

SCHEDULE "D"

FORM OF DECLARATION FOR REMOVAL OF LEGEND –
RULE 904 UNDER THE U.S. SECURITIES ACT OF 1933

To: Cosa Resources Corp. (the “**Corporation**”)

To: The registrar and transfer agent for the common shares of the Corporation

The undersigned (a) acknowledges that the sale of _____ common shares (the “**Securities**”) of the Corporation to which this declaration relates, represented by certificate number _____ or held in direct registration system (DRS) account number _____, is being made in reliance on Rule 904 of Regulation S (“**Regulation S**”) under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and (b) certifies that (1) the undersigned is not (A) an “affiliate” of the Corporation (as that term is defined in Rule 405 under the U.S. Securities Act), or is an affiliate solely by virtue of being an officer or director of the Corporation, (B) a “distributor” as defined in Regulation S or (C) an affiliate of a distributor; (2) the offer of such Securities was not made to a person in the United States and either (A) at the time the buy order was originated, the buyer was outside the United States, or the seller and any person acting on its behalf reasonably believed that the buyer was outside the United States, or (B) the transaction was or will be executed on or through the facilities of the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange, the NEO Exchange or another “designated offshore securities market”, and neither the seller nor any person acting on its behalf knows or will know that the transaction has been prearranged with a buyer in the United States; (3) neither the seller nor any affiliate of the seller nor any person acting on any of their behalf has engaged or will engage in any “directed selling efforts” in the United States in connection with the offer and sale of such Securities; (4) the sale is bona fide and not for the purpose of “washing off” the resale restrictions imposed because the securities are “restricted securities” (as such term is defined in Rule 144(a)(3) under the U. S. Securities Act); (5) the seller does not intend to replace the Securities sold in reliance on Rule 904 of Regulation S with fungible unrestricted securities; (6) the contemplated sale is not a transaction, or part of a series of transactions, which, although in technical compliance with Regulation S, is part of a plan or scheme to evade the registration provisions of the U. S. Securities Act; (7) the undersigned shall comply with all of the terms and conditions of Rule 904 of Regulation S in connection with the sale of the Securities, and (8) the Securities will not be deposited with the Depository Trust Company, Cede & Co. or any successor thereto prior to sale.

The undersigned understands that the Corporation, its transfer agent and others are relying upon the representations contained in this Declaration. The undersigned agrees to and does hereby indemnify and hold the Corporation, its transfer agent, directors, officers, employees, agents and counsel (collectively, the “**Indemnified Parties**”) harmless from and against any claim against any Indemnified Party as a result of or which involves the inaccuracy of any representation or the breach of any warranty or covenant made by the undersigned in this Declaration, including, without limitation, all expenses, reasonable attorneys’ fees and court costs incurred as a result of any such inaccuracy of any representation or breach of any warranty or covenant.

DATED this ____ day of ____, 20__.

X _____
Signature of individual (if Seller **is** an individual)

X _____
Authorized signatory (if Seller is **not** an individual)

Name of Seller (**please print**)

Name of authorized signatory (**please print**)

Official capacity of authorized signatory (**please print**)

Affirmation by Seller's Broker-Dealer
(Required for sales pursuant to Section (b)(2)(B) above)

We have read the foregoing representations of _____ (the “**Seller**”) dated _____, 20____ with regard to the sale, for the Seller’s account, of _____ common shares of the Corporation represented by certificate number _____ or held in direct registration system (DRS) account number _____ (the “**Securities**”). We have executed or will execute sales of the Securities pursuant to Rule 904 of Regulation S under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), on behalf of the Seller. In that connection, we hereby represent to you as follows:

1. no offer to sell Securities was or will be made to a person in the United States;
2. the sale of the Securities was or will be executed in, on or through the facilities of the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange, the NEO Exchange or another “designated offshore securities market” (as defined in Regulation S under the U.S. Securities Act), and, to the best of our knowledge, the sale was not or will not be pre-arranged with a buyer in the United States;
3. no “directed selling efforts” were or will be made in the United States by the undersigned, any affiliate of the undersigned, or any person acting on behalf of the undersigned; and
4. we have done and will do no more than execute the order or orders to sell the Securities as agent for the Seller and will receive no more than the usual and customary broker’s commission that would be received by a person executing such transaction as agent.

For purposes of these representations: “**affiliate**” means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the undersigned; “**directed selling efforts**” means any activity undertaken for the purpose of, or that could reasonably be expected to have the effect of, conditioning the market in the United States for the Securities (including, but not be limited to, the solicitation of offers to purchase the Securities from persons in the United States); and “**United States**” means the United States of America, its territories or possessions, any State of the United States, and the District of Columbia.

Legal counsel to the Corporation shall be entitled to rely upon the representations, warranties and covenants contained herein to the same extent as if this affirmation had been addressed to them.

Name of Firm

By:

Authorized Officer

Dated:
