

AMALGAMATION AGREEMENT

THIS AGREEMENT made effective as of the ____ day of _____, _____.

BETWEEN:

[NAME OF 1ST AMALGAMATING CORPORATION] ("Company 1")
[address]

- and -

[NAME OF 2ND AMALGAMATING CORPORATION] ("Company 2")
[address]

WHEREAS:

- A. COMPANY 1 was incorporated under the *Ontario Business Corporations Act* (the "Act") by Articles of Incorporation dated the ____ day of _____, _____.
- B. COMPANY 2 was incorporated under the Act by Articles of Incorporation dated the ____ day of _____, _____.
- C. COMPANY 1 and COMPANY 2, acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out.
- D. COMPANY 1 and COMPANY 2 have each made full disclosure to the other of all their respective assets and liabilities.
- E. It is desirable that the said amalgamation should be effected.

NOW THEREFORE:

- 1. In this Agreement the expression "Amalgamated Corporation" means the corporation continuing from the amalgamation of COMPANY 1 and COMPANY 2, the parties hereto.
- 2. COMPANY 1 and COMPANY 2 do hereby agree to amalgamate under the provisions of Section ____ of the Act [*insert appropriate section, depending on the form of amalgamation*] and to continue as one corporation upon and subject to the terms and conditions hereinafter set out.
- 3. The name of the Amalgamated Corporation shall be:

"[name of amalgamated corporation]"
- 4. The registered office of the Amalgamated Corporation shall be at the [City/Town] of [name of city] in the Province of Ontario. The address of the registered office shall be:

[full address of registered office, including postal code]