

AMALGAMATION AGREEMENT

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

BETWEEN:

[NAME OF COMPANY A], a corporation [continued/incorporated/amalgamated] under the laws of
Manitoba
[address]
("Company A")

- and -

[NAME OF COMPANY B], a corporation [continued/incorporated/amalgamated] under the laws of
Manitoba
[address]
("Company B")

[insert any additional companies as required]

WHEREAS Company A and Company B have agreed to amalgamate and continue as one corporation under the name _____ pursuant to The Corporations Act (Manitoba), and upon and subject to the terms and conditions set forth in this Agreement;

AND WHEREAS the authorized capital of Company A consists of _____ Class A common shares, _____ Class B common shares, _____ Class C common shares, _____ Class A preferred shares, _____ Class B preferred shares, _____ Class C preferred shares, and _____ Class D preferred shares, of which _____ common shares and _____ preferred shares are issued and outstanding;

AND WHEREAS the authorized capital of Company B consists of _____ Class A common shares, _____ Class B common shares, _____ Class C common shares, _____ Class A preferred shares, _____ Class B preferred shares, _____ Class C preferred shares, and _____ Class D preferred shares, of which _____ common shares and _____ preferred shares are issued and outstanding;

AND WHEREAS upon the Amalgamation, any issued and outstanding shares of Company A and Company B will be cancelled;

AND WHEREAS it is desirable that the Amalgamation should be effected;

NOW THEREFORE, in consideration of the mutual covenants and agreements contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties hereby agree as follows:

1. Definitions

1.1 The terms used in this Agreement shall have the meanings set out below, unless the context requires otherwise:

- (a) *Act* means The Corporations Act (Manitoba);
- (b) *Agreement* means this amalgamation agreement and all schedules attached hereto;

- (c) *Amalgamated Corporation* means the corporation continuing from the amalgamation of the Amalgamating Corporations;
- (d) *Amalgamating Corporations* means Company A and Company B, and *Amalgamating Corporation* means either one of them;
- (e) *Amalgamation* means the amalgamation of the Amalgamating Corporations as contemplated in this Agreement;
- (f) *Effective Date* means the date on which the Amalgamation becomes effective, as set forth in the certificate of amalgamation issued pursuant to the Act in respect of the Amalgamation, and determined in accordance with Section 2 of this Agreement;

- 1.2 Any words and phrases used but not defined in this Agreement shall have the meaning set forth by the Act, unless the context or subject matter otherwise requires.
- 1.3 In this Agreement, words denoting the masculine gender shall include the feminine and neuter genders, and the singular shall include the plural and vice versa.
- 1.4 Headings used herein are for ease of reference only and do not affect the construction of this Agreement.

2. Amalgamation

- 2.1 Subject to this Section 2, the Amalgamating Corporations do hereby agree to amalgamate pursuant to Section 177 of the Act and as of the Effective Date, and to continue as one corporation under the Act and under the terms and conditions set out in this Agreement.

3. Name

- 3.1 The name of the Amalgamated Corporation shall be _____.

4. Registered Office

- 4.1 The registered office of the Amalgamated Corporation shall be in the city of _____, in the Province of Manitoba, and shall be located therein at _____ [insert full address].

5. Authorized Capital

- 5.1 The Amalgamated Corporation is authorized to issue _____ Class A common shares, _____ Class B common shares, _____ Class C common shares, _____ Class A preferred shares, _____ Class B preferred shares, _____ Class C preferred shares, and _____ Class D preferred shares.
- 5.2 Any and all rights, privileges, restrictions and conditions attaching to such classes of shares are set out in Schedule A, attached hereto.

THIS IS A 21-PAGE DOCUMENT (INCLUDING SCHEDULES).