**SCHEDULE A - 2**

### CERTIFICATE OF INDEPENDENT LEGAL ADVICE

I, {{ shareholder[1].lawyer }}, hereby certify that as legal counsel for **{{ shareholder[1].business\_name }}**, I have reviewed with my client the Unanimous Shareholders Agreement between the Shareholders of **{{ name\_of\_corporation.upper() }}** and any related documents (the “**Agreements**”), and have to the best of my ability advised my client of the present and future legal effect of his entering into the Agreements and of the terms of the Agreements. My client did not appear to sign the Agreements as a result of any undue stress, fear, duress, improper understanding, undue influence, or false inducement and, in fact, did so with an apparent willingness and understanding that evidenced to me that my client signed the Agreements because my client felt it was fair and in my client’s best interests to do so.

Dated at Ottawa, effective this {{ ordinal(effective\_date.format('d'), use\_word=False) }} day of {{ effective\_date.format('MMMM') }} {{ effective\_date.format('yyyy') }}.

|  |  |  |
| --- | --- | --- |
|  |  | |
|  | Name: | {{ shareholder[1].lawyer }} |
|  | Firm: | {{ shareholder[1].law\_firm }} |

I, **{{ shareholder[1].director }}**, a director of **{{ shareholder[1].business\_name }}** (the “Corporation”), have reviewed the Certificate of Independent Legal Advice signed by legal counsel for the Corporation effective {{ ordinal(effective\_date.format('d'), use\_word=False) }} day of {{ effective\_date.format('MMMM') }} {{ effective\_date.format('yyyy') }}, and confirm that he/she gave the Corporation the legal advice as stated therein and reviewed the agreements thoroughly with me independent of the other parties to the agreement. I further confirm that his/her observations of me were correct.

Dated at Ottawa, effective this {{ ordinal(effective\_date.format('d'), use\_word=False) }} day of {{ effective\_date.format('MMMM') }} {{ effective\_date.format('yyyy') }}

|  |  |  |
| --- | --- | --- |
|  |  | {{ shareholder[1].business\_name.upper() }} |
|  |  |  |
|  | Per: |  |
|  |  | {{ shareholder[1].director }} |
|  |  | |
|  | *I have authority to bind the corporation* | |

**ALTERNATIVE STATEMENT**

I, **{{ shareholder[1].director }}**, a director of **{{ shareholder[1].business\_name }}** (the “Corporation”) acknowledge and confirm that I was advised to obtain independent legal advice on behalf of the Corporation with respect to the Unanimous Shareholders Agreement between the Corporation and the other shareholders of **{{ name\_of\_corporation.upper() }}** and with respect to the transaction contemplated in said Agreement, however, notwithstanding that advice I have chosen not to obtain independent legal advice on behalf of the Corporation.

Dated at Ottawa, effective this {{ ordinal(effective\_date.format('d'), use\_word=False) }} day of {{ effective\_date.format('MMMM') }} {{ effective\_date.format('yyyy') }}.

|  |  |  |
| --- | --- | --- |
|  |  | {{ shareholder[1].business\_name.upper() }} |
|  |  |  |
|  | Per: |  |
|  |  | {{ shareholder[1].director }} |
|  |  | |
|  | *I have authority to bind the corporation* | |