

SCHEDULE "D"

CERTIFICATE OF U.S. PERSON

This form must be completed by U.S. Subscribers.

Capitalized terms used in this certificate and not defined have the meaning ascribed to them in the Agreement to which this certificate is attached.

A "U.S. Purchaser" is (a) any "U.S. Person" as defined in Regulation S under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), (b) any person purchasing the Shares on behalf of any "U.S. Person" or any person in the United States, (c) any person who receives or received an offer of the Shares while in the United States, or (d) any person who is or was in the United States at the time the Subscriber's buy order was made or this Agreement was executed or delivered. "U.S. Person" means a U.S. Person as defined in Regulation S (the definition of which includes, but is not limited to, (i) any natural person resident in the United States, (ii) any partnership or corporation organized or incorporated under the laws of the United States, (iii) any partnership or corporation organized outside of the United States by a U.S. Person principally for the purpose of investing in securities not registered under the U.S. Securities Act, unless it is organized, or incorporated, and owned, by accredited investors who are not natural persons, estates or trusts, and (iv) any estate or trust of which any executor or administrator or trustee is a U.S. Person.

The Subscriber covenants, represents and warrants to **ROVER METALS CORP.** (the "**Corporation**") that:

- (a) it understands that the Common Shares have not been and will not be registered under the U.S. Securities Act and that the sale contemplated hereby is being made in reliance on the exemption from such registration requirement provided by Rule 506 of Regulation D;
- (b) it acknowledges that it has not purchased the Common Shares as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, or television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising;
- (c) it understands and agrees that there may be material tax consequences to the Subscriber of an acquisition, disposition or exercise of any of the Common Shares. The Corporation gives no opinion and makes no representation with respect to the tax consequences to the Subscriber under United States, state, local or foreign tax law of the undersigned's acquisition or disposition of such securities. In particular, no determination has been made whether the Corporation will be a "passive foreign investment company" (commonly known as a "PFIC") within the meaning of Section 1291 of the United States Internal Revenue Code;
- (d) it understands and agrees that the financial statements of the Corporation have been prepared in accordance with Canadian generally accepted accounting principles, which differ in some respects from United States generally accepted accounting principles, and thus may not be comparable to financial statements of United States companies;
- (e) it understands and acknowledges that upon the issuance thereof, and until such time as the same is no longer required under the applicable requirements of the 1933 Act or applicable state securities laws and regulations, the certificates representing the Common Shares will bear a legend in substantially the following form:

"The securities represented hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States. The holder hereof, by purchasing such securities, agrees for the benefit of the Corporation that such securities may be offered, sold, pledged or otherwise transferred only (a) to the Corporation, (b) outside the United States in accordance with Rule 904 of Regulation S

under the U.S. Securities Act if applicable, (c) pursuant to the exemption from the registration requirements under the U.S. Securities Act provided by Rule 144 thereunder, if available, and in accordance with applicable State securities laws, or (d) in a transaction that does not require registration under the U.S. Securities Act or any applicable State laws and regulations governing the offer and sale of securities, and the holder, prior to such sale pursuant to (c) or (d), has furnished to the Corporation an opinion of counsel of recognized standing or other evidence of exemption in form and substance reasonably satisfactory to the Corporation to such effect. Delivery of this certificate may not constitute “Good Delivery” in settlement of transactions on stock exchanges in Canada. Provided that if the Corporation is a “foreign issuer” as that term is defined by Regulation S of the U.S. Securities Act at the time of sale, and these securities are being sold in compliance with Rule 904 of Regulation S under the U.S. Securities Act, a new certificate bearing no restrictive legend, delivery of which will constitute “Good Delivery” may be obtained from the transfer agent, upon delivery of this certificate and a duly executed declaration, in form satisfactory to the Corporation and its transfer agent, to the effect that the sale of the securities represented hereby is being made in compliance with Rule 904 of Regulation S.”

In addition, any certificate representing any Common Shares issued in exchange therefor or in substitution thereof will bear the same legend, and the Subscriber understands and acknowledges that delivery of certificates bearing such legend may not constitute “good delivery” in settlement of transactions on Canadian stock exchanges or over-the-counter markets;

(f) if the Corporation is a “foreign issuer” as that term is defined by Regulation S under the U.S. Securities Act at the time of sale of any Common Shares, a new certificate bearing no legend may be obtained from the transfer agent upon delivery of the certificate evidencing such securities and a duly executed declaration, in the form provided as Schedule 1 to Appendix III hereto (or in such other form satisfactory to the Corporation and the transfer agent from time to time), to the effect that the sale of the securities is being made in compliance with Rule 904 of Regulation S under the 1933 Act, and if requested by the Corporation or the transfer agent, an opinion of counsel of recognized standing in form and substance satisfactory to the Corporation and the transfer agent to the effect that such sale is being made in compliance with Rule 904 of Regulation S;

(g) it consents to the Corporation making a notation on its records or giving instruction to the registrar and transfer agent of the Corporation in order to implement the restrictions on transfer set forth and described herein;

(h) if an individual, it is a resident of the state or other jurisdiction listed in its address on the signature page of the Agreement, or if the Subscriber is not an individual, the office of the Subscriber at which the Subscriber received and accepted the offer to purchase the Corporation’s Common Shares is the address listed on the signature page of the Subscription Agreement;

(i) it has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the Common Shares and it is able to bear the economic risk of loss of its entire investment;

(j) the Corporation has provided to it the opportunity to ask questions and receive answers concerning the terms and conditions of the Offering and it has had access to such information concerning the Corporation as it has considered necessary or appropriate in connection with its investment decision to acquire the Common Shares;

(k) it is acquiring the Common Shares for its own account, for investment purposes only and not with a view to any resale, distribution or other disposition of the Common Shares in violation of the United States securities laws;

(l) if it decides to offer, sell or otherwise transfer any of the Common Shares, it will not offer, sell or otherwise transfer any of such Common Shares directly or indirectly, unless

- (i) the sale is to the Corporation;
- (ii) the sale is made outside the United States in a transaction meeting the requirements of Rule 904 of Regulation S under the U.S. Securities Act and in compliance with applicable local laws and regulations;
- (iii) the sale is made pursuant to the exemption from the registration requirements under the U.S. Securities Act provided by Rule 144 thereunder, if available, and in accordance with any applicable state securities or “Blue Sky” laws; or
- (iv) the Common Shares are sold in a transaction that does not require registration under the U.S. Securities Act or any applicable state laws and regulations governing the offer and sale of securities;

and, in the case of clauses (iii) or (iv) above, it has prior to such sale furnished to the Corporation an opinion of counsel of recognized standing or other evidence of exemption in form and substance reasonably satisfactory to the Corporation;

(m) it understands the Corporation is under no obligation to remain a “foreign issuer” (as defined in Regulation S) and may not be a “foreign issuer” at a time when the Subscriber wishes to transfer the Common Shares;

(n) it understands that the Corporation is not obligated to file and has no present intention of filing with the U.S. Securities and Exchange Commission or with any state securities administrators any registration statement in respect of resales of the Common Shares in the United States;

(o) it represents that the funds representing the subscription price for the Common Shares which will be advanced by the Subscriber to the Corporation will not represent proceeds of crime for the purposes of the United States *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act* (the “**PATRIOT Act**”), and the Subscriber acknowledges that the Corporation may in the future be required by law to disclose the Subscriber’s name and other information relating to the Agreement and the Subscriber’s subscription hereunder, on a confidential basis, pursuant to the PATRIOT Act. No portion of the subscription price to be provided by the Subscriber (i) has been or will be derived from or related to any activity that is deemed criminal under the laws of the United States of America, or any other jurisdiction, or (ii) is being tendered on behalf of a person or entity who has not been identified to or by the Subscriber, and it shall promptly notify the Corporation if the Subscriber discovers that any of such representations ceases to be true and provide the Corporation with appropriate information in connection therewith; and

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(i) the Subscriber is a discretionary or similar account (other than an estate or trust) that is excluded from the definition of “U.S. Person” pursuant to Rule 902(k)(2)(i) of Regulation S under the U.S. Securities Act and is held on behalf of a person that is not a U.S. Person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States; **OR**

(ii) the Subscriber, and each beneficial purchaser, if any, on whose behalf the Subscriber is subscribing for Common Shares, is an “accredited investor” as defined in Regulation D by virtue of satisfying one or more of the categories indicated below (please place your initials for the undersigned Subscriber, and “**BP**” for each beneficial purchaser, if any, on each line that applies):

_____ Category 1. A bank, as defined in Section 3(a)(2) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or

- _____ Category 2. A savings and loan association or other institution as defined in Section 3(a)(5)(A) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or
- _____ Category 3. A broker or dealer registered pursuant to Section 15 of the *Securities Exchange Act of 1934*; or
- _____ Category 4. An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act; or
- _____ Category 5. An investment company registered under the *Investment Company Act of 1940*; or
- _____ Category 6. A business development company as defined in Section 2(a)(48) of the *Investment Company Act of 1940*; or
- _____ Category 7. A small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the *Small Business Investment Act of 1958*; or
- _____ Category 8. A plan established and maintained by a state, its political subdivision or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, with assets in excess of US\$5,000,000; or
- _____ Category 9. An employee benefit plan within the meaning of the *Employee Retirement Income Security Act of 1974* in which the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company or registered investment advisor, or an employee benefit plan with total assets in excess of US\$5,000,000 or, if a self-directed plan, the investment decisions are made solely by persons who are accredited investors; or
- _____ Category 10. A private business development company as defined in Section 202(a)(22) of the *Investment Advisors Act of 1940*; or
- _____ Category 11. An organization described in Section 501(c)(3) of the *Internal Revenue Code*, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the Common Shares, with total assets in excess of US\$5,000,000; or
- _____ Category 12. A director, executive officer or general partner of the Corporation; or
- _____ Category 13. A natural person whose individual net worth, or joint net worth with that person's spouse, but in either case excluding the value of that person's primary residence, at the time of this purchase exceeds US\$1,000,000; or
- _____ Category 14. A natural person who had an individual income in excess of US\$200,000 in each year of the two most recent years or joint income with that person's spouse in excess of US\$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or
- _____ Category 15. A trust, with total assets in excess of US\$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in SEC Rule 506(b)(2)(ii); or

_____ Category 16. An entity in which each of the equity owners meets the requirements of one of the above categories.

ONLY UNITED STATES SUBSCRIBERS NEED TO COMPLETE AND SIGN

Dated: _____.

Print name of Subscriber

By: _____
Signature

Print name of Signatory (if different from
Subscriber)

Title