



**Security Transfer Association of Canada**

# Policy and Procedure Regarding Generic Certificates

March 15, 2006

## **The Security Transfer Association of Canada (“STAC”) Policies and Procedures for Generic Certificates**

### **Introduction**

This document is to govern policies and procedures as between the members of STAC, TSX Inc., and CNQ regarding the use of generic certificates by issuers listed on the Canadian Stock Exchanges (collectively, the “Exchanges”).

### **Background**

STAC members worked with DataBusiness Forms (“Data”) to develop the combination of security features for generic certificates, including specifications regarding the type of paper used to print generic certificates (i.e. weight, cotton content, and surface coating that bonds laser toner to the paper surface securely during laser printing) as well as the overall design of the generic certificate. Various stock exchanges in North America that permit generic certificates to be used by issuers listed on their market require that a printer with a Level 3 or higher Underwriters Laboratories of Canada (“ULC”) designation be utilized to print the generic certificates. In Canada, the existing Canadian Banknote Companies (Canadian Banknote Company and Quebecor/BA Banknote Company), as well as a limited number of other printers, currently qualify as Level 3 or higher ULC designated printers. STAC submitted a proposal to the Exchanges requesting that generic certificates become an alternative form of share certificate for listed issuers.

### **Requirements Respecting Generic Share Certificates**

Issuers listed on the Exchanges can use generic certificates that are in compliance with STAC generic certificate requirements (the “STAC Requirements”). The agreed upon STAC Requirements including the specimen certificate requirements and the specific security features required by STAC are outlined in the Appendix to this Agreement (the “Appendix”). Issuers listed on the Exchanges will have the option of continuing to use traditional customized form of security certificates or elect to use generic certificates.

An issuer that chooses to use generic certificates must provide to the applicable exchange a specimen for each change in form or content of certificates, including a change from a banknote produced to a generic certificate.

### **Amending the Form of Generic Certificate**

STAC Requirements for generic certificates may be revised from time to time to ensure that the content of the document is secure.

The form of generic certificate as specified in the Appendix may be amended upon approval of the board of director’s of STAC, which requires at least a two-thirds majority of the STAC members. Such decision must be documented in the STAC board minutes. Such changes can only add to rather than remove security features and cannot be in conflict with any North American stock exchange rules on certificates.

Any revisions to the form of generic certificate as specified in the Appendix, must also receive approval by the applicable Exchange.

### **Selection of Security Printer**

STAC will designate a security printer to supply generic certificates. Given Data’s prior involvement both in terms of time and costs, STAC members have agreed to use Data for the initial order and for a minimum period of three years before initiating the tender. Periodically

(approximately, every three to five years), STAC will issue a tender document for their selection of a security printer with a Level 3 or higher ULC designation, to provide generic certificates complete with the security features as described in the Appendix.

Security printers that wish to compete to supply generic certificates can provide their ULC designation number in writing to the president of STAC and, if acceptable, be added to a list of qualified security printers for the next tender process.

Each generic certificate has a control number that appears on the security paper provided by the security printers. Data will maintain an inventory of the control numbers issued to each acceptable transfer agent. Any inquiries on duplicate or out of range control numbers should be directed to STAC who will resolve with Data. Data will provide STAC a complete report of all generic certificate security stock released from November 1st – October 31st annually. This report will reference security paper released by Halo number and to which transfer agent and will be certified true and correct

The Exchanges must be provided with advance written notice of any change of security printer providing generic certificates to members of STAC.

### **Requirements for Transfer Agents offering Generic Certificates**

New transfer agents wishing to use generic certificates are not required to be members of STAC, but must make a request to STAC to be added to the list of parties eligible to receive certificate paper from the designated security printer. STAC will provide Data with all updates as they occur plus an annual update in January of each year. STAC members are eligible to receive the STAC volume rate from the security printer when purchasing generic certificates. Non-STAC members will have to negotiate their rate directly with the security printer.

