

AMENDING AGREEMENT to COMPANY AGREEMENT

Original dated <Date> and amendment dated <Date>

BETWEEN:

THE MANITOBA GOVERNMENT,
represented by
the Minister of Education and Training
("Manitoba"),

- and -

COMPANY,
("Company"),

BACKGROUND:

- A. Manitoba and the Company entered into an Agreement dated <Date> ("Company Agreement") whereby in consideration for payment of a financial contribution by Manitoba, the Company agreed to deliver the Project under the Manitoba Program in accordance with the terms and conditions of the Company Agreement;
- B. Manitoba and the Company wish to amend the Company Agreement as set out in this Amending Agreement.

NOW THEREFORE in consideration of the mutual covenants contained in this Amending Agreement, Manitoba and the Company agree as follows:

- 1. The preamble is incorporated into and forms an integral part of this Amending Agreement.
- 2. The definitions, terms and conditions set forth in the Company Agreement are incorporated into and form an integral part of this Amending Agreement, except to the extent that they are modified by this Amending Agreement.
- 3. Schedule(s) <Insert A and/or B> of the Company Agreement are fully replaced by the attached Amended Schedule(s) <Insert A and/or B>.
- 4. Clauses 5.2, 5.3, 5.4 and 5.5 of the Service Agreement are fully replaced by the following new Clauses 5.2, 5.3, 5.4 and 5.5.

5.2 The Maximum Contribution Amount under this Agreement is <insert amount in words><insert amount in numbers (\$000,000.00)>.

5.3 Subject to the terms and conditions of the Agreement the Maximum Contribution Amount set out in section 5.2 shall be allocated during the Term of this Agreement as set out in the following chart:

Fiscal Year 1 – 2016/17	Fiscal Year 2 – 2017/18	Fiscal Year 3 – 2018/19

5.4 Notwithstanding sections 5.1, 5.2 and 5.3, Manitoba may, in its absolute discretion, reduce the Maximum Contribution Amount:

- (a) where the Legislature of the Province of Manitoba does not duly appropriate the funds payable by Manitoba under this Agreement in the Fiscal Year in which they are required; and
- (b) where the Government of Canada funding levels for the Manitoba Program are reduced.

5.5 Subject to the terms and conditions of this Agreement, Manitoba shall pay the financial contribution towards the Project to the Company in the following manner:

	Payment Type	Amount	Payment Date
(a)	Advance	\$	
(b)	Interim 1	\$	
(c)	Final	\$	

5. In all other respects, the terms and conditions of the Company Agreement are confirmed and remain in



full force and effect.

SIGNED IN THE PRESENCE OF:
FOR THE MANITOBA GOVERNMENT

FOR THE APPLICANT

MINISTER OF Education and Training
or designate

NAME: _____

NAME: _____

DATE: _____

DATE: _____

AMENDED SCHEDULE "A"
<Insert Company/Company Name>

This is Schedule "A" to the Amending Agreement between The Manitoba government and <insert Company Name>, original dated <Date> and amendment dated <Date>.

Insert Amended Schedule A

AMENDED SCHEDULE "B"
<Insert Company/Company Name>

This is Schedule "B" to the Amending Agreement between The Manitoba government and <insert Company Name>, original dated <Date> and amendment dated <Date>.

1.0 Eligible Costs

To qualify as an Eligible Cost, a cost must fit within the description of Eligible Costs set out below, must be incurred by the Company during the Term of this Agreement for the purpose of delivery of the Project under this Agreement and must be set out in the Budget portion of the Proposal for the Project provided by the Company to Manitoba as approved by Manitoba.

Insert New Schedule B

Payment #	Payment Type	Amount	Payment Disbursement Month & Year	Reports Required Prior to Disbursement
1	Advance	\$		N/A (Proposal on file)
2	Interim	\$		Financial & Progress Report
5	Holdback	\$		Financial & Final Report
	TOTAL	\$		

* The total Manitoba contribution will be expended over <Insert #> fiscal years (Insert Years) through the <Insert name of fund>. Industry Partnerships will advance \$XXX,XXX upon project approval, with one interim payment of \$XXX,XXX and a holdback of \$XXX,XXX to be released upon successful review of financial statements, project reports and deliverables.

SIGNED IN THE PRESENCE OF:
FOR THE MANITOBA GOVERNMENT

FOR THE APPLICANT

MINISTER OF Education and Training
or designate

NAME: _____

NAME: _____

DATE: _____

DATE: _____