

BENCHMARKING GRID
SHARE PURCHASE AGREEMENT
(Long Form)

1.00 INSTRUCTIONS

If this is your first attempt at using one of our benchmarking grids we recommend that you consult document number **Z04500** for instructions on how best to use this tool, which can be found in **Chapter Z - Contractual Process** in the Contract Forms available on our website.

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2.00 BENCHMARKING GRID

BENCHMARK AGREEMENT: Y04.550a	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
IDENTIFICATION AND ADDRESSES		
IDENTIFICATION OF PARTIES :		
VENDOR		
PURCHASER		
AND AS INTERVENOR:		
SURETY		
RECITALS		
(A) VENDOR's shares		
(B) PURCHASER' letter of intent [OR Offer]		
(C) PURCHASER has completed due diligence process		
(D) Terms of sale to be in accordance with Offer		

1 If the clause situated in the Matching Provisions column is deficient in some way (see list of deficiency codes located after list of deficiencies), we recommend placing an asterisk next to that clause number and to record the deficiency in the list of deficiencies that appears at page 34 of this document.

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BENCHMARK AGREEMENT: Y04.550a	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
(E) PARTIES duly authorized		
(F) Legal instrument		
(G) Mutual agreement		
0.00 INTERPRETATION		
0.01 Definitions		
0.01.01 Activities		
0.01.02 Adverse Event		
0.01.03 Affiliates		
0.01.04 Agreement		
0.01.05 Annual Budget		
0.01.06 Articles		
0.01.07 Breach		
0.01.08 CBCA		
0.01.09 Client		

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BENCHMARK AGREEMENT: Y04.550a	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
0.01.10 Closing Date		
0.01.11 Collateral Agreement		
0.01.12 Confidential Information		
0.01.13 Control		
0.01.14 Corporation		
0.01.15 Creditors		
0.01.16 Directors		
0.01.17 Domain Name		
0.01.18 Effective Date		
0.01.19 Employees		
0.01.20 Encumber or Encumbrance		
0.01.21 Equipment		
0.01.22 Escrow Agent		
0.01.23 Escrow Agreement		
0.01.24 Event of Default		
0.01.25 Financial Statements		
0.01.26 Force Majeure		