Transfer Agents personalizing generic certificates with the issuer's name, issue description, CUSIP, registration, signing officers etc. will be required to satisfy the following:

- 1) Compliance with applicable laws that govern the specific content, wording and other requirements relating to the form of security certificates.
- 2) Utilize dual (front and back) laser printers. It is not advisable given current laser printer technology to reprint or add laser toner to a previously printed laser document. Alternatively, issuers have the option to have the back of generic certificates pre-printed with standard endorsement wording.
- 3) Policies and procedures should be established regarding the collection, maintenance and use of issuer property and information that may be utilized to personalize generic certificates (company logo's, officers' signatures, etc.)

Transfer agents must ensure that they have sufficient internal controls and documented audits in connection with the storage and use of blank certificate paper (as they would with a blank supply of customized security certificates), as well as the processes related to the issuance of final certificates (i.e. printing of registration details, certificate signing).

STAC will confirm in writing, notice to the applicable Exchange as any new STAC or non-STAC member starts offering generic certificates to their clients. Transfer agents using generic certificates will be required to provide to the applicable Exchange, in conjunction with the issuer, a definitive specimen certificate and a letter confirming that the generic certificate is in compliance with all STAC Requirements to ensure the integrity of the certificate.

Approved by: Security Transfer Association of Canada

President William Speirs

A handwritten signature in black ink, appearing to be 'WS', with a horizontal line extending to the right.

Date: March 15, 2006

## APPENDIX

### STAC GENERIC CERTIFICATE REQUIREMENTS

#### DEFINITIONS

**“Security” printer** - Bank note companies and other commercial printers that have an Underwriters’ Laboratories of Canada certification of ULC 3 or ULC 4. This will include Canadian Banknote Company UCL 4, BA Banknote Company UCL 3, Databusiness Forms ULC 3 and most likely Moore and Crain both with ULC 3. We are assured by ULC that the number of security printers in Canada with a ULC 3 or higher certification is very limited. Companies with that ULC certification can provide a copy of their ULC certification to the applicable Exchange and/or STAC.

**Chemical void** – Produced through a chemical treatment of the paper by the manufacturer that is not detectable until activated with ink eradicator class chemicals. When the eradicator touches the paper, the word “Void” or a large “stain” appears, making it impossible to lift the inks or toners chemically and to alter a document without detection.

**Florescent ultra violet fibers** – Florescent fibers added in the paper manufacturing process that show up under an Ultra Violet Light (black light).

**Multi-toned and multi-directional watermarks** – Multi-toned such as the positive/negative relief maple leaf used in Canadian Banknote and BA Banknote security paper or with the relief edged map of North America as used by Databusiness Forms, etc. Multi Directional relates to the pattern of watermarks across the paper not all being in one direction.

**Laser adhesion** – Accomplished by a treatment applied to the paper by the manufacturer that reacts with laser toner during the application process and bonds the toner securely to the paper surface.

**CUSIP** – Committee on Uniform Security Identification Procedures. A standard numbering system for uniform identification of securities. CDS acts as the sole Canadian agent for Standard & Poor’s, who administers the CUSIP Service Bureau and assigns CUSIP numbers and descriptions.

**ISIN** – International Securities Identification Numbering, extends CUSIP to add a country identifier.

**Dual image or red halo** – A printing technique whereby a red halo appears around the black serial number. The red ink also bleeds through to the back of the paper document so it can be verified for authenticity. Color copiers cannot copy these images back to back.

**Copy Void Pantograph** – Prints the words VOID (English & French) when copied using copiers and scanners, making the copy non-negotiable

**Micro Printing** – The words Generic Security Certificate (English & French) so small as to appear as a line or image not words when copied.

#### SPECIMEN CERTIFICATE REQUIREMENTS

A specimen certificate needs to be produced by the Transfer Agent to include the following:

- Using approved security paper as defined in the Appendix.
- A “title” or corporate name and a prominent indication of the class of securities of the Issuer. The use of a corporate logo is optional.
- A CUSIP or ISIN number – the Issuer’s lawyer will obtain from CDS and provide the Transfer Agent.
- A certificate number assigned by the Transfer Agent.
- The denomination in the upper right box, in numeric form and in the open throat area in numeric or alphabetized form. One of the numeric forms must be presented in a block matrix pattern.
- A registration panel incorporating a software approach called TELP (Tamper Evident Laser Printing) to protect variable data elements (registration, denomination, issuer name, etc.) by printing numerous times as a background screen, overprinted by the holder registration and denomination of securities in larger and bolder print. The purpose of TELP is to make any change to the variable data “evident” to the casual viewer because of the number of times and locations that the data elements would need to be changed.
- Specimen certificates should be submitted to the exchange with a TELP produced registration for “SPECIMEN” and a quantity of “ZERO” shares or warrants.
- A general or promissory text, appropriate to the Issuer’s province or state of incorporation.
- Two approved digitized signatures from the Issuer.
- A dated, countersign and registered panel for the Transfer Agent and Registrar authorized signature, including transfer locations. Note the authorized Transfer Agent and Registrar signature can be manually applied or laser printed.
- On the reverse of the certificate will be the form of assignment panel, legibly printed with sufficient space below to include legends or restrictions, etc.

