

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: Advantex Marketing International (the "Issuer")

Trading Symbol: ADX.

Date: May 10, 2011.

Is this an updating or amending Notice: Yes  No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 97,030,868.

Date of New Release Announcing Private Placement: The intention to complete a private placement was first described in the Issuer's Management Information Circular dated November 23, 2010, subsequently discussed in the Issuer's interim filings for the six months ended December 31, 2010, and addressed in a news release dated March 1, 2011 which release also covered an update to listing of the Issuer's common shares on CNSX.

Closing Market Price on Day Preceding the Issuance of the News Release: N/A.

**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).**

1. Total amount of funds to be raised: up to \$8,310,000.

2. Provide full details of the use of the proceeds. This disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. Pay off outstanding principal and accrued but unpaid interest on existing debentures and for general business purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Certain existing debentures are held by Trapeze Capital Corporation / Trapeze Asset Management Inc. (together "Trapeze").

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 N/A.
  - (b) Number N/A.
  - (c) Price per security N/A.
  - (d) Voting rights N/A.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number 95,556,250 warrants, on issuance of debt in the amounts noted under 7 (a) (other than those disclosed in 8).
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 96,056,250 (including those disclosed in 8).
  - (c) Exercise price \$0.04.
  - (d) Expiry date September 30, 2013.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount up to \$1,810,000 of a 100% subsidiary of the Issuer Advantex Dining Corporation Debenture ("Dining Debentures") and up to \$6,500,000 of Advantex Marketing International Debenture ("Marketing Debentures").
  - (b) Maturity date September 30, 2013.
  - (c) Interest rate 14% for Dining Debenture and 12% for Marketing Debenture.
  - (d) Conversion terms N/A.
  - (e) Default provisions Standard.
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 owing or exercising voting control over 20% or more of the voting shares if known to the Issuer): Trapeze (22 St. Clair Avenue East, 18th Floor Toronto, ON M4T 2S3 Canada) will be issued compensation warrants as part of the transaction. If Trapeze exercises warrants on behalf of the managed accounts it will be person owning or exercising voting control over 20% or more of the

voting shares. The Issuer has also paid certain incidental fees, including legal fees, to or on behalf of Trapeze.

- (b) Cash N/A.
- (c) Securities 500,000 warrants.
- (d) Other N/A.
- (e) Expiry date of any options, warrants, etc. 2 years from the date of the issuance.
- (f) Exercise price of any options, warrants, etc. 0.04.

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.

the agent (Trapeze) is a "related party" pursuant to the definition in MI 61-101

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.

At the time the transaction is completed there will not be 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.

Unless and until Trapeze exercise the warrants on behalf of the managed accounts there will be no change of control of the Issuer.

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**

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:

N/A

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:

N/A.

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: N/A.

(b) Cash: N/A.

(c) Securities (including options, warrants, etc.) and dollar value: N/A.

(d) Other: N/A.

(e) Expiry date of options, warrants, etc. if any: N/A.

(f) Exercise price of options, warrants, etc. if any: N/A.

(g) Work commitments: N/A.

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: N/A.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number 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 <sup>(1)</sup>
N/A						

<sup>(1)</sup> Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: 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 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 owing or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
  - (b) Cash N/A.
  - (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 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. N/A.
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. N/A.

### Certificate of Compliance

The undersigned hereby certifies that:

- 11. 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.
- 12. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
- 13. 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).
- 14. All of the information in this Form 9 Notice of Private Placement is true.

Dated May 10, 2011.

---

Mukesh Sabharwal

“Mukesh Sabharwal”

---

Signature

Vice President and Chief Financial Officer