

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of CNSX Issuer: DealNet Capital Corp. (the "Issuer")

Trading Symbol: DLS

Date: January 6, 2014

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: November 28, 2012, January 17, 2013, March 5, 2013, July 23, 2013 and September 18, 2013

Issued and Outstanding Securities of Issuer Prior to Issuance: 58,137,017

Date of News Release Announcing Private Placement: November 14, 2012

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.18

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
Edmund Elbert ⁽¹⁾ 95 Evans Avenue Etobicoke, ON M8Z 1H7	11	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	261,000 Common Shares	December 7, 2012	Unrelated
Darren Carrigan ⁽¹⁾ 64 Cormier Hts Etobicoke, ON M8Z 0B5	12	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	December 7, 2012	Unrelated

Ross Edward Hill ⁽¹⁾ 33 Hill Top Trail Stouffville, ON L4H 7X4	10	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	200,000 Common Shares	December 7, 2012	Unrelated
Controltec Inc. ⁽¹⁾ 2002-300 Des Sommets Ave Verdun, PQ H3E 2B7	150	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	December 20, 2012	Unrelated
Robert Talbot ⁽¹⁾ 2540 Daniel-Johnson Blvd. #400 Laval, PQ H7T 2S3	25	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	700,000 Common Shares	December 20, 2012	Unrelated
9182-3971 Quebec Inc. ⁽¹⁾ 80 Rue St. Joseph Terrebonne, PQ J6W 2Y3	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	December 20, 2012	Unrelated
Les Investissement Cosa Inc. ⁽¹⁾ 2540 Daniel-Johnson Blvd. #400 Laval, PQ H7T 2S3	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	700,000 Common Shares	December 20, 2012	Unrelated
Patrick Belanger ⁽¹⁾ 64 Des Chataigniers Boucherville, PQ J4B 8S2	100	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	January 10, 2013	Unrelated
Arthur S. Lock ⁽¹⁾ 514 Americas Way #4317 Box Elder, South Dakota, USA 57719	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	66,667 Common Shares	January 10, 2013	Unrelated
Graysim Family Trust ⁽¹⁾⁽³⁾ 85 Coleridge Avenue Toronto, ON M4C 4H7	120	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	2,165,000 Common Shares Beneficially Owned	January 14, 2013, July 22, 2013, & Dec. 16, 2013	Officer and Director

Cadamation Systems Inc. ⁽²⁾ 14 Closson Dr. Toronto, ON M1C 3J3	25	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	February 22, 2013	Unrelated
Richard Boksa ⁽²⁾ 19 Confederation Dr. Niagara, ON L0S 1J0	5	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	50,000 Common Shares	March 1, 2013	Unrelated
Nancy R. Kloepper ⁽²⁾ 66 Batson Dr. Aurora, ON L4G 3P8	10	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	253,000 Common Shares Beneficially Owned	March 1, 2013	Beneficially Owned by a Director
Karen Gautam ⁽²⁾ 33 Kennedy Park Rd. Toronto, ON M6P 3H2	30	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	0 Common Shares	March 1, 2013	Unrelated
Trichur A. Viswanathan ⁽²⁾ 146 Degraasi Cove Circle Brampton, ON L6X 0N9	10	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	0 Common Shares	March 1, 2013	Unrelated
Thomas Alan MacDonald ⁽²⁾ 92 King St. E. Toronto, ON M5C 2V8	25	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	770,000 Common Shares	February 26, 2013	Unrelated
Ashish Kapoor ⁽²⁾ 500 Queens Quay W. Toronto, ON M5V 3K8	25	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	660,000 Common Shares	March 1, 2013	Officer
Paul Huebener ⁽²⁾ 1 Glenallan Rd. Toronto, ON M4N 1G6	25	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	0 Common Shares	March 1, 2013	Unrelated
Pierre Gagnon ⁽⁴⁾⁽⁶⁾ 343 Drean Chioutiri, QC G7J 3K3	40	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	May 22, 2013 & Sept. 16, 2013	Unrelated
Pierre Otis ⁽⁴⁾ 1952 Fay Sagunay, QC G7S 2N4	10	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	May 22, 2013	Unrelated

