



CODE OF ETHICS

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MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

Dear colleagues and partners,

The way in which we all conduct ourselves as we carry out our daily activities at work, and even outside work, has a major impact on Fibrek's image for our families, the community, the various levels of government, our customers, the financial markets and our shareholders. Furthermore, given that our organization is publicly traded, we are required to comply with a significant number of laws and regulations.

The Board of Directors of Fibrek therefore decided it was important to create a framework or guide to enable every member of our organization and any supplier doing business with us, regardless of the type of work performed, to behave in a responsible manner at all times.

The implementation of the Fibrek Code of Ethics is in fact an important step and one that supports the basic values we adopted when we created Fibrek, namely Integrity and Respect.

(signed) Pierre Gabriel Côté
President and Chief Executive Officer

PURPOSE AND APPLICATION

This Code outlines the rules of ethics, integrity and respect that are part of Fibrek's fundamental values¹. The Code is also designed to provide you with a framework for dealing with various issues, some of which are complex and delicate.

Although no code can anticipate all possible situations, this Code outlines certain key responsibilities that will enable you to behave responsibly and ethically at all times. Professional conduct at Fibrek goes beyond the strict adherence to the Code; everyone must also consider the possible consequences of their actions on colleagues, business partners (i.e. customers, suppliers and any other entity or person doing business with Fibrek), investors, the community and the business itself. They must ask the right questions and, when necessary, ask for assistance in order to adopt the best course of action.

This Code applies to all Fibrek employees, senior executives and directors (hereinafter collectively referred to as "employees"). Fibrek's suppliers and service providers ("suppliers") must also comply with the provisions of this Code, to the extent that the provisions apply to them, when dealing with Fibrek directly or on its behalf.

GENERAL PRINCIPLES

Commitments

Employees and suppliers commit, in particular, to the following:

- Complying with the Code
- Following the law
- Adhering to Fibrek's internal policies
- Avoiding conflicts of interest
- Respecting confidentiality
- Protecting Fibrek's assets
- Reporting any breach of the Code

¹ In this Code, any reference to Fibrek designates Fibrek Inc. and, based on the context, one or several subsidiaries and affiliated entities.

Decision-making criteria

Before deciding to take a particular action, regardless of what it may be, ask yourself the following questions:

- Is my action in line with Fibrek values?
- Am I following the Code?
- Is this legal?
- Am I complying with Fibrek's internal policies and procedures?
- Am I acting in a fair and honest manner?
- Would I be able to justify my decision to the public?
- Could my decision have negative consequences for Fibrek or its business partners, my colleagues or the members of my family?
- Could my decision affect the trust that the organization, my colleagues, my superiors, the Board of Directors, investors, business partners, the community or my family have placed in Fibrek or in me?

Fibrek is aware that you may be faced with some difficult ethical situations. We therefore encourage you to consult one of the resource people listed in the "Questions" section of this Code (p. 14) before carrying out an action that could result in an ethical problem.

COMPLIANCE WITH LAWS AND INTERNAL POLICIES

Compliance with laws and regulations

As part of its business activities, Fibrek is subject to various laws and regulations. You must therefore maintain reasonable knowledge of the laws and regulations to which Fibrek is subject and that apply to your position, and you must respect the spirit and the letter of those laws and regulations. Given that the laws and regulations can at times be complex and subject to amendments, you must, when in doubt, request information regarding their application from one of the resource people listed in the "Questions" section of this Code (p. 14). The laws and regulations to which Fibrek is subject can relate in particular to the following issues:

- Work and occupational health and safety
- The environment
- Competition

- Securities
- Intellectual property
- Human rights
- Penal and criminal issues

Compliance with internal policies

Fibrex has also adopted various policies, regulations, guidelines and internal procedures, including this Code (hereinafter referred to as “internal policies”). You are responsible for knowing and observing the internal policies that apply to your duties. If necessary, you must request information regarding the application of the policies from one of the resource people listed in the “Questions” section of this Code (p. 14). A few examples of the internal policies adopted by Fibrex are as follows:

