating a prior notice, give date(s) of those notices:

Date of news release(s) disclosing the transaction:

- (i) Describe the transaction, including the date, the parties and the terms of the transaction. Include a description of the elements of the purchase price and other consideration for the transaction, including the assumption of liabilities. The description must be sufficiently detailed that a reader will understand the transaction without reference to any other material:

- (ii) Describe how the consideration was determined (e.g. arm's length negotiations, special committee of the Board, etc.).

- (iii) If the transaction is an acquisition, provide details of any valuation or appraisal of the subject of the acquisition known to the Listed Issuer:

- (iv) Is the transaction being funded in whole or in part by a concurrent private placement? If the response to the foregoing questions is "Yes", provide full particulars:

☐ Yes

☐ No

(v) Provide the following information with respect to any agent's or broker's or finder's fee, commission or other compensation paid in connection with the acquisition:

Name	Relationship to Listed Issuer	Cash compensation	Securities compensation	Other compensation	Exercise price of convertible securities	Expiry date

(vi) Will the closing of the acquisition result in the creation of a new Insider? If the response is "Yes", the Exchange may require the new Insider to complete and clear a Personal Information Form prior to the closing of the acquisition.

☐ Yes ☐ No

(vii) Give full particulars of any direct or indirect involvement by Related Persons in the transaction (including receipt of any brokerage or finder's fees or receipt of any proceeds):

(xiii) Complete the following:

Will the closing of the acquisition materially affect control of the Listed Issuer (see Section 10.09(8) of the Listing Manual)? ☐ Yes ☐ No

Is Multilateral Instrument 61-101 - *Protection of Minority Holders in Special Transactions* applicable to the acquisition? ☐ Yes ☐ No

Is shareholder approval required in connection with the acquisition? ☐ Yes ☐ No

Is the Listed Issuer relying on any exemption from shareholder approval requirements? ☐ Yes ☐ No

If the response to any of the foregoing questions is "Yes", provide full particulars:

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer;
2. To the best of the undersigned's knowledge after reasonable inquiry, the Listed Issuer is in compliance with applicable securities legislation and Exchange Requirements, except as follows:

3. All information in this form is true and complete, and the form contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

4. The Listed Issuer has obtained the express written consent of each applicable person to:

- (a) the disclosure of Personal Information contained in this form by the Listed Issuer to the Exchange;
- (b) the publication of Personal Information contained in this form as contemplated by the Listing Manual; and
- (c) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in the Exchange's Personal Information disclosure policies or as otherwise identified by the Exchange, from time to time,

where the term "Personal Information" means any information about an identifiable individual, and includes the information contained in any table, as applicable, found in this Form.

Signature of Authorized Person

Name

Position

Date