

FORM 3B

DECLARATION OF CERTIFIED FILING PROMOTIONAL AND MARKET-MAKING ACTIVITIES

Re: _____ (the "Issuer").

SEDAR Project #: _____.

The undersigned hereby certifies that:

1. He or she is a director or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to make this declaration.
2. Attached is a letter which:
 - (a) fully describes any arrangements, oral or written, for the provision of investor relations, promotional and/or market-making activities of the Issuer (the "Activities");
 - (b) briefly describes:
 - (i) the background, ownership, business and place of business of the person providing the services;
 - (ii) the relationship between the Issuer and the person providing the services; and
 - (iii) any interest, direct or indirect, in the Issuer or its securities, or any right to acquire such an interest held by the person providing the services;
 - (c) fully describes the Activities to be provided, including:
 - (i) the period during which the services will be provided;
 - (ii) the activities to be carried out;
 - (iii) the anticipated total costs of those activities to the Issuer; and
 - (iv) for market-making arrangements, the identity and relationship to the Issuer of any person providing funds or securities for the market-making activities; and
 - (d) fully describe all direct and indirect consideration and the timing of payment and source of funds.

3. A news release dated _____ has disclosed all Activities of the Issuer and, if these arrangements are in place while the Issuer's prospectus or filing statement is in progress, the Activities are disclosed in the prospectus or filing statement.
4. The compensation for the Activities will neither render the Issuer insolvent nor cause the Issuer financial hardship. The Issuer undertakes not to settle any amount owed for the Activities by issuing shares, either by a private placement or a shares for debt transaction, and acknowledges that the resale restrictions in the securities legislation would prohibit the resale of securities of the Issuer by someone preparing the market or creating a demand for the securities.
5. The undersigned confirms that any stock options issued as consideration for the provision of the Activities are in accordance with Policy 4.4 – Director, Officer and Employee Stock Options, including the limitation to 2% of the issued shares and the required vesting provisions.
6. If the Issuer is a Tier 2 Issuer on the Exchange and has entered into an agreement for Activities with total payments or commitments in any 12 month period of \$100,000 or more, the following items are enclosed for filing:
 - (a) Copy of the agreement, which provides that the agreement is subject to prior review and acceptance by the Exchange and that no payments can be made until the Exchange has accepted the agreement;
 - (b) Particulars of the identity of the person or firm providing the Activities including Personal Information Forms for the persons, principals and key employees who will be providing the Activities;
 - (c) Copies of all promotional or investor relations literature; and
 - (d) The required fee.
7. If the Issuer is a Tier 2 Issuer on the Exchange and has entered into an agreement for Activities with total payments or commitments in any 12 month period of less than \$100,000, the following items are enclosed for filing:
 - (a) Copy of the agreement and any related agreements;
 - (b) Particulars of the identity of the person or firm providing the Activities including Personal Information Forms for the persons, principals and key employees who will be providing the Activities;
 - (c) An undertaking to provide the Exchange with copies of any materials prepared in conjunction with the agreement that are intended for external distribution; and
 - (d) The required fee.

8. The undersigned confirms that the agreements entered into by the Issuer for the provision of Activities are in all respects in accordance with Policy 3.4 – Investor Relations, Promotional and Market – Making Activities except for any provisions specifically identified as non-complying in the covering letter to this filing.

There are no material changes in the affairs of the Issuer which have not been publicly disclosed.

Dated this _____ day of _____, _____.

Name of Director or Senior Officer
(please type or print)

Signature of Director or Senior Officer

Official Capacity/Title

Enclosures:

Letter describing the services (Item 2)	[]
All agreements (Items 6(a) or 7(a))	[]
Personal Information Form(s) (Item 6(b) or 7(b))	[]
All promotional and investor relation literature (Item 6(c))	[]
Further particulars	[]
Undertaking to provide additional materials (Item 7(c))	[]