## REQUIREMENTS FOR RIGHTS AND SHARE PURCHASE WARRANTS

1. Certificates for rights and share purchase warrants shall be printed in a manner acceptable to the applicable Exchange by a recognized "security" printer (or its affiliates) with a ULC rating of 3 or higher and which that Exchange has approved for this purpose.
2. Certificates for rights and share purchase warrants must be of the same size as share certificates and shall meet the same requirements for intaglio or high resolution printing in colour of the border or panels, including CUSIP or ISIN numbers.

## GENERAL

1. All certificates representing shares of companies listed on the Exchanges shall be printed in a manner acceptable to the applicable Exchange by a recognized "security" printer (or its affiliates) with a ULC rating of 3 or higher and which has been approved by the applicable Exchange for this purpose.
2. All share certificates shall be one of the following sizes: 12" X 8" (30.48 cm. X 20.32 cm.) or 11" X 8.5" (28.00 cm. X 21.50 cm.)
3. All negatives, dies, rolls, plates and other engravings used in the manufacture of certificates shall, at all times, be and remain in the secure possession of the producing "security" printer and be destroyed when obsolete.
4. The design of share certificates shall include:
  - (a) a base "security" paper, containing a chemical void for a minimum of 5 chemical groups, 2 colour fluorescent ultraviolet fibers, and a patented, recognizable, multi-toned and multi-directional watermark design acceptable to the Exchanges; if the certificate is designed for laser printing, then the "security" paper must have a surface treatment that provides laser adhesion and a dual image or red halo document control number;
  - (b) a "title" or corporate name of the issuer;
  - (c) in the case of a corporate issuer, the words "incorporated under the Business Corporation Act" or similar such wording;
  - (d) the name of the person to whom the certificate issued;
  - (e) a general or promissory text and/or provision relating to the rights, privileges, restrictions and conditions attached to the securities represented by the certificate;
  - (f) a colour panel or panels, or a colour border in lathe or high-resolution pattern, of not less than 10 square inches (64.5 square cm.) in total area;
  - (g) a space that indicate ownership and denomination, generally referred to as the "open throat" area;
  - (h) a printed underlay or prismatic pattern in black or in colour in the area of the "open throat";
  - (i) a printed underlay or prismatic pattern in colour other than black in the area of the general or promissory text;
  - (j) a CUSIP or ISIN number (obtainable from The Canadian Depository for Securities);
  - (k) a prominent indication of the number and class of shares and the designation of any series to which the certificate refers;
  - (l) a denomination "counter" separate and distinct from the "open throat" area;
  - (m) a transferability clause, indicating where certificates are transferable;

