



REGISTRAR, TRANSFER AGENT, AND/OR WARRANT AGENT AGREEMENT

Pursuant to a resolution adopted by

_____ 's governing body on _____, in connection
Full Name of Company ("Company") Date
with the Company's listing of _____ on the Pacific Exchange ("Exchange"),
Title of Security
_____ is herein authorized to serve and function as
Full Name of Registrar, Transfer Agent, and/or Warrant Agent

REGISTRAR, TRANSFER AGENT, WARRANT AGENT and hereby agrees:

Circle all above appropriate designations

- (i) that it will provide adequate facilities for the safekeeping of securities in its control with respect to its responsibilities in the above mentioned capacity/ies, and
- (ii) that it will be totally responsible and liable for all securities for which it acts as Agent from the time the securities are delivered to or picked up by it, or by its designated Agent until such securities are picked up by or delivered to the recipient pursuant to instructions given to the Agent by the recipient, and
- (iii) that it will immediately notify the Exchange if it terminates its services or its services are terminated by the Company.

As of _____, the Company has: _____ shares/warrants issued and outstanding, and
Date
_____ shares/warrants unissued, but reserved for issuance.

In my capacity as an authorized officer of the Company, I hereby certify and attest that all information presented and contained in this agreement is valid, and agree to be bound by such agreement.

Signature of Authorized Officer Title

Date

In my capacity as an authorized officer of the Agent, I hereby certify and attest that all information presented and contained in this agreement is valid, and agree to be bound by such agreement.

Signature of Authorized Officer Title

Date