

**BENCHMARKING GRID**  
**SHARE SUBSCRIPTION AGREEMENT**  
**(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: D01.300a	MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
<b>IDENTIFICATION AND ADDRESSES</b>		
<b>IDENTIFICATION OF PARTIES :</b>		
SUBSCRIBER		
ISSUER		
<b>RECITALS</b>		
A) ISSUER's business		
B) Registered shareholders of ISSUER		
C) Contemplated transaction		
D) Private instrument		
E) Mutual Agreement		

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1 If the clause situated in the Matching Provisions column is deficient in some way (see the 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 23 of this document.

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BENCHMARK AGREEMENT: D01.300a	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
<b>0.00</b>	<b>INTERPRETATION</b>	
<b>0.01</b>	<b>Definitions</b>	
0.01.01	Activities	
0.01.02	Agreement	
0.01.03	Breach	
0.01.04	Closing Date	
0.01.05	Confidential Information	
0.01.06	Creditor	
0.01.07	Dispute	
0.01.08	Encumber or Encumbrance	
0.01.09	Equipment	
0.01.10	Force Majeure	
0.01.11	Hazardous Materials	
0.01.12	Improvements	
0.01.13	Intellectual Property	
0.01.14	Law	

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BENCHMARK AGREEMENT: D01.300a	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
0.01.15      Legal Representatives		
0.01.16      Loss		
0.01.17      Offer to Subscribe		
0.01.18      Ordinary Course of Business		
0.01.19      PARTY		
0.01.20      Person		
0.01.21      Prime Rate		
0.01.22      Related Person		
0.01.23      Securities		
0.01.24      Shareholders		
0.01.25      Shares		
0.01.26      Subscribed Shares		
0.01.27      Subscription		
0.01.28      Subsidiary		
0.01.29      Territory		
0.01.30      Unanimous Shareholder Agreement		