

APPENDIX B

Declaration by AQSE Corporate Adviser

Issuer (“Issuer”)

Full name of Issuer		
Type of entity (corporate, trust, etc)		
Location of business (full operating address)		
Registered office in country of incorporation		
Registered number, if any (or appropriate)		
Relevant company registry or regulated market listing authority		
Directors (or equivalent)	Name	Date of birth
Principal beneficial owners (over 25%)	Name	Date of birth

AQSE Corporate Adviser (“AQSE Corporate Adviser”)

Full name of AQSE Corporate Adviser:	
FCA reference number:	

We, the Issuer’s AQSE Corporate Adviser, declare to Aquis Stock Exchange Limited (“AQSE”) that:

- a. we are acting within the extent of our authorisation as an AQSE Corporate Adviser, are not precluded by material conflict of interest (for which a derogation has not been obtained), and comply with paragraphs 40 and 41 of the Corporate Adviser Handbook;
- b. we have sufficient knowledge of the Issuer's region, sector and sphere of activity, taking into account external experts to perform our responsibilities under the Corporate Adviser Handbook and in particular, review the Issuer's business plan;
- c. to the best of our knowledge, having made due and careful enquiry, the Issuer complies with the AQSE Growth Market Rules for Issuers and is otherwise suitable for admission to the AQSE Growth Market;
- d. the Issuer's directors have been advised concerning their responsibilities and, in our opinion, having made due and careful enquiry, the directors collectively are sufficient and have established procedures, systems and controls to comply with the Rules for Issuers having particular regard to the requirements of Rules 34 (Disclosure of Price Sensitive Information) and 65 (Administration and Management) of the AQSE Growth Market Rules for Issuers; and
- e. we have complied with the requirements imposed by financial crime and money laundering legislation (including regulations such as the Money Laundering Regulations) and consent to AQSE relying upon our "customer due diligence measures" in relation to the Issuer and all other "beneficial owners" (within the meaning of the clauses 5 and 6 of the Money Laundering Regulations).

ISSUERS APPLYING FOR ADMISSION

We further declare to AQSE that with respect to the Issuer applying for admission (excepting a fast-track applicant):

- a. in our opinion, appropriate legal and financial due diligence has been performed by the Issuer's professional advisers;
- b. in our opinion, an appropriate degree of legal verification has been performed on the information contained in the Issuer's prospectus or admission document and in our opinion the Issuer has taken reasonable care to ensure that the information contained in the admission document is accurate, complete, relevant and fairly presented;
- c. having made due and careful enquiry, the directors have established sufficient procedures to comply with Rule 68 of the AQSE Rules for Issuers; and
- d. having agreed the assumptions and sensitivities and having made due and careful enquiry concerning the assessment of the Issuer's working capital, we confirm in our opinion that the directors have a proper basis for making the working capital statement in the admission document required by Appendix 1, paragraph 40 of the AQSE Rules for Issuers;

ISSUERS APPLYING FOR ADMISSION AS A FAST TRACK APPLICANT

We further declare to AQSE that with respect to the Issuer applying for admission as a fast-track applicant that:

- a. in our opinion, appropriate legal and financial due diligence has been performed by the Issuer's professional advisers, recognising that the Issuer is already trading on a Qualifying Market assessed as having standards and disclosures at least analogous to that of the AQSE Growth Market;
- b. we confirm that the applicant complies with the requirements of Rules 16 and 17 of the AQSE Rules for Issuers;
- c. we confirm that the lock-in requirements required by Rule 6 of the AQSE Rules for Issuers have been complied with (if applicable); and
- d. we confirm that we have provided advice and guidance to the directors in relation to the continuing obligations in Part 2 of the AQSE Rules for Issuers.

Signed by a duly authorised officer (e.g. Director) for and behalf of (full legal name of the AQSE Corporate Adviser):

Signed:		Print name	
Job title:		Date:	