

SHARE ESCROW AGREEMENT

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

BETWEEN:

[PURCHASER]
[address]
(the "Purchaser")

OF THE FIRST PART

- and -

[ISSUER]
[address]
(the "Issuer")

OF THE SECOND PART

- and -

[TRUSTEE]
[address]
(the "Trustee")

OF THE THIRD PART

WHEREAS:

- A.** The Purchaser and the Issuer have agreed upon private placements of the Common Shares of the Issuer, being as follows:
- (i) _____ Common Shares at a purchase price of \$ per share for a total of \$;
(the said Common Shares being hereinafter collectively referred to as the "Shares");
- B.** The Purchaser and the Issuer have agreed that a portion of the said aggregate purchase price shall be loaned by the Issuer to the Purchaser (the "Loan");
- C.** The [Stock Exchange] (the "Exchange") has agreed to the issuance of the Shares and the Loan provided the Shares are held in trust by the Trustee until the Loan is resolved on terms satisfactory to the Exchange;

NOW THEREFORE THIS AGREEMENT WITNESSES THAT for good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged and is stated so that the Purchaser may be forever estopped from asserting the contrary), the Purchaser covenants and agrees with the Issuer as follows:

ARTICLE I - INTERPRETATION

1.1 Defined Terms

Capitalized terms not otherwise defined herein shall have the meaning ascribed thereto herein.

1.2 Interpretation

The division of this Agreement into Articles, sections, paragraphs and other subdivisions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

1.3 References

In this Agreement:

- (a) the terms "this Agreement", "hereof", "herein", "hereunder" and similar expressions refer, unless otherwise specified, to this Agreement taken as a whole and not to any particular section or paragraph and include any agreement or instrument in writing which amends or is supplementary to this Agreement;
- (b) words importing the singular number or masculine gender shall include the plural number or the feminine or neuter genders, and vice versa; and
- (c) all references to Articles, sections and Schedules are references to articles and sections of and schedules to and forming part of this Agreement.