

FORM 2B

LISTING APPLICATION

Applicant Issuers should review Policy 2.1 – Minimum Listing Requirements.

This Listing Application must be used for all initial Applications for Listing where an Issuer is not conducting a Prospectus offering in conjunction with its Initial Listing and has not recently completed a Prospectus offering. The Exchange can require prospectus level disclosure in the Listing Application and can require that the Issuer include additional disclosure, including that prescribed by Form 5A – Filing Statement for a Non-RTO Transaction. Where the Issuer publishes continuous disclosure information equivalent to that required by any Securities Commission, the Exchange may permit or require the Issuer to incorporate all the continuous disclosure documents filed by the Issuer within the preceding 12 months with applicable securities regulatory authorities and stock markets as appendices to the Listing Application, as supplementary disclosure in lieu of requiring such information to be restated in the Listing Application. The Exchange will consider:

1. whether the Issuer trades publicly in another market;
2. the regulatory framework of that market;
3. the length of time the Issuer has been trading; and
4. whether the applicant Issuer has substantially changed its business recently.

General Instructions

- (a) The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the applicant issuer and any of its subsidiaries.
- (c) “Material” where used in relation to a fact or change, means a fact or change that could reasonably be expected to have a significant effect on the market value of the shares of the Issuer, unless otherwise defined.
- (d) “Year” means the twelve months before the date of the certificate.
- (e) “Associate”, “Insider” and “Promoter” are defined in Policy 1.1 - Interpretation.
- (f) Geological Reports submitted with the Application for Listing must comply with National Instrument 43-101.

- (g) If the answer to any item refers to a company other than the Issuer, disclose the name of any Insider or Promoter of the Issuer who is also an Insider, a Promoter or an Associate of an Insider of that other company.
- (h) The filing fee listed in the Schedule of Fees must accompany the Listing Application.

1. General Information

- (a) State the full corporate name, law and date of incorporation of the Issuer, including a summary of any material amendments to the articles, memorandum or other constating documents since incorporation.
- (b) State the date the Issuer first became a “reporting issuer” in at least one of the Principal Jurisdictions. Identify each jurisdiction in which the Issuer is a “reporting issuer” and indicate whether it is in default of any requirements under applicable Securities Laws.
- (c) State the address of the Issuer’s head office and any other offices. State the address of the Issuer’s registered office.
- (d) State whether all or certain of the directors and officers of the Issuer reside outside of Canada and whether substantially all of the assets of the Issuer and its directors and officers are located outside of Canada. If so, state the name and address of an agent for service in Alberta and that the Issuer has agreed to attorn to the laws of Alberta and the federal laws of Canada applicable therein.
- (e) State the name, address and telephone number of the Issuer’s solicitors. Also, give the name and address of the solicitor or attorney who certifies that the applicant is a valid and subsisting Issuer and that the shares which have been allotted and issued were legally created and are fully-paid and non-assessable.
- (f) State the name and address of the Issuer’s principal registrar and transfer agent and, if the Issuer has more than one registrar and transfer agent, state the name and address of its registrar and transfer agent in the applicable city: Vancouver, BC, Calgary, AB, Toronto, ON, Montreal, PQ or Halifax, NS.
- (g) State the date of last Annual General Meeting and of last report to shareholders.
- (h) State the name, address and telephone number of the Issuer’s auditors.

2. Financial Information

- (a) State the Issuer’s approximate working capital as of a specific date within the two months preceding the date of the Listing Application.
- (b) If assets include investments in securities of other entities, give an itemized statement, showing cost or book value and present market value.

3. Directors, Officers, Promoters and Persons Holding More Than 10% of the Issued Equity Shares

- (a) In table format, for each director, officer and Promoter of the Issuer provide the following information:
- (i) state full name and residential or postal address;
 - (ii) identify all positions held with the Issuer (such as chairman, director, president, secretary, promoter, etc.);
 - (iii) state the number of equity shares of the Issuer directly or indirectly beneficially owned or controlled, separated by type into (a) escrowed, (b) pooled, (c) options and (d) all other securities; and
 - (iv) state the name of each employer and give chief occupation in the previous five years. If the employer is a self-owned company, so state (describe the function actually performed; avoid vague descriptions such as “businessman”).
- (b) If any director, officer or Promoter of the Issuer is, or has been within the past three years, a director, officer or Promoter of any other reporting issuer, provide the following information:
- (i) state the number of other issuers of which he is currently a director, officer, or promoter and the names of any reporting issuers with which he was involved in the past five years, including the names, markets upon which they trade, and the approximate start and ending dates; and
 - (ii) state the name of any issuer which was, during the period he was a director, officer or promoter of the Issuer, struck from the applicable corporate registry, or whose securities were the subject of a cease trade or suspension order for a period of more than thirty consecutive days. Describe as well the reasons for the striking off, cease trade or suspension order.
- (c) State whether any director, officer, promoter or Insider has received from the Issuer:
- (i) direct or indirect remuneration within the past year and provide particulars, including name of recipient, level of remuneration, and duties performed; or
 - (ii) anything of value within the past year which has not been disclosed elsewhere in the Listing Application and provide particulars. Anything of value includes money, securities, property, contracts, options or rights of any kind, whether received directly or indirectly.

