



NEO EXCHANGE INC.

# FORM 10 – NOTICE OF ACQUISITION

NOTICE OF ACQUISITION		
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 acquisition:		
Date of news release announcing the closing of the acquisition:		
Number of Listed Securities outstanding on the day preceding the earlier of: (i) the public announcement of the acquisition and (ii) the date of request for price protection via: (a) press release or (b) Form 9A - Price Reservation Form:		
Closing price of Listed Securities on the day preceding the earlier of: (i) the public announcement of the acquisition and (ii) the date of request for price protection:		
Was the pricing of the securities issuable as consideration for the acquisition determined when material undisclosed information regarding the Listed Issuer existed?	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>
<b>A.</b> Describe the assets or business to be acquired. The description must be sufficiently detailed that a reader will understand the transaction without reference to any other material:		
<b>B.</b> Describe the acquisition, 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 cash consideration, number and value of securities to be issued by the Listed Issuer, and assumption of liabilities (including the assumption of entitlements under any Security Based Compensation Arrangement of the target, if applicable). The description must be sufficiently detailed that a reader will understand the transaction without reference to any other material:		

**C.** Describe how the purchase price was determined (e.g. arm's length negotiations, special committee of the Board, etc.).

**D.** Provide details of any valuation or appraisal of the subject of the acquisition known to the Listed Issuer:

**E. (i)** Is the acquisition being funded in whole or in part by a concurrent private placement?

YES

NO

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**(ii)** If the response to the foregoing questions is "YES", provide full particulars:

**F.** Provide the following information concerning all securities to be issued in connection with the acquisition:<sup>1</sup>

<i>Type of security</i>	<i>Number to be issued</i>	<i>Price per security</i>	<i>Conversion or exercise price (if applicable)</i>	<i>Percentage of issued and outstanding securities to be issued in connection with the transaction</i>	<i>Prospectus exemption relied on</i>

<sup>1</sup> For Listed Securities (and voting securities, if different than Listed Securities), and securities exercisable or convertible into Listed Securities (and voting securities), 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 issued in connection with the acquisition. Where a percentage must be calculated, the denominator should be equal the number of Listed Securities (or voting securities) issued and outstanding prior to the completion of the acquisition (i.e. on a non-diluted basis).

**G.** Describe the material features of the securities to be issued in connection with the acquisition (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):

- H.** 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:

<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>

- I.** 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
<input type="checkbox"/>	<input type="checkbox"/>

- J.** Provide the following information with respect to the direct or indirect interest of all Related Persons, individually and in the aggregate, in the assets or business to be acquired:

<i>Name</i>	<i>Nature of direct or indirect interest in the assets or business to be acquired</i>	<i>Percentage ownership, equity or voting interest in the assets or business to be acquired (on a non-diluted and a partially diluted basis)</i>

- K.** Provide the following information with respect to the direct or indirect participation in the acquisition by any Related Person, or person who will become a Related Person upon completion of the acquisition: <sup>2</sup>

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

<sup>2</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.

<p><b>L.</b> Give full particulars of any direct or indirect involvement by Related Persons in the acquisition not disclosed above (including receipt of any brokerage or finder's fees or receipt of any proceeds):</p>		
<p><b>M.</b> Complete the following:</p>	<b>YES</b>	<b>NO</b>
<p>(i) Will the closing of the acquisition materially affect control of the Listed Issuer (see Section 10.09(8) of the Listing Manual)?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(ii) Is Section 10.10 of the Listing Manual applicable to the acquisition?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(iii) Is Multilateral Instrument 61-101 - <i>Protection of Minority Holders in Special Transactions</i> applicable to the acquisition?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(iv) Is shareholder approval required in connection with the acquisition?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>(v) Is the Listed Issuer relying on any exemption from shareholder approval requirements?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>If the response to the foregoing questions is “<b>YES</b>”, provide full particulars:</p>		

**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:**