

## UNDERWRITERS' CERTIFICATE

### COM DEV INTERNATIONAL LTD.

#### Distribution of Common Shares under a Final Short Form Prospectus dated December 20, 2000

TO: Ontario Securities Commission  
Commission des valeurs mobilières du Québec

In accordance with the requirements of Section 80 of the Regulation to the *Securities Act* (Ontario) and Section 36 of the Regulation to the *Securities Act* (Quebec), the undersigned hereby certifies that he is a representative of Sprott Securities Inc. and has authority to represent Sprott Securities Inc., CIBC World Markets Inc., Canaccord Capital Corporation and Newcrest Capital Inc. (collectively, the "Underwriters") and has knowledge of the matters herein referred to and that:

- (a) the transaction to which this certificate relates is the distribution to the public of common shares (the "Common Shares") of COM DEV International Ltd. (the "Company") upon the exercise of previously issued special warrants ("Special Warrants") pursuant to a prospectus of the Company dated the date hereof ; and
- (d) the percentage of the Special Warrants underwritten by each Underwriter is as follows:

|                               |     |
|-------------------------------|-----|
| Sprott Securities Inc.        | 60% |
| CIBC World Markets Inc.       | 25% |
| Canaccord Capital Corporation | 10% |
| Newcrest Capital Inc.         | 5%  |

DATED at Toronto, Ontario this 20<sup>th</sup> day of December, 2000.

**SPROTT SECURITIES INC.**

By: "John C. Douglas"

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John C. Douglas