

OFFER TO SELL LETTER AGREEMENT
*** indicates Optional Clause**

Date

Addressees

Re: Offer to Sell
_____ **Area, Alberta**
... file: _____

... (the "Vendor") hereby offers to sell to _____ (the "Purchaser"), subject to and in accordance with the terms and conditions herein contained, all of the Vendor's right, title, estate and interest in and to the lands described on Schedule "A" attached hereto, including the leases, leased substances and wells, all equipment related thereto and the contracts and permits pertaining thereto (the "Assets").

1. **PURCHASE PRICE**

The purchase price shall be _____ (\$ _____), Canadian funds.

2. **ALLOCATION OF PURCHASE PRICE**

The purchase price for the Assets shall be allocated as follows:

Petroleum and Natural Gas Rights	\$
Tangibles	\$
Miscellaneous Interests	\$

3. **INTEREST ON PURCHASE PRICE**

There shall be no interest payable on the purchase price between the Effective Date and the Closing Date.

OR

- * **Interest shall be payable on the purchase price from the Effective Date to and including the day prior to the Closing Date, calculated daily and not compounded at the rate of two (2%) percent per annum above the rate designated as the prime rate for Canadian dollar commercial loans by the main branch in Calgary of the Vendor's primary banking institution.**