**SELLER’S REPRESENTATION LETTER**

**Insert either the name and address of your broker if using a broker or the address below**:

Computershare

100 University Avenue

Toronto, ON M5J 2Y1

Dear Sirs:

Re: Removal of Transfer Restriction Legends

The undersigned [insert name] is the beneficial holder of [insert number of shares] common shares (the “Lexaria Shares”) in the authorized share capital of Lexaria Bioscience Corp. (“Lexaria”) and is proposing to sell Lexaria Shares in accordance with the requirements of Rule 144 of the *Securities Act* of 1933 (the “Rule”).

The Lexaria Shares represent restricted securities as that term is defined in the Rule and the undersigned is submitting this letter to request that the restrictive legends be removed from the Lexaria Shares allowing for the resale of the Lexaria Shares. The removal of the legends from the Lexaria Shares is allowed pursuant to US and Canadian securities laws because such removal of the legends will be in compliance with the Rule and the undersigned makes the following representations:

1. The undersigned is not at present nor has it been during the preceding three months, an officer, director or 10% shareholder of Lexaria or in any other way an affiliate of Lexaria within the meaning of Rule 144(a)(1) and neither is my spouse, nor any relative who resides with me;
2. I am not an underwriter with respect to the Lexaria Shares, nor will the proposed transaction be a part of a distribution of securities of Lexaria, as those terms are used in Section 2(11) of the Act;
3. I am the beneficial owner of the Lexaria Shares and I fully paid all consideration for and bore the full risk of ownership on the Lexaria Shares since the date that the Lexaria Shares were acquired on [insert issue date] via a [insert type of transaction such as private placement or warrant exercise], being a date that is at least six months prior to the date of this legend removal request;
4. Based on my review of information furnished by Lexaria, I believe that there is adequate information available with respect to Lexaria as required to fulfill the current public information requirements of Rule 144(c) and that Lexaria has not been a “shell” company as described in Rule 144(i)(1), or has met the conditions of Rule 144(i)(2);
5. I understand that if I have held the Lexaria Shares for more than six months but less than one year, the restrictive legends may only be removed if I complete a sale of the Lexaria Shares within 90 days of removal of the restrictive legends, failing which I shall be required to return the Lexaria Shares to the transfer agent of Lexaria for the replacement of the restrictive legends;
6. I am not aware of any material change or material fact or any other significant development concerning Lexaria or its business or products which has not been made public;
7. The undersigned consents to the Broker and/or the Transfer Agent relying on the representations contained herein regarding the sale of the Lexaria Shares and further consents to the Broker and/or Transfer Agent communicating with Lexaria in connection with the sale; and
8. Other than as noted below, I have not sold any Lexaria Shares in the past three months:

|  |  |  |
| --- | --- | --- |
| Date of Sale | Number of Lexaria Shares Sold | Proceeds Received |
|  |  |  |

The undersigned represents that the information furnished above is correct and complete to the best of his/her/its knowledge, information and belief. The undersigned acknowledges that the recipient of this representation letter will be relying on the statements made herein and accordingly shall advise the recipient of any changes to the information which would render the information to no longer be accurate or complete.

Dated this day of , 20 in the City of in the Province/State of .

Signature of Shareholder

Print Name of Shareholder

Share Certificate Number

Number of Shares