Jacques Grimard ⁽⁴⁾⁽⁸⁾ 1342 Adelard-Plourde Chiloutini, QC G7J 6J4	280	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	May 22, 2013, Sept. 18, 2013 & Nov. 12, 2013	Unrelated
Jacques Levesque ⁽⁴⁾⁽¹¹⁾ 300 Ave Des Sommets, S- 2002 Verdun, QC H3E 2B7	150	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	May 22, 2013 & Dec. 5, 2013	Unrelated
6712061 Canada Inc. ⁽⁴⁾ 201 Chemin Du Golf, Bureau 1006 Verdun, QC H3E 1Z4	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	May 22, 2013	Unrelated
9182-3971 Quebec Inc. ⁽⁴⁾ 80 Rue Saint- Joseph, Terrebonne, QC, J6W 2Y3	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	May 22, 2013	Unrelated
Richard Dube ⁽⁴⁾ 481 De La Savoie, Alma, QC G8C 1A5	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	May 22, 2013	Unrelated
Guy Leblanc Dentiste SPRCP Inc. ^{(4) (5)} 1700 Boul. Talbot, Suite 202 Chicoutimi, QC G7H 7Z4	65	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	July 19, 2013, Sept. 16, 2013 & Nov. 12, 2013	Unrelated
Buena Vista Group Inc. ⁽⁴⁾ 203-300 Boul. Marcel-Laurin Montreal, QC H4M 2L4	100	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	July 19, 2013	Unrelated
The Woodham Group Inc. ⁽⁴⁾⁽¹²⁾ 110 Yonge St. Suite 1602 Toronto, ON M5C 1T4	51	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	2,165,000 Common Shares Beneficially Owned	July 22, 2013 & Dec. 16, 2013	Officer and Director
Thomas V. Burke ⁽⁷⁾ 4505 Montclair Av. Montreal, QC H4B 2J8	24	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	August 15, 2013	Unrelated

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Thomas Alan MacDonald ⁽⁷⁾ 611-92 King St. E. Toronto, ON M5C 2V8	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	August 21, 2013	Unrelated
John A. Blank ⁽⁷⁾ 913 Mary Street Villa Hills, KY 41017	7	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	August 21, 2013	Unrelated
David M. Blank ⁽⁷⁾ 36 West 5 th St. Covington, KY 41011	10	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	August 21, 2013	Unrelated
Gestion LaJude Inc. ⁽⁷⁾⁽¹⁰⁾ 990 Rue Begin Chicoutimi, QC G7H 5X2	35	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Sept. 16, 2013 & Nov. 12, 2013	Unrelated
Richard Brent Henry ⁽⁷⁾ 110 Hertle Ave. Toronto, ON M4L 2T4	85	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Sept. 16, 2013	Unrelated
Robert Cariglia ^{(7) (9)} 112 Mildenhall Rd. Toronto, ON M4N 3H5	76	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	1,000,000 Common Shares	Sept. 16, 2013 & Oct. 15, 2013	Officer and Director
Farrell Marketing Inc. 44 Rue Curzon Montreal-Oust, QC H4X 1H4	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Sept. 18, 2013	Unrelated
Marc Boudreault 47 12 Ave Plage Wilson St. Henri de Taillon, QC G0Q 2X0	30	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Sept. 18, 2013	Unrelated
Gravitas Financial Inc. 333 Bay St., Suite 650 Toronto, ON M5H 2R2	120	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Oct. 18, 2013	Unrelated
New Alliance Media Inc. 333 Bay St., Suite 650 Toronto, ON M5H 2R2	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Oct. 18, 2013	Unrelated

