

## TSXV Passport Listing Initial Submission Letter Sample

Prepare your initial submission letter addressing each of the below items. Ensure fulsome analysis for each item is included, with appendices attached as necessary. A detailed analysis will allow the submission to be reviewed in a timely manner under the Passport Listing Process.

The *italicized* wording provides guidance in filling out the requested information. The blank spaces between items are not indicative of the preferred length of responses and should be adapted as necessary.

Capitalized terms used but not specifically defined herein have the meanings ascribed to them in the TSX Venture Exchange’s Corporate Finance Manual, including Policy 1.1 – *Interpretation*, Policy 2.4 – *Capital Pool Companies* and Policy 5.2 – *Changes of Business and Reverse Takeovers*.

### 1. Parties Involved

Provide the information below and indicate the members of the working group email. Ensure the working group includes at least one contact from the proposed Management of the Resulting Issuer.

	Company Name, Address & Contact	Phone	E-mail	Include in Working Group Email? Y/N
<b>Issuer / CPC</b>				
<b>Counsel to Issuer / CPC</b>				
<b>Target Company</b>				
<b>Counsel to Target Company</b>				
<b>Other</b>				

### 2. Application

- a. Names of the Issuer, Target Company and Resulting Issuer.
- b. Brief description of the transaction (the “**Transaction**”).
- c. List of all subsidiaries of the Issuer and Target Company.

- d. Number of securities to be issued by the Issuer in consideration for the acquisition of the Target Company if the Transaction is a Qualifying Transaction (“**QT**”), Reverse Takeover (“**RTO**”), Change of Business (“**COB**”) or other Application for Listing (“**LA**”) involving a business acquisition/combination. Include all securities to be issued concurrently with closing and any staged payments of the proposed Transaction.
- e. Details of any finder’s fees or advisory fees payable in connection with the Transaction.
- f. Details of any security split or consolidation in connection with the Transaction.
- g. If there is a concurrent financing, provide the details of such financing, including: (i) the structure of the financing; (ii) the securities to be issued; (iii) the issuance price; (iv) if brokered or non-brokered; (v) if there are any finder’s fees payable in connection with the financing; and (vi) the anticipated participation of both the Principals of the Resulting Issuer and any providers of Investor Relations Activities.
- h. The Resulting Issuer’s top three stock symbol choices, in order of preference.
- i. Confirm all applicable items required under Part 1 of Policy 2.3 – *Listing Procedures* have been included with the initial submission and list all included items here.

### 3. Capital Structure

a. Complete a table in substantially similar form to the table below, detailing the capital structure of the Resulting Issuer. Add or remove line items as needed to more accurately disclose the requested information.

“Market Price” of Issuer = \$ _____	Number of Shares (Minimum Financing)	Number of Shares (Maximum Financing)	Price Per Share (\$)	Total (Minimum Financing) (\$)
Shares Currently Outstanding of the Issuer/CPC				
Share Consolidation/Split ( <i>ratio</i> )				
<b>Pre-Transaction Total (i.e., the number of shares of the Issuer/CPC outstanding prior to the proposed QT, RTO or COB)</b>				
Shares issued in consideration for acquisition of Target Company				
Include any other share issuances in connection with the Transaction (e.g., conversion of convertible debts, advisory fees, etc.)				
Concurrent Financing				
<b>Transaction Total</b>			-	
Total: (post-closing)			-	
Existing Stock Options of the Issuer/CPC			<i>Include both the exercise price and expiry date for each line item.</i>	
Existing Warrants or other convertible securities of the Issuer				
Existing Stock Options of the Target Company				
Existing Warrants or other convertible securities of the Target Company				
Warrants issued in connection with the Transaction (e.g., advisory fees, etc.)				
Warrants issued as part of the Concurrent Financing (e.g., underlying warrants in a units offering)				
Remaining number of shares reserved under the Resulting Issuer’s Security Based Compensation Plan			-	
<b>Total Reserve for Listed Shares</b>			-	
Total: (fully diluted)			-	

b. Provide details of all agreements or instruments of the Issuer/CPC, Target Company or Resulting Issuer that contemplate the issuance of securities.

c. Provide how many securities of the Resulting Issuer will have been issued for nominal consideration (< \$0.05/security). Note that securities issued for services without sufficient evidence of such services being rendered should be deemed as being issued for nominal consideration.

