

**NON-ISSUER FORM OF SUBMISSION TO  
JURISDICTION AND APPOINTMENT OF  
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the “**Issuer**”):  
Stem Cell Therapeutics Corp.
2. Jurisdiction of incorporation, or equivalent, of Issuer:  
Ontario
3. Address of principal place of business of Issuer:  
96 Skyway Avenue, Toronto, Ontario, M9W 4Y9
4. Description of securities (the “**Securities**”):  
Common shares, First Preferred shares, Warrants, Units
5. Date of the prospectus (the “**Prospectus**”) under which the Securities are offered:  
May 26, 2014
6. Name of person filing this form (the “**Filing Person**”):  
Dr. Michael Moore
7. Filing Person’s relationship to Issuer:  
Director
8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:  
Surrey, UK
9. Address of principal place of business of Filing Person:  
Surrey, UK
10. Name of agent for service of process (the “**Agent**”):  
Stem Cell Therapeutics Corp.
11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):  
96 Skyway Avenue, Toronto, Ontario, M9W 4Y9

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 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 the Province of Ontario.

*[remainder of page intentionally left blank]*

Dated: May 23, 2014

(signed) "Michael Moore"

Signature of Filing Person

Dr. Michael Moore

Name of Filing Person

**AGENT**

The undersigned accepts the appointment as agent for service of process of Dr. Michael Moore under the terms and conditions of the appointment of agent for service of process stated above.

Dated: May 26, 2014

**Stem Cell Therapeutics Corp.**

By: (signed) "James Parsons"

James Parsons

Chief Executive Officer