



# Notice to Participating Organizations

March 7, 2012

2012-015

## Restrictions concerning Trading of Currency Exchange International, Corp. (CXI.S, CXI.WT.S) Stock and Warrants

This Notice contains important information that should be read carefully by all Participating Organizations.

On approximately March 9, 2012, 3,872,068 common shares and 1,380,000 common share purchase warrants of **Currency Exchange International, Corp.** ("Currency Exchange") will begin trading on Toronto Stock Exchange under the symbols CXI.S and CXI.WT.S, respectively. Currency Exchange is a U.S. corporation. The common shares and warrants offered under the initial public offering (together, the "Offered Securities") have not been registered with the U.S. Securities and Exchange Commission ("SEC") and have been sold in Canada under exemptions from SEC registration provided by Regulations S ("Regulation S") under the United States Securities Act of 1933, as amended (the "1933 Act"). This exemption is available only if certain trading restrictions are complied with.

The Offered Securities trading under the symbol CXI.S and CXI.WT.S are subject to these Regulation S trading restrictions. In particular, during what is referred to as the "distribution compliance period" (a period of at least 12 months from the date of the first sale), the Offered Securities may not be offered or sold to persons in the United States or to U.S. persons (as defined in Regulation S and attached as an exhibit to this Notice), and there can be no selling efforts directed at the United States, unless the offer and sale has been registered under the 1933 Act.

Therefore, while the trading symbol for the Offered Securities contains ".S", you must restrict your trading activities in Offered Securities as follows:

1. You may not execute a trade in the Offered Securities if you know that the buyer is in the United States, or is a U.S. person, or is acting for the account or benefit of a U.S. person. For the purpose of this Notice, a buyer means not only your customers but any customer of a broker who is not a Participating Organization but for whom you execute trades.
2. You must make reasonable efforts to ascertain whether a buyer is in the United States, or is a U.S. person, or is acting for the account or benefit of a U.S. person. If you determine that a buyer is in the United States, or is a U.S. person, or is acting for the account or benefit of a U.S. person, you may not execute the trade.
3. You must implement measures designed to assure reasonable compliance with the above requirements.
4. If you have direct market access clients who are in the United States, or are U.S. persons, you



5. Confirmation notices sent out in connection with trades of the Offered Securities must include a legend to the effect that "Sales in the U.S. or to U.S. persons are prohibited."