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Denise Morin 1342 Adelare Plourde Chicoutimi, QC G7H 6J4	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Nov. 12, 2013	Unrelated
Valarie Gagnon 1078 Notre- Dame Chicoutimi, QC G7H 1X4	10	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Nov. 12, 2013	Unrelated
Jerome Cote 276 Hector Champagne Chicoutimi, QC G7H 2V4	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Nov. 12, 2013	Unrelated
Timothy G. Ichinose 926 Riverwatch Drive Villa Wills, KY 41017	13	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Nov. 12, 2013	Unrelated
Ross Colquhoun 18 Elderidge Ave. Toronto, ON M8Y 2C5	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Nov. 12, 2013	Unrelated
Colleen C. Hempel 10711 Meadow Stable Lane Union, KY 41091	15	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Jean-Pierre Collard 257 Fillion Chicoutimi, QC G7G 4L7	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Kenneth Woodhouse 214 Old Chicopee Drive Kitchener, ON N2G 3W6	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Daphne Bykerk 35 Grenview Blvd. N Etobicoke, ON M8X 2J9	25	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Thomas Alan MacDonald 92 King St. E., Unit 611 Toronto, ON M5C 2V8	15	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated

Louise Wilson 402-1 Hurontario St. Mississauga, ON L5G 0A3	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Andrew Laffey 735 Glenview Cres. Mississauga, ON L5H 1A9	8	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
James D. Taggart 21 Westwind Cir Guelph, ON N1G 4Z4	17	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Timothy Robert Lorch 752 Twilight Dr. Crescent Springs, KY 41017	3	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
1604358 Ontario Inc. 113 Carlyle Cres Aurora, ON L4G 6P7	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
220953 Ontario Ltd. 10 Hoover Park Dr. Stouffville, ON L4A 1S1	78	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Phoenix Plumbing Inc. 34 Broad Oak Crt. Brampton, ON L6Y 3S7	50	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Paradox Public Relations 1178 Place Phillips, Suite 250 Montreal, QC H3B 3C8	20	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 5, 2013	Unrelated
Michael Hilmer 110 Yonge St., Suite 1602 Toronto, ON M5C 1T4	6	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	7,760,000 Common Shares Beneficially Owned	Dec. 16, 2013	Officer and Director
SimKap Advisory Corp. 110 Yonge St., Suite 1602 Toronto, ON M5C 1T4	7	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 16, 2013	Beneficially Owned by a Director and an Officer

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Mike Connell 85 Coleridge Ave Toronto, ON M4C 4H7	7	\$1,000	\$0.20	Section 2.3(1) of National Instrument 45-106	N/A	Dec. 16, 2013	Unrelated
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⁽¹⁾ Indicates subscribers that were initially disclosed on Form 9 dated January 17, 2013.

⁽²⁾ Indicates subscribers that were initially disclosed on Form 9 dated March 5, 2013.

⁽³⁾ Subscribed to 72 debentures on January 14, 2013, an additional 28 debentures on July 22, 2013 and an additional 20 debentures on Dec. 16, 2013.

⁽⁴⁾ Indicates subscribers that were initially disclosed on Form 9 dated July 23, 2013.

⁽⁵⁾ Subscribed to 25 debentures on July 19, 2013, an additional 15 debentures on Sept. 16, 2013 and an additional 25 debenture on Nov. 12, 2013.

⁽⁶⁾ Subscribed to 20 debentures on May 22, 2013 and an additional 20 debentures on Sept. 16, 2013.

⁽⁷⁾ Indicates subscribers that were initially disclosed on Form 9 dated September 18, 2013.

⁽⁸⁾ Subscribed to 100 debentures on May 22, 2013, an additional 100 debentures on Sept. 18, 2013 and an additional 80 debentures on Nov. 12, 2013.

⁽⁹⁾ Subscribed to 60 debentures on Sept. 16, 2013 and an additional 16 debentures on Oct. 15, 2013.

⁽¹⁰⁾ Subscribed to 25 debentures on Sept. 16, 2013 and an additional 10 debentures on Nov. 12, 2013.

⁽¹¹⁾ Subscribed to 100 debentures on May 22, 2013 and an additional 50 debentures on Dec. 5, 2013.