- Mill Regulations
- Occupational Health and Safety Regulations
- ISO 9001 Quality Program
- ISO 14001 Environmental Management Standard
- Procedures related to the Purchase and Disposal of Property
- Accounting and Internal Audit Procedures
- Disclosure and Insider Trading Policy
- Travel and Expense Policy
- Delegation of Authority Policy
- Donation Policy
- Cash Flow Management Policy
- Harassment Policy

Human rights and the workplace

Everyone is responsible for maintaining a rewarding and safe work environment. In this respect, Fibrex:

- Will not tolerate discrimination or harassment based on race, gender, religious beliefs, sexual orientation or any other personal characteristic subject to legal protection;

- Will not tolerate any behaviour, remark, action or undesirable contact (verbal, physical or written) of a sexual or other nature that offends or humiliates an employee, potential employee, customer or any other person;
- Will not tolerate coercion, violence, intimidation, threats or verbal abuse in the workplace;
- Will not tolerate the possession, use or sale of alcohol, drugs or other illicit substances in the workplace;
- Will not tolerate the possession or use of firearms, knives or other weapons in the workplace.

Any reference made to the workplace also includes sites other than the workplace where you may be when you are working.

CONFLICTS OF INTEREST

A conflict of interest occurs when your personal interests (or those of a member of your family) are in conflict with Fibrek's interests. A conflict also exists when an obligation or situation resulting from your personal activities or financial affairs is likely to affect your judgement in carrying out your duties.

Your decisions and actions must be carried out in the best interest of Fibrek and cannot be influenced by personal considerations or relationships. You therefore cannot put yourself in a conflict of interest situation with Fibrek, even if your intentions are honest. If you believe you are in a conflict of interest situation, you must immediately notify one of the resource people listed in the "Questions" section of this Code (p. 14).

It is impossible to describe every situation that could lead to a conflict of interest. Nevertheless, the following cases constitute clear examples of situations that could generate such conflicts.

Gifts and favours

An employee cannot solicit or accept gifts, entertainment, services, personal discounts or other favours (hereinafter referred to as "gifts") from Fibrek's business partners or related to the employee's duties at Fibrek. Similarly, an employee cannot offer gifts to Fibrek's business partners.

A supplier cannot offer gifts to Fibrek or its employees.

The prohibition regarding accepting or offering gifts does not apply in the following cases:

- If the gift has a nominal value of less than \$250 (US or CDN) or if the gift is a symbolic promotional item; and

- If it is a rare occasion (non-recurring); and
- If the gift is part of the usual course of business, is not offered on an exclusive basis and is in line with business, social or local customs.

Any exceptions to the above rule must be previously approved by the Mill Manager in the case of mill employees and suppliers, by the Vice-President Change Management and Supply Chain in the case of administrative services employees, or by the Chairman of the Human Resources and Corporate Governance Committee (or by the Chairman of the Board if the former is absent) in the case of senior executives and directors. All exceptions to the above rule must be disclosed by the Vice-President Change Management and Supply Chain to the Human Resources and Corporate Governance Committee on a quarterly basis.

External work and other activities

You are free to spend your time outside of working hours as you wish. However, you must ensure that any job or activity (political, community-based, volunteer, etc.) that you carry out does not represent a conflict with your duties at Fibrek. The following situations can represent a conflict of interest:

- Holding a position, as a director, employee or consultant, for a competitor, customer or supplier of Fibrek.
- Holding a substantial financial interest with a competitor, customer or supplier of Fibrek other than an interest in a mutual fund or an investment in the shares of a publicly traded company that does not represent more than 1% of the specified share category.
- Accepting any other job or carrying out any activity (political, community-based, volunteer, etc.) that prevents you from fully and adequately performing your duties at Fibrek.
- Making political contributions on behalf of Fibrek or using Fibrek funds or taking political positions on behalf of Fibrek.

Unless expressly approved by senior management, any job or activity that you carry out in addition to your job at Fibrek must be done so in your name and on your personal time. The said job or activity in no way implies any commitment on the part of Fibrek.

