

LETTER OF CONFIRMATION BY THE VENDOR'S LEGAL COUNSEL

..... (City), on 20...

(Corporate Name)
attn : (Recipient)
(Corporate Address)
(Office or Suite)
(City), (Province)
(Postal Code)

Our Ref.:
Your Ref.:

RE: «..... » (Corporate name)
Confirmations Required for the Sale of the Business
From:
Dated:

.....,

We have been mandated by our client,, to issue the following legal opinion regarding the sale of its business. Specifically, we were mandated to issue an opinion on the legal status of the vendor and on its authority to sell the business to you.

First, we hereby state that we are competent to practice as (lawyer or notary) only in the province of Quebec and, consequently, we are not issuing an opinion regarding laws other than those of the province of Quebec and of Canada which may apply to such transaction. Without limiting the generality of the preceding, the following is not a legal opinion regarding (describe exclusion, if applicable).

For the sole purpose of issuing this opinion, we have analyzed the following documents:

- (a) The articles of (.....), [hereinafter referred to as the "Business];
 - (b) The general by-laws of the Business;
 - (c) The books and registers of the Business;
 - (d) The CIDREQ register of the Registraire des entreprises du Québec (hereinafter referred to as the «Registraire») and Industry Canada's Strategis database, as they pertain to the Business;
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- (e) A certificate of compliance dated, (date) issued by the Registraire;
- (f) The confirmation of titles and signatures of the Business;
- (g) The originals of the written resolutions of the directors and shareholders of the Business approving the sale of the Business;
- (h) The original of the business sale agreement signed by the Vendor and the Purchaser on (date);

For the purpose of analyzing the afore-mentioned documents, we have assumed that all signatures and all documents submitted to us as originals are authentic, and that all documents submitted to us as true copies or facsimile are identical to the original documents.

Based on the preceding and subject to the reservation stated hereinabove, it is our legal opinion that:

- (i) The Business is a duly incorporated and operating corporation, it has the authority to operate in the province of Quebec and it has the corporate authority to hold property of the goods it owns and to pursue its business as desired by the Business;
- (ii) The Business is duly registered and is not in default of filing an annual declaration pursuant to the requirements of *An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons* (Quebec);
- (iii) The Business is not in default of filing an annual report pursuant to the requirements of the *Canada Business Corporations Act* (Canada);
- (iv) The Business has the power and authority to execute the sale agreement and perform the obligations pursuant thereto;