

A seagull is captured in flight, soaring through a vast, bright sky filled with soft, white clouds. The bird is positioned in the center of the frame, with its wings spread wide, gliding towards the right. The sky transitions from a pale, almost white hue near the top to a light blue at the bottom, creating a sense of depth and openness. The overall atmosphere is one of freedom and upward movement.

VENTURE LAW CORPORATION

Leading you through the legal process to let your company soar

Are you looking for a law firm who:

- understands the small and micro-cap equity market in the US and Canada?
- can help you reach your business goals instead of putting up legal road blocks?
- can set out all your options and help you implement your financing, acquisition and business initiatives?
- can help you go public?
- can help you obtain a listing on the BBX, TSX Venture, Amex or other exchange?

Look no further. We can help.

Our Firm Our Business

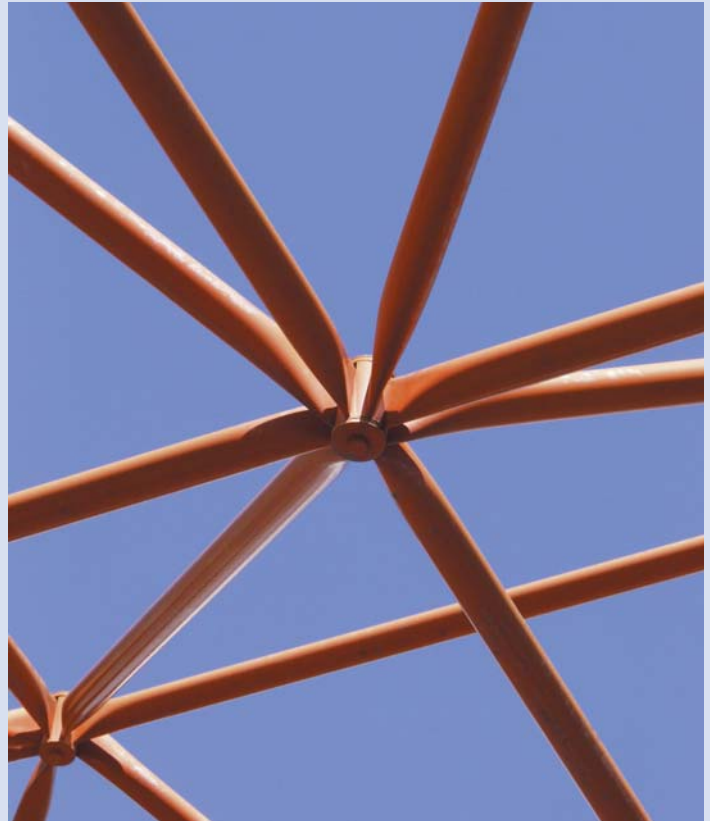
Since opening our doors in 1996 over 95% of our clients have had a US focus. Most are listed on the OTC Bulletin Board. We put them there.

Truth is over the last five years we have placed over seventy operating companies on the OTC Bulletin Board. Why? It was the right trading market at the right time for these companies.

Fifteen of these companies have since moved on to more senior tradig markets such as NasdaqSM and AMEX. Twelve have been bought out.

We expect many of our existing and new clients who are not ready for a more senior exchange will want to list on the new BBXchange. An exchange which will replace the OTCBB in 2003.

You see we are focussed in providing legal and other services to small and micro-cap companies and those who invest and work with these companies. In other words our client base looks a lot like you.



Your company may be a small or micro-cap company but your legal, regulatory and business issues are a big deal to us.

We make sure you get off on the right foot by providing you with advice and direction that takes into consideration where you are heading too not just where you are starting from.

We tend to act more like in house counsel than outside counsel for many of our clients, given their needs for someone who can be more than just an executioner of legal services. We share our knowledge and help our clients achieve their goals by setting out all the options.

We encourage our clients to call before they make decisions that could result in legal complications. Often just one or two changes makes all the difference in the world in avoiding a legal problem down the road or obtaining a stronger business result.

Our Approach

Given our client's needs we operate differently than most law firms. For instance:

- **We are accessible 24/7:** As a client you will have our office, home and cell telephone and fax numbers. That way we are always close at hand when you need us.
- **We give practical advice:** The law may allow you to do this or that but does it make sense given your particular circumstance? Is there a better way to reach your goal? We combine legal knowledge with a practical approach to your problems and try to avoid esoteric legal advice. We share our experience to advance your business interests.