Business opportunities

Fibrek provides you with the resources, equipment and information you need to carry out your duties. Fibrek expects the resources, equipment and information to be used in the best interest of the organization and as part of working toward its commercial and other objectives. Therefore, you cannot benefit financially or otherwise, whether directly or indirectly, from the use of said resources, equipment and information.

Family and personal relationships

Under certain circumstances, your personal relationships with a relative, spouse or friend could lead to situations involving a conflict of interest. You must therefore disclose in writing to your supervisor any relationships with a relative, spouse or personal friend that interfere with, or could interfere with, your ability to act in the best interest of Fibrek. The following examples represent situations that, based on the circumstances, could lead to a conflict of interest:

- A relative, spouse or personal friend holds a decision-making or important position with a customer, supplier or competitor.
- A relative, spouse or personal friend has access to a competitor's confidential information.
- Decisions regarding the hiring, compensation or job evaluation of a relative, spouse or personal friend can be influenced by you.

CONFIDENTIALITY

Confidential information

In carrying out your duties, you are likely to have access to confidential information regarding Fibrek or third parties, including Fibrek's business partners. Confidential information is generally defined as any information that has not been disclosed to the public. It includes customer or supplier lists, pricing information, undisclosed financial information, strategic objectives, studies concerning Fibrek, employee information (e.g. addresses, phone numbers, ages, compensation amounts, benefits or medical files), computer data and software and business opportunities.

In order to maintain its competitive position, reputation and business relations, as well as the trust of its employees, investors and business partners, Fibrek must protect all confidential information concerning the business itself and third parties.

As a result, you are not entitled to disclose or make use of any confidential information regarding Fibrek or third parties for your own purposes unless you have been expressly authorized to do so by the President and Chief Executive Officer or the Vice-President and Chief Financial Officer. You must also deal with the confidential information regarding Fibrek or third parties with care and use discretion when choosing a location in which to discuss matters affecting Fibrek and involving confidential information.

Disclosure and Insider Trading Policy

Certain pieces of confidential information or certain facts or events concerning Fibrek are likely to have an effect on Fibrek's share value on the Toronto Stock Exchange. This type of information is referred to as privileged information.

If you have privileged information regarding Fibrek or Fibrek's shares, you cannot buy or sell Fibrek's shares until the information has been disclosed to the public. In addition, if you have privileged information, you cannot disclose that information to anyone (including friends, spouse or family members) unless it must be disclosed to another employee or business partner of Fibrek within the necessary course of your duties at Fibrek.

A few examples of privileged information have been provided below:

- Financial information regarding a quarter for which the results have not yet been disclosed to the public.
- A major equipment breakdown or operational problem that could seriously affect the mill's production capacity and that has not yet been disclosed to the public.
- The loss of a contract with a major Fibrek customer or supplier that has not yet been disclosed to the public.
- A potential lawsuit involving Fibrek that could seriously affect the organization and that has not yet been disclosed to the public.

Fibrek has adopted a Disclosure and Insider Trading Policy. Please refer to the policy for further details regarding issues related to the disclosure of material information and insider trading. The policy is available online on www.sedar.com and it can also be requested by writing to the Corporate Secretary of Fibrek at 625 René-Lévesque Blvd. West, Suite 700, Montréal, Québec H3B 1R2.

RELATIONSHIPS WITH BUSINESS PARTNERS, COMPETITION, INVESTORS, THE MEDIA AND THE COMMUNITY

Relationships with business partners

Fibrek's success depends largely on its relationships with its business partners. Over the years, Fibrek and its employees have developed strong bonds with their business partners based on trust. In order to maintain those bonds, Fibrek and its employees must always behave in a responsible, honest and respectful manner in all of their business relationships.

Respecting competition

Fibrek believes in fair, honest and intense competition and is in compliance with all antitrust and competition laws and regulations. The organization relies on the quality of its products and services to compete on the markets where it conducts its business. Fibrek also expects you to respect this spirit of healthy competition. In particular, this means the following:

- You may not make agreements (verbal or written) on behalf of Fibrek or otherwise that are designed to limit competition (e.g. by setting prices, setting sales conditions, sharing the market or dividing up customers).
- You may not depict a Fibrek competitor in an inaccurate, misleading, offensive or unfair manner before the public or a business partner.
- You may not use information obtained regarding a business partner who is also a competitor of Fibrek in order to gain an unacceptable competitive advantage for Fibrek.
- You may not use unfair, illegal or unethical techniques to try and obtain competitive or confidential information regarding a competitor of Fibrek.

