

**BENCHMARKING GRID
SHARE PURCHASE AGREEMENT
("Earn Out" Formula)**

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INSTRUCTIONS

If this is your first attempt at using one of our benchmarking grids we recommend that you consult document number **Z04.500** for instructions on how best to use this tool, which can be found in **Chapter Z - Contractual Process** in the Contract Templates available on our website.

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BENCHMARKING GRID SHARE PURCHASE AGREEMENT ("Earn Out" Formula)

1.00 BENCHMARKING GRID

BENCHMARK AGREEMENT: Y04.570	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
IDENTIFICATION AND ADDRESSES		
IDENTIFICATION OF PARTIES:		
BUYER		
SELLER		
AND AS INTERVENOR:		
SURETY		
AND AS INTERVENOR:		
CORPORATION		
RECITALS		
A) BUYER's business		
B) SELLER's business		

¹ If the clause situated in the Matching Provisions column is deficient in some way (see the 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: Y04.570	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
C) SELLER is valid and registered owner of shares		
D) BUYER has submitted letter of intent [OR offer to purchase] the shares		
E) BUYER has completed due diligence review		
F) PARTIES will to complete sale in accordance with this agreement		
G) Private instrument		
H) Mutual Agreement		
0.00 INTERPRETATION		
0.01 Definitions		
0.01.01 Accountants		
0.01.02 Accounts Receivable		
0.01.03 Activities		
0.01.04 Adverse Event		
0.01.05 Affiliate		
0.01.06 Agreement		