

CERTIFICATE OF ELIGIBILITY

TO: **Superintendent of Brokers, British Columbia**
 Alberta Securities Commission
 Saskatchewan Securities Commission
 Manitoba Securities Commission
 Ontario Securities Commission
 Minister of Justice, New Brunswick
 Department of the Attorney General, Nova Scotia
 Director of Corporations, Prince Edward Island
 Department of Justice, Newfoundland

RE: **OSF INC.**
 INITIAL ANNUAL INFORMATION FORM

The undersigned, being one of the senior officers of OSF Inc. (the "Corporation"), certifies on behalf of the Corporation, pursuant to section 5.3(2) of National Policy No. 47 (the "Policy Statement"), that as at the date of the last calendar month of the Corporation's most recent financial year end the Corporation satisfies the following sections of the Policy Statement:

- (i) the requirements in sections 4.1(1)(a) and (b) and the requirements in section 4.1(1)(c).

DATED at the City of Toronto on the 17th day of April, 1998.

(signed) "*Maxwell Goldhar*"

Maxwell Goldhar
Vice-Chairman and Director