

AMENDING AGREEMENT

Between:

The Nature Conservancy of Canada
a corporation incorporated under the laws of Canada
having its registered office in Suite 400 -110 Eglinton Avenue West,
Toronto, Ontario M4R 1A3
as represented by
the Regional Vice-President
Manitoba Region

"NCC"

and

Her Majesty the Queen in Right
of the Province of Manitoba
as represented by the Minister of Conservation
c/o Sustainable Resource and Policy Management
Box 38, 200 Saulteaux Crescent, Winnipeg, Manitoba R3J 3W3

"Manitoba"

February 3, 2009

THIS AGREEMENT made as of the 3rd day of Feb 2009.

Whereas NCC and Manitoba entered in to an Agreement, dated June 11, 2004, regarding the joint cooperation and participation in promoting the conservation of land in Manitoba, in a way that conserves and maintains its ecological integrity, provides benefits to all Manitobans (the “Agreement”); and

Whereas NCC and Manitoba wish to amend Schedule “A” to the Agreement to provide more land owned by NCC under the umbrella of the Agreement;

Now therefore, the parties hereto agree with each other as follows:

SECTION 1 – AMENDMENTS

- 1.1 Schedule “A” to the Agreement is replaced with the Schedule “A” attached to this Agreement.
- 1.2 Section 3.1 of the Agreement is deleted a replaced with the following:
 - 3.1 NCC will provide to Manitoba the legal descriptions of each parcel of land to be included under the provisions of this Agreement in the form of a Status of Title from the appropriate Land Titles Office, and a digital copy of the shapefile and/or an orthographic image with mapped boundaries. Manitoba will evaluate these lands and conduct a review process, including the withdrawal of Crown mineral rights, where appropriate, to ensure the lands meet the activity restrictions as outlined in Section 4 of this Agreement. All lands meeting the activity restrictions will be identified in Schedule “A” (the “Lands”).

SECTION 2 – GENERAL PROVISIONS


- 2.1 All other provisions, terms, covenants and conditions of the Agreement shall remain in full force and effect and unamended.
- 2.2 This Agreement takes effect on the signing of this Agreement by both parties.

2.3 This Agreement shall be interpreted, performed and enforced in accordance with the laws of Manitoba and of Canada as applicable therein.


IN WITNESS WHEREOF this Agreement has been signed and delivered under seal by the Minister of Conservation, or his duly authorized representative, on behalf of Manitoba, and by the Regional Vice-President, Manitoba Region, on behalf of the Nature Conservancy of Canada, as of the date first written above.



**HER MAJESTY THE QUEEN
IN RIGHT OF MANITOBA
As Represented by the Minister
of Conservation**




Witness




Name: Stan Struthers
Date: *March 3, 2009*



**THE NATURE CONSERVANCY OF
CANADA**



Witness



Name: Ursula Goeres
Title: Regional Vice-President
Date: *Feb. 3, 2009*