## FORM 9

## NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities 1)

Please complete the following:					
Name of CNSX Issuer:					
Trading Symbol: CNSX:TMS					
ls this an updating or amending Notice: ☐Yes X No					
If yes provide date(s) of prior Notices:					
Issued and Outstanding Securities of Issuer Prior to Issuance: 27,470,003 Class A Shares.					
Date of News Release Announcing Private Placement: March 30, 2011					
Closing Market Price on Day Preceding the Issuance of the News Release: \$0.15					

## 1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchas e price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
John Vizzini 38 Bourbon St. Woodbridge ON L4L 6Y4	100,000	0.25		National Instrument 45-106 S.2.3	100,000	April 13, 2011	Not related
Silvio Conte 41 Bourbon St. Woodbridge ON L4L 6Y4	100,000	0.25		National Instrument 45-106 S.2.3	100,000	April 13, 2011	Not related
Anna Leonardo 7 Velvet Cres. Woodbridge ON L4L 5E4	100,000	0.25		National Instrument 45-106 S.2.3	100,000	April 13, 2011	Not related



Matteo Mongelli	100,000	0.25	N	ational	100,000	April 13,	Not
44 Noce Way			Ins	trument		2011	related
Woodbridge ON			45-	106 S.2.3			
L4H 0W9			1119				
Ahmed Hassan	200,000	0.25	N	ational	200,000	April 13,	Not
1715 Blythe Rd.			Ins	strument		2011	related
Mississauga			45-	106 S.2.3			
ON L5H 2C3					-		
Paul lannicca	100,000	0.25	N	ational	100,000	April 13,	Not
3500 South			Ins	strument		2011	related
Millway Unit			45-	106 S.2.3			
#38							
Mississauga							
ON L5L 3T8							
John Ginther	100,000	0.25	N	lational	100,000	April 13,	Not
#1808 – 1320	11 22	· ·	Ins	strument		2011	related
Islington	6		45-	106 S.2.3			
Avenue							
Etobicoke ON							
M9A 5C6					::::	ide deteile ef	

Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

Funds received in advance of payment date have been placed in trust.

(1) Indicate if Related Person.

<sup>1</sup>An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

Total amount of funds to be raised:

Up to \$500,000.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The proceeds will be used for working capital purposes and in connection with the Company's exploitation of the Canadian license with RX110 Inc., the terms of which have been previously disclosed.

3. Provide particulars of any proceeds which are to be paid to Related Persons



	of the Iss	suer:					
	Not applicable.						
4.	If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. N/A						
5.	Description of securities to be issued:						
	(a)	Class: Class A Shares and warrants to acquire Class A Shares. (One warrant for each Class A Share purchased.)					
	(b)	Number: 800,000 Class A Shares and 800,000 warrants.					
	(c)	Price per security: \$0.25 (inclusive of Class A Shares and Warrants).					
	(d)	Voting rights: One vote per Class A Share					
6.		the following information if Warrants, (options) or other convertible s are to be issued:					
	(a)	Number: 800,000 warrants.					
	(b)	Number of securities eligible to be purchased on exercise of Warrants (or options): Up to 800,000 Class A Shares.					
	(c)	Exercise price: \$0.35.					
	(d)	Expiry date: 18 months from the closing date of the closing of the private placement .					
7.	Provide	the following information if debt securities are to be issued:					
	(a)	Aggregate principal amount					
	(b)	Maturity date					
	(c)	Interest rate					
	(d)	Conversion terms					
	(e)	Default provisions					
8.	Provide the following information for any agent's fee, commission, bonus o finder's fee, or other compensation paid or to be paid in connection with the						



Details of any dealer, agent, broker or other person receiving (a) compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% more of the voting shares if known to the Finders Fee payable to MVB Asset Management Inc., 3067 Council Ring Road Mississauga ON L5L 1N7 Cash: 10% of the gross proceeds of the offering. (b) Securities: (c) (d) Expiry date of any options: (e) Exercise price of any options, warrants etc.: (f) 9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship Not related. 10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). 11. State whether the private placement will result in a change of control. No 12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. 13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

placement (including warrants, options, etc.):



2.	Acquis	Acquisition					
1.	locatio comple	Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:					
2.	agreer disclos	Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:					
3.	acquis	e the following information in relation to the total consideration for the ition (including details of all cash, securities or other consideration) and quired work commitments:					
	(a)	Total aggregate consideration in Canadian dollars:					
	(b)	Cash:					
	(c)	Securities (including options, warrants etc.) and dollar value:					
	(d)	Other:					
	(e)	Expiry date of options, warrants, etc. if any:					
	(f)	Exercise price of options, warrants, etc. if any:					
	(g)	Work commitments:					
4.		State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).					
5.		Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:					
6.	acquis	The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:					



Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer (1)

(1) Indicate if Related Person

7.	Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:						
8.	finder's	e the following information for any agent's fee, commission, bonus or a fee, or other compensation paid or to be paid in connection with the ition (including warrants, options, etc.):					
	(a)	Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):					
	(b)	Cash					
	(c)	Securities					
	(d)	Other					
	(e)	Expiry date of any options, warrants etc					
	(f)	Exercise price of any options, warrants etc					
9.	in conr	State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.					



10.	If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.
Certificat	te Of Compliance
The unde	ersigned hereby certifies that:
1.	The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2.	As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3.	The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4.	All of the information in this Form 9 Notice of Private Placement is true.
Dated	Opril 12, 2011.  Bruce Lewis  Name of Director or Senior
	Officer

Signature

President

Official Capacity

