

ENROLLMENT FORM

Pursuant to the Share Trading Program of Pound-Maker Investments Ltd.

Notice to Users: *The board of directors of Pound-Maker Investments Ltd. (the “Company”) has adopted a share trading program (the “Program”) to facilitate trading in the Company’s Shares by matching potential buyers of Shares with potential sellers of shares and by establishing procedures and rules for settling trades between buyers and sellers. The principles, procedures and rules applicable to the Program are set forth in the General Terms and Conditions that were adopted by the Board effective January 13, 2006 and in the Supplemental Documents thereunder (all of which, as amended and/or restated from time to time, are hereafter referred to as the “General Terms and Conditions”). Unless the context otherwise requires, all words and phrases used but not otherwise defined in this Enrollment Form (including the Schedules hereto) have the meanings given such words and phrases in the General Terms and Conditions. This Enrollment Form must be completed and delivered to (and accepted by) the Company before a person may trade Shares under the Program or otherwise participate in the Program. Additionally,*

1. *If a proposed Participant is:*
 - (a) *a corporation, partnership, limited partnership or other form of business entity, other than an individual;*
 - (b) *the executor or administrator of the estate of a deceased shareholder and wishes to be able to sell Shares of such estate pursuant to the Program; or*
 - (c) *the beneficiary under a registered retirement savings plan (“RRSP”) or a registered retirement income fund (“RRIF”) and wishes to participate in the Program through such RRSP or RRIF,*
the proposed Participant must complete and deliver to the Company Schedule A that is attached to and forms part of this Form.
2. *If, at the time of enrolling in the Program:*
 - (a) *a proposed Participant, or any associate or affiliate of the proposed Participant is the registered or beneficial holder of Shares or exercises control or direction over any Shares;*
 - (b) *is the executor or administrator of the estate of a deceased individual who was the registered holder of Shares; or*
 - (c) *is the beneficiary of an RRSP or RRIF that is the registered holder of Shares,*
the proposed Participant must complete and deliver to the Company Schedule B that is attached to and forms part of this Form; and
3. *A proposed Participant must complete and deliver such additional documents and information as may be required by any other provision of this Form or the Schedules hereto or that may otherwise be requested by the Company in accordance with the General Terms and Conditions.*

To: Pound-Maker Investments Ltd. (the “Company”), PO Box 519, Lanigan, SK S0K 2M0
Fax: (306) 365-4283, E-mail: shares@pound-maker.ca, Attention: Share Trading Program

The undersigned (the “Participant”) hereby applies to be enrolled as a Participant in the Share Trading Program and, in connection therewith, the Participant acknowledges, represents, warrants, covenants and agrees to and in favour of the Company and, as applicable, to and in favour of every other person that may from time to time be a Participant under the Program, as follows:

- (a) **Authorization of Individual Participant.** If the Participant is an individual, he or she has obtained the age of majority and has the legal capacity and competence to enroll in the Program, to trade Shares under and otherwise participate in the Program and to observe and perform all of his or her covenants and obligations and take all actions required of him or her pursuant to this Enrollment Form or the General Terms and Conditions of the Program.
- (b) **Authority of Corporate Participant.** If the Participant is a corporation, general partnership, limited partnership or other business entity other than an individual (any of which are sometimes hereafter referred to as a “Business Entity”) it is a valid and subsisting Business Entity under the laws of its jurisdiction of incorporation or organization and has the necessary corporate or other authority and legal capacity and competence to enroll in the Program, to trade Shares under and otherwise participate in the Program and to observe and perform all of its covenants and obligations and take all actions required of it pursuant to this Enrollment Form or the General Terms and Conditions of the Program.
- (c) **No Legal Restrictions.** The Participant is not precluded or restricted by any Applicable Law of any jurisdiction from participating in the Program or from trading in or holding Shares of the Company.
- (d) **Participant’s Information.** All information about the Participant set out in this Enrollment Form, including for greater certainty all information in all Schedules forming part of this Enrollment Form and all other information concerning the Participant that is delivered to the Company pursuant to this Enrollment Form or otherwise in connection with the Participant’s Enrollment or participation in the Program is true and correct in all material respects and the Participant shall forthwith advise the Company of any material change in any such information.

(e) **Compliance with Program.** The Participant acknowledges that a copy of the General Terms and Conditions have been provided, or made available for electronic access via the internet, to the Participant and the Participant acknowledges and agrees that he, she or it shall observe, perform and be bound by all provisions of such General terms and Conditions, all of which provisions are hereby incorporated by reference in and form part of this Enrollment Form. Without limiting the generality of the foregoing, the Participant hereby:

(i) irrevocably makes, constitutes and appoints the Company as its true and lawful attorney and agent, with full power of substitution and authority, in the Participant's name, place and stead to execute and deliver for and on behalf of the Participant any share transfers and/or other documents that may be necessary or desirable to trade Shares on behalf of the Participant under and in accordance with the General Terms and Conditions of the Program;

(ii) acknowledges that he, she or it shall be bound by any representations and actions made or taken by the Company pursuant to the aforesaid power of attorney and waives any and all defenses which may be available to contest, negate or disaffirm any representation or actions made or taken by the Company in good faith and acting lawfully under such power of attorney, acknowledges that such power of attorney shall be irrevocable and shall bind the Participant and the heirs, executors, administrators and other legal representatives and the successors and assigns of the Participant; and that the Company shall have the power to execute documents under such power of attorney in the name of the Participant alone or with others who have granted or who may hereafter grant a similar power of attorney by affixing its signature to such documents and indicating that it is acting on behalf of all persons so named in the document without expressly mentioning the Participant's name in the document; and

