



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19e étage
20, rue queen ouest
Toronto ON M5H 3S8

RECEIPT

Pounder Venture Capital Corp.

This is the receipt of the **Ontario Securities Commission** for the **Prospectus** of the above Issuer dated **December 8, 2009** (the prospectus).

The prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **British Columbia, Alberta and Manitoba**. A receipt for the prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

December 9, 2009

Sonny Randhawa

Sonny Randhawa
Assistant Manager, Corporate Finance

SEDAR Project # **1502233**