

Instructions for Completing Your Materials Transfer Agreement

1. This Materials Transfer Agreement (MTA) must be fully executed and faxed to Microbix before we can ship adenoviral vectors or 293 cells. The easiest method is to fax this to us with your purchase order.
2. The agreement must be signed by the following:

Recipient: The end user of the vectors and/or cells.

Institution: This is someone authorized to enter into this agreement on behalf of the Recipient's Institution. This varies depending on the Institution; if you are unsure, this individual can usually be located through your Office of Technology Transfer, or through your department head.

3. One fully executed copy of the agreement will be returned to you with shipment of your vectors/cells.
4. If you or your principal investigator has an MTA for adeno vectors/293 in place from a previous order, you do not need to execute a new agreement. Please clearly state the Recipient's name on your purchase order and we will update your MTA to include additional products.
5. This MTA is provided for *non-commercial institutions* only. If you would like a commercial license, please contact Microbix and we will provide you with our standard terms.

Additional Instructions for Recipients of AdMax Kit D: To order this kit, your institution must have a license for use of Cre/lox technology from DuPont Pharmaceuticals. If you would like to order this kit, please contact Customer Service to request a Cre/lox "**Vector Transfer Agreement, Attachment B**"; this document needs to be completed along with the standard MTA.

If you have any questions about this agreement please contact:

Customer Service
Microbix Biosystems Inc.
265 Watline Ave., Mississauga, Ontario
Canada L4Z 1P3

Phone: +1-905-361-8910
Fax: +1-905-361-8911
customer.service@microbix.com

Materials Transfer Agreement

(hereinafter "Agreement")

Between: AdVec Inc.
Hamilton, Ontario, Canada
(hereinafter "AdVec")

And: Recipient Institution (hereinafter "Institution"):

Name and Address of Institution:

In consideration of the fee specified in the current price list, Microbix Biosystems Inc. (hereinafter "Microbix") will provide to Dr. _____ (hereinafter "Recipient") of the Institution a sample of _____ (hereinafter "Material"). Microbix produces and distributes the Material as an authorized agent of AdVec, the originator of the Material, and is authorized to administer all research and commercial licenses relating to the Material.

The parties agree that:

1. The Material will be used by the Recipient for non-commercial research only. AdVec retains the rights to all commercial applications of the Material and to any additional copies of the Material made by the Recipient.
2. The Material will be used only by the Recipient and individuals working under the Recipient's supervision at the Institution. The Recipient will ensure that the Material is not transferred, released or distributed to third parties.
3. Distribution of any derivatives of the Material made by the Recipient is limited to the Recipient's direct scientific collaborators. Use of such derivatives by the Recipient or collaborators will be restricted to non-commercial research. The Recipient will ensure that any collaborators adhere to the applicable provisions of this Agreement.

4. The Recipient and Institution shall ensure that the Material and its progeny and derivatives are used in compliance with all applicable laws, regulations and safety guidelines.
5. The Recipient and Institution shall indemnify and hold blameless Microbix and AdVec and their employees and agents from and against any claims, injury, loss or damage which might arise as a result of the use of the Material, progeny and derivatives in connection with this Agreement.
6. No other right or license is granted or implied herewith.

This Agreement shall be interpreted, construed and enforced in accordance with the laws of Canada and the Province of Ontario.

In witness thereof the parties have caused this agreement to be executed by their duly authorized representatives.

Microbix Biosystems Inc.

Institution

 (Signature)
 Name: _____
 Title: _____
 Date: _____

 (Signature)
 Name: _____
 Title: _____
 Date: _____

Recipient

 (Signature)
 Name: _____
 Title: _____
 Date: _____

Please mail or fax completed MTA to:

*Customer Service
 Microbix Biosystems, Inc.
 265 Watline Ave.
 Mississauga, Ontario
 L4Z 1P3 CANADA*

Fax: 1-905-361-8911