

VOTING TRUST AGREEMENT

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

BETWEEN:

SHAREHOLDER 1 **OF THE FIRST PART**

- and -

SHAREHOLDER 2 **OF THE SECOND PART**

- and -

SHAREHOLDER 3 **OF THE THIRD PART**

(hereinafter individually referred to as a "Shareholder" and collectively as the "Shareholders")

- and -

TRUSTEE
(hereinafter the "Trustee") **OF THE FOURTH PART**

- and -

DEPOSITARY
(hereinafter the "Depositary") **OF THE FIFTH PART**

- and -

CORPORATION
a corporation incorporated under the laws of _____
(hereinafter the "Corporation") **OF THE SIXTH PART**

WHEREAS the Shareholders are the registered and beneficial holders of all of the issued and outstanding shares in the capital of the Corporation and have agreed to enter into this Agreement for the purpose of assuring the continuity of the management and policies of the Corporation.

NOW THEREFORE IN CONSIDERATION of the mutual covenants and agreements hereinafter contained, the parties hereto hereby agree as follows:

1. The Shareholders represent and warrant that they are the registered holders and beneficial owners of the number and class of shares of the Corporation set out opposite their respective names as shown on Schedule "A" annexed hereto and made a part hereof.

2. The Shareholders covenant and agree that they shall forthwith deliver to the Depositary the share certificates representing the number and class of shares as specified in Schedule "A" hereto, duly endorsed for transfer to the Depositary, and upon delivery of the aforesaid share certificates to the Depositary, they shall cause the Depositary to be recorded on the books and records of the Corporation as the registered holder thereof and shall cause the Corporation to issue to and deliver to the Depositary a share certificate or certificates, in the name of the Depositary, representing the said shares so transferred.

3. Upon receipt by the Depositary of the share certificate or certificates representing the said shares, issued in the name of the Depositary, the Depositary shall issue to each Shareholder one (1) or more trust certificates representing the number of shares of each class of shares of the Corporation transferred and delivered by such Shareholder to the Depositary, which trust certificate shall be substantially in the form annexed hereto as Schedule "B".