Relationships with investors, the financial community and the media

In order to ensure that the information disclosed to investors, the financial community (including analysts) and the media is identical, complete and accurate at all times, it is important that all requests for information or questions regarding Fibrek or its activities be forwarded to the organization's designated spokesperson, i.e. the President and Chief Executive Officer, the Vice-President and Chief Financial Officer and the Vice-President Change Management and Supply Chain. Only Fibrek's designated spokesperson or any person they subsequently designate can discuss the business internal affairs with investors, the financial community and the media.

Please refer to the Disclosure and Insider Trading Policy for additional information. The policy is available online on www.sedar.com and it can also be requested by writing to the Corporate Secretary of Fibrek at 625 René-Lévesque Blvd. West, Suite 700, Montréal, Québec H3B 1R2.

Relationships with the community

As a responsible corporate citizen, Fibrek recognizes that it must be involved in the community. In order to make the most significant contributions in the regions where the company operates, Fibrek has chosen to focus on education, health and sustainable development. All donation requests must be evaluated by the committee set up under and in accordance with Fibrek's Donation Policy. Please refer to the policy for additional information.

PROTECTION OF ASSETS

Everyone is required to protect Fibrek's assets, in particular against loss, theft, fraud, misuse, unauthorized access, unauthorized assignment, destruction or vandalism. The term "asset" refers to any physical asset (e.g. material, equipment, buildings, facilities, products, inventory, vehicles or computers) or intangible assets (e.g. software, communication networks, information systems, computer data and files or intellectual property).

The use of Fibrek's assets

Fibrek's assets must at no time be used for your own personal use or benefit without the express approval of the Vice-President and Chief Financial Officer or the General Manager of the mill. You must ensure that the Fibrek assets entrusted to you remain in good condition.

Accounting records

Given that they contain important data regarding all of the business activities, Fibrek's accounting records are crucial to its operations. Everyone is therefore responsible for ensuring that all the data entered into Fibrek's books, records and accounts, as well as all the documents and reports created in the course of Fibrek activities, are precise, complete, accurate and recorded in a timely fashion. No information may be omitted, modified or hidden. All financial transactions must be recorded in accordance with generally accepted accounting principles. Fibrek and its designated employees are also responsible for ensuring that its bookkeeping and recordkeeping obligations have been observed through its internal control procedures.

The use of computer systems and the Internet

You are provided with access to computer systems, the Internet and e-mail for professional purposes. In order to preserve the integrity of its computer systems and to guard against breakdowns, viruses, misuse, data theft, the disclosure of confidential data or the accidental or deliberate destruction of data, Fibrek asks that you adhere to the following rules:

- Access to computer systems must be limited to authorized users.
- Access codes and passwords must remain confidential.
- The use of computer systems, the Internet and e-mail for personal purposes is prohibited.
- Only software licensed by Fibrek may be used.
- No software may be downloaded from the Internet.
- Software licensed by Fibrek may not be copied.
- Participating in chat and discussion groups is prohibited.
- The same precautions as those used regarding written business communication must be taken when sending e-mail messages.

Workplace safety

Subject to the provisions of the law, Fibrek and its representatives are authorized to search people, vehicles or property found on Fibrek sites. Employees or any other people must co-operate and allow any search of their person or their property on Fibrek sites.

COMPLIANCE AND REPORTING VIOLATIONS

Compliance

Fibrek attributes considerable importance to compliance with the standards outlined in this Code and in the related internal policies. The trust of its employees, business partners, investors and the public in general, in addition its reputation and integrity, depends on said compliance.

You must respect the standards outlined in this Code. Fibrek will take every reasonable measure to ensure that the Code is observed and to carry out adequate and immediate action in the event of a breach of the Code.