**4. History of the Issuer and Business of the Resulting Issuer**

a. Provide separate financial summaries for both the Issuer and the Target Company in a form substantially similar to the table below for the two most recently completed financial years and the most recently completed interim financial period, if applicable. Ensure such information is consistent with the financial statements that will be included in the Disclosure Document.

<b>Financial Information</b>	<b>Most recent interim period</b>	<b>Year ended ____</b>	<b>Year ended ____</b>
<b>Revenue</b>			
<b>Gross Profit</b>			
<b>Sales and Marketing</b>			
<b>G&amp;A</b>			
<b>Other</b>			
<b>Total Expenses</b>			
<b>Net Earnings/Loss</b>			
<b>Operating Cash Flow (before change in non-cash items)</b>			
<b>Working Capital</b>			
<b>Total Assets</b>			
<b>Total Liabilities</b>			
<b>Total Equity</b>			
<b>Net Tangible Assets</b>			

b. List the proposed financial statements to be included in the Disclosure Document and the level of auditor engagement.

c. For Mining Issuers and Oil & Gas Issuers, complete a table in substantially similar form to the table below for each of the Resulting Issuer’s resource assets. Under “Type of Property”, state which assets will be the Resulting Issuer’s Qualifying Property, Principal Property, Material Properties, etc., as applicable. Example italicized information has been provided.

Date, Transaction Type, Property Interest & Location  (Type of Property)	Vendors (arm’s length or not)	Consideration				43-101 / 51-101 Report & Budget (Phase 1)	
<i>Jan. 1, 2023</i>  <i>Asset purchase agreement to acquire 100% interest in the ABC Property</i>  <i>Property Location: xyz</i>  <i>(Qualifying Property)</i>	<i>ABC Inc.</i>  <i>(Arm’s length)</i>					NI 43-101 / NI 51-101 compliant geological report:  Yes/No	
			Cash	Shares	Work / Commitment		Status
		<i>Closing</i>	<i>\$50,000</i>	<i>10,000</i>			<i>completed</i>
		<i>Year 1</i>	<i>\$20,000</i>	<i>10,000</i>	<i>\$500,000</i>		<i>completed</i>
		<i>Year 2</i>	<i>\$20,000</i>	<i>10,000</i>	<i>\$1,000,000</i>		
		<i>Year 3</i>	<i>\$15,000</i>	<i>5,000</i>	<i>\$1,000,000</i>		
		<i>Year 4</i>	<i>\$15,000</i>	<i>5,000</i>	<i>\$1,500,000</i>		
		<i>Year 5</i>	<i>\$15,000</i>	<i>5,000</i>	<i>\$1,500,000</i>		
<i>Total:</i>	<i>\$135,000</i>	<i>45,000</i>	<i>\$5,500,000</i>		Non-Contin gent Phase 1:  <i>\$525,000</i>		
<i>_+2%_ NSR</i>							

d. For Mining Issuers with any non-material properties, provide a materiality analysis, addressing each point under General Guidance 5(a)-(i) of Companion Policy 43-101CP.

e. For Investment Issuers, provide a summary of the Resulting Issuer’s Investment Policy (can be attached via appendix) and a table summarizing the initial investment portfolio (investment name, number of securities, % ownership, purchase cost, fair market value).

**5. Sponsorship Waiver**

a. Advise if the Resulting Issuer will be applying for a waiver from the Exchange’s Sponsorship requirements. Provide rationale for why a Sponsorship waiver should be granted.

*Note: In order for an Applicant to qualify for the Exchange’s Passport Listing process, the Resulting Issuer must meet all of the Exchange’s Initial Listing Requirements without waivers, with the exception of the Exchange’s Sponsorship requirements.*

**6. Management, Directors and Principal Shareholders**

a. Complete a table in substantially similar form to the table below for each of the Principals of the Resulting Issuer, including Insiders. Include any securities beneficially held by Principals through other entities.

Name and Municipality of Residence	Position with the Resulting Issuer	Member of the Audit Committee (Y/N)	Number of Common Shares of the Resulting Issuer to be held	% of Common Shares of the Resulting Issuer (on an undiluted basis) (Minimum Financing)	% of Common Shares of the Resulting Issuer (on an undiluted basis) (Maximum Financing)	Number and Type of all other Securities of the Resulting Issuer to be held
Total Principals and Insiders:						
Total Issued & Outstanding Resulting Issuer Shares:						

b. Identify the Directors, Officers and Insiders of any subsidiaries of the Resulting Issuer and provide the above information for such individuals if not included above.

c. Confirm if the Resulting Issuer will be party to any agreements with an Investor Relations Service Provider at the time of or immediately after listing. If so, provide the name of the Investor Relations Service Provider and the details of such agreement. Also provide copies of any such agreements.

