

**SCHEDULE "B"**

**TO THE TERMS AND CONDITIONS OF  
SALE OF ASSETS OF  
ARTEVO CORPORATION**

**FORM OF OFFER**

**IN THE MATTER OF THE SALE OF THE SPECIFIED ASSETS OF  
ARTEVO CORPORATION**

TO: Alger & Associates Inc.  
Court Appointed Receiver of Artevo Corporation  
400, 602 – 11<sup>th</sup> Avenue SW  
Calgary, AB T2R 1J8

Attention: Bruce Alger

1. 1194005 Alberta Ltd.  
Name of Offeror

2. Suite 215, 1300-8 St. S.W. Calgary, Alta  
Address of Offeror T2R 1B2

3. 403-229-3046 Telephone 403-245-8063 Fax

4. Ken Carter  
Name of Person to be contacted

5. I/We hereby submit an irrevocable offer for the asset(s) indicated below:

50% Class "A" common shares of SMIF Holdings Inc. \$ \_\_\_\_\_  
Account receivable due from SMIF Holdings Inc. \$ \_\_\_\_\_  
Total offer for asset(s) \$ 775,000

6. I/We agree that, if this offer is accepted, I/we will be bound by Terms and Conditions of Sale of Assets of Artevo Corporation dated April 6, 2010.

7. I/We represent and warrant that this offer constitutes a legal, valid and binding obligation.

8. My/our offer \_\_\_\_\_ (is/is not) conditional on purchasing all the assets I/We have placed offers on.

9. Enclosed is my/our certified cheque or bank draft payable to Alger & Associates Inc., In Trust, in the amount of \$ 77,500 in accordance with paragraph 7 of the Terms and Conditions.

DATED at Calgary, Alberta, this 10 day of May, 2010.

[Signature]  
\_\_\_\_\_  
Witness  
Doreen Lequerriev  
\_\_\_\_\_  
Print Name of Witness

)  
) 119 4005 Alberta Ltd.  
) Offeror  
)  
) Per: [Signature] c/s  
) \_\_\_\_\_  
) Print Name and Title of Signing Officer  
Ken Carter, Owner



**Royal Bank of Canada**  
**Banque Royale du Canada**

2215 - 4TH ST SW  
 CALGARY, AB

CANADIAN DOLLAR BANK DRAFT - TRAITE EN DOLLAR CANADIEN

95879647 6-416

DATE 20100510  
 Y/A M/D/J

PAY TO THE ORDER OF / PAYEZ À L'ORDRE DE ALGER AND ASSOCIATES INC.

\$77,500.00

EXACTLY CAD 77500.00

CANADIAN DOLLARS CANADIENS

RE/OBJET \_\_\_\_\_

PURCHASER NAME / NOM DE L'ACHETEUR \_\_\_\_\_

PURCHASER ADDRESS / ADRESSE DE L'ACHETEUR \_\_\_\_\_

*Margaret Mary Anderson*  
 AUTHORIZED SIGNATURE / SIGNATURE AUTORISEE  
 SIGNATURE STAMP / IMPRESSION DE SIGNATURE  
*S. Naresh*  
 COUNTERSIGNED / CONTRESIGNE

FORM 16416 (05-2007)

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