

Note – This form of opinion letter should only be used in transactions where the documents are standard form documents governed by British Columbia law

Solicitors using this opinion should refer to the comments under “Notes Re: Sample Opinions for guidance on the use of this opinion and summary explanations of some of the terms used

Sample Opinion

Standard Form Documents To be given by Counsel to the Corporation

[DATE]

[ADDRESSEE]

Dear Sirs and Mesdames

Re: ● (the “**Corporation**”)

We have acted as counsel to the Corporation in connection with a ● agreement (the “**Agreement**”) dated ● between the Corporation and ● (the “**Other Party**”).

Capitalized terms used but not expressly defined in this opinion letter have the meanings provided for in the Agreement.

1. DOCUMENTS, SCOPE OF REVIEW AND RELIANCES

For the purpose of providing the opinions set out below, we have reviewed the Agreement and following documents, each dated the date hereof unless otherwise indicated:

- 1.1 ●;
- 1.2 ●; and
- 1.3 ●

(collectively with the Agreement, the “**Documents**” and any one, a “**Document**”, **each of which is governed by the laws of British Columbia and the laws of Canada applicable therein (collectively, “Applicable Law”)**).

We have also made such investigations and searches, examined such other documents and certificates of public officials and considered such questions of law as we have considered necessary to provide the opinions set out below. In particular, we have, without independent investigation or verification, reviewed and relied upon the following, copies of which are enclosed or have been previously provided to you:

- 1.4 as to certain matters of fact set out therein, a certificate of ●, as ● of the Corporation, dated as of the date of this opinion letter (the “**Certificate of Officer**”), to which are attached, among other things:
 - 1.4.1 copies of the [BCBCA notice of articles and articles/CBCA articles and by-laws] of the Corporation (the “**Constituting Documents**”);¹
 - 1.4.2 [if applicable, a copy of the shareholders’ agreement made among the Corporation and its shareholders, ●, ● and ● dated as of ●;]
 - 1.4.3 a copy of a resolution of the directors of the Corporation with respect to, among other things, the execution, delivery and performance by the Corporation of its obligations under the Documents to which it is a party; and
 - 1.4.4 an incumbency schedule identifying and providing specimen signatures for certain of the directors and officers of the Corporation; and
- 1.5 For a British Columbia company
 - 1.5.1 a certificate of good standing issued by the Office of the Registrar of Companies for British Columbia (the “**Companies Office**”) in respect of the Corporation dated ● (together with the Certificate of Officer, the “**Certificates**” and either one, a “**Certificate**”).
- 1.6 For a CBCA Corporation
 - 1.6.1 a certificate of compliance issued by the director under the *Canada Business Corporations Act* (the “**CBCA**”) in respect of the Corporation dated ● (the “**Certificate of Compliance**”) and a certificate of good standing issued by the Office of the Registrar of Companies for British Columbia (the “**Companies Office**”) in respect of the Corporation dated ● (together with the Certificate of Compliance and the Certificate of Officer, the “**Certificates**” and any one, a “**Certificate**”).
- 1.7 We have not reviewed the minute books or any of the other corporate records of the Corporation, except for the extracts therefrom attached to the Certificate of Officer.

2. APPLICABLE LAW

Our opinions given below are limited to ~~---~~Applicable Law and we express no opinion herein as to the laws of any other jurisdiction.

¹ Use equivalent terms from the CBCA where Debtor is a federal corporation.

3. ASSUMPTIONS

For the purposes of the opinions expressed below, we have, without independent investigation or verification assumed:

- 3.1 the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed, photostatic, facsimile, scanned or other copies;
- 3.2 the identity and capacity of all individuals acting or purporting to act as public officials and of all individuals executing any Document or any Certificate, whether in his or her individual capacity or on behalf of any party thereto;
- 1.1 all facts set forth in the official public records, indices, filing and registration systems and all certificates, documents and printed results supplied or otherwise conveyed to us by public officials on which we have relied for the purposes of this opinion are complete, true, accurate and current at the time this opinion is delivered;
- 3.3 the accuracy and completeness of all statements of fact made in the Certificates and that all such statements remain accurate and complete at the time this opinion is delivered; and
- 3.4 to the extent such matters are governed by laws other than Applicable Law, each Document has been duly executed and delivered by the Corporation under and in accordance with such laws.

4. OPINIONS

Based and relying upon the foregoing assumptions we are of the opinion that:

- 4.1 For a British Columbia company
 - 4.1.1 The Corporation was incorporated as a company under the laws of the Province of British Columbia, is a valid and existing company and is, with respect to the filing of annual reports with the Companies Office, in good standing.
- 4.2 For a CBCA corporation
 - 4.2.1 The Corporation exists under the CBCA, has filed the required annual returns and has paid all prescribed fees required under the CBCA and is registered as an extra provincial company under the laws of the Province of British Columbia and is, with respect to the filing of annual reports with the Companies Office, in good standing.
- 4.3 The Corporation has the corporate power and capacity to enter into and perform its obligations under each Document to which it is a party.
- 4.4 The Corporation has taken all necessary corporate action to authorize the execution, delivery and performance by it of each Document to which it is a party.

- 4.5 The Corporation has duly executed and delivered each Document to which it is a party.
- 4.6 The execution and delivery by the Corporation of the Documents to which it is a party and the performance by the Corporation of its obligations thereunder, do not:
 - 4.6.1 conflict with or result in a breach of any of the provisions of the Constituting Documents of the Corporation *[or the [unanimous] shareholders' agreement in respect of the Corporation]*; or
 - 4.6.2 violate, conflict with, or result in a breach of Applicable Law.
- 4.7 No consent, approval, authorization, exemption, filing, order or qualification of or with any governmental authority is required under Applicable Law for the execution and delivery by the Corporation of any Document to which it is a party or the performance by the Corporation of its obligations thereunder.

5. RELIANCE

The opinions expressed herein are provided solely for the benefit of the addressees in connection with the transactions contemplated by the Documents and may not be used nor relied upon by the addressees for any other purpose or by any other person for any purpose whatsoever, in each case without our prior written consent, except that copies of this opinion letter may be delivered to, and the opinions expressed herein, as of the date hereof, may be relied upon by any permitted assignee of or successor to the rights and interests of the Other Party under the Documents.

Yours truly,