## 7. Initial Listing Requirements

a. Complete a table in substantially similar form to the table below for the proposed Tier and Industry of the Resulting Issuer.

### Industrial, Technology or Life Science Industry:

STANDARD	INITIAL LISTING REQUIREMENT	RESULTING ISSUER
NTA or Revenue or arm's length financing	<ul style="list-style-type: none"> <li>• <b>Tier 2:</b> \$750,000 NTA or \$500,000 in revenue or \$2,000,000 in arm's length financing</li> <li>• <b>Tier 1:</b> \$5,000,000 NTA or \$5,000,000 revenue</li> </ul>	<ul style="list-style-type: none"> <li>• NTA of \$____</li> <li>• Revenue of \$____</li> <li>• Concurrent financing of \$____</li> </ul>
Property	<ul style="list-style-type: none"> <li>• <b>Tier 2 or Tier 1:</b> Significant Interest in business or primary asset</li> </ul>	<i>Description of the Resulting Issuer's intellectual property and the ownership interest in its intellectual property, including a description of any license agreements, if applicable.</i>

### Mining Industry:

STANDARD	INITIAL LISTING REQUIREMENT	RESULTING ISSUER
Property (Mining)	<ul style="list-style-type: none"> <li>• <b>Tier 2:</b> Significant Interest in a Qualifying Property</li> <li>• <b>Tier 1:</b> Material Interest in a Tier 1 Property</li> </ul>	<i>Describe the applicable interest(s) in the Resulting Issuer's properties.</i>
Prior Expenditures	<ul style="list-style-type: none"> <li>• <b>Tier 2:</b> \$100,000 within 36 months</li> <li>• <b>Tier 1:</b> N/A</li> </ul>	<i>Provide the prior expenditures on the Qualifying Property and ensure such is consistent with the other disclosure.</i>
Work Program	<ul style="list-style-type: none"> <li>• <b>Tier 2:</b> Phase 1 minimum of \$200,000</li> <li>• <b>Tier 1:</b> Phase 1 minimum of \$500,000</li> </ul>	<i>Reference the amount of the Phase 1 program as outlined in the Geological Report.</i>

### Oil & Gas Industry:

STANDARD	INITIAL LISTING REQUIREMENT	RESULTING ISSUER
Property or Reserves	<ul style="list-style-type: none"> <li>• <b>Tier 2 - Exploration:</b> Unproven property (no reserve estimates) with prospects or unproven property with a joint venture interest &amp; \$5,000,000 raised by Prospectus</li> <li>• <b>Tier 2 - Reserves:</b> \$500,000 in proved developed producing reserves or \$750,000 in proved + probable reserves</li> <li>• <b>Tier 1 - Exploration:</b> \$3,000,000 in reserves of which a minimum of \$1,000,000 must be proved developed reserves and the balance probable reserves</li> <li>• <b>Tier 1 - Producing:</b> \$2,000,000 in proved developed reserves</li> </ul>	<i>Provide the required information and ensure such is consistent with the Company's filing statement or information circular as applicable.</i>

Work Program	<ul style="list-style-type: none"> <li>● <b>Tier 2 - Exploration:</b> Minimum of \$1,500,000 allocated by Issuer as recommended in a Geological Report (except where joint venture interest + \$5,000,000 Prospectus Offering where Geological Report not mandatory)</li> <li>● <b>Tier 2 - Reserve:</b> Satisfactory work program (minimum of \$300,000 if proved developed producing reserves value is less than \$500,000), as recommended in a Geological Report</li> <li>● <b>Tier 1 - Exploration:</b> Satisfactory work program of a minimum of \$500,000 and which can reasonably be expected to increase reserves, as recommended in a Geological Report</li> <li>● <b>Tier 1 - Producing:</b> N/A</li> </ul>	<p><i>Provide the applicable information and ensure such is consistent with the Geological Report, as applicable.</i></p>
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**Investment Industry:**

