

**OFFER TO PURCHASE SHARES  
("Shotgun" Clause)**

**CONFIDENTIAL  
WITHOUT PREJUDICE**

..... (City), ....., 20...

..... **(name of beneficiary A)**

[OR Attention: ..... (name of representative, if a corporation)]

..... (address)

..... (city), (province)

..... (postal code)

..... **(name of beneficiary B, if applicable)**

[OR Attention: ..... (name of representative, if a corporation)]

..... (address)

..... (city), (province)

..... (postal code)

**RE:** Exercising buy-sell provision under section **5.03** of the unanimous shareholder agreement [OR shareholder agreement] (in our templates B02500, B02400 and B02560)

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Dear Mr./Mrs./Ms. .... (beneficiary A) and Mr./Mrs./Ms. .... (beneficiary B),

This offer to purchase shares is sent to you in accordance with Section **5.03** (in our templates B02500, B02400 and B02560) of the unanimous shareholder agreement [OR shareholder agreement] (hereinafter the "**Agreement**") entered into on ..... 20... between all [OR some] of the shareholders of ..... (identify corporation) (hereinafter the "**Corporation**").

As such, in accordance with the Agreement, I [OR we (if a corporation), ..... (name of offeror), hereby offer to purchase from you all of the shares that you hold in the share capital of the Corporation for the purchase price and according to the terms set out in this offer to purchase shares (hereinafter the "**Offer**"). The Offer is valid for a maximum period of THIRTY (30) days.

**1.00 OFFER**

Subject to the terms and conditions provided herein, I [OR we (if a corporation)] formally and irrevocably offer to purchase, under the above-mentioned buy-sell provision, all the issued and outstanding shares you hold in the share capital of the Corporation, namely ..... ( .... ) Class "..." shares held by ..... (beneficiary A)

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