

FORM 5A

FILING STATEMENT FOR NON-RTO TRANSACTIONS

Name of Issuer: _____

Head Office Address and Telephone Number of Issuer: _____

Name and Address of Issuer's Registrar and Transfer Agent: _____

The Issuer is, under the Rules of the Exchange a _____ Issuer.
(Specify Tier and Industry Segment)

The Canadian Venture Exchange Inc. ("Exchange") has not in any way passed upon the merits of the securities for the Issuer. The information contained in this Filing Statement has been supplied to the Exchange by the Issuer, and the Exchange has relied upon this information in accepting the Filing Statement.

General Instructions

1. The answers to the following items should be presented in narrative form. When the answer to any item is negative or not applicable to the Issuer, it should be stated in a sentence. The title to each item must precede the answer.
2. All pages required to complete the Filing Statement should be the same size as the cover page.
3. The term "Issuer" shall include any subsidiary of the Issuer.
4. "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 securities of the Issuer, unless otherwise defined.
5. "Year" means a period of twelve months preceding the date of the certificate.
6. "Associate", "Insider" and "Promoter" shall have the same meaning as in the Exchange Definitions
7. Expert's reports submitted with the Filing Statement must comply with National Policy Statement #2 or #2B, Policy 5.3 – Acquisitions and Dispositions of Non-Cash Assets, and applicable provisions of securities law.

8. When the answer to any item refers to an issuer 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 issuer.
9. Further material changes may be disclosed by way of amendment to the current Filing Statement, provided such amendment is filed within six months of the Filing Statement certificate date.
10. The fee prescribed by the Fee Schedule should be submitted with the Filing Statement.
11. 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, Calgary, Toronto, Montreal or Halifax.

Filing Statement Items

1. Statement of Material Change in the Affairs of the Issuer

- (a) Briefly describe each material change in the affairs of the Issuer. Sufficient detail should be provided to readily determine the nature of the material change, and where applicable, the name and address of parties to a material change agreement, the interest or benefit to be acquired by the Issuer, the consideration paid or payable by the Issuer for such interest or benefit and any applicable finders fees. The following paragraphs (b to g) set out disclosure guidelines for six classes of common material changes. Appropriate disclosure should be provided for a material change not outlined below. Additional information may be required to provide full, true and plain disclosure of the material change.
- (b) Acquisition of a natural resource property:
 - (i) Disclose the name and address of the vendor.
 - (ii) State the total consideration paid or payable by the Issuer, including any commitment respecting the property (such as instalments of cash or shares required to maintain options, commitments to carry out exploration programs or drilling obligations to maintain leases).
 - (iii) If the property was acquired by the vendor within a year of the Issuer's acquisition, state the cost of the property to the vendor.
 - (iv) If an insider or promoter of the Issuer has held any interest in the property during the past three years, so state.
 - (v) Provide details of any finders fee to be paid by the Issuer, including the name and address of the finder.

- (vi) Describe the interest owned or to be acquired by the Issuer. The description should include the Issuer's contribution to costs and share in revenues where these are not identical and should describe any applicable royalties, net smelter returns, carried interest, etc.
 - (vii) Briefly describe any material exploration or development work carried out on the property to date, the results thereof and any exploration and development work which the Issuer proposes to carry out on the property. State planned expenditures from funds held by the Issuer.
 - (viii) If work on a mining property has established the existence of reserves of proven, probable or possible ore, disclose the estimated tonnage and grade of each such class of ore reserves as well as the name of the person making the estimates and the nature of that person's relationship to the Issuer. If the property has no known ore reserves, so disclose.
 - (ix) If reserves for an oil and gas property have been assigned in an independent engineering 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 on a net cash flow basis, using discount rates of 0% and the current industry rate for such evaluations. If the property has no known reserves of oil and gas, so disclose.
- (c) Acquisition of a non-natural resource asset:
- (i) Disclose the name and address of the vendor.
 - (ii) Describe the interest to be acquired by the Issuer.
 - (iii) State the total consideration paid or payable by the Issuer. Provide details of any finder's fee to be paid by the Issuer, including the name and address of the finder.
 - (iv) If the asset, property or business was acquired by the vendor within a year of the Issuer's acquisition, state the costs thereof to the vendor.
 - (v) If an insider or promoter of the Issuer has held any interest in the asset, property or business during the past three years, so disclose.
 - (vi) Briefly describe the business carried on or intended to be carried on by the Issuer and the general development of such business within the past three years.
 - (vii) If the business consists of the production or distribution of various products or the rendering of various services, briefly describe the principal products or services.

- (viii) State briefly the location and general character of any material properties, including buildings and plants, of the Issuer. If any property is not freehold property, so state and briefly describe the nature of the title. If a property is subject to any material encumbrance, briefly describe the encumbrance.
- (d) Acquisition of another issuer by purchase, take-over or amalgamation:
 - (i) Disclose the total purchase price paid, take-over terms or amalgamation basis to acquire the other issuer, including any closing conditions, future consideration or contingencies.
 - (ii) Briefly describe the assets of the acquired issuer. Where applicable, the description should follow the disclosure requirements as outlined in paragraphs (b) and (c) above.
 - (iii) Describe liabilities, commitments and undertakings which the Issuer has assumed as a result of the purchase, take-over or amalgamation.
 - (iv) If an insider or promoter of the Issuer is an insider or promoter of the acquired issuer, so state.
- (e) Consolidation and Name Change:
 - (i) Disclose the ratio on which the Issuer's share capital will be consolidated. State any other modification to the Issuer's share capital.
 - (ii) State the date of the shareholders' meeting approving the consolidation and name change and date such changes are to be effected.
 - (iii) State the Issuer's new name and followed by, "formerly (old Issuer name)" on the Filing Statement cover.
 - (iv) All disclosures appearing in other items of the Filing Statement should be disclosed on a consolidated basis.
- (f) Rights Offerings and Private Placements:
 - (i) Disclose the material facts relating to the rights offering as outlined in Policy 4.5 - Rights Offerings; or
 - (ii) Disclose the material facts relating to the private placement.

