

**FOR DISCUSSION
PURPOSE ONLY**

Letter of Credit Reference No. SBGV746579

Beneficiary:

Indian & Northern Affairs - Canada
PO Box 2200
Iqaluit, NU
X0A 0H0

Applicant:

Comaplex Minerals Corp.
Suite 901
1015 - 4th Street S.W.
Calgary, Alberta T2R 1J4

Amount: CAD 639,000.00
Six Hundred and Thirty Nine Thousand
Canadian Dollars

Date of Expiry: 01 May 2011

We, Canadian Imperial Bank of Commerce, Trade Finance Centre, 400 Burrard Street, 6th Floor, Vancouver, B.C. V6C 3A6 ("CIBC"), at the request of Comaplex Minerals Corp. ("Comaplex"), hereby issue in favour of Indian & Northern Affairs - Canada ("INAC") this irrevocable standby letter of credit for a sum not exceeding the aggregate amount of CAD639,000.00 (Six Hundred and Thirty Nine Thousand Canadian Dollars), effective immediately.

This standby letter of credit is available for payment against presentation to CIBC at its above noted address of the following documents:

1. The original standby letter of credit for CIBC's endorsement of any payment thereon and returned to INAC except after the final payment when it shall be retained by CIBC; and
2. INAC's Demand and Certificate substantially completed in the form of "Exhibit A" herein below and signed by an authorized representative of INAC.

CIBC shall then honour INAC's demand without inquiring whether INAC has the right as between INAC and Comaplex to make such demand and without acknowledging any claim of Comaplex.

This standby letter of credit will expire on the above-mentioned expiry date, subject to the following condition:

It is a condition of this standby letter of credit that it shall be deemed to be automatically extended without amendment for one year from the present or any future expiration date hereof, unless at least ninety (90) days prior to any such expiration date, CIBC notifies INAC in writing by registered mail or courier that CIBC elects not to consider this standby letter of credit renewed for such further period. Upon receipt of such notice and within five (5) business days prior to the expiry date of this standby letter of credit, INAC may draw upon this standby letter of credit by presentation to CIBC of a Demand And Certificate Due To Non-Renewal Of The Standby Letter Of Credit substantially completed in the form of "Exhibit B" below and signed by an authorized representative of INAC.

Notwithstanding the expiration date and the condition above, this standby letter of credit shall be cancelled effective the date of receipt by CIBC of the original standby letter of credit instrument and a dated letter addressed to CIBC, signed by INAC, referencing this standby letter of credit number and requesting the cancellation of same.

INAC may from time to time advise CIBC of INAC's address by letter to CIBC at CIBC's address stated above, dated and signed by INAC and quoting this standby letter of credit No. SBGV746579. Any notice by CIBC to INAC regarding this standby letter of credit shall be adequately given if sent by registered mail or courier to the last address so advised, or if no address has been so advised, then to the address of INAC stated above.

This Page forms an integral part of our Letter of Credit No. SBGV746579.

Partial drawings are permitted.

CIBC hereby engage with INAC that CIBC will honour all drawings under and in compliance with the terms and conditions of this standby letter of credit.

It is understood that the amount of this standby letter of credit shall be reduced automatically by the amount of each drawing endorsed hereon and/or by amendment, by the amount of reduction specified by INAC in the Reduction Certificate which is to be completed substantially in the form of Exhibit C below and given to CIBC.

The amount of this standby letter of credit may be increased with the consent of CIBC and upon receipt of CIBC's standard Application for Amendment for Standby Letter of Credit/Guarantee duly completed by Comaplex and given to CIBC.

QUOTE

"EXHIBIT A"

DEMAND AND CERTIFICATE

Canadian Imperial Bank of Commerce
Trade Finance Centre
400 Burrard Street, 6th Floor
Vancouver, B.C.
Canada V6C 3A6

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The undersigned hereby certifies to CIBC that: (a) I am an authorized representative of Indian & Northern Affairs - Canada ("INAC"); and (b) I am authorized to execute this Demand and Certificate on behalf of INAC.

With reference to irrevocable standby letter of credit number SBGV746579 dated May xx, 2010 issued by CIBC to INAC, the undersigned certifies that:

(a) payment of CAD.....(.....Canadian Dollars) is demanded hereunder and this amount is duly payable pursuant to Section 111 (A) and Part B (2) of the NWB Water License 2BB-MEL 0914 dated July 31, 2009 (the "License") between Nunavut Water Board (NWB) and Comaplex;

(b) INAC has complied with its notice requirements under Part B (5). of the Water License.

(c) (i) such amount is necessary to compensate INAC for loss or damage actually sustained by INAC arising out of or in connection with Comaplex's breach of a material term, covenant or condition of the License; or

(ii) such amount is necessary to compensate INAC for the reasonable costs of any remediation or reclamation work INAC has undertaken or has caused to be undertaken under the terms of the License.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Demand and Certificate as of the ____ day of ____, 20__.

This Page forms an integral part of our Letter of Credit No. SBGV746579.

Indian & Northern Affairs - Canada

By: _____

Typed Name of authorized representative _____

Typed Title of authorized representative: _____

UNQUOTE

QUOTE

"EXHIBIT B"

DRAFT
FOR DISCUSSION
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DEMAND AND CERTIFICATE DUE TO NON-RENEWAL OF STANDBY LETTER OF CREDIT

Canadian Imperial Bank of Commerce
Trade Finance Centre
400 Burrard Street, 6th Floor
Vancouver, B.C.
Canada V6C 3A6

The undersigned hereby certifies to CIBC that: (a) I am an authorized representative of the Indian & Northern Affairs - Canada ("INAC"); and (b) I am authorized to execute this Demand and Certificate Due To Non-Renewal Of Standby Letter Of Credit on behalf of INAC.

With reference to irrevocable standby letter of credit number SBGV746579 dated May xx, 2010 issued by CIBC to INAC, the undersigned certifies that:

(a) payment of CAD.....(.....Canadian Dollars) is demanded hereunder and this amount is duly payable pursuant to the NWB Water License dated July 31, 2009 (the "License") between INAC and "Comaplex";

(b) A notice of non-renewal of the said standby letter of credit has been received by INAC and an acceptable replacement standby letter of credit was not received by INAC at least five (5) business days prior to the expiry date of the said standby letter of credit.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Demand and Certificate Due To Non-Renewal Of Standby Letter Of Credit as of the ____ day of ____, 20__.

Indian & Northern Affairs - Canada

By: _____

Typed Name of authorized representative _____

Typed Title of authorized representative: _____

UNQUOTE

This Page forms an integral part of our Letter of Credit No. SBGV746579.

QUOTE

"EXHIBIT C"

REDUCTION CERTIFICATE

Canadian Imperial Bank of Commerce
Trade Finance Centre
400 Burrard Street, 6th Floor
Vancouver, B.C.
Canada V6C 3A6

DRAFT
FOR DISCUSSION
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Re: Irrevocable standby letter of credit no. SBGV746579

We refer to your Irrevocable standby letter of credit no. SBGV746579 dated May xx, 2010 issued by you to Indian & Northern Affairs - Canada. The undersigned, a duly authorized representative of India & Northern Affairs- Canada ("INAC"), hereby requests that the maximum amount of the standby letter of credit be reduced from CAD.....(.....Canadian Dollars) to CAD.....(.....Canadian Dollars) pursuant to the terms of Section 111 (A) and Part B (4 & 5) of the NWB Water License 2BB-MEL 0914 dated July 31, 2009. (the "License") between INAC and Comaplex.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Reduction Certificate as of the ____ day of ____, 20__.

Very truly yours,

Indian & Northern Affairs - Canada

By _____

Typed Name of authorized representative _____

Typed Title of authorized representative: _____

UNQUOTE

This standby letter of credit is subject to the 'Uniform Customs and Practice for Documentary Credits (1993 Revision) International Chamber of Commerce, Publication No. 600' and engages CIBC in accordance with the terms thereof.

For Canadian Imperial Bank of Commerce

Counter Signature

Authorized Signature