

2687
THIS INDENTURE made the 3rd day of April in
the Year of Our Lord Two Thousand and Eleven.

**IN PURSUANCE OF THE ENACTMENTS RESPECTING SHORT FORMS
OF INDENTURES**

BETWEEN: **GOVERNMENT OF PRINCE EDWARD ISLAND** as
represented by the Minister of Transportation and
Infrastructure Renewal;
(hereinafter called the "Grantor")

OF THE FIRST PART

AND: **UPTON FARM TRUST INC.**, a body corporate, duly
incorporated under the laws of the Province of Prince Edward
Island;
(hereinafter called the "Grantee")

OF THE SECOND PART

WHEREAS the Minister of Transportation and Infrastructure Renewal,
pursuant to Section 13 of the Public Works Act, R.S.P.E.I. 1988, Cap. P-34, as
amended, has agreed to the disposition of the property herein described:

NOW THEREFORE IN CONSIDERATION of the payment of the sum of One
(\$1.00) Dollar of lawful money of Canada the Grantor hereby grants, transfers and
conveys to the Grantee its successors and assigns forever, in fee simple and free
from all encumbrances, the lands situate, lying and being at the City of
Charlottetown, Queens County, Province of Prince Edward Island, more particularly
described in Schedule "A" annexed hereto;

TOGETHER WITH all the rights, privileges, easements, advantages and
appurtenances enumerated in Section 57 of the Real Property Act, R.S.P.E.I. 1988,
Cap. R-3; and subject to the provisions of the Oil and Natural Gas Act, R.S.P.E.I.
1988, Cap. O-5 and the Mineral Resources Act, R.S.P.E.I. 1988, Cap. —7 and
reserving thereout and therefrom any public roads or rights-of-way which may be
contained within the lands described herein.


THE GRANTEE covenants, agrees and hereby grants unto the
Government of Prince Edward Island as represented by the Minister of
Transportation and Infrastructure Renewal, its successors and assigns, the first
option to purchase the lands herein described or portions thereof, free and clear of
encumbrances for the sum of One (\$1.00) Dollar should the Grantee desire to
dispose of said lands.

IN WITNESS WHEREOF the Minister has hereunto set his hand and seal on
the day and year first above written:

SIGNED, SEALED & DELIVERED
in the presence of:



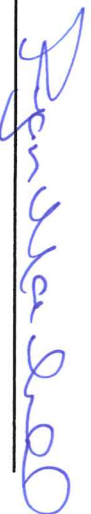
GOVERNMENT OF PRINCE EDWARD
ISLAND as represented by the
Minister of Transportation and
Infrastructure Renewal:

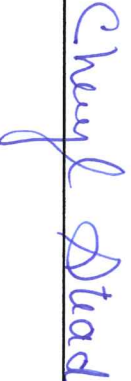


SIGNED, SEALED & DELIVERED
in the presence of:

UPTON FARM TRUST INC.

PER: 



PER: 

SCHEDULE "A"

ALL THAT PARCEL OF LAND situate, lying and being in the City of Charlottetown, Queens County, Prince Edward Island, bounded and described as follows, that is to say:

COMMENCING at a point on the Southern boundary of the Trans Canada Highway at a point 1.926 metres west of the Northwestern angle of lands now or formerly in the possession of Avalon Holdings Ltd. as shown on survey plan entitled "Plan of Survey Showing Block "B", Parcels "A", "B" & "C" Being a Subdivision of Property of Government of Prince Edward Island as represented by the Minister of Transportation and Public Works, Parcel No. 386532, Maypoint Road, Charlottetown, Queens County, Prince Edward Island" prepared by Morris Land and Engineering Surveys and certified by Wayne L. Tremblay, P.E.I. Land Surveyor on November 23, 2010, Drawing No. 10-155-S02, and approved by the City of Charlottetown on December 7, 2010, said point being more particularly identified by CM number 177 having coordinates Northing (m) 690044.433 Easting (m) 386804.215;

THENCE on an azimuth of 158° 54' 06" for a distance of 209.711 metres to placed survey marker number 220;

THENCE on an azimuth of 158° 54' 06" for a distance of 26.663 metres to placed survey marker number 218

THENCE on an azimuth of 246° 45' 06" for a distance of 300.000 metres to placed survey marker number 217;

THENCE on an azimuth of 158° 54' 06" for a distance of 200.000 metres to placed survey marker number 216;

THENCE on an azimuth of 246° 45' 06" for a distance of 357.330 metres to CM number 74;

THENCE continuing in a Southwestwardly direction for a distance of 6 metres a little more or less to the ordinary high water mark of the North River;

THENCE in a Northwardly and Northeastwardly direction along the ordinary high water mark of the North River to a point on the Southern boundary of the Trans Canada Highway being 51 metres a little more or less in a Westwardly direction from CM number 72;

THENCE in an Eastwardly direction along the Southern boundary of the Trans Canada Highway for 51 metres, a little more or less, to CM number 72;

THENCE on an azimuth of 65° 14' 36" along the Southern boundary of the Trans Canada Highway for a distance of 136.581 metres to found survey marker number 175;

THENCE continuing along the Southern boundary of the Trans Canada Highway on an azimuth of 67° 01' 22" for a distance of 82.794 metres to found survey marker number 176;

THENCE continuing along the Southern boundary of the Trans Canada Highway on an azimuth of 65° 31' 40" for a distance of 175.043 metres to CM number 177 or the place of commencement;

BEING AND INTENDED to be **Block "B"** as shown on the aforementioned survey plan containing an area of 173,797 square metres (42.94 acres) of land a little more or less and **Parcel "B"** as shown on aforementioned survey plan containing an area of 7993 square metres (1.98 acres) of land a little more or less

AZIMUTHS AND COORDINATES shown are based on the PEI Double Stereographic Projection with NAD83 (CSRS) Reference System.

Dated the day of

, A.D. 2011.

GOVERNMENT OF PRINCE EDWARD ISLAND
as represented by the
Minister of Transportation and Infrastructure Renewal

Grantor

and

UPTON FARM TRUST INC.

Grantee

Deed of Land
Situate at City of Charlottetown
Province of Prince Edward Island

On the 17th day of MARCH, A.D. 2011, personally appeared before me
Bonnie MacDonald of *Carleton Place* in *Queens* County and
being sworn, testified that (s)he is a subscribing witness to the within Deed
or Writing and that (s)he was present and did see the same duly executed by
the Government of Prince Edward Island as represented by the Minister of
Transportation and Infrastructure Renewal, the Grantor therein named.


Commissioner

On the day of , A.D. 2011, personally appeared
before me of in
County and being sworn, testified that (s)he is a subscribing witness to the
within Deed or Writing and that (s)he was present and did see the same duly
executed by the proper signing officer of Upton Farm Trust Inc., the Grantee
therein named.

Commissioner

CERTIFICATE OF REGISTRATION OF
DUPLICATE INSTRUMENT

THIS DOCUMENT has not been examined, but
purports to be a duplicate of an instrument registered

The 6th Day of May A.D., 2011, as

Doc # 2687

In Queens County Registry Office

Book 5359

Fee: 75.00


ASST REGISTRAR