

FORM 4E SHARES FOR DEBT FILING FORM

1. Issuer Information

Issuer Name (the “Issuer”): _____
Trading Symbol: _____
Tier: _____

2. Pricing Date: _____

Date of news release announcing Shares for Debt settlement: _____

3. Issued and Outstanding Securities

Current number of issued and outstanding securities: _____

4. Debt and Proposed Securities Issuance

(a) Total amount of debt to be settled: _____

(b) Total number and class of securities proposed to be issued to settle debt: _____

(c) If Warrants are to be issued provide the following information:

(i) Number and class of securities eligible to be purchased on exercise of each Warrant: _____

(ii) Exercise price for each year of the term of the warrants: Year 1: __ Year 2: __
Year 3: _____ Year 4: _____ Year 5: _____ and if applicable, disclose
subsequent years: _____

(iii) Expiry date of Warrants: _____

5. Creditors / Settlement Table

Provide in the attached Schedule 1 the details of the creditors being offered settlement.

6. Status of Issuer

Has the Issuer been put on notice to have its listing transferred to NEX, pursuant to Policy 2.5 – *Continued Listing Requirements and Inter-Tier Movement*?

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.

7. Control

Will the issuance of Shares for Debt result in a new Control Person being created?

YES _____ NO _____

8. Shareholder Approval

Is shareholder approval required pursuant to Exchange Policies?

YES _____ NO _____

If YES to 7 or 8, indicate date on which the shareholders' resolution was passed _____

9. Assignment of Debt

Have any creditors purchased the debt at a discount from other creditors?

YES _____ NO _____

If YES, please disclose the following:

Name of Original Creditor	Name of Current Creditor	Is the Current Creditor a Non's Arm's Length Party Y/N	Amount of Debt Purchased	Amount Paid for Debt

If Non Arm's Length Parties have purchased discounted debt, have such Non Arm's Length Parties, entered into an escrow agreement relating to the debt settlement securities?

YES _____ NO _____

10. Reverse Take Over or Change of Business

Does the transaction form part of a Reverse Takeover or Change of Business?

YES _____ NO _____

If YES, describe all relevant terms: _____

11. Documents

The following documentation may be requested by the Exchange:

- (a) current accounts payable list with summary totals;
- (b) copy of any assignment, buyback or voting trust agreements;
- (c) copy of shareholders' resolutions;
- (d) source documents evidencing the debt, if not previously filed with the Exchange; and
- (e) other documents as may be required by the Exchange.

12. Declaration

The undersigned certifies that:

- (a) the undersigned is a director or senior officer of the Issuer;
- (b) any debts to be settled pursuant to this transaction which are not specifically referred to in the financial statements of the Issuer prepared since the debt was incurred, are valid debts, due and payable by the Issuer to the indicated creditor(s).
- (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

13. Acknowledgement - Personal Information

“Personal Information” means any information about an identifiable individual, and includes information contained in Schedule 1, as applicable, of this Form.

The undersigned hereby acknowledges and agrees that it has obtained the express consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6A) pursuant to this Form; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6A or as otherwise identified by the Exchange, from time to time.

Date _____

Name director or senior officer

Signature

Official Capacity

Creditors/Settlement Table

Schedule 1

Name and Address of Creditor	Amount Owing	Deemed Price per Share	# of Shares	# of Warrants	Nature of Debt (e.g. trade payable, management fees, etc)	Previously Disclosed in Financial Statements (Y/N)	Non Arm's Length Party=NP ProGroup=P Not Applicable=N/A
Total		N/A			N/A		N/A

Beneficial Shareholders of any Corporate Creditors Who Will Own or Control 10% or more of the Post-Closing Outstanding Shares

Creditor	Number of Securities Purchased	Post closing Direct & Indirect Holdings in the Issuer	% of Post Closing Outstanding Shares	Name and Address of any Individuals Having a Greater Than 10% Beneficial Interest in the Creditor
TOTAL				