

SUBSCRIPTION FORM AND POWER OF ATTORNEY

TO: [Name of General Partner]
[Address of General Partner]

Attention: _____ *[insert name of person responsible for issuing units]*

The undersigned subscribes for Units in the _____ Limited Partnership (the "Partnership") for CAN\$_____ which sum I have already forwarded to the Partnership on the partnership agreement being concluded. The undersigned acknowledges that participation in the Partnership is subject to the acceptance of this subscription by [GENERAL PARTNER] the general partner of the Partnership (the "General Partner"), and to certain other conditions set forth in the _____ Limited Partnership Agreement dated _____, (the "Partnership Agreement"), a copy of which the undersigned acknowledges having received, read and agreed to. The undersigned agrees that this subscription is given for valuable consideration and shall not be withdrawn or revoked by the undersigned. The acceptance of this subscription shall be effective on the deposit of a written confirmation in the mail, addressed to the undersigned at the address indicated below.

The undersigned represents that:

- (a) if an individual, the undersigned has attained the age of majority and has the legal capacity and competency to execute this Subscription Form and Power of Attorney and to take all actions required pursuant to this agreement;
- (b) if a corporation or body corporate, the undersigned has the legal capacity and competency to execute this Subscription Form and Power of Attorney and to take all actions required pursuant to it and all necessary approvals by directors, shareholders and members of the undersigned, or otherwise, have been given to authorize it to execute this Subscription Form and Power of Attorney and to take all actions required pursuant to this agreement.

In consideration of the General Partner accepting this agreement and the conditions on it, the undersigned hereby:

- (a) agrees to be bound, as a party to the Partnership Agreement and as a Limited Partner in the Partnership, by the terms of the Partnership Agreement, as from time to time amended and in effect, and expressly ratifies and confirms the Power of Attorney given to the General Partner therein; and
- (b) irrevocably nominates, constitutes and appoints the General Partner with full power of substitution, as his agent and true and lawful attorney to act on behalf of the undersigned with full power and authority in his name, place and stead to execute and record or file as and where required

THIS IS A 2-PAGE FORM.