

FORM 4A

PRIVATE PLACEMENT NOTICE FORM

Re: _____ (the "Issuer").

Trading Symbol: _____.

Issued and Outstanding Listed Shares Prior to Private Placement _____.

Date Price Reservation Form filed (if applicable) _____.

Date of News Release Announcing the Private Placement _____.

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1. Total amount of funds to be raised: _____ .
 2. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 3. If Warrants are to be issued, provide the following information:
 - (a) Number _____ .
 - (b) Number of Listed Shares eligible to be purchased on exercise of Warrants _____ .
 - (c) Exercise price of Warrants _____ .
 - (d) Expiry date of Warrants _____ .
 4. If Debt Securities are to be issued, provide the following information:
 - (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .

(e) Default provisions _____ .

5. Placees - Please complete the following chart for each placee

- (a) who will hold =5% of the issued and outstanding Listed Shares of the Issuer post-closing of the placement;
- (b) who is an Insider; and
- (c) who is a member of the Pro Group.

**Name & Address of Purchaser	Number of Securities Purchased	Section of Act/Rules Prospectus Exemption	Present Direct & Indirect Holdings in the Issuer	Payment Date if applicable	*Insider=Y ProGroup=P Not Applicable=N/A

*If the placee is an Insider prior to closing or will be an Insider post-closing, please indicate with a "Y".

**If placee is not an individual and a Corporate Registration Form has not been filed, state the names of the beneficial owners holding = 20% of the placee.

6. If a Tier 1 Issuer, please disclose the proposed use of proceeds.

If the Issuer is a Tier 2 Issuer, please disclose the use of proceeds and provide a comparison to expenditures on similar categories in the preceding 12 month period.

Use of Proceeds	Expenditures on Similar Categories in Preceding 12 Months

7. State the estimated working capital on hand as at the preceding month end.

8. Provide the following information for any bonus, finder's fee, commission or Agent's Option to be paid in connection with the placement:
- (a) Sales Agent/broker (name, address, beneficial ownership where applicable) _____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Expiry date of any Agent's Option _____ .
 - (e) Exercise price of any Agent's Option _____ .
9. State whether the Sales Agent is a Related Party of the Issuer.
10. Describe the particulars of any other proposed Material Changes in the affairs of the Issuer.
_____ .
11. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
_____ .
12. State whether the Private Placement will result in a change of control.
_____ .
13. State whether shareholder approval of the Private Placement is required.
_____ .
14. State the Prospectus exemption(s) being relied on and the hold period to which the securities will be subject. (Including Exchange four month hold period.)
_____ .
15. If this transaction is not fully in accordance with Policy 4.1 - Private Placements, indicate where there are deviations, and explain why a waiver of policy is in the best interests of the Issuer and the investing public.
_____ .