

## CERTIFICATE OF INDEPENDENT LEGAL ADVICE

TO: TSLEIL-WAUTUTH NATION (the "TWN")

AND TO: the SUBLESSOR

### I HEREBY CONFIRM THAT:

1. I was consulted by \_\_\_ Client \_\_\_ of \_\_\_ city, province \_\_\_, (the "Client") as to the legal effect of executing and delivering to the Sublessor an Assignment of Sublease, a true copy of which is attached to his Certificate (the "Instrument").
2. The Client advised me she/he was under no compulsion, threat or undue influence from or by the TWN or the Sublessor or any officers, employees or agents of the TWN or the Sublessor any other person that would cause or induce her/him to execute the Instrument.
3. I fully advised the Client as to the effect of executing or delivering the Instrument, the obligations and liabilities that would be incurred, the manner in which the obligations and liabilities could be enforced in the event of the failure to perform and observe the same, and the relationship between the Sublease and the Headlease and the rights of TWN in the event of a failure of the Sublessor to observe and perform its obligations and liabilities under the Headlease.
4. The Client understood the effect of executing and delivering the Instrument, the obligations and liabilities that would be incurred, the manner in which the obligations and liabilities could be enforced in the event of the failure of the Sublessor to observe and perform its obligations and liabilities under the Headlease.
5. The Client consulted me and I gave advice and outlined above to her/him before the Client executed the Instrument.
6. I gave the advice outlined above as solicitor for the Client without regard to or consideration for the interests of TWN or the Sublessor and I acted only for the Client in this matter.

DATED at \_\_\_ city \_\_\_, in the Province of \_\_\_ province \_\_\_, this \_\_\_ day of \_\_\_ month \_\_\_, \_\_\_ year \_\_\_.

\_\_\_\_\_  
Solicitor signature

\_\_\_\_\_  
Solicitor's name

\_\_\_\_\_  
Solicitor's address

\_\_\_\_\_  
Solicitor's phone #

**I ACKNOWLEDGE AND CONFIRM** that all the statements made in the certificate are true and correct and that I executed the Instrument described in the certificate freely and voluntarily as my own act without any fear, influence or compulsion on the part of TWN or the Sublessor, any of their officers, employees or agents, that the writer of the above certificate has advised me as set out in this certificate, and was consulted by me as my personal solicitor and in my interests only, and that I received this advice before executing the Instrument described in the certificate.

DATED at \_\_\_ city \_\_\_, in the Province of \_\_\_ province \_\_\_, this \_\_\_ day of \_\_\_ month \_\_\_, \_\_\_ year \_\_\_.

\_\_\_\_\_  
Client signature

\_\_\_\_\_  
Client's full name