



**NYSE MKT Foreign Private Issuer/Foreign-Based Entity
Corporate Governance Affirmation**

Company Name:

Symbol:

Type of Affirmation: Initial¹ Annual

Notice of Non-compliance: Yes² No

Part I.

INSTRUCTIONS: Please provide the following information for each director currently serving, or who will be serving as of the day of listing, on the Company’s board of directors. Please indicate with a “√” whether a director serves on the Company’s audit committee, compensation committee or nominating committee. **Please include an asterisk (*) next to the name of each director that has been deemed independent for purposes of Rule 10A-3 (“Rule 10A-3”) of the Securities Exchange Act of 1934 (the “Exchange Act”) and service on the Company’s audit committee.**

DIRECTOR DETAILS:

<u>Director Name</u>	<u>Board Class</u>	<u>Term End</u>	<u>Section 803A Independent (Y/N)</u>	<u>AC</u> ³	<u>CC</u> ⁴	<u>NC</u> ⁵
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¹ Companies that are submitting an Initial Affirmation must be compliant in all areas, subject to applicable transition periods.
² If this document is serving as a non-compliance notification to the Exchange it must be executed by the Company’s CEO.
³ Serves on the Audit Committee
⁴ Serves on the Compensation Committee
⁵ Serves on the Nominating/Corporate Governance Committee



Part II.

INSTRUCTIONS: Please check only one box that best describes the Company:

- Lists common equity securities on the NYSE MKT and does not fit any of the other categories listed below
- Qualifies as a controlled company
- Is a limited partnership
- Is in bankruptcy
- Is a smaller reporting company

Part III.

INSTRUCTIONS: Companies listed on the Exchange must comply with the corporate governance requirements set forth in Part 8 of the NYSE MKT Company Guide (the "Company Guide"). In response to each item below, please check the box beside the single affirmation that is most applicable to the Company. Please note that, depending on the affirmation made, an item may require the Company to provide additional information or a link to the applicable document referenced therein. Please also note that specific types of entities may avail themselves of exemptions to or transition periods for compliance with certain of the requirements. If the Company is availing itself of any of these exemptions or transition periods, it should select the corresponding affirmation for the applicable item.

If the Company is relying on an exemption pursuant to Section 110 of the Company Guide, it must provide English language disclosure of any significant ways in which its corporate governance practices differ from those followed by domestic companies pursuant to the Exchange's standards. This disclosure may be provided either on the Company's website and/or in its annual report that it is required to file with the U.S. Securities and Exchange Commission ("SEC") that includes audited financial statements (including on Forms 10-K, 20-F, or 40-F). If the disclosure is only available on the website, the annual report must so state and provide the web address at which the information may be obtained. For each relevant section that follows, please include in the comments section the location of the Company's disclosure.

1. Director Independence: Sections 802(a) and 803A of the Company Guide

If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.

I hereby certify that the Company's board of directors is comprised of a majority of independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide.

For smaller reporting companies only: I hereby certify that the Company qualifies as a smaller reporting company under Rule 12b-2 of the Exchange Act and its board of directors is comprised of at least 50% independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide.

For companies relying on the transition period provided for in Section 809 of the Company Guide: I hereby certify that the Company is entitled to rely, and is relying, on the one year transition period provided for in Section 809 of the Company Guide. I further hereby certify that the Company's board of directors will be comprised of a majority of independent directors as required by Section 802(a) and defined in Section 803A of the Company Guide (or 50% independent in the case of a smaller reporting company as required by Section 801(h) of the Company Guide) by the end of the one year transition period.



For controlled companies, limited partnerships and companies in bankruptcy only: I hereby certify that the Company is exempt from this requirement.

The Company is unable to make one of the affirmations set forth in this Item 1 and is therefore non-compliant for the following reason:

2. Board of Directors Meetings / Executive Sessions: Section 802(c) of the Company Guide

If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.

I hereby certify that the Company's Board of Directors meets (or will meet, in the case of an Initial Affirmation) on at least a quarterly basis. I further hereby certify that the independent directors have, or will have (in the case of an Initial Affirmation), regularly scheduled meetings as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management as required by Section 802(c) of the Company Guide.

