

# Form 11 – Notice of Private Placement

(Effective February 1, 2018)

EXPEDITED FILING (as provided for in Section 607(c)):

REGULAR FILING:

**FORM 11** | Issuer Name: \_\_\_\_\_ Stock Symbol: \_\_\_\_\_

**1. Date of notice:**

\_\_\_\_\_

**2. Number of currently issued and outstanding securities of each class of securities of the issuer, excluding non-voting preferred securities:**

\_\_\_\_\_  
\_\_\_\_\_

**3. Description of securities to be placed:**

a) class:

\_\_\_\_\_

b) number:

\_\_\_\_\_

c) subscription price:

\_\_\_\_\_

d) market price and if applicable, date from binding agreement used to calculate market price (as defined in Part I) [Please attach one copy of binding agreement]:

\_\_\_\_\_

e) discount percentage to market price, if any:

\_\_\_\_\_

f) voting rights:

\_\_\_\_\_

g) if the securities are not of a listed class, summarize the provisions:

\_\_\_\_\_  
\_\_\_\_\_

h) if convertible into another class of securities, the maximum number of securities issuable upon conversion:

\_\_\_\_\_

i) description of any attached warrants (or options), including:

i) number:

\_\_\_\_\_  
\_\_\_\_\_

ii) exercise price:

\_\_\_\_\_  
\_\_\_\_\_

iii) term to expiry:

\_\_\_\_\_

iv) other significant terms:

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j) description of any broker warrants (or options), including:

i) number:

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ii) exercise price:

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iii) term to expiry:

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iv) other significant terms:

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k) description of any anti-dilution provisions which provide an adjustment for events for which not all securities holders are compensated for:

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l) if the issuer is providing any financial assistance to any placee to facilitate the purchase, by way of loan, guaranty or otherwise, give particulars:

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m) tax credits attached to the securities, if any:

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**4. If there are any new insiders created as a result of the private placement, please provide the name(s) of the new insider(s).** (Note that TSX may require the new insider(s) to complete and clear a Personal Information Form prior to the closing of the private placement.)

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**5. Are there any issuances to insiders under the private placement?** (For this purpose, “insider” has the same meaning as found in the *Securities Act* (Ontario) and also includes associates and affiliates of the insider; and “issuances to insiders” includes direct and indirect issuances to insiders, their associates and affiliated companies.)

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**6. If the answer to question 5 is yes:**

a) total percentage of placement being issued to insiders:

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b) for each insider placee, state:

i) the placee's name:

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ii) current holdings of voting securities of the issuer (direct or indirect) in terms of number and percentage:

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iii) the number of securities to be purchased by the insider under the private placement in terms of number and percentage:

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iv) holdings of voting securities of the issuer (direct or indirect) after the placement in terms of number and percentage:

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**7. Has the issuer completed any other private placements within the past six months where securities were issued or made issuable to insiders (include private placements that have been conditionally approved and/or currently contemplated)?**

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**8. If the answer to 7 is yes, state:**

a) dates on which each private placement closed:

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b) number and class of listed securities issued or issuable under each placement:

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c) number and class of securities issued or issuable to insiders under each private placement:

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- d) whether securityholders approved any of the private placements and, if so, identify which private placements were so approved:

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9. Will the issuer obtain securityholder approval for this private placement? If the issuer is relying on an exemption from securityholder approval, please provide details.

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10. What will be the use of proceeds?

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11. Could the placement potentially materially affect control of the listed issuer?

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12. Disclose any significant information regarding the proposed private placement not disclosed above. (This includes any relevant significant matters including, but not limited to, any upcoming shareholders meeting for which a record date has been or is shortly expected to be determined, any pending mergers, acquisitions, take-over bids, changes to capital structure or other significant transactions, and any details regarding potential dissident shareholders and/or proxy contests.)

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13. Is this private placement related to any other private placement completed in the last six months?

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14. Was the subscription price (or formula within a binding agreement) determined at a time when material undisclosed information existed?

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**15. Certificate – The undersigned, a director or senior officer of the issuer duly authorized by the issuer’s board of directors, certifies that this notice is complete and accurate. This notice contains no untrue statement of a 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 is made.**

Signature:

Date:

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Name:

Title:

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