

AMALGAMATION AGREEMENT

This Amalgamation Agreement made effective _____.

BETWEEN:

«CORP1», a corporation incorporated under the laws of _____, with an office at _____ (hereinafter called "«corp1_abbrev»")

OF THE FIRST PART

- and -

«CORP2», a corporation incorporated under the laws of _____, with an office at _____ (hereinafter called "«corp2_abbrev»")

OF THE SECOND PART

WHEREAS:

- A. «corp1_abbrev» was incorporated under the *Business Corporations Act* of _____ (hereinafter called the "Act") by Articles of Incorporation filed and Certificate of Incorporation issued on _____.
- B. «corp2_abbrev» was incorporated under the Act by Articles of Incorporation filed and Certificate of Incorporation issued on _____.
- C. All issued shares of «corp1_abbrev» are owned by «corp2_abbrev» and all issued shares of «corp2_abbrev» are owned by _____.
- D. Acting under the authority of the Act, the parties hereto (hereinafter called the "Parties") have agreed to amalgamate on the terms and conditions hereinafter set out.
- E. The Parties have made full and complete disclosure to each other of their respective assets and liabilities.

NOW THEREFORE FOR GOOD AND VALUABLE CONSIDERATION and the mutual covenants hereunder, the receipt and sufficiency of all of which is hereby acknowledged, the parties hereto agree as follows:

- 1. In this agreement the term "Amalgamated Corporation" shall mean the corporation continuing from the amalgamation of «corp1_abbrev» and «corp2_abbrev».
- 2. «corp1_abbrev» and «corp2_abbrev» hereby agree to amalgamate under the provisions of Section _____ of the Act and to continue as one (1) corporation under the terms and conditions hereinafter set out.
- 3. The name of the Amalgamated Corporation shall be:

«CORP1»

- 4. The Amalgamated Corporation shall be authorized to issue the Classes and any maximum number of shares as set out in Schedule "A" hereto, which shares shall have the

preferences, rights, conditions, restrictions, limitations or prohibitions set out in such Schedule "A".

5. The right to transfer shares of the Amalgamated Corporation shall be restricted, in that no shares of the Amalgamated Corporation shall be transferred without the approval of the directors of the Amalgamated Corporation (hereinafter called the "Directors") evidenced by resolution of the Board of Directors, provided approval of any transfer of shares may be given as aforesaid after the said transfer has been effected upon the records of the Amalgamated Corporation, in which event, unless the said resolution stipulates otherwise, the said transfer shall be valid and take effect as from the date of its entry upon the books of the Amalgamated Corporation.

6. The Amalgamated Corporation shall have a minimum of ____ and a maximum of ____ Directors.

7. There shall be no restrictions on the business which the Amalgamated Corporation may carry on.

8. The following other provisions shall apply to the Amalgamated Corporation:

(a) The Amalgamated Corporation shall not make a distribution to the public of any of its securities;

(b) The maximum number of shareholders at any one time shall be limited to fifty (50), not including persons who are in the employment of the Amalgamated Corporation and persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Amalgamated Corporation, two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder;

(c) The Amalgamated Corporation shall have a first and paramount lien upon all of the shares registered in the name of each shareholder or his legal representative, whether solely or jointly with others, and upon the proceeds of sale thereof for his debts, liabilities and engagements solely or jointly with any other person to or with the Amalgamated Corporation whether the period for payment, fulfillment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Amalgamated Corporation's lien, if any, on such shares;

(d) The Directors may appoint one (1) or more additional Directors of the Amalgamated Corporation in accordance with the Act.

9. The first Directors shall be the persons whose names, addresses and resident Canadian status are set out below:

THIS PACKAGE CONTAINS 10 PAGES OF DOCUMENTS.