

**BENCHMARKING GRID  
OFFER TO PURCHASE SHARES  
(Long Form)**

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**1.00 INSTRUCTIONS**

If this is your first attempt at using one of our benchmarking grids we recommend that you consult document number **0004500** for instructions on how best to use this tool, which can be found in **Chapter 00 - Contractual Process** in the Contract Templates available on our website.

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**2.00 BENCHMARKING GRID**

BENCHMARK AGREEMENT: Y04270	MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
<b>IDENTIFICATION AND ADDRESSES</b>		
<b>IDENTIFICATION OF PARTIES :</b>		
OFFEROR		
BENEFICIARY		
<b>RECITALS</b>		
(A) BENEFICIARY is owner of Corporation		
(B) Transaction proposed by OFFEROR		
<b>0.00 INTERPRETATION</b>		
<b>0.01 Definitions</b>		

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 31 of this document.

BENCHMARK AGREEMENT: Y04270		MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
0.01.01	Activities		
0.01.02	Accounts Receivable		
0.01.03	Adverse Event		
0.01.04	Affiliates		
0.01.05	Articles		
0.01.06	Best Efforts		
0.01.07	Breach		
0.01.08	CBCA		
0.01.09	Clients		
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	Directors		
0.01.16	Effective Date		
0.01.17	Employees		