



NEO EXCHANGE INC.

Listing Forms – Form 13

NOTICE OF TAKE-OVER BID

Notice type:

☐ Preliminary Notice ☐ Final Notice

Name of Listed Issuer:

Trading symbol:

Date:

Date of news release(s) disclosing the take-over bid:

Number of Listed Securities outstanding as of the date of this notice:

Describe the securities to be issued pursuant to bid:

Name the target and whether or not it is already listed on an exchange (if so state the exchange):

Maximum number of shares to be issued under the bid:

Percentage of issued and outstanding securities to be issued under the bid:¹

Expiry date of the bid:

Describe any agreements to tender to the bid:

(i) Describe any additional material terms of the take-over bid not otherwise disclosed above.

(ii) Provide full particulars of any direct or indirect involvement by Related Persons in the bid (including receipt of any brokerage or finder's fees):

¹ The numerator should be equal to all Listed Securities (and voting securities, if different than Listed Securities) issuable in connection with the take-over bid, including securities issuable upon exercise or conversion of exercisable or convertible securities issued in connection with the take-over bid; the denominator should be equal the number of Listed Securities (or voting securities) issued and outstanding prior to the completion of the take-over bid (i.e. on a non-diluted basis).

(iii) Will the closing of the take-over bid 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 take-over bid.

☐ Yes ☐ No

(iv) Complete the following:

Will the completion of the take-over bid materially affect control of the Listed Issuer (see Section 10.09(8) of the Listing Manual)?

☐ Yes ☐ No

Is Section 10.11 of the Listing Manual applicable to the take-over bid?

☐ Yes ☐ No

Is Multilateral Instrument 61-101 - *Protection of Minority Holders in Special Transactions* applicable to the take-over bid?

☐ Yes ☐ No

Is shareholder approval required in connection with the take-over bid?

☐ 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, and will conduct the take-over bid in compliance with applicable securities legislation, 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