

THIS PARTNERSHIP AGREEMENT dated the day of April, 2002

BETWEEN:

NOVA STONE EXPORTERS INC., a company incorporated under the laws of the Province of Nova Scotia, having a registered office in Annapolis Royal, Nova Scotia ("**NSE**")

- and -

BILCON OF NOVA SCOTIA, CORPORATION, an unlimited liability company incorporated under the laws of the Province of Nova Scotia, having a registered office in Halifax, Nova Scotia ("**Bilcon**")

WHEREAS:

- A. NSE leased certain lands in Digby County, Nova Scotia (the "Land") and was granted the right to extract and remove aggregate from the Land pursuant to an Aggregate Lease Agreement dated the 3rd day of April, 2002;
- B. Bilcon and NSE desire to form a partnership to carry on the business of an aggregate mining, processing, and distribution operation on the Land; and
- C. NSE and Bilcon of Delaware, Inc. executed a letter of intent dated the 28th day of March, 2002, a copy of which is attached as Schedule "A" to this Agreement (the "LOI") in respect of the formation and funding of said partnership.

NOW THEREFORE in consideration of the mutual promises contained in this Agreement, the parties agree as follows:

- 1. Bilcon and NSE formed a partnership on April 24, 2002 under the firm name and style of "Global Quarry Products".
- 2. The partnership was organized to engage in the business of an aggregate mining, processing, and distribution facility in Digby County, Nova Scotia on the terms and conditions as set out in the LOI.
- 3. Bilcon and NSE shall enter into a formal partnership agreement that incorporates the terms of the LOI and such other terms as the parties may agree upon;
- 4. This Agreement shall be construed in accordance with the laws of the Province of Nova Scotia; and

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5. This Agreement shall enure to the benefit of the parties hereto, their successors, and assigns.

IN WITNESS WHEREOF the parties hereto have duly executed this agreement on the date written above.

SIGNED, SEALED, AND DELIVERED

in the presence of:

Wyn W. Well

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) **NOVA STONE EXPORTERS INC.**
)

) Per: *Corinna B. Kincaid*
) Corinna Kincaid, President
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) **BILCON OF NOVA SCOTIA, CORPORATION**
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) Per: *Douglas R. Clayton*
) Douglas Clayton, President
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