



FORM 5E
**AGREEMENT BY ESCROW TRANSFEREE TO BE BOUND
BY ESCROW AGREEMENT**

To: the TSX Venture Exchange

The undersigned acknowledges that the securities ("Securities") listed in Schedule A attached, have been or will be transferred to the undersigned and that such securities are subject to an escrow agreement dated _____ (the "Escrow Agreement").

For other good and valuable consideration, the undersigned agrees to be bound by the Escrow Agreement in respect of the Securities, as if the undersigned was an original signatory to the Escrow Agreement.

Dated at: _____ on _____.

Where the Security Holder is an Individual:

[Signature of transferee/purchaser]

Signed, sealed and delivered by _____ [print name of
transferee/purchaser]

in the presence of _____ [print name of witness]

[Signature of witness]

[Occupation of witness]

[Address of witness]

Where the Security Holder is a Company:

[Signature of authorized representative of transferee/purchaser]

[Signature of authorized representative of transferee/purchaser]

Schedule A

Name of Security Holder (Transferor)	Name of Security Holder (Transferee)	Beneficial Owner	Number of Securities	Certificate Numbers