PRIVATE PLACEMENT SUBSCRIPTION AGREEMENT
(NOT FOR USE BY U.S. PERSONS)

(THE "ISSUER")

INSTRUCTIONS TO SUBSCRIBER

1. Complete all the information on page 1 and sign where indicated.

2. All subscribers must complete the Exemption Certificate (Schedule "A") as follows:

   (i) If you are relying on section (j), (k), or (l) of Section A (accredited investor exemption) of Schedule "A", then please complete Exhibit 1 to Schedule "A".

   (ii) If you are a resident of Ontario and relying on any of category (A) to (I) of Section B (family, friends and business associates exemption) of Schedule "A", then please complete Exhibit 2 to Schedule "A".

   (iii) If you are a resident of Saskatchewan and relying on one of the following (family, friends and business associates exemption), then please complete Exhibit 3 to Schedule "A":

      a. a person described in category (D) or (E) of Section B of Schedule "A";
      b. a close personal friend or close business associate of a founder of the Issuer; or
      c. a person described in category (H) or (I) of Section B of Schedule "A" if the distribution is based in whole or in part on a close personal friendship or close business association.

   (iv) If you are not an individual (i.e. you are a corporation or trust) and are purchasing securities offered hereunder for an acquisition cost of no less than C$150,000, then you do not need to complete Schedule "A".

3. Funds may be submitted via certified cheque, bank draft or wire transfer (please see wire transfer instructions on Schedule "B" hereto).

Payment should be made at the time of delivery of this subscription agreement, and must be received by the Issuer no later than the Closing Date.

The completed subscription agreement should be delivered by email to at by no later than 11:00 a.m. (*Vancouver Time*) on the Closing Date.

Should you have any questions regarding the completion of this Subscription Agreement and the attached Schedules please contact at .