- (d) If any director, officer, promoter or other member of Management of the Issuer has, within the ten years before the date of this Listing Application been subject to any penalties or sanctions imposed by a court or a securities regulatory authority relating to trading in securities, promotion or management of a publicly traded issuer, or theft or fraud, describe the penalties or sanctions imposed.
- (e) If any director, officer, promoter or other member of Management of the Issuer has, within the five years before the date of this Listing Application been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold the assets of that individual, state the fact.
- (f) Give the full name, residential or postal address and number of equity shares, separated by type into (a) escrowed, (b) legended, and (c) all other shares, beneficially owned by the 5 largest shareholders and by each person who is known by the Issuer's directors to directly or indirectly beneficially own or control more than 10% of the voting securities of the Issuer other than those persons disclosed in Item 6(a). If the beneficial owner is a non-individual, provide the information required by General Instruction (g).

4. Corporate Information

- (a) State the authorized and issued share capital of the Issuer and briefly outline any material rights and restrictions attached to the share capital, such as voting, preference, conversion or redemption rights.
- (b) In table format, provide details of securities sold for cash in the past 24 months. Indicate by month and year each block of securities sold, price per share, commissions per share, total cash received and total commission paid. Indicate whether the securities were issued as part of a public offering or private placement.
- (c) In table format, provide details of securities issued for other than cash in the past 24 months. Give a brief description of the properties or other assets acquired, debts or services settled and value attributed thereto.
- (d) Provide details of any dividends paid indicating date, amount per share and total amount paid on each distribution.
- (e) Provide the date of the Issuer's fiscal year end.
- (f) Provide in table format, a list of all subsidiaries or other companies controlled by the Issuer, together with the date and manner of incorporation, the authorized and issued share capital, the nature of business and the percentage of each class of shares directly or indirectly beneficially owned or controlled by the Issuer.

(g) State the distribution of issued capital as of the most recent month-end in the following form:

	NUMBER AND TYPE OF SECURITIES	NUMBER OF HOLDERS
I. Securities not subject to escrow, pooling or other restrictions on transfer:		
A) Distributed and in the hands of the public (excluding the promoters, officers, directors, and insiders of the Issuer and their associates).	_____	_____
B) Distributed and in the hands of the promoters, officers, directors, and insiders of the Issuer and their associates.	_____	_____
II. Securities subject to escrow, pooling or other restrictions on transfer:		
A) Distributed and in the hands of the public (excluding the promoters, officers, directors, and insiders of the Issuer and their associates).	_____	_____
B) Distributed and in the hands of the promoters, officers, directors, and insiders of the Issuer and their associates.	_____	_____
TOTAL	_____	_____

(h) As of the execution date, there were more than 300 shareholders holding a Board Lot of free trading shares.

5. Shares of the Issuer Held in Escrow, Legended, or Subject to Hold Restrictions

- (a) Briefly describe the number and the material terms governing release and cancellation of all escrow shares.
- (b) Briefly describe the number and the material terms governing release of all legended shares.
- (c) State the number and briefly describe the material terms governing any other securities which are subject to an unexpired hold period originally imposed pursuant to any applicable Securities Laws, stock exchange or other similar regulatory authority.
- (d) State the names and addresses of owners of more than a 5% interest in the escrowed shares, and the number and type of shares held by each.

6. Options to Purchase Securities of the Issuer

- (a) Disclose in the aggregate all options, share purchase warrants, rights or agreements to issue securities by the Issuer, or by a present shareholder, which have not been disclosed elsewhere in the Listing Application.
- (b) Options granted to employees (other than management employees) can be shown in the aggregate.

7. Natural Resource Properties

For each resource property:

- (a) Describe the interest owned, leased, held under option, or to be acquired by the Issuer. The description should include:
 - (i) the total consideration paid and payable,
 - (ii) nature and state of title or interest,
 - (iii) the geographical area, including lot and range numbers or claim numbers and acreage, as applicable,
 - (iv) plant and equipment on the property and Issuer's contribution to costs and share in revenues where these are not identical, and
 - (v) any applicable royalties, profit sharing, carried interests, etc.
- (b) State whether an Insider or Promoter has held any interest in the property in the past 3 years, and if so, state the date and terms of the acquisition and the cost of the property to the vendor.

