

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of CNSX Issuer: CARTIER IRON CORPORATION (the "Issuer").

Trading Symbol: CFE

Issued and Outstanding Securities of the Issuer Prior to Transaction: 19,332,320

Date of News Release Fully Disclosing the Transaction: February 1, 2013

#### **1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Contract for Market Making Activities with arm's length party INDEPENDENT TRADING GROUP INC. ("ITG")

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: \$3,000/month .
- (b) Cash: \$3,000 per month (\$36,000 per annum with cancellation option with 30 days notice by either party) .
- (c) Other: N/A .
- (d) Work commitments: N/A .

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the

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<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

Board, third party valuation etc). Arm's length negotiation between management of the Issuer and ITG.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
6. 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 transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (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 N/A
  - (c) Other N/A
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. ITG the service provider is NOT a Related Person and has no other relationship with the Issuer.
8. If applicable, indicate whether the transaction 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

## 2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Issuer and ITG entered into contractual agreement whereby ITG will provide "market making services" to the Issuer for a one year term (renewable yearly for additional one year terms) with an early termination clause allowing either party to terminate the agreement with 30 days notice. The fee for the "market making services" is \$3,000 per month plus the granting of 50,000 of the Issuer's stock options to ITG, exercisable at \$0.35 per share for a term of 5 years, pursuant to the terms and conditions of the Issuer's stock option plan.

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## 3. 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.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated FEBRUARY 1, 2013.

JORGE ESTEPA

Name of Director or Senior  
Officer

"signed Jorge Estepa"

Signature

VICE PRESIDENT

Official Capacity