

FORM 45-103F2

OFFERING MEMORANDUM FOR QUALIFYING ISSUERS

Date: [insert the date from the certificate page]

The Issuer

Name: [Name of Issuer]

Head Office: [address]
[city, prov] [postal code]
Phone #: [phone]
Email address:
Fax: [fax]

The [class] Common Voting Shares of [Name of Issuer] are listed for trading on the [TSE/CDNS/TSX Venture Exchange] under the symbol “[SYMBOL]”.

The Offering

Securities offered: [description of securities being offered]

Price per security: \$[price]

Minimum/maximum offering: \$[minimum] minimum/\$[maximum] maximum [Note: if no minimum, state \$0 as the minimum and insert the sentence: **You may be the only purchaser.**]

Payment terms: Cheque or bank draft for the total dollar amount subscribed for by the purchaser (number of shares x \$[price] per share) payable to the Law Firm of “[Law Firm], in Trust” to be submitted together with an executed copy of the Subscription Agreement provided to the purchaser with this Offering Memorandum.

Proposed closing date(s): [insert closing date **OR** for multiple closings, use the following:] Multiple Closings provided that the first closing date will be on or before [initial closing date].

Tax consequences: There are important tax consequences to these securities. See item 6. [if no material tax consequences, delete this item]

Selling Agent: Yes / No [If yes, insert “See Item 7.” **OR** If no, insert “There is no Selling Agent appointed respecting this offering.”]

Resale restrictions

You will be restricted from selling your securities for 4 months. See item 10.

Purchaser’s rights

You have two (2) business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. See item 11.

No securities regulatory authority has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. See item 8.

[All of the foregoing information must appear on a single cover page.]

Item 1 Use of Net Proceeds

1.1 *Net Proceeds.* [Using the following table, disclose the net proceeds of the offering. If there is no minimum offering, state that the minimum is \$0.]

		<i>Assuming min. offering</i>	<i>Assuming max. offering</i>
A	Amount to be raised by this offering	\$	\$
B	Selling commissions and fees	\$	\$
C	Estimated offering costs (e.g. legal, accounting, audit)	\$	\$
D	Net proceeds: $D = A - (B + C)$	\$	\$
E	Current working capital (or working capital deficiency) of Issuer as at [specify a date that is within 30 days of the certificate to the offering memorandum]	\$	\$

1.2 *Use of Net Proceeds.* [Using the following table, provide a detailed breakdown of how the Issuer will use the Net Proceeds. If any of the net proceeds will be paid to a related party, disclose in a note to the table the name of the related party, the relationship to the Issuer, and the amount. If the Issuer has a working capital deficiency, disclose the portion, if any, of the net proceeds to be applied to the working capital deficiency.]