STANDARD	INITIAL LISTING REQUIREMENT	RESULTING ISSUER
NTA or Revenue or arm's length financing	<ul style="list-style-type: none"> <li>● <b>Tier 2:</b> \$2,000,000 NTA or \$3,000,000 arm's length financing</li> </ul>	<ul style="list-style-type: none"> <li>● NTA of \$ _____</li> <li>● Arm's Length Financing of \$ _____</li> </ul>
Prior Expenditures and Work Program	<ul style="list-style-type: none"> <li>● <b>Tier 2:</b> (i) disclosed investment policy and (ii) 50% of available funds must be allocated to at least 2 specific investments</li> </ul>	<p><i>Provide details</i></p>



b. For Non-Resource Issuers, complete a table in substantially similar form to the applicable table below regarding the History of Operations & Validation of Business. See the Exchange's Bulletin *Facilitating the Listing Process for Industrial, Technology and Life Sciences Issuers: Interpretative Guidance for "History of Operations/Validation of Business" Listing Requirement* dated June 21, 2018 for further guidance.

**Revenue Generating/Commercialization Stage (the Resulting Issuer must meet all of the following criteria):**

Criteria	Status of the Issuer	Conclusion
Commercialization stage for at least 12 months.		Met / Not Met
Aggregate revenues from the sale of the product/service since commercialization of not less than \$500,000		Met / Not Met
Reasonable evidence that the level of revenues from the sale of the product/service over the 12 months pre-listing will be maintained or increased in the 12 months post-listing.		Met / Not Met

**Non-Revenue Generating / Development Stage / Early Commercialization Stage (the Resulting Issuer must meet 3 of the following criteria):**

Criteria	Status of the Issuer	Conclusion
Either (a) development of the Issuer's product/service has been ongoing for at least 12 months; or (b) not less than an aggregate of \$250,000 has been expended on the development of the Issuer's product/service (excluding G&A).		Met / Not Met
The Issuer will expend not less than \$500,000 on the development or commercialization of the product/service over the 12 months post-listing		Met / Not Met
A working prototype or beta version of the Issuer's product/service has been created which reasonably demonstrates that development of the final product/service with expected functionality is possible		Met / Not Met
Reasonable expectation that: (a) within 12 months of listing the Issuer will have a product/service at the commercialization stage and (b) within 24 months of listing the Issuer will be generating revenues from the sale of such product/service.		Met / Not Met
Joint venture or collaborating arrangement with a credible third party in respect of the development of its product or service		Met / Not Met
The Issuer has principals/founders who have a successful track record in developing products or services within the same or similar industry.		Met / Not Met
Concurrent arm's length equity financing of at least \$2,000,000.		Met / Not Met

c. For Excluded Resource Issuers, complete a table in substantially similar form to the table below detailing how the Resulting Issuer satisfies each of the Excluded Resource Issuer requirements pursuant to Part 4 of Exchange Policy 2.10 – *Listing of Emerging Market Issuers*.

	<b>Description of how the Resulting Issuer meets the applicable requirement</b>
Pre-filing conference (s. 4.1)	
Jurisdiction experience (s. 4.2(b)): Senior officers and board, as a whole, have adequate industry experience in the jurisdiction in which principal operations are situated.	
Address communication issues (s. 4.2(c))	
Background and corporate searches (s. 4.3)	
Requirements related to non-traditional corporate/capital structures (s. 4.6)	
Legal opinions re: title and necessary permits/licenses (s. 4.7)	
Ability to rely on exemptions from the sponsorship requirement (s. 4.8)	
Detailed Sponsor Report	

d. Provide how the Resulting Issuer will meet the Exchange's Working Capital and Financial Resources Initial Listing Requirement by completing a table in substantially similar form to the table below.

<b>Item</b>	<b>\$</b>
Pro-Forma Working Capital – As at the most recent month end	
Concurrent financing (Gross Proceeds)	
<b>Total Financial Resources</b>	
Costs related to the proposed Transaction and Concurrent Financing	
Expected G&A (18 or 12 months depending on Tier applied for)	
Phase 1 Work Program, if applicable (to be at least the amount prescribed for in the Geological Report)	
Expected R&D, if applicable (18 or 12 months depending on Tier applied for)	
<b>Total Expenses</b>	
Unallocated Funds of at least \$500,000	
<b>Total Use of Financial Resources</b>	

e. Provide a detailed tabular reconciliation of the above provided pro-forma Working Capital against the Issuer/CPC and Target Company's most recent financial statements. Such reconciliation should show the changes in the underlying line items comprising current assets and current liabilities (note that simply stating that current assets or current liabilities have decreased/increased is not sufficient).

f. Complete a table in substantially similar form to the table below outlining the capital structure of the Resulting Issuer. Provide fulsome analysis of how each number was calculated in footnotes to the table and include shares held by associates and affiliates. Ensure the table is consistent with both the Disclosure Document and the Form 2J(s) provided.

