

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: Pivotal Therapeutics Inc. (the "Issuer").

Trading Symbol: PVO

Date: October 24, 2013

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: June 25, 2012, August 1, 2012, September 14, 2012, September 17, 2012, October 15, 2012, October 17, 2012, October 22, 2012, November 1, 2012, December 27, 2012, January 15, 2013, January 16, 2013, January 23, 2013, March 1, 2013, March 19, 2013, March 27, 2013, April 10, 2013, May 16, 2013, August 15, 2013, September 5, 2013 and October 4, 2013

Issued and Outstanding Securities of Issuer Prior to Issuance: 79,453,509 common shares

Date of News Release Announcing Private Placement:

June 25, 2012, October 2, 2013 and October 7, 2013. The latter release announced the closing of the equity portion of the financing and revised certain terms from the original announcement made June 25, 2012.

Closing Market Price on Day Preceding the Issuance of the News Release:

\$0.220 (June 24, 2012) and \$0.130 (October 1, 2013)

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)**

Equity Portion

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Crossover Healthcare Fund LLC 101 Arch Street, Suite 2010 Boston, Massachusetts USA 02110	22,727,273 units (in tranches)	\$0.22	N/A	*	0	Varies (in tranches)	Non-Related Person
	1 st Tranche: 2,272,727 units				2,272,727	1 st Tranche: July 31, 2012 Note: Funds received after close of business.	Non-Related Person
	2 nd Tranche: 372,841 units				2,645,568	2 nd Tranche: September 13, 2012	Non-Related Person
	3 rd Tranche: 438,409 units				3,083,977	3 rd Tranche: September 14, 2012	Non-Related Person
	4 th Tranche: 220,795 units				3,304,773	4 th Tranche: October 12, 2012	Non-Related Person
	5 th Tranche: 447,045 units				3,751,818	5 th Tranche: October 16, 2012	Non-Related Person
	6 th Tranche: 1,575,795 units				5,327,614	6 th Tranche: October 19, 2012	Non-Related Person
	7 th Tranche: 1,019,659 units				6,347,273	7 th Tranche: October 31, 2012	Non-Related Person
	8 th Tranche: 449,318 units				6,796,591	8 th Tranche: December 24, 2012	Non-Related Person
	9 th Tranche: 89,455 units				6,886,045	9 th Tranche: January 14, 2013	Non-Related Person
	10 th Tranche: 178,364 units				7,064,409	10 th Tranche: January 15, 2013	Non-Related Person

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
	11 th Tranche: 1,574,205 units				8,638,614	11 th Tranche: January 22, 2013	Non-Related Person
	12 th Tranche: 233,682 units				8,872,295	12 th Tranche: February 28, 2013	Non-Related Person
	13 th Tranche: 694,909 units				9,567,205	13 th Tranche: March 18, 2013	Non-Related Person
	14 th Tranche: 921,909 units				10,489,114	14 th Tranche: March 26, 2013	Non-Related Person
	15 th Tranche: 368,364 units				10,857,477	15 th Tranche: April 9, 2013	Non-Related Person
	16 th Tranche: 207,614 units				11,065,091	16 th Tranche: May 15, 2013	Non-Related Person
	17 th Tranche: 444,859 units				11,509,950	17 th Tranche: August 14, 2013	Non-Related Person
	18 th Tranche: 952,818 units				12,462,768	18 th Tranche: September 4, 2013	Non-Related Person

Debt Portion

Full Name & Residential Address of Placee	Number of Securities (and/or Notes) Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Crossover Healthcare Fund LLC 101 Arch Street, Suite 2010 Boston, Massachusetts USA 02110	1 st Tranche: 1,649 Notes	\$1000	\$0.25	*	12,462,768	1 st Tranche: October 3, 2013	Related Person

(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 been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

* Crossover Healthcare Fund LLC is a US based accredited investor.

¹An 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.

Equity Portion

1. Total amount of funds raised: \$2,741,809 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.

The proceeds will be used to fund operations (working capital) and allow for the further commercialization of the Company's lead product, VASCAZEN[®], which is currently marketed in the US as a prescription-only medical food formulated to meet the dietary Omega-3 deficient needs of patients with cardiovascular disease. Additionally, the Company will use the proceeds to fund development of its product portfolio.

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:

Total Financing (Equity Portion):

(a) Class: Each unit contains one Common Share and one half purchase warrant – a total of 12,462,768 Common Shares and warrants to purchase an additional 6,231,384 Common Shares.

- (b) Number: 12,462,768 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

Note: This now closes the Equity Portion of the financing.

