

FORM 4C

PRIVATE PLACEMENT DECLARATION OF CERTIFIED FILING

Re: _____ (the "Issuer").

Trading Symbol: _____ .

This Declaration accompanies an application to the Exchange for final acceptance of the Private Placement summarized in the Private Placement Summary Form attached hereto (the "Filing").

The undersigned hereby certifies that:

- a) 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 make this Declaration;
- b) the Filing is in all respects in accordance with Policy 4.1 – Private Placements, in effect as of the date of this Declaration or any deviations are disclosed in the Notice previously filed by the Issuer;
- c) there are no Material Changes in the affairs of the Issuer which have not been publicly disclosed; and
- d) any changes to the terms of this Private Placement since the conditional acceptance of the Notice have been disclosed in an attachment to this Declaration.

Dated _____ .

Name of Director or Senior Officer

Signature

Official Capacity