

PROVISIONS APPLICABLE TO A UNITED STATES PURCHASER

CERTIFICATION OF U.S. PURCHASER

NOTE: the provisions on this page are applicable ONLY if the Subscriber is in the United States or is a "U.S. person" as defined in Regulation S under the United States Securities Act of 1933, as amended.

TO: _____ (the "Issuer").

(Capitalized terms not specifically defined in this Certification have the meaning ascribed to them in the Subscription Agreement to which this Schedule is attached.)

In addition to the representations and warranties set forth in the subscription for _____ (the "**Securities**") to which this is attached (the "**Subscription Agreement**"), the Subscriber represents, warrants and covenants to the Issuer that:

1. it understands and acknowledges that the Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or any applicable state securities laws, and that the sale contemplated hereby is being made in reliance on a private placement exemption (i) to "accredited investors" within the meaning of Rule 501(a) of Regulation D under the 1933 Act ("Accredited Investors"), or (ii) pursuant to Rule 144A under the 1933 Act ("Rule 144A") to "Qualified Institutional Buyers" (as defined in Rule 144A), and similar exemptions under state law;
2. it has received, for its information only, a copy of the Subscription Agreement and this agreement relating to the offering in the United States of the Securities and has had access to such additional information, if any, concerning the Issuer and the Securities as it has considered necessary in connection with its investment decision to invest in the Securities;
3. it has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of its investment in the Securities and is able to bear the economic risks of such investment;

[complete either item 4 (if an Accredited Investor other than a Qualified Institutional Buyer acquiring Securities pursuant to Rule 144A) or item 5 (if a Qualified Institutional Buyer acquiring Securities pursuant to Rule 144A)]

4. it is an **Accredited Investor** by virtue of being (check one):

- ☐ (a) a bank, as defined in Section 3(a)(2) of the 1933 Act, whether acting in its individual or fiduciary capacity; or
- ☐ (b) a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the 1933 Act, whether acting in its individual or fiduciary capacity; or
- ☐ (c) a broker or dealer registered pursuant to Section 15 of the United States Securities Exchange Act of 1934; or
- ☐ (d) an insurance company as defined in Section 2(13) of the 1933 Act; or
- ☐ (e) an investment company registered under the United States Investment Company Act of 1940; or
- ☐ (f) a business development company as defined in Section 2(a)(48) of the United States Investment Company Act of 1940; or
- ☐ (g) a small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the United States Small Business Investment Act of 1958; or
- ☐ (h) a plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, with total assets in excess of US\$5,000,000; or

- ☐ (i) an employee benefit plan within the meaning of the United States Employee Retirement Income Security Act of 1974 in which the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company or registered investment adviser, or an employee benefit plan with total assets in excess of US\$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are accredited investors; or
- ☐ (j) a private business development company as defined in Section 202(a)(22) of the United States Investment Advisers Act of 1940; or
- ☐ (k) an organization described in Section 501(c)(3) of the United States Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the Securities, with total assets in excess of US\$5,000,000; or
- ☐ (l) a director or executive officer of the Issuer; or
- ☐ (m) a natural person whose individual net worth, or joint net worth with that person's spouse, exceeds US\$1,000,000; or
- ☐ (n) a natural person who had an individual income in excess of US\$200,000 in each of the two most recent years or joint income with that person's spouse in excess of US\$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or
- ☐ (o) a trust, with total assets in excess of US\$5,000,000, not formed for the specific purpose of acquiring the Securities, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the 1933 Act; or
- ☐ (p) an entity in which all of the equity owners meet the requirements of at least one of the above categories;

5. (i) it is a **Qualified Institutional Buyer** by virtue of being (check one):

- ☐ (a) a dealer registered under Section 15 of the United States Securities Exchange Act of 1934 and, as of the end of the Subscriber's most recent fiscal year, owned and invested on a discretionary basis an aggregate of not less than US\$100,000,000 in securities of issuers not affiliated with it, which securities do not include any unsold allotment to or subscription by the Subscriber as a participant in a public offering; or
- ☐ (q) an investment company registered under the United States Investment Company Act of 1940 and, as of the end of the Subscriber's most recent fiscal year, it alone or in the aggregate with other investment companies having the same investment adviser, owned and invested on a discretionary basis an aggregate of not less than US\$100,000,000 in securities of issuers not affiliated with it; or
- ☐ (r) a _____
[specify nature of entity, such as insurance company, employee benefit plan, collective or master bank trust fund, etc.]
and qualified institutional buyer other than a dealer or an investment company and, as of the end of the Subscriber's most recent fiscal year, owned and invested on a discretionary basis an aggregate of not less than US\$100,000,000 in securities of issuers not affiliated with it. In addition, if a bank or savings and loan association, it has an audited net worth of at least US\$25,000,000;

-and-

- (ii) the dollar amounts referred to in item 5(i) have been calculated in accordance with Rule 144A, and the Subscription Agreement and this Exhibit "2" thereto have been executed by a person permitted by Rule 144A;

6. it is acquiring the Securities for its own account for investment purposes and not with a view to any resale, distribution or other disposition of the Securities, in violation of United States federal or state securities laws;
7. it acknowledges that it has not purchased the Securities as a result of any general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, television or the internet, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising;
8. it agrees that if it decides to offer, sell or otherwise transfer any of the Securities, it will not offer, sell or otherwise transfer any of such Securities, directly or indirectly, unless:
 - (a) the sale is to the Issuer; or
 - (b) the sale is made outside the United States in a transaction meeting the requirements of Rule 904 of Regulation S under the 1933 Act; or
 - (c) the sale is made inside the United States pursuant to the exemption from the registration requirements of the 1933 Act provided by Rule 144A thereunder to a person the seller reasonably believes is a Qualified Institutional Buyer that is purchasing for its own account or for the account of a Qualified Institutional Buyer to whom notice is given that the offer, sale or transfer is being made in reliance on Rule 144A and in accordance with any applicable U.S. state laws and regulations governing the offer and sale of securities; or
 - (d) the sale is made inside the United States pursuant to the exemption from the registration requirements of the 1933 Act provided by Rule 144 thereunder, if available, and in accordance with any applicable U.S. state laws and regulations governing the offer and sale of securities; or
 - (e) the sale is made in a transaction that otherwise does not require registration under the 1933 Act or any applicable U.S. state laws and regulations governing the offer and sale of securities;

and, in the case of any sale pursuant to clauses (c), (d) or (e) (or, if required by the LP's transfer agent, clause (b)), it has prior to such sale furnished to the Issuer an opinion of counsel or other evidence reasonably satisfactory to the Issuer to the effect that such sale does not require registration under the 1933 Act or applicable state securities laws;

9. it understands and acknowledges that upon the original issuance thereof and until such time as is no longer required under applicable requirements of the 1933 Act or applicable U.S. state securities laws, all certificates representing the Securities (and all certificates issued in exchange therefor or in substitution thereof), shall bear, in addition to any legend(s) required by Canadian securities laws and policies, the following legend:

“THE UNITS REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE United States SECURITIES ACT OF 1933, AS AMENDED (THE “1933 ACT”). THE HOLDER HEREOF, BY PURCHASING SUCH UNITS, AGREES FOR THE BENEFIT OF THE LIMITED PARTNERSHIP THAT SUCH UNITS MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE LIMITED PARTNERSHIP, (B) OUTSIDE THE UNITED STATES IN ACCORDANCE WITH RULE 904 OF REGULATION S UNDER THE 1933 ACT, IF APPLICABLE (OR SUCH SUCCESSOR RULE OR REGULATION AS THEN IN EFFECT), (C) INSIDE THE United States (1) PURSUANT TO THE EXEMPTION FROM THE REGISTRATION REQUIREMENT UNDER THE 1933 ACT PROVIDED BY RULE 144A THEREUNDER TO A PERSON THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER THAT IS PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER TO WHOM NOTICE IS GIVEN THAT THE OFFER, SALE OR TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A AND IN ACCORDANCE WITH ANY APPLICABLE U.S. STATE SECURITIES LAWS, (2) PURSUANT TO THE EXEMPTION FROM REGISTRATION UNDER THE 1933 ACT PROVIDED BY RULE 144 THEREUNDER, IF AVAILABLE, AND IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS, OR (3) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE 1933 ACT OR ANY APPLICABLE STATE SECURITIES LAWS, AND IN THE CASE OF AN OFFER, SALE, PLEDGE OR OTHER TRANSFER UNDER (B) OR (C)(1), (2) OR (3), THE HOLDER HAS PRIOR TO

SUCH OFFER, SALE, PLEDGE OR OTHER TRANSFER FURNISHED TO THE LIMITED PARTNERSHIP AN OPINION OF COUNSEL OF RECOGNIZED STANDING, OR OTHER EVIDENCE REASONABLY SATISFACTORY TO THE LIMITED PARTNERSHIP. DELIVERY OF THIS CERTIFICATE MAY NOT CONSTITUTE "GOOD DELIVERY" IN SETTLEMENT OF TRANSACTIONS ON STOCK EXCHANGES IN CANADA."

provided that if Securities are being sold pursuant to Rule 904 of Regulation S under the 1933 Act and if the Issuer is a "foreign issuer" within the meaning of Regulation S at the time of sale, such legend may be removed by delivering to the Issuer a declaration in the form prescribed by the Issuer from time to time (and, if required by the transfer agent for the Securities, an opinion of counsel, in form and substance satisfactory to the Issuer, to the effect that such legend is no longer required under applicable requirements of the 1933 Act);

provided further, that if Securities are being sold pursuant to Rule 144 under the 1933 Act, such legend may be removed by delivering to the Issuer an opinion of counsel, in form and substance satisfactory to the Issuer, to the effect that such legend is no longer required under applicable requirements of the 1933 Act or state securities laws.

10. it consents to the Issuer making a notation on its records or giving instructions to any transfer agent of the Securities in order to implement the restrictions on transfer set forth and described herein;
11. it will not sell all or any of the Securities except in compliance with the securities laws of any applicable Canadian province or territory; and
12. terms not defined herein have the meanings ascribed to them in the Subscription Agreement.

Dated: _____

Name of Subscriber - Please Print (if Subscriber is a corporation, trust or partnership, please use the name of the corporation, trust or partnership)

Signature of Authorized Signatory

Name and Title of Authorized Signatory if different from that of Subscriber - Please Print