1st Tranche (\$500,000 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 2,272,727 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

2nd Tranche (\$82,025 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 372,841 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

3rd Tranche (\$96,450 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 438,409 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

4th Tranche (\$48,575 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 220,795 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

5th Tranche (\$98,350 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 447,045 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

6th Tranche (\$346,675 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 1,575,795 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

7th Tranche (\$224,325 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 1,019,659 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

8th Tranche (\$98,850 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 449,318 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

9th Tranche (\$19,680 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 89,455 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

10th Tranche (\$39,240 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 178,364 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

11th Tranche (\$346,325 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 1,574,205 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

12th Tranche (\$51,410 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 233,682 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

13th Tranche (\$152,880 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 694,909 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

14th Tranche (\$202,820 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 921,909 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

15th Tranche (\$81,040 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 368,364 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

16th Tranche (\$45,675 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 207,614 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

17th Tranche (\$97,869 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 444,859 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

18th Tranche (\$209,620 CDN):

- (a) Class: Each unit contains one Common Share and one half purchase warrant
- (b) Number: 952,818 units
- (c) Price per security: \$0.22 CDN
- (d) Voting rights: One vote per Common Share

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

Total Financing (Equity Portion):

- (a) Number: 6,231,384 full warrants (12,462,768 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 6,231,385 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

1st Tranche (\$500,000 CDN):

- (a) Number: 1,136,363.5 full warrants (2,272,727 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 1,136,363.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

2nd Tranche (\$82,025 CDN):

- (a) Number: 186,420.5 full warrants (372,841 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 186,420.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

3rd Tranche (\$96,450 CDN):

- (a) Number: 219,204.5 full warrants (438,409 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 219,204.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

4th Tranche (\$48,575 CDN):

- (a) Number: 110,397.5 full warrants (220,795 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 110,397.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

5th Tranche (\$98,350 CDN):

- (a) Number: 223,522.5 full warrants (447,045 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 223,522.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

6th Tranche (\$346,675 CDN):

- (a) Number: 787,897.5 full warrants (1,575,795 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 787,897.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

7th Tranche (\$224,325 CDN):

- (a) Number: 509,829.5 full warrants (1,019,659 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 509,829.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

8th Tranche (\$98,850 CDN):

- (a) Number: 224,659 full warrants (449,318 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 224,659 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

9th Tranche (\$19,680 CDN):

- (a) Number: 44,727.5 full warrants (89,455 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 44,727.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

10th Tranche (\$39,240 CDN):

- (a) Number: 89,182 full warrants (178,364 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 89,182 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

11th Tranche (\$346,325 CDN):

- (a) Number: 787,102.5 full warrants (1,574,205 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 787,102.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

12th Tranche (\$51,410 CDN):

- (a) Number: 116,841 full warrants (233,682 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 116,841 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

13th Tranche (\$152,880 CDN):

- (a) Number: 347,454.5 full warrants (694,909 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 347,454.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

14th Tranche (\$202,820 CDN):

- (a) Number: 460,954.5 full warrants (921,909 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 460,954.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

15th Tranche (\$81,040 CDN):

- (a) Number: 184,182 full warrants (368,364 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 184,182 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

16th Tranche (\$45,675 CDN):

- (a) Number: 103,807 full warrants (207,614 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 103,807 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

17th Tranche (\$97,869 CDN):

- (a) Number: 222,429.5 full warrants (444,859 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 222,429.5 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

18th Tranche (\$209,620 CDN):

- (a) Number: 476,409 full warrants (952,818 half warrants)
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 476,409 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: October 23, 2018

7. Provide the following information if debt securities are to be issued: N/A (for the equity portion of the private placement)

- (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.): N/A

- (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.

There is no change of control as a result of the issuance of units.

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.

Debt Portion

1. Total amount of funds to be raised: \$5,000,000 CDN

Securities Offered: Units consisting of \$1,000 CDN of Convertible Promissory Notes and warrants to purchase 1,200 shares of the common stock of the Company.

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.

The proceeds will be used to expand sales and marketing, advance on-going clinical trials, and for general working capital, including business development.

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: N/A

(a) Class: _____

(b) Number: _____

(c) Price per security: _____

(d) Voting rights: _____

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

Total Financing (Debt Portion):

(a) Number: 6,000,000 warrants

(c) Number of securities eligible to be purchased on exercise of Warrants (or options): 6,000,000 Common Shares

(c) Exercise price: \$0.30 CDN for each full warrant

(d) Expiry date: 60 months following the date of issuance.

1st Tranche (\$1,649,280 CDN):

(a) Number: 1,979,136 warrants

- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 1,979,136 Common Shares
- (c) Exercise price: \$0.30 CDN for each full warrant
- (d) Expiry date: 60 months following the date of issuance.

7. Provide the following information if debt securities are to be issued:

- (b) Maturity date: Two (2) years from the date of issuance of the Notes
- (c) Interest rate: The Notes will accrue interest at a rate of 8% per annum, due and payable quarterly with the first payment due three months from the date of issuance. The Company may, at its discretion, pay the interest in either cash or common shares of the Company; valued at the greater of \$0.25 CDN per share and such price as may be allowed under Canadian National Stock Exchange (CNSX) Policy.
- (d) Conversion terms: The Notes can be converted into common shares for \$0.25 CDN per share at anytime prior to maturity.
- (e) Default provisions: The Notes will be subject to usual and customary events of default, including without limitation: (i) failure to pay the principal or premium of the Notes when due; (ii) failure of the Company to offer to redeem the Notes upon the occurrence of a Change of Control; (iii) the expropriation of all of the property and assets of the Company and its subsidiaries; (iv) cross default in excess of \$500,000; and (v) bankruptcy or insolvency.

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.): N/A

- (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.

There is no change of control as a result of the issuance of units.

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 that is not less than that 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: N/A

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: N/A

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: 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.): N/A

(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) Other _____

(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. 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:

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: October 24, 2013

Rachelle MacSweeney
Name of Director or Senior Officer

"Rachelle MacSweeney"
Signature

President and Chief Operating Officer
Official Capacity