The Company is unable to make one of the affirmations set forth in this Item 2 and is therefore non-compliant for the following reason:

3. Nominating Committee: Section 804 of the Company Guide

If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.



I hereby certify that board of director nominations are selected, or recommended for the board's selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors in conformity with Section 804(a) of the Company Guide and that the Company has adopted a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws.

For companies relying on the transition period provided for in Section 809 of the Company Guide: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance at the end of the transition period. I further hereby certify that the Company's nominating committee (or board of directors) has a written charter or board resolution that meets the requirements of Section 804 of the Company Guide.

For companies relying on the exception provided for in Section 804(b) of the Company Guide: I hereby certify that board of director nominations are selected, or recommended for the board's selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors in conformity with Section 804(a) of the Company Guide and that the Company has adopted a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws. I further hereby certify that the Company is entitled to rely, and is relying, on the exception provided for in Section 804(b) of the Company Guide and the board has made, or will make, the requisite disclosures of its reliance on the exceptions provided for in Section 804(b) of the Company Guide.

For controlled companies only, limited partnerships and companies in bankruptcy: I hereby certify that the Company is exempt from this requirement.

The Company is unable to make one of the affirmations set forth in this Item 3 and is therefore non-compliant for the following reason:

4. Compensation Committee: Section 805 of the Company Guide

If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure. Please note that any foreign based entity that is a foreign private issuer (as defined in Exchange Act Rule 3b-4(c)) can avail itself of an exemption from the requirements of Section 805(c) hereof.

I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide. I further hereby certify that the board has affirmatively determined that *all* of the members of the compensation committee or, in the case of a company that does not have a compensation committee, *all* of the independent directors, are independent under Section 805(c)(1) of the Company Guide.



For smaller reporting companies only: I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide. I further hereby certify that the Company qualifies as a smaller reporting company under Rule 12b-2 of the Exchange Act and is therefore exempt from compliance with the independence requirements set forth in Sections 805(c)(1) and 805(c)(4) of the Company Guide.

For smaller reporting companies relying on the exception provided for in Section 805(b) of the Company Guide: I hereby certify that the compensation of the Company's officers is determined, or recommended to the board for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors on its board of directors in conformity with Section 805(a) of the Company Guide, subject to the exception provided for in Section 805(b) of the Company Guide. I further hereby certify that the Company is entitled to rely, and is relying, on the exception provided for in Section 805(b) of the Company Guide and that the board has made, or will make, the requisite disclosures of its reliance on the exception provided for in Section 805(b) of the Company Guide.

For companies relying on the transition period provided for in Section 809 of the Company Guide: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance at the end of the transition period.

For controlled companies, limited partnerships and companies in bankruptcy only: I hereby certify that the Company is exempt from this requirement.

The Company is unable to make one of the affirmations set forth in this Item 4 and is therefore non-compliant for the following reason:

5. Audit Committee: Section 803B of the Company Guide

If the Company is relying on an exemption pursuant to Section 110 of the Company Guide please state so and include the location of the required disclosure.

I hereby certify that (i) the Company has an audit committee of at least three members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt therefrom) in conformity with Section 803B of the Company Guide and (ii) such audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is "financially sophisticated" as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.



For smaller reporting companies only: I hereby certify that (i) the Company has an audit committee of at least two members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt therefrom) in conformity with Section 803B of the Company Guide and (ii) such audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.

For companies that are relying on the exception provided for in Section 803B(2)(b) of the Company Guide (not available to those that are smaller reporting companies): I hereby certify that the Company has an audit committee of at least three members, each of whom satisfies the independence standards specified in Section 803A and Rule 10A-3 of the Exchange Act (or is exempt from) in conformity with Section 803B of the Company Guide, subject to the exception provided for in Section 803B(2)(b) of the Company Guide. The board has made, or will make, the requisite disclosures of its reliance on the exception provided for in Section 803B(2)(b). The Company’s audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.

For companies relying on the transition period provided for in Section 809 of the Company Guide: I hereby certify that the Company is entitled to rely, and is relying, on the transition period provided for in Section 809 of the Company Guide and that the Company will be in full compliance by the end of the transition period. I further hereby certify that the audit committee has a written charter that meets the requirements of Section 803B(1) of the Company Guide. I further hereby certify that (i) each member of the audit committee is able to read and understand fundamental financial statements, (ii) at least one member of the audit committee is “financially sophisticated” as described in Section 803B(2)(iii) of the Company Guide, (iii) no audit committee member has participated in the preparation of the financial statements of the Company or any current subsidiary thereof within the past three years, and (iv) the audit committee meets on at least a quarterly basis.

The Company is unable to make one of the affirmations set forth in this Item 5 and is therefore non-compliant for the following reason:

6. For those companies relying on an individual or company exemption from the independence requirements of Rule 10A-3(b)(1) in Item 5, above, please identify and briefly describe the basis for such exemption below. If not relying on any such exemption, please indicate “N/A” below.



7. Code of Conduct and Ethics: Section 807 of the Company Guide

I hereby certify that the Company has adopted a code of conduct and ethics that complies with Section 807 of the Company Guide.

The Company is unable to make one of the affirmations set forth in this Item 7 and is therefore non-compliant for the following reason:

8. Other Non-Compliance: Part 8 of the Company Guide

Apart from any non-compliance specific to the preceding sections, the Company is non-compliant with Part 8 of the Company Guide for the following reason:

I am an authorized officer at the Company and have the legal authority to provide the information and make the affirmations contained herein. I hereby certify that all information contained herein is true and correct to the best of my knowledge as of the date hereof.

Name:

Title:

Date submitted:

Telephone number:

E-mail address:

Signature: /s/

Note: The Company's Chief Executive Officer is required to separately complete and submit the Annual CEO Certification which is not applicable at time of initial listing.



Appendix A:

Rule 10A-3 exemptions for a foreign private issuer⁶:

Rule 10A-3(b)(1)(iv)(A) – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.⁷

Rule 10A-3(b)(1)(iv)(B) – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company.⁸

Rule 10A-3(b)(1)(iv)(C) – This provision provides an exemption to allow an employee who is not an executive officer to serve on the audit committee if elected/named to the board or the audit committee pursuant to the listed company's governing law or documents, an employee collective bargaining agreement or other similar agreement or other home country legal or listing requirements.⁷

Rule 10A-3(b)(1)(iv)(D) – This provision provides an exemption to allow a director who is an affiliate of or a representative of an affiliate of the listed company to be a member of the audit committee to the extent that the director is not a voting member or chairperson of the audit committee and to the extent that neither the director nor the affiliate the director represents is an executive officer of the company.⁷

Rule 10A-3(b)(1)(iv)(E) – This provision provides an exemption for a director who is the representative or designee of a foreign government or foreign governmental entity that is an affiliate of the company to the extent the director is not an executive officer of the company.⁷

Rule 10A-3(b)(1)(iv)(F) – This provision provides that the U.S. Securities and Exchange Commission may grant a director an exemption from the independence requirements of Rule 10A-3.⁷

Rule 10A-3(c)(1) – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association.⁸

Rule 10A-3(c)(2) – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities.⁸

⁶ This summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of Rule 10A-3.

⁷ A company is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

⁸ A company is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.



Rule 10A-3(c)(3) – This provision provides a general exemption from the requirement to have an audit committee for a company that meets the following requirements:

- The company has a board of auditors (or similar body) or has statutory auditors, established and selected pursuant to home country legal or listing provisions.
- The board or body, or statutory auditors, is required by home country legal or listing requirements to be either: (A) separate from the board of directors; or (B) composed of one or more members of the board of directors and one or more members that are not also members of the board of directors.
- The board or body, or statutory auditors, are not elected by management of the company and no executive officer of the company is a member of such board or body or statutory auditor.
- Home country legal or listing provisions set forth or provide for standards for the independence of such board or body, or statutory auditors, from the company or its management.
- Such board or body, or statutory auditors, in accordance with any applicable home country legal or listing requirements or the company's governing documents, are responsible, to the extent permitted by law, for the appointment, retention and oversight of the work of any public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company.
- The audit committee requirements of paragraphs 10A-3(b)(3) (Complaint procedures), 10A-3(b)(4) (Authority to engage advisors) and 10A-3(b)(5)(Funding) apply to the extent permitted by law.⁷