Name	#Shares	% (on a Minimum Financing basis)	# of shareholders
Directors & Officers of the Resulting Issuer			
Other Insiders or Control Persons of the Resulting Issuer			
<b>Subtotal</b>			
Securityholders of Target Company who will be Public Shareholders of the Resulting Issuer			
Directors & Officers of Existing Issuer/CPC who will not be Directors or Officers of the Resulting Issuer			
Securityholders of Existing Issuer/CPC who will be Public Shareholders of the Resulting Issuer			
Concurrent Financing – Excluding those shares included in the Subtotal above			
<b>Total</b>		100%	

g. Complete a table in substantially similar form to the table below outlining how the Resulting Issuer will meet the Exchange's public distribution requirements. Provide your detailed analysis (including the respective calculations) of how each of the below was calculated and ensure such is consistent with the table above, the Resulting Issuer's Disclosure Document, and the Form 2J(s) provided.

ILR (TIER 2)	ILR (TIER 1)	RESULTING ISSUER'S POSITION	NOTES
Public Float of 500,000 shares	Public Float of 1,000,000 shares		
200 Public Shareholders <sup>(1)</sup>	250 Public Shareholders <sup>(1)</sup>		
20% in the hands of Public Shareholders	20% in the hands of Public Shareholders	%	
Tight Float (per Policy 2.1 – <i>Initial Listing Requirements</i> , Guidance Note N.2)		%	

(1) Each holding a board lot without any resale restriction.

h. In support of Items 7.f. and 7.g. above, provide the following:

i. (A) the number of common shares of the Issuer/CPC held by Public Shareholders;  
 (B) the number of Public Shareholders holding shares of the Issuer/CPC; and  
 (C) the number of such Public Shareholders that hold at least a Board Lot without any resale restrictions.  
 In support of such, provide supporting evidence (such as a share range/Broadridge report).

ii. (A) the number of shares of the Target Company held by Public Shareholders;  
 (B) the number of Public Shareholders holding shares in the Target Company; and  
 (C) the number of such Public Shareholders that hold at least a Board Lot without any resale restrictions.  
 Ensure such is consistent with the Form 2J provided.

**8. Evidence of Value, Escrow and SSRR**

a. Pursuant to Exchange Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions* (“**Policy 5.4**”), provide a detailed analysis of how the Resulting Issuer is able to provide support that the value of the asset, property, business (or interest), indebtedness or service for which securities are being issued equals or exceeds the deemed value of the securities to be issued (i.e. evidence of value). Ensure the relevant calculations are provided. Conclusory statements without the underlying analysis provided will not be sufficient.

b. Complete a table in substantially similar form to the table below outlining those Principal Securities subject to escrow, identifying both direct and beneficial shareholders.

Name of securityholder and control person if securityholder is an entity	Number of each Type of Principal Securities of the Resulting Issuer held (including Stock Options, Warrants, Listed Shares, etc.)	Percentage of I/O common shares of Resulting Issuer (on an undiluted basis)

c. Complete a table in substantially similar form to the table below outlining those securities of the Resulting Issuer subject to resale restrictions pursuant to the Exchange’s Seed Share Resale Restrictions, per Exchange Policy 5.4.

Issue Date	Shareholder (Group of shareholders)	Number of Securities	Issue Price	Resale Restriction & Reason
				Example: 2 year hold (20% of Transaction Price, < 3 months )

**9. Other**

a. Discuss partnerships, financing arrangements, institutional financings or other transactions that evidence due diligence.

Source	Contact	Details, including date, summary of work performed (in particular, whether a site visit was completed) and results.


b. List and provide details of any agreement with a Non-Arm's Length Party that will continue in effect after the listing of the Resulting Issuer on the Exchange.

c. Provide the proposed type of Security Based Compensation Plan to be adopted by the Resulting Issuer (e.g., 10% rolling Stock Option Plan, 20% fixed Security Based Compensation Plan including DSU Plan, etc.) and ensure a draft of such plan is provided to the Exchange as part of the initial submission.

d. Disclose any other unique aspects of the Target Company or the listing generally, that is not otherwise covered in the above or the Disclosure Document, that may be material to the Exchange's review of the Application for Listing.