

UNANIMOUS SHAREHOLDER AGREEMENT (Short Form)

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UNANIMOUS SHAREHOLDER AGREEMENT (Short Form)

UNANIMOUS SHAREHOLDER AGREEMENT entered into at, Province of, Canada.

BETWEEN: V1 (If an individual) (*name of individual*), (*occupation*), domiciled and residing at (*civic number and street name*),, Province of (*name of province*), (*postal code*) operating as a sole proprietorship under the name (*business name*) (hereinafter “**SHAREHOLDER A**”),

OR

V2 (If a corporation) (*corporate name*), a legal person duly incorporated under the *Act (name of statute under which the corporation was incorporated)*, with its principal place of business at (*civic number and street name*),, Province of (*name of province*), (*postal code*) (hereinafter “**SHAREHOLDER A**”),

AND: (*identify shareholder B*) (*select the appropriate version from those listed above*) (hereinafter “**SHAREHOLDER B**”),

AND: (*identify shareholder C*) (*select the appropriate version from those listed above*) (hereinafter “**SHAREHOLDER C**”),

hereinafter collectively the “**SHAREHOLDERS**”.

AND INTERVENING HEREIN: (*corporate name*), a legal person duly incorporated under the *Act (name of statute under which the corporation was incorporated)*, with its principal place of business at (*civic number and street name*),, Province of (*name of province*), (*postal code*) (hereinafter the “**CORPORATION**”),

RECITALS

THE SHAREHOLDERS DECLARE AS FOLLOWS:

A) The SHAREHOLDERS hold all the issued and outstanding shares of the share capital of the CORPORATION, in the following proportions:

| Shareholder | Shares Held | | Certificate Number | Percentage |
|-------------|-------------|-------|--------------------|------------|
| | NUMBER | CLASS | | |
| | | | | |

| SHAREHOLDER A | SHAREHOLDER B | SHAREHOLDER C |
|---------------|---------------|---------------|
| | | |

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| | | | | |
|-----------------|--|--|--|--|
| “SHAREHOLDER A” | | | | |
| “SHAREHOLDER B” | | | | |
| “SHAREHOLDER C” | | | | |

- B) Each SHAREHOLDER meets one of the investor categories recognized by section 2.4(2) of Regulation 45-106 respecting prospectus exemptions, CQLR c V-1.1, r 21, as evidenced by their respective declarations attached hereto as Schedule A1 (A2, A3);
- C) It is the intent of the PARTIES that this agreement provide for both the governance of the CORPORATION and the holding and transferring of shares held by the SHAREHOLDERS.

ACCORDINGLY, THE SHAREHOLDERS AGREE AS FOLLOWS:

0.00

INTERPRETATION

0.01 Definitions

Unless otherwise indicated herein or inconsistent with the context, capitalized words and expressions appearing in this agreement will be interpreted as set out below. Moreover, words and expressions may also be defined elsewhere in the agreement, in which case they will have the meaning expressly set out in such section or subsection in which they are defined.

0.01.01 Activities

means, with regard to the CORPORATION, *(describe its principal business activities)*;

0.01.02 Agreement

means this agreement including its recitals and schedules, any related or ancillary documentation identified therein, as well as any amendments thereto that the SHAREHOLDERS may make from time to time in accordance with Section 12.05 herein;

0.01.03 Book Value

means the book value of the Shares determined in accordance with Part 9.00 of the Agreement;

0.01.04 Breach

| SHAREHOLDER A | SHAREHOLDER B | SHAREHOLDER C |
|---------------|---------------|---------------|
| | | |