- (n) the names of the transfer agent(s) and registrar(s), if other than the issuing company;
  - (o) original or facsimile signatures of one or more officers or directors of the issuer;
  - (p) original or facsimile signature of the transfer agent and registrar;
  - (q) a serial number affixed either by the "security" printer or, if the certificate is designed for laser printing, by the transfer agent; and
  - (r) the name of the "security" printer producing the certificate.
- 5 Certificates shall identify on the front the prime Canadian city of registration and transferability. When shares are transferable in more than one city, the certificates shall be identical in colour and design, and shall bear a legend naming all transfer agents and registrars and cities where transferable.
- 6 Where a board lot or other fixed denomination certificate is issued, the denomination shall be indicated in the upper right-hand quadrant of the certificate in numerical form in an area bearing an underlay of fine intaglio lines or high resolution printing and in the "open throat" area by computer printing or typewriting using a process of paper maceration or a penetrating ink ribbon, or by laser printer if applied to base "security" paper that has a surface treatment that provides laser adhesion.
7. Where a single denomination certificate is used, the denomination shall be indicated:
- (a) in the upper right-hand quadrant of the certificate in an area bearing an underlay of fine intaglio or high resolution lines by computer printing or typewriting using a process of paper maceration or a penetrating ink ribbon, or by laser printer if applied to base "security" paper that has a surface treatment that provides laser adhesion,
  - (b) in the "open throat" area in numeric or alphabetized form and using a block matrix concept, in which the number is inscribed in successively staggered positions on five consecutive lines, by computer printing or typewriting using a process of paper maceration or a penetrating ink ribbon, or by laser printer if applied to base "security" paper that has a surface treatment that provides laser adhesion.
- 8 The registration of a certificate shall be indicated in the "open throat" area by computer printing or typewriting using a process of paper maceration or a penetrating ink ribbon, or by laser printer if applied to base "security" paper that has a surface treatment that provides laser adhesion.

## **INTAGLIO OR HIGH RESOLUTION CONTENT**

9. Share certificates shall be so printed that
- (a) an intaglio or high resolution printing in colour other than black is made of the border or panel portions of the design;
  - (b) an underlying tint or prismatic printing is made across the face of the certificate;
  - (c) an intaglio or high-resolution printing is made of wording or an abridgement of words in micro lettering of a size below normal readable limits, and in repetition.
- For the purpose of these regulations, intaglio printing is defined as that process commonly used in bank note production in which ink is transferred to the paper from line engravings. High resolution printing is defined as the equivalent lithographically printed process using electronically produced, high quality, fine line images, such as are typically used today for secure commercial documentation.



## **VIGNETTES**

10. Vignettes, if used, shall be at least 3.1 square inches (20 square centimeters) in area, and shall display a wide range of tonal quality from very light to very heavy lines, with ample content of middle tones and graduating shades.
- 11 Vignette designs, if used, shall not consist of a monogram, trade mark or other company symbol only, but shall include some plainly discernible features of at least a part of the human form.

## **MISCELLANEOUS**

- 12 Form of assignment shall be printed legibly on the back of each certificate.
13. No impression shall be made on the face of a share certificate by means of a hand stamp, except to inscribe a date or the name of the registered holder.
- 14 Temporary or interim share certificates produced by a “security” printer may be used for an emergency only and for a period not exceeding four months, subject to prior approval of the applicable Exchange. In such circumstances, the promissory text and corporate name may be printed by other than the intaglio process, so long as the certificates comply with all other technical requirements for share certificates. All temporary or interim share certificates shall be imprinted with the words “interim” or “temporary” in prominent size at the top of the face.
15. Share certificates containing any additional security features not mentioned above, such as a latent image, are acceptable to the Exchange provided the minimum requirements as set out herein are met.

## **REQUIREMENTS FOR RIGHTS AND SHARE PURCHASE WARRANTS**

1. Certificates for rights and share purchase warrants shall be printed in a manner acceptable to the applicable Exchange by a recognized “security” printer (or its affiliates) with a ULC rating of 3 or higher and which that Exchange has approved for this purpose.
2. Certificates for rights and share purchase warrants must be of the same size as share certificates and shall meet the same requirements for intaglio or high resolution printing in colour of the border or panels, including CUSIP or ISIN numbers.

## **SPECIMEN CERTIFICATE REQUIREMENTS**

A specimen certificate needs to be produced by the Transfer Agent to include the following:

- Using approved security paper as defined in the Appendix.
- A “title” or corporate name and a prominent indication of the class of securities of the Issuer. The use of a corporate logo is optional.
- A CUSIP or ISIN number – the Issuer’s lawyer will obtain from CDS and provide the Transfer Agent.
- A certificate number assigned by the Transfer Agent.
- The denomination in the upper right box, in numeric form and in the open throat area in numeric or alphabetized form. One of the numeric forms must be presented in a block matrix pattern.
- A registration panel incorporating a software approach called TELP (Tamper Evident Laser Printing) to protect variable data elements (registration, denomination, issuer

name, etc.) by printing numerous times as a background screen, overprinted by the holder registration and denomination of securities in larger and bolder print. The purpose of TELP is to make any change to the variable data "evident" to the casual viewer because of the number of times and locations that the data elements would need to be changed.

