

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of CNSX Issuer: **Intelimax Media Inc.** (the "Issuer").

Trading Symbol: **IMD.**

Date: **November 14, 2012.**

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

If yes provide date(s) of prior Notices: **Not Applicable**

Issued and Outstanding Securities of Issuer Prior to Issuance: **43,933,035.**

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

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.33**

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: **Min. \$1,000,000 pursuant to a non-brokered private placement.**

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.

Proceeds of the private placement will be used for general working capital.

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

Not Applicable

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.

Not Applicable

5. Description of securities to be issued:
- (a) Class **To Be Determined**
 - (b) Number **To Be Determined**
 - (c) Price per security **To Be Determined**
 - (d) Voting rights **Each common share entitles the holder to one vote per share held.**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **To Be Determined**
- (a) Number _____
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____
 - (c) Exercise price _____
 - (d) Expiry date _____
7. Provide the following information if debt securities are to be issued:
To Be Determined.
- (a) Aggregate principal amount _____.
 - (b) Maturity date _____.
 - (c) Interest rate _____.
 - (d) Conversion terms.
 - (e) Default provisions _____.
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.):
To Be Determined
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
To Be Determined

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

To Be Determined

11. State whether the private placement will result in a change of control.

To Be Determined

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.

To Be Determined

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:

The Issuer will acquire 100% of the membership units of Ride Media Group LLC (“Ride Media”). Ride Media is a California limited liability company that owns all intellectual property relating to the RIDE platform, a multi-media interactive content-aggregator platform that aggregates a large number of sports and horse-racing applications, including websites and media content, into a user friendly, pre-populated but highly customizable user interface.

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:

The Issuer has entered into an agreement with Ride Media and all of the members (the “Members”) of Ride Media, being 0954339 B.C. Ltd., Christine Buckley, Charles Champion and Gary Sproule, pursuant to which all of the membership units of Ride Media will be exchanged for shares of the Issuer. This is an arm’s-length transaction. The closing date is expected to be on or before December 21, 2012. It is a condition of closing that: (i) the Issuer raise a minimum \$1,000,000 in new funding; (ii) the Issuer appoint to its Board of Directors a nominee of the Members (which person must be acceptable to the Issuer and to applicable regulators); and (iii) the Members, through their employment/consulting companies, will sign a consulting agreement with the Issuer whereby they will provide 48 hours per month of consulting services to the Issuer for a period of 12 months, to assist the Issuer in developing and advancing the RIDE platform.

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:

In exchange for all of the membership units of Ride Media, the Issuer will issue to the Members *pro rata* their interest in Ride Media, an aggregate of 12,000,000 common shares of the Issuer, at a deemed price of \$0.25/share.

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).

The purchase price was determined by arm’s-length negotiation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

Not Applicable

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:

0954339 B.C. Ltd. (Hardave Gill) – 2,880,000 common shares

Christine Buckley – 2,880,000 common shares

Charles Champion – 3,120,000 common shares

Gary Sproule – 3,120,000 common shares.

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Management of the Issuer has reviewed the corporate documents of Ride Media, including the Operating Agreement of the company, to ensure that the Members are the only owners of Ride Media. In addition, the Issuer has obtained representations and warranties from the Members regarding same. In addition, the Issuer has conducted due diligence and reviewed the IP on the assets of Ride Media to ensure that Ride Media is the owner of the assets.

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 finder's fee of 480,000 common shares, to be issued at a deemed price of \$0.25/share, will be paid to Manfred Schauer in connection with this transaction.

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.

Manfred Schauer is a Consultant of the Company and a member of the Company's Advisory Board.

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.

Not Applicable

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: November 14, 2012.

Michael Young
Name of Director or Senior
Officer

"Michael Young"
Signature

President
Official Capacity