

## U.S. ACCREDITED INVESTOR STATUS CERTIFICATE

In connection with the exercise of an outstanding Warrant of **STLLR Gold Inc.** (the “**Corporation**”) by the holder, the holder hereby represents and warrants to the Corporation that the holder, and each beneficial owner (each a “**Beneficial Owner**”), if any, on whose behalf the holder is exercising such warrants, satisfies one or more of the following categories of Accredited Investor **(please write “W/H” for the undersigned holder, and “B/O” for each beneficial owner, if any, on each line that applies):**

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|-------|----------------------------------|---|
| _____ | Category 1.<br>[Rule 501(a)(1)]  | A bank, as defined in Section 3(a)(2) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or  |
| _____ | Category 2.<br>[Rule 501(a)(1)]  | A savings and loan association or other institution as defined in Section 3(a)(5)(A) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or   |
| _____ | Category 3.<br>[Rule 501(a)(1)]  | A broker or dealer registered pursuant to Section 15 of the U.S. Securities Exchange Act of 1934, as amended; or  |
| _____ | Category 4.<br>[Rule 501(a)(1)]  | An investment adviser registered pursuant to Section 203 of the U.S. Investment Advisers Act of 1940, as amended, or registered pursuant to the laws of a state; or   |
| _____ | Category 5.<br>[Rule 501(a)(1)]  | An investment adviser relying on the exemption from registering with the Commission under Section 203(l) or (m) of the U.S. Investment Advisers Act of 1940, as amended; or   |
| _____ | Category 6.<br>[Rule 501(a)(1)]  | An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act; or  |
| _____ | Category 7.<br>[Rule 501(a)(1)]  | An investment company registered under the U.S. Investment Company Act of 1940, as amended; or  |
| _____ | Category 8.<br>[Rule 501(a)(1)]  | A business development company as defined in Section 2(a)(48) of the U.S. Investment Company Act of 1940, as amended; or  |
| _____ | Category 9.<br>[Rule 501(a)(1)]  | A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the U.S. Small Business Investment Act of 1958, as amended; or  |
| _____ | Category 10.<br>[Rule 501(a)(1)] | A Rural Business Investment Company as defined in Section 384A of the U.S. Consolidated Farm and Rural Development Act of 1972, as amended; or  |
| _____ | Category 11.<br>[Rule 501(a)(1)] | A plan established and maintained by a state, its political subdivision or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, with assets in excess of U.S. \$5,000,000; or  |
| _____ | Category 12.<br>[Rule 501(a)(1)] | An employee benefit plan within the meaning of the U.S. Employee Retirement Income Security Act of 1974, as amended, in which the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company or registered investment advisor, or an employee benefit plan with total assets in excess of U.S. \$5,000,000 or, if a self-directed plan, the investment decisions are made solely by persons who are accredited investors; or |
| _____ | Category 13.<br>[Rule 501(a)(2)] | A private business development company as defined in Section 202(a)(22) of the U.S. Investment Advisers Act of 1940, as amended; or   |

_____	Category 14. [Rule 501(a)(3)]	An organization described in Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, a corporation, a Massachusetts or similar business trust, a partnership, or a limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of U.S. \$5,000,000; or
_____	Category 15. [Rule 501(a)(4)]	A director, executive officer or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer; or
_____	Category 16. [Rule 501(a)(5)]	<p>A natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, exceeds U.S. \$1,000,000; or</p> <p><b>(Note:</b> For the purposes of calculating "net worth"</p> <ul style="list-style-type: none"><li>(i) the person's primary residence shall not be included as an asset;</li><li>(ii) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the closing of the Offering, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the closing of the Offering exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and</li><li>(iii) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence shall be included as a liability.)</li></ul> <p><b>(Note:</b> For the purposes of calculating "joint net worth", joint net worth can be the aggregate net worth of the investor and spouse or spousal equivalent, and assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard does not require that the securities be purchased jointly.)</p> <p><b>(Note:</b> The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.)</p>
_____	Category 17. [Rule 501(a)(6)]	<p>A natural person who had an individual income in excess of U.S. \$200,000 in each year of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of U.S. \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or</p> <p><b>(Note:</b> The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.)</p>
_____	Category 18. [Rule 501(a)(7)]	A trust, with total assets in excess of U.S. \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under Regulation D under the U.S. Securities Act; or
_____	Category 19. [Rule 501(a)(8)]	<p>An entity in which each of the equity owners are accredited investors; or</p> <p><b>(Note:</b> It is permissible to look through various forms of equity ownership to natural persons in determining the accredited investor status of entities under this category. If those natural persons are themselves accredited investors, and if all other equity owners of the entity seeking accredited investor status are accredited investors, then this category may be available.)</p>
_____	Category 20. [Rule 501(a)(9)]	An entity, of a type not listed in Categories 1 through 14, 18 or 19 above, not formed for the specific purpose of acquiring the securities offered, owning "investments" (as defined in Rule 2a51-1(b) under the U.S. Investment Company Act of 1940, as amended) in excess of U.S. \$5,000,000; or

_____	Category 21. [Rule 501(a)(10)]	A natural person holding in good standing one or more of the following professional licenses: <ul style="list-style-type: none"><li>(i) General Securities Representative license (Series 7);</li><li>(ii) Private Securities Offerings Representative license (Series 82), and</li><li>(iii) Investment Adviser Representative license (Series 65); or</li></ul>
_____	Category 22. [Rule 501(a)(11)]	A natural person who is a “knowledgeable employee” (as defined in Rule 3c-5(a)(4) under the U.S. Investment Company Act of 1940, as amended) of the issuer of the securities being offered or sold where the issuer would be an “investment company” (as defined in Section 3 of U.S. Investment Company Act of 1940, as amended), but for the exclusion provided by either Section 3(c)(1) or section 3(c)(7) of U.S. Investment Company Act of 1940, as amended; or
_____	Category 23. [Rule 501(a)(12)]	A “family office” (as defined in Rule 202(a)(11)(G)-1 under the U.S. Investment Advisers Act of 1940, as amended): <ul style="list-style-type: none"><li>(i) with assets under management in excess of U.S. \$5,000,000,</li><li>(ii) that is not formed for the specific purpose of acquiring the securities offered, and</li><li>(iii) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; or</li></ul>
_____	Category 24. [Rule 501(a)(13)]	A “family client” (as defined in Rule 202(a)(11)(G)-1 under the U.S. Investment Advisers Act of 1940, as amended) of a family office meeting the requirements in Category 23 above and whose prospective investment in the issuer is directed by such family office pursuant to clause (iii) of Category 23.