(iii) agrees to participate in the Book Entry System as contemplated by the General Terms and Conditions and, in particular, Article 3 of the General Terms and Conditions, and hereby transfers to the Company all of the Participant's right, title and interest in the Shares described in Schedule B hereof (if any) for cancellation and reissue in accordance with the Book Entry System

To be completed by Participant			
<hr/> Name of Participant	<hr/> Signature of Participant (or Authorized Representative)	<hr/> Date	
<hr/> Phone Number	<hr/> E-Mail Address	<hr/> Fax Number	
<hr/> Mailing Address (Street Address or PO Box No.)	<hr/> City / Town	<hr/> Province	<hr/> Postal Code
<hr/> Participant's Social Insurance Number or Corporate Account Number			
<hr/> Name of Participant's Bank	<hr/> Branch	<hr/> Bank Contact Person	<hr/> Bank Phone Number
Complete the following if the person signing this Form is not the Participant but is signing the Form as the Authorized Representative of the Participant			
<hr/> Name of Authorized Representative		<hr/> Title or Position with Participant	
For office use only			
Pound-Maker Investments Ltd. hereby acknowledges that the above named Participant has been enrolled in the Program effective as of the time and date and has been assigned the Personal Identification Number set forth below.			
<hr/> Effective date and time of enrollment		<hr/> Personal Identification Number	
<hr/> Administrator's Signature			

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Pursuant to the Share Trading Program of Pound-Maker Investments Ltd. (the "Company")

SCHEDULE A – ADDITIONAL PARTICIPANT INFORMATION

Instructions: Mark the box in Part I that best describes the Participant. If Box A, B, C or D is marked also complete Part II. If Box E is marked complete Part III. If Box F is marked complete Part IV. Also deliver to the Company any information required by this Schedule.

PART I:	
The Participant is :	
A.	a corporation
B.	a general partnership
C.	a limited partnership
D.	another form of business entity: Specify the type of business entity: _____
E.	the executor or administrator of the estate of a deceased shareholder who wishes to be able to sell Shares under the Program on behalf of such estate
F.	the beneficiary under a registered retirement savings plan ("RRSP") or a registered retirement income fund ("RRIF") who wishes to participate in the Program through such RRSP or RRIF

PART II:		
If you marked Box A, B, C or D of Part I, complete all information in this Part II:		
Date of incorporation or organization: _____		Jurisdiction of incorporation or organization: _____
Location of registered office: _____		
Street Address	City / Town & Province	Postal Code
If the above address is not a Saskatchewan address complete the information below:		
Address for service in Saskatchewan: _____		_____
Street Address	City / Town & Province	
_____	_____	_____
Postal Code	Name of Attorney for Service in Saskatchewan	Phone Number
Complete the table below by inserting the name of each individual (an "Authorized Representative") who is authorized to trade Shares on behalf of the Participant under the Program or to otherwise represent the Participant in connection with the Program. Include the title or position with the Participant of each such Authorized Representative and a phone number where such Authorized Representative may be contacted by the Company.		
(continued on next page)		

Name of Authorized Representative(s)	Title or Position	Phone Number

PART III:

If you marked Box E of Part I complete this Part III and also deliver a copy of the Letters Probate or Letters of Administration for the estate to the Company. If Letters Probate or Letters of Administration have not been granted, submit a copy of the deceased shareholder's will to the Company and contact the Company for additional instructions as to other documents and information that may be required.

Name of deceased shareholder

Date of Death

PART IV:

If you marked Box F of Part I complete this Part IV in respect of the RRSP or RRIF through which you propose to trade Shares under the Program. Note, participation in the Program through an RRSP or RRIF is subject to the Company making arrangements with the administrator of the RRSP or RRIF (the "Administrator") satisfactory to the Company, including receiving additional information and documents from such Administrator.

Name of Administrator

Name of an individual contact person of the Administrator

Street Address or PO Box Number

City / Town and Province

Postal Code

Contact information:

Phone Number

E-mail Address

Fax Number

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SCHEDULE B – CURRENT SHAREHOLDINGS

Instructions: Complete this Schedule if:

- (i) the Participant, or any person with whom the Participant is affiliated or associated is currently the registered or beneficial holder of or otherwise exercises control or direction over any Shares of the Company;
- (ii) the Participant is the executor or administrator of a deceased individual who was the registered holder of Shares at the date of death or whose estate subsequently became the registered holder of Shares; or
- (iii) the Participant is the beneficiary under an RRSP or RRIF (an “Account Beneficiary”) that is currently the registered holder of Shares.

Certificate No.	Number of Shares	Name of registered holder (if different than name of Participant)
Total Shares:		

The certificate(s) in respect of all Shares described in the above table that are registered in the name of the Participant (or where the Participant is the Executor or Administrator of a deceased, registered shareholder are registered in the name of such deceased individual) must be delivered to the Company for cancellation and reissue under the Book Entry System. If the certificate(s) have been lost or destroyed a Participant must contact the Company to acquire a replacement certificate before the Shares may be traded under the Program. By delivering such certificate(s) the Participant shall be deemed to have transferred the Shares to the Company for cancellation and reissue under the Book Entry System.