

CANADA

IN THE MATTER OF: The Corporations
Act of Manitoba and the amalgamation of:

PROVINCE OF MANITOBA

TO WIT:

I, _____ of the city/town of _____, in
the Province of Manitoba, DO SOLEMNLY DECLARE THAT:

1. I am the _____ of _____
(the "Corporation"), one of the amalgamating corporations, and as such have personal
knowledge of the matters herein declared to;
2. I have conducted such examinations of the books and records of the Corporation and have made
such inquiries and investigations as are necessary to enable me to make this declaration;
3. I have satisfied myself that:
 - a) The Corporation is, and the amalgamated Corporation will be able to pay its liabilities as
they become due; and
 - b) The realizable value of the amalgamated corporation's assets will not be less than the
aggregate of its liabilities and stated capital of all classes;
4. There are reasonable grounds for believing that:
 - No creditor will be prejudiced by the amalgamation, **OR**
 - Adequate notice has been given to all known creditors of the amalgamating corporations and
no creditor objects to the amalgamation otherwise than on grounds that are frivolous or
vexatious.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the
same force and effect as if made under oath, and by virtue of the Manitoba Evidence Act.

DECLARED before me at the city/town of _____,
in the
Province of Manitoba, this _____ of
_____, _____.

Z _____

Z _____

A Notary Public

In and for the Province of Manitoba