- (c) Describe any material exploration and development work carried out on the property to date, the cost of the work, the results of such work and any exploration and development work which the Issuer proposes to carry out on the property, the cost of the proposed work and the proposed source of funds.
- (d) State the date and the author of any Geological Report on the properties, and include one copy of any Geological Report prepared regarding the properties.
- (e) Disclose any commitments respecting the property such as instalments of cash or shares required to maintain an option, or exploration programs or drilling obligations to maintain a lease.
- (f) For each property which is currently producing revenue for the Issuer, state the total revenue, net to the Issuer, (i) in the latest complete fiscal year and (ii) currently, on a monthly basis. State the nature of any royalties or other charges against production.

Mining Properties - If work done on the property has established the existence of reserves of proven, probable or possible ore, disclose the estimated tonnage and grade of each class of ore reserves as well as the name of the person making the estimates and the nature of his relationship to the Issuer. If the property has no known ore reserves, disclose.

Oil and Gas Properties - If reserves have been assigned in a Geological Report acceptable to the regulatory authorities, identify the report by author and date, and state the category (proved producing, proved non-producing, probable additional), type (crude oil, synthetic oil, natural gas, natural gas liquids, sulphur) and values assigned. Provide in table format the proven and probable reserves indicating physical volumes and future net cash flows discounted at 0%, 10%, 15% and 20%. Estimates should be based on constant current prices and costs. Tabulate the current status of the wells. If the property has no known reserves of oil and gas, disclose.

8. Particulars of Non-Resource Assets

For each material non-resource asset:

- (a) Describe the interest owned or to be acquired by the Issuer.
- (b) Describe the business carried on or intended to be carried on by the Issuer, and the general development of such business to date.
- (c) If the business consists of the production or distribution of various products or the rendering of various services, describe the principal products or services.
- (d) Describe the method of marketing and distributing the products and, in tabular form, if possible, the character and amount of the annual output for the preceding five years (in terms of physical units).
- (e) Provide a summary of any valuation, feasibility or technical report.

- (f) If the Issuer has not commenced business or is entering or has recently entered a new business, include a summary of the management plan for the next 24 months.
- (g) State the location and general character of any material properties including buildings and plants, of the Issuer. If any property is not held as freehold property (eg. leased property), state and briefly describe the nature of title. If a property is subject to any material encumbrance (eg. mortgage) briefly describe the encumbrance.
- (h) If an Insider or Promoter of the Issuer has held any interest in the asset, property or business during the past 3 years, disclose.

9. Listing and Trading of Issuer's Shares

- (a) Show listings on other stock exchanges or markets with date of listing.
- (b) Is an application for listing on any other stock exchange or market pending or contemplated? If so, give details.
- (c) Have the Issuer's shares ever been delisted or suspended by any stock exchange? If so, give details.
- (d) Has any application for listing the Issuer's shares on any stock exchange or market ever been refused, deferred, or withdrawn? If so, give details.
- (e) Are the Issuer's shares quoted over-the-counter in any jurisdiction? If so, give details.

10. Particulars of any Other Material Facts

- (a) Describe any actual or pending material legal proceedings to which the Issuer is or is likely to be a party or of which any of its property is or is likely to be the subject and particulars of any other circumstances which might affect the Issuer's position or title adversely.
- (b) Disclose particulars of any bonds, debentures, notes, mortgages, charges, liens, hypothecations, loans or other debt obligations outstanding.
- (c) Give the dates and parties to and the general nature of every material contract entered into by the Issuer which is still in effect and is not disclosed in the foregoing, including any management or employment agreements or any agency or underwriting agreement or any corporate finance, investor relations, promotion or market making agreement.
- (d) Briefly describe any other material facts not previously disclosed in this application.
- (e) List by date each prospectus or amendment issued by the Issuer during the past 3 years and indicate the name of the securities administration(s) which accepted each.

- (f) Indicate whether any application for registration or approval by a securities commission or corresponding government body ever been refused, cancelled, suspended or revoked. Provide details.
- (g) Give the name, address, telephone number, fax number, and e-mail address (if applicable) of the person or persons who may be contacted for additional information. If the Issuer maintains a web site, provide the address of the web site.

Certificate of the Issuer

Pursuant to a resolution duly passed by its Board of Directors, (full legal name of the applicant), hereby applies for the listing of the above mentioned shares on the Canadian Venture Exchange. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made.

Dated at _____

this _____ day of _____, _____.

Director

Director

[print or type names beneath signatures]

This certificate must be signed by two directors of the Issuer.