

MEDIA EXCHANGE AGREEMENT

This Media Exchange Agreement (the "**AGREEMENT**") is entered into on this 19th day of November 2023, by and between the undersigned photographer/videographer or media entity (hereinafter referred to as "**MEDIA**"), and the Toronto Soul Music Festival, c/o Iconic Arts & Entertainment Inc, with contact information at info@respectthename.com (hereinafter referred to as the "**EVENT PRODUCER**").

EVENT DETAILS:

Toronto Soul Music Festival

Date: SUNDAY, NOVEMBER 19TH, 2023

Venue: Rebel Entertainment Complex, 11 Polson Street, Toronto, ON M5A 1A4, Canada

TERMS OF AGREEMENT:

1. Media Coverage:

MEDIA agrees to provide photographic and/or video coverage of the Toronto Soul Music Festival on November 19th, 2023.

2. Credit Attribution:

Any captured media including but not limited to photos, video, audio, bts footage or any of other forms of captured media, are hereinafter referred to as "**MEDIA CONTENT**".

In exchange for granted event entry and right to capture, MEDIA agrees to credit MEDIA CONTENT as follows: "Artist Name" courtesy of Toronto Soul Music Festival, Nov 19th, Toronto | Canada.

In exchange, any MEDIA CONTENT used by Toronto Soul Music Festival will be credited as:

"Artist Name" courtesy of Toronto Soul Music Festival, Nov 19th, Toronto | Canada.

courtesy of: "Media Source Name" (as provided in the media accreditation request)

3. Timeframe for Usage:

The usage rights for both parties shall be indefinite. This Agreement does not impose any time restrictions on the usage rights granted.

4. Obligations:

a. Both MEDIA and EVENT PRODUCER agree that MEDIA will only be present in areas for which they were granted access.

b. MEDIA shall act professionally and ethically, respecting the privacy and rights of all individuals present at the event, including but not limited to staff, artists, patrons and other media..

5. Removal for Breach of Behavior:

Any breach of the terms of behavior during the event, including but not limited to disruptive conduct, unauthorized access to restricted areas, or any violation of event policies, shall result in the immediate removal of MEDIA from the event premises. In such cases, the EVENT PRODUCER reserves the right to revoke the use of any captured MEDIA CONTENT.

6. Delivery of Media:

MEDIA agrees to deliver high-resolution photos and/or videos to EVENT PRODUCER within two (2) weeks of the event. EVENT PRODUCER agrees to provide any necessary accreditation details promptly.

7. Governing Law:

This Agreement shall be governed by and construed in accordance with the laws of the province of Ontario, Canada.

8. Amendment and Waiver:

No amendment, modification, or waiver of any provision of this Agreement shall be effective unless in writing and signed by both parties.

9. Entire Agreement:

This Agreement constitutes the entire understanding between MEDIA and EVENT PRODUCER concerning the subject matter hereof and supersedes all prior and contemporaneous agreements, whether oral or written.

IN WITNESS WHEREOF, the parties hereto have executed this Media Exchange Agreement as of the date first above written.

<p>MEDIA:</p> <p>Date:</p> <p>[Printed Name] _____</p> <p>[Company Name/Media House]</p> <p>_____</p> <p>[Phone Number] _____</p> <p>[Email] _____</p> <p>[Signature] _____</p>	<p>EVENT PRODUCER:</p> <p>Ian Andre Espinet, Festival Director Toronto Soul Music Festival c/o Iconic Arts & Entertainment Inc. info@soulintoronto.com www.soulintoronto.com www.respectthename.com</p> <p>Signed: <u><i>Ian Espinet</i></u></p> <p>This agreement takes effect and becomes enforceable upon entry to the event on Sunday November 19th, 2023.</p>
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