

## GENERAL CLAUSES

### Amendments

This Agreement may not be modified or amended except with the written consent of the parties.

### Articles Severable

If any Article, Section, paragraph or provision of this Agreement is determined to be void or unenforceable in whole or in part, it shall not affect or impair the validity or enforcement of any other provision of this Agreement.

### Contra Proferentum

This Agreement is to be deemed to have been prepared jointly by the parties hereto and any uncertainty or ambiguity existing herein, if any, shall not be interpreted against any party, but shall be interpreted according to the application of the rules of interpretation for arm's length agreements.

### Counterpart

This Agreement may be executed in counterparts each of which is deemed to be an original but all of which taken together shall constitute one Agreement, binding on the parties, notwithstanding that all parties are not signatory to the same counterpart.

### Custom or Usage Excluded

This Agreement shall be interpreted according to the ordinary and usual meaning of the words used herein notwithstanding any usage or custom to the contrary.

### English Language

It is the express wish of the parties that this Agreement and all related documents be drawn up in English. Les parties conviennent que la présente convention et tous les documents y rattachés soient rédigés et signés en anglais.

### Entire Agreement

This Agreement and the schedules hereto constitute the entire agreement between the parties to this Agreement pertaining to the subject matter hereof and supersede all prior and contemporaneous agreements, understandings, negotiations, discussions, whether oral or written, of the parties and their duly authorized representatives or other agreements between the parties in connection with the subject matter of this Agreement except as specifically set forth herein.

### Entire Agreement

This Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective heirs, administrators, executors, successors and assigns.

### Extended Meanings

Words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.

### Force Majeure

In the event that any party shall be delayed or hindered or prevented from performing any of its obligations hereunder by reason of any strike, lock-out, labour trouble, shortage of materials or failure of power beyond that party's control, restrictive governmental laws or regulations, riots, insurrection, war, act of God or for any other reason beyond the reasonable control of the party (other than lack of funds) delayed in performing its obligations hereunder, then performance of such obligations shall be excused for the period of all such delays and the period for the performance of any such obligation shall be extended for a period equivalent to the period of all such delays.

**THIS IS A 3-PAGE FORM.**