⁽¹²⁾ Subscribed to 40 debentures on July 22, 2013 and an additional 12 debentures on Dec. 16, 2013

1. Total amount of funds to be raised: Up to \$2,500,000

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The proceeds of the Proposed Issuance will be used to implement the Issuer's business plan, which includes business development, corporate marketing initiatives, project specific infrastructure and general working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities N/A

5. Description of securities to be issued:

- (a) Class: Debentures Convertible into Common Shares
 - (b) Number: Up to 2,500 Units (each Unit convertible into 5,000 Common Shares at \$0.20 per share)
 - (c) Price per security: \$1,000 (per Debenture Unit)
 - (d) Voting rights: No (underlying shares have voting rights)
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: Up to 2,500 Convertible Debenture Units (each Unit convertible into 5,000 Common Shares at \$0.20 per share)
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): N/A
 - (c) Exercise price: \$0.20 per share
 - (d) Expiry date:
Maturity is December 20, 2015 unless redeemed.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: Up to \$2,500,000
 - (b) Maturity date: December 20, 2015.
 - (c) Interest rate: 12% per annum payable quarterly in arrears on March 31, July 31, September 30, and December 31 of each year, commencing on March 31, 2013. The March 31, 2013 interest payment will represent accrued and unpaid interest for the period from the Closing Date to March 31, 2013.
 - (d) Conversion terms:
The Debentures will be convertible into Common Shares at the option of the holder at any time prior to 4:30 p.m. (Toronto time) on the earlier of (a) the business day immediately preceding the Maturity Date and (b) the business day immediately preceding the Redemption Date, at a conversion price of \$0.20 per Common Share.
The Company shall have the right at its option to redeem all or any of the Debentures, in whole at any time or in part from time to time

prior to the Maturity Date, on not more than 60 days and not less than 15 days prior written notice to the holders, at a redemption price (the "Redemption Amount") equal to:

(a)If the current market price on the date on which the Redemption Notice (the "Redemption Notice Date") is given is not less than 125% of the Conversion Price (as defined below), the unpaid principal amount of the Debentures to be redeemed, plus accrued and unpaid interest thereon, if any, up to but excluding the Redemption Date;

(b)If the Current Market Price on the Redemption Notice Date is less than 125% of the Conversion Price and

(i)the Redemption Notice Date is a date during the period beginning on the Date of Issue and ending on the first anniversary of the Date of Issue, 125% of the unpaid principal amount of the Debentures to be redeemed, plus accrued and unpaid interest thereon, if any, up to but excluding the Redemption Date;

(ii)the Redemption Notice Date is a date during the period beginning on the first anniversary of the Date of Issue and ending on the second anniversary of the Date of Issue, 110% of the unpaid principal amount of the Debentures to be redeemed, plus accrued and unpaid interest thereon, if any, up to but excluding the Redemption Date, and

(iii)the Redemption Notice Date is a date during the period beginning on the second anniversary of the Date of Issue and ending on the Maturity Date, the unpaid principal amount of the Debentures to be redeemed, plus accrued and unpaid interest thereon, if any, up to but excluding the Redemption Date.

(e) Default provisions: N/A

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A

- (b) Cash: A finder's fee equal to 5% in cash of the gross amount invested by accredited investors introduced to the Issuer by registered dealers.
- (c) Securities: N/A
- (d) Other: N/A
- (e) Expiry date of any options, warrants etc. N/A
- (f) Exercise price of any options, warrants etc. N/A
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship
- None.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). N/A
11. State whether the private placement will result in a change of control.
- The Proposed Issuance will not result in a change of control.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition – Not Applicable

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: _____
 - (b) Cash: _____
 - (c) Securities (including options, warrants etc.) and dollar value: _____
 - (d) Other: _____
 - (e) Expiry date of options, warrants, etc. if any: _____
 - (f) Exercise price of options, warrants, etc. if any: _____
 - (g) Work commitments: _____
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
- (b) Cash: _____
- (c) Securities: _____
- (d) Other: _____
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated January 6, 2014

Robert Cariglia
Name of Director or Senior
Officer



Signature

Chief Executive Officer
Official Capacity