

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN NATIONAL STOCK EXCHANGE (“CNSX”)

Valterra Resource Corporation (the “Issuer”) hereby certifies to CNSX
[Name of CNSX Issuer]

that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).

Date: September 3, 2010

Signed: “Arie Page”
(Signature)

Arie Page
(Print Name)

Corporate Secretary
(Print Office)