

Schedule B

Country Schedule – Canada

1. **About this Country Schedule**

This Country Schedule is applicable where the Agreement is entered into in the country or territory set forth above. Capitalized terms used in this Country Schedule but not defined have the meanings given in the Agreement.

2. **Governing Law and Dispute Resolution.** The Agreement and any dispute arising in connection with it, whether contractual or non-contractual, will be governed by the laws of the province of Quebec and the federal laws of Canada. All disputes arising out of or in connection with the Agreement, will be administered by International Centre for Dispute Resolution (“ICDR”) Canada pursuant to the general Canadian Arbitration Association Rules for Arbitration. The number of arbitrators shall be three (3). Any Party may serve notice of its desire to refer a dispute to arbitration. The arbitration shall be held in Montreal. The arbitration shall proceed in accordance with the provisions of the Arbitration Act (Quebec). The decision arrived at by the arbitrator(s) shall be final and binding and no appeal shall lie therefrom. Judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction. The costs of the arbitrator shall be divided equally between the parties. The language of the arbitration will be English. The parties agree that all arbitral proceedings will be kept strictly confidential and all information disclosed in the course of such arbitral proceeding will be used solely for the purpose of those proceedings..

3. **Liability.** Any of our personnel who are members of the Ordre des comptables professionnels agréés du Québec and perform services in Quebec assume full liability arising from the practice of their profession. The limitations of liability in this agreement shall not apply to limit the liability of such individuals, and such limitations shall be deemed to not be included in this agreement.

4. **LLP Status.** Vialto CPA LLP is a registered Limited Liability Partnership established under the law of the Province of Quebec.

5. **Language.** The parties have agreed that the Agreement is to be in the English language. Les parties déclarent qu'elles ont exigé et par les présentes confirment leur demande que la présente convention ainsi que les documents connexes soient rédigés en anglais.