

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities)¹

Please complete the following:

Name of CNSX Issuer: Micromem Technologies Inc. (the "Issuer")

Trading Symbol: MRM

Date: August 28, 2013.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: August 21, 2013

Issued and Outstanding Securities of Issuer Prior to Issuance: 151,336,892

Date of News Release Announcing Private Placement: August 21 and August 28, 2013

Closing Market Price on Day Preceding the Issuance of the News Release: CAD \$0.19

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) (CDN\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe Relationship to Issuer ⁽²⁾
Robert DeBuyssher Nanoose Bay, BC	312,500 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	0	August 15, 2013	N/A
Dennis Bleifuss York, ON	50,000 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	250,000	August 20, 2013	N/A
Vladimir Kostovic Vaughan ON	115,060 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	417,932	August 20, 2013	N/A

Jeffrey Sauve Powell River, BC	28,750 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	1,439,749	August 21, 2013	N/A
Michele Sauve Powell River, BC	80,625 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	1,439,749	August 21, 2013	N/A
Alessandro Mastrogiacommo & Debbie Quarin Oakville, ON	62,500 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	765,000	August 21, 2013	N/A
Mari Holdings Toronto, ON	62,500 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	0	August 20, 2013	N/A
Calogero Formoso Downsview, ON	31,250 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	0	August 20, 2013	N/A
Barry Appleton Toronto, ON	156,250 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	3,014,961	August 20, 2013	N/A
Magaly Bianchini Toronto, ON	300,000 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	3,060,748	August 20, 2013	N/A
Roberto Bianchini Toronto, ON	50,000 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	1,314,273	August 20, 2013	N/A

FORM 9 - NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

November 14, 2008

Page 2



1315989 Ontario Inc. Toronto, ON	125,000 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	3,060,748	August 20, 2013	N/A
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**2nd Tranche
Closed
August 28
2013:**

Robert Fleischmann Toronto, ON	106,000 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	718,000	August 28, 2013	N/A
Robian Financial Inc Toronto, ON	200,000 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	1,432,286	August 28, 2013	N/A
368538 Ontario Inc Toronto, ON	50,000 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	3,060,748	August 28, 2013	N/A
Alena Vlassova Toronto, ON	62,500 common share units, each comprising one common share and one common share purchase warrant	\$0.16	\$0.21	2.3 Accredited Investor	200,000	August 28, 2013	N/A
1st Tranche: 2nd Tranche: TOTAL:	1,374,435 418,500 <u>1,792,935</u>	\$219,909.60 CDN <u>\$66,960.00 CDN</u> <u>\$286,869.60</u>					

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds have been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.
- (3) CDN \$0.16 being the discounted price based upon the price protected closing price as at August 11, 2013 of CDN \$0.21.

An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **\$286,869.60 CDN**
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. General working capital.

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 Common Share Units, each comprising one Common Share and one Common Share Purchase Warrant
 - (b) Number 1,792,935
 - (c) Price per security CDN \$0.16.
 - (d) Voting rights One vote per common share.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 1,792,935.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,792,935.
 - (c) Exercise Price CDN \$0.21
 - (d) Expiry date 1,374,435 expires August 20, 2014 and 418,500 expires August 28, 2013.
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____.
 - (b) Maturity date _____.
 - (c) Interest rate _____.
 - (d) Conversion terms _____.
 - (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): _____

- (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, 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. N/A.
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 private placement 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

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: N/A.

- (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⁾

(1) 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: _____
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) Securities _____.

(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: August 28, 2013.

Joseph Fuda
Name of Director or Senior
Officer


Signature

President & CEO
Official Capacity