- **You set the pace:** Priorities are established by your needs and your schedule. Equity markets and deals are fickle. You need to be able to move fast if you don't want to lose an opportunity to raise money or add to your business. We keep up with the pace you set in order to provide you with the advice, due diligence and documents you need when you need them to capitalize on those opportunities
- **Fixed fee and value billing:** We prefer to work on a fixed fee per project basis whenever possible. It is our belief that when you are on an hourly rate billing system you are hesitant to call for legal help when you really need it because you are forced to constantly evaluate your need in terms of real time and current expense. We want you to call without thinking about how much its going to cost. Fixed fee billing also provides price certainty which we have found all our clients appreciate.
- **Our prices include everyday disbursement costs:** We are not in the business of making money through photocopies and word-processing. Our fees include these routine costs as part of doing business. Non-routine photocopying and word-processing jobs are out-sourced and billed to you at cost. We pass along any long distance charges, non-local courier charges, and filing fees. We also charge a separate fee for formatting and filing your documents on EDGAR and SEDAR.

Services We Have Provided

Listed below are some of the services we have provided in the past:

- Public and private financings in the US, Canada, and overseas.
- Incorporations of companies under the laws of BC, Nevada, Delaware and other jurisdictions.
- Stock exchange listings, quotes on the TSX, TSX Venture, Amex, Nasdaq, OTCBB and Pink Sheets.
- Reverse takeovers of companies on the TSX Venture Exchange and the OTCBB.
- Joint ventures in Canada, US, Asia and Europe.
- Mergers, acquisitions and spin-outs of companies in and outside North America.
- Commercial contract negotiations and drafting.
- Stock option plans.
- Capital and corporate reorganizations.
- Broker-dealer registrations in Canada.
- Establishment and maintenance of investment funds.
- Exemption relief from securities law requirements in various jurisdictions.
- Assistance with meeting ongoing compliance and maintenance requirements.

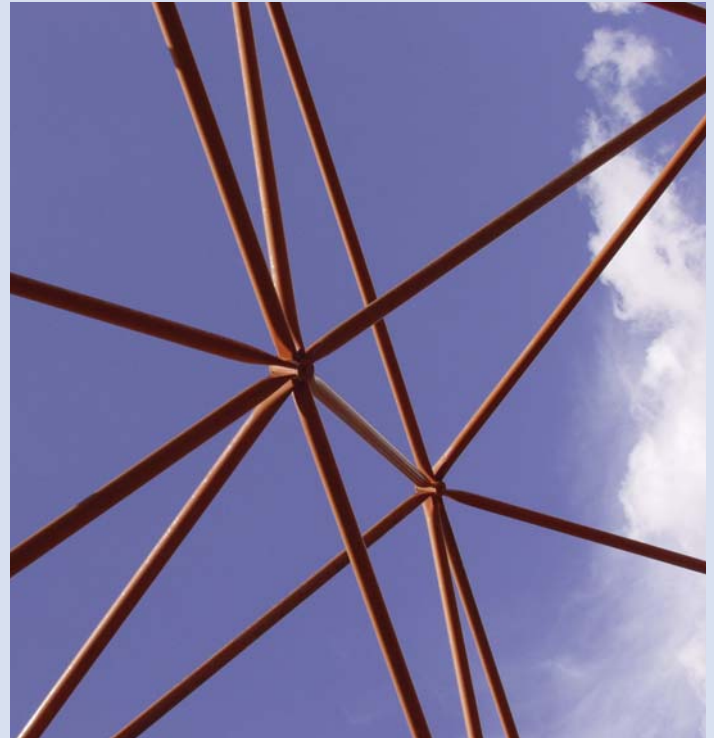


Our Principal

Alix B. Cormick: Alixe, is a 1991 graduate from the University of British Columbia Law School. She has worked almost exclusively in corporate and securities law since coming into private practice. She has been involved with a number of private and public offerings, reverse takeovers, spin-outs, mergers and acquisitions, leveraged buy-outs and other corporate combinations of public and private companies.

Other Legal Resources

We have an extensive network of strategic professionals who we consult with on a regular basis in the areas of tax, real estate, accounting and other matters.



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Where You Can Find Us:

Venture Law Corporation
Suite 618 - 688 West Hastings Street
Vancouver, British Columbia V6B 1P1
Phone: (604) 659-9188
Fax: (604) 659-9178
Web: www.venturelawcorp.com
Email: info@venturelawcorp.com