- Specimen certificates should be submitted to the exchange with a TELP produced registration for "SPECIMEN" and a quantity of "ZERO" shares or warrants.
- A general or promissory text, appropriate to the Issuer's province or state of incorporation.
- Two approved digitized signatures from the Issuer.
- A dated, countersign and registered panel for the Transfer Agent and Registrar authorized signature, including transfer locations. Note the authorized Transfer Agent and Registrar signature can be manually applied or laser printed.
- On the reverse of the certificate will be the form of assignment panel, legibly printed with sufficient space below to include legends or restrictions, etc.

## **TSX Venture Requirements**

### **4. Security Certificates**

#### **4.1 General**

An Issuer shall have only one form of certificate for each class or series of Listed Shares. All certificates must conform with the requirements of the corporate and Securities Laws applicable to the Issuer.

#### **4.2 Exchange Requirements**

- (a) All certificates for every class or series of Listed Shares must be printed in a manner acceptable to the Exchange by:
  - (i) a recognized bank note company or its affiliate or other security printer which has a contractual affiliation with a recognized bank note company, recognized for this purpose by the Exchange. The producing bank note company must at all times have possession and control of all dyes, rolls, plates and other engravings. All certificates must be produced on paper of an excellent grade of security paper, or:
  - (ii) a secured printer printing a form of generic certificate that complies with the requirements of the Security Transfer Association of Canada ("STAC"), as may be agreed to by the Exchange, from time to time.
- (b) Issuers using bank note share certificates as contemplated under subsection (a)(i) have the option to continue using those certificates or they may use generic share certificates at any time. Issuers interested in using generic share certificates are encouraged to contact their transfer agent.
- (c) Before a form of certificate can be used by an Issuer, the Exchange must receive and approve a model, proof or specimen of the certificates. Where the Issuer chooses to utilize generic certificates, the Issuer must also include a letter from its transfer agent confirming that the generic certificate provided, complies with STAC requirements. No change or alteration can be made to the form or design of a security certificate without the Exchange's prior acceptance.

## **TORONTO STOCK EXCHANGE POLICIES AND FORMS REQUIREMENTS RESPECTING SHARE CERTIFICATES - APPENDIX D**

Listed companies that qualify for the use of the book entry only system administered by the Canadian Depository for Securities Limited need only provide the Exchange with a copy of their global certificate. All other listed companies must satisfy Exchange requirements for generic certificates or customized share certificates as detailed below.

### **GENERIC CERTIFICATES**

Listed companies may use generic certificates that comply with the Security Transfer Association of Canada requirements (“STAC Requirements”). When proposing to use generic certificates, the listed company must provide the Exchange with a definitive specimen of the certificate and a letter from the issuing transfer agent confirming that the generic certificate is in compliance with all STAC Requirements. Listed companies interested in using generic certificates and information on STAC Requirements should contact their transfer agent.

CNQ Requirements

**Notice 2004-008 - Generic Share Certificates**

December 03, 2004

**POLICY AMENDMENT — GENERIC SHARE CERTIFICATES**

On November 9, 2004, the Board of Directors of CNQ approved a policy amendment attached as Appendix “A” that allows CNQ Issuers to use generic share certificates that conform to the standards established by the Security Transfer Association of Canada (“STAC”). Issuers now have a lower-cost alternative to engraved certificates that does not compromise security.

Because the policy amendment removes a cost burden from issuers, does not impose any new requirements and conforms CNQ’s policy to industry standards (all other North American markets allow issuers to use generic certificates), the Board has determined this to be a “housekeeping” amendment to be effective immediately.

**Background**

Currently, section 5.2 of Policy 4 requires CNQ-listed issuers to have share certificates printed by a recognized bank note company or related security printer unless the issue is totally non-certificated. This leads to considerable expense which may not be warranted as the use of certificates has declined greatly with settlement through a book-based system at the Canadian Depository for Securities.

Recognizing this, the STAC developed standards for generic share certificates, which are printed as needed by the transfer agent. The name of the issuer, the registered holder and the denomination are printed on the certificate using TELP (Tamper Evident Laser Printing) software, which makes any changes to the data evident to a viewer because of the number of times and locations that the data elements would have to be changed.

