

Notice to Participating Organizations and Members

February 16, 2012

2012-009

Restrictions Concerning Trading of (IFM.S) Infrastructure Materials Corp.

On or about February 21, 2012, newly issued common shares (the "Shares") of Infrastructure Materials Corp. ("Infrastructure ") will begin trading on the TSX Venture Exchange under the symbol "IFM.S." Infrastructure is a U.S. corporation. The Shares have not been registered with the U.S. Securities and Exchange Commission ("SEC") and have been sold in Canada pursuant to an exemption from SEC registration provided by Regulations S ("Regulation S") under the United States Securities Act of 1933 (the "1933 Act"). In order to ensure that the exemption is effective, Infrastructure must take steps to ensure that the Shares are not offered or sold to persons in the United States or to U.S. persons (as defined in Regulation S and attached as Exhibit A to this Notice) during what is referred to as the "distribution compliance period." The ".S" portion of the trading symbol indicates that the Shares are subject to these Regulation S trading restrictions. In particular, during the distribution compliance period there can be no selling efforts directed at the United States or to U.S. persons.

Shareholders of Infrastructure holding ".S" restricted Shares who are not affiliates of Infrastructure generally will be able to have the restrictive legend on their share certificates removed pursuant to Rule 144 promulgated under the 1933 Act after a six-month holding period. The six-month holding period will end on June 19, 2012. Shareholders who are affiliates of Infrastructure will be able to have the restrictive legend removed after a twelve-month holding period. Brokers acting for shareholders seeking removal of the restrictive legend should follow normal Rule 144 procedures. Infrastructure and its transfer agent will assist in providing Rule 144 opinions of counsel. Infrastructure is required to apply to the Exchange at such time as the applicable holding period no longer applies in order to have the ".S" symbol extension removed. Upon removal of the legend and ".S" symbol extension, the shares represented by such share certificates will no longer be restricted and can be freely sold in the TSX Venture Exchange market.

Shareholders holding non restricted shares of Infrastructure (ie: shares of common stock issued prior to December 19, 2011) are not subject to the Regulation S restrictions and will trade in the ordinary manner under trading symbol "IFM". We note that such common shares of Infrastructure also trade in the United States on the OTC Bulletin Board.

Therefore, while the Shares are considered "restricted" under United States regulations, you must restrict your trading activities in the Shares as follows:

1. You may not execute a trade in the Shares 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 or Member 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 sponsored direct market access clients who are in the United States, or are U.S. persons, you must notify such clients that they may not place an order to buy the Shares and that, if they do, the trade will be reversed. In addition, if you place trades for brokers who are not Participating Organizations or Members, you must notify such brokers that they may not place an order to buy the Shares for any of their clients who are in the United States or are U.S. persons, and that if such a trade occurs, it will be reversed. Furthermore, you must adopt procedures to permit purchases for such accounts to be blocked, or to be identified and reversed.

5. Confirmation notices sent out in connection with trades of the Shares must include a legend to the effect that "Sales in the U.S. or to U.S. persons are prohibited." Questions may be directed to Michael Wing, Manager, Listed Issuer Services, TSX Venture Exchange at (403) 218-2800 or michael.wing@tmx.com.

EXHIBIT A

Definition of U.S. Person

"U.S. person" means:

- Any natural person resident in the United States;
- Any partnership or corporation organized or incorporated under the laws of the United States;
- Any estate of which any executor or administrator is a U.S. person;
- Any trust of which any trustee is a U.S. person;
- Any agency or branch of a foreign entity located in the United States;
- Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
- Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
- Any partnership or corporation if:
 - Organized or incorporated under the laws of any foreign jurisdiction; and
 - Formed by a U.S. person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the 1933 Act) who are not natural persons, estates or trusts.

The following are not "U.S. persons":

- Any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
- Any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if:
 - An executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and
 - The estate is governed by foreign law;
- Any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor, if the trust is revocable) is a U.S. person;
- An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- Any agency or branch of a U.S. person located outside the United States if:
 - The agency or branch operates for valid business reasons; and

The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

"United States" means:

The United States of America, its territories and possession any state of the United States, and the District of Columbia.

About TMX Group (TSX-X)

TMX Group's key subsidiaries operate cash and derivative markets for multiple asset classes including equities, fixed income and energy. Toronto Stock Exchange, TSX Venture Exchange, TMX Select, Montreal Exchange, Canadian Derivatives Clearing Corporation, Natural Gas Exchange, Boston Options Exchange (BOX), Shorcan, Shorcan Energy Brokers, Equicom and other TMX Group companies provide listing markets, trading markets, clearing facilities, data products and other services to the global financial community. TMX Group is headquartered in Toronto and operates offices across Canada (Montreal, Calgary and Vancouver), in key U.S. markets (Houston, Boston and Chicago) as well as in London and Beijing. For more information about TMX Group, visit our website at www.tmx.com. Follow TMX Group on Twitter at <http://twitter.com/tmxgroup>.

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