



NEO EXCHANGE INC.

## FORM 9 – NOTICE OF PRIVATE PLACEMENT

NOTICE OF PRIVATE PLACEMENT						
Notice type:				<input type="checkbox"/> Preliminary Notice <input type="checkbox"/> Final Notice		
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 offering:						
Date of news release announcing the closing of the offering:						
Date of request for price protection via: (i) press release; or (ii) Form 9A – Price Reservation Form:						
Number of Listed Securities outstanding on the day preceding the price protection:						
Closing price of Listed Securities on the day preceding the price protection:						
Was the pricing of the private placement determined when material undisclosed information regarding the Listed Issuer existed:				YES		NO
				<input type="checkbox"/>		<input type="checkbox"/>
<b>A.</b> Provide the following information concerning the offering:						
<i>Type of security<sup>1</sup></i>	<i>Number to be issued<sup>2</sup></i>	<i>Price per security<sup>3</sup></i>	<i>Conversion or exercise price (if applicable)</i>	<i>Cash commission per security</i>	<i>Net proceeds to the issuer per security</i>	<i>Prospectus exemption(s) relied on</i>
<sup>1</sup> Describe the security to be offered (for example, unit of one share and ½ share purchase warrant, convertible debenture, etc.). For securities that consist of two or more components (i.e. units), also complete the table for each component. <sup>2</sup> If not determined, provide highest and lowest number contemplated. <sup>3</sup> If not determined, provide a price range.						
<b>B.</b> Describe the material features of the securities sold in the offering (include, for example, voting rights, conversion or exercise features, price or exercise or conversion price, expiry or maturity date, interest rate, default provisions, tax provisions):						

<b>C.</b> Describe any over-allotment or other option to increase the size of the offering:							
<b>D.</b> (i) Will the proceeds of the acquisition be used to fund an acquisition of securities or assets?  (ii) If the response to the foregoing questions is “ <b>YES</b> ”, provide full particulars:						YES	NO
<input type="checkbox"/>						<input type="checkbox"/>	
<b>E.</b> Describe the intended use of proceeds:							
<b>F.</b> 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 offering:							
<i>Name</i>	<i>Relationship to Listed Issuer</i>	<i>Cash compensation</i>	<i>Securities compensation</i>	<i>Other compensation</i>	<i>Exercise price of convertible securities</i>	<i>Expiry date</i>	
<b>G.</b> Will the closing of the offering result in the creation of a new Insider? If the response is “ <b>YES</b> ”, the Exchange may require the new Insider to complete and clear a Personal Information Form prior to the closing of the offering.						YES	NO
<input type="checkbox"/>						<input type="checkbox"/>	

**H.** Provide the following information with respect to the participation in the offering by any Related Person, or person who will become a Related Person upon completion of the offering:<sup>4</sup>

<i>Name</i>	<i>Basis upon which the person is a Related Person</i>	<i>Holdings of securities prior to the offering</i>	<i>Percentage of securities prior to the offering</i>	<i>Number of securities to be acquired in the offering</i>	<i>Holdings of securities following the offering</i>	<i>Percentage of securities following the offering</i>

<sup>4</sup> Complete the table for Listed Securities (and voting securities, if different than Listed Securities), and securities exercisable or convertible into Listed Securities (and voting securities) only. For each Related Person, disclose each type of security separately, as well as the aggregate number of Listed Securities (and voting securities) assuming exercise or conversion of all exercisable or convertible securities held by the Related Person. Where a percentage must be calculated, calculate on a non-diluted basis, and a partially diluted basis assuming the conversion or exercise of all securities held by the Related Person only.

**I.** Give full particulars of any direct or indirect involvement by Related Persons in the offering not disclosed above (including receipt of any brokerage or finder's fees or receipt of any proceeds):

**J.** Disclose details in respect of past private placements or acquisitions involving issuances of securities to Related Persons within the past 12 months, including the number and amount of securities issued to such Related Persons, whether security-holder approval was obtained, and, where applicable, the Exchange approval number:

<b>K.</b> Complete the following:	YES	NO
(i) Will the closing of the offering materially affect control of the Listed Issuer (see Section 10.09(8) of the Listing Manual)?	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Is Section 10.10 of the Listing Manual applicable to the offering?	<input type="checkbox"/>	<input type="checkbox"/>
(iii) Is Multilateral Instrument 61-101 - Protection of Minority Holders in Special Transactions applicable to the offering?	<input type="checkbox"/>	<input type="checkbox"/>
(iv) Is shareholder approval required in connection with the offering?	<input type="checkbox"/>	<input type="checkbox"/>
(v) Is the Listed Issuer relying on any exemption from shareholder approval requirements?	<input type="checkbox"/>	<input type="checkbox"/>

If the response to 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**

\_\_\_\_\_  
**Date**

**Name:**

**Position:**