**Policy Amendment**

The amendment to section 5.2 of CNQ’s Policy 4 allows issuers to use generic share certificates, provided the issuer’s transfer agent confirms to CNQ in writing that the certificates conform to the STAC standards.

Please direct any questions concerning this notice to Mark Faulkner, Director, Listings & Regulation at 416.572.2000 x2305 (Mark.Faulkner@cnq.ca) or Timothy Baikie, General Counsel & Corporate Secretary at 416.572.2000 x2282 (Timothy.Baikie@cnq.ca).

## **APPENDIX “A”**

BE IT RESOLVED THAT:

5.2 of Policy 4 is hereby amended by adding “(i)” after the words “certificates must” and adding the following after the second reference to “recognized bank note company”:

“; or

(ii) be generic certificates that conform to the requirements established by the Security Transfer Association of Canada (“STAC”).

If a CNQ Issuer uses generic certificates, it must provide CNQ with a letter from its transfer agent confirming that the certificates fully comply with the STAC requirements.”

PASSED AND ENACTED this 9th day of November, 2004, to be effective immediately.

“Ian Bandeen”  
Chairman

“Timothy Baikie”  
Secretary



INCORPORATED IN BRITISH COLUMBIA

# ABC MINING CORP

NUMBER  
ZQ000000

SHARES  
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THIS CERTIFIES THAT

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FULLY PAID AND NON-ASSESSABLE COMMON SHARES WITHOUT PAR VALUE

in the Capital of the above named Company subject to the Memorandum and Articles of the Company transferable on the books of the Company by the registered holder in person or by Attorney duly authorized in writing upon surrender of this certificate properly endorsed.

This certificate is not valid until countersigned by the Transfer Agent and Registrar of the Company.

IN WITNESS WHEREOF the Company has caused this certificate to be signed on its behalf by the facsimile signatures of its duly authorized officers at Vancouver, British Columbia, Canada.

DATED  
January 28, 2003

*[Signature]*  
President

*[Signature]*  
Secretary

COUNTERSIGNED AND REGISTERED  
PACIFIC CORPORATE SERVICES LTD  
TRANSFER AGENT AND REGISTRAR  
VANCOUVER  
TORONTO

BY: \_\_\_\_\_  
Authorized Officer

SECURITY INSTRUCTIONS ON REVERSE VOIR LES INSTRUCTIONS DE SECURITE AU VERSO

The Shares represented by this Certificate are transferable at the offices of Pacific Corporate Services Ltd., Vancouver, British Columbia and Toronto, Ontario

116070

116070

The following abbreviations shall be construed as though the words set forth below opposite each abbreviation were written out in full where such abbreviation appears:

TEN COM	- as tenants in common
TEN ENT	- as tenants by entireties
JT TEN	- as joint tenants with right of survivorship and not tenants in common
(Name) CUST (Name) UNIF	- (Name) as Custodian for (Name) under the
GIFT MIN ACT (State)	- (State) Uniform Gifts to Minors Act

In the case of an individual assignee, show at least one given name in full

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, the undersigned hereby sells, assigns, and transfers unto

PLEASE INSERT SOCIAL INSURANCE NUMBER,  
SOCIAL SECURITY NUMBER, OR OTHER  
IDENTIFYING NUMBER OF TRANSFEREE

S.I.N./S.S.N. \_ \_ \_ - \_ \_ \_ - \_ \_ \_

Please print or typewrite name and address (including postal code or zip code, as applicable) of transferee

\_\_\_\_\_ shares  
registered in the name of the undersigned on the books of the Company named on the face of this certificate and represented hereby, and irrevocably constitutes and appoints a duly authorized officer of the transfer agent and registrar as the attorney of the undersigned to transfer the said shares on the register of transfers and books of the Company with full power of substitution hereunder.

DATED: \_\_\_\_\_ 20 \_\_\_\_\_

Signature: \_\_\_\_\_

NOTICE: The signatures of this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatsoever, and must be guaranteed by a Canadian chartered bank or eligible guarantor institution with membership in an approved signature guarantee medallion program.