- (g) Issuance or transfer of escrow (including principal) shares:
 - (i) Disclose, in the case of issuances, the number of shares to be issued which will be subject to escrow and the type of escrow agreement, the name and address of each escrow share recipient, their relationship to the Issuer and the consideration paid or payable for the escrow shares. If additional consideration (such as cash or net profit interest) is to be paid by the Issuer for an asset, so state. Describe any asset acquired by the Issuer in accordance with the applicable disclosure requirements as outlined in paragraphs (b) or (c) above.
 - (ii) Disclose, in the case of transfers, the number of escrow shares to be sold by each transferor and the number of escrow shares to be purchased by each transferee, stating the name and address of each transferee, their relationship to the Issuer and consideration paid or payable.
 - (iii) State the date or proposed date of the shareholders' meeting, if required, to approve the issuance or transfer of escrow shares.

2. Financial Information

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

3. Material Natural Resource Properties

- (a) A material natural resource property, currently held by the Issuer, is defined as:
 - (i) a property which is currently producing or being developed or explored;
 - (ii) a property upon which exploration is planned within the next year;
 - (iii) a property which contains undiscounted reserves of oil and gas in excess of \$50,000; or
 - (iv) a property upon which the Issuer's acquisition and exploration costs to date exceed \$100,000.
- (b) For each material natural resource property:
 - (i) Describe the interest owned or to be acquired by the Issuer. The description should include the Issuer's contribution to costs and share in revenues where these are not identical and describe any applicable royalties, profit sharing, carried interests, etc.

- (ii) Briefly describe any material exploration and development work carried out on the property to date, the results of such work and any exploration and development work which the Issuer proposes to carry out on the property.
- (iii) 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.
- (iv) **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 such 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, so disclose.
- (v) **Oil and Gas Properties** - If reserves have been assigned in an independent engineering 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 on a net cash-flow basis, using discount rates of 0% and the current industry rate for such evaluations. If the property has no known reserves of oil and gas, so disclose.
- (vi) For each property which is currently producing revenue for the Issuer, state the total revenue, net to the Issuer, (a) in the latest complete fiscal year and (b) currently, on a monthly basis.

4. Particulars of Non-Natural Resource Assets

For each material non-natural 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.
- (c) If the business consists of the production or distribution of various products or the rendering of various services, briefly describe the principal products or services.
- (d) Briefly state the location and general character of any material properties including buildings and plants, of the Issuer. If any property is not freehold property, so state and briefly describe the nature of title. If a property is subject to any material encumbrance, briefly describe the encumbrance.

5. Corporate Information

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.

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

- (a) 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 beneficially owned, directly or indirectly, separated by type into (a) escrowed, (b) pooled and (c) all other shares.
 - (iv) State the name of each employer and give chief occupation in the previous five years. If the employer is a self-owned issuer, so state. Occupational descriptions should describe the function actually performed; vague descriptions such as “businessman” should be avoided.
- (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 such companies of which he is currently a director, officer, or promoter. Indicate that a list of the names of such companies will be available for inspection at the location and during the times specified in Item 9(e).
 - (ii) State the name of any such issuer which was, during the period he was a director, officer or promoter of the issuer, struck from the applicable corporate registry pursuant to the laws of the issuer’s incorporation, or whose securities were the subject of a cease trade or suspension order for a period of more than thirty consecutive days from any securities regulatory authority. Describe as well the reasons for such striking, cease trade or suspension order.
- (c) If any director, officer, promoter or other Insider has received from the Issuer:
 - (i) direct or indirect remuneration within the past year, state 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 Filing Statement, state particulars. (Anything of value includes money, securities, property, contracts, options or rights of any kind, whether received directly or indirectly.)

- (d) Give the full name, residential or postal address and number of equity shares, separated by type into (a) escrowed, (b) pooled, (c) all other securities, beneficially owned by each person who is known by the Issuer's directors to own beneficially, directly or indirectly more than 10% of the equity shares of the Issuer other than those persons disclosed in Item 6(a). Where the beneficial owner is a Company, provide the information required by General Instruction 8.

7. Options to Purchase Securities of the Issuer

- (a) Disclose all options, share purchase warrants, rights or agreements to issue securities by the Issuer, or by a present security holder, which have not been disclosed elsewhere in the Filing Statement.
- (b) Options granted to employees need only be shown in the aggregate.

8. Securities of the Issuer Held in Escrow, in Pool 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 pooled shares.
- (c) State the number and briefly describe the material terms governing any other securities which are subject to an un-expired hold period originally imposed pursuant to applicable securities law or stock exchange policy.

9. Particulars of any Other Material Facts

- (a) Briefly 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.
- (b) Specify any properties proposed to be acquired, or other transactions, for which regulatory approval is not being sought under the Filing Statement.
- (c) Disclose particulars of any bonds, debentures, notes, or other debt obligations outstanding.
- (d) Briefly particularize any other material facts not previously disclosed herein.
- (e) State a reasonable time and place at which a list of the names of the reporting companies referred to in Item 6(b)(1) may be inspected during the 30 day period after the Exchange publishes its notice regarding this Filing Statement.

Certificate of the Issuer

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the Issuer's affairs.

Dated _____.

Director

Director

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