**(COMPANY NAME AND ADDRESS)**

**TREASURY DIRECTION**

|  |  |
| --- | --- |
| Date: |  |
| Transfer Agent: | Marrelli Trust Company Limited  Attention: Transfer Operations  Tel: 604-200-5066  620 -1111 Melville Street Vancouver, British Columbia V6E 3V6 |
| Date of TSX Venture Exchange Approval:  *(attach copy of Approval)* | ( ) |

You are hereby authorized and directed to issue a certificate(s) for a total of \_\_\_ (# of shares) \_\_\_ for fully paid (Class of Shares) shares of (*COMPANY NAME)* in accordance with the instructions provided below.

We certify that these shares have been validly allotted to the noted parties, that the company has received full consideration therefore, and that they are, therefore, fully paid and non-assessable. We further certify that the issuance of these securities is not in violation of any applicable laws or regulations, including applicable securities laws and regulations, and exchange regulations.

We confirm that, following the issuance of this direction, the issued & outstanding capital of (Company Name) will be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Registration | Address | Delivery Address & Method | No. of shares | Price per share |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

The following legend must be placed on each certificate:

WITHOUT PRIOR WRITTEN APPROVAL OF THE EXCHANGE AND COMPLIANCE WITH ALL APPLICABLE SECURITIES LEGISLATION, THE SECURITIES REPRESENTED BY THIS CERTIFICATE MAY NOT BE SOLD, TRANSFERRED, HYPOTHECATED OR OTHERWISE TRADED ON OR THROUGH THE FACILITIES OF TSX VENTURE EXCHANGE OR OTHERWISE IN CANADA OR TO OR FOR THE BENEFIT OF A CANADIAN RESIDENT UNTIL [date must be specified]

Dated this day of , 20

COMPANY NAME

Per: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Per:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Authorized Signing Officer Authorized Signing Officer

(Print Name) & Title (Print Name) & Title