

**LETTER OF INTENT
TO ACQUIRE SHARES
(Binding Offer)**

(method of delivery)

CONFIDENTIAL

..... (city),, 20...

..... (name)
..... (title)
..... **(business name)**
..... (address)
..... (city), (province)
..... (postal code)

Re: *(description of contemplated transaction)*

Dear Mr.[Ms.],

We are pleased to submit this letter of intent under which we, *(name of acquiring company)* (the “**Purchaser**”), would acquire from *(company being sold)* (the “**Vendor**”), all [OR a part] of the share capital of *(corporation that is the subject of this transaction)* (the “**Corporation**”), according to the terms hereof (collectively, the “**Transaction**”). For the purposes of this letter, the Purchaser and Vendor are collectively referred to as the “**Parties**.”

Subject to any exception in this letter of intent, this letter of intent is a formal offer to purchase and an obligation to proceed with the Transaction. As detailed in the pages that follow, a formal purchase agreement could be signed if the due diligence results are positive and on compliance with the terms and conditions set out herein.

Assumptions

This letter of intent is based on the following assumptions in favour of the Purchaser:

- a) the Corporation is a corporation duly incorporated under the *Act*, and duly registered under the *Act respecting the Legal Publicity of Enterprises*, CQLR c P-44.1;
- b) the Vendor is the sole proprietor of (.....) common Class “...” shares of the Corporation (collectively, the “**Shares**”), which Shares represent all the shares issued and outstanding of the Corporation’s share capital and are free of any encumbrances;

PURCHASER	VENDOR