



FORM F

NOTICE OF PROPOSED MATERIAL TRANSACTION (Not involving an issuance or potential issuance of Listed Shares)

Instructions:

1. This Form is to be used where the Company undertakes any material transaction, not involving an issuance or potential issuance of Listed Shares. See TSX Venture Policy 3.3 – *Timely Disclosure* for various examples of Material Information, including material transactions
2. If the transaction involves the issuance of securities, other than debt securities, that are not convertible into Listed Shares, use Form C.

Name of Company: _____ (the
“Company”)

Trading Symbol: _____

Date of News Release Fully Disclosing the Transaction: _____

I. Transaction

1. Provide details of the transaction including the date, description, and location of assets, if applicable, parties to and type of agreement (e.g.: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Company. 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 the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: _____

(b) Cash: _____

(c) Other: _____

(d) Work commitments: _____

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation, etc).

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Company or attach a copy of the appraisal or valuation to this form:

5. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid to or to be paid in connection with the transaction:

(a) Details of any dealer, agent, Member or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over at least 20% of the voting shares, if known to the Company):

(b) Cash: _____

(c) Other: _____

6. State whether the vendor, sales agent, Member or other person receiving compensation in connection with the transaction is a Non-Arm's Length Party or has any other relationship with the Company and provide details of the relationship:

7. State whether the transaction is a related party transaction or other transaction governed by TSX Venture Policy 5.9.

Yes No

8. If Yes, state either:

(a) the exemption being relied upon to effect the transaction, _____

or

(b) how compliance is being made with TSX Venture Policy 5.9.

II. Development

Provide details of any internal corporate development that constitutes material information respecting the Company. A development may include developments relating to agreements, such as the Company completing or failing to complete a milestone provided by an agreement or breaching the terms of an agreement. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

III. No Change of Business or Reverse Take Over

The transaction does not and will not involve or form part of a series of transactions that may result in a Change of Business or Reverse Take-over (as defined in TSX Venture Policy 5.2 – *Changes of Business and Reverse Take-Overs*).

IV. Declaration

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Company and has been duly authorized by a resolution of the board of directors of the Company to sign this Declaration.

2. To the knowledge of the Company, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed Material Information relating to the Company, other than in relation to the transaction.
3. As of the date hereof there is no Material Information concerning the Company which has not been publicly disclosed.
4. The Company is in compliance with the requirements of applicable Securities Laws and all NEX Requirements.
5. All of the information in this Form F Notice of Proposed Material Transaction is true.

V. Acknowledgement – Personal Information

“Personal Information” means any information about an identifiable individual, and includes information contained in Items 1 and 5, as applicable, of this Form.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to NEX (as defined in Appendix 1) pursuant to this Form; and
- (b) the collection, use and disclosure of Personal Information by NEX for the purposes described in Appendix 1 or as otherwise identified by NEX, from time to time.

Dated: _____

Name of Director or Senior Officer

Signature

Official Capacity