

**FORM 13-502F3A
CLASS 3A REPORTING ISSUERS – PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, _____, an officer of the reporting issuer noted below have examined this Form 13-502F3A (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) _____
Name: _____ Date: _____
Title: _____

Reporting Issuer Name: _____
(Class 3A reporting issuer cannot be incorporated or organized under the laws of Canada or a province or territory of Canada)

Financial year end date: _____

Indicate, by checking the appropriate box, which of the following criteria the issuer meets:

- | |
|---|
| <input type="checkbox"/> (a) had no securities listed or quoted on any marketplace at the end of its previous financial year, or |
| <input type="checkbox"/> (b) had securities listed or quoted on a marketplace at the end of its previous financial year and all of the following apply: <ul style="list-style-type: none">(i) at the end of its previous financial year, securities registered in the names of persons or companies resident in Ontario represented less than 1% of the market value of all of the reporting issuer's outstanding securities for which it or its transfer agent or registrar maintains a list of registered owners;(ii) the reporting issuer reasonably believes that, at the end of its previous financial year, securities beneficially owned by persons or companies resident in Ontario represented less than 1% of the market value of all its outstanding securities;(iii) the reporting issuer reasonably believes that none of its securities traded on a marketplace in Canada during its previous financial year;(iv) the reporting issuer has not issued any of its securities in Ontario in the last 5 years, other than<ul style="list-style-type: none">(A) to its employees or to employees of one or more of its subsidiaries, or(B) to a person or company exercising a right previously granted by the reporting issuer or its affiliate to convert or exchange its previously issued securities without payment of any additional consideration; |

Participation Fee

(From subsection 4(2) of OSC Rule 13-502 Fees)

\$1,000

Late Fee, if applicable

(As determined under section 8 of OSC Rule 13-502 *Fees*)

\$ _____

Total Fee Payable

(Participation Fee plus Late Fee)

\$ _____