

FORM 4H

SHARES FOR DEBT FILING FORM

Re: _____ (the "Issuer").

SEDAR Project #: _____.

1. Documents

Enclose the following documentation (or indicate if not applicable).

- (a) Originally signed or certified true copies of debt settlement agreements
- (b) Current accounts payable list with summary totals
- (c) Copy of any assignment, buyback or voting trust agreements
- (d) News release announcing settlement
- (e) Copy of shareholders' resolution (if a change in control)

2. Creditors / Settlement Table

Provide, in tabular form, details of the creditors being offered settlement.

Creditor	Amount Owing	Deemed Price per Share	# of Shares	Insider=Y ProGroup=P Not Applicable=N/A	Audited Y/N
Total		NA		NA	NA

3. Nature of Liabilities

For each creditor, confirm whether or not the debt is specifically referred to in all financial statements of the Issuer since the debt was incurred. If NOT, provide a Declaration of Certified Filing – Shares for Debt completed and executed by a director or senior officer of the Issuer confirming that the debt is a valid debt of the Issuer.

4. Pricing and Policy Compliance

The Market Price for the Issuer's Listed Shares at the date of the news release announcing the debt settlement was \$ _____.

5. Status of Issuer

Is the Issuer Inactive? YES _____ NO _____

If yes, indicate if any other submissions are in preparation or in progress that are part of a reactivation plan for the Issuer.

6. Balance of debt

Did any creditors refuse the settlement? YES _____ NO _____

Identify all creditors of the Issuer that were not offered the settlement and explain why.

If there are plans to settle the balance of the debt, if any, please attach details.

7. Beneficial shareholders

Name the beneficial shareholders of any Companies that will receive any Listed Shares under this application.

8. Change in control

Will there be a change in control of the Issuer as a result of the issuance of shares for debt?

YES _____ NO _____

If YES, submit copy of shareholders' resolution.

9. Tier 2 Issuers: Issuance of more than 100% of issued and outstanding Listed Shares in connection with debt settlement

Is the Issuer issuing more than 100% of its issued and outstanding Listed Shares in connection with this debt settlement? YES _____ NO _____

If YES:

Was disinterested shareholder approval received for this transaction?

YES _____ NO _____

If the Issuer is Inactive, have the insiders, including individuals who will become insiders as a result of the debt settlement, entered into an escrow agreement?

YES _____ NO _____

Declaration

The undersigned certifies that:

- (a) the undersigned is a director or senior officer of the Issuer;
- (b) the transaction is fully disclosed in the news release dated _____ filed with this application; and
- (c) the transaction is in all respects in accordance with Policy 4.3 - Shares for Debt, except as disclosed in any attached application for waiver.

Date _____

Name director or senior officer

Signature

Official Capacity