Signature Guaranteed By:

SECURITY INSTRUCTIONS - INSTRUCTIONS DE SÉCURITÉ

THIS IS WATERMARKED PAPER, DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.  
PAPIER FILIGRANE, NE PAS ACCEPTER SANS VÉRIFIER LA PRÉSENCE DU FILIGRANE. POUR CE FAIRE, PLACER À LA LUMIÈRE.





NUMBER  
ZQ000000

**SERIES "A" SHARE PURCHASE WARRANTS TO PURCHASE  
COMMON SHARES  
OF  
ABC MINING CORP**  
(Incorporated under the laws of British Columbia)

CUSIP: 123456 78 1

WARRANTS  
\*\*0\*\*\*\*\*  
\*\*\*0\*\*\*\*\*  
\*\*\*\*0\*\*\*\*\*  
\*\*\*\*\*0\*\*\*  
\*\*\*\*\*0\*\*

(Note: Two (2) Share Purchase Warrants are required to purchase one share)

THIS IS TO CERTIFY THAT, for value received, the bearer of this share purchase warrant (the "Warrant") is entitled to purchase one fully paid and non-assessable common share of ABC Mining Corp (the "Company"), as such shares were constituted on December 13, 2002, (the "Shares") for each two (2) Warrants represented hereby, at any time up to the close of business, in Vancouver, British Columbia, on December 13, 2003 at and for a price of \$0.15 per Share of lawful money of Canada, upon and subject to the terms and conditions referred to on the reverse hereof.

This Warrant and the offering pursuant to which this Warrant was issued have not been qualified in the United States of America and consequently this Warrant is not exercisable by any resident of the United States of America or his agent. The Company will not accept subscriptions from any person or his agent who appears to be, or who the Company has reason to believe is, a resident of the United States of America or any of the territories or possessions thereof.

This Warrant may be exercised only at Pacific Corporate Trust Company, 10th Floor - 625 Howe Street, Vancouver, British Columbia, V6C 3B8.

IN WITNESS WHEREOF the Company has caused this Warrant to be executed and Pacific Corporate Trust Company has caused this Warrant to be countersigned by an authorized officer.

ABC MINING CORP

*[Signature]*  
President

*[Signature]*  
Secretary

DATED: January 28, 2003

Countersigned  
PACIFIC CORPORATE TRUST COMPANY

Per: \_\_\_\_\_  
Authorized Officer

SECURITY INSTRUCTIONS ON REVERSE VOIR LES INSTRUCTIONS DE SECURITE AU VERSO

(See instructions on the reverse side of this Warrant.)

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**SUBSCRIPTION FORM**

(Two (2) Warrants are required to subscribe for each common share)

TO: **ABC MINING CORP**

The undersigned, bearer of this Warrant, subscribes for \_\_\_\_\_ Shares according to the conditions hereof and herewith makes payment of the purchase price in full for this number of Shares.

The undersigned hereby directs that the Shares hereby subscribed for be issued and delivered as follows:

Name(s) in Full	Addresses	Number of Shares
_____	_____	_____
_____	_____	_____
_____	_____	_____

(Please print full names in which share certificates are to be issued, stating whether Mr., Mrs., Miss or Ms. If any of the shares are to be issued to a person or persons other than the bearer, the bearer must pay to the Company all requisite transfer taxes and/or fees.)

DATED: \_\_\_\_\_, 200\_\_\_\_\_

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Signature

*Please print below your name and address in full.*

\_\_\_\_\_  
Mr. / Mrs. / Miss / Ms.

\_\_\_\_\_  
Address

**TERMS AND CONDITIONS**

This Warrant is issued subject to the terms and conditions for the time being governing the holding and transferability of Warrants in the Company. A copy of the terms and conditions may be obtained, free of charge, at the office of **Pacific Corporate Trust Company**, 10th Floor - 625 Howe Street, Vancouver, British Columbia, V6C 3B8.

SECURITY INSTRUCTIONS - INSTRUCTIONS DE SÉCURITÉ  
THIS IS WATERMARKED PAPER, DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.  
PAPIER FILIGRANÉ, NE PAS ACCEPTER SANS VÉRIFIER LA PRÉSENCE DU FILIGRANE. POUR CE FAIRE, PLACER À LA LUMIÈRE

