

CLOSING CERTIFICATE (Share Purchase)

TABLE OF CONTENTS

	PAGE
RECITALS	5
0.00 INTERPRETATION	6
0.01 Definitions	6
0.01.01 Agenda.....	6
0.01.02 Certificate	6
0.01.03 Offer	6
0.02 Adaptation.....	6
0.03 Effect.....	7
0.03.01 Accurate Representation.....	7
0.03.02 Waiver	7
0.03.03 Cancels Prior Agreements	7
0.03.04 Entire Agreement	7
1.00 PURCHASE OF SHARES	7
1.01 Conditions Precedent.....	7
1.01.01 Waiver of PURCHASER	7
1.01.02 Waiver of VENDOR	7
1.01.03 Confirmation.....	8
a) Undertakings of VENDOR.....	8
b) Written Consent	8
c) Financing of PURCHASER	8
d) Other Conditions	8
1.01.04 Declarations.....	8
a) By the PURCHASER.....	8
b) By the VENDOR.....	8
1.02 Completion of Sale	8
2.00 SALE PRICE	9
3.00 TERMS OF PAYMENT	9
3.01 Escrow	9
3.02 Initial Instalment.....	9
3.03 Balance	9
4.00 SECURITY	10
5.00 MUTUAL REPRESENTATIONS AND WARRANTIES	10
6.00 REPRESENTATIONS AND WARRANTIES OF PURCHASER	10

**CLOSING CERTIFICATE
(Share Purchase)**

7.00	REPRESENTATIONS AND WARRANTIES OF VENDOR	10
8.00	MUTUAL DUTIES AND OBLIGATIONS	10
8.01	Prior to Closing	10
8.02	After Closing	11
8.03	Adjustment and Collaboration	11
9.00	DUTIES AND OBLIGATIONS OF PURCHASER	11
9.01	Prior to Closing	11
9.02	After Closing	11
10.00	DUTIES AND OBLIGATIONS OF VENDOR	11
10.01	Prior to Closing	11
10.02	After Closing	12
11.00	SPECIAL PROVISIONS	12
11.01	Closing of Transaction	12
11.02	Taking Possession and Transfer Ownership Rights	12
11.03	Fundamental Provisions	12
11.03.01	Prior Negotiation	12
11.03.02	Scope of Fundamental Provisions	12
11.03.03	PARTIES' Interests	12
11.03.04	Waiver	12
11.04	Fees and Costs	13
12.00	GENERAL PROVISIONS	13
12.01	Schedules	13
12.02	Further Assurances	13
12.03	Notice	13
12.03.01	Address	13
12.03.02	Delivery	13
13.00	SCOPE	14

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**CLOSING CERTIFICATE
(Share Purchase)**

SCHEDULES

	PAGE
SCHEDULE A – RESOLUTION OF PURCHASER.....	15
SCHEDULE A1 – DECLARATION OF PURCHASER.....	16
SCHEDULE B – RESOLUTION OF VENDOR.....	17
SCHEDULE B1 – DECLARATION OF VENDOR.....	18
SCHEDULE 0.01.01 – TRUE COPY OF AGENDA.....	19
SCHEDULE 0.01.03 – TRUE COPY OF OFFER.....	19
SCHEDULE 1.01.03 b) – GUARANTEE.....	20
SCHEDULE 4.00 – SECURITY	21

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CLOSING CERTIFICATE (Share Purchase)

CLOSING CERTIFICATE entered into in the City of, Province of, Canada on (date).

BETWEEN: V1 (*name of individual*), (*occupation*), domiciled and residing at (*civic number and street name*), in the City of (*name of city*), Province of (*name of province*), (*postal code*), doing business as (*business name*);

OR

V2 (*corporate name*), a legal person duly incorporated under the Act (*name of statute under which the corporation was incorporated*), having its principal place of business at (*civic number and street name*), in the City of (*name of city*), Province of (*name of province*), (*postal code*), and duly registered under the designating number in accordance with the Act (*name of the applicable statute governing the legal registration of the corporation*);

V2.1 (Authorized Representative) (to be added after V2, if applicable)

, represented by (*name of representative*), its (*title of representative*), duly authorized for the purposes hereof, as he/she so declares;

V2.2 (Authorized Representative by Resolution) (to be added after V2, if applicable)

, represented by (*name of representative*), its (*title of representative*), duly authorized for the purposes hereof as indicated in the resolution of the sole director [OR board of directors], attached hereto as Schedule A;

OR

V3 (*common business name*), [a general partnership], OR [a limited partnership represented by (*name of its general partner*), its general partner] OR [an undeclared partnership], OR [a joint venture], OR [a collaboration], OR [a group of persons] exercising an organized economic activity of a commercial nature, duly formed under the [..... Act (*identify applicable statute*)] OR [Civil Code of Québec] OR [applicable general law], having its head or registered office at (*civic number and street name*), in the City of (*name of city*), Province of (*name of province*), (*postal code*), and duly registered (*as the case may be*) under the designating number in accordance with the Act (*name of the applicable statute governing the legal registration of the corporation*) represented by (*name of representative*), its (*title of representative*), duly authorized for the purposes hereof as he/she so declares OR [as indicated in the resolution of the partners of the general partnership], OR [as indicated in the resolution of the sole director [or Board of Directors] of the general partner of the limited partnership], OR [as indicated in the

PURCHASER	VENDOR

CLOSING CERTIFICATE (Share Purchase)

resolution of the partners of the undeclared partnership], **OR** [as indicated in the resolution of the sole director [or Board of Directors] of each participant in the joint venture, **OR** [as indicated in the resolution of the sole director [or Board of Directors] of each participant in the collaboration], **OR** [as indicated in the resolution of the members of the group of persons], attached hereto as Schedule A;

HEREINAFTER REFERRED TO AS “PURCHASER”;

AND: *(identification of vendor)*;

HEREINAFTER REFERRED TO AS “VENDOR”;

HEREINAFTER COLLECTIVELY REFERRED TO AS THE “PARTIES”;

AND AS INTERVENOR: *(identify surety 1)*;

HEREINAFTER REFERRED TO AS “SURETY 1”;

AND AS INTERVENOR: *(identify surety 2)*;

HEREINAFTER REFERRED TO AS “SURETY 2”;

**(SURETY 1 AND SURETY 2 ARE HEREINAFTER COLLECTIVELY
REFERRED TO AS THE “SURETIES”)**

RECITALS

THE PARTIES DECLARE AS FOLLOWS:

- 4) The VENDOR is the holder of Class “...” shares (the “**Shares**”) in the share capital of, which is located at *(street address)*, in, Province of Quebec, *(postal code)*, and better known under the trade name of (the “**Corporation**”);

PURCHASER	VENDOR