

**CERTIFICATE OF INDEPENDENT LEGAL ADVICE
(Corporate)**

DATE: _____

TO: _____ (FINDER)

FROM: _____ of _____
(Officer) (Corporate Investor)

I have been consulted by Officer as to the rights and obligations which Officer, Corporate Investor and Shareholders of Corporate Investor would enjoy and undertake by executing and delivering to FINDER

The _____ Joint Venture Agreement (JVA)

for investment purposes. When the Officer attended at my office, I advised him as to the effect of executing and delivering the JVA on behalf of Corporate Investor, including all such obligations and liabilities which the Officer and Corporate Investor would incur thereby and the manner in which such obligations and liability could be enforced.

I was satisfied that Officer appreciated the liability and obligations incurred by him, Corporate Investor and Shareholders of Corporate Investor and the remedies of enforcement available to FINDER and any other party to the JVA (Other Party), and he executed the JVA in my office on behalf of Corporate Investor separate and apart from any Other Party.

I have advised the Officer, as solicitor for him and Corporate Investor and in their interests only, and without regard to, or consideration for, the interests of any Other Party.

Dated this _____ day of _____, 20____.

[signature of solicitor]

[name of solicitor]

I hereby acknowledge and declare that all the statements made in the foregoing Certificate are true and correct, that no Other Party nor any other person has used any compulsion or made any threat or exercised any undue influence or coercion to induce me to execute and deliver the JVA on behalf of Corporate Investor. I have examined the JVA and understand its terms, and the solicitor giving the foregoing Certificate, in advising me as stated herein, was consulted by me as solicitor for Corporate Investor and in its own interest only.

Dated this _____ day of _____, 20____.

By: _____
Title