Any employee who does not follow the Code or who withholds information during an inquiry regarding a possible breach of the Code may be subject to disciplinary measures that could result in dismissal without notice or compensation in lieu of notice, or that could even result in legal action, including a remedy in damages. The disciplinary measures will take into account the nature of the breach, its severity and the related circumstances.

A supplier or one of its employees that violates one of the provisions in the Code could be denied the right to continue working for Fibrek and could also be denied access to the mill site. The breach could also lead to the end of the business relationship between the supplier and Fibrek and could even, in some cases, result in court action against the supplier and/or its employee.

Reporting violations (unrelated to accounting matters)

You must report in good faith any breach or potential breach of the Code or any activity that seems to go against the Code. Not reporting a breach constitutes a breach of the Code in and of itself. A breach must be reported immediately by mail, by telephone, by e-mail or in person to one of the following people:

- Your immediate supervisor (employees)
- The Purchasing person responsible (suppliers)
- The Vice-President Change Management and Supply Chain
- The President and Chief Executive Officer

Any reporting of a breach of the Code will be dealt with quickly and in a confidential manner. Any reporting that is not made directly to the Vice-President Change Management and Supply Chain or the President and Chief Executive Officer must be diligently communicated to them by the person who received the complaint. The Vice-President Change Management and Supply Chain or the President and Chief Executive Officer must diligently communicate any reporting regarding a breach (may it be material or non material) committed by a member of the executive team of Fibrek or one of its directors and any reporting regarding a material breach committed by any other person subject to this Code.

No retaliatory measures will be taken against the person who reported a breach in good faith. However, any person who participated in an activity that is prohibited under the Code is liable to face disciplinary measures, even if said person reports the breach. Nevertheless, the reporting of the breach will be taken into consideration if disciplinary measures are subsequently taken against the person. Fibrek will not tolerate any harassment or intimidation toward a person who reports a breach of the Code or an example of inappropriate behaviour.

Reporting accounting and auditing issues

Fibrek's Audit Committee is responsible for establishing procedures for the confidential and anonymous submission of complaints regarding accounting, internal control and auditing matters at Fibrek and to receive and deal with any such complaints. The objective of this section is therefore to establish such procedures.

As a result, if you believe that:

- The accounting procedures and policies put in place by Fibrek have not been followed;
- Certain information has been falsely declared or omitted (intentionally or otherwise) in Fibrek's accounting records, financial reports, financial statements or audit reports;
- Fibrek's internal control systems have not been respected;
- Fraud or an intentional error has occurred during the preparation, evaluation, revision or audit of Fibrek's financial statements;
- Fraud or an intentional error has occurred during the entry or management of data in Fibrek's accounting records;
- Fibrek's financial situation is not accurately and completely in accordance with generally accepted accounting principles in Fibrek's financial statements;

and that these actions could jeopardize the integrity and accuracy of Fibrek's financial statements, you must immediately report the situation in accordance with the procedure described below.

Any person wishing to report an error in good faith regarding an accounting or financial matter must do so by contacting one of the following people:

- Your immediate supervisor (employees)
- The Purchasing person responsible (suppliers)
- The Vice-President Change Management and Supply Chain
- The President and Chief Executive Officer

Any person who is uncomfortable discussing these matters with one of the people mentioned above, may report an accounting or financial matter in the following manner:

In writing:

FibreK
STRICTLY CONFIDENTIAL
c/o Vice-President Legal Affairs and Corporate Secretary
625 René-Lévesque Blvd. West
Suite 700
Montréal, Québec H3B 1R2.
Canada

By email:

legal.advisor@fibrek.com

Please note that your email will be received by the Vice-President Legal Affairs and Corporate Secretary of Fibrek and your email address will not be identified.

By phone (voice mail):

Montreal region: 514-871-0555
Canada and United States (toll free): 1-888-300-1974

Please note that your voice mail will be received by the Vice-President Legal Affairs and Corporate Secretary of Fibrek and your phone line will not be identified.

The Vice-President Legal Affairs and Corporate Secretary of Fibrek will forthwith forward any such information to the Chairman of the Board or the Chairman of Fibrek's Audit Committee. Any reporting of this nature can be carried out anonymously. An anonymous reporting must be clear and accurate and must contain sufficient detail, given that it will be impossible thereafter to obtain additional information or clarify the information provided.

