

**CLOSING AGENDA**

DATE/TIME: ....., 20... at ..... a.m.[p.m.] (local time)

PLACE: ..... (complete address)  
..... (city, province and postal code)

**PRESENT:**

.....  
(the “Seller”)

.....  
(the “Buyer”)

Mr./Mrs. ....  
(the “Employee”)

....., LLP  
(the “Seller’s Counsel”)

....., LLP  
(the “Buyer’s Counsel”)

.....  
(the “Corporation”)

.....  
(the “Depositary”)

**REPRESENTED BY:**

[Mr./Mrs. ....]  
[Mr./Mrs. ....]

[Mr./Mrs. ....]  
[Mr./Mrs. ....]

Himself/Herself

Mr./Mrs. ....  
Mr./Mrs. ....

Mr./Mrs. ....  
Mr./Mrs. ....

[Mr./Mrs. ....]  
[Mr./Mrs. ....]

[Mr./Mrs. ....]  
[Mr./Mrs. ....]

**NOTE**

All transactions in the closing agenda will be deemed to have taken place in the order indicated hereafter, but a transaction will only be deemed to have been completed if all the transactions provided hereunder have been completed.

SELLER	BUYER

## CLOSING AGENDA

NO.	DOCUMENT / TASK	EXECUTED BY	STATUS
	<i>PRIOR TO CLOSING</i>		
1.	Mutual [OR unilateral] confidentiality agreement dated ....., 20... .	Buyer	
2.	Letter of intention dated ....., 20... .	Buyer	
3.	Written confirmation from ..... <i>(financial institution)</i> regarding loan of ..... DOLLARS (\$ ..... ) granted to Buyer to finance Share purchase.	Buyer	
4.	Resolutions to correct any irregularities in the corporate records of the Corporation.	Seller's Counsel	
5.	Certificate of Compliance in respect of Buyer issued by Corporations Canada [OR Certificate of Attestation in respect of Buyer issued by the Enterprise Registrar (REQ)].	Buyer's Counsel	
6.	Certificate of Compliance in respect of Seller issued by Corporations Canada [OR Certificate of Attestation in respect of Seller issued by the Enterprise Registrar (REQ)].	Seller's Counsel	
7.	Pre-closing reorganization.	Seller's Counsel	
8.	Certified true excerpt of a directors' resolution from Buyer authorizing <i>i)</i> purchase of Shares, <i>ii)</i> payment of ..... DOLLARS ( \$ ..... ) to Seller, and <i>iii)</i> the signing of the share purchase agreement <i>(only if Buyer is corporate entity).</i>	Buyer	
9.	Certified true excerpt of a directors' resolution from the Seller authorizing <i>i)</i> the sale of the Shares and <i>ii)</i> the signing of the share purchase agreement <i>(only if Seller is corporate entity).</i>	Seller	
10.	Certified true copy of the articles and by-laws of the Corporation and Seller <i>(if applicable).</i>	Seller and Corporation	
11.	Obtain consents required for the Seller to sell the Shares to the Buyer <i>(e.g. consent of landlord of premises leased by the Corporation regarding the change in control)</i>	Seller	

SELLER	BUYER