

INITIAL - 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: **Resaas Services Inc. (the "Issuer")**.

Trading Symbol: **RSS**.

Date: **February 23, 2011**.

Is this an updating or amending Notice: Yes **No**.

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance:

Date of News Release Announcing Private Placement: **February 23, 2011**.

Closing Market Price on Day Preceding the Issuance of the News Release: **\$1.39**.

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)

Details of subscribers to be provided in a Final Form 9 to be filed one business day prior to closing of the Private Placement.

1. Total amount of funds to be raised: **Up to C\$1,500,000**.
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 Issuer intends to use the proceeds raised from the issuance of these securities for marketing purposes, ongoing development of its technology platform, and for general working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **None**.

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. **None.**

5. Description of securities to be issued:
 - (a) Class: **Units, with each unit comprised of one common share (a "Share") and one-half of one warrant, with each whole warrant (a "Warrant") entitling the holder to purchase one Share (a "Warrant Share") of the Issuer at a price of \$1.85 per Warrant Share until the date that is 18 months after the date of closing of the Private Placement (the "Closing Date").**
 - (b) Number: **Up to 1,111,110 Units, consisting of 740,740 Shares and 370,370 Warrants.**
 - (c) Price per security **\$1.35 (the "Offering Price").**
 - (d) Voting rights **Yes.**

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: **See above.**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **555,555 Warrant Shares.**
 - (c) Exercise Price: **\$1.85 per Warrant Share.**
 - (d) Expiry date **18 months after the Closing Date.**

7. Provide the following information if debt securities are to be issued: **N/A.**
 - (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.):
 - (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):

A finder's fee of 10% of the gross proceeds raised from the Offering, payable in Warrants, and a commission of up to 8% of the gross proceeds raised from the Offering, payable at the sole discretion of the Company in (i) cash; (ii) Shares at the market price as of the date of issuance; or (iii) Units at the Offering Price.

- (b) Cash: **To be determined.**
- (c) Securities: **To be determined.**
- (d) Other: **N/A.**
- (e) Expiry date of any options, warrants etc. **18 months after the Closing Date, if any.**
- (f) Exercise price of any options, warrants etc. **\$1.85 per Warrant Share, if any.**

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. **Not expected to be, but to be determined.**

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). **None.**

11. State whether the private placement will result in a change of control. **No.**

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. **Purchasers will be so advised.**

2. Acquisition – N/A.

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: _____

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: _____

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: _____ .
 - (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) 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. _____
_____ .
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: February 23, 2011.

Cameron Shippit
Name of Director or Senior Officer

/s/ "Cameron Shippit"
Signature

Director, CFO and Secretary
Official Capacity