

AGENCY AGREEMENT

THIS AGREEMENT made effective the ___ day of _____, _____.

between:

CORPORATION, a corporation incorporated under the laws of the Province of [insert name of province] and having an office at [city, province] (the "Corporation")

OF THE FIRST PART

- and -

AGENT, a corporation incorporated under the laws of the Province of [insert name of province] and having an office at [city, province] (the "Agent")

OF THE SECOND PART

WHEREAS:

- A. The Corporation is based in [city, province] and desires to secure the Services of the Agent to identify and secure potential clients and projects for and on behalf of the Corporation in _____.
- B. The Agent wishes to secure the exclusive right to identify and secure potential clients and projects for and on behalf of the Corporation in _____.

NOW THEREFORE IN CONSIDERATION of the mutual covenants and agreements contained herein, the parties agree as follows:

1. Subject Matter

1.01 The Corporation appoints the Agent as its sole and exclusive representative to identify and secure potential clients and projects (the "Services") for and on behalf of the Corporation.

1.02 The parties understand and agree that the Agent is not considered an employee of the Corporation and neither party shall in any event be held liable or accountable for any obligation incurred by the other party other than as specified in this Agreement.

2. Corporation's Covenants

2.01 The Corporation agrees as follows:

- (a) The Agent will be the sole Agent of the Corporation for the Services in _____.
- (b) The Corporation agrees to pay the Agent a fee (the "Finder Fee") for the Services as provided for in this Agreement;

3. Finder Fee

3.01 The Parties agree that the Corporation shall pay the Agent Finder Fee as follows:

Project size (excluding disbursements, travel subsistence)	Finder Fee %	Maximum Finder Fee (US Funds)
On first \$ _____	___%	\$ _____
From \$ _____ to \$ _____	___%	\$ _____
Greater than \$ _____ (incremental)	___%	\$ _____

3.02 The Corporation shall pay the Finder Fee to the Agent only upon the Corporation receiving payment from the client, its agent or financial institution. The Finder Fee shall be paid to the Agent within ____ days of receipt of such payment.

3.03 All monies to be paid hereunder shall be paid in Canadian currency unless the parties hereto agree otherwise at the beginning of each project.

THIS IS A 4-PAGE FORM.