


5. We hereby submit an irrevocable offer for the Artevo interest in SMIF Holdings Inc. ("SMIF"), including all shares of SMIF owned by Artevo and all shareholder loans and other accounts receivable owed by SMIF to Artevo, for total consideration of ~~\$1,100,000~~ ^{\$1,100,000 CB}
6. We agree that, if this offer is accepted, we will be bound by the Terms and Conditions of Sale of Assets of Artevo Corporation dated April 6, 2010 (the "Terms and Conditions"), except as specifically amended herein.
7. We represent and warrant that this offer constitutes a legal, valid and binding obligation.
8. Our offer price of ^{CB} \$1,100,000 is to be paid by way of \$200,000 in cash and the reduction ^{CB} by \$900,000 in the principal amount of certain Trust Indentures wherein Olympia Trust is Trustee.
9. Our offer is conditional upon:
- (a) Acquiring all of the assets we have placed offers on;
 - (b) The Olympia Trust Indenture holders agreeing to the partial redemption of the principal amount of the Trust Indentures in the amount of \$800,000 and the assignment of the assets acquired thereby to 1518494 Alberta Ltd.;
 - (c) Agreement on the part of the Trust Indenture holders to support the application of the Receiver to the Court for approval of this offer on the basis that the principal amount of the Trust Indentures will be reduced, on an overall basis, by the principal amount of ^{CB} \$900,000; and
 - (d) the foregoing approvals being obtained the earlier of 30 days following acceptance of this Offer by the Receiver or obtaining of a Resolution signed by all Trust Indenture holders reflecting the required approvals

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

1518494 Alberta Ltd

Per:


Name: Charles Burgess
Title: Director

Bruce E. Alger

From: chipburgess@telus.net
Sent: Tuesday, May 11, 2010 2:24 PM
To: Bruce E. Alger
Cc: Christopher Talbot
Subject: Offer on Artevo Assets

As discussed, I hereby confirm that we waive conditions 9 (b), (c) and (d) in our offer dated may 10, 2010. I also confirm we will provide you with a deposit cheque in the amount of \$110,000 by the close of business today.

Yours truly

Charles Burgess

Charles D. Burgess
303, 6707 Elbow Dr. S.W.
Calgary, AB
T2V 0E5



400, 602 11 Avenue SW
Calgary, Alberta Canada T2R 1J8
T 403 298 5800
F 403 296 2988
www.alger.ca

VIA COURIER

May 17, 2010

Mr. Charles Burgess
1518494 Alberta Ltd.
303 – 6706 Elbow Drive SW
Calgary, AB T2V 0E5

Dear Mr. Burgess:

**RE: Artevo Corporation – Sale of Specified Assets
 “Investment in SMIF Holdings Inc.”**

As per our telephone conversation on May 14, 2010, Alger & Associates Inc. as Receiver of Artevo Corporation accepts your offer in the amount of \$1,100,000.

Yours very truly,
Alger & Associates Inc.

A handwritten signature in blue ink, appearing to read 'Bruce Alger', is written over the typed name.

Bruce Alger

T 403 296 2970
balger@alger.ca

Enclosures