

**APPENDIX C TO NATIONAL INSTRUMENT 44-101  
GENERAL PROSPECTUS REQUIREMENTS**

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

1. Name of issuer (the "Issuer"):  
**Boyuan Construction Group, Inc.**

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2. Jurisdiction of incorporation, or equivalent, of Issuer:  
**Canada**

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3. Address of principal place of business of Issuer:  
**Boyuan Building, No. 6, East Road, Jiaxing Port, Zhejiang, PRC 314201**

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4. Description of securities (the "Securities"):  
**\$15,000,000 - 10% Convertible Unsecured Subordinated Debentures Due October 31, 2015**

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5. Date of the prospectus (the "Prospectus") under which the Securities are offered:  
**October 26, 2010.**

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6. Name of person filing this form (the "Filing Person"):  
**Paul Law**

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7. Filing Person's relationship to Issuer:  
**Chief Financial Officer**

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8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:  
**Kowloon, Hong Kong**

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9. Address of principal place of business of Filing Person:  
**Boyuan Building, No. 6, East Road, Jiaxing Port, Zhejiang, PRC**

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10. Name of agent for service of process (the "Agent"):  
**Fogler, Rubinfoff LLP, legal counsel to the Issuer, attention: Judith Hong Wilkin**

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11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):  
**95 Wellington Street West, Suite 1200, Toronto, Ontario, M5J 2Z9.**

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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 and territories in which the securities are distributed under the Prospectus; and
  - (b) any administrative proceeding in any such province or territory,
- 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.

Dated: October 26, 2010.

*"Paul Law"*

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**Filing Person: Paul Law**

### **AGENT**

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

Dated: October 26, 2010.

*"Judith Hong Wilkin"*

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**Agent: Judith Hong Wilkin, Partner**

on behalf of Fogler, Rubinoff LLP, Barristers & Solicitors