

LETTER OF DIRECTION

TO:
Newton Connectivity Systems
150 King St W, Suite 2106
Toronto, Ontario, M5H 2M5

RE: Approval of and Direction Copy of Deal Data from Velocity

We, Registered Brokerage _____ (the "Broker of Record"),
acknowledge that a former agent Agent Name, Firm Code, Login ID
_____ (the "Agent") has requested the complete copy of
his/her Velocity deal data from his/her Velocity account with the Broker of Record to his/her new Velocity
account with Agent's new Brokerage DLC A Better Way, DLAB (the "Copy").
By signing this Letter of Direction we, the Broker of Record:

1. authorize and direct NEWTON to perform the Copy;
2. acknowledge and agree that we will continue to have Velocity online access to (a) deals in connection with the Agent, including lender submission history and transaction change logs and (b) related Velocity documents (if any);
3. represent and warrant to and in favour of NEWTON that we and the Agent have each (a) complied with all applicable laws (including without limitation privacy laws) in connection with the Copy and (b) obtained all necessary consents in connection with the Copy; and
4. will indemnify, defend and hold harmless NEWTON, its affiliates and their respective directors, officers, employees and contractors from and against any and all claims, fines, penalties, losses, liabilities (including without limitation settlements and judgments), costs and expenses (including without limitation interest, court costs and legal fees and expenses) in connection with the Copy.

We will from time to time execute and deliver all such further documents and instruments and do all acts and things as NEWTON may reasonably require to carry out, better evidence or perfect the full intent and meaning of this Letter of Direction. This Letter of Direction will enure to the benefit of and be binding upon the respective successors and permitted assigns of NEWTON and the Broker of Record. This Letter of Direction will be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein without regard to conflict of law principles.

Firm Name: _____
Registered Firm Name and Velocity Firm Code

Per: _____
(authorized signatory)

Name and Title: _____

Date: _____