

**TO: EQUITABLE BANK** (the "Bank")

I have been consulted by \_\_\_\_\_ (the "Client") as to the legal effect of \_\_\_\_\_ (the "Borrower") granting to the Bank the following security and related documents (collectively, the "Security") for the purpose of securing the liabilities of the Borrower to the Bank:

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I am not acting in any way on behalf of the Borrower or the Bank in connection with this matter. I have been consulted by the Client and have advised the Client independently of the Borrower or the Bank. I have explained the Client's position and the consequences of the Security fully and plainly before the Client and without regard to or consideration for, the interests of the Borrower or the Bank. The Client declared that the Client fully understood the nature and effect of the Security. I confirm that: (i) the person whose signature is witnessed below and to whom I provided independent legal advice is the same person referred to in this Certificate as having received advice; and (ii) I gave the foregoing advice to the Client prior to the delivery of the Security to the Bank.

DATED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.  
(location) (month) (year)

\_\_\_\_\_  
Signature of Solicitor (or Notary in Quebec)

\_\_\_\_\_  
(print name and address)

Client's Confirmation

I hereby acknowledge that all of the statements in the above Certificate are true and correct. Neither the Borrower, nor the Bank, nor any business associates of either of them, nor any other person has used any compulsion or made any threat or exercised any undue influence to induce me to take the action mentioned in the above Certificate. The above solicitor/notary, in advising me as stated in the above Certificate, was consulted by me as my personal solicitor/notary and in my interest only. I confirm that I received the above-noted advice prior to the delivery of the Security to the Bank.

\_\_\_\_\_  
Signature of Solicitor/Notary as Witness

\_\_\_\_\_  
Signature of Client