

CONSENT TO ACT AS DIRECTOR
BING FEN WORLD CORPORATION
(THE "CORPORATION")

I acknowledge that I have been advised that, as a director of the Corporation, I will be held personally liable, jointly, and severally, with the other directors of the Corporation, if any, if I vote for or consent to any resolution authorizing any of the following actions by the Corporation:

1. The issuance of shares for consideration other than money when the consideration is worth less than what the Corporation would have received if the share was issued for money, the liability being for the difference.
2. The purchase, redemption or other acquisition of shares which results in the Corporation being insolvent or unable to meet its liabilities as they become due.
3. The payment of an unreasonable commission on a sale of shares.
4. The declaration or payment of a dividend which results in the Corporation being insolvent or unable to meet its liabilities as they become due.
5. The provision of financial assistance to specified persons, such as shareholders and directors of the Corporation or of an affiliated corporation, or their associates, in circumstances where the Corporation is insolvent or unable to meet its liabilities as they become due.
6. The payment of an indemnity to an officer or director of the Corporation in circumstances where such indemnification is not authorized by the *Business Corporations Act* (Alberta).
7. The payment to a dissenting shareholder in circumstances which would result in the Corporation being insolvent or unable to meet its liabilities as they become due.
8. The payment to a shareholder that is oppressive, unfairly prejudicial to, or that unfairly disregards the interests of any of the Corporation's security holders, creditors, directors or officers.

I understand that a director is taken to consent to a resolution unless he requests that his absence or dissent be recorded in the resolution or minutes of the meeting or otherwise proves he did not consent.

I understand that under certain circumstances specified by the *Business Corporations Act* (Alberta) directors are jointly and severally liable for up to six (6) months wages payable to employees of the Corporation.

In addition, where the Corporation has failed to deduct and remit, or withhold and remit, an amount as required by the *Income Tax Act* (Canada) for patronage refunds, employee wages and benefits, or non-resident withholding taxes, I understand that I may be personally liable to pay the amount required to be withheld or deducted plus interest and penalties.

I understand that where the Corporation fails to remit certain taxes as required by the *Excise Tax Act* (Canada) I will be liable to pay such amount and any interest thereon or penalties relating thereto.

I further acknowledge that the *Business Corporations Act* (Alberta) (the "Act") and other statutes impose quasi-criminal liability for certain breaches of mandatory statutory requirements. Under the Act, a general offence section states that every person who, without reasonable cause, contravenes a provision of the Act or the regulations for which no penalty is provided, is guilty of an offence. In addition, any director who:

1. Makes or assist in making a report, return, notice or other document required by the Act which contains an untrue statement of a material fact or omits to state a material fact; or
2. Knowingly fails to notify the auditor of errors or mis-statements in financial statements or fails to cause corrected statements to be prepared; or
3. Knowingly authorizes, permits or acquiesces in a failure to comply with proxy requirements;

is guilty of an offence and is subject to a fine or imprisonment or both as set forth under the Act.

In addition, I understand that under the *Employment Standards Code* penalties are imposed for falsification of records and breach of minimum wage laws and laws regarding holidays and holiday pay. Any director who directs, authorizes, assents to, permits, participates in or acquiesces in such offenses committed by the Corporation is also guilty of an offence.

I further understand that under the *Alberta Environmental Protection and Enhancement Act* that as an officer or director that I may be subject to both civil and criminal liability. Similarly, under the *Canadian Environmental Protection Act*, I may be liable for civil and criminal liability. Any director who directed, authorized, assented to, acquiesced in or participated in the commission of an offence by the corporation is also guilty of an offence and liable to punishment. I also understand that due diligence is not in all cases a defence.

Notwithstanding the foregoing, I consent to be appointed and to act as a director of the Corporation.

DATED effective as of the _____ day of _____ 20 .
