

**BENCHMARKING GRID
ESCROW AGREEMENT
(Share Purchase)**

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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 Forms available on our website.

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2.00 BENCHMARKING GRID

BENCHMARK AGREEMENT: Y05.300	MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
IDENTIFICATION AND ADDRESSES		
IDENTIFICATION OF PARTIES :		
PURCHASER (aka PRINCIPAL)		
VENDOR (aka PRINCIPAL)		
ESCROW AGENT		
RECITALS		
(A) Purchase of shares under Primary Agreement		
(B) Outstanding closing conditions		
(C) Appointment and role of ESCROW AGENT		
(D) Legal instrument		
(E) Mutual agreement		

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 17 of this document.

BENCHMARK AGREEMENT: Y05.300		MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
0.00	INTERPRETATION		
0.01	Definitions		
0.01.01	Activities		
0.01.02	Agreement		
0.01.03	Breach		
0.01.04	Closing Conditions		
0.01.05	Closing Date		
0.01.06	Closing Documents		
0.01.07	Confidential Information		
0.01.08	Deadline		
0.01.09	Event of Default		
0.01.10	Force Majeure		
0.01.11	Full Completion		
0.01.12	Intellectual Property		
0.01.13	Law		
0.01.14	Legal Representatives		