**FORM 2A**

**LISTING STATEMENT**

A CSE Form 2A (Listing Statement) is required for all initial applications for listing and for applications for listing from Issuers resulting from a Fundamental Change, as defined in Policy 8 - *Fundamental Changes and Change of Business*. The Listing Statement is intended to provide the same disclosure as that required by Form 41- 101F1 *Information Required in a Prospectus* (Form 41-101F1).

**General Instructions**

Prepare the Listing Statement as set out below, including the Cover Page and any required Cover Page disclosure. In each case, the requirements for financial statements and MD&A apply as set out in section 2, *Filing and Disclosure Requirements*.

Subject to Exchange acceptance, the disclosure requirements of the Listing Statement may be met by incorporating by reference in the Listing Statement other documents that have been filed on the issuer’s filer profile for SEDAR.

1. **Cover Page**
   1. **Title, Issuer and Date:**

**CSE FORM 2A LISTING STATEMENT**

**[Issuer Name]**

**[Date]**

**“This Listing Statement is intended to provide full, true and plain disclosure about the Issuer. It is not, and is not to be construed as, a prospectus. It has not been reviewed by a securities regulatory authority and no securities are being sold or qualified for distribution by the filing of this Listing Statement.”**

* 1. **Cover page risk disclosure:** Disclose risk factors relating to the issuer and its business, as required.

**Documents Incorporated by Reference:** If applicable, list all documents incorporated by reference in the Listing Statement. Clearly identify the document being incorporated by reference, including the date of the document and the date it was filed on SEDAR. If an excerpt of a document is incorporated by reference, clearly identify the excerpt in the Listing Statement by page number and paragraph of the document.

1. **Filing and Disclosure Requirements**
2. Subject to subsections 2(b), (c) and (d), a Listing Statement must include the disclosure required in Form 41-101F1.
3. Subject to section 3, an issuer may meet the requirement in subsection 2(a) by including or incorporating by reference in the Listing Statement a prospectus of the issuer for which a final receipt has been issued by a securities regulatory authority in Canada.
4. Subject to section 3, a reporting issuer, including an issuer recently delisted from another exchange in Canada, may meet the requirement in subsection 2(a) by including or incorporating by reference in the Listing Statement a Form 51-102F5 *Information Circular* (Form 51-102F5)*,* provided the information circular contains prospectus-level disclosure in accordance with section 14.2 of Form 51-102F5 and was filed on SEDAR and sent to shareholders in connection with an application to list an issuer resulting from a transaction or proposed transaction that is a business combination with an issuer, including but not limited to a business acquisition, reverse takeover, merger or plan of arrangement.
5. Subject to section 3, where a reporting issuer is listed on another exchange in Canada immediately prior to listing on the Exchange, the issuer may meet the requirement in subsection 2(a) by incorporating by reference in the Listing Statement all documents the issuer was required to file under National Instrument 51-102 *Continuous Disclosure Obligations* since the end of the issuer’s most recently completed financial year-end or the previous year-end if the issuer has not yet filed audited financial statements for its most recently completed financial year-end, provided that:
6. the issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction; and
7. if the issuer has recently completed a transaction described in subsection 2(c) or proposed a Fundamental Change or Change of Business as defined in Policy 8, the documents incorporated by reference must include a prospectus as described in 2(b) or Form 51-102F5 with the disclosure described in 2(c); and
8. the existing continuous disclosure record of the issuer adequately describes the current business of the issuer and demonstrates that the issuer qualifies for listing and meets the initial listing standards.
9. **Supplemental disclosure**

If the documents referred to under subsections 2(b), 2(c) and 2(d) are not current as at the date of the Listing Statement, the issuer must include in the Listing Statement any supplemental disclosure necessary to ensure that the Listing Statement is current as of the date of the Listing Statement.

Examples of supplemental disclosure include financial statements for an issuer or a reverse takeover acquirer for the most recently completed period if those financial statements are not already included in the Listing Statement.

**Guidance**

Issuers should refer to Companion Policy 41-101CP to National Instrument 41-101

*General Prospectus Requirements*, in particular:

* Part 4 General Content of a Long Form Prospectus
* Part 5 Content of a Long Form Prospectus (Financial Statements)