

**APPENDIX C TO NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS
NON-ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"): Banro Corporation

2. Jurisdiction of incorporation, or equivalent, of Issuer: Federally Incorporated

3. Address of principal place of business of Issuer: 1 First Canadian Place, 100 King Street West, Suite 7070, P.O. Box 419, Toronto, Ontario M5X 1E3.

4. Description of securities (the "Securities"): Common Shares and Series A Preference Shares

5. Date of the prospectus (the "Prospectus") under which the Securities are offered: April 15, 2013.

6. Name of person filing this form (the "Filing Person"): John Clarke

7. Filing Person's relationship to Issuer: Interim Chief Executive Officer, Director

8. Jurisdiction of residence of Filing Person: United Kingdom

9. Address of principal place of business of Filing Person: 1 First Canadian Place, 100 King Street West, Suite 7070, P.O. Box 419, Toronto, Ontario M5X 1E3

10. Name of agent for service of process (the "Agent"): Banro Corporation

11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):
1 First Canadian Place, 100 King Street West, Suite 7070, P.O. Box 419, Toronto, Ontario M5X 1E3.

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of

(a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada, except Quebec, in which the securities are distributed under the Prospectus; and

(b) any administrative proceeding in any such province, in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.

14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in

this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.

15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.

16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of insert province of Ontario.

Dated: April 15, 2013.

"John Clarke"
Name: John Clarke

AGENT

The undersigned accepts the appointment as agent for service of process of John Clarke under the terms and conditions of the appointment of agent for service of process stated above.

Dated: April 15, 2013.

BANRO CORPORATION

Per: "Donat K. Madilo"
Name: Donat K. Madilo
Title: Chief Financial Officer