

**CLOSING CERTIFICATE  
(Sale of Business)**

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CLOSING CERTIFICATE entered into in the City of \_\_\_\_\_, Province of \_\_\_\_\_ (name of province), Canada on \_\_\_\_\_, 20... .

BY: 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 statute respecting the legal publicity of enterprises under which the corporation is registered);

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 statute respecting the legal publicity of enterprises under which the corporation is registered) 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

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 THE “PURCHASER”;**

**AND:** ..... (*identify vendor*);

**HEREINAFTER REFERRED TO AS THE “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 HEREINAFTER COLLECTIVELY REFERRED TO AS THE “SURETIES”;**

**RECITALS**

THE PARTIES DECLARE AS FOLLOWS:

- (A) The VENDOR operates a ..... business, at ..... (*address*), Province of ..... (*province*), doing business as ..... (the “**Business**”);
- (B) The PURCHASER has submitted an Offer to purchase the Business to the VENDOR, which Offer was accepted by the VENDOR on ..... (*date*) (the “**Offer**”);

PURCHASER	VENDOR