BETWEEN:

**xxx**

**xxx**

**xxx**

("xxx")

AND:

**xxx**

**xxx**

**xxx**

("xxx")

(the "Parties")

**WHEREAS:**

1. DO NOT REMOVE
2. xxx
   1. xxx
      1. xxx

The parties agree as follows:

1. DO NOT REMOVE
   1. xxx
      1. xxx
         1. xxx

|  |
| --- |
|  |

* 1. While negotiating this Agreement, a variety of ideas and tentative arrangements were explored, but all of these are replaced by this Agreement, which is the entire agreement between the parties.

IN WITNESS WHEREOF the parties have hereunto set their hands as of the dates inscribed at a place within British Columbia:

(INSERT SIGNATURE BLOCK)

**CERTIFICATE OF INDEPENDENT LEGAL ADVICE**

**xxx**

**CERTIFICATE OF INDEPENDENT LEGAL ADVICE**

**xxx**