

# FORM 1B

## Listing Application

### General Instructions

Please complete the following application and submit to CNSX in printed form with the application fee and the documents listed in Appendix A.

### Part 1

#### ISSUER INFORMATION

General instruction: In this application, the term “predecessor” means any legal predecessor of the CNSX Issuer and any company with which the Issuer has engaged in a transaction that would give effect to a Fundamental Change.

Initial Application    ☒ Application Following Fundamental Change

**1.1 Issuer Name:**

*State the full legal name(s) of Issuer.*

Namaste Technologies Inc. (previously Next Gen Metals Inc.)

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**1.2 Address:**

*Please give all addresses. Indicate registered office, head office, mailing, etc.*

101 – 2148 West 38<sup>th</sup> Avenue, Vancouver, BC, V6M 1R9 – (registered)

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1600 – 100 King Street West, Toronto, ON, M5X 1G5 (head office)

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**1.3 Telephone Number:**

604-685-1870

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**1.4 Fax Number:**

604-685-8045

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**1.5 General e-mail address:**

info@nextgenmetals.com

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**1.6 Website address:**

namastetechnologies.com

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**1.7 Jurisdiction of Incorporation:**

British Columbia

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**1.8 Reporting Jurisdictions:**

*In addition to Ontario please state any other reporting jurisdiction.*

BC, Alberta and Ontario

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**1.9 North American Industrial Classification:**

*Please state your industrial classification below.*

diversified

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**1.10 Description of Business:**

*Briefly describe the business the Issuer is engaged in.*

Aromatherapy vaporizers

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Diversified

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**1.11 Class (es) of Shares/Description of Securities to be qualified for listing:**

Common

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**1.12 CUSIP Number(s):**

*Please provide CUSIP numbers for all securities to be listed. New number # consolidation*

1 62987D1087

2 ISIN: CA62987D1087

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**1.13 Desired CNSX Symbol(s)**

Please specify 3 choices in order of preference. A symbol must be 3 letters and will be subject to availability. CNSX has final approval of any symbol request.

1. N \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

**1.14 Trading Currency:**

CDN\$ ☒ US\$ ☐

**1.15 Outstanding Shares (equity securities only):**

Basic: 59,514,833 common shares

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Fully Diluted:  
(provide details)

74,668,451 (59,514,833 common 2,961,250 warrants, 8,692,368 reserved earn-out shares and 3,500,000 stock options)

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**1.16 Outstanding Warrants, Rights, Options (equity securities only):**

(provide details of terms such as exercise price, expiry date, etc. as well as number outstanding)

| <u>Security</u>            | <u>Number Outstanding</u> | <u>Exercise Price</u> | <u>Details</u>                    |
|----------------------------|---------------------------|-----------------------|-----------------------------------|
| Warrant                    | 531,250                   | \$0.60                | Expiry Aug. 15'16                 |
| Warrants                   | 96,667                    | \$0.60                | Expiry Sept 30/16                 |
| Warrants                   | 2,333,333                 | \$0.15                | Expiry Feb 15'17                  |
| Earn-out Shares (reserved) | 8,692,368                 | \$0.15                | To be earned out over three years |
| Stock Options              | 3,500,000                 | \$0.10                | Expiry Feb. 26'21                 |

**1.17 Fiscal Year End:**

March

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**1.18 News Wire Service:**

Please specify which Newswire service (s) currently disseminates Issuer press releases.

Stockwatch

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**1.19 Issuer Contact Information:**

*Please provide full contact details of the person to be contacted regarding regulatory matters, accounting/administration and for shareholder inquiries.*

**Regulatory Contact:**

Name: Tina Whyte, Corporate Secretary

Address: 101 – 2148 West 38<sup>th</sup> Avenue, Vancouver, BC, V6M 1R9

Telephone number: 604-828-1475

Fax number:

E-mail address: twhyte@pfncapital.com

**Accounting/Administrative Contact:**

Name: Robert Guanzon, CFO

Address: 101 – 2148 West 38<sup>th</sup> Avenue, Vancouver, BC, V6M 1R9

Telephone number: 604-220-9370

Fax number:

E-mail address: rguanzon@pfncapital.com

**Investor Relations:**

Name: Harry Barr

Address: 101 – 2148 West 38<sup>th</sup> Avenue, Vancouver, BC, V6M 1R9

Telephone number: 604-861-0479

Fax number:

E-mail address: hbarr@pfncapital.com

**Other Contacts:**

Name: Sean Dollinger

Address: 7 Carmarthen Blvd, Winnipeg MB, R3P0B3

Telephone number: 786-389-9771

Fax number:

E-mail address: sean@dollingerenterprises.com

**1.20 Directors, Officers, Promoter and Related Persons**

*Provide the name, residential address, birth date, place of birth and position or status with the Issuer for each Related Person as defined in CNSX Policy 1. Provide date and jurisdiction of incorporation or formation if not an individual.*

**(Please provide attachments if additional space is necessary.)**

| <u>Name and Address</u> | <u>Birth date and Place of Birth<sup>(1)</sup></u> | <u>Position with Issuer</u>  |
|-------------------------|--|------------------------------|
| Harry Barr              | November 5, 1954<br>Renfrew, Ontario               | Chairman &<br>Director       |
| Robert Guanzon          | September 3, 1963<br>Muntinlupa, Philippines       | Chief Financial<br>Officer   |
| Tina Whyte              | September 30, 1966<br>Burnaby, BC                  | Corporate<br>Secretary       |
| Gary Moore              | June 30, 1952<br>Vancouver, BC                     | Director                     |
| Sean Dollinger          | April 8, 1980<br>Montreal, Quebec                  | President, CEO &<br>Director |
| Kory Zelickson          | July 5, 1982<br>Winnipeg, MB                       | COO                          |
| Sefi Dollinger          | Dec. 16, 1961<br>Hamburg, Germany                  | Director                     |
| Peter Simeon            | Aug. 11, 1976<br>Etobicoke, ON                     | Director                     |

(1) *Provide date and jurisdiction of incorporation or formation if not an individual.*

**1.21 Predecessor and Related Companies (as defined in CNSX Policy 1)**

Names: n/a

## 1.22 Other Listings

Provide the name and the address of any other stock exchanges on which any securities of the issuer are already listed (or to which application for listing has been made)

Names: n/a

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## Part 2

### **TRADING INFORMATION**

#### **2.1 Transfer and Registration:**

*Please provide contact information for the company's Transfer Agent(s) and Registrar(s) where (i) transfers may be effected, and (ii) registration facilities are maintained.*

##### **Transfer agent:**

Name: Computershare Attention: Mariano Banting

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Address: 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, BC V6C 3B9

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Telephone number: 604-661-9407

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Fax number: 604-661-9401

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E-mail address: marianobanting@computershare.com

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##### **Registrar:**

Name: Same as above

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Address:

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Telephone:

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Fax number:

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E-mail address:

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#### **2.2** *Has the Issuer traded on another exchange in Canada? If yes, please provide trading symbol. CNSX and TSX Venture*

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2.3 Does the Issuer have any other class of shares? No

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## Part 3

### **HISTORICAL INFORMATION**

3.1 *Has the Issuer (or any of its predecessors) ever applied to have its shares traded on another market and been denied? If yes, please provide the name of the market or markets, dates and the reason why the application was denied.*

No

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3.2 *Has the Issuer or any predecessor ever had trading in its securities halted by a marketplace or been suspended from trading or delisted by an exchange? If yes, provide details. Do not include routine halts for dissemination of information, halts due to system problems in the marketplace or volatility controls imposed by a marketplace or sector or market-wide halts not specific to the Issuer (e.g. a halt due to circuit breakers for price drops). Be specific when providing reasons (e.g. suspended for failure to meet financial requirements, not "failure to meet exchange requirements"). State whether the action giving rise to the halt or suspension was remedied.*

No

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3.3 Has the issuer or any of its predecessors ever been in default of their obligations as a reporting issuer (or equivalent) or its obligations as a listed issuer on another exchange? in any jurisdiction in which it is or has been a reporting issuer (or equivalent)? Include any details of cease trade orders against the issuer or any predecessor.

No

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## Part 4

### **BANKING INFORMATION**

*Please provide banking details.*

Bank Name: BMO Bank of Montreal

Address: 595 Burrard Street, Vancouver, BC V7X 1L7

Transit number (five digits): 00040

Account number (Proof of Account Required): 1730528

Account Manager (Please Print): Marj Ross, Public Companies

Telephone Number: 604-665-7506

Fax Number: 604-668-1450

**I certify that the above information is true to the best of my knowledge.**

Dated at Vancouver, BC, this 26<sup>th</sup> day of February, 2016.



Harry Barr, CEO and Director



Tina Whyte, Corporate Secretary



# Appendix A

## **FILING REQUIREMENTS**

Please supply the following documentation along with the completed application form.

- a) The documentation set out in Part B of the relevant Appendix to Policy 2.
- b) Certified copies of all charter documents, including, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, or equivalent documents.
- c) A letter from the transfer agent stating that it has been duly appointed by the Issuer and is in a position to make transfers and make prompt delivery of share certificates.
- d) An unqualified letter from the Canadian Depository for securities Limited (CDS) confirming the CUSIP number(s) assigned to the shares.
- e) One copy of each of the annual reports for the past three years. If the applicant was formed as a result of an amalgamation, one copy of the annual reports for each of the amalgamated companies for the past three years.
- f) Any additional financial statements required in the Listing Statement (Form 2A).
- g) If applicable, copies of reports required to support the disclosures in the Listing Statement.
- h) For non-operating companies issuing equity securities, evidence that the company meets the requirements of section 1.6 of Appendix A – Equity Securities to Policy 2.
- i) Such other documentation as may be required by CNSX to consider the application.
- j) One copy of each of the preliminary and final receipts (if applicable) issued by the Ontario securities Commission in respect of the preliminary and final prospectus, as they become available.
- k) A void cheque for automatic withdrawal of monthly maintenance fee.
- l) A cheque representing the application fee.