Any reporting of accounting or financial issues will be dealt with quickly and confidentially and will be subject to a thorough inquiry. Any reporting that is not made directly to the Chairman of the Board or the Chairman of the Audit Committee, through the Vice-President Legal Affairs and Corporate Secretary of Fibrek, must be diligently communicated to them by the person who received the complaint.

No retaliatory measures will be taken against a person who reports, in good faith, any inappropriate behaviour regarding accounting or financial matters. However, any person who participated in a prohibited activity is liable to face disciplinary measures, even if said person reports the inappropriate behaviour. Nevertheless, the reporting of the inappropriate behaviour will be taken into consideration if disciplinary measures are subsequently taken against the person. Fibrek will not tolerate any harassment or intimidation toward a person who reports an inappropriate behaviour.

ACKNOWLEDGEMENT OF THE CODE

All salaried Fibrek employees will be required to sign the attached declaration (Appendix A) of this Code at the time they are hired or each time the Code is amended, in order to confirm that they have read and understood the provisions of the Code and that they undertake to comply with those provisions. The declaration will be kept in the employee's file.

All hourly Fibrek employees must review the Code, at the time they are hired or each time the Code is amended, in order to ensure that they fully understand the provisions, scope and application of the Code. The employee's supervisor will follow up on this procedure and must provide the attached declaration (Appendix B) when the employee is hired or each time the Code is amended. The supervisor's declaration will be kept in each employee's file.

All suppliers will receive a copy of the Code and of any amendment, and all service contracts will include a provision stipulating that it is the supplier's responsibility to review the Code and to have its employees to review the Code. By accepting to work with Fibrek, the suppliers and their employees agree to observe the provisions of the Code. The suppliers may be held responsible for any breach of the provisions of the Code by one of their employees.

QUESTIONS

For any questions regarding the Code or its application, for advice or for any declaration of a conflict of interest, please contact the following people:

Employees:

- your immediate supervisor
- the General Manager of the mill
- the Vice-President Change Management and Supply Chain
- the Vice-President Legal Affairs and Corporate Secretary

Suppliers:

- the Purchasing Person Responsible
- the General Manager of the mill
- the Vice-President Change Management and Supply Chain

Regarding the reporting of a breach of the Code or for any accounting-related issues, please refer to the “Compliance and Reporting Violations” section on page 11 of the Code.

REVISION OF THE CODE BY THE HUMAN RESOURCES AND CORPORATE GOVERNANCE COMMITTEE

This Code will be reviewed annually (or whenever necessary) by the Human Resources and Corporate Governance Committee. The committee will recommend any necessary changes to the Code to the Board of Directors. The Code may be amended without the approval of the Board provided that such amendment is of a "housekeeping" nature.

The Human Resources and Corporate Governance Committee will ensure that the Code (or a summary thereof) is published as required by applicable securities laws.

APPENDIX A

DECLARATION

The undersigned hereby confirms that he [she] has received a copy of the Fibrek Code of Ethics and that he [she] has read and understood the document. The undersigned hereby undertakes to comply with the provisions of this Code and any amendments thereto.

The undersigned acknowledges that this declaration will be kept in his [her] personal file by Fibrek's Human Resources Department.

SIGNED ON _____, 20●●.

Witness

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APPENDIX B

DECLARATION

The undersigned confirms that he [she] is the supervisor of the employees whose names are listed below (hereinafter referred to as “employees”). He [she] hereby confirms that he [she] has provided each employee with a copy of the Fibrek Code of Ethics, as amended from time to time, and reviewed the document with each employee to ensure that they understand the provisions, scope and application of the Code. The undersigned also hereby confirms that he [she] has provided all necessary explanations and has answered the employees’ questions regarding the Code and any amendments thereto.

The undersigned acknowledges that this declaration will be kept in each employee’s personal file by Fibrek’s Human Resources Department.

NAMES OF EMPLOYEES:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

SIGNED